DRAFT 1: 31 OCTOBER 2026

BATTERSEA REACH RTM COMPANY LIMITED

DIRECTORS' CODE OF CONDUCT

Approved by:
Date adopted:
Next review date:
Policy owner:

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1. Purpose

This Directors' Code of Conduct establishes the standards of behaviour, integrity, professionalism and accountability expected of all Directors of Battersea Reach RTM Company Limited (the **Company**).

The Company is established to exercise the statutory Right to Manage in accordance with the Commonhold and Leasehold Reform Act 2002 and to oversee the management of the relevant residential property in the interests of the Company and in accordance with its legal obligations.

Directors occupy positions of trust and responsibility. They must act honestly, impartially and transparently, ensuring that their decisions promote effective property management, sound financial stewardship and fair treatment of leaseholders and residents.

This Code supplements the Company's Articles of Association, applicable legislation and other Company policies.

2. General principles

All Directors shall:

- act with honesty, integrity and good faith;
- act in the best interests of the Company as a whole, rather than pursuing personal interests or those of individual leaseholders;
- exercise independent judgement and reasonable care, skill and diligence;
- act within their legal powers and the Company's Articles of Association;
- treat fellow Directors, leaseholders, shared owners, employees, contractors and professional advisers with dignity and respect;
- promote transparency, accountability and responsible governance;
- maintain confidentiality where appropriate;
- avoid actual, potential or perceived conflicts of interest;
- ensure that Company funds and resources are used responsibly; and
- uphold the reputation of the Company through professional and ethical conduct.

3. Directors' statutory duties

Directors must comply with their statutory duties under the Companies Act 2006, including:

- acting within their powers;
- promoting the success of the Company for the benefit of its members as a whole;
- exercising independent judgement;
- exercising reasonable care, skill and diligence;
- avoiding conflicts of interest;
- not accepting benefits from third parties contrary to their statutory duties; and

- declaring interests in proposed or existing transactions or arrangements where required.

Directors must also have regard to the Company's particular responsibilities as a Right to Manage company, including its obligations towards leaseholders, shared owners landlords and other relevant parties.

4. Collective responsibility

The Board operates as a collective decision-making body.

Directors must:

- respect properly constituted Board decisions, even where they personally disagree;
- raise disagreements constructively during Board discussions;
- avoid undermining Board decisions through unauthorised communications or actions;
- refrain from making commitments on behalf of the Company without appropriate authority; and
- recognise that individual Directors have no general authority to instruct managing agents, contractors or professional advisers independently of the Board.

Directors may request that dissenting views be recorded in the minutes.

Nothing in this section prevents a Director from raising legitimate concerns about unlawful conduct, breaches of duty or serious governance failures.

5. Conflict of Interests

Directors must comply with the Company's Conflict of Interests Policy.

6. Confidentiality and data protection

Directors may have access to confidential, commercially sensitive or personal information.

They must:

- protect confidential Board discussions and documents;
- comply with applicable data protection legislation, including the UK GDPR and Data Protection Act 2018;
- avoid disclosing personal information about leaseholders, residents or other Directors without a lawful basis;
- use Company information solely for legitimate Company purposes; and
- ensure that confidential information is stored and communicated securely.

Confidentiality obligations continue after a Director leaves office, subject to applicable law.

7. Standards of behaviour

Directors must conduct themselves professionally in meetings, correspondence and interactions with others.

The following behaviour is unacceptable:

- bullying, intimidation or harassment;
- discrimination or victimisation;
- abusive, threatening or offensive language.;
- personal attacks against fellow Directors, leaseholders or residents.
- deliberately misleading statements;
- misuse of a Director's position to secure preferential treatment; and
- conduct intended to obstruct legitimate Board business.

Directors must encourage constructive debate and respect differing opinions.

These standards apply equally to email, messaging applications, social media and face-to-face communications.

8. Relationships with leaseholders and shared owners

Directors should be accessible, courteous and responsive to legitimate concerns raised by leaseholders and shared owners.

However, Directors must distinguish between their individual position as a leaseholder or resident and their responsibilities as a Company Director.

Directors must not:

- promise preferential treatment to particular leaseholders;
- intervene improperly in operational matters;
- use their position to obtain personal advantages;
- disclose confidential information to favoured individuals; or
- represent personal opinions as official Company policy without authority.

All leaseholders and shared owners should be treated fairly and consistently, subject to their respective legal rights and obligations.

