

**invensys**

**Invensys plc**  
40 Grosvenor Place  
London, SW1X 7AW  
United Kingdom

T +44(0) 020 3155 1200  
F +44(0) 020 3155 1201  
www.invensys.com

30 August 2010

Secretary-General  
United Nations  
New York, NY 10017  
USA

Dear Mr. Secretary-General,

I am pleased to confirm that Invensys plc supports 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 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, 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 some general information regarding our company as well as the contact person responsible for contacts with the office of the Global Compact.

Sincerely yours,



Ulf Henriksson  
Chief Executive

Enclosure: Invensys plc Information Sheet

Cc: Steven P. Sacco, Invensys plc

## Communication on Progress

Year: 2010

### 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 2009-2010, 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 2010 and Sustainability Report 2010, 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. Here we provide an index to 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 Code of Conduct, and our corporate website ([www.invensys.com](http://www.invensys.com)).



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Steven P. Sacco

Vice President, Environmental Health  
Safety & Sustainability

30 August 2010

**Contact:** Steven P. Sacco

**Email:** [steve.sacco@invensys.com](mailto:steve.sacco@invensys.com) **Phone:** +1 508-549-4285

Global Compact Principle	Summary of Action Taken & Impact Achieved	Pages in 2010 Annual Report (AR) and/or Sustainability Report (SR)
1: Businesses should support and respect the protection of internationally proclaimed human rights;		Pages 24, 31 (AR) Pages 8, 16, 25-26 (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:</p> <ul style="list-style-type: none"> <li>• Support and respect for the protection of international human rights</li> <li>• Avoidance of any complicity in human rights abuses</li> </ul> <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.</p> <p>The Invensys Code of Conduct and associated training were re-launched to take into account changing laws and an increasing focus on compliance. The Invensys Code of Conduct both describes and represents our commitment to responsible business and is the foundation of our broader Compliance Program. Under the terms of the Code of Conduct, our employees undertake to work with integrity as representatives of Invensys and in accordance with both local law and our own standards of ethical behavior: where the Code of Conduct is more exacting than local laws or standards, the Code of Conduct must be followed.</p> <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 develop robust health and safety management systems. Our Environmental, Health and Safety (EHS) Policy outlines our commitment to doing business without harming people or the environment. Ongoing training in Environmental Health Safety and Sustainability (EHS&amp;S) is conducted for relevant 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&amp;S training modules ranging from travel safety and security to office ergonomics available to all employees. This year our EHS&amp;S management system includes seven additional EHS&amp;S standards, in addition to the 10 introduced in the prior year, which outline the requirements for our major operating</p>	

	<p>locations to manage and continuously improve its EHS&amp;S programs, processes, and functions. This past year, we demonstrated double-digit percentage reductions in our injury and illness incident frequency rates and we have established continuous improvement goals over the next three years.</p> <p>We recognize that our responsibilities extend beyond our own operations into those of our suppliers. We expect all Invensys suppliers to conduct their worldwide operations in a socially and environmentally responsible manner. Over the past year, we have enhanced our supplier self assessment tool and drafted a Supplier Code of Conduct. These documents and processes communicate that suppliers must not only operate in full compliance with the laws, rules and regulations of the countries in which they operate, but draw upon internationally recognized standards in order to make advances in the areas of social and environmental responsibility.</p>	
	<p><b>2: and make sure that they are not complicit in human rights abuses</b></p>	<p><b>Pages 24, 31 (AR)</b> <b>Pages 8, 25-26 (SR)</b></p>
<p><input type="checkbox"/></p>	<p>The Invensys Code of Conduct and Corporate Compliance Program supports our efforts to communicate our commitment that our employees and suppliers are not engaged in human rights abuses. Through the Code (<a href="http://www.invensys.com">www.invensys.com</a>) and associated training program, we endeavor to avoid complicity in human rights abuses. 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. All Invensys employees are required to complete the Code of Conduct training and we audit our training records to ensure compliance with this policy.</p> <p>Each of the constituent businesses of 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.</p> <p>The Invensys Helpline is operated by an independent company and is publicized to employees via the Invensys Code of Conduct. As part of the new Global Compliance Program the helpline is being more heavily promoted across the Group and 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, which correspondence is 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.</p> <p>Additionally all Invensys business leaders 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, child labor and forced labor.</p> <p>We also evaluate our suppliers according to the Supplier Code of Conduct and supplier self assessment tool as described in Principle 1.</p>	

