



GET TO  
KNOW OUR  
**CODE OF  
CONDUCT**

**WOLSELEY**



## A message from Simon Gray.

**“We expect the highest ethical standards from all colleagues across our Wolseley Group and together we can protect our reputation...”**

Welcome to our Code of Conduct. This is the foundation of everything we do in the Wolseley Group, from our colleagues in branches, distribution centres, and support centres, to our Leadership Team, and Board of Directors.

Underpinning our values, our Code of Conduct sets the expectations and the standards that will ensure that everyone, every day, does the right thing. This Code of Conduct protects every one of us, as well as our business.

Our reputation for conducting business ethically and with integrity is our licence to operate. Now, more than ever, people expect companies to behave in a responsible and ethical way, and they will scrutinise how we behave when deciding who to work for, partner with, or invest in.

Doing the right thing is not always easy and this Code of Conduct includes a guide that will help you make ethical decisions when faced with difficult choices.

We have also included details of our Speak Up! channels. If in doubt, whether about risky behaviour or the way business is being conducted, please look into the options available, choose the one you are most comfortable with, and speak up.

On behalf of our Leadership Team, and our Board of Directors, I would ask that you please play your part in protecting the Wolseley Group by reading the Code of Conduct and applying it in your everyday working lives. Use this Code of Conduct to support each other in making the right choices, and speak up if you think something does not look or feel right. We will always support you if you do the right thing.

We expect the highest ethical standards from all colleagues across our Wolseley Group and together we can protect our reputation and maintain the trust of our colleagues, our customers, and our business partners.

As a Leadership Team and Board of Directors, we hold ourselves to the standards set out in our Code of Conduct, and we know that you will too.

**Simon Gray**  
CEO, Wolseley Group





# Our Values set us apart. Our Code of Conduct will guide us.



Our values set us apart from our competition, define who we are, what we care about, and how we behave at work. They are important to all of us and are fundamental to the Wolseley Group and to each and every company and brand within it.

Our Code of Conduct underpins our values and sets out the overarching integrity and compliance standards.

### Our Code of Conduct

Our Code of Conduct underpins our values and sets out the overarching integrity and compliance standards which everyone who works for any business in the Wolseley Group are expected to meet:

- Always act honestly, fairly and with transparency
- Be loyal to the Wolseley Group in the conduct of your work
- Avoid behaviour that could discredit you, or the Wolseley Group, or put you in a position which may result in a conflict of interest
- Conduct business in a way that ensures compliance with applicable laws

### Supporting Policies & Procedures

A number of the principles in this Code of Conduct are supported by more detailed Wolseley Group Policies, which set out additional information for colleagues.

All colleagues are required to comply with the Wolseley Group Policies, and any related Procedures that support them. In addition to the Wolseley Group Policies and Procedures, colleagues must also follow any other local or functional Policies and Procedures that are applicable to their particular role or location.

Most Wolseley Group Policies and Procedures are supplemented by online training modules which colleagues should complete regularly.

**Nicky Randle**

Group General Counsel & Company Secretary



Safety, Health & Wellbeing



Nurturing Potential



Exceptional Service



Fairness & Respect



Positive Impact



# Who is the Code of Conduct for?

**We have the same expectations of every colleague and all of us are held to the same standards.**

**This Code of Conduct applies to everyone working for or with the Wolseley Group including:**

Employees, temporary personnel, agents, agency-supplied workers and contractors – working in any function of any part of the business. This is regardless of geographical location and whether or not that business or company operates under the “Wolseley” name and brand. We have the same expectations of every colleague and all of us are held to the same standards, which means that we can all recognise how to do the right thing, and can support our colleagues to do the same.



