Code of Business Conduct
We listen, understand and respond
We agree on clear expectations
We aspire to consistent excellence

We put safety first
We act ethically and with integrity
We care about our communities

We invest in our people
We embrace diversity and inclusion
We connect globally as one team
Amec Foster Wheeler is a new company, but we have over 150 years of proud heritage, in which we have carefully built a reputation for consistently delivering excellence.

Our values encapsulate the behaviours which must be second nature to us as we focus on delivering on promises, developing full potential and doing the right thing.

We must be 100% committed to acting ethically and with integrity at all times. It is not a job for others - we are each personally responsible for our own behaviour. Demonstrating commitment to our values means much more than following a set of compulsory procedures – we must understand their very essence.

We must always act with the highest ethical standards in all of our relationships and dealings and never accept, or excuse, behaviour which is inconsistent with our values and Code of Business Conduct.

All who work for us, or under our direction, should adopt the same behaviours and any suspected or actual breaches must be reported with confidence in our Leadership Team’s commitment to support anyone making such reports.

If something doesn’t feel right, it probably isn’t, so we must all know what to do if we are to create a successful and sustainable business for the long term, trusted by our customers, our partners and our colleagues.

"Delivering excellence, inspiring trust and loyalty - and living our values."

Jon Lewis
Chief Executive Officer
Always prioritise ethical behaviour - even if it costs more in the short term
Letter from Chief Executive Officer

Introduction
A set of principles to guide us in our everyday business activities

Our responsibility to our customers and other business partners
Conducting fair and honest relationships with high ethical standards

Our responsibility to each other
Observing the highest standards of courtesy and respect when interacting with others

Our responsibility to Amec Foster Wheeler
Amec Foster Wheeler’s time, facilities and resources to enhance Amec Foster Wheeler’s success

Our responsibility to governments
Observing the highest ethical standards

Our responsibility to the community
Committed to supporting the communities in which we operate and society in general

Upholding the Code

Background and further reading

Ethics helpline details
Introduction

Our Code of Business Conduct (Code) is a set of principles to guide us, and those who work on our behalf and under our direction, in the conduct of our day-to-day business. It applies to all Amec Foster Wheeler group companies.* The Code is equally valid wherever in the world we are operating and whoever we are working with and applies to all directors, officers, employees and others acting on our behalf. It is a practical application of our values. We must consistently deliver excellence to our customers by delivering on promises, developing full potential and doing the right thing.

Our policy is to comply fully with relevant laws, regulatory requirements and applicable codes in all the countries in which we do business. Sometimes our Code is more stringent even than this, requiring us to conduct our business affairs to the highest ethical standards and consistently demonstrate integrity. By our actions, we seek to demonstrate our support for all 10 UN Global Compact principles (see page 23 of the Code for further details).

Failure to comply with this Code is likely to result in disciplinary action, depending on the severity, up to and including dismissal. In serious cases, you may also be the subject of criminal sanctions. If you have left Amec Foster Wheeler but are found to have been in breach of this Code during your employment, we may still, if appropriate, initiate legal proceedings against you or notify regulatory authorities.

All of us are expected to:

► Treat others with respect.
► Avoid any involvement in acts we know to be illegal, unethical or otherwise improper.
► Have a practical working knowledge of the laws, regulations and Amec Foster Wheeler policies and procedures (including this Code) affecting our responsibilities and seek training on such where required.
► Act as ambassadors for Amec Foster Wheeler in all interactions.

* If you are an employee for any Amec Foster Wheeler joint venture or partnership with any other entity, you must comply with the Code, unless the joint venture or partnership has implemented a similar code that is wholly or in part more strict than the Code, in which case you must comply with that stricter code or those parts of it that are more strict.
Support our commitments to health, safety, security, the environment and sustainability.

Seek guidance from our manager when in doubt about our responsibilities or how to apply this Code in specific situations.

Recognise that this Code cannot cater for every scenario, but is designed to help and promote the use of our judgment to do the right thing.

Avoid conflicts of interest.

Report possible violations of law, regulation or this Code or any other Amec Foster Wheeler policy or procedure in accordance with the ‘Upholding the Code’ section of this Code.

