



MELROSE INDUSTRIES PLC

Code of Ethics

Message from the Chairman

Melrose's reputation for acting responsibly plays a critical role in our success as a business and our ability to generate shareholder value.

At Melrose, we maintain high standards of ethical conduct and take a zero tolerance approach to bribery, corruption and other unethical or illegal practices. We are committed to acting professionally, fairly and with integrity in all business dealings and relationships, within all jurisdictions in which we operate.

The Company's reputation for lawful and ethical business relations is important and we require all employees and other business associates, whether employed directly or indirectly (including customers, suppliers, agents, distributors, and others working for or on behalf of the Company), to act professionally and with integrity.

This Code of Ethics reinforces our values and provides guidance for employees and business associates so that they are fully aware of what is expected of them, their responsibilities and the consequences for non-compliance.

To support the Code of Ethics, Melrose has developed a compliance framework with policies covering anti-bribery and corruption, anti-money laundering, competition trade compliance, data privacy and whistleblowing. In addition, we have guidance relating to document retention and joint venture arrangements.

Any employee who is aware of possible bribery and corruption activities or the violation of any of the above policies should disclose such details using the Speak Up ethics and compliance reporting line, which is designed to ensure that employees feel comfortable about raising concerns. Further information about the reporting process can be found within the Company's whistleblowing policy. A commitment has been made within the group to ensure that employees who do come forward with such information are protected to the fullest extent possible.

Christopher Miller

Chairman

April 2015

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All employees working for any business within the Melrose Group should familiarise themselves with this Code of Ethics (set out below) and the policies forming the Group's compliance framework.

- Bribery and corruption – all business must be conducted in an open, honest and ethical manner as required by the **Anti-Bribery and Corruption Policy**. Bribes are against the law, no matter what “local custom” may be. Any breach of this policy may lead to disciplinary action being taken by the Company up to and including termination of employment.
- Money laundering – no Melrose business may engage in money laundering. Although the Group does not undertake regulated activities for the purposes of anti-money laundering legislation, we are committed to best practice in this area as set out in the **Anti-Money Laundering Policy**.
- Competition – employees are responsible for acquiring a sufficient understanding of applicable competition laws and refrain from engaging in practices that violate such laws so that we compete fairly. Further details are contained in the **Competition Policy**.
- Trade compliance – in conducting business across borders, employees must be aware of, and follow, all applicable laws and comply with the Group's **Trade Compliance Policy**. Compliance failures can result in fines, criminal penalties, adverse publicity and suspension or revocation of the Group's import or export privileges.
- Data privacy – employees must always safeguard personal information and only use it for valid business purposes. The **Data Protection Policy** is designed to assist in ensuring we manage the data protection risks arising out of our activities.
- Whistleblowing – employees are encouraged to raise promptly any actual or suspected breach of Melrose policies and any other matter of concern. Further details are contained in the **Whistleblowing Policy**.
- Document retention – employees must ensure that all records and documents are adequately protected and maintained. Further details are contained in the **Document Retention Policy**.
- Joint ventures (JV) – the **Joint Venture Policy** must be complied with both before entering into a JV arrangement and during the course of a JV partnership.