

Code of Conduct

1. INTRODUCTION

The Company firmly believes that good ethics and good business go together naturally to produce the best results in the long term.

It takes its responsibilities and reputation as a good corporate citizen very seriously and is committed to ethical business practices which reflect and enhance its core values of quality, integrity, courtesy and respect.

The overriding purpose of the Code of Conduct is to set out the Company's policy on the fundamental standards to be followed by all employees in their everyday actions on to promote legal, honest, ethical and safe business practices.

What is set out in words in the Code of Conduct is highly important, but the spirit of the Code is of greater fundamental importance and in judging proper business behaviour is what the Code is trying to achieve, rather than the strict letter of the Code which should be the ultimate guide.

2. HOW TO USE THE CODE

The Code applies to all employees, which includes employees of subsidiary Companies, funeral branches, crematoria and other business locations. It includes agency personnel, secondments, interns, students and trainees and also applies to anyone working for the Company on a casual, temporary or consultancy basis.

All employees must comply with the applicable laws and regulations of the locations in which the Company operates (England, Wales, Scotland, Northern Ireland and Jersey). Employees attending on Company business in other jurisdictions should comply with all the applicable laws and regulations in that location.

The Company expects their business partners (all persons and organisations with whom the Company does business) to adhere to this Code, when dealing with The Group and all trading sites of the Group and associated trading names.

Where an employee is in doubt as to the correct conduct or behaviour, the following questions may assist:

- Is the behaviour lawful and legal?
- Is the behaviour ethical?
- Does the behaviour agree with this Code and all principles and laws relevant to the activity?
- What impact will the decision have on others such as, in particular, our Clients, suppliers, shareholders or employees?
- In what light would the decision appear to others?
- What if the decision became public knowledge; could the decision be justified and defended?

Where the employee is in doubt about the conduct or behaviour of others, it should be referred to the line manager, a Director or Human Resources Department. Where the employee is concerned about confidentiality or the legality of the conduct of others, it may also be reported on the Whistleblowing helpline.

3. CONDUCT AND ETHICS

This Code is based on established law. The Company respects the established law and demands the same of employees working on its behalf and business partners.

Abiding by the law

All businesses and departments shall undertake to comply with all laws and other regulations of the countries in which they are active.

General Conduct

The Company is committed to the highest standards of conduct in all aspects of its business. It is the Company's policy that its business is always carried out with honesty, integrity and respect and in compliance with all proper requirements, whether statutory, regulatory or arising by virtue of other recognised guidance, whether produced by the Company or any recognised body or association.

Fair Competition

The Company believes in fair, free and open competition and will compete vigorously but with honesty and integrity, in compliance with all applicable competition and anti-trust legislation where it conducts business. There shall be no cartel agreements, no agreements as to any anti-competitive practices, and no participation in discussions relating to possible anti-competitive behaviour.

Care should be taken when accepting hospitality or gifts from a business partner or possible business partner, if acceptance could give the impression that they could influence the recipient's judgement, or could be regarded as an influencing factor or inducement or reward.

The intent of giving and receiving gifts should be to build relationships or to offer courtesy. Gifts may be accepted or given as long as they are ethical and lawful; infrequent; low value and customary in a business relationship and not an attempt to influence the recipient's objectivity in making decisions; operate as a similar kind of inducement; place anyone under an obligation or could otherwise be misconstrued. Nothing should be offered or accepted which is capable of damaging the reputation of the Company.

If any employee is uncertain about whether a gift or hospitality is permitted they should seek guidance from their line manager, a Director or Human Resources Department.

Health and Safety at Work and the Environment

The Company recognises the importance of Health and Safety within its business and strives to avoid or minimise to the lowest practicable level all risks to the health and safety of employees or others who might be affected by its work activities.

The Company expects all employees to have consideration for and take responsibility for their own health and safety, as well as that of their fellow colleagues, and act accordingly and in

compliance not only with the legislation and recognised good practice, but also with common sense and the guiding principle that all that can be done should be done to avoid any risk to the health, safety or the wellbeing of anyone who might be affected by any work activity.

