
Flowbird Transport Limited

Charter of Ethics



2. Introduction and Guidance

We have established a set of **Golden Rules** at Flowbird globally. These are a shared set of values consistent with the rest of this document.

We care about our clients

We value those who buy and those who use our products and services. We do what we promise, we follow-up on customer visits, we share client information with our colleagues. Our roadmap starts with our clients' inputs.

We care about our people

Fun is important. We develop our people through coaching, training and annual reviews. We communicate with each other.

Rigour and team work

Decisions are made following rigorous processes with formal decision points. All stakeholders are consulted and informed - across regions and functions.

Managers are role models

Managers are professional, modest, listening, informed and respect our rules. They are accountable for client satisfaction and business performance.

Our rights

The right to make a mistake. The right to ask for help. The right to be listened to.

Our responsibilities

Openness and honesty. Respect for one another. Implementing a decision once it has been taken. Strong business ethics.

2.1. Using this charter of ethics

Doing what's right means we must always act with integrity to ensure we are trusted by our customers, colleagues, business partners and the communities in which we work. This charter of ethics helps us all make informed decisions and tells us where to go for more information.

General guidance

Since it is not possible for this document to cover every situation that may arise, you must be prepared to exercise good judgement and common sense in deciding the right actions to take. If you are unclear about any aspect of this charter of ethics, or if you are not sure how to respond to an issue that this charter of ethics does not address, then you should ask for clarification and assistance.

Individual responsibility

We are all responsible for behaving ethically and this charter of ethics contains guidance to help us do this. All employees must be familiar with this charter of ethics and apply it. The principles contained in this charter of ethics are essential ingredients of the way we do business, regardless of who we are or where we work.

2.2. Management's responsibilities

Additional responsibilities of managers

Managers are responsible for providing appropriate support to enable their teams to understand the requirements of this charter of ethics, the relevant supporting policies, laws and regulations of the countries in which they work and how they should be applied in practice.

Line managers in particular must set a personal example in promoting the requirements of this charter of ethics. Line managers also have a specific duty to ensure a healthy and safe work environment for their staff including ensuring that their staff know what to do in the event of an emergency and ensuring that all accidents and 'near misses' are reported.

2.3. Scope of this charter of ethics

This charter of ethics applies to all of our employees and business partners. By business partners we mean anyone working with us or on our behalf, such as suppliers, agents, representatives, distributors, contractors and consultants. Those managing our business partners have a duty to ensure that we take positive action to ensure that this is followed through, seeking support from other departments at Flowbird as needed.

2.4. Speaking up (whistleblowing)

Raising concerns

It is important for us to speak up when we witness a potentially unethical or illegal act and allow our company to correct the issue. Reporting the violations of others does not grant us automatic immunity from our own errors. However, it makes our company a better place to work and it's always a better alternative to saying nothing at all.

Speak up mechanisms

There are a number of ways to seek advice and support, including through any of the following: your immediate line manager; someone else in your management structure; the human resources team; the contracts department or the Flowbird ethics hotline.

It may be as simple as talking to the person concerned or discussing the options with a trusted colleague or an employee representative.

Do not let any concerns go unresolved. If you report apparent misconduct honestly and in good faith you will be supported by the company. Employees should report any infringements of this charter of ethics as soon as possible.

Follow-up

Every effort will be made to give your call a quick response and deal with your question or concern promptly, especially when circumstances make it time critical.

Flowbird Ethics Hotline

We recognise that it can be difficult to bring sensitive workplace issues to the company's attention and so we have engaged with an independent external organisation to provide a whistleblowing service to give all employees the ability to confidentially and anonymously report their concerns, 24 hours a day, 365 days a year. This service is available for employees, suppliers and other third parties

How the service works:

1. Report your workplace concerns by telephone (0800 374 199) or over the internet (<https://wrs.expolink.co.uk/flowbird>). You can do this anonymously if you wish.
2. You will be issued with a unique reference that allows you to get back in touch with the Hotline operator, update your report, or respond to information requests.
3. The Hotline operator will act as an intermediary between you and Flowbird management to allow investigation.

The call will not be recorded or traced. If you report your concern via the web, your IP address will not be traced. You will not be required to provide your name or contact details. The Hotline operator's impartial staff are trained to help you share potentially difficult or upsetting information, whilst also ensuring your identity remains protected.

2.5. Non-retaliation

Our zero tolerance policy on retaliation goes hand in hand with our belief that speaking up is always the right thing to do.

If you voice a concern or report misconduct in good faith - or take part in an investigation of an ethics and compliance matter - you are following our

charter of ethics. Under no circumstances will the company tolerate retaliation against you.

We consider acts of retaliation to be acts of misconduct which, if substantiated, could result in disciplinary action and even dismissal.

