

A Message from Technical Control Systems

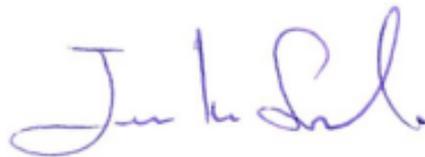
Technical Control Systems ("TCS") are committed to Integrity and high standards of business conduct in everything we do, especially in our dealings with suppliers and contractors (collectively "suppliers"). For well over 45 years, TCS have created an asset of incalculable reputation, built by so many people over so many years, rides on each business transaction we make.

TCS bases supplier relationships on lawful, efficient and fair practices, and expects its suppliers to adhere to applicable legal requirements in their business relationships, including those with their employees, their local environments, and TCS. The quality of our supplier relationships often has a direct bearing on the quality of our customer relationships. Likewise, the quality of our suppliers' products and services affects the quality of our own products and services.

To help suppliers understand the TCS commitment to Integrity and the standards of business conduct that all suppliers must meet, we have prepared this Integrity Guide for Suppliers and Contractors. The Guide is divided into four sections:

- **TCS Code of Conduct**
- **TCS Compliance Obligations**
- **Responsibilities of TCS Suppliers**
- **How to Raise an Integrity Concern**

Suppliers should carefully review this Guide, including but not limited to the section, **Responsibilities of TCS Suppliers**. Suppliers are responsible for ensuring that they and their employees, representatives and sub-suppliers comply with the standards of conduct required of TCS suppliers. Please contact the TCS employee you work with if you have any questions about this Guide or the standards of business conduct that all TCS suppliers must meet.



Jonathan Somers
Managing Director

TCS Code of Conduct

TCS's commitment to total Integrity is set forth in the Company's Ethics and Business Integrity Policy. The policies set forth in the IMS Manual govern the conduct of all TCS employees and all TCS employees must not only comply with the "letter" of the Company's policies, but also with their "spirit."

The "spirit" of TCS's Integrity commitment is set forth in the TCS Code of Conduct, which each TCS employee has made a personal commitment to follow:

- Obey the applicable laws and regulations governing our business conduct.
- Be honest, fair and trustworthy in all of your TCS activities and relationships.
- Avoid all conflicts of interest between work and personal affairs.

- Foster an atmosphere in which fair employment practices extend to every member of the company.
- Strive to create a safe workplace and to protect the environment.
- Through leadership at all levels, sustain a culture where ethical conduct is recognised, valued and exemplified by all employees.

TCS Compliance Obligations

All TCS employees are obligated to comply with the requirements of the Company's compliance policies set forth in the Ethics and Business Integrity Policy. This policy implements the TCS Code of Conduct. A summary of some of the key compliance obligations of TCS employees follows:

IMPROPER PAYMENTS

- Always adhere to the highest standards of honesty and integrity in all contacts on behalf of TCS. Never offer bribes or other improper payments to any customer or third party. Follow the laws of the United Kingdom relating to these matters.
- Do not give significant gifts or provide any extravagant entertainment to a customer or supplier without TCS management approval. Make sure all business entertainment and gifts are lawful and disclosed to the other party's employer.
- Employ only reputable people and firms as TCS representatives and understand and obey any requirements governing the use of third party representatives.

PRIVACY

- Never acquire, use or disclose individual consumer information in ways that are inconsistent with TCS privacy policies or with applicable privacy and data protection laws, regulations and treaties.
- Maintain secure business records of individual consumer information, including computer-based information.

SUPPLIER RELATIONSHIPS

- Only do business with suppliers who comply with local and other applicable legal requirements and any additional TCS standards relating to labour, environment, health and safety, intellectual property rights and improper payments.
- Follow applicable laws and government regulations covering supplier relationships.
- Provide a competitive opportunity for suppliers to earn a share of TCS's purchasing volume.

COMPLYING WITH COMPETITION LAWS

- Never propose or enter into any agreement with a TCS competitor to fix prices, terms and conditions of sale, costs, profit margins, or other aspects of the competition for sales to third parties.
- Do not propose or enter into any agreements or understandings with TCS customers restricting resale prices.
- Never propose or enter into any agreements or understandings with suppliers which restrict the price or other terms at which TCS may resell or lease any product or service to a third party.

ENVIRONMENT, HEALTH & SAFETY

- Learn how to conduct your activities in compliance with all relevant environmental and worker health and safety laws and regulations and conduct your activities accordingly.

- Ensure that all new product designs or changes or services offerings are reviewed for compliance with TCS guidelines.
- Use care in handling hazardous materials or operating processes or equipment that use hazardous materials to prevent unplanned releases into the workplace or the environment.
- Report to TCS management all spills of hazardous materials; any concern that TCS products are unsafe; and any potential violation of environmental, health or safety laws, regulations or company practices or requests to violate established IMS procedures.

FAIR EMPLOYMENT PRACTICES

- Extend equal opportunity, fair treatment and a harassment- free work environment to all employees, co-workers, consultants and other business associates without regard to their race, colour, religion, national origin, sex (including pregnancy), sexual orientation, age, disability or other characteristic protected by law.