**We also expect our suppliers to adhere to this Code of Conduct or to adopt similar ethical standards.**



# Contents Page

## Doing The Right Thing

- Evaluating Problems 5
- Seeking help 6
- Using the Speak Up! Helpline 7 – 8

## Health & Safety

9

## People

10

## Individual Conduct

- Fraud 11
- Bribery and Corruption 12 – 13
- Information 14
- Conflicts of Interest 15

## Business Conduct

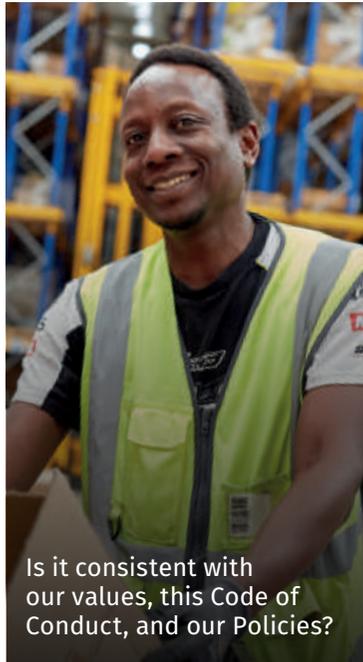
- Laws 16
- Competition Law 17
- Our Stakeholders 18
- Ethical and Responsible Trading 19

## Environment

20



## TO HELP YOU DECIDE IF YOU ARE DOING THE RIGHT THING, ASK YOURSELF THE FOLLOWING QUESTIONS:



If you answer no to any of these questions, it's probably not the right thing to do, so please ask for advice or check the relevant section of our Code of Conduct and Wolseley Group Policies.



## Seeking help from others.

**If, after reflecting, you are still unsure of the right course of action to take, you don't understand something in this Code of Conduct, or if you suspect someone else of acting contrary to this Code of Conduct, then seek help from others.**

This can include any of the following who should be able to support and advise you:

- Your line manager (unless your concern relates to them)
- Any member of your local management team
- Any member of the Leadership Team
- The Human Resources department via the People Helpdesk (Tel **0344 2927100**)
- A member of the GLAS (Governance, Legal, Assurance & Safety) department
- Your Colleague Forum Representative
- Any other contact shown in the relevant section of this Code of Conduct



### More information

Contact: **People Helpdesk**  
Tel: **0344 2927100**



# Contacting the Speak Up! Helpline or secure website.

**If you are not comfortable speaking with someone in the business about a concern, you can call our Speak Up! Helpline, or use the Speak Up! secure website.**

This is operated by an independent company, and is available 24 hours a day, 365 days a year. Your concern will be investigated promptly and impartially, usually by the Assurance team and overseen by the Wolseley Group's General Counsel and Company Secretary.

We will protect your confidentiality, so never hesitate to ask questions, or seek the guidance you need.

Any colleague who raises a concern in good faith will be protected from retaliation in any form.

It's always better to tackle a potential ethical situation in advance if possible, so that we can take action to stop it from happening. Equally, by speaking up about a situation that has already arisen, you are helping us to take steps that prevent it from continuing or getting worse.



## **Breach of this Code of Conduct**

Any breach of this Code of Conduct or underlying Policies will be investigated and appropriate action taken. Depending on the circumstances, this may include training, disciplinary or other corrective action up to and including dismissal. Certain breaches of this Code of Conduct and supporting Wolseley Group Policies may also constitute a criminal offence on the part of the Wolseley Group and/or individuals involved. It is therefore of critical importance that you read, understand, and follow this Code of Conduct and please **speak up** if something does not look or feel right.



# Speak up!

We take allegations of misconduct, of any form, seriously and commit to investigating these allegations promptly and impartially.



While all reports made will be investigated promptly and impartially, the **Speak Up!** Helpline must not be misused e.g., maliciously against a colleague, or as an attempted route of appeal after the conclusion of another established process such as the investigation and management of a grievance.