2.6. Breaches of this charter of ethics and investigations

Breaches

Breaching this charter of ethics, policies or standards can have serious consequences for the company and for each of us as individuals. Those who fail to follow this charter of ethics put themselves, their colleagues and their company at risk.

This is taken very seriously and may result in disciplinary action, including dismissal.

Investigations

However you choose to share your concern, we will address it promptly. Depending on the type of issue, the right department will get involved and as such it may be either of the contracts, legal or human resources departments.

During investigations, employees are required to cooperate and tell the truth. Failure to do so may result in disciplinary action, up to and including termination of employment.

Disputes

We have clear and robust procedures for disputes and grievances and ensure that appropriate structures are in place to facilitate constructive dialogue.

3. Relations with Employees

3.1. Diversity

Non-discrimination

Working in a respectful environment means that we do not tolerate any form of unfair or illegal discrimination. Our company will not allow age, colour, gender, disability, ethnic origin, marital status, nationality, race, religion, beliefs or sexual orientation to be a factor in decisions that relate either directly or indirectly to the career progression of an employee.

Inclusive environment

We aim for our workforce to reflect the diversity of the communities we serve.

We recognise that by understanding and valuing difference we can build trusted relationships with our customers, colleagues and communities.

Leaders throughout the business are encouraged to set an example by behaving in line with the group's values and demonstrating their commitment to diversity and inclusion.

Equal opportunities

Our company is committed to promoting and maintaining a culture of respect and equal opportunity in which individual success depends solely on personal ability and contribution.

3.2. Communication with employees

Internal communication

We are open and honest in our communication, sharing information, insight and advice frequently and constructively, and managing tough situations with courage and candour.

Engagement with employees

We listen to our employees and care about what our employees think.

We promote two-way involvement in decision-making at all levels of the organisation and have initiatives in place for measuring employees' perceptions.

3.3. Employee development

Career development

We support and coach colleagues in developing their skills and career and provide them with the necessary training and tools, including constructive feedback on their performance and behaviours.

Employee recognition

We celebrate success, giving credit to all contributors. We recognise those whose behaviour shows a commitment to the company's values.

3.4. “How” as well as “What”

We evaluate and compensate performance on the basis of how objectives are met as well as what is delivered.

3.5. Health, safety and security

It is our first priority that everyone is kept safe. Under all circumstances this supersedes and takes priority over any commercial or schedule considerations.

All our operations must be conducted in compliance with applicable health and safety laws and regulations, company standards and best practice.

We take all reasonable and practical steps to ensure that the premises where our employees work are secure and provide a zero harm working environment and that our products and services are safe and are provided in a safe manner.

Safety risk management

We also set measurable health, safety and security performance targets in our business plans which we are all committed to meeting. Personal and process safety is about more than following rules. We all need to be alert to safety risks as we go about our jobs. Nothing is so important that we cannot take the time to do it safely.

3.6. Use of substances

Alcohol/illegal drugs

Drug and alcohol abuse limit our ability to do our work safely which puts each of us at risk. For this reason, we must never work while under the influence of alcohol, illegal drugs or prescription medication which may impair our ability to perform our work duties or create an unsafe work environment. Our company makes limited exceptions to this rule, such as when alcohol is served during authorised company events. Even in these instances, we are expected to exercise moderation and good judgment.

3.7. Use of company assets

Our assets come in many different forms - physical, electronic, financial and intangible. Whether it is a company facility, a laptop, a building, company information or even our reputation and brand, we expect everyone to take good care of our assets.

Use of IT

We maintain the integrity of our information technology resources, use them with care and according to company procedures and protect them from improper use and harm. Our information technology systems, software and data are important tools for managing our business. Their physical integrity and security are critical to our operations and help us to serve our customers effectively and efficiently.

Information technology includes but is not limited to data, networks, computers, software, mobile phones, system security, firewalls, and servers.

3.8. Confidential information

We have access to confidential information that may give unfair advantages if disclosed to third parties. For example, information about the performance of our customer's revenue systems or our own performance. Insider dealing creates an unfair advantage and undermines society. As another example, we also have access to information about fares, products, route profitability or strategic plans that our customers would expect us to treat in the strictest of confidence.

The nature of our work means that we are trusted to handle information and we are all individually responsible for living up to our values and demonstrating our commitment to being trustworthy.

We must all be diligent in not passing on confidential information to any other person or encourage another person to use our company's information, even if you do not profit directly from the information.

3.9. Conflicts of interest

Other business opportunities

Improper use of company assets, including Intellectual Property, can also be regarded as a conflict of interest. This may occur when an individual deliberately uses the company's property or information for personal benefit, or for the benefit of family or friends. Equally, using the company's property or technology irresponsibly or for more than incidental personal use is in conflict with the interests of the company.