CONFLICTS OF INTEREST

- Financial, business, or other non-work related activities must be lawful and free of conflicts with one's responsibilities to TCS.
- Report all personal or family relationships, including those of significant others, with current or prospective suppliers you select, manage or evaluate.
- Do not use TCS equipment, information or other property (including office equipment, e-mail and computer applications) to conduct personal or non-TCS business without prior permission from the appropriate TCS manager.

INTELLECTUAL PROPERTY

- Identify and protect commercially significant TCS intellectual property in ways consistent with the law.
- Consult with TCS directors in advance of soliciting, accepting or using proprietary information of outsiders, disclosing TCS proprietary information to outsiders or permitting third parties to use TCS intellectual property.
- Respect valid patents, copyrighted materials and other protected intellectual property of others; and consult with TCS directors for licenses or approvals to use such intellectual property.

Responsibilities of TCS Suppliers

TCS will only do business with suppliers that comply with applicable legal requirements. Suppliers that transact business with TCS are expected to not only comply with their contractual obligations under any purchase order or agreement with TCS, but also adhere to standards of business conduct consistent with those described in this section of the Guide. A supplier commitment to full compliance with these standards is the foundation of a mutually beneficial business relationship with TCS.

TCS requires and expects that each supplier shall comply with all applicable legal requirements. Unacceptable practices by a supplier include:

- **Minimum age.** Employing workers younger than the required minimum age.
- **Minimum Wage.** Paying employees less than the minimum wage they are entitled to.
- **Slavery and human trafficking.** Men, women or children being brought into a situation of exploitation through the use of violence, deception or coercion and forced to work against their will under the threat of some form of punishment.

- **Environmental Compliance.** Lack of commitment to observing applicable environmental laws and regulations.
- **Health & Safety.** Failure to provide workers a workplace that meets applicable health and safety standards.
- **Code of Conduct.** Failure to maintain and enforce company policies requiring adherence to lawful business practices, including a prohibition against bribery or collusion.
- **Business Practices and Dealings with TCS.** Offering or providing, directly or indirectly, anything of value, including cash or bribes, to any TCS employee, representative or customer in connection with any TCS procurement, transaction or business dealing. Such prohibition includes the offering or providing of any consulting, employment or similar position by a supplier to any TCS employee (or their family member or significant other) involved with TCS procurement. TCS also requires that a TCS supplier not offer or provide TCS employees and representatives with any gifts, other than gifts of nominal value to commemorate or recognise a particular TCS-supplier business transaction or activity.
- **Business Entertainment of TCS Employees and Representatives.** Failing to respect and comply with the business entertainment (including travel and living) policies established by TCS and governing TCS employees and representatives. Business entertainment should never be offered to a TCS employee and representative by a supplier under circumstances that create the appearance of an impropriety.
- **Collusive Conduct and TCS Procurements.** Sharing or exchanging any price, cost or other competitive information or the undertaking of any other collusive conduct with any other third party supplier or bidder to TCS with respect to any proposed, pending or current TCS procurement.
- **Intellectual & Other Property Rights.** Failing to respect the intellectual and other property rights of others, especially TCS. In that regard, a TCS supplier shall:
 - Only use TCS information and property (including tools, drawings and specifications) for the purpose for which they are provided to the supplier and for no other purposes.
 - Take appropriate steps to safeguard and maintain the confidentiality of TCS proprietary information, including maintaining it in confidence and in secure work areas and not disclosing it to third parties (including other customers, subcontractors, etc.) without the prior written permission of TCS.
 - Only transmit TCS information over the Internet on an encrypted basis.
 - Observe and respect all TCS patents, trademarks and copyrights and comply with such restrictions or prohibitions on their use as TCS may from time to time establish.
- **Use Sub-Suppliers or Third Parties to Evade Requirements.** The use of sub-suppliers or other third parties to evade legal requirements applicable to the supplier and any of the standards set forth in this Section of the Guide.

The foregoing standards are subject to modification in the discretion of TCS. Please contact the TCS employee you work with if you have any questions about these standards and/or their application to particular circumstances. Each supplier is responsible for ensuring that the supplier and its employees and representatives understand and comply with these standards. TCS will only do business with those suppliers that comply with applicable legal requirements and reserves the right, based on its assessment of information then available to TCS, to terminate, without liability to TCS, any pending purchase order or contract with any supplier that does not comply with the standards set forth in this section of the Guide.

How to Raise an Integrity Concern

Each TCS supplier is expected to promptly inform TCS of any Integrity concern involving or affecting TCS, whether or not the concern involves the supplier, as soon as the supplier has knowledge of such Integrity concern. A supplier shall also take such steps as TCS may reasonably request to assist TCS in the investigation of any Integrity concern involving TCS and the supplier. An Integrity concern may be raised by a TCS supplier with a TCS manager or Director.

1. Define your concern: Who or what is the concern? When did it arise? What are the relevant facts?
2. Raise the concern - prompt reporting is crucial:
3. Discuss with a TCS manager; or
4. A Company Director who will promptly review and investigate the concern.
5. TCS Policy forbids retaliation against any person reporting an Integrity concern. Contact the IMS Coordinator if you feel retaliated against because you reported a concern.