



**For a cleaner conscience**

# **Triton Showers Code of Ethics and Standards of Business Conduct**

**September 2023**

**D. A. Tutton**

A handwritten signature in blue ink, appearing to read "D. A. Tutton". The signature is stylized with a large, looping initial "D" and "A".

**Managing Director**

# Code of Ethics and Standards of Business Conduct

## Table of Contents

- INTRODUCTION FROM THE MANAGING DIRECTOR.....1
- 1. SCOPE AND APPLICABILITY, DISSEMINATION, COMPLIANCE AND RAISING CONCERNS .....2
- 2. MAKING THE RIGHT CHOICES FOR TRITON .....3
- 3. MAKING THE RIGHT CHOICES IN THE GLOBAL COMMUNITY .....5
- 4. MAKING THE RIGHT CHOICES IN THE WORKPLACE .....6
- 5. MAKING THE RIGHT CHOICES WITH CUSTOMERS .....7
- 6. MAKING THE RIGHT CHOICES WITH COMPETITORS.....8
- 7. MAKING THE RIGHT CHOICES WITH SUPPLIERS .....9
- 8. MAKING THE RIGHT CHOICES WITH SHAREHOLDERS ..... 10
- 9. MAKING THE RIGHT CHOICES IN REPORTING BUSINESS TRANSACTIONS ..... 10
- CONTACT DETAILS FOR FURTHER INFORMATION ..... 11
- APPENDIX 1 – CONFLICTS OF INTEREST ..... 12
- APPENDIX 2 – FRAUD, INCLUDING BRIBERY..... 13
- APPENDIX 3 – INFORMATION SECURITY & CONFIDENTIALITY ..... 14

# Code of Ethics and Standards of Business Conduct

## INTRODUCTION FROM TRITON SHOWERS MANAGING DIRECTOR

Triton as part of Norcross Plc is committed to the best corporate practices and ethical values. We undertake our business in a lawful manner and take reasonable measures to require those parties we have business relationships with to do the same. At Triton we pride ourselves on our reputation for acting fairly and ethically wherever we do business.

For Triton to be successful over the long term, our relationships with customers, suppliers and other partners must be built on foundations of honesty, integrity, and respect for others. We must be responsible in our actions and prepared to be held accountable for the decisions we take.

The principles set out in this Code of Ethics and Standards of Business Conduct reflect our commitment to ethical business practices and provide guidance for Triton employees and others doing business with us, such as our customers, suppliers and partners? When Triton operates in conjunction with third parties, where we do not have management control, we will promote the application of these business principles. The requirements in this Code and Standards document are in addition to, and are not instead of, any other obligations or restrictions that may be on an employee by virtue of their contract of employment, employee handbook or otherwise.

Triton recognises that we are part of the society in which we carry on our businesses. We must play an active part in supporting the communities and wider society around us.

The standards are intended to promote an ethos that reflects high standards of integrity and compliance with all applicable laws, rules and regulations. They are not intended as a substitute for them or as a comprehensive summary of their provisions, so all employees must ensure that they understand what laws, rules and regulations apply to their respective roles.

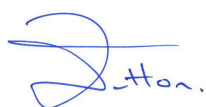
The guidance should be used to help you make better decisions when you are faced with potentially difficult issues. However, it cannot cover every situation and, when in doubt, you should seek advice and, above all, always apply common sense.

**We aim to act with integrity and to respect all laws, regulations, and customs. We should all do the RIGHT thing and make the RIGHT choices:**

- **Responsibility.** You are responsible for your actions. If you break the law, you will have to face the consequences of the harm to society or the environment.
- **Integrity.** Don't compromise your integrity. Don't ever let yourself be forced into doing something you know, or suspect is wrong.
- **Genuineness.** Be genuine, realistic and use common sense.
- **Honesty.** Act honestly and in good faith at all times and in all aspects of your work.
- **Transparency.** Keep full and accurate records of everything that you do, especially in relation to payments you make and what they are for. Transparency demonstrates you have nothing to hide.

Triton's reputation is a valuable asset that each and every one of us is responsible for protecting. I ask you to take the time to read this Code of Ethics and Standards of Business Conduct and apply its principles in all the decisions you make.

