

# 1. Ethical Business Conduct Policy

## 1.1 Requirements

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Idox group companies ('the Group') will conduct its business fairly, impartially, in an ethical and proper manner, and in full compliance with all laws and regulations. In conducting its business, integrity is the foundation of all company relationships, including those with customers, suppliers, and communities and among employees. The highest standards of ethical business conduct are required of Group employees in performance of their company responsibilities. Employees will not engage in conduct or activity that may raise questions as to the Group's honesty, impartiality, or reputation or otherwise cause embarrassment to the Group. Conduct that is prohibited under this policy must not be accomplished by anyone outside on behalf of the Group.

## 1.2 Responsibilities

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Every employee has the responsibility to ask questions, seek guidance, report suspected violations, and express concerns regarding compliance with this policy and the related procedures.

The Group will maintain a programme to communicate to employees its commitment to integrity and uncompromising values, as directed by the Board. The programme will inform employees of Group policies and procedures regarding ethical business conduct and assist them in resolving questions and in reporting suspected violations. Under this policy, employees are encouraged to use the company reporting mechanism to raise genuine concerns.

The Ethics and Business Conduct Committee, appointed by the Board of Directors of Idox Plc, is responsible for providing policy guidance and issuing procedures to assist employees in complying with the Group's expectations of ethical business conduct and uncompromising values. This policy and related procedures constitute the standards of ethical business conduct required of employees. Managers are responsible for supporting implementation and monitoring compliance.

## 1.3 Anti-Corruption

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Each member of the Group conducts its business in compliance with applicable anti-corruption laws and has instituted and maintained policies and procedures designed to promote and achieve compliance with such laws.

## 1.4 Bribery Act

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The Board of the Group is committed to zero-tolerance in relation to any form of bribery and corruption and sees the Act as part of its overall corporate responsibility. The Group will work to identify and eliminate any form of bribery through a risk assessment process and ongoing monitoring and review. All employees are prohibited from soliciting, arranging or accepting bribes intended for the business and / or employee's benefit or that of the employee's family, associates or acquaintances. This policy extends to the group's business dealings and transactions in the UK and abroad, whether on its own behalf or on behalf of any business managed or operated, wholly or in part, by any group company.

This policy is given force in a detailed anti-bribery programme which will be regularly revised to capture changes in law, reputation demands and changes in the business.

## 1.5 Constraints and Conflicts of Interest

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As a private company with no links to the public sector other than commercial, the Group does not envisage any constraints on the provision of its services to the public sector. However, the Group understands that while working in a public sector environment there is the possibility of conflicts of interest being experienced by its employees, attempting to seek personal, family or community benefits as a result of opportunities presented to them during their work. The Group's policies of customer care, security and confidentiality protect the client to

the extent that any breach of these policies is a clear breach of the employee's terms and conditions of employment and is thus an instantly dismissible offence.

Similarly, it can be understood that the opportunity to work in the private sector could be a temptation to a public sector employee and might lead to such person seeking employment with the Group. To protect the public sector client against this possibility, the Group is prepared to write into the software licence agreement a clause attaching heavy penalties to the company should it offer employment to an employee of the client within a defined timescale after completion of the project.

## 1.6 Contracts

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The Group will, at the request of a customer, include an anti-collusion statement in any contract.

It is the Company's policy that all customer contracts entered into by the Company and its subsidiaries require the customer to warrant that the customer has not received funding from any individual, entity, regime or government named on the sanctions lists of the UK and US governments which can be found at <https://www.gov.uk/government/publications/financial-sanctions-consolidated-list-of-targets/consolidated-list-of-targets> (UK) and <http://www.treasury.gov/resource-center/sanctions/Pages/default.aspx> (USA).

## 1.7 Whistleblowing

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Under its Ethical Business Conduct policy, the Group is committed to operate all its business activities responsibly and ethically and to behave with honesty and integrity.

However, such standards can only be achieved and maintained through the conduct of its employees, consultants and contractors ("staff"). It is the obligation of all staff to conduct themselves in a manner to maintain these standards and, if necessary, to draw attention to any malpractice or unlawful conduct which they, in good faith, suspect is taking place at work ("whistleblowing"). Such conduct may include, for example, criminal acts, financial fraud, questionable accounting, failure to comply with legal & regulatory requirements (e.g. breach of contract), miscarriages of justice, dangers to the health & safety of staff or the public, damage to the environment or the deliberate cover-up of any actual or suspected misconduct.

The group is committed to a training programme for all staff to make them aware:

- what whistleblowing is
- the Group's procedures for handling whistleblowing
- the Group's commitment to treat all disclosures consistently and fairly
- the Group's commitment to take all reasonable steps to maintain the confidentiality of the whistle-blower where is requested.

Idox staff are made aware that making a disclosure under the whistleblowing policy is acting in the public interest; the policy should not be used for personal grievances and complaints.

This Whistle-blower Policy seeks to ensure the availability of a process which is accessible to all staff, whereby they can raise genuine concerns without fear of retaliation, harassment or victimisation as a result, and sets out guidance on its implementation across the Group.

## 1.8 Anti-Slavery and Human Trafficking

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Under the Modern Slavery Act of 2015 we have a duty to publish an annual statement confirming the steps taken to ensure that slavery and human trafficking are not taking place in the business and to ensure that our suppliers are aware of our policy on anti-slavery and human trafficking.

### **Our structure and business**

Idox group is a supplier of specialist information management solutions and services to the public sector and to highly regulated asset intensive industries around the world in the wider corporate sector.



Idox is the leading applications provider to UK local government for core functions relating to land, people and property, such as its market leading planning systems and election management software. Over 90% of UK local authorities are now customers.

Our group has over 700 employees, most of whom are based in the UK with some operations in the USA and India. We have an annual turnover of over £76 million.

We have adopted a risk-based approach to the assessment of our business and supply chain, which has involved taking geographical, industry and market factors into account in order to identify categories of supply that may present a higher risk of modern slavery being present. We are focusing our attention on suppliers in these categories areas initially, though any resulting policy changes will extend to the whole business. Given the nature of what we do, we believe that there is a low risk of slavery or human trafficking having a connection with our business activities.

### **Our policies on slavery and human trafficking**

The policies we have in place and our anti-slavery statement, reflect our commitment to:

1. Acting ethically and with integrity in all our business relationships and
2. Ensuring people are paid fairly and properly for their work;
3. Developing systems and controls to ensure slavery and human trafficking is not taking place anywhere in our business or supply chains.

The main mitigations to ensure we are an anti-slavery business include:

1. Ensuring our employees receive a fair wage
2. Supporting whistleblowing
3. Requiring compliance with our ethical conduct policy
4. Recruitment checks
5. Supplier checks

This statement is made pursuant to section 54(1) of the Modern Slavery Act 2015 and constitutes the group's slavery and human trafficking statement for the financial year ending 31 October 2016."

Signed:

A handwritten signature in black ink, appearing to read "Andrew Riley". The signature is written in a cursive, flowing style.

**Andrew Riley, Chief Executive Officer**

9<sup>th</sup> January 2017