9. Managing agents, contractors and professional advisers

The Board is responsible for overseeing the performance of managing agents and other service providers.

Directors must:

- maintain appropriate professional boundaries;
- ensure procurement decisions are objective, transparent and commercially justified;

- Avoid improper interference with competitive tendering;
- Respect agreed contractual arrangements and delegated authorities;
- ensure contractors are selected on appropriate criteria, including competence, cost, quality and regulatory compliance; and
- avoid giving conflicting or unauthorised instructions.

The Board should ensure that significant contractual commitments are properly authorised and documented.

10. Financial integrity

Directors are responsible for exercising appropriate oversight of the Company's finances and relevant service charge arrangements. They must:

- promote proper financial controls and record-keeping;
- ensure expenditure is appropriately authorised;
- monitor budgets, financial reports and significant commitments;
- ensure service charge monies are handled in accordance with applicable legal and contractual requirements;
- avoid unnecessary expenditure and financial waste.;
- never use Company funds for personal purposes;
- challenge suspected financial irregularities promptly; and
- not seek personal financial benefit from Company transactions.

11. Gifts, hospitality and bribery

Directors must comply with the Company's Anti-Bribery and Corruption Policy and applicable law, including the Bribery Act 2010.

12. Attendance and participation

Directors are expected to contribute actively to the effective governance of the Company. They should:

- attend Board meetings regularly;
- read relevant papers in advance;
- participate constructively in discussions;
- undertake agreed responsibilities diligently;
- seek professional advice where appropriate; and
- maintain sufficient knowledge of the Company's activities, finances and legal obligations.

Directors who are unable to fulfil their responsibilities should discuss their position with the Board.

13. Communications and public statements

Only persons authorised by the Board may issue formal statements or communications on behalf of the Company. Directors must:

- ensure official communications are accurate, measured and professional;
- avoid public criticism of fellow Directors in a manner that damages the Company's legitimate interests;
- not disclose confidential Board deliberations without authority or other lawful justification;
- make clear when expressing personal views rather than Company positions; and
- avoid using Company communication channels for personal disputes or campaigning unrelated to Company business.

14. Compliance with company policies

Directors must familiarise themselves with, and comply with, all relevant Company policies, including:

- Conflict of Interests Policy;
- Anti-Bribery and Corruption Policy;
- Anti-Discrimination, Harassment and Victimisation Policy;
- Data Protection and Privacy Policy;
- Financial Controls and Procurement Policy, where adopted.

Directors should ensure that Company policies are applied consistently and reviewed periodically.

15. Reporting concerns and breaches

Directors have a responsibility to raise concerns about suspected misconduct, breaches of this Code or failures of governance.

Concerns should ordinarily be reported to the Chair.

Where a concern involves the Chair, it may be raised with another non-conflicted Director.

The Board should ensure that:

- concerns are considered fairly and promptly;
- any investigation is proportionate and impartial;
- individuals involved are given a reasonable opportunity to respond;
- appropriate records are maintained; and
- retaliation against persons raising genuine concerns in good faith is not tolerated.

Nothing in this Code prevents a person from reporting concerns to regulators, law enforcement authorities or other appropriate bodies.

16. Breaches of this Code

A breach of this Code may result in action by the Board, subject to the Company's Articles of Association and applicable law.

Depending on the seriousness of the matter, action may include:

- informal advice or guidance;
- a formal written warning or statement of concern;
- additional training or governance measures;
- removal from delegated responsibilities or Board-appointed roles where lawful;
- referral to Company members for consideration of removal as a Director under the applicable statutory procedure; and
- referral to appropriate authorities where misconduct may constitute a legal or regulatory breach.

The Board must not purport to remove a Director from office solely under this Code where the law or Articles require another procedure.

17. Review and approval

The Board shall review this policy annually, or sooner where required by legislative changes, material changes in the Company's activities or identified governance concerns.

Amendments shall be approved by the Board and recorded in the minutes. Amendments so approved shall be posted to the Company’s website within five business days and be put to the next general meeting for further approval. Where such general meeting does not approve such amendments, they shall be deemed to be abrogated from the date of such meeting.

18. Directors’ declaration

Each Director shall be asked to acknowledge that they have read, understood and agree to comply with this Code of Conduct.

The Company should make suitable information available to leaseholders and shared owners explaining how serious concerns may be reported.

19. Adoption

This policy was approved by resolution of the Board of Directors of the Company on [] 2027.

This policy was further approved by the general meeting of the Company on [] 2027