

The Code of Ethics of The APM Group Ltd

Introduction

1.1 The APM Group Ltd (the Company) is a certification body operating in the UK and abroad. Trust, honesty, integrity and impartiality are vital to the Company's reputation and success.

1.2 In 2006 the Company established an independent Ethics and Standards Board to ensure the highest ethical standards in its operations and dealings with accredited examiners, trainers and consultants, contractors, suppliers, the community and all its other stakeholders.

1.3 The role and approach of the Ethics and Standards Board is essentially preventive. Its Terms of Reference (*TOR-APMG Ethics and Standards Board*) include this responsibility:

- *The Ethics and Standards Board develops, promulgates and keeps under review the Company's Code of Ethics, ensuring through audit that the Code is understood and observed by the Executive Board members, senior managers, other employees, contractors, suppliers and all involved in (or who contribute in any way to) the Company's operations and activities.*

1.4 This Code of Ethics was drafted for consultation with Board members, managers, employees and a sample of accredited training and consulting organisations. The Code set out in this document (*Code of Ethics-APMG*) incorporates the outcomes of this consultation process. The original version of the Code of Ethics was approved by the Main Board on 26th June 2007 and first promulgated in July 2007. This revised version was approved by the Main Board on 18th February 2009 and promulgated on 20th April 2009.

The Purpose of the Code of Ethics

1.5 The purpose of this Code of Ethics is to provide clear guidance to the members of the Company's Boards and Management Team, its employees, contractors, suppliers and all engaged in its activities in situations in which they:

- Are uncertain about how to behave or act;
- Face a real or potential conflict of interest;
- Need help to make the right and true decision for all concerned and to protect the good standing and reputation of the Company.

1.6 Anyone employed by or acting on behalf of the Company should, in any such situation, consult and abide by:

- All statutes, corporate governance and accounting standards, regulations, codes of professional conduct which are relevant to the situation in which they are uncertain;
- The relevant sections of the Company's Quality Management System;
- The Company's agreed Corporate Values – see (2.3) below;
- This Code of Ethics.

1.7 Anyone who still cannot find the guidance they need in this Code or in the sources given in (1.6) above, or who is in any doubt about how to deal with an ethical issue, should immediately consult an appropriate senior colleague and/or refer to the Chair (or Deputy Chair) of the Ethics

and Standards Board, whose contact details can be found on the Corporate Governance page of the APMG website.

Signatories

1.8 On behalf of the Company, we commend this Code of Ethics to our Board members, management team, employees, assessors, trainers and examiners in accredited organisations, contractors, suppliers and all whose activities affect the Company's reputation and success.

Alan Harpham *Richard Pharro* *Canon Alan Deboo*
Chairman, APMG Ltd *Managing Director* *Chair, Ethics and Standards Board*

General

2.1 As stated in (1.5-1.7) above the purpose of this Code of Ethics is to guide the Company's directors, managers, employees, contractors, suppliers and all involved in its activities when faced with situations in which the Company's reputation could be at risk or be to its disadvantage if the wrong decision was taken. Those confronted with ethical issues should immediately seek guidance in the sources summarised in 2.2-2.5 below.

The Law, Corporate Governance, Regulations and Professional Standards

2.2 The Company requires its Board and Management Team members, employees, contractors, suppliers and accredited examiners, trainers and consultants to abide by all statutes, corporate governance and accounting standards, regulations and codes of professional conduct which apply to their activities in those countries where APM Group is conducting business.

The Company's Agreed Corporate Values

2.3 The agreed values are:

- working with integrity and a commitment to excellence and quality
- honest and open communications and behaviour
- no blame culture where there is trust and respect
- accepting mistakes, learning from them and moving forward
- forward looking and innovative

The Company's Code of Ethics

2.4 The Company has full trust in the integrity and professionalism of its employees, suppliers, contractors and those whom it accredits. In recognition of this, the Code of Ethics does not provide detailed guidance on every ethical issue which may arise. Rather, it sets ethical values and standards. This Code, the sources outlined in (2.2 & 2.3) above, and the Company's Quality Manual form a framework of guidance. Within this framework those confronted with ethical issues are trusted and expected to use their judgement to make the right decisions to protect the Company's reputation and success.