All managers are expected to:

Ensure your employees understand this Code and their responsibilities under it and have a practical working knowledge of the laws, regulations and Amec Foster Wheeler policies and procedures affecting their responsibilities.

Maintain a workplace environment that encourages frank and open discussion of possible violations without concern of retaliation.
No action can be justified if it involves compromising our integrity.
Our responsibility to our customers and other business partners

Our customers and our relationship with them underpins our success. By consistently delivering excellence, we want to be the most trusted partner of our customers. We also have relationships with many business partners (including suppliers, agents, consultants, lenders, joint venture partners) which contribute to the long-term success of Amec Foster Wheeler.

We must ensure fair dealing in all our interactions with our business partners. We need to comply with anti-trust and competition laws, never make or accept improper payments, and be aware of our rules on gifts and hospitality.

Our agents, sponsors and consultants act as our representatives. They must be chosen with care and their activities documented and monitored. See the Sales Agents and National Sponsors procedure in the Conex Library for further details.

We must:

▸ Act responsibly towards our customers and other business partners at all times and conduct fair and honest relationships with high ethical standards.

▸ Listen, understand and respond to our customers and other business partners and have clear, agreed upon expectations.

▸ Ensure the data and information of our customers and other business partners is treated appropriately and has the appropriate security at all times.

▸ Ensure accurate charging of labour, materials and other costs, which is necessary to maintain the integrity of our customer billing and the financial reporting processes. The failure to record such information accurately will damage the company’s reputation and integrity, and may have regulatory implications.

▸ Comply with anti-trust and competition laws in the countries in which we operate. These vary from country to country but generally prohibit agreements and practices that are anti-competitive and undermine fair competition.

▸ Only offer or accept gifts and hospitality to or from our current or prospective customers or other business partners if they:
  ▸ impose no sense of obligation on the recipient;
  ▸ are appropriate to reciprocate in a similar manner at company expense;
  ▸ will in no way affect commercial decision-making;
  ▸ would cause no embarrassment to Amec Foster Wheeler or you if they became public; and

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have been approved under the gifts and hospitality provisions of Amec Foster Wheeler’s Anti-Bribery and Corruption procedure (where approval is required).

There should always be a good business reason for giving or accepting gifts and hospitality. The primary purpose should always be to promote Amec Foster Wheeler or to discuss business matters relevant to Amec Foster Wheeler. Giving gifts and hospitality of any value to public officials is often illegal, and even if legal requires senior management approvals. See the Anti-Bribery and Corruption procedure in the Conex Library for further guidance.

Protect and support any Amec Foster Wheeler employee who refuses to pay or receive a bribe, kickback or facilitation payment.

Ensure that agents, sponsors and consultants comply with all applicable laws and regulations, this Code, the Sales Agents and National Sponsors procedure and other applicable Amec Foster Wheeler policies and procedures and that all commissions or fees paid to them are reasonable in relation to the services provided.

We must not:

Seek any improper advantage in our relationship with our customers or other business partners through the misuse, concealing or misrepresentation of information or any other unfair dealing practice.

Steal or illegally obtain or disclose proprietary information or induce such disclosures from other persons.

Make any agreements with competitors* to set prices, allocate customers, territory, markets or services, fix conditions of sale (including price discounts) or determine to whom to bid or from whom to purchase goods and services.

Share any information with, or seek any information from, our competitors* in relation to prices, margins, costs, proposals, sales practices, or other critical aspects of our or their terms of business that are not in the public domain.

Offer, pay, solicit or accept bribes, kickbacks, facilitation payments or other prohibited payments or activities from any person. Guidance on what constitutes a facilitation payment is available in the Anti-Bribery and Corruption procedure.

Would I be happy to see my actions reported in the newspapers?

* From time to time we may enter into a joint venture on a bid with those who are otherwise our competitors. Within the context of such a joint venture, care must be taken so as not to breach competition laws and advice should be sought from the Legal department.
Our responsibility to each other

Our employees come from many countries and have different backgrounds and cultures. Each one of us contributes to Amec Foster Wheeler’s success and those contributions are maximised if a respectful work environment is maintained.