# 0800 915 1571

**Secure website reporting:**  
[www.safecall.co.uk/file-a-report](http://www.safecall.co.uk/file-a-report)



# We work safely and stay healthy. Always.

**We will provide a safe and healthy working environment and will not compromise the health or safety of any individual. Your wellbeing is important to us.**



## Our approach

- We are committed to continual improvement in health and safety performance throughout our operations
- We will provide the necessary resources, including appropriate PPE, to allow for the safe performance of day-to-day activities
- We will provide the appropriate tools, systems, and processes to report incidents, concerns, and injuries

## Our expectations

- You have a legal duty to look after your own health, safety and welfare and that of those around you
- We expect you to remain familiar with, and always follow, the health, safety and security policies and processes in place (known as the Wolseley Group Safety Management System and/or Safe Systems of Work)

- You will immediately report any actual or potential hazard you see to the people in the vicinity and to your line manager, and will work safely - with colleagues and experts - to ensure the hazard is contained and 'made safe' as soon as possible, even if this means stopping work altogether and/or preventing/restricting access to the relevant area or activity during this period
- Never walk past a potential hazard or think it is someone else's problem to deal with
- You will complete any designated mandatory training. These measures are designed to keep ourselves, our colleagues, and our customers safe from harm



## More information

Contact: **Health and Safety Department**

Email: [HSEHelp@wolseley.co.uk](mailto:HSEHelp@wolseley.co.uk)

Fred: <https://wolseleygroup.sharepoint.com/sites/hse>



# We're a people business.

**We value our colleagues and their diversity. We will develop our people and reward them fairly.**



## Our approach

- Through maintaining a positive, responsible, open, and welcoming working environment, we can be an employer of choice
- We will treat our people with fairness and respect and impartially, without prejudice and never tolerate harassment, bullying, victimisation or discrimination in any form
- We will work to ensure that the human rights of all our people are upheld
- We will provide our colleagues with opportunities to enhance their skills and capabilities and realise their extraordinary potential, helping them to develop fulfilling careers and to maximise their contribution to our businesses
- We have formal grievance procedures that clarify what happens if a colleague has a concern that cannot be resolved satisfactorily with their line manager
- We are committed to honouring the terms and conditions of employment of our colleagues and expect all colleagues to do the same
- We are committed to providing fair pay, benefits and terms and conditions of employment and, where required, to seeking agreement for changing these when necessary to meet business objectives

- We will treat our colleagues properly and respectfully. Failure to do this can breach employment law and may also be a disciplinary offence leading to appropriate action being taken in accordance with our disciplinary policy

## Our expectations

- You will work and behave in line with our values and this Code of Conduct at all times
- You will be open, honest, courteous, and treat each other with fairness and respect
- You will comply with employment law, organisational policies, guidance, and procedures
- You will challenge behaviour and conduct that may adversely affect your health and wellbeing or that of a colleague
- You will honour the terms and conditions of your employment



### More information

Contact: **Human Resources Department**

Tel: **0344 292 7100**

Email: **hrservicedesk@wolseley.co.uk**

Human Resources Policies can be found at

**<https://wolseleygroup.sharepoint.com/SitePages/Policies.aspx>**



# We're always alert to fraud.

**We do not tolerate fraud by our colleagues, or by third parties. We expect our colleagues to always operate our business processes in the manner intended.**

## Our approach

- We are committed to the prevention, detection and thorough investigation of any fraud
- We will take all necessary steps when responding to incidents of fraud. We will seek to recover loss, act against those who perpetrate fraud, and report incidents to the authorities as appropriate. This may lead to prosecution and/or disciplinary sanctions, including dismissal
- We operate a fraud risk management framework that is appropriate for the nature of the fraud risks that are faced

## Our expectations

- You will be alert to the signs of fraud and report suspected fraud. Fraud is any intentional act committed to secure an unfair or unlawful gain. This includes:
  - Theft of company assets
  - Other misappropriation of assets such as fraudulent expense claims, property damage and misuse of customer accounts or customer data
  - Fraudulent financial reporting such as manipulation of vendor rebates, falsifying sales and delaying or avoiding expenses
  - Concealing a conflict of interest

- You will operate core business processes in the way they are intended and not avoid any business controls. This includes obtaining the correct approvals to undertake transactions and to enter into agreements. The deliberate circumvention of business processes and controls may lead to disciplinary sanctions
- We expect our business partners to uphold similar principles for fraud risk management



## More information

Contact: **Assurance Department**

Email: [assurance@wolseley.co.uk](mailto:assurance@wolseley.co.uk)