Personal interest

We will disclose and seek direction on any issues that may potentially conflict with our responsibilities to the company. Conflicts of interest are situations in which competing interests may impair our ability to make objective and unbiased business decisions on behalf of the company

Working or serving as a director for other organisations

In general, employees may not work for or serve as director, officer, employee or adviser to a competitor of the company. Employees should also not invest in a competitor and should disclose any existing investments to the Human Resources Manager.

Personal relationships at work

If you form a personal relationship with someone at work which could lead to a conflict of interest or loyalty you must declare it. An example may be where you have authority over another employee in terms of their appraisal, salary or promotion, and where such a situation could arise in the future (e.g. due to job changes or promotions). You should also declare any personal relationships you have with people who work with our suppliers or other business partners if that relationship could lead to a conflict of interest.

3.10. Harassment and bullying

Everyone at our company is entitled to fair treatment, courtesy and respect.

We will not tolerate any form of abuse or harassment of employees, contractors, suppliers, customers or anyone else we deal with. Using abusive or inappropriate language at any time is prohibited.

Respect for colleagues

We recognise that having an inclusive and respectful environment that values and promotes diversity provides an opportunity for our company and each individual to achieve their full potential. We actively seek to create an open and respectful atmosphere where people can thrive.

3.11. Clear and fair terms of employment

Our company has implemented international standards of employment across all operations in line with local employment legislation and international labour conventions. It is our aim to provide fair terms and conditions of employment that attract and retain talent, and that create a productive and pleasant working environment for all.

3.12. Work and home life balance

We appreciate employees' commitments outside the workplace and support our employees in achieving a balance between work and home life. If you require help in this area you should raise it with your line manager or the Human Resources team.

4. Relations with customers

4.1. Products, brands and research

Product quality

We take pride in providing the highest quality products possible. In addition to meeting our own internal quality standards, our products must be produced, tested, packaged and labelled in full compliance with applicable laws and our policies.

Product safety

Our customers count on us to sell safe, reliable products that meet the highest quality and safety standards. In our long history, we have earned our customers' trust by maintaining this principle.

Brand management

Remember that our brands, including our name, are extremely valuable to our success. Brands are fragile and must be used carefully and protected from misuse.

Research and development

To keep our research and development ethical, such research and development must be performed with:

- approved standards and controls;
- quality assurance oversight as appropriate;
- data that is accurately recorded, reproducible or capable of being reconstructed and properly documented,
- application of appropriate data analysis,
- accurate records and evidence of testing and compliance.

4.2. Advertising, sales and marketing practices

Truthful

When marketing or selling our products, it is vital that we only use fair, ethical tactics. Those of us with selling, advertising, promotion and marketing responsibilities must take care to fulfil these duties through truthful and accurate representations. We must never make false or misleading statements about the quality and availability of our products, nor those of our competitors.

Informative

We have a duty to promote our products appropriately to ensure that our customers have the right information to make informed decisions.

Clear and effective

Our company uses a wide variety of communication channels, ranging from contact through sales representatives to the internet. Whatever the method used, we must communicate information accurately, effectively and in a proper manner.

4.3. After-sales services

We resolve complaints diligently, fairly and quickly, and measure customer/client satisfaction.

4.4. Gifts, entertainments and hospitality

We only give or accept gifts and entertainment for business purposes which are not material or frequent. Exchanging gifts and sharing entertainment in connection with a legitimate business purpose can foster constructive relationships with third parties. However, gifts and entertainment should never affect, or appear to affect, impartial decision-making by our employees or any third party. They should never be offered or received in exchange for preferential treatment in any business dealing.

Certain gifts and entertainment can erode trust in our company and must be avoided. These include any gifts or entertainment that appear to be bribes, raise questions about conflicts of interest for you or the company, or would damage our reputation.

Monetary value

Business entertaining can form part of a normal business relationship; however, there should be a limit to its cost. You are required to make a formal declaration to your line manager to record all entertainment and gifts offered or received, or declined where you have reason to believe that it was an inappropriate offer. The threshold for registering entertainment is £100 (or equivalent in local currency) and £5 (or equivalent) for gifts per offering or receipt.

Declaration

You should make your declaration as soon as possible after the offer or receipt of gifts or hospitality.

1. You should record all received hospitality and gifts in the company hospitality & gift register Please email all information through to the following email address:

gift-hospitalityregister@flowbird.group

2. You should record all offered gifts and hospitality provided in the normal Flowbird expenses form

Your declaration will need to include the following information date of offer of gift or hospitality, and date of event where relevant; name, job title and organisation of recipient and of the provider; nature and purpose of gift or hospitality received; the name of any other organisation involved, and the value.

