

Communication on Progress

Year: 2012

STATEMENT OF CONTINUED SUPPORT

Being a good corporate citizen is an integral part of our business strategy and corporate culture. We believe that our strong commitment to the principles of economic success, environmental stewardship and social responsibility helps us to continue to be profitable and grow in our chosen markets. Our Chief Executive, the Executive Leadership Team, and Board of Directors fully support all aspects of our business strategy to act as a responsible global corporate citizen.

In 2011-2012, we strengthened our commitment to support the well-being of our employees, our communities and our environment by continuing to integrate sustainability into our business. We continue to take a proactive stance on human rights, labor rights, the environment and the fight against bribery and corruption. We believe that our commitment, business policies and practices support and embody the ten principles of the United Nations Global Compact.

In our Annual Report and Accounts 2012 and Sustainability Report 2012, we highlight the ongoing progress we have made against these principles. We will continue to report on our progress in future annual reports and external communications. Herein we have provided a summary of our performance with cross-references to the related Global Compact principles. More information and data are available throughout our Annual Report, our Sustainability Report, our InvenSys Code of Conduct, our InvenSys Supplier Code of Conduct and the InvenSys corporate website (www.invensys.com).



Steven P. Sacco

Senior Vice President

Environmental Health Safety &
Sustainability

29 August 2012

Contact: Steven P. Sacco

Email: steve.sacco@invensys.com **Phone:** +1 508-549-4285



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29 August 2012

Secretary-General
United Nations
New York, NY 10017
USA

Dear Mr. Secretary-General,

I am pleased to confirm that Invensys plc continues to support the ten principles of the Global Compact in respect to human rights, labour rights, the protection of the environment and anti-corruption. With this communication, we express our intent to continue to support and advance those principles within our sphere of influence.

We commit to making the Global Compact and its principles part of the strategy, culture and day-to-day operations of our company and undertake to make a clear statement of this commitment - both to our employees, business partners, customers and to the public. We support public accountability and transparency and will report on progress made in a public manner.

Please find attached general information regarding our company as well as the contact person responsible for contacts with the office of the Global Compact.

Sincerely yours,

A handwritten signature in black ink that reads "Wayne Edmunds".

Wayne Edmunds
Chief Executive

Enclosure: Invensys plc Information Sheet

Cc: Steven P. Sacco, Invensys plc



Company Information to the Global Compact

Please type or use print capitals

Type of organisation Company Labour
 Business Association NGO
 CSR Organisation City
 Other (please specify) _____

Name of the organisation: Invensys plc

Address: 40 Grosvenor Place City: London

State/province: N/A Zip/postal code: SW1X 7AW Country: United Kingdom

Telephone: +44(0) 020 3155 1200 Fax: +44(0) 020 3155 1201 Website: www.invensys.com

Number of employees: 20,959

Type of activities: Global technology, industrial automation, transportation and controls

Name and title of highest executive

Mr. Wayne Edmunds, Chief Executive

Name and title of contact person

Mr. Steve Sacco, Senior Vice President Environment, Health, Safety and Sustainability

Telephone: +1 (508) 549-4285 Email: steve.sacco@invensys.com

Check if applicable: Subsidiary of _____

Sector (please highlight only one):

- | | |
|--|--|
| <input type="checkbox"/> Aerospace & Aviation | <input type="checkbox"/> Media & Communications |
| <input type="checkbox"/> Automobiles & Auto Components | <input type="checkbox"/> Metals & Mining |
| <input type="checkbox"/> Agriculture | <input type="checkbox"/> Oil and Gas |
| <input type="checkbox"/> Chemical | <input type="checkbox"/> Professional, Scientific and Technical Services |
| <input type="checkbox"/> Commercial Services & Supplies | <input type="checkbox"/> Pharmaceutical & Biotechnology |
| <input type="checkbox"/> Commerce & Distribution | <input type="checkbox"/> Paper & Forest Product |
| <input type="checkbox"/> Construction & Engineering | <input type="checkbox"/> Personal Care & Household Products |
| <input type="checkbox"/> Containers & Packaging | <input type="checkbox"/> Real Estate |
| <input type="checkbox"/> Construction Materials | <input type="checkbox"/> Technology Hardware & Electrical Equipment |
| <input type="checkbox"/> Education | <input type="checkbox"/> Textile, Apparel & Luxury Good |
| <input type="checkbox"/> Finance & Insurance | <input type="checkbox"/> Transportation & Storage |
| <input type="checkbox"/> Health Care Services & Supplies | <input type="checkbox"/> Telecommunication |
| <input type="checkbox"/> Food & Drink | <input type="checkbox"/> Tourism and Leisure |
| <input type="checkbox"/> Industrial Conglomerates | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Internet & E-commerce | <input checked="" type="checkbox"/> Other |
| <input type="checkbox"/> IT Consulting & Software | |
| <input type="checkbox"/> Leisure Equipment & Products | |
| <input type="checkbox"/> Machinery | |