	<p><b>3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;</b></p>	<p><b>Pages 24, 31 (AR) Pages 17 (SR)</b></p>
<p><input type="checkbox"/></p>	<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 Program supports using mutual dialogue and negotiation to achieve our business objectives. Collective bargaining is allowed and we identified no issues related to freedom of association and collective bargaining over the past year.</p> <p>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, web chats and blogs.</p> <p>In 2010 we intend to conduct our second Global Employee Engagement Survey which will allow us to continue to integrate our employee's feedback into our operational plans.</p> <p>We also evaluate our suppliers according to the Supplier Code of Conduct and supplier self assessment tool as described in Principle 1.</p>	
	<p><b>4: the elimination of all forms of forced and compulsory labor;</b></p>	<p><b>Pages 24, 31 (AR) Pages 8, 23, 25, 26 (SR)</b></p>
<p><input type="checkbox"/></p>	<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 within our business sector.</p> <p>All Invensys business leaders 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, child labor and forced labor.</p> <p>We also evaluate our suppliers according to the Supplier Code of Conduct and supplier self assessment tool as described in Principle 1. Suppliers are ranked and evaluated on a variety of criteria including the prohibition of forced and compulsory labor.</p>	

	<p><b>5: the effective abolition of child labor;</b></p>	<p><b>Pages 22-24 (AR)</b> <b>Pages 8, 25-26 (SR)</b></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 labour markets related to our business supply chain. Contract laborers who work in our facilities also meet these standards. Child labour is not a primary concern within our business sector.</p> <p>All Invensys business leaders 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, child labor and forced labor.</p> <p>We also evaluate our suppliers according to the Supplier Code of Conduct and supplier self assessment tool as described in Principle 1. Suppliers are ranked and evaluated on a variety of criteria including employee minimum age.</p>	
	<p><b>6: and the elimination of discrimination in respect of employment and occupation.</b></p>	<p><b>Pages 22-24 (AR)</b> <b>Pages 8, 16-18, 23, 25, 26 (SR)</b></p>
<p><input type="checkbox"/></p>	<p>Fairness and equal opportunity are embedded within our company culture. The Invensys Code of Conduct states that it is contrary to company policy to engage in employment discrimination and harassment. We provide equal opportunity to all employees on the basis of their skills and suitability for the work to be performed. We have formalized programs in place for fair recruitment, performance review and advancement for all employees.</p> <p>The Invensys Values (innovation, agility, integrity, meritocracy and courage) have been deployed globally through workshops, communications, contests and employee training. At Invensys, meritocracy means that we develop, evaluate and recognize high performing ability and achievement. We judge each other based on what we have done and our commitment to what we will do.</p> <p>Each of the constituent businesses of 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. Our corporate VP, Global Compliance has the responsibility for implementing programs to ensure compliance with the various laws, policies and standards governing the Group's business.</p> <p>We continue to respect and support the principles of the European Convention on Human Rights and the UNGC by ensuring we comply with the labor laws of the countries in which we operate and by creating an inclusive and respectful culture for our diverse workforce. The</p>	

	<p>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. Invensys also enforces a no child or forced labor policy. 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>All Invensys business leaders 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 our suppliers according to the Supplier Code of Conduct and supplier self assessment tool as described in Principle 1. Suppliers are ranked and evaluated on a variety of criteria including the elimination of discriminatory employment practices.</p>	
	<p><b>7: Businesses should support a precautionary approach to environmental challenges</b></p>	<p><b>Pages 24-25 (AR) Sustainability Report (6-15, 19-20, 24, 25)</b></p>
<p><input type="checkbox"/></p>	<p>The Precautionary Approach advanced in Article 15 of the Rio Principles states that, “Where there are threats of serious or irreversible damage, lack of full scientific certainty shall not be used as a reason for postponing cost-effective measures to prevent environmental degradation.” Invensys fully subscribes to this principle in that we would never knowingly operate in a manner, or advance a product or service, that posed a threat of serious or irreversible damage to the environment.</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. 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 have established annual reduction targets for environmental KPIs (energy, CO2, water, hazardous waste and non-hazardous waste) at our manufacturing locations, and continue to make double-digit percentage improvements. 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>We have formal internal programs such as the Environmental Health Safety and Sustainability (EHS&amp;S) Compliance Assurance Verification Program to identify potential impacts, including environmental impacts, and implement advanced corrective actions. An independent and external organization performs an average of 20 EHS compliance audits annually. Senior managers provide a</p>	