2.5 Anyone who cannot find the guidance they need, or who is in doubt about how to deal with an ethical issue, should immediately see advice in accordance with (1.7) above.

The Company's Employment Values

3.1 The Company places the highest trust and value in its employees. It takes all possible care with their recruitment, selection, training, professional development, involvement, remuneration, Occupational Health & Safety and well-being at work.

3.2 Relations with and between employees and all involved in the Company's operations are based on the agreed Corporate Values given in (2.3) above.

3.3 The Company is committed to open communication on its values, policies, plans, prospects and performance.

3.4 The Company respects the wholeness and well-being of its employees. It encourages and helps them to develop their skills and careers and to maintain the right balance between work, home and leisure.

The Company's Expectations of its Employees

4.1 For the purposes of this Code, the term *employee* includes all contractors employed as assessors, examiners, advisers or consultants to the Company, to whom paragraphs 4.2 to 4.9 also apply.

4.2 The Company will trust and support its employees in addressing ethical issues and in their turn expects them:

- to be aware of and to abide by all statutes, corporate governance and accounting standards, regulations and codes of professional conduct which apply to their work and responsibilities;
- to support and abide by the agreed Corporate Values;
- to support and abide by the guidance given in this Code;
- to seek guidance from an appropriate senior member of the Company and/or (if necessary) the Chair of the Ethics and Standards Board, if unsure about an ethical issue.

4.3 When on the Company's business, the giving and receiving of reasonable hospitality and inexpensive gifts is quite acceptable, but no employee may give, solicit or receive money, facilitation payments, gifts of significant value, extravagant hospitality or anything which could be construed as a bribe or as creating an obligation. Employees should report without delay any offer of gifts of significant size or questionable purpose. Such gifts are to be declined or (if sent) returned promptly with a courteous explanation.

4.4 Information gained in the course of business is to be used solely for the Company's purposes and advantage, not for the purposes or gain of an employee or of any other person.

4.5 Employees are to protect and preserve the accuracy of records and the confidentiality of all information or data which could be damaging to the Company's reputation or detrimental to its staff, examinees or others if disclosed to unauthorised organisations, persons or competitors.

4.6 Any personal interests (including those of relations) such as directorships, shareholdings in

suppliers, contractors and accredited organisations and the employment of family members must be disclosed. Employees may not engage in any activity which conflicts with the Company's interests.

4.7 The Company's resources (including time, computers, telephones, intellectual property and other assets) are for use solely on the Company's business, except for occasional minor personal purposes. If in doubt, permission should be sought for personal use.

4.8 The Company's computers and other equipment are provided for business purposes and are not to be used to receive, send, receive or forward illegal, offensive, obscene or any other inappropriate material.

4.9 Whilst on the Company's business, no one may be under the influence of alcohol or any substance (illegal or otherwise) detrimental to their work, behaviour or the safety of themselves or others.

Relationships with Accredited Training and Consulting Organisations

5.1 The Company is committed to close relationships of trust and transparency with its accredited training and consulting organisations who are integral to the marketing and delivery of the qualifications, assessments, training and advice at the core of its business.

5.2 Assessors, examiners and lead trainers employed or engaged by accredited training and consulting organisations are required to ensure the confidentiality of information on the Company's processes and examinations. They are forbidden to use or disclose any such information to individuals whom they train, coach or prepare for any of the Company's examinations, other than in accordance with approved procedures.

Relationships with Examinees and their Employers

6.1 The Company places the highest value on the confidence of examinees and their employers in the quality and value of its products and services, and is committed to ensuring the accuracy and confidentiality of information it holds on examinees and their employers.

6.2 Complaints from examinees, their employers and from accredited organisations will be recorded and investigated promptly, thoroughly and efficiently.