If 'Other' please specify Technology

	Global Compact Principle	Summary of Action Taken & Impact Achieved	Pages in 2012 Annual Report (AR) and/or Sustainability Report (SR)
	1: Businesses should support and respect the protection of internationally proclaimed human rights;		Pages 32, 34, 36 43, 48 (AR) Pages 1, 7, 20, 30-32 (SR)
	2: and make sure that they are not complicit in human rights abuses		Pages 32, 34, 36 43, 48 (AR) Pages 1, 7, 20, 30-32 (SR)
<input type="checkbox"/>		<p>Respect for human rights is embedded in the core values and culture of the organization. We subscribe to the United Nations Universal Declaration of Human Rights (UDHR) through the Invensys Code of Conduct where we have pledged to support certain overarching principles, including 1) support and respect for the protection of international human rights, and 2) avoidance of any complicity in human rights abuses.</p> <p>We continue to respect and support the principles of the European Convention on Human Rights and other equivalent legislation by ensuring we comply with the labor laws of the countries in which we operate and by creating an inclusive culture for our employees, including men and women from different nations, cultures, ethnic groups, generations and backgrounds. We also respect existing national laws in the countries where we operate, and evaluate our compliance against such laws.</p> <p>The Code of Conduct is available on our web site at: http://www.invensys.com/en/corporateresponsibility/codeofconduct.aspx</p> <p>The Invensys Code of Conduct and Corporate Compliance Programme supports our efforts to communicate our commitment that our employees and suppliers are not engaged in human rights abuses. Through the Code of Conduct and associated training program, we endeavor to avoid complicity in human rights abuses.</p> <p>A training program to accompany the Code of Conduct is available to all employees, accompanied by dedicated training for selected employee groups in areas of legal compliance. The training programme helps our employees understand their rights and obligations as employees of Invensys, and to be aware of situations where caution needs to be exercised in their work. This past year our Code of Conduct training programme included Anti-Harassment and Anti-Bullying training as well.</p> <p>This past year, Invensys reviewed the UN Framework and Guiding Principles on Business and Human Rights and continues to monitor its impact relative to our Code of Conduct, Supplier Code of Conduct and Group Policy compliance programs. We have not determined any further business activities or new human rights implications that would require due diligence beyond those currently considered as part of our annual strategic planning, risk assessment, annual operating plans and or Code of Conduct and Group Policy compliance programs.</p>	

The Company's commitment to human rights means we all have a duty to respect human dignity, safety, health and security. We continue to make progress to improve working conditions for all Invensys employees in consultation with the workers and their representatives, and we continue to administer robust health and safety management systems.

Our Environmental, Health and Safety (EHS) and Sustainability Policies outline our commitment to doing business without harming people or the environment. Our Environmental Health Safety and Sustainability (EHS&S) Induction Training is conducted for all Invensys employees, temporary workers and contractors in order to stress the importance of safety to our organization and raise awareness. We also make a variety of EHS&S training modules ranging from travel safety and security to office ergonomics available to all employees. Our EHS&S management system now includes 19 EHS&S standards which outline the requirements for our operating locations to manage and continuously improve EHS&S programs, processes, and functions.

Our actions seek to avoid 1) knowingly assisting a state in violating human rights 2) any benefits from human rights abuses committed by someone else and 3) failing to raise the question of systematic or continuous human rights violations in our interactions with the appropriate authorities.