<p>commitment letter that outlines the corrective actions and timeframes for closing out the findings. The goal of the EHS Compliance Assurance Verification Program is to ensure compliance with laws and regulations, and also to address any potential EHS challenges before they impact the environment.</p> <p>Our Environmental, Health and Safety (EHS) Policy outlines our commitment to doing business without harming people or the environment. Our Environmental Health Safety and Sustainability (EHS&amp;S) training is offered to relevant 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&amp;S training modules ranging from travel safety and security to office ergonomics available to all employees. This year our EHS&amp;S management system includes 7 additional EHS&amp;S standards, in addition to the 10 introduced in the prior year, which outline the requirements for our major operating locations to manage and continuously improve its EHS&amp;S programs, processes, and functions.</p> <p>We also have a goal to better understand our product life cycles, and we have made progress in this area by conducting a product environmental footprint exercise within Invensys Rail. Our intention is to make progress in the area by using Life Cycle Assessments (LCAs) to understand the opportunities for more environmentally benign inputs and outputs in product and process development.</p> <p>We also evaluate our suppliers according to the Supplier Code of Conduct and supplier self assessment tool as described in Principle 1. Suppliers are ranked and evaluated on a variety of criteria including their environmental performance.</p>
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<p><b>8: undertake initiatives to promote greater environmental responsibility</b></p>	<p><b>Pages 24-25 (AR) Sustainability Report (6-15, 19-20, 24, 25)</b></p>
<p>We take a holistic approach to environmental responsibility by considering the environmental impacts associated with our business operations and then incorporating those considerations into our strategy and decision-making processes. This holistic view of the environment is captured both internally through the development of organizational goals and performance metrics, policies, organizational responsibilities, and training and awareness programs, and externally through initiatives to monitor our supply chain and take into consideration the environmental impacts of our products once they leave our facilities.</p> <p><input type="checkbox"/> Policies and systems in place that facilitate the promotion of environmental responsibility include:</p> <ul style="list-style-type: none"> <li>• Invensys Code of Conduct – sets out the principles of our commitment to environmental responsibility</li> <li>• New Product Introduction (NPI) process – enables evaluation of environmental impacts related to new product development</li> <li>• EHS&amp;S Compliance Assurance Verification Program – ensures that our operations operate in compliance with minimum impact on the environment</li> <li>• Management Representation Letter – requires senior leaders to confirm operational compliance in a variety of areas, including environmental</li> <li>• Safety and Sustainability Awareness Metrics (SSAM) – provides measurement of performance related to environmental indicators</li> </ul>	



- EHS&S Induction training - promotes and establishes expectations associated with safe and healthy work practices as well as environmental responsibility
- Supplier Profile and Self Assessment Questionnaire and Supplier Code of Conduct – enable ranking and evaluation of suppliers and encourages supplier environmental responsibility

The following actions and performance results demonstrate our recent accomplishments in the area of promoting greater environmental responsibility:

- **Reducing our environmental footprint from internal operations** – 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.

We measure, track, and report progress against globally recognized environmental key performance indicators (KPIs) which include energy, CO2, water, hazardous waste and non-hazardous waste. For an eighth straight year, we collected environmental data from 41 major locations. In 2010, we exceeded a 5% reduction target that was set for our environmental KPIs and set a goal to achieve another 3% reduction in 2011. Progress on these KPIs are required to be reported each month and integrated into each business' overall performance metrics. At an operational level, we continuously seek to identify opportunities for improving energy efficiency, reducing emissions and obtaining energy from renewable sources. In 2010 we continued to measure our CO2 contributions associated with business-related air travel and our major office locations.

- **Designing our products and services in a sustainable fashion** – We minimize environmental impacts and resource consumption for new and existing products and services.

We utilize our New Product Introduction (NPI) process to work to minimize energy consumption, reduce weight, remove hazardous materials (Pb, Hg, Cd, Cr, Brominated fire retardants), improve recyclability, increase reusable/recycled packaging, and reduce packaging.

We also have a goal to better understand our product life cycles, and we have made progress in this area by conducting a product environmental footprint exercise within Invensys Rail. Our intention is to make progress in the area by using Life Cycle Assessments (LCAs) to understand the opportunities for more environmentally benign inputs and outputs in product and process development.

- **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 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. Examples of products include pressure sensors for washing machines that reduce water and energy use, a fuel optimizer for locomotives that reduces diesel use, and software and controls applications that enable utilities to operate more efficiently thereby lowering energy

consumption and emissions.