We at Amec Foster Wheeler value the diversity of our people and respect and uphold their human rights. You have the right to work in a safe, healthy and secure environment and one which is founded on mutual respect and open communication, free from harassment and offering equal opportunity for advancement and promotion.

We must observe the highest standards of courtesy and respect when interacting with others, and we must comply with all applicable privacy, labour and employment laws.

Diversity of thought is highly valued as it adds to our business through enriching the solutions we deliver to our customers and other business partners. We are passionate about building a culture of inclusion and respect where the value of difference is not only recognised but positively encouraged.

In order for us all to work safely, effectively and productively, to remain alert and responsive to instruction and be aware of the consequences of our actions, Amec Foster Wheeler’s policy is to maintain a drug- and alcohol-free workplace.

Doing the right thing makes good business sense
We must:

- Treat others with different characteristics with civility and courtesy, accepting differences without necessarily agreeing with them, listening to what others have to say and refraining from ridicule and embarrassing others.

- More generally, treat people professionally and with integrity. Most importantly, be respectful, always.

- Encourage open and honest communication between an individual and their manager on a day-to-day basis. Employees’ input should be welcome, advice freely given and issues raised and shared candidly.

- Afford employees and job applicants fair and non-discriminatory treatment for both employment and advancement, irrespective of race, ethnic or national origin, age, gender, religion, sexual orientation, disability or other qualities and traits irrelevant to performing the tasks required. Employment and advancement must be based on aptitude, abilities, skills and qualifications.

- Value the national and cultural heritage and many differences of our people. Understand the diversity elements you personally bring to Amec Foster Wheeler and those of your colleagues. Each of us is different and we all add value because of these differences. Individual differences enrich the workplace and improve Amec Foster Wheeler’s ability to attract and retain the best employees and to work with customers and other business partners.

- Welcome ideas that are different to your own, and support fellow colleagues. The creativity that comes with diversity and inclusion can help you generate new ideas.

- Be willing to learn, accept feedback and listen to the concerns of those around you. We can all find opportunities for improvement.

- Be a visible advocate of diversity, inclusion and belonging principles in all of your actions and behaviours. As with our approach to safety, intervene and educate when you see or hear behaviours which do not support the principles of diversity, inclusion and belonging.

- Respect the privacy of employees and third parties.

- Protect and support employees, customers, business partners and the environment by implementing robust health, safety, environmental and security management systems, adopting best practices and engaging in continuous performance improvement.
Understand the work in which we are involved, be aware of the risks and take the necessary and appropriate precautions for the health, safety and security of all.

Report immediately any unsafe conditions or breach of the Amec Foster Wheeler standards in health, safety, security and environment. Nothing we do is so important we cannot take time to do it safely.

Stop work at any time if health, safety or security is being compromised.

We must not:

- Tolerate any kind of unlawful harassment by or against our people. This includes behaviour directed at any person that they may find intimidating, demeaning, insulting, embarrassing or humiliating, and sexual or other offensive behaviour. Inappropriate conduct includes:
  - slurs, name calling, ridicule, mockery;
  - unwanted physical contact, assaults or threats, intimidation, stalking or spying;
  - offensive or obscene comments, jokes, songs, posters, graffiti or gestures;
  - improper or repeated isolation or exclusion from social activities, meetings or conversations on the basis of protected characteristics;
  - coercion for favours; and
  - bullying or deliberately setting unrealistic targets and/or deadlines, public criticism, undervaluing effort and substituting responsible tasks with menial or trivial ones.

- Possess, distribute or use illegal drugs, or use legal drugs or alcohol inappropriately, while carrying out company business. See our Substance Misuse procedure, available in the Conex Library.

- Have weapons of any kind on Amec Foster Wheeler property or in vehicles while on the job or off-site on Amec Foster Wheeler business, except for those security personnel who have requested and received explicit permission from the President of the relevant Operating Unit to carry weapons. This is true even if you have obtained legal permits to carry weapons.
Ask yourself:
Do I feel comfortable with this?
Our responsibility to Amec Foster Wheeler

We must all use Amec Foster Wheeler’s time, facilities and resources to enhance Amec Foster Wheeler’s success. Inappropriate or unauthorised use of Amec Foster Wheeler’s assets diminishes Amec Foster Wheeler’s ability to optimise performance.