Each of the three business divisions within Invensys has a Compliance Officer, identified by the Code of Conduct training as a point of contact for compliance issues where it is inappropriate or unwelcome to report directly to one's line manager or HR function.

Further, the Invensys Helpline is operated by an independent company and is publicized to employees via the Invensys Code of Conduct. As part of the Global Compliance Programme, the Helpline is promoted across the Group and has been made more accessible for employees. Any investigations are undertaken by the VP Global Compliance and any material investigations are brought to the immediate attention of the Audit Committee which determines appropriate follow-up actions. Statistics on the volume and general nature of calls are reported annually to the Audit Committee and the Board. In addition, staff can raise concerns through other means such as electronic or postal mail sent to the Board or management, with such correspondence investigated in the same manner as concerns raised through the Helpline. Invensys has a firm policy against retaliation for raising a good-faith concern under the Code.

Additionally designated Invensys business leaders in each business division required to certify annually through a Management Representation Letter (MRL) that their business units are in compliance with the Code of Conduct, including an explicit certification on compliance with laws and regulations related to human rights, child labor and forced labor.

The Group has also developed a Supplier Code of Conduct which is available for use by business divisions to meet their unique supply chain risks and the demands of their markets. Further, the Invensys Supplier Code of Conduct is available on our web site at <http://www.invensys.com/en/corporateresponsibility/supplier-code-of-conduct.aspx>. The Invensys Supplier Code of Conduct integrates many relevant aspects of the Invensys Code of Conduct, leaving out provisions that are not necessarily relevant to suppliers but more relevant to Invensys employees. The Invensys Supplier Code of Conduct addresses several expectations regarding the protection of human rights.

	3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;	Pages 34-36 (AR) Pages 30-32 (SR)
<input type="checkbox"/>	<p>Invensys respects the right of workers to join associations of their own choice and does not interfere in an employee's decision to associate, or discriminate against the employee or a representative of the employee. We work in good faith with employees and their organizations within a voluntary process to determine terms and conditions of work and the regulation. The Invensys Code of Conduct and Corporate Compliance Programme support using mutual dialogue and negotiation to achieve our business objectives. The Invensys European Employees Forum, with elected employee representatives, promotes dialogue with management. We communicate with our employees globally through local communications networks, town hall meetings, 'skip level' meetings and employee newsletters, webchats and blogs.</p> <p>We conducted an Invensys-wide Employee Engagement Survey in November 2010, increasing our cross-Invensys communication opportunities, so we can hear ideas, suggestions and feedback from as many employees as possible. We achieved a response rate of 83%, up from 78% in 2008. The results enabled us to track improvements from prior years and to compare with external norms. We were pleased to see our employee engagement levels compare positively with our global external benchmarks. Our business and functional teams implemented action plans created in response to the 2010 survey feedback and we plan to update this survey in late 2012. We continue to strive to make Invensys a place where high-performing people choose to be, where they can enhance their lives and careers and are motivated to perform at their best.</p> <p>We also evaluate certain suppliers according to the Invensys Supplier Code of Conduct, which includes a provision that recognizes and respects the freedom of association and the right to collective bargaining.</p>	
	4: the elimination of all forms of forced and compulsory labor;	Pages 33, 34-35, 43, 48 (AR) Pages 1, 7, 20, 30-32 (SR)
<input type="checkbox"/>	<p>The Invensys Code of Conduct prohibits all forms of forced and compulsory labor within Invensys and among its contractors and suppliers. Contract laborers who work in our facilities also meet these standards. Forced and compulsory labor is not a primary concern given the nature of our business sectors.</p> <p>Designated Invensys business leaders within each business division are required to certify annually through a Management Representation Letter (MRL) that their business units are in compliance with the Code of Conduct, including an explicit certification on compliance with laws and regulations related to human rights, including forced and compulsory labor. Our Supplier Code of Conduct, which is available on our web site, also includes a prohibition regarding forced and compulsory labor. We also evaluate certain suppliers according to the Supplier Code of Conduct and our Supplier Self Assessment process. Suppliers are ranked and evaluated on a variety of criteria including employment status criteria.</p>	

