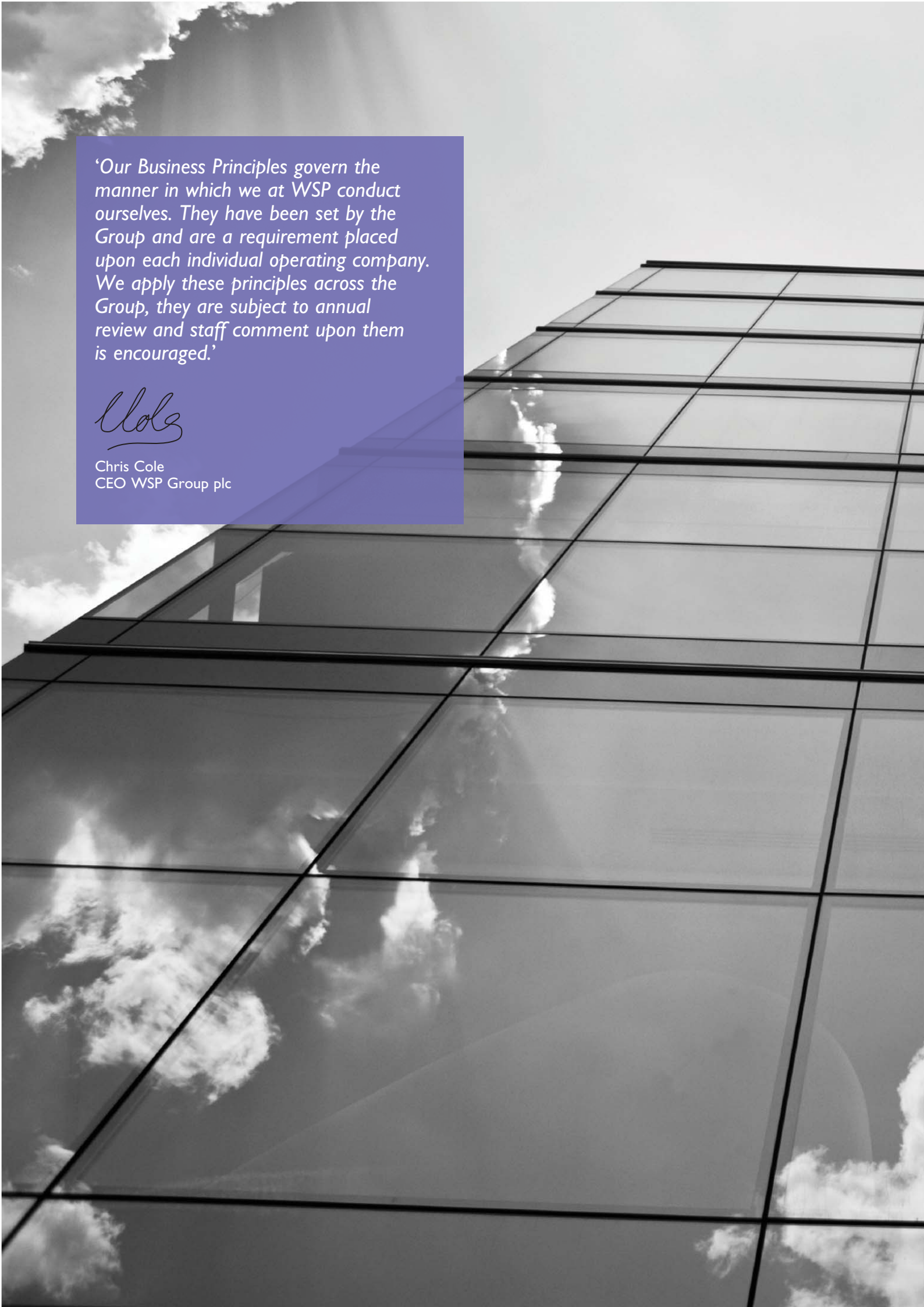




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WSP GROUP
Business Ethics, Gift and Hospitality Policy



'Our Business Principles govern the manner in which we at WSP conduct ourselves. They have been set by the Group and are a requirement placed upon each individual operating company. We apply these principles across the Group, they are subject to annual review and staff comment upon them is encouraged.'