The Company recognises its environmental responsibilities: the potential impact of its activities and the wider challenges facing businesses and society as regards the environment generally.

It expects that the conduct of its employees with regard to the environment will minimise the use of resources and avoid where reasonably possible any negative impact on the environment.

These requirements are intended to extend beyond strict compliance with environmental protection legislation and Health and Safety at Work legislation.

Protection of Company Property

Company property such as equipment, vehicles, Client files, hardware and software, office materials, may only be used for Company purposes. It is to be protected against loss, damage or theft and treated with proper care so as to preserve its functionality, continued safe use, longevity and value.

Proper and reasonable use of communication systems

The Company believes that Company assets and services are provided with the intention that they be used to help employees achieve and further the goals of the business. Whilst incidental or occasional personal use may be allowed with the approval of management or in the case of extreme necessity or emergency, misuse, excessive use or abuse is not acceptable.

Protection of Intellectual Property

All employees shall undertake to protect the intellectual property of the Company and to do everything necessary to ensure maximum protection. The Company shall likewise respect the intellectual property of others.

Confidential Information

Confidential information is information belonging to the Company or given to the Company and which is not publicly accessible. This includes, for example, information about Clients or from Clients or suppliers, data concerning the Company, financial plans and strategic plans, personnel and employment matters and any other information not generally known to the public or freely accessible to the public.

The Company expects its employees to keep Company information confidential. Confidential information may not be handed over to any person or persons other than those for whom it is intended. It must be ensured that confidential information is properly and safely stored and all measures taken to ensure it cannot come into the possession of any unauthorised party, even unintentionally.

Securities Trading and Insider Information

All applicable provisions set out in the laws where the Company operates, with regard to insider information and trading in securities, are to be strictly observed.

Confidential business information must not be shared with anyone outside the Company or used for the personal gain of the employee, family members, associates, connected parties or anyone else. The employee, the employee's family and close acquaintances should not buy or sell Company shares if they have material information that has not been made public and which could affect the Company's share price.

Authority to Sign

Contracts or agreements may only be signed in the Company's name as authorised by an authorised signatory.

4. EMPLOYEES AND OTHERS WORKING ON BEHALF OF THE COMPANY

Equality of Treatment

The diversity and backgrounds of all employees is respected and recruitment, promotion and the provision of employment opportunity will be on the basis of merit, qualification and suitability without discrimination on the grounds of gender, nationality, race, colour, age, religion, sexual orientation, marital status, ethnic origin or disability unrelated to the task.

Additionally the Company will not tolerate sexual, physical or mental harassment or bullying within its business operations.

Each employee is responsible for ensuring that there neither is nor can be any prejudice or discriminatory treatment of any kind. The working environment is to be characterised by mutual trust and respect.

Good reputation

Each person shall feel responsibility for and constantly endeavour to improve the Company's reputation and do everything possible to avoid damage to it.

Recruitment

Employees shall be engaged, employed and promoted exclusively on the basis of their qualifications and suitability for the anticipated activity and never as the result of any form of preferential treatment or bias.

Promotion

Those responsible shall undertake to promote and develop further the individual knowledge and abilities of all employees.

Rights of participation – communication

The dignity of the individual and employee's rights are respected. Communication with and between employees is desired and supported by means of internal Company information and rights of participation.

Behaviour

All employees are expected to conduct themselves in a manner which upholds the standards and ethics of the business at all times. Matters considered to be misconduct or that fall short of this Code are set out in the Company's Disciplinary Policy and will be dealt with promptly and fairly.

5. CLIENTS

The Company offers services and products to its Clients at their time of need which are of the highest quality. Services are to be fully and correctly identified, promoted and explained. All marketing and other commercial communications will be conducted with honesty, accuracy and truthfulness.

6. SHAREHOLDER AND REPORTING DUTIES

The Company conducts its business in accordance with recognised standards for the management and monitoring of Companies (Corporate Governance) and complies with all legal and disclosure requirements. Shareholders will regularly and punctually receive reliable, accurate and complete information about the Group's activities, structure, financial situation and business results.

