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codeofconduct

Apogee Corporation Limited

Code of Conduct
(Ethics, Commitment and Responsibility)

Policy

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1. CORPORATE COMMITMENT

“As Apogee Corporation Limited develops its business activities and growth plans across the length and breadth of the United Kingdom and into Europe, we strive to foster core values and principles that are upheld by all of our employees, wherever we operate.

The programme described in this document, entitled “Apogee Corporation Limited, Code of Conduct Policy”, may be unique in the Office Solutions industry. However, Apogee Corporation Limited is determined to align itself to many of our customers by maintaining / introducing / setting higher standards of not only service and customer support but ethics. This programme is designed to constantly serve as the guide for our employees, the people who are depended upon, to provide a service for all Apogee Corporation Limited customers.

Irrespective of the geographical area in which we operate, we must conduct our business in accordance with British and European standards and in particular, ensure adherence to core principles while not just acknowledging but embracing cultural diversity. Moreover we pay particular attention to environmental conservation.

Conducting our business as true professionals, treating our customers with respect and assuming our responsibilities; all of this simply means doing our jobs properly.”

Signed:

A handwritten signature in black ink, appearing to be "AP" followed by a long horizontal stroke and a small flourish at the end.

Alan Pierpoint
Company Secretary
Apogee Corporation Ltd
Date: 5th December 2008

2. APOGEE GUIDING PRINCIPLES

Apogee Corporation Limited operates its office solutions business through a number of operating units known as “departments” which are active in the areas of Sales, Service, Customer Support, Finance, Installations and Training. Our success and flexibility are built upon these departments having a high degree of autonomy in terms of decision-making and responsibilities. They all represent Apogee Corporation Limited in the eyes of the customer and the users of the services that we are responsible for providing.

In all circumstances the professional behaviour of Apogee Corporation Limited employees must reflect, first and foremost, our shared guiding principles which are

- 1. Strict respect for the law**
- 2. Honesty and integrity**
- 3. Social responsibility**
- 4. Risk management**
- 5. Information and corporate governance**

3. STRICT RESPECT FOR THE LAW

Strict respect for the law is one of our guiding principles, as are honesty & integrity, social responsibility, risk management, Information and an overriding commitment to the environment.

We allow no exceptions to this principle of strict respect for the law. This ethos applies to every contract, potential contract and to every employee. Respect for the law represents a serious responsibility and it calls for continuous efforts in terms of information and vigilance.

4. HONESTY & INTEGRITY

Honesty and integrity is a feature of everything that the staff at Apogee Corporation Limited does, and applies not only internally but also to relationships entered into with outside parties.

4.1. Within Apogee Corporation Limited: Honesty and integrity are built upon a strong feeling of loyalty among Apogee Corporation Limited, its employees and its customers. For each employee, it implies clear and transparent handling of information. It also assumes compliance with confidentiality requirements regarding the use of sensitive data of departments within Apogee Corporation Limited, as well as the proper use of files.

Acting with honesty and integrity also means refraining from making any complaints against another employee with wilful disregard of the truth. Nevertheless, an employee who in good faith believes that a breach of our Code of Conduct has occurred has free access, on a confidential basis without fear of retaliation, to the Ethics Committee. The Ethics Committee (made up of executive and non executive board members of Apogee Corporation Limited) meets quarterly and is empowered to investigate alleged Code of Conduct violations, as well as to provide its opinion on any issue relating to Apogee Corporation Limited core values and guiding principles.

4.2. With regard to all stakeholders: In this context, acting with honesty and integrity involves representing Apogee Corporation Limited in a faithful and effective manner vis-à-vis both its customers and all with whom it has a relationship. In general, this means:

