

Listed Entity Code of Business Conduct and Ethics

LISTED ENTITY CODE OF BUSINESS CONDUCT AND COMPLIANCE

POLICY NAME
Listed Entity Code of Business Conduct and Compliance
PURPOSE
This Code is intended to meet the standards of a code of ethics under the Sarbanes-Oxley Act of 2002, as amended, and the standards of a code of business conduct and ethics under the listing standards of The New York Stock Exchange.
OBJECTIVES
The objectives of this Policy are to: <ol style="list-style-type: none">1. emphasize the Company's commitment to ethics and compliance with the law;2. set forth basic standards of ethical and legal behavior;3. provide reporting mechanisms for known or suspected ethical or legal violations; and4. help prevent and detect wrongdoing.
This Policy is a global minimum standard. Doncasters complies with local laws in every country where it operates.
AUDIENCE
This Policy applies to all companies within the Group, including all operating companies under the operational control of DPC Holdings limited. It applies to all Doncasters' directors, officers, and employees.
INCLUDED IN THIS POLICY IS...
<ol style="list-style-type: none">1. Definitions2. Conflicts of Interest3. Corporate Opportunities4. Confidentiality5. Fair Dealing6. Protection and Proper Use of Company Assets7. Compliance with Laws, Rules, and Regulations8. Insider Trading9. Timely and Truthful Public Disclosure10. Waivers11. Reporting12. Violations

CONFIDENTIALITY STATUS
Internal use only.
AMENDMENT AND LOCAL ADAPTATION AUTHORISATION
The Company reserves the right to amend or terminate this policy as it deems necessary or warranted, in accordance with applicable laws. Local adaptation is not permitted.
DOCUMENT OWNER
Legal, Compliance & Risk.
DOCUMENT REVIEWER
Nominating and Corporate Governance Committee
DOCUMENT APPROVER
Board of Directors.
INTRODUCTION
<p>Given the variety and complexity of ethical questions that may arise in the Company's course of business, this Code serves only as a guide. Confronted with ethically ambiguous situations, Covered Persons should be mindful of the Company's commitment to high ethical standards and seek advice from the Company's General Counsel and Chief Risk Officer or other appropriate personnel, such as members of the legal and compliance department, to ensure that all actions taken on behalf of the Company honor this commitment.</p> <p>This Code is intended to supplement, and not to supersede, other codes or policies of the Company, such as the Company's Global Code of Conduct. In addition to this Policy, Company management may adopt such additional reasonable processes and procedures for the appropriate review and oversight of compliance with the standards of a code of ethics under the Sarbanes-Oxley Act of 2002, as amended, and the standards of a code of business conduct and ethics under the listing standards of The New York Stock Exchange.</p>

1. DEFINITIONS

Covered Person

All directors, officers, and employees of the Company.

2. CONFLICTS OF INTEREST

A "conflict of interest" occurs when an individual's private interest interferes in any way – or even appears to interfere – with the interests of the Company as a whole. A conflict situation can arise when a Covered Person takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also arise when a Covered Person, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, such persons are of special concern.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with the General Counsel and Chief Risk Officer.

Each Covered Person should engage in and promote honest and ethical conduct, including in their handling of actual or apparent conflicts of interest between personal and professional relationships.

Any Covered Person who becomes aware of a conflict or potential conflict should bring it to the attention of the General Counsel and Chief Risk Officer or consult the procedures described in this Code.

3. CORPORATE OPPORTUNITIES

Except as may otherwise be permitted by the Company in accordance with applicable law, Covered Persons are prohibited from (1) taking for themselves opportunities that are discovered through the use of Company property, information or position without the consent of the Board of Directors, (2) using Company property, information or position for improper personal gain, and (3) competing with the Company. Covered Persons owe a duty to the Company to advance its legitimate interests whenever possible.

4. CONFIDENTIALITY

In carrying out the Company's business, Covered Persons often learn confidential or proprietary information about the Company, its customers, prospective customers or other third parties. Covered Persons must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information includes, among other things, any non-public information concerning the Company, including its businesses, financial performance, results or prospects, and any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed.

5. FAIR DEALING

The Company is committed to maintaining the highest legal and ethical standards in the conduct of its business. Meeting this commitment is the responsibility of the Company and Covered Persons. Each Covered Person should endeavor to deal fairly with the Company's customers, suppliers, service providers, competitors and employees. No Covered Person should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.