Thank you.



D. A. Tutton  
**Managing Director**  
Sept 2023

# Code of Ethics and Standards of Business Conduct

## 1. SCOPE AND APPLICABILITY, DISSEMINATION, COMPLIANCE AND RAISING CONCERNS

### 1.1 Scope and Applicability

This Code of Ethics and Standards of Business Conduct ('the Code and Standards') applies in all areas of Triton's business and to all officers, directors, employees, contractors, and agency staff (collectively 'employees') employed by or working for Triton.

Employees are expected to comply with all applicable laws, rules and regulations and key Triton policies and procedures, including this Code and Standards. Others doing business with Triton, such as customers and suppliers, are expected to conduct themselves to standards equivalent to this Code and Standards.

### 1.2 Dissemination and Amendments

The Board of Triton is responsible for ensuring these business principles are communicated to and understood and observed by all employees and associates. Day-to-day responsibility for promoting and implementing the Code and Standards is delegated to senior management. Triton is responsible for educating its employees and providing guidance where appropriate, but individual employees are responsible for ensuring that they are familiar with these requirements.

This Code and Standards will be made available to every employee at the start of their relationship with Triton.

Employees are responsible for ensuring that business partners, and other parties with whom they do business on behalf of Triton, are aware of the provisions and requirements of this document as necessary.

Triton reserves the right to amend or withdraw this Code and Standards at any time for any reason without prior notice. Triton will inform its employees if it makes any material changes to the Code and Standards and employees will then be required to ensure that they familiarise themselves with the revised version.

### 1.3 Compliance

Employees' failure to comply with this Code and Standards may result in action being taken under Triton's disciplinary procedures, which provide for sanctions including, but not limited to, written warning, termination of employment and/or restorative action.

Every employee has a duty to ask questions, express concerns, seek guidance and report suspected violations regarding compliance with this Code and Standards.

Any employee who directs or approves any violation of this Code and Standards, or who has knowledge of a violation and does not immediately report it, may also be subject to disciplinary action up to and including dismissal.

Any employee holding a senior managerial, financial, or other sensitive position with Triton may be required to certify on an annual basis that they:

- a) Are familiar with the Code and Standards and have not violated any provision thereof;
- b) Are not aware of any violation of the Code and Standards by any other person or party;
- c) Will continue to comply with such codes and standards as defined by Triton; and
- d) Will immediately report, in line with the Group's Whistleblowing Policy, any actual or suspected violation of the Code and Standards of which they become aware.

Certain violations of this Code and Standards may require referral to appropriate governmental or regulatory authorities for investigation or prosecution. Triton will cooperate fully with any such investigation.

# Code of Ethics and Standards of Business Conduct

## 1.4 Raising Concerns

Any employee who knows, or has reason to believe, that another employee or representative of Triton has engaged in, or is engaging in, conduct that violates applicable laws or this Code and Standards must raise their concerns via the procedure set out in the Company's Whistleblowing Policy, available in the company handbook and intranet. Alternatively you can request a copy from HR.

Triton will not discriminate or retaliate against any employee who reports suspected violations (unless it is determined that the report was made with knowledge that it was false) or who cooperates in any investigation or inquiry regarding possible violations.

# Code of Ethics and Standards of Business Conduct

## 2. MAKING THE RIGHT CHOICES FOR TRITON

All employees are expected to apply discretion and good judgement in responding to situations that will arise in the course of their employment or association with Triton. Examples of such situations are set out in broad terms below, but specific roles and particular situations may be subject to additional requirements.

Any employee who is uncertain about what to do in a particular situation must seek advice from those noted below prior to taking any action.

### 2.1 Conflicts of Interest

A conflict of interest may arise whenever an action or interest puts an individual's personal interests at odds with their employing company and prevents them fulfilling their duties and responsibilities to Triton honestly, objectively, and effectively.

Employees must avoid situations where their loyalties are, or could appear to others to be, divided in this way.

Any employee who recognises a potential conflict must discuss the situation with their line manager, a member of Triton Board of Directors, or the Managing Director without delay and prior to taking any action. Directors must disclose any actual or potential conflict to Norcros' Group Counsel & Company Secretary.