Information is a critical asset and includes confidential and proprietary information such as trade secrets, business processes, internal reports and procedures, marketing information, studies, specifications, software, processes and methodologies and many other items. Such information may be stored in various forms, but must be stored according to its security classification, and may have been developed by Amec Foster Wheeler or entrusted to us by our customers, business partners or others.

Conflicts of interest can arise if you have competing personal, family or other interests which influence the fair and impartial exercise of your duties. The mere appearance of conflicts of interest can undermine trust in Amec Foster Wheeler, even if mitigating factors are present.

Amec Foster Wheeler shares are publicly traded on the London Stock Exchange and its American Depositary Shares are traded on the New York Stock Exchange. The laws that apply to us as a public company and our policies and procedures require full, fair, accurate, timely, balanced and understandable disclosure in the financial reports and documents that Amec Foster Wheeler files with government authorities and stock exchanges and in other public communications made by us. Inaccurate or incomplete reporting or public statements can severely harm Amec Foster Wheeler’s reputation and result in significant legal liability.

Amec Foster Wheeler’s policy is to provide timely, accurate, reliable and complete information to the public, while at the same time upholding our obligations to keep certain information confidential and to prevent selective disclosure of financial information that could affect the market in our shares.

Accurate and reliable records are crucial to our business. They are the basis of our earnings statements, financial reports and other disclosures to the public and guide our business decision-making and planning.

We must:

- Take care to prevent disclosure, loss, theft, damage or unauthorised use of assets and confidential information belonging to Amec Foster Wheeler or our customers or other business partners.

- Be sensitive to actions which may inadvertently disclose trade secrets or confidential or proprietary information.

- Ensure that our financial reports and public statements are full, fair, accurate, timely, balanced and understandable.
Direct all news, media or other public requests for information or statements on behalf of Amec Foster Wheeler to the Group Corporate Affairs Director.

Ensure that all Amec Foster Wheeler records are complete, accurate and reliable and that we understand and comply with Amec Foster Wheeler’s record keeping and document retention procedures.

Secure information according to its appropriate security classification.

Conduct all import, export and re-export activities and/or transactions in full compliance with all applicable import and export control laws, regulations and policies.

Discuss any potential or actual conflicts of interest with your line manager, who must in turn discuss the issue with your Business Unit Human Resources and Senior Vice President, Legal.

Example conflicts of interest include:

- employment outside the company that may interfere with your duties at Amec Foster Wheeler;
- employment with a current or prospective business partner or competitor of Amec Foster Wheeler;
- acting as a consultant to, or director of, any organisation involved in the same business as Amec Foster Wheeler or a current or prospective business partner or competitor of Amec Foster Wheeler;
- involvement in any organisation (including any voluntary activities) that has the potential to create business conflicts or embarrassment for Amec Foster Wheeler;
- recommending or awarding business to a company managed or owned by a family member, hiring a close relative or personal friend or being involved in any other activity concerning a close relative or friend that may be seen to conflict with your duties. All such matters must be referred to your manager; and
- owning yourself (or through members of your immediate family) significant shareholdings or partnership interests in companies that do business with Amec Foster Wheeler or which compete with us or having other personal financial transactions (such as loans or guarantees) with such companies.

You should review the Conflicts of Interest procedure in the Conex Library for further examples and guidance.

Ensure that there is no perception of any improper relationship between any manager and a person who reports to them, between members of a team or between those who report to the same person.

We encourage team work and cooperative working amongst our employees and recognise that long-term personal relationships are formed in the workplace. Should such a relationship develop, the employees should report it to their line manager or go directly to Human Resources who will document whether any action (such as a move to another team) needs to be taken.
We must not:

- Disclose trade secrets and confidential information to unauthorised persons.

- Pursue any business opportunity in a non-Amec Foster Wheeler capacity if that opportunity comes to you because of your position or through the use of Amec Foster Wheeler’s corporate property or information, unless you have first presented that business opportunity to Amec Foster Wheeler and received explicit permission to pursue it in a non-Amec Foster Wheeler capacity.