Fred: <https://wolseleygroup.sharepoint.com/sites/Assurance>



# We don't tolerate bribery or corruption.

**No colleague or family member should accept, solicit or give any gift or hospitality that could be seen to be improper or not proportionate.**

## Our approach

Bribery and corruption can take several forms and we have a collective responsibility to ensure we do not engage, or participate in, any of these activities:

- **Gifts and hospitality:** giving or receiving of a gift or hospitality which, if not reasonably proportionate, may be regarded as a form of bribery
- **Bribes:** a reward, advantage or benefit made to influence and / or secure an improper advantage – the amount of the bribe offered or paid is irrelevant
- **Kickbacks:** payment or receipt of a payment in return for securing a contract
- **Facilitating payments:** relatively small payment or gift to an official made to expedite routine services or administrative actions to which the company would already be entitled

*Note: Gifts and hospitality can include travel, accommodation, attendance at social or sporting events or other benefits received or given.*



## More information

Contact: **Assurance Department**  
Email: [assurance@wolseley.co.uk](mailto:assurance@wolseley.co.uk)  
Fred: <https://wolseleygroup.sharepoint.com/sites/Assurance>  
Anti-Bribery & Corruption Policy  
<https://wolseleygroup.sharepoint.com/sites/Assurance>  
Gifts & Hospitality Register:  
<https://wolseleyuk.info-exchange.com/GiftHospitalityForm>

**We understand that building and maintaining relationships with our customers, suppliers and other partners is an important part of our business but we must do that appropriately and professionally.**

# We have anti-bribery and corruption policies to protect you.

## Our expectations

You will never solicit, accept, receive, offer to give or actually give any bribes, kickbacks or facilitating payments.

When giving or receiving gifts or hospitality, follow the Wolseley Group Gifts and Hospitality Process:

- Accepting hospitality from, or providing entertainment to, third parties is acceptable if it is related to a clear business purpose, and it is reasonably proportionate
- You will be mindful that giving or receiving gifts or hospitality may lead to embarrassing situations and may be seen as improper inducement
- The following principles should be followed:
  - The giving or receiving of gifts or hospitality should be appropriate to the business and reasonably proportionate – it is almost always inappropriate at the initial stages of a relationship
  - Colleagues must obtain the correct approval before giving or accepting gifts or hospitality in accordance with the rules set out in the Anti-Bribery & Corruption Policy. This should be done on the Wolseley Group Gifts and Hospitality Portal
  - Gifts, favours or hospitality should never be sought
  - Gifts of money, or forms of money e.g. vouchers, should never be offered or accepted

How to test whether the gift or hospitality is reasonably proportionate is important. Ask yourself:

- Could the recipient afford to pay for the gift or hospitality themselves?
- Would they be prepared to do so if asked?
- Would you be able to reciprocate, or would you feel obliged to?



### More information

Contact: **Assurance Department**  
Email: [assurance@wolseley.co.uk](mailto:assurance@wolseley.co.uk)  
Fred: <https://wolseleygroup.sharepoint.com/sites/Assurance>  
Anti-Bribery & Corruption Policy  
<https://wolseleygroup.sharepoint.com/sites/Assurance>  
Gifts & Hospitality Register:  
<https://wolseleyuk.info-exchange.com/GiftHospitalityForm>





# Information is precious. We keep it secure.

**Our data and commercial information is a valuable company asset and must be kept confidential, protected, and only shared appropriately.**

## Our approach

Our data and information takes many forms (e.g. emails, reports, spreadsheets, quotes and contracts) and we are committed to ensuring it is protected, secured, and shared appropriately

## Our expectations

### Commercial information:

- You will share and disclose commercial information in accordance with the Information Governance Policy
- You will observe the obligation of confidentiality, which extends beyond the term of your employment and includes the disclosure of information to others
- You will not use confidential information for personal gain

### Data protection:

- You will only collect, process, and retain personal data for legitimate commercial purpose
- You will respect the privacy of personal data relating to colleagues, customers and suppliers
- We will ensure that our data and information systems comply with data protection laws