Conflicts of interest may also arise in relation to employees' families and close friends. Employees must be alert to the potential conflict that exists if any such person is employed by or has a significant financial interest in (typically defined as a shareholding of 5% or more if considering a UK listed company), a Triton customer, supplier, competitor, or distributor. Any employee recognising such a potential conflict should immediately inform their line manager, a member of Triton Board of Directors or the Managing Director.

Examples of Conflicts of Interest are set out in [Appendix 1](#).

### 2.2 Fraud, Including Bribery

Fraud is a broad term used to describe various acts of corruption and deception including bribery, forgery, extortion, theft, embezzlement, misappropriation, false representation, and concealment of material facts. Even the appearance of such improper behaviour can significantly damage a company's reputation. Examples of business situations that can create opportunities for corruption, including Gifts & Hospitality, are provided in [Appendix 2](#).

Bribery is the transfer or promise of anything of value to another party with the intention of improperly influencing that other party's decisions or actions or rewarding past impropriety. Solicitation, acceptance, offer and payment of bribes are all against Triton's policy and are illegal in most countries.

Triton is exposed to the risk of employees or business partners offering bribes (e.g. to secure a sales order) or accepting bribes (e.g. from a supplier seeking to secure a contract to supply goods or services to Triton).

Triton employees involved in offering or accepting bribes risk prosecution under UK law, as well as any relevant local laws, regardless of where in the world the offence was committed. Penalties against individuals and companies involved in bribery can be significant and include fines, imprisonment, and exclusion from tendering for future business, especially in the public sector.

Triton has developed detailed definitions, policies, and business processes in respect of each of the above situations.

# Code of Ethics and Standards of Business Conduct

Triton applies a **zero-tolerance** approach to bribery and all other types of fraud and will take disciplinary and/or legal action as appropriate in all cases of actual or attempted fraud. Failure to react to knowledge or evidence of fraud in any form will be regarded just as seriously as direct involvement.

Triton will co-operate fully with enquiries by relevant authorities, which may result in prosecution of the offender(s). Steps up to and including legal action may be taken to recover any losses resulting from fraud committed against Triton.

Triton will not penalise any employee who refuses to offer or accept a bribe or engage in other forms of fraud, even where this refusal leads directly to Triton losing business.

Best practice in any situation where there is a risk of fraud or a perception of fraud is for employees to consider all the relevant factors, exercise good judgement and seek advice from their manager, a member of Triton's Executive Board of Directors or the Managing Director if they have any unresolved questions.

## 2.3 Information Security and Confidentiality

Information is one of Tritons' valuable assets. All employees have a responsibility to prevent its inappropriate disclosure or misuse.

This obligation extends to intellectual property and trade secrets, including confidential or private technical, financial, and business information, whether generated within Triton or received from others. It also covers confidential information entrusted to Triton by customers, suppliers and other third parties, in respect of which employees may have the same duty of care as applies to Tritons own information.

Given the increasing use of electronic media, employees can regularly be in possession of valuable or sensitive information as part of their day-to-day role. In addition to any restrictions set out in individual employees' contracts of employment and specific policies, all employees must follow the guidance given in [Appendix 3](#).

Any unauthorised taking, downloading or other prohibited disclosure or use of Triton information may constitute theft of company property and may also be a misappropriation of Tritons' intellectual property (see Section 2.4 below). Triton reserves the right to seek criminal and/or civil remedies to any such action.

Any employee requiring further guidance in any of the above areas should contact their local Managing Director.

## 2.4 Intellectual Property

Inventions and ideas represent valuable assets of the company and should be treated as confidential. It is important to identify and protect these intellectual property assets to ensure Tritons' products achieve and maintain competitive advantage.

Any intellectual property created in the course of an employee's employment by Triton belongs to the company. Employees should immediately report to their manager any invention, innovation or patentable idea relating to any Triton business.

Triton respects the intellectual property rights of others and expects others to respect the company's intellectual property rights at all times. Any employee who believes or suspects that Triton's or any third party's rights have been infringed through misuse or misappropriation of intellectual property should immediately contact their manager, who should notify the Managing Director.