	<p>5: the effective abolition of child labor;</p>	<p>Pages 32, 34-36, 43 (AR) Pages 20, 30-32 (SR)</p>
<p><input type="checkbox"/></p>	<p>The Invensys Code of Conduct prohibits the employment of children or persons below the statutory minimum age in the workplace. The company is committed to work proactively with others – including suppliers – to eliminate these abuses in the labor markets related to our business supply chain. Contract laborers who work in our facilities are also required to meet these standards.</p> <p>Designated Invensys business leaders within each business division are required to certify annually through a Management Representation Letter (MRL) that their business units are in compliance with the Code of Conduct, including an explicit certification on compliance with laws and regulations related to human rights, including child labor.</p> <p>Our Supplier Code of Conduct, which is available on our web site, includes a prohibition against using or employing workers younger than applicable minimum age laws. We also evaluate certain suppliers according to the Supplier Code of Conduct and our Supplier Self Assessment process. Suppliers are ranked and evaluated on a variety of criteria including employee minimum age.</p>	
	<p>6: and the elimination of discrimination in respect of employment and occupation.</p>	<p>Pages 32, 34-36, 43 AR) Pages 21-23, 30-32 (SR)</p>
<p><input type="checkbox"/></p>	<p>As a global company with employees across the world, Invensys seeks to recruit the best individual for every position regardless of gender, ethnic or national origin, religion, sexual orientation or any personal characteristic not relevant to their work.</p> <p>Invensys fosters an inclusive culture where anyone with the skills and abilities to perform is treated fairly. We embrace the diversity of our employees and the greater effectiveness a diverse workforce allows us to offer our customers. The Group seeks to ensure that fair consideration is given to applications for employment received from people with disabilities and we offer continued employment, training and advancement where possible to employees who are or become temporarily or permanently disabled.</p> <p>We respect and support the principles of the European Convention on Human Rights and other equivalent legislation by ensuring we comply with the labor laws of the countries in which we operate and by creating an inclusive culture for our employees, including men and women from different nations, cultures, ethnic groups, generations and backgrounds. We also respect existing national laws in the countries where we operate, and evaluate our compliance against such laws. We have in place local policies and procedures which set out our commitment to create an environment where our employees can work without concerns that they will not be treated appropriately as a result of their gender, marital status, sexual orientation, color, religion, race, nationality, ethnic origin, age or disability.</p> <p>The elimination of discrimination is addressed by the Code of Conduct, the Corporate Compliance Programme, and the Invensys Helpline processes described herein. Further, designated Invensys business leaders with each business division are required to certify annually through a Management Representation Letter (MRL) that their business units are in compliance with the Code of Conduct, including an explicit certification on compliance with laws and regulations related to fairness, equal opportunity and harassment.</p>	

	<p>We also evaluate certain key suppliers according to the Supplier Code of Conduct and our Supplier Self Assessment process. The Supplier Code of Conduct, which is available on our web site, requires our suppliers to engage in fair and non-discriminatory work practices. Further, certain suppliers are ranked and evaluated on a variety of criteria including the elimination of discriminatory employment practices.</p>	
	<p>7: Businesses should support a precautionary approach to environmental challenges</p>	<p>Pages 3, 32-33 (AR) Page 1, 12-17, 30 (SR)</p>
<p><input type="checkbox"/></p>	<p>Invensys strives to conduct its business in an environmentally sustainable manner and continues to mitigate our environmental footprint. The Invensys EHS Policy states that we will employ techniques to minimize environmental impacts of operations. The Invensys Code of Conduct promotes our shared commitment to reducing the environmental impact of our activities and promoting the sustainability of the natural resources.</p> <p>The Invensys Sustainability Policy states that we will reduce our environmental footprint by managing and minimizing waste, and efficiently using energy, water and other resources. We promote recycling and minimization of hazardous substances in our processes/products. We also mitigate and repair environmental impacts from past handling and disposal practices through a formal remediation process to restore the soil and water back to beneficial use. We review the potential environmental and community impacts for all new or relocated operations. In all aspects of our operations, we strive to take early action to ensure that irreversible environmental damage does not occur.</p> <p>The Invensys EHS&S management system consists of defined goals and objectives, programmes, standards and assessments as well as management support. The Invensys EHS&S standards define and establish expectations and provide a common base for implementation and planning at all of our global locations and operations. Continuous improvement in the EHS&S management system enables us to anticipate and respond to constantly changing regulations, social, financial, economic and competitive pressures as well as EHS&S risks.</p> <p>In order to assess our environmental performance, audits are performed at manufacturing facilities, logistics hubs, project locations and service sites. Over the past year, we completed 17 EHS&S Compliance Audits to evaluate legal and regulatory compliance.</p> <p>Senior managers at the locations provide a commitment letter that outlines the corrective actions and timeframes for closing out any audit findings. All compliance findings and corrective actions are tracked until closure is achieved.</p>	
	<p>8: undertake initiatives to promote greater environmental responsibility</p>	<p>Pages 3, 32-33 (AR) Page All (SR)</p>
<p><input type="checkbox"/></p>	<p>Sustainability is at the heart of our business in a way that it connects with our employees, our products and services, our operations, our customers, our communities and the environment. Environmental responsibility is a major component of our sustainability strategy.</p>	