Chris Cole
CEO WSP Group plc

Our Vision and Values

To be the outstanding supplier of specialist and integrated services in the built and natural environment.

WSP's vision and values are integral to the way we do business and our culture reflects this.

Our values:

- Trust,
- Sharing and supporting,
- Pride and passion,
- Sustainability,
- Innovation.

Our values help to define our culture, motivating our staff to give their best and instilling in our clients confidence that we will deliver solutions of the highest quality. Meeting our stakeholders' expectations is of great importance and we will continue to review and improve the way our business operates and delivers its services.

One of our core values at WSP is Trust, we insist that this is prevalent in all of our business activities. Integral to trust is the need to act with honesty and integrity in all aspects of our operations and we expect the same from our clients and business partners.

These principles are incorporated into all of our projects, working environment, supply chain management and in the procurement of resources.

Our Business Principles

Our principles are aligned with best practice in corporate responsibility using the Global Reporting Initiative as the framework for our aims.

Economic

We recognise the importance of delivering long-term, sustainable shareholder value.

We need a strong financial base to fulfil our social and environmental responsibilities and the sustainability and continuity of our business.

Business Integrity

Our commitment to business integrity is clear and unequivocal, dishonest practices distort markets and waste resources. We condemn corrupt and fraudulent practices and require transparency, integrity and honesty in all aspects of our business.

WSP companies and our employees and agents are prohibited from, directly or indirectly, offering or authorising payments, gifts or inducements to any person for the purposes of securing any improper business or other advantage.

We do not, directly or indirectly, solicit, accept or receive any gift, payment or other advantage from any person or organisation in return for providing any improper business or other advantage.

WSP recognises that facilitation payments are prohibited under the anti-bribery laws of most countries and complies with all relevant law. In countries where such payments are not prohibited by law and form part of the business culture they remain unacceptable to WSP and our staff are instructed not to participate in them but to report any such event to their line manager for further action.

Our staff are permitted to offer and accept entertainment and hospitality in the course of business provided that it is modest, does not exceed reasonable local business practice and is permissible under all applicable laws. Such acceptance is not permitted where it may be perceived as having a material impact on any business transaction, could break any applicable law or where it may not comply with our other business integrity principles.

No undisclosed or unrecorded account, fund or asset shall be established or maintained by any person or organisation. Full and proper records shall be kept of all transactions involving the company. Supporting documents shall be readily available, genuine and shall accurately describe the nature of any transactions undertaken.

We have a set of business integrity guidelines and training for all staff. We have also developed a programme of internal and third party audits, the findings of which are reported at Board level.

Open Reporting

We expect all our staff, sub contractors; sub consultants; business partners and agents who suspect wrongdoing at work or breaches of these principles to raise any concerns they may have through our secure and confidential non compliance reporting facility. The aforementioned telephone hotline facility provides a multi-lingual service which is independently managed by an external organisation. The Group Commercial Director acts as an internal Ombudsman to facilitate investigation, report to the Board, and maintain the confidentiality of the individual who raised the concern. All staff and managers are expected to fully co-operate with any resulting investigation or enquiry.

A party raising a concern will not be subjected to penalty or reprimand. Any form of reprisal against the individual who has raised an issue in good faith will be a disciplinary offence.

Business Partner

We seek mutually beneficial relationships with our business partners and clients.

The ability to comply with these business principles effectively will be the dominant factor in determining whether we can enter into, or remain within, such relationships.

We require that all of our business partners accept and abide by our business principles as detailed herein. To formalise this requirement our standard terms and conditions of engagement always include the Business Principles contained within this document. They are without fail appended and referenced to each relevant agreement or contract.