## 2.5 Import and Export Regulations, Sanctions and Restrictions

# Code of Ethics and Standards of Business Conduct

Although Triton operates primarily in the UK, it is an international business that utilises a global supply chain and maintains an international customer base. Imports and exports are made to and from the UK, South Africa, China and other jurisdictions.

A number of governments and other organisations, such as the United Nations, operate restrictions, sanctions and/or embargoes on the types of product that can be exported, the countries to which such exports can be made and the individuals or entities to whom they may be sold.

Failure to comply with UK or foreign import and export laws and regulations could impact Triton's ability to serve its customers, disrupt its supply chain and result in financial and/or criminal penalties.

Employees involved in arranging import or export of products must familiarise themselves with all relevant laws, regulations and restrictions and must seek to ensure that Triton complies with them. These laws can be complex so, when in doubt, employees must seek advice from the Group Counsel & Company Secretary.



# Code of Ethics and Standards of Business Conduct

## 3. MAKING THE RIGHT CHOICES IN THE GLOBAL COMMUNITY

Triton recognises that it exists within a global community that includes parties with whom the company has no direct relationship. Triton is committed to its local communities and to being a good corporate citizen, recognising the legitimate interests of all communities that might be affected by its products or operations.

This section provides a general overview of the standards and rules that Triton sets in relation to specific aspects of its corporate citizenship. In places, it summarises various detailed policies.

### 3.1 Safety, Health and Environment

Triton is committed to creating, maintaining and promoting a safe and healthy working environment for employees and visitors and to designing, manufacturing and supplying products that are reliable and safe to use.

All employees share responsibility for maintaining a safe workplace. For many, this involves making decisions concerning health and safety matters every day. These decisions should be made with full knowledge of, and in accordance with, all relevant laws and regulations.

The Company takes appropriate precautions to prevent injury and illness in the workplace and provides training and information on potential risks that are appropriate to an employee's role and responsibilities.

All products are tested to ensure that they meet safety requirements in the countries in which they are sold. Information about safe use and disposal of Triton products is provided through warning labels, manuals, and other documentation where this is appropriate.

The Company is also committed to minimising the environmental impact of its operations, products, and services wherever possible.

Various initiatives aimed at reducing waste sent to landfill and encouraging recycling are in place at Triton's operating location. Employees are expected to support these schemes by sorting waste and disposing of it appropriately.

Employees should direct any questions and report any health, safety or environmental issues or concerns to their manager, Managing Director or EHS committee in the first instance.

### 3.2 Supply Chain

Triton does not accept and will not tolerate the use of child labour or forced labour (i.e. Modern Slavery) anywhere in its own business or its supply chain. The Company has issued a public statement to this effect, which can be found on its website at:

<https://www.tritonshowers.co.uk/media/amasty/amfile/attach/OpuNYBHCX81joAj39IY6tT4ce18TovSp.pdf>

Triton encourages its direct suppliers to promote human rights throughout the supply chain. Supplier assessments include evaluation of policies and practices in this area.

### 3.3 Community Engagement

Triton has policies in place for taking an active part in supporting their communities and wider society around us. Every employee is encouraged to participate fully in relevant activities.

Triton engages with society through involvement in community and charitable organisations and initiatives. Other initiatives are considered for support on a case-by-case basis.

# Code of Ethics and Standards of Business Conduct

Employees engaging in community-related and similar activities should respect the cultures and varying business customs of the community concerned (to the extent that these do not conflict with either the principles of the Code and Standards or relevant local laws and other regulations).

Employees should also be mindful of how they present their Triton connections and must take care not to create any impression of endorsement by Triton that is not properly authorised.

# Code of Ethics and Standards of Business Conduct

## 4. MAKING THE RIGHT CHOICES IN THE WORKPLACE

Maintaining a safe and productive workplace is a shared responsibility and Triton expects all employees to conduct themselves as mature, responsible, and respectful individuals in all their dealings with co-workers and others with whom they come into contact.

This section provides a general overview of the standards and rules that Triton sets in relation to conduct in the workplace. The underlying detailed HR and IT policies are available on SharePoint or HR.

