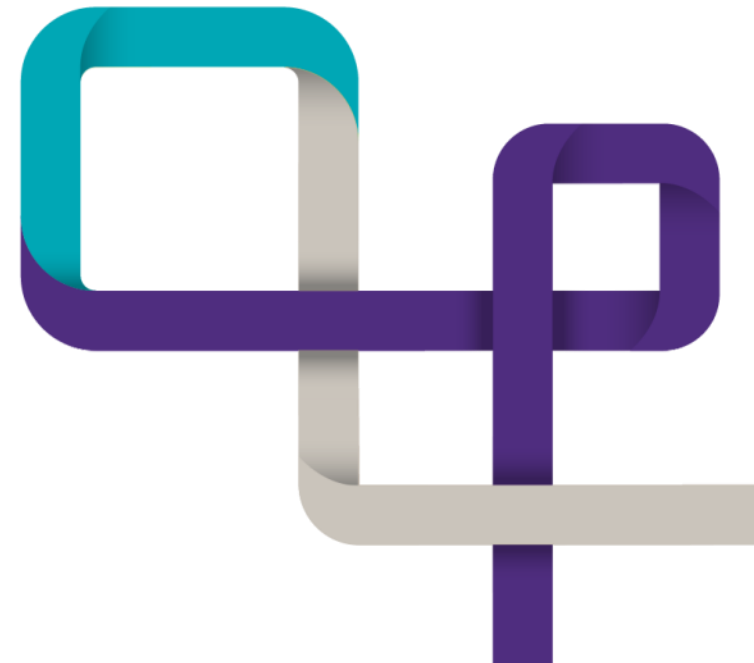


Third-Party Code of Conduct

Grant Thornton UK LLP



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Introduction

Any Third Parties¹ wishing to provide goods and services to, or work for or on behalf of, Grant Thornton UK LLP ('we' / 'us' / 'the firm')² must comply fully with all relevant laws and regulations and meet the minimum standards of behaviour we set out in this Third-Party Code of Conduct (the Code). These requirements also apply to Third Parties engaged with by a partner or employee of Grant Thornton UK LLP in relation to an insolvent party where a partner or employee of the firm is appointed as insolvency officeholder.

The Code reflects the universally accepted principles contained in the United Nations Global Compact (which Grant Thornton has signed) on human rights, labour, the environment and anti-corruption, and draws upon the International Labour Organisation conventions and Universal Declaration of Human Rights. The Code also reflects the requirements set out in relevant legislation such as the Proceeds of Crime Act 2002, Bribery Act 2010, Criminal Finances Act 2017 and the Modern Slavery Act 2015.

We are a responsible and sustainable business that maintains the highest standards of legal, ethical, social and environmental conduct, and complies with all applicable laws and regulations. We work to make a positive contribution to ethical business practices, improve the quality of life and protect the environment and expect the Third Parties we work with to do the same.

Breaches of the Code

If a Third Party's conduct does not meet the standards of the Code then, unless the circumstances require immediate termination of contracts, we will endeavour to work with the Third Party to address the issue. However, we will not work with Third Parties that show persistent disregard for the legal, ethical, social and environmental expectations set out in the Code.

We check compliance with the Code through risk-based due diligence, we expect Third Parties to respond promptly to requests for information in this process and we expect the information provided to be true, accurate and complete.

If a Third Party breaches the Code, we expect them to take the necessary corrective action within a reasonable period of time. We also expect prompt reporting of actual or suspected breaches of the Code, including violations by any employee or agent acting on behalf of the Third Party or Grant Thornton UK LLP, unless the law prohibits such disclosures. Third Parties should work with their main Grant Thornton UK LLP contact to resolve concerns but if this is not possible then breaches may be reported to:

- Grant Thornton UK LLP procurement team on +44 (0)16 1953 6900 or procurement.dept@uk.gt.com
- The confidential and anonymous Whistleblowing Hotline on +44 (0)80 8196 5793

¹ Third Parties are defined as individuals or entities who are sub-contracted to work for or on behalf of Grant Thornton UK LLP or provide goods or services to the firm.

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Breaches of the Code may result in termination of the firm's relationship with a Third Party.