- Engage in insider trading. This is the sale, purchase, exchange or other trading of securities based on material information not readily available to the public (i.e. information an investor would consider important in deciding to trade). It may be information affecting Amec Foster Wheeler itself or other companies with which we are dealing, such as current or prospective customers and other business partners.

Criminal and civil liability for insider trading may attach both to employees and their friends and family. For further guidance, see the Amec Foster Wheeler plc Securities Dealing Code, which can be found in the Conex Library. This provides guidance as to when dealings by you in Amec Foster Wheeler shares or ADSs requires prior approval.

If you are in any doubt about the implications of a proposed transaction in Amec Foster Wheeler plc shares, you should contact the General Counsel and Company Secretary of Amec Foster Wheeler plc prior to undertaking any such transaction.
Our responsibility to governments

Amec Foster Wheeler contracts with governments in a number of countries. Many governments have detailed processes and procedures for the purchase of goods and services and have regulations covering the hiring of current or former government officials, offering money or other benefits to public officials, providing gifts and hospitality to public officials and other conduct which may impair fair and impartial decisions. As a result, these matters must always be scrutinised carefully. You should review the Anti-Bribery and Corruption procedure in the Conex Library for further guidance.

We must:

▶ Observe the highest ethical standards when dealing with governments and current or former government officials.

▶ Understand that it is our responsibility to know, understand and comply with applicable social, legal and ethical requirements.

We must not:

▶ Use Amec Foster Wheeler’s funds or assets to make political donations of any kind without the prior approvals required by the Anti-Bribery and Corruption procedure.

▶ Offer any gift or hospitality to a public official where it is prohibited by law. Where gifts and/or hospitality are permitted by law, we must not provide them unless prior approvals have been given as required by the Anti-Bribery and Corruption procedure.
Our responsibility to the community

Amec Foster Wheeler is committed to supporting the communities in which we operate and society in general. This includes promoting sustainable development, encouraging our employees to care about and involve themselves in the communities in which we work and live and supporting the elimination of forced or child labour.

We must:

► Promote actions which will help maintain or improve the quality of the natural environment, better the economic situation of those in need and address social development.

► Contribute to Amec Foster Wheeler’s efforts by:
  > respecting the environment in which we work;
  > caring about the communities in which we work by suggesting initiatives to improve the quality of life in those communities; and
  > acting ethically and with integrity towards all stakeholders whether they are our customers, business partners, suppliers, the financial markets, the communities in which we work or each other.

► Promote participation in the professional bodies and other organisations that are relevant to our business or our duties. You are also encouraged to be actively involved in your own community.

► Uphold the effective abolition of child labour through adherence to minimum age provisions in all relevant labour laws and regulations.

We must not:

► Be complicit in or benefit from:
  > the use of forced or compulsory labour or child labour; or
  > the ill-treatment or abuse of the human rights of any individual or community in which we operate whether by our own actions or those of anyone acting on our behalf.

► Neglect to report any suspected breaches of the Code.
Our values:
we aspire to consistent excellence
Upholding the Code

Amec Foster Wheeler takes ethical conduct seriously. By acting with integrity at all times, we sustain our relationships with all our stakeholders and earn and retain their respect and trust.

How we manage ethics
The Health, Safety, Security, Environmental and Ethics Committee of the board oversees and has responsibility for this Code, its implementation and ethical awareness throughout Amec Foster Wheeler. The committee is supported by the General Counsel and Company Secretary and the Chief Corporate Compliance Officer, who are in turn supported by Ethics & Compliance Officers based in each business unit and centrally.

If you have any questions on ethical matters or are looking for advice, you should contact your relevant Ethics & Compliance Officer. Their details can be found on the intranet site, onespace.

This Code is reviewed annually. It is supported by various policies, procedures and training programmes which are updated as required. If you have any comments or suggestions for improvements, please contact your Ethics & Compliance Officer.

Waivers of this Code will be granted only in extraordinary circumstances. Any requests for a waiver must be directed to the General Counsel and Company Secretary and may be authorised only by the Chief Executive Officer. Any waiver of this Code for Amec Foster Wheeler directors, the CEO, CFO, Group Financial Controller or any Group President of a Business Unit may be made only by the Amec Foster Wheeler plc board. Any such waiver will be disclosed to the public as required by law or the rules of any exchange on which Amec Foster Wheeler’s securities are publicly traded.