For example:

Date received	Your name and department	Other party's name/names, position and organisation	Description of gift/hospitality received	Value in GBP (estimate if unknown)	Reason given for providing gift / hospitality

In general terms, if you have any doubt about whether an item should or should not be declared, you are advised to declare it. It is recommended that you also declare if you have declined an offer that you feel was inappropriate. For further guidance please refer to and use the Say No Toolkit linked to section 13 of this charter of ethics.

The register is an annual document and will be maintained on a calendar year basis and reported quarterly to the Managing Director by the human resources department. It is recommended that you make your declaration, and retain a copy for your personal records.

4.5. Treating customers fairly

We will treat our customers fairly and professionally to deliver good quality customer service based on trust and credibility. We will also work with our customers to ensure they understand how to use our products and services safely and responsibly.

5. Relations with shareholders and other investors

5.1. Shareholder value

Acting with responsibility and transparency goes hand in hand with protecting shareholder value. Each employee creates value for our shareholders by putting our company's interests first, maintaining accurate business records, and protecting and properly using company resources, information and property.

5.2. Corporate governance

We are committed to good corporate governance and achieving our business objectives in an honest, transparent and accountable way.

We regard corporate governance as a key element underpinning the sustainable, long-term growth of our business.

Managing risk

As part of its commitment to strong risk management practices, our company seeks to recognise employees who demonstrate sound judgment and proactively manage risk in their daily business.

5.3. Internal financial controls

Internal control

Our financial and accounting controls are designed to ensure that we do not mislead investors, legislators, authorities, customers, suppliers or the public about financial aspects of the company. We are all responsible for following our policies and legal, financial and accounting regulations.

Accurate record keeping

By ensuring that all the information we record is truthful, accurate, complete and timely, we can each help to make sure that the information we and our colleagues need is reliable and available. Precise books and records allow us to make realistic plans for the future and report our company's progress to regulators and other external stakeholders.

Auditors

We must co-operate fully with the group's external and internal auditors and ensure that all the information held by them which is relevant to the audit of any group company (relevant audit information) is made available to that company's external auditors.

5.4. Communications to shareholders

Communication with shareholders is via the executive committee of Flowbird SAS. We regularly provide full and transparent information to our shareholders. We maintain an ongoing and constructive dialogue with them. We are attentive to their expectations, concerns and questions on any subject. Staff will not normally be expected to communicate with shareholders and, such circumstances would be arranged in advance and would have the prior written consent of the executive committee of Flowbird SAS.

Staff will never be approached directly by shareholders for information. If you are approached by anyone claiming to be a shareholder asking for information, you should report it immediately to Human Resources team.

5.5. Requests for Secret Communications

Fraudulent third parties can (and do) masquerade convincingly as senior managers or shareholders making contact with staff via phone and email with urgent requests for assistance to be kept secret from others in the company.

If you are approached in this way you should contact someone whose identity you can verify face to face (for example, the Managing Director or the Human Resources team), who will follow up on the matter.

6. Relations with suppliers, subcontractors and agents

6.1. **Supplier and partner selection**

When seeking new suppliers and partners we conduct thorough due diligence. We select suppliers and partners whose core values and commitment to ethical business conduct match our own.

6.2. **Payment to suppliers**

We know that our success depends on supplier relationships which are built on trust and mutual rewards. It follows that we manage these relationships with respect, honesty and integrity whatever the size of the transaction or length of our relationship, and that we pay our suppliers in line with our contractual and legal obligations.

6.3. **Supply chain management**

We rely on our suppliers' and other business partners' integrity in all our dealings and expect them to assure the safety and performance of their products and services. We develop lasting relationships with suppliers who meet our high standards of business ethics.

6.4. **Conformity to this charter of ethics**

We will encourage our suppliers and other business partners to adopt the same or similarly high standards of ethical behaviour.

6.5. **Commission payments**

We do not agree to make commission payments or similar payments ('management fee', 'leader fee', 'facilitation payment' and such like) unless explicitly authorised and approved in advance in writing by the Contracts Department AND the Managing Director or Finance Director AND our Corporate Legal Department who will check that such payments are in line with our code of ethics, legal requirements and international standards.

6.6. **Other parties**

If you are in a role that requires you to deal with contractors, agents, representatives, distributors or similar, look out for signs of potential corruption on their part. You should ensure that our contracts department is fully involved and both you and they should look for any warning signs, such as their local reputation; any concerns from internet searches of the company (e.g. limited information, lack of history, involvement in disputes); vague contracts that fail to stipulate scope of work for each party; requests for payment advances; invoices with vague descriptions of services provided; level of fees not in line with the going rate for similar services.

If in doubt, you must raise your concern with the Contracts Department who will undertake due diligence.

For any new contractor, agent or distributor, they must undergo Due Diligence that will be led by our Contracts Department. We have access to specialists who can assist us with such diligence checks when needed.

7. Relations with governments and local communities

7.1. Compliance with laws and local customs