### 4.1 Equal Opportunities and Diversity

Triton does not and will not discriminate in the employment of any person due to race, colour, national origin, sex or gender identity, sexual orientation, age, religion or belief, disability status or any other category protected under applicable legislation in any jurisdiction in which it operates. This commitment applies to all personnel actions including hiring, promotion, termination, transfer, and compensation/benefits.

All employees are encouraged to advance within the Company and have equal opportunities to do so subject to their possessing the necessary skills and aptitudes.

### 4.2 Workplace Conduct

All employees of Triton are required to treat each other with dignity and respect. The Company recognises that disagreements may arise in daily dealings with others, but most can be handled appropriately and without incident.

Certain types of conduct will not be tolerated under any circumstances. These include, but are not limited to, any form of discrimination, physical violence or intimidation, harassment or retaliation against co-workers, theft, gambling and working under the influence of alcohol or illegal drugs.

Any such conduct may result in disciplinary action up to and including summary dismissal, in accordance with local employment practices and company policies.

### 4.3 Use of Electronic Communication Resources

Triton provides employees with resources such as telephones, networked computers, mobile devices, and Internet access to facilitate efficient working and communication. Personal use of these resources must be limited and in line with the company's IT Policy. Equipment remains the property of Triton and should be used primarily for company business.

Triton equipment is subject to ongoing maintenance and audits, such as monitoring of Internet usage, as well as 'reasonable cause' searches and spot checks without notice.

Improper or inappropriate use of Triton's information resources, including those it has custody over, whether hardware, software, or data, is not permitted.

Use is improper when it involves abusive, graphic, obscene, or illegal materials or behaviour such as accessing pornography, circulating hate mail, attempting to gain unauthorised access to a Triton system, network, or database, downloading copyrighted music, movies, or other works without permission of the copyright owner or any other activity that is prohibited as a matter of law.

Use is inappropriate when, for example, it detracts from an employee's job performance or ties up excessive bandwidth or data storage capacity.

# Code of Ethics and Standards of Business Conduct

## 5. MAKING THE RIGHT CHOICES WITH CUSTOMERS

Triton's reputation as an ethical business is a valuable asset. The way Triton does business with its customers determines the Company's ability to maintain that reputation, so all commercial dealings must be above board and conducted with the highest ethical standards.

This section provides a general overview of the standards and rules that Triton employees should follow when dealing with customers.

Other policies and principles set out elsewhere in this document or where separate policies exist, for example in relation to gifts and hospitality (see Appendix 2 and the Company's Anti-bribery & Corruption Policy) and confidentiality of proprietary information (see Section 2.3 above), also apply to customers.

### 5.1 Relations with Customers

It is Triton's policy to treat customers in an open and honest manner and to adhere to all laws, rules and regulations on trade practices. For this reason, certain business practices, outlined below, are prohibited as a matter of policy:

- Some of Triton's customers may also be suppliers or potential suppliers. The two relationships are distinct and should be treated independently. Employees may not require suppliers to purchase Triton's products as a precondition of doing business with them (i.e. reciprocal arrangements); and
- English, and other jurisdictions', laws prohibit improper competitive or deceptive practices such as:
  - Marketing used equipment as new;
  - Making false or deceptive statements or comparisons with other products; or
  - Misrepresenting trademark, patent or other rights.

The above list does not include all the practices that would be deemed improper, but it should provide a general sense of the concerns in this area.

### 5.2 Truthfulness in Marketing and Selling Products

Triton sells its products on their merits and on the quality, it provides as a supplier. Any statement about the Company's products must be substantiated and any statement about competitive products, quality, services etc. must be complete and based on published or verified factual information.

### 5.3 Sales Commission and Fee Agreements

Triton requires that all sales commission and agent fee arrangements are formally documented and only enters into such agreements with firms serving as bona fide commercial sales representatives, agents, or consultants.

All commissions or fees paid must be reasonable, consistent with the corresponding written agreement, policy, or plan and consistent with normal practices for our industry.

Triton never makes payments of sales commissions or agency fees in cash.

### 5.4 Government and Other Public Sector Procurement

Triton's standards of business conduct are no different when the customer is a government, government agency or other public sector organisation, but the interpretation of those standards may be subject to special rules.

Any employee involved in government procurement who has questions regarding standards of conduct as they apply to a transaction with a government office or agency, should contact their manager, a member of Triton executive Board or the Managing Director prior to taking any action.

