

This page sets out the U.K. tax strategy for the SPX FLOW U.K. entities. The main aim of the strategy is to manage efficiently the tax costs to the Group of doing business whilst complying fully with all tax laws applicable.

This strategy applies from the date of publication until it is superseded. The strategy refers to taxes and duties in the U.K. which include:

- All corporate income taxes
- Indirect taxes (VAT, Stamp Duty Land Tax)
- Employment taxes (PAYE/National Insurance/Construction Industry Scheme)
- Other applicable tax matters

Background

SPX FLOW U.K. is part of a multinational group headed by SPX FLOW, Inc., resident in Charlotte, North Carolina, USA and listed on the New York Stock Exchange. The U.K. subgroup comprises approximately 20 companies with business operations in Glasgow, Aberdeen, Newbury, Brixworth, Crawley, Ashington, and a shared service centre in Manchester. The business operations in the U.K. consist mainly of the manufacture and sale of pumps, valves and accessories; and associated aftermarket services. As part of the business operations, the U.K. companies enter into cross-border transactions with fellow group companies, and we are committed to ensuring that our transfer prices properly reflect where value is created.

Our Tax Team

SPX FLOW's tax team is part of the Global Finance Team which reports to the Group Vice President and Chief Financial Officer. Our Vice President of Taxes, based in Charlotte, leads a global team of approximately 15 people with specific geographical and technical responsibilities, including specialists in indirect taxes and international tax. The U.K. tax team consists of one indirect tax specialist reporting directly to the Vice President of Taxes and one corporation tax professional, reporting to the Tax Director based at the Charlotte headquarters. Our Code of Business Conduct sets out the standard of behaviour to which we expect all employees to adhere, and it applies in the same way to taxation issues.

Governance and Tax Risk Management

Group Policy

The SPX FLOW Board of Directors takes a low-risk approach to corporate governance and this general approach influences the Group's tax risk management. The Board of Directors is apprised by the Vice President of Taxes on important tax matters, including U.K. tax matters. The tax department makes an annual presentation to the Audit Committee to apprise it of developments in global taxation, with the emphasis on actions required to remain compliant with new and emerging legislation and regulations. The Board of Directors also reviews the final tax disclosures in the global financial statements as part of the overall review of the commercial activity in the group.

We understand the importance of tax in the wider context of business decisions. We have processes in place to ensure that the tax function provides appropriate input as part of the decision making process to ensure a clear understanding of the tax consequences of:

- Business proposals to existing or prospective customers;
- Changes in corporate structure;
- Cross-border financing arrangements;
- All significant new processes affecting tax compliance.

We are committed to meeting internationally recognized standards by applying transfer pricing policies such as the arm's length principle. This approach is consistent encompassing all countries in which SPX FLOW operates and ensuring appropriate remuneration where the value is created.

SPX FLOW's appetite for tax risk is low and we only structure our affairs based on sound commercial principles and in accordance with relevant tax legislation. Aggressive tax planning is not proactively considered. We undertake tax planning as part of our overall business strategy in order to manage tax cost involved in commercially driven transactions. We apply a general practice to require an opinion from competent counsel expressing that the probability of a desired outcome is more likely than not. We also engage our external auditor to perform a secondary review of any significant transactions to ensure that we are properly accounting for the transactions and complying with applicable laws. After implementation, we monitor changes in the law or its application to determine if the initial application was still effective.

U.K. Tax Management

The day to day management of SPX FLOW U.K.'s tax affairs is carried out by the U.K. tax team. We have processes in place to ensure that the U.K. tax team oversees and reviews the reporting of tax for accounting purposes and the preparation of the U.K. statutory corporation tax returns. The Finance Directors for the various business units approve and sign off the corporation tax return with guidance from the U.K. tax team. The Board of Directors for each legal entity reviews and approves the tax disclosures in the U.K. statutory financial statements.

We seek to reduce the level of tax risk arising from our operations as far as is practically reasonable by implementing various internal tools for the business units to follow.

In line with the Group policy, SPX FLOW U.K. does not engage in artificial tax arrangements and ensures that the outcomes are consistent with commercial realities. Advice is sought from external advisers on material transactions or whenever additional expertise is needed on a particular issue in addition to that available inhouse.

Relationship with HMRC

SPX FLOW has an open and transparent relationship with HM Revenue & Customs. SPX FLOW and HMRC engage collaboratively with regular face to face meetings and telephone calls/emails with any issues being discussed on a real time basis. We recognize that there may be areas of differing legal interpretations between ourselves and HMRC and where this occurs we will engage in proactive discussion to bring matters to as rapid a conclusion as possible. Any inadvertent errors in submission of tax returns and tax computations to HMRC are fully disclosed as soon as reasonably practicable after they have been identified. SPX FLOW files annual Senior Accounting Officer certifications and the processes and controls which support the delivery of the strategic tax objectives are regularly reviewed.