The Company is committed to openness in all forms of reporting. The published reports and information we supply will be reliable, accurate and complete and not misleading

7. BUSINESS PARTNERS AND ETHICAL TRADING

The Company takes pride in making relationships with its suppliers, Clients, customers and business partners as beneficial as possible for all parties.

Business will be carried out honestly, ethically and with respect for the rights and interests of those businesses involved.

When conducting business, the Company expects our business partners to follow guidelines that are in line with our Company principles as set out in the Code.

8. EXTERNAL COMMUNICATIONS

The Company is committed to communicating openly, directly and accurately with the public, and without preferential treatment in communication being given to an individual or institution.

Matters relating to the Company must not be disclosed to or discussed with the media or public at large by any employees unless they are specifically authorised to perform such duties as part of their general role for a specific reason.

All employees representing the Company, must ensure that such representation adheres strictly to the specified form of the approved content. Under no circumstances is information to be passed on which is incomplete or falsified, nor is any content to be added which does not reflect the facts.

External enquiries are only to be responded to by the responsible and duly authorised specialist departments. This means, for example, that enquiries from the press or shareholders are to be

forwarded to the Communications or Investor Relations Departments respectively, without exception.

9. BUSINESS INTEGRITY

Granting of Unlawful Advantages, Bribery, Fraud and Corrupt Practices

The Company will not tolerate and rejects entirely any activity or failure to act or improper performances of duties or functions by any person or part of the Company or any person associated with the Company involving the giving or taking of bribes or any similar inducement which directly or indirectly leads to the obtaining or retaining of business or a business advantage for the Company.

For the avoidance of any doubt, this includes any bribes, money, inducements, rebates, coupons, gifts, certificates, commissions, facilitation payments, favourable payment terms and conditions, loans, guarantees, payments or special favours, promises or anything of that nature which might be thought to be a bribe by the reasonable and impartial observer of such activities being fully appraised of them.

Any attempts to bribe must be rejected immediately and any reasonable suspicion of such activity (bribing or being bribed) must be reported through the appropriate channels.

The Company will not tolerate fraud or fraudulent activity or corrupt practices of any description within or against the Company or perpetrated by employees acting on behalf of the Company.

Proper Accounting

The Company is committed to ensuring that the information, particularly financial information, it uses within its business or for external publication is accurate and reliable.

All obligations accurately to complete and preserve commercial records must be followed. Books of account and records of the Company must properly reflect all business transactions, be kept in accordance with all applicable laws and in accordance with proper accounting standards. Employees must adhere strictly to the principles that are relevant to them for the accurate completion, preservation and disposal of documents and records.

Conflicts of Interest and Personal Exploitation of Corporate Opportunities

Conflicts of interest, whereby personal interests conflict with the interests of the Company, are to be avoided in all business transactions. Employees must place the interests of the Company before private interests or personal enrichment.

Employees are expected to reject activities and business engagements which could bring them into conflict with their obligations towards the Company.

Employees may not misuse their position within the Company to procure improper business advantages for themselves or for others. For example, employees must not take advantage of opportunities that arise through the use of corporate property, information or position for personal gain or to compete with the Company. Employees owe a duty to the Company to advance its legitimate interests and not to damage them.

10. COMPLIANCE WITH THE MONITORING OF COMPANY PRINCIPLES AND REPORTING BREACHES

A framework exists to ensure that all employees are aware of the principles set out in this Code. Managers are responsible for monitoring them. They shall ensure that the principles are implemented and employees shall, in turn, support this.

The Board of Directors will not criticise managers if compliance with these principles, and other binding regulations and instructions to their employees given by the Company, result in the loss of contracts or inability to exploit business opportunities.

If any employee knows of, or has suspicions of, any violations of the law in relation to work related issues or breaches of the principles set out in this Code, then they should be reported to the relevant supervisor or manager so that it can be investigated and, if necessary, action taken. If, for any reason, this is not possible, the employee should use the Company Whistleblowing Policy via Expolink.

The Company will make all proper efforts to protect the confidentiality of those who raise concerns and it will not criticise anyone for speaking up. The Company will not permit retaliation for reports of misconduct made in good faith by employees and it will treat any attempt to prevent any employee from raising concerns as a serious disciplinary offence.