Employee

Our business is based upon the skills and knowledge of our people. We devote significant resource and investment to the recruitment and retention of staff. Our aim is simple, to be the preferred employer in all areas within which we operate.

Recruitment of high calibre staff is crucial to our continued success. Considerable efforts are made to attract new graduates worldwide using a variety of approaches including assessment centres, and relationship building with universities and careers fairs.

We are an equal opportunities employer, recognising that future success in a highly competitive marketplace depends on our employees and their development. We aim to ensure that all staff have the opportunity to achieve their full potential and that all employment decisions are taken without reference to irrelevant or discriminatory criteria.

We are committed to providing a good work life balance for our staff and have implemented a number of initiatives including job swap, job sharing, flexible hours and supporting voluntary work to achieve this aim.

Service

We take a responsible approach to the way we deliver our professional services. We are open and honest in all our communications both internally and externally. We have staff across our business who have responsibility for our compliance with all relevant local laws and regulations.

WSP employees represent the company to our clients and the general public and we expect that their behaviour, appearance and work performance reflects at all times the highest professional standards.

Health and Safety

We recognise the importance of building a healthy and safe working culture for our employees from the start of their employment. Our policies and procedures are set out and communicated to staff when they join. The promotion of employees health and safety at work is an essential part of management duties and every employee's responsibility.

We are committed to maintaining and improving the safety of those who work for and on behalf of WSP.

Some of our staff work in countries where security, safety and health risks exist. To minimise risk and improve employee welfare, we undertake a range of measures including risk assessments, specialist information and training for staff operating overseas.

We deliver projects worldwide within differing legislative regimes that govern health, safety and welfare. In each country we are committed to adopting and implementing the WSP Group Health and Safety system which is in line with global best practice.

Safety considerations in design are of paramount importance to WSP and we endeavour to work with our clients to address safety on projects where appropriate.

Environmental

WSP provides solutions and applies skills and knowledge to improve the environment globally. We work closely with industry bodies, clients and relevant government agencies to influence the sustainability agenda.

We are committed to reducing the environmental impact associated with our operations through our delivery of services. We are developing and implementing initiatives across our business to make key performance improvements.

The operations of our clients can have a direct impact upon the environment, particularly those clients operating in the construction sector. We give our clients the appropriate environmental information to make informed project decisions and apply the best available environmental technologies where appropriate.

Human Rights

Our workplaces are free from unlawful discrimination on the grounds of sex, race, nationality, ethnic or national origin, gender (including gender reassignment), sexual orientation, age, marital status, religious belief or disability. We do not treat staff less favourably simply because of the contract they are employed under.

As a global business we recognise the Universal Declaration of Human Rights and are committed to the principles of the UN Global Compact. We endorse the International Labour Organisation's (ILO) Declaration on Fundamental Principles and Rights at Work and are committed to these following principles to ensure that human rights issues do not adversely impact on our business and the communities in which our employees work.

WSP will abide by the intentions of the Ethical Trading Initiative Base Code, and extend this where appropriate through our supply chain.

Community

WSP contributes to the economic, social and sustainable development of the host countries and communities in which we operate through providing local employment and facilities. We act in a socially responsible manner when delivering projects on behalf of our clients.

An element of our business is in international aid work with a primary focus on the emerging economies and poverty reduction. We work primarily with world aid organisations, government ministries and associated groups to develop infrastructure and strategy in many of the worlds deprived areas.

We make charitable contributions and non-commercial sponsorship where appropriate to support the communities in which we operate. This is not permitted where it may have an impact on any business transaction or cause non-compliance with these business principles.

Decisions regarding charitable donations including sponsorship, charity collections and matched giving are made by individual companies within WSP. However, we do not make political contributions or allow our clients to direct our charitable donations.