Ethical business practice

We expect Third Parties to share our commitment to ethical business practice and to have clear policies and procedures in place to ensure they, their employees and any of their Third Parties who are involved in work for Grant Thornton UK LLP, meet the following requirements and if requested be able to provide us with necessary information to demonstrate compliance:

Data protection: Third Parties must comply with all applicable laws and regulations regarding the processing of Personal Data and privacy in the UK, including the Data Protection Act 2018, General Data Protection Regulation (EU) 2016/679 (GDPR), the Privacy and Electronic Communications (EC Directive) Regulations 2003 and any subsequent changes to these regulations amendment, re-enactment, consolidation or replacement changes to these regulations, including following any exit from the EU by the UK the United Kingdom General Data Protection Regulation (UK GDPR).

Confidentiality: Third Parties must keep any information that they acquire as a result of or during their work for Grant Thornton UK LLP confidential and must not use or disclose information belonging to us, our past, existing or future clients and Third Parties, and our people without prior consent.

Gifts, favours and hospitality: we will not solicit, nor should Third Parties (or their affiliates) provide, any gift and favours (including hospitality) to achieve preferred or approved status in any procurement process. Under no circumstances should a Third Party give gifts, favours or hospitality that compromises, or could be perceived to compromise, personal judgement, objectivity, independence and integrity of the firm, or constitute a bribe. They should take particular care in any situation involving public officials (including employees of state-owned entities), or where the giving or receiving of gifts, favours or hospitality coincides with a bidding process or renewal of business relationships.

Anti-Bribery and corruption: We do not tolerate any forms of bribery, facilitation payments or corruption, either by our people or those associated with us, including Third Parties. We define bribery as offering, promising, giving, accepting or soliciting a financial or other advantage to induce others to act in a way that is illegal, unethical, or a breach of trust. Bribery, including making facilitation payments, is a criminal offence under the UK Bribery Act 2010 and similar offences exist in other countries. Facilitation payments are defined as payments made to facilitate or expedite decisions or actions by government agencies or public officials and corruption is the abuse of power for private gain, and Third Parties are prohibited from engaging in any of these activities. We also do not allow political contributions of any kind in connection with work undertaken on our behalf.

Money laundering and fraud: Third Parties are prohibited from engaging in any activity that would involve the firm facilitating money laundering or terrorist financing, or from contributing funds to illegal activities (such as terrorism). Third Parties must not engage in conduct that defrauds others, including the firm.

Tax evasion: UK or foreign tax evasion, and its facilitation, are serious criminal offences. Third Parties must not do anything on our behalf that criminally facilitates tax evasion or facilitation. The firm's [tax strategy and principles](#) set out our standards of conduct in relation to tax, and we expect the same behaviour from Third Parties.

Financial sanctions and export controls: Third Parties must comply at all times with all relevant financial sanctions programmes and export control regimes, and must not place the firm at risk of breaching these.

Conflict of interest: Third Parties are expected to avoid conflicts of interest and report any potential or apparent conflicts between their personal interests (including their family members or personal friends) and the interests of the firm. To mitigate threats to the firm's objectivity, integrity and independence, which may arise from the provision of services by Third Parties who are clients of the firm, we carry out relationship checks (and where appropriate we consult with our Ethics team), prior to any engagement. In some circumstances, the firm may be prohibited from entering into a business relationship with a Third Party who is an audit client of the firm.

Competing fairly: Third Parties must comply with laws that protect competition and demonstrate that they compete fairly and ethically and do not engage in any collusive or anti-competitive behaviour (such as price fixing) that restricts free and fair competition.

Insider trading/dealing: Third Parties must not engage in insider trading or dealing. Inside information is information about an entity that is not public. Third Parties who are in possession of inside information must not buy or sell securities in relation to the company to which the inside information relates, or pass that information on to others.

Social

We expect Third Parties to share our commitment to work to deliver clear and direct social benefits, and economic growth and adopt the following standards:

Labour and human rights: Third Parties must uphold the highest standards of human rights and work against exploitation in the workplace. This means complying with all laws and regulations to abolish child labour, eliminate all forms of forced and compulsory labour, and ensure slavery and human trafficking are not taking place. Specifically, Third Parties must comply with the requirements of the Modern Slavery Act 2015.