# Code of Ethics and Standards of Business Conduct

## 6. MAKING THE RIGHT CHOICES WITH COMPETITORS

Acting in an ethical and honest manner with Triton's competitors is just as important as it is with our customers, suppliers, or any other group with whom Triton interacts.

The guidelines below cover some typical problem areas when dealing with competitors. The choices an employee makes in these situations should be consistent with guidelines described in this section. However, in any specific instance, employees should consult their manager, a member of Triton Executive Board of Directors or the Managing Director for advice.

### 6.1 Competition and Anti-trust Laws

Employees should be cautious when taking any action that involves direct interaction with Triton's competitors. As a general rule to evaluate potentially unethical conduct, employees should consider whether:

- If a competitor acted in a similar way against Triton, could it reasonably be considered improper or could it have the appearance of impropriety; and
- If Triton did something in cooperation with a competitor, could our customers reasonably consider it improper, or could it have the appearance of impropriety?

As a general rule, employees must be careful not to share business or technical information that is confidential or proprietary to Triton with others outside the Company, especially competitors.

Exchanges of information between Triton and competitors must be treated carefully as they could be interpreted as indicators of anti-competitive conduct. Informal understandings between parties are just as serious as more formal dealings.

Employees should not engage in discussions with competitors or share information regarding pricing, costs, margins, terms, and conditions of sale (even when these are standard) or marketing strategies.

Any agreement with one or more competitors regarding prices, terms of sale (e.g. credit, discounts, and trade-ins), service volumes or market allocation (division of customers, types of product, geographic areas, or technology) is likely to be illegal.

If in any doubt seek advice from a member of Triton Executive Board of Directors or the Managing Director.

### 6.2 Competitor Intelligence and Confidentiality

Collating publicly available information about competitors is an essential part of sales and marketing processes, but it has its limits. Employees must not obtain information through improper means such as industrial espionage or paying a competitor's employee or other third party to disclose confidential information. Employees must not accept or transmit any information about competitors that it is reasonable to believe was or might have been obtained improperly or illegally.

Any knowledge of trade secrets or proprietary information that employees may have from prior employment with a competitor must not be used or disclosed at or within Triton. This obligation does not apply to employees' general skills and work experience.

### 6.3 Trade Associations

Trade associations and professional groups are legitimate and useful business forums but pose a risk if the topics discussed or agreements reached could be seen as anti-competitive.

Any employee who believes that matters being discussed are, or could be, seen as anti-competitive, should refuse to join in any conversation. If discussions continue, the employee should leave the meeting immediately and, if possible, ensure that their departure is properly noted in the minutes of the meeting.

# Code of Ethics and Standards of Business Conduct

The employee should also notify their manager, a member of Triton Executive Board of Directors or the Managing Director for advice.

# Code of Ethics and Standards of Business Conduct

## 7. MAKING THE RIGHT CHOICES WITH SUPPLIERS

Suppliers are vital to Triton's success, and they deserve to be treated in a respectful and cooperative manner.

Employees must ensure that they communicate the relevant sections of this Code and Standards to all suppliers with whom they interact in the course of their employment so that unintentional violations can be avoided.

Other policies and principles set out elsewhere in this document or where separate policies exist, for example in relation to hospitality and gifts (see the Anti-bribery & Corruption Policy) and confidentiality of proprietary information (see Section 2.3 above) also apply in respect of suppliers.

### 7.1 Commercial Agreements

Triton bases its purchasing decisions on objective criteria such as price, quality, the financial stability and reputation of suppliers, technical requirements, service, and the overall business relationship with individual suppliers. The Company negotiates the best terms and conditions with suppliers in an open and legal manner.

Suppliers are not required to buy Triton products or services in order to secure the Company's business and, conversely, Triton will not buy from suppliers simply because they purchase the Company's products.

### 7.2 Discounts

Triton's buying power must not be misused by employees for personal gain. Discounts for products and services offered by a supplier to a Triton employee must be openly and readily available to all employees, whether in their capacity as an employee or as a private individual, or they should not be accepted. For instance, an employee should not get a discount on building materials for their home because they have used a certain Triton supplier.