- Respecting all of Apogee Corporation Limited contractual commitments as well as all applicable laws or regulations, particularly those relating to fair competition and corruption.
- Ensuring regulatory compliance of all installations and activities entrusted to Apogee Corporation Limited, in particular by advising customers as to how they may comply with applicable regulatory requirements.
- Maintaining the confidentiality of exchanges: Apogee Corporation Limited employees may become aware of confidential information relating to Apogee Corporation Limited or its business partners. This information may relate to technical studies, projects or processes, industrial data, sales or financial plans as well as items likely to concern either Apogee Corporation Limited or its customer's assets and know-how. Each employee must take all precautions necessary to ensure that this information is not divulged either to an unauthorised third party nor to other employees not entitled to such information.
- Avoiding conflicts of interest: Employees of Apogee Corporation Limited must be constantly mindful of their duty to defend Apogee's legitimate interests. Apogee Corporation Limited employees who are confronted with situations where there is a clash of any type whatsoever with those of Apogee Corporation Limited, are obliged to declare the risk of conflict of interest to management. Moreover, all employees must inform management prior to exercising an external professional activity and must declare, as required, any interests acquired, directly or indirectly, in any enterprise with which Apogee Corporation Limited maintains business relations or which it competes.
- Protecting the quality of Apogee Corporation Limited image which, in the same way as its business activities, helps determine its credibility and continued prosperity. Hence, employees must abstain from any act that, may damage the reputation of Apogee Corporation Limited.

4.3. Supplier and service provider relationships: In this type of relationship, honesty and integrity require that employees take the following precautions:

- Selecting suppliers (and being selected as a supplier) based on their performance and in relation to objective criteria, while taking into account the principles contained in the Apogee Corporation Limited Purchasing Charter in terms of ethics vigilance and responsibility (e.g. prohibition of forced labour). *charter available on request.
- Ensuring that outside providers behave ethically: Inherent in Apogee Corporation Limited business activities are the recourse to outside providers, including intermediaries, negotiators, advisors and consultants. These providers must always be compensated in relation to services stipulated in their contract.
- Apogee Corporation Limited employees must implement all measures necessary to ensure effective coherence between the stipulated service and the agreed upon compensation. In particular Apogee Corporation Limited employees have adopted and distributed clear procedures to ensure that agreed upon services conform to reality and that such services are being legally provided.
- Refusing to offer or receive any direct or indirect personal reward, service or financial benefit. Apogee Corporation Limited employees may not, under any circumstances, offer gratuities or gifts. Moreover they must not use Apogee Corporation Limited property or information for their own purposes, nor use their position within the company for personal benefit or gain. In their professional capacity, they must not accept gifts or invitations other than in accordance with Apogee Corporation Limited practices.

5. SOCIAL RESPONSIBILITY

Apogee Corporation Limited has set itself the dual objective of offering its employees worthwhile and long-term local employment, while ensuring that the highest possible number of people share in the benefits of its actions. Underpinning this is the Apogee Corporation Limited Equal Opportunities policy. Equal opportunities are embraced and demonstrated at all levels of the company from Shareholders and Senior Executives through middle Management, Supervisory and front line staff in an unparalleled manner.

5.1. Vis-à-vis employees, this responsibility is characterised by:

- Implementing active human resources policies for vocational training skills development, job mobility and career advancement.
- Improving workplace safety and security and showing responsiveness to work-related health concerns.
- Promoting innovative human resources activities and developing a spirit of initiative, responsibility and loyalty.
- Abiding by all employment legislation standards in particular with regard to the prevention of discrimination on the basis of age, gender, ethnic minority, religion or disability.

6. RISK MANAGEMENT

One of Apogee Corporation Limited ongoing goals is to manage risks both for its staff, its customers and the general public.

6.1. Safety and morale in the workplace: Apogee Corporation Limited provides its employees with a secure and positive working environment.

Irrespective of their level of responsibility, all employees must strive continuously to prevent risks by improving Health and Safety conditions in the workplace.

Employees must comply with instructions and procedures issued in these areas by Apogee Corporation Limited, its customers and all current regulations.

6.2. Industrial and environmental risks: Each employee, depending on his or her level of responsibilities must take all measures necessary in order to reduce industrial and environmental risks.

This means ensuring the strict regulatory compliance of all installations operated, and being vigilant with regard to the proper application of all procedures adopted by Apogee Corporation Limited.

7. INFORMATION AND CORPORATE GOVERNANCE

Apogee Corporation employs corporate governance principles that are intended to ensure the accuracy of our data so as to protect the interests of our shareholders, our employees, our customers and all other parties with whom we have a relationship. Apogee Corporation Limited seeks to ensure the transparency of information provided to financial entities and its customers.