Working hours, wages and benefits: Third Parties should comply with national laws and regulations relating to working hours, wages, benefits (such as public holidays, paid annual leave, sick pay), deductions, rest periods, leave and overtime. They should also provide written contracts setting out terms and conditions of employment and issue itemised wage statements. Our employees and Third Party-contracted employees are paid the real Living Wage. We expect Third Parties to pay the Living Wage to their own employees and Third Party-contracted employees, helping to tackle in work poverty and shape an economy that is fair to all.

Diversity and equality: We expect Third Parties to treat people with respect and dignity and ensure that employees are not subject to any form of abusive conduct in the workplace. They should provide equal opportunity and treatment, employ people from a diverse talent pool based on qualifications, skills and experience, and not tolerate harassment, discrimination, retaliation, and bias on the basis of race, ethnicity, religion, gender, gender identity or expression, sex characteristics, sexual orientation, disability, age and/or any characteristic protected by law and support equal pay for work of equal value.

Health, safety and hygiene: Third Parties should comply with all applicable local laws, directives and regulations relating to health and safety in the workplace. This includes providing suitable training to prevent accidents and work-related illnesses.

Freedom of association and collective bargaining: Third Parties should ensure all workers and employers have the right to form and join trade unions of their own choosing without needing prior authorisation, and to bargain collectively in line with the relevant laws.

Community impact: Third Parties are encouraged to support and improve the social and economic wellbeing of the communities where they work through appropriate community involvement and investment programmes (specifically employing local people and small firms) to help them prosper and grow.

Protecting the environment: Third Parties are expected to care for and protect the environment by complying with all applicable environmental laws and regulations. They should have environmental policies and management systems in place, comparable with the requirements of ISO 14001, to mitigate environmental risks and monitor, review and make continuous improvements to their approach. Third Parties should also aim to reduce their environmental footprint by minimising the use of energy, water and raw materials, supporting recycling and minimising emissions and waste and disposing of waste safely and responsibly.

Information security

Any Third Party with access to, use of or that hosts Grant Thornton UK LLP Information (including personal data), is required to hold up to date ISO 27001:2013 certification, Cyber Essentials, Cyber Essentials Plus or be able to meet the requirements set out in Grant Thornton UK LLP's Information Security questionnaire. They should ensure their own third parties have ISO 27001:2013 or other acceptable certification and provide details of the policies they have in place with these third parties to manage the data they hold. Information should be encrypted and stored in the UK, or outside the UK only where 'appropriate safeguards' (as defined by applicable data protection legislation in the UK) are in place and Grant Thornton UK LLP should have a right of audit in respect of information and facilities. Third parties also need to carry out appropriate background checks on any authorised personnel with access to the Grant Thornton UK LLP information and systems. They must prevent personnel who are not authorised to access Grant Thornton UK LLP's information, as well as providing a process for managing any exceptions to this prohibition. Any personnel with access to Grant Thornton's information must have committed themselves to confidentiality (e.g. through the terms of their employment) or be under an appropriate statutory obligation of confidentiality. These requirements will be set out in a contract with the Third Party.

General

Business continuity: Third Parties should be able to respond to, mitigate and recover from disruption to normal business activity (eg natural disasters, software viruses, terrorism, illness), and have plans in place to protect both employees and the environment in these circumstances.

Third party contracts: Where Third Parties are allowed under the terms of their contract to sub-contract work or services to other third parties, we expect those sub-contractors to also comply with the requirements of this Code. Relationships with Third Parties will normally be subject to binding contractual obligations in relation to issues including data protection and confidentiality and we may therefore need to apply them between you and us.

Supply chain management: We expect Third Parties to share our commitment to be a responsible and sustainable business, make a positive contribution to society and to manage and minimise any negative ethical, social and environmental impacts of their supply chain.

Compliance monitoring and records: Third Parties should have documented monitoring procedures in place to show they are complying with the Code and we may carry out checks that those we are working with are meeting its requirements.



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