Our Sustainability Policy, which will be available on our web site in September 2012, outlines our commitment in the following areas:

- Reducing our environmental footprint – We manage and reduce waste, and efficiently use energy, water and other resources. We promote recycling and minimization of hazardous substances in our processes/products
- Designing our products and services in a sustainable fashion – We minimize environmental impacts and resource consumption for new and existing products and services.
- Delivering offerings that improve the efficiencies of our customers - We offer a diverse portfolio of products, services and solutions that help our customers increase productivity, operate safely and efficiently, reduce waste and operate in a sustainable manner. We invest in technology and engineering capabilities in order to address the resource improvement needs of our customers.
- Supporting the well being of our employees and communities – We promote awareness of sustainability issues among all employees. We commit to creating a safe and environmentally responsible workplace. We invest time and resources in our local communities. We encourage and support employees to contribute individual skills for community benefit.
- Mitigating and repairing environmental impact – We take all possible steps to prevent environmental damage from existing operations and address the impact from past handling and disposal practices.
- Enhancing the sustainability performance of our suppliers – We measure and evaluate supplier sustainability performance and ensure that they adhere to common social and environmental standards.
- Measuring and communicating our sustainable performance – We publicly and transparently share our goals, achievements and opportunities for further improvement with employees, customers, investors and government bodies; we measure our progress, establish goals and drive for continuous improvement.

We measure, track, and report progress in incorporating sustainability principles into business practices, including reporting against globally recognized environmental key performance indicators (KPIs), including:

- Total energy use;
- Total CO₂ emissions;
- Total water consumption;
- Total non-hazardous waste generated; and
- Total hazardous waste generated.

We extended our Environmental Performance Questionnaire (EPQ) for a tenth consecutive year and collected environmental KPI data from 34 manufacturing locations and 116 office settings. We also track the CO₂ impacts of our global fleet and business airline travel.

Environmental KPI targets are set for a three-year period in alignment with our overall strategic business plan. For this past year, a 2% absolute reduction target was set for manufacturing sites versus the prior year, and a 2% absolute reduction target has been set for the upcoming year. Longer term, we have not set specific goals, but we strive to achieve continuous improvement in our environmental performance and grow our business in an environmentally-sustainable manner.

Our Continuous Improvement (CI) teams have continued to apply our Kaizen programme to identify and implement projects to reduce energy consumption, carbon emissions, water use and waste generation at our major manufacturing facilities. The Kaizen events typically involve a group of six to ten interdisciplinary team members who spend up to a week analysing process flows, identifying opportunities and implementing improvements. These Kaizen events are focused on identifying and implementing changes that result in immediate savings as well as generate a plan for executing longer-term projects that will result in additional savings. This past year we conducted 18 Kaizen events focused on identifying opportunities to reduce our environmental KPIs.

Our safety and environmental metrics, the number of environmental releases, and the number of environmental health and safety citations are reported to the Chief Executive on a monthly basis. Our EHS&S Compliance Assurance Verification Program, Management Representation Letter process and monthly operations reviews provide both visibility and communication avenues for environmental issues with senior management.