Relationships with Business Partners

7.1 The Company aims to please business partners by providing a first-class service which maximises the potential for shared revenue through the joint exploitation of intellectual property and expertise.

7.2 The Company will ensure its communications, advertising and promotional material is accurate, truthful, honest and does not mislead.

7.3 The Company will compete vigorously but fairly and honestly in all markets in which it does business.

7.4 The Company will not engage in any anti-competitive practices or abuse any position of

market dominance.

7.5 The Company will not seek to acquire knowledge of a competitor's business by disreputable means, or to damage a competitor's reputation either directly or by implication or innuendo.

7.6 The Company will not do business with any organisation which fails to observe basic human rights.

Relationships with Governments and Communities

8.1 The Company will take particular care to abide by the standards implicit in this Code of Ethics when deciding whether to do business or invest in countries which do not uphold the principles enshrined in the United Nations Declaration of Human Rights and will abide by this Code when conducting business in such countries.

8.2 All persons employed by or acting on behalf of the Company must abide by the laws of the country in which they are doing business.

8.3 The Company respects the traditions and culture of the countries in which it does business. If there is a conflict between local customs and culture and the principles set out in this Code of Ethics, those representing the Company are to abide by this Code.

8.4 The Company endeavours to ensure that it is not exploited for any illegal purposes such as money laundering, drug trafficking or tax evasion.

8.5 The Company works towards and seeks to maintain consistent procedures and standards across the various countries and cultures in which it operates.

8.6 The Company does not participate in politics or make donations to political parties, but will make its views known to government on issues affecting its business or that of its stakeholders.

8.7 Within policy set by the Main Board, the Company looks for ways of supporting the communities in which it operates through educational and cultural activities and by charitable donations.

8.8 The Company encourages its employees to participate in community and civic activities and organisations.

Relationships with Contractors and Suppliers

9.1 The Company is committed to maintaining good, mutually beneficial relationships with contractors and suppliers, founded on honesty, fairness and mutual trust.

9.2 The Company will pay in accordance with agreed terms and not use its purchasing power unscrupulously.

9.3 The Company will preserve the confidentiality of information about contractors and suppliers and of its terms of business and relationships with them.

9.4 The Company's policy on hospitality and gifts is set out in (4.3) above.

The Environment

10.1 The Company is committed to preventing (or where total prevention is not possible) minimising any effects of its operations which are detrimental to the natural environment. It sets out and seeks to abide by environmental quality standards which reflect all relevant environmental legislation in the countries in which it operates.

10.2 Significant new business policies, plans and developments will be assessed in advance by the Company and (where necessary) modified to minimise their environmental impact.

10.3 The Company requires its employees to carry out their work with proper regard for good environmental practice and (as far as practicable) to conserve energy and resources.

Compliance

11.1 The Ethics and Standards Board is responsible for keeping the relevance and effectiveness of this Code under review.

11.2 Any person who believes the ethical standards set out in or implied by this Code are being violated should confidentially draw their concerns to the attention of the Chair or Deputy Chair of the Ethics and Standards Board, whose contact details are on the Company's website.

11.3 The Company's employees are required to report infringements of the Code to an appropriate senior colleague or, if preferred, to the Chair of the Ethics and Standards Board.

11.4 No employee or other person who reports violations or infringements of this Code will suffer any detriment or adverse consequence as a result of their honesty in doing so.

11.5 The Company requires its auditors to draw attention to any breaches of this Code they may discover.

11.6 This Code of Ethics is intended to provide guidance on ethical issues within the framework of reference set out in (2.1 to 2.5) above. As a guidance document it does not replace any contractual terms of employment or terms of engagement of contractors. If an employee of the Company believes there to be a conflict between the content of this Code and his or her contract of employment, guidance should be sought in the first instance from the Human Resources Manager.

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*Canon Alan Deboo
Chair of the Ethics and Standards Board
6th February 2009*