6. PROTECTION AND PROPER USE OF COMPANY ASSETS

All Covered Persons should seek to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's financial performance. Covered Persons must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

7. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

All Covered Persons must respect and obey the laws of the cities, states and countries in which we operate. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel. Covered Persons should strive to identify and raise potential issues before they lead to problems, and should ask about the application of this Code whenever in doubt.

Any questions relating to how these policies should be interpreted or applied should be addressed to the Chief Legal and Corporate Officer.

8. INSIDER TRADING

Covered Persons are strictly prohibited by Company policy and by law from buying or selling publicly traded securities for any purpose at a time when in possession of "material

nonpublic information.” This conduct is known as “insider trading.”

If you have any question about whether a particular transaction may constitute insider trading and what you need to do in such case, you should consult the Company’s Global Insider Trading Securities Policy.

9. TIMELY AND TRUTHFUL PUBLIC DISCLOSURE

It is the Company’s policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents it files with, or submits to, the Securities and Exchange Commission and all other governmental, quasi-governmental and self-regulatory bodies and in all other public communications made the Company. The Company and Covered Persons together promote compliance with this Code, applicable policies and law.

10. WAIVERS

Any waiver or amendment of this Code for any executive officer, the principal financial officer, the principal accounting officer, the controller or any person performing similar functions or any director may be made only by the Board of Directors of the Company (the “Board”) or a committee of the Board, and will be promptly disclosed as required by law or the requirements of the SEC and the NYSE.

11. REPORTING

Covered Persons should promptly report (openly or confidentially and/or anonymously if you are an employee of the Company) in any of the manners described below:

- Any questionable accounting, internal accounting controls or auditing matters (an “Accounting Allegation”);
- Any possible non-compliance with applicable legal and regulatory requirements (a “Legal Allegation”);
- Any possible non-compliance with this Code (a “Code Allegation”); and
- Any alleged retaliation against employees and other persons who make, in good faith, Accounting Allegations, Legal Allegations or Code Allegations (a “Retaliatory Act”).

Employees and other Stakeholders can report issues and concerns directly with the General Counsel and Chief Risk Officer, who can be contacted via helen.barrett-hague@doncasters.com.

Covered Persons can also report issues and concerns via the Speak Up service.

The Speak Up service is run by a company called Navex and is an external, independent reporting service designed for employees and others to report confidentially and, if they wish, anonymously any violation of Law, our Code of Conduct, Corporate Values and related policies or directives.

REPORT ONLINE	REPORT BY PHONE
<p>www.doncasters.ethicspoint.com</p>	<p>From the UK: Call: 0800 890 011 (when prompted, dial: 833 537 0829)</p> <p>From the USA: Call: 833-537-0829</p> <p>From Germany: Call: 0800 225 5288 (when prompted, dial: 833 537 0829)</p> <p>From India: Call: 000 800 050 3406</p> <p>From Mexico: For outside calls, dial your local access code followed by 800-288-2872. Por Cobrar Spanish: 800-112-2020 (when prompted, dial: 833 537 0829)</p>

After you complete your report (online or by phone), you will receive a unique username (which can be distinct from your actual name) and password. You can use this username to log in to check the progress of your report. You can check whether the person dealing with your report has feedback for you or further questions. If you want, you can provide additional information. Your username is particularly important if you choose to remain anonymous, as we can only contact you through the website in that case. All reports received via the Speak Up service are forwarded to the Legal Team for further handling.

The Company will take measures to protect the confidentiality of any report made, subject to applicable law, regulation, or legal proceedings. The Company will not permit or tolerate discrimination or retaliation of any kind by or on behalf of the Company nor any director, officer, employee, contractor, subcontractor, or agent of the Company against employees who make honest and good faith reports regarding alleged violations of this Code or other allegations regarding illegal, unethical, or non-compliant behavior. These prohibitions also apply to the Company’s subsidiaries and affiliates whose financial information is included in the consolidated financial statements of the Company.

12. Violations

All Covered Persons are expected to comply with all of the provisions of this Code. The Code will be strictly enforced throughout the Company and violations will be dealt with immediately.

If the Company’s Audit Committee, General Counsel and Chief Risk Officer, Chief Financial Officer, or their respective designees determine that this Code has been violated, either directly, by failure to report a violation, or by withholding information related to a violation, the offending Covered Person may be disciplined for noncompliance with penalties up to and including dismissal. Such penalties may include a written letter of reprimand, disgorgement, suspension with or without pay or benefits, and termination of employment.

Violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending Covered Person and the Company. All Covered Persons are expected to cooperate in internal investigations of alleged

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misconduct.