### 7.3 Copyrighted and Licensed Material

It is Triton's policy to comply with copyright laws and licensing agreements for all material obtained from third parties, such as software, user and maintenance manuals, documentation, and product design schematics. Downloading copyrighted material from a Triton network or an outside network is not allowed unless the appropriate license is in place.

### 7.4 Forced and Child Labour

As noted in Section 3.2, Triton does not accept and will not tolerate use of child labour or forced labour (i.e. Modern Slavery) anywhere in its own business or its supply chain.

Triton encourages its direct suppliers to promote human rights throughout the supply chain. Supplier assessments include evaluation of policies and practices in this area.

# Code of Ethics and Standards of Business Conduct

## **8. MAKING THE RIGHT CHOICES WITH SHAREHOLDERS**

Shareholders are an integral part of the wider Norcros community and share in the Group's success. However, unlike customers, their investment is in Norcros itself. They are entitled to accurate and timely financial and other information about the Group and to know that trading in Norcros' securities is conducted with integrity and fairness.

The Norcros Board of Directors has adopted a set of rules in respect of share dealing that sets out minimum standards of conduct to be observed by individual employees whose position within the Group gives them access to information that qualifies as 'inside information'. Relevant employees should familiarise themselves with the rules, as improper use of such information may, under certain circumstances, constitute a criminal offence.

Relevant employees should refer to the rules, which are set out in share dealing policies available from the Group Counsel & Company Secretary.

## **9. MAKING THE RIGHT CHOICES IN REPORTING BUSINESS TRANSACTIONS**

Triton employees are required to record and report all business transactions honestly and accurately and must report immediately any concerns regarding questionable accounting, auditing, and internal control matters.

### **9.1 Company Records, Public Reports and Document Retention**

Employees are responsible for the accuracy of business records they control, which must honestly and accurately record all business transactions.

All Triton books, records and accounts must reflect the true nature of the underlying transactions and must be maintained and retained in accordance with all applicable laws, regulations, and standards. Triton's financial accounting must also conform to Norcros accounting policies, as stated in the Annual Report & Accounts or any internal Group Accounting Manual, and statutory accounts must conform to governing financial reporting standards, the Norcros Group plc accounts being produced in accordance with International Financial Reporting Standards.

No false or misleading entries may be made in Triton's books or records for any reason and no disbursement of corporate funds or other corporate property may be made without adequate supporting documentation. For example, all employees must keep complete, accurate and truthful records of business travel and other expenses.

### **9.2 Dealings with Auditors and Regulators**

Employees, officers, and directors must not directly, indirectly or by omission, make or cause to be made any materially false or misleading statement to an accountant or auditor in connection with any audit, review or examination of Triton's financial statements or the preparation or filing of any document or report with any UK regulatory agency such as the UK Listing Authority (UKLA) or Financial Conduct Authority (FCA).

No employee shall take any direct or indirect action to coerce, manipulate, mislead, or fraudulently influence any independent accountant or auditor engaged in the performance of an audit or other review of Triton's financial statements.



# Code of Ethics and Standards of Business Conduct

## CONTACT DETAILS FOR FURTHER INFORMATION

Detailed policies referenced directly or indirectly in this document are available on Triton's company intranet or the HR Department.

The Managing Director, Financial Director can be contacted at Triton Head Offices, Triton Road, Shepperton Park, Nuneaton, Warwickshire, CV11 4NR.

Managing Director	-	<a href="mailto:davetutton@tritonshowers.co.uk">davetutton@tritonshowers.co.uk</a>
Chief Financial Officer	-	<a href="mailto:chriswhitell@tritonshowers.co.uk">chriswhitell@tritonshowers.co.uk</a>
Norcros Group Counsel & Company Secretary	-	<a href="mailto:richardcollins@norcros.com">richardcollins@norcros.com</a>

# Code of Ethics and Standards of Business Conduct

## APPENDIX 1 – CONFLICTS OF INTEREST

The following are typical situations where a conflict of interest may arise:

- Outside business ventures

Triton expects it should be the primary focus of employees' business and professional endeavours. Any outside activity must be strictly separated from employees' company duties and must not impact upon their performance of these duties, or the time devoted to them.