## Information security:

- You will ensure that information, and devices that hold information e.g. laptops and phones, are always stored securely and protected
- You will lock your computer screen when away from your desk
- You will share files using the standard Microsoft tools or use passwords for files which contain sensitive data when sending standalone copies
- Hard copy reports will be stored securely when not in use
- Information will only be held for the period required and for the purpose intended



## More information

Contact: **Assurance Department**

Email: [assurance@wolseley.co.uk](mailto:assurance@wolseley.co.uk)

Fred: <https://wolseleygroup.sharepoint.com/sites/Assurance>

Information Governance Policy:

<https://wolseleygroup.sharepoint.com/sites/Assurance>



# We take care to avoid conflicts of interest.

**We should avoid situations where personal interests could conflict with our business interests.**

## **Our approach**

Conflicts of interest can arise where:

- A person's position or responsibilities present an opportunity for personal gain above the normal rewards of employment
- Somebody's personal interests are inconsistent with our business interests or create conflicting loyalties around transactions between the company and a third party

## **Our expectations**

- You will not be involved with an activity where you benefit from a conflict of interest with the Wolseley Group or any Group company
- You will disclose any of your personal interests or the interests of a member of your immediate family in relation to our business to your manager
- You will not work for any of our competitors, customers, or suppliers whilst you are working for the Wolseley Group

If you are unsure as to whether a conflict of interest exists, please seek help or clarification. Use the **Speak Up!** Helpline if you do not feel comfortable discussing the matter directly with a colleague



## **More information**

Contact: **Legal Department**

Email: [legalteam@wolseley.co.uk](mailto:legalteam@wolseley.co.uk)

Fred: <https://wolseleygroup.sharepoint.com/sites/legal>



## We follow the law.

**We are committed to observing the spirit and letter of the laws and regulations under which our businesses operate.**

### Our approach

There are many different laws and regulations that apply to our businesses.

- We have a collective responsibility to ensure that our businesses operate in compliance with them
- We will provide training to our colleagues to help them understand what is required from them in order to ensure compliance with the law
- We will take personal responsibility for complying with the law in our personal capacity

### Our expectations

- We expect and require our customers, suppliers, and business partners to comply with all applicable laws and expectations
- Seek immediate help and advice if you have any doubt whether your conduct - or the behaviour of another - complies with the law, or violates the spirit of this Code of Conduct. Use the Speak Up! Helpline if you do not feel comfortable discussing the matter directly with a colleague
- You will complete any designated mandatory training



### More information

Contact: **Legal Department**

Email: [legalteam@wolseley.co.uk](mailto:legalteam@wolseley.co.uk)

Fred: <https://wolseleygroup.sharepoint.com/sites/legal>



# We play fair, and compete within the law.

**Our business must operate in accordance with competition law, and we take compliance with antitrust legislation and regulations seriously.**



## Our approach

We welcome and encourage free and open competition in the marketplace. Competitive environments and markets encourage us to be innovative and stay at the forefront of our industry so that we can continue to provide a high level of customer service.

- We will compete vigorously but fairly and in accordance with relevant laws in all jurisdictions in which we do business
- Any business decisions we take must be made independently based on our own commercial judgement
- We have a collective responsibility to ensure that our businesses operate in compliance with competition law
- We will provide training to our colleagues to help them understand what is required from them to comply with the law

## Our expectations

- Competition law requires businesses to refrain from certain anti-competitive activities. You will not, directly or indirectly, engage, or participate in, any of the below activities or other anti-competitive behaviours including:
  - **Price fixing** – e.g. agreeing with suppliers or competitors what we will charge for our products
  - **Bid rigging** – e.g. discussing bid details with a competitor during a tender
  - **Market sharing** – e.g. allocating markets, customers or territories with competitors
- Seek immediate help and advice if you have any doubt whether your conduct – or the conduct of a colleague or your business area – complies with the law, or if you receive or become aware of any request, practice or behaviour that you think may be in violation of this Code of Conduct, or illegal. Use the Speak Up! Helpline if you do not feel comfortable discussing the matter directly with a colleague
- You will complete any designated mandatory training. This may include additional training for those whose roles and interactions with suppliers and customers expose them to greater risks