Reporting potential, suspected or actual breaches of the law or the Code
Our Human Resources procedures should be followed for employment-related questions and grievances. These can be found in the Conex Library. You may use those in the first instance if you believe you have not been treated in accordance with Amec Foster Wheeler policies or procedures, including the Code. While we strive to resolve matters internally, nothing in this Code or any other Amec Foster Wheeler policy or procedure should be interpreted to prohibit an employee from reporting, at any time, suspected unlawful conduct to government authorities.

Except as explained below, any potential, suspected or actual breaches of the law or the Code may be reported using the following ethics procedures:

► Speak first to your line manager or your relevant Ethics & Compliance Officer. The name and contact details for the Ethics & Compliance Officer relevant for your area of the business can be found on onespace.
If you are not comfortable doing this, contact:
> the ethics helpline, which is administered by an independent third party and is available 24 hours a day, seven days a week. Your query can be supported in many different languages. Helpline operators will direct you to your HR team if the matter you are reporting is one which needs to be dealt with through the employee grievance procedure; or
> the General Counsel and Company Secretary.

The following matters may be reported directly to the General Counsel and Company Secretary.

> Any potential, suspected or actual fraud or other financial irregularity.

> Any potential, suspected or actual breach of the law or the Code related to the following matters:
> the fullness, fairness, accuracy and timeliness of financial reports and financial information in documents that Amec Foster Wheeler files with government authorities or stock exchanges or in Amec Foster Wheeler’s communications to the public; or
> the completeness, accuracy and reliability of Amec Foster Wheeler’s records.

You should review the Ethics Investigations procedure in the Conex Library for further guidance.

We always take allegations seriously, and Amec Foster Wheeler will make every effort to ensure the identity of the person making the report is kept confidential. However you should be aware that, in certain circumstances, we may be obliged to report a matter to the appropriate authorities.

**We must:**

> Comply with the standards of this Code.

> Speak up as soon as we become aware of potential, suspected or actual breaches of the law or this Code.

> Follow the ethics procedures described in this Code when reporting our concerns.

> Support anyone who has reported suspicious activity or a breach of the Code.

**We must not:**

> Penalise or cause any detriment to anyone for upholding this Code or for reporting any suspicious activity or suspected breach of the law or this Code.

> Retaliate or cause retaliation against anyone who has made a good faith report. Such actions are absolutely prohibited and are themselves a breach of this Code.

> Misuse the reporting process, make bad faith reports or fail to cooperate fully in any Amec Foster Wheeler investigation.
Background and further reading

Further reading
Onespace contains more detailed information to help you in applying this Code. In particular, you may find the following useful:

► Our values

► Ethics area:
  > helpline details;
  > ethics & compliance officers;
  > answers to common questions; and
  > what do I do if...?

► Policies and procedures available in the Conex Library, including:
  > sales agents and national sponsors;
  > anti-bribery and corruption;
  > conflicts of interest;
  > substance misuse;
  > securities dealing code; and
  > human resources procedures.

► Amec Foster Wheeler’s sustainability reports.

Helpline details are also available on posters in your workplace.

UN Global Compact
Amec Foster Wheeler supports all 10 UN Global Compact principles. They are:

► Human Rights
  > businesses should support and respect the protection of internationally proclaimed human rights; and
  > make sure that they are not complicit in human rights abuses.

► Labour
  > businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;
  > The elimination of all forms of forced and compulsory labour;
  > The effective abolition of child labour; and
  > The elimination of discrimination in respect of employment and occupation.

► Environment
  > Businesses should support a precautionary approach to environmental challenges;
  > Undertake initiatives to promote greater environmental responsibility; and
  > Encourage the development and diffusion of environmentally friendly technologies.

► Anti-Corruption
  > Businesses should work against corruption in all its forms, including extortion and bribery.
Ethics helpline

You can contact the Ethics helpline by phone or using the independent third party supplier’s website which can be accessed via amecfw.ethicspoint.com

Further details can be found:
► on posters in your office
► at www.amecfw.com/ethics
► on the intranet site, onespace