Employees are not permitted to work for, or receive payment for services from, any supplier, customer, or distributor of the Company unless this has been approved in advance by the Managing Director.

Employees are not permitted to work for, or receive payment for services from, any competitor.

- Financial interests in other businesses or organisations

Triton employees must not have, or permit any close relative to have, a financial interest (typically defined as a shareholding of 5% or more if considering a UK listed company) in a customer, supplier, competitor, or distributor of the Company, or in any other organisation that might create a conflict of interest or compromise their loyalty to Triton.

Whether such an investment in another business or organisation creates the appearance of divided loyalties will depend on various factors, such as:

- The size of the investment relative to the individual's total assets;
- The position held within Triton and the individual's ability to influence business decisions that affect their personal interests; and
- Any intersection between the individual's role at Triton and the investment in the other business concerned.

- Supervision of Relatives or Friends

Employees with supervisory responsibility make decisions regarding opportunities for advancement, working conditions, pay and other matters affecting the employees who report to them. Wherever possible, employees should not be responsible for directly supervising a relative or anyone with whom they have a personal relationship that could give rise to a conflict of interest.

- Inside Information

Employees with access to certain information about Triton, including its products, operations, opportunities, disputes and financial performance must not use this information for personal gain.

Every employee must ensure they fully understand what is and is not permissible, as improper use of such information may, under certain circumstances, constitute a serious criminal offence.

# Code of Ethics and Standards of Business Conduct

## APPENDIX 2 – FRAUD, INCLUDING BRIBERY

Various day-to-day business situations are potentially sensitive in that they can create opportunities for corruption, particularly bribery, or a perception of improper practices. These situations include, but are not limited to:

- Hospitality and gifts offered to third parties;
- Hospitality, gifts and other goods or services offered to Triton employees by third parties;
- Payment of third parties' travel expenses;
- Facilitation payments;
- Political contributions;
- Lobbying;
- Sponsorships; and
- Civic, charitable, and other donations.

Key factors in determining the risk associated with any proposed transaction are:

- The motive underlying the transaction;
- The identity of the ultimate recipient/beneficiary;
- The nature and status of that individual or organisation's relationship with Triton; and
- The regulatory environment applicable to the transaction and/or intended recipient/beneficiary.

Triton's Anti-bribery & Corruption Policy provides additional detail in respect of what constitutes fraud and how it should be dealt with, this includes Gifts & Hospitality and deals specifically with fraud risk in these areas.

# Code of Ethics and Standards of Business Conduct

## APPENDIX 3 – INFORMATION SECURITY & CONFIDENTIALITY

In addition to any restrictions set out in individual employees' contracts of employment and specific Company policies, all employees must follow the guidance given below:

- Employees must not disclose any confidential information regarding Triton's business, technology, know-how, financial performance or prospects, customers, suppliers, employees, or activities to any person unless that person is a director, officer or employee of Triton whose responsibilities create a legitimate need to know it.

No employee should answer any request for information, proprietary or otherwise, from outside Triton, participate in interviews or make any commitments on behalf of the Company unless they are specifically authorised to do so.

- Employees must take reasonable steps to avoid inadvertent disclosure of confidential or proprietary information that could be damaging to the Company. Generally, confidential matters concerning the Company and its business should not be discussed with outsiders, including family and friends, or in public places such as restaurants, trains, and aeroplanes.

As a precaution against such inadvertent disclosure of information relating to Triton or its customers, suppliers or distributors, employees should avoid discussing such matters in public and/or posting any information on electronic or Internet-based forums, message boards and chat rooms.

- Triton often shares proprietary or confidential information with customers and suppliers in the normal course of its business. The Company's standard sales and purchase terms require customers and suppliers to respect and safeguard such information, which should only be offered, accepted, or exchanged when a written non-disclosure agreement (NDA) is in place.

Further information regarding NDAs may be obtained from the Group Counsel & Company Secretary.

- All Triton-related documents in an employee's possession or control, whether in tangible or electronic form and regardless of where they are located, are Company property. Use of such documents for employees' own benefit and providing them to others for use unrelated to Company business are prohibited, both during and after individuals' employment or association with the Company.