We have also focused on employee training to promote environmental responsibility. Our Code of Conduct addresses environmental responsibility and a specific EHS&S compliance training module for the Code was released in 2008 and updated in 2009. Our EHS&S Induction training promotes and establishes expectations associated with safe and healthy work practices as well as environmental responsibility. Our Sustainability Awareness Training programme ensures that all employees are aware of the importance of incorporating sustainable practices and values such as waste reduction, resource conservation and health and safety principles into daily work habits. Further, we have a dedicated EHS&S intranet site where employees can obtain information on supporting environmental responsibility and share best practices for natural resource usage and reduction.

We promote and communicate our environmental performance in a transparent manner by publishing a Sustainability Report and participating in recognized stakeholder surveys such as the Carbon Disclosure Project (CDP) Questionnaire, Ethical Investment Research Services (EIRIS) Survey/FTSE4Good and the Dow Jones Sustainability Index (DJSI)/SAM Survey.

In the UK, Invensys was again listed on the FTSE4Good Index Series, which identifies companies that meet recognized standards of corporate responsibility. For the third consecutive year, Invensys was listed on the Dow Jones Sustainability Indexes (DJSI) in recognition of our economic, environmental and social performance, achieving a DJSI Gold Class ranking for our sector based on the scoring of our response. Invensys again reported our greenhouse gas emissions to the Carbon Disclosure Project (CDP), which we have done since 2007. Lastly, Invensys has been recertified under the Carbon Trust Standard by achieving reductions in carbon emissions at our UK operations over the past two years.

	<p>Our supplier qualification programme includes a Supplier Code of Conduct and a Supplier Self Assessment Questionnaire which includes ranking and scoring criteria used by some of our largest suppliers. The Self Assessment Questionnaire allows for scoring and ranking on a variety of environmental criteria such as eco-efficiency benchmarking, life cycle analysis with respect to eco-efficiency, energy efficiency, eco-cost tracking, non-hazardous and hazardous waste management & minimization and water use & conservation.</p>
	<p>9: and encourage the development and diffusion of environmentally friendly technologies</p>
<p><input type="checkbox"/></p>	<p>Page 4, 10-16, 20-27 (AR) Pages 6-7, 8-11 (SR)</p> <p>Invensys is a UK based global technology group with three (3) divisions, all of which provide products and solutions to carbon and or energy intensive industries and support the reduction of GhG emissions for our customers. More information on the technology we employ and the ways that we help our customers operate safely, efficiently and profitably can be found at: http://www.invensys.com/en/aboutus/companyprofile/default.aspx</p> <p>Invensys Operations Management is a leading global technology, software and consulting business that creates and applies advanced technologies to enable the safe and efficient operation of industrial and commercial operations such as oil refineries, fossil fuel and nuclear power plants, petrochemical works and other manufacturing sites.</p> <p>Invensys Rail is a multinational provider of state-of-the-art software-based signalling, communication and control systems that enable the safe and efficient operation of trains in mainline and mass transit networks across the world.</p> <p>Invensys Controls is a leading global engineering and technology provider that designs, engineers and manufactures products, components and systems used in appliances, heating, air conditioning/cooling and refrigeration products across a wide range of industries in residential and commercial markets.</p> <p>Invensys's advanced technologies enable the world's manufacturing and energy generating facilities, mainline and mass transit rail networks, and appliances to operate safely and efficiently. Our three divisions cover all industries except financial services and our major markets are oil and gas, petrochemicals, nuclear and fossil fuel power generation, rail transportation and domestic appliances, heating, air conditioning/cooling and refrigeration.</p> <p>Invensys Operations Management (including the brands Wonderware and Eurotherm) serves the oil & gas, petrochemical, nuclear, energy and manufacturing industries where it designs, manufactures, installs, tests and commissions software and computer-based hardware for the automation and regulation of process operations, the management of certain administrative functions of manufacturing businesses, and the simulation of manufacturing process operations.</p> <p>The Energy Management group targets energy (and GhG) improvement projects for large industrial customers. Products such as Eurotherm's EPower and Wonderware's Corporate Energy Management solution assist national energy utilities and other companies with predictive load management which reduces energy consumption and greenhouse gas generation. Wonderware's Facility Management System helps regulate energy consumption at some of the world's largest complexes.</p>