- **Raising awareness of our employees** – We promote awareness of sustainability issues among all employees and commit to creating a safe and environmentally responsible workplace.

We 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 program 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. 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. As a result of these awareness programs, employee engagement and awareness of environmental responsibility has been improved. For example, more than 70 Invensys Rail employees in the UK are participating in a voluntary personal cap and trade scheme that encourages the reduction of their personal carbon footprints.

- **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. Environmental restoration progress was made at more than 40 sites during the year.
- **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. Our supplier qualification program includes a Supplier Profile and Self Assessment Questionnaire which must be completed by our largest suppliers. This coming year, we are releasing our Supplier Code of Conduct to our suppliers. Suppliers are ranked and evaluated on a variety of environmental criteria including Eco-Efficiency Benchmarking, Life Cycle Analysis with respect to Eco-Efficiency, Energy Efficiency, Eco-Costs, Waste (Hazardous & non-Hazardous) Management & Minimization, and Water use & conservation.
- **Measuring and communicating our environmental 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 have environmental metrics (number of environmental releases and number of environmental citations) that are reported and reviewed at each board meeting (10 times per year). Our EHS&S Compliance Assurance Verification Program, Management Representation Letter and monthly operations reviews provide both visibility and communication avenues for environmental issues with senior management. We promote and communicate our environmental performance in a transparent manner by publishing a Sustainability Report and participating in recognized surveys such as the Carbon Disclosure Project (CDP), Ethical Investment Research Services (EIRIS) Survey/FTSE4Good and Dow Jones Sustainability Index (DJSI)/SAM Survey.

	<p><b>9: and encourage the development and diffusion of environmentally friendly technologies</b></p>	<p><b>Page 21, 24-25 (AR) Pages 6, 9-11 (SR)</b></p>
<p><input type="checkbox"/></p>	<p>Part of our EHS&amp;S philosophy is to provide products, services and ongoing support to our customers in a sustainable manner. In a world increasingly focused on the efficient use of resources, driven by social, economic and environmental concerns, our offerings allow customers to improve productivity and reduce waste. We seek to help our customers improve the reliability, consistency and efficiency of both their businesses and products.</p> <p>Invensys has three divisions, all of which provide products and solutions to carbon intensive industries and support the reduction of GHG emissions for our customers.</p> <ul style="list-style-type: none"> <li>• Invensys Operations Management serves the oil &amp; 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 operations, the management of certain administrative functions of manufacturing businesses, and the simulation of manufacturing process operations. The Energy Management group targets energy (and GHG) improvement projects for large industrial customers. Products such as Eurotherm's EPower assist national energy utilities 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.</li> <li>• 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 this 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 7% are estimated from energy efficient driving.</li> <li>• Invensys Controls provides quality products and services to HVAC, refrigeration, safety, water heating, food equipment and transportation industries across residential and commercial markets. They manufacture a vast array of products encompassing smoke and carbon monoxide alarms, thermostats, valves, zone controls, timers, electronic components, and commercial control systems.</li> </ul> <p>Invensys also supports diffusion of environmentally friendly technologies through its community activities. For example, Invensys Operations Management provides engineering training programs in English and Russian, and they have excellent and close links with the Kazakh-British Technical University (KBTU) in Almaty, Kazakhstan. Over the last two years, Invensys has invested more than \$100,000 to equip KBTU's laboratory and provide students with the first-class training they need to succeed. It is expected that many of these engineers will go on to have careers developing and implementing technologies that will have less impact on the environment.</p>	

	<p><b>10: Businesses should work against all forms of corruption, including extortion and bribery.</b></p>	<p>Pages 24, 31(AR)</p> <p>Pages 24-26 (SR)</p> <p>Web Site:  <a href="http://www.invensys.com/aboutus/default.asp?top_nav_id=1&amp;nav_id=129&amp;prev_id=1">http://www.invensys.com/aboutus/default.asp?top_nav_id=1&amp;nav_id=129&amp;prev_id=1</a></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 3<sup>rd</sup> party bribes and kickbacks for the purpose of obtaining or retaining business or to gain an improper advantage. Invensys does not make or condone the making of corporate donations to political parties or candidates, and does not allow the use of company time, property or equipment for personal political activities. The prohibition applies to bribes made directly or through third parties, including attorneys, agents, consultants, advisors, suppliers, and customers. 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 Program.</p> <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 program 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. Additionally, the Management Representation Letter, which includes a section on conduct and anti-bribery, is completed by all senior managers 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</p> <p>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 and including termination of employment.</p>	