Personal Conduct

We expect and require honesty, openness and courtesy from all our staff and the staff of our business partners and supply chain. This means that all shall act in an ethical and professional fashion, respecting the dignity and human rights of all the persons we encounter.

We require all staff to report promptly to their line or project manager any violations of law or our stated principles or our company policies. Where subsequent actions do not alleviate the original concern staff are required to report the matter to the relevant Director and the Group Commercial Director for further investigation and action. All staff are required to cooperate fully with any subsequent audit, enquiry or investigation by the company.

Moving Forward

We are judged by what we do, not by the words within documents such as these. It is therefore essential that these 'Business Principles' form our code of normal behaviour.

Senior Managers are expected to be ethical role models and demonstrate visible support for these Business Principles by regularly encouraging compliance by all staff under their managerial control.

It is every Manager's responsibility to ensure that their staff receive full guidance, support and training on acceptable, ethical behaviour and legal compliance as relevant to their job.

All staff who fail to comply with these Business Principles shall be subject to formal disciplinary action in accordance with the Company's formal disciplinary procedures, including dismissal.



Gifts and Hospitality Policy

WSP acknowledges the fact, and general principle, that gifts and hospitality given or received by employees, suppliers and business partners are part of normal business activity. The policy and guidelines which are set out below are intended to form the framework which shall govern the Group's activities in all of the territories within which it operates.

The Group also recognises that Directors and Senior Managers of its operating companies and divisions have previously demonstrated sound judgement in these matters and are fully aware of the issues involved. In consequence the guidelines contained herein are not intended to bind the aforementioned Directors and Senior Managers but to offer guidance where they are required to advise staff for whom they are responsible.

WSP staff are prohibited from offering, soliciting or accepting any gift/hospitality which could reasonably be deemed likely to influence any future business decision.

WSP recognises and accepts that the occasional offer/acceptance of a modest gift/hospitality can make a valuable contribution to the development and maintenance of good business relationships.

WSP acknowledges that what constitutes an acceptable modest gift/hospitality in one business culture or geographic location may be inappropriate in another. Accordingly, the definition of what would constitute a modest gift/hospitality in a particular region is delegated to the Board or Senior Management group of the local operating company.

As general guidance the newspaper headline test should be adopted whereby a hypothetical question is posed by the offerer or recipient of a gift/hospitality asking "would I be comfortable if the facts of this gift or hospitality were made public in a trade magazine or local newspaper?" If the response is anything other than "perfectly comfortable" then the activity should cease.

In order to set a guidance framework for the less senior staff within the operating companies and divisions of the Group the following matters and provisions shall be met by every operating division, company or business:

- No member of WSP staff shall offer or accept gifts/hospitality in isolation or in secret from relevant colleagues and/or their immediate manager.
- The monetary value of an acceptable modest gift shall be identified and made known to relevant staff by the local Board or Senior Management group. It shall not generally exceed 0.25% of the national average wage paid within the relevant region or country.
- The monetary value and frequency of an acceptable offer or receipt of hospitality shall be identified and made known to staff by the local Board or Senior Management group. The monetary value shall not generally exceed 1% of the national average annual wage paid within the relevant region or country. Additionally it shall not exceed the maximum frequency of occurrence as set by the local Board or Senior Management group.
- Each office or business shall maintain an auditable gift/hospitality register, which a designated Senior Manager shall be advised of and record all offers and acceptances of gifts and hospitality to or from WSP staff who are not Directors or Senior Managers and which breach the monetary value and/or frequency guideline limits detailed above.
- All WSP staff shall take full account of the other parties' company policy when offering or responding to offers of gifts and hospitality.
- Cash or vouchers shall never be offered or accepted as a gift.
- WSP staff shall always comply with all applicable local laws.
- All activities associated with offering or receiving of gifts/hospitality shall be open, transparent and fully identifiable by an independent third party.

NOT JUST WORDS

We are judged by what we do, not by the words within documents such as these. It is therefore essential that these 'Business Principles' form our code of normal behaviour.