	<p>Invensys Rail is a multinational leader in delivering state-of-the-art railway control and communication solutions for the Rail industry. Rail transportation is more carbon efficient than road or air travel, and Invensys Rail offers a variety of solutions to improve the sector's carbon efficiency. Invensys Rail provides energy efficient driving profiles that can be calculated based on track features, and the speed and acceleration of a train. Driving recommendations can then be sent wirelessly to the train, helping the driver to conserve energy. Energy savings (and hence carbon dioxide reduction) of up to 4% are currently estimated from energy efficient locomotive operations.</p> <p>Invensys Controls designs, engineers and manufactures a vast array of products encompassing water and gas valves, timers, energy regulators, pressure and water level switches and sensors, control systems and programmable thermostats. Our Eliwell supermarket energy management solution has shown to reduce energy use in retail settings by up to 20% in Europe.</p> <p>Further, we are working to reduce the environmental impact of our products life cycles by considering the environmental/sustainability footprint of certain products of each business. The Invensys Code of Conduct also supports environmental sustainability by requiring that employees notify management of potential environmental issues and offer ideas for continuous performance improvement.</p>
	<p>10: <i>Businesses should work against all forms of corruption, including extortion and bribery.</i></p> <p>Pages 32, 34, 36 43, 48 (AR) Pages 1, 7, 20, 30-32 (SR)</p> <p>Code of Conduct: http://www.invensys.com/docs/codeofconduct.pdf</p> <p>Countering Bribery: http://www.invensys.dk/en/corporateresponsibility/counteringbribery.aspx</p> <p>Supplier Code of Conduct: http://www.invensys.com/en/corporateresponsibility/supplier-code-of-conduct.aspx</p>
<input type="checkbox"/>	<p>Invensys is committed to achieving our business goals legitimately and we require employees to obey all relevant laws. The Invensys Code of Conduct strictly prohibits direct and 3rd party bribes and kickbacks for the purpose of obtaining or retaining business or to gain an improper advantage. The prohibition applies to bribes made directly or through third parties, including attorneys, agents, consultants, advisors, suppliers, and customers. Further, to educate our employees on this important issue, training on avoiding bribery and corruption has been delivered to all Invensys employees through our ongoing Corporate Compliance Programme.</p>

The Corporate Compliance Officer and the Audit Committee monitor our programs for countering bribery. We also have an affiliation with Trace International which helps keep us up to date on new requirements/issues and assist in the due diligence process so as to help avoid doing business with bribe payers. We have a procedure and due diligence reporting programme for working with agents in order to ensure that the proper compliance mechanisms are in place, and we review all agreements in accordance with the Delegation of Authority. Further, Invensys has implemented Management Dynamics's *Restricted Party Screening (RPS) On-Demand* solution to automate our Restricted Parties Screening process for our global operations across 150,000 parties in 180 countries. Invensys expects to minimize valuable time and resources required for screening, and ultimately improve compliance and reduce corporate risk.

Additionally, the Management Representation Letter, which includes a section on conduct and anti-bribery, is completed by designated Invensys business leaders within our business divisions on a semi-annual basis in order to certify compliance with our process and procedures. The results of the Management Representation Letter are reviewed by both the Board and the Audit Committee as part of our ongoing governance and assurance processes.

Our Supplier Code of Conduct requires our suppliers to not offer or provide, directly or indirectly, anything of value, including cash, gifts, entertainment, bribes or kickbacks to any Invensys employee, representative, customer, or any government official, in connection with any Invensys business or procurement activity; to not engage in any activity that shall create a conflict of interest with its obligations to Invensys; to report any conflicts of interest that come to its attention; to safeguard, respect and not use any non-public Invensys (or other) confidential information personal gain or share with others for their gain; to employ fair business practices and comply with applicable competition and antitrust laws and to respect and comply with business gifts and entertainment policies for Suppliers established by Invensys.

Invensys also makes access to our 24/7 helpline available to all contractors, suppliers and agents regarding concerns or potential breaches of our Supplier and or Invensys Codes of Conduct. Further, Invensys has a policy of dismissal for any proven violations of anti-bribery policy. Failure to comply with the policy and procedure for appointing agents may result in disciplinary action up to including termination of employment.