### More information

Contact: **Assurance Department**  
Email: [assurance@wolseley.co.uk](mailto:assurance@wolseley.co.uk)  
Fred: <https://wolseleygroup.sharepoint.com/sites/Assurance>



# We're open with our stakeholders.

**We are committed to high standards of corporate governance, transparency, and responsibility.**

## **Our approach**

- We engage actively and constructively with all who are interested in the success of our business
- We have regular and open dialogue with our colleagues, customers, suppliers, governmental and regulatory agencies, non-governmental organisations, trade associations and groups promoting improvement in society and the environment, as well as educational organisations
- We seek to understand their respective interests and to take these into account in our decision-making wherever possible

## **Our expectations**

- Neither we, nor any colleagues in our name or on our behalf, will contribute to any party-political organisations



### **More information**

Contact: **Legal Department**

Email: [legalteam@wolseley.co.uk](mailto:legalteam@wolseley.co.uk)

Fred: <https://wolseleygroup.sharepoint.com/sites/legal>



# We trade ethically and respect human rights.

**Our reputation depends upon the quality, ethical credentials, and value of the products and services we deliver. The integrity of our products and how we deal with customers and suppliers is critical to the long-term success of the Wolseley Group.**

## Our approach

- We treat our customers and suppliers fairly and we expect them to operate to similar standards as our own
- We will pay our suppliers, contractors, and agents in accordance with agreed terms
- We operate a robust supplier integrity programme to provide assurance that our key suppliers meet similar ethical standards to our own to ensure responsible, ethical and sustainable sourcing

## Our expectations

- All of our businesses, colleagues, and suppliers must comply with our modern slavery and human rights policy which incorporates the principles of the UN Global Compact and UN Declaration of Human Rights
- We expect our suppliers to comply with the Modern Slavery Act as part of our contracts with them
- As part of our Supplier Integrity Programme, all suppliers must apply for and maintain an approved status. This requires them to sign up to our Product Integrity Policy and adhere to our Modern Slavery and Human Rights policies to maintain approved status

- We expect our suppliers, contractors, and agents to adhere to this Code of Conduct or adopt similar ethical standards
- We expect you to be diligent in monitoring supplier conduct and you should be mindful of our values and the purpose of our Code of Conduct when dealing with them. You should not engage suppliers if there is any suspicion of the use of forced labour



## More information

Contact: **Quality Department**

Email: [quality.department@wolseley.co.uk](mailto:quality.department@wolseley.co.uk)

Fred: <https://wolseleygroup.sharepoint.com/sites/QualityHub>



# The environment deserves our care.

**We aim to have a positive impact on reducing carbon emissions by supporting our customers to adopt low carbon technology. We are committed to minimising the impact our operations have on the environment.**

## Our approach

- We have an Environmental Policy, that requires us to comply with all relevant legislation and to continuously improve our environmental performance
- Colleagues help customers to improve their environmental performance, save money, and make the built environment resilient to more extreme weather events
- We will continue to provide training to customers and look for innovative services to support them to meet their aspirations around the environment
- Our Environmental Policy also applies to our suppliers

## Our expectations

- You will continuously consider the impact that our activities, decisions and behaviours have on the environment, and seek to minimise such impacts wherever viable and safe to do so
- You are encouraged to make any suggestions on how to improve the environmental performance of our operations or our products to others including your line manager and the Environment Manager
- You will not do anything which could cause or contribute to an environmental hazard, pollution or contamination. Any incidents or concerns should be immediately reported to the Environment Manager

- You will complete any designated mandatory training. This may include additional training for those whose roles and working environments expose them to greater risks or responsibilities



### More information

Contact: **Environment Manager**

Email: **wuk-environment@wolseley.co.uk** or **positive@wolseleyuk.com**

Fred: **<https://wolseleygroup.sharepoint.com/sites/PositiveImpact/SitePages/Environment.aspx>**

Corporate website: **<https://corporate.wolseley.co.uk/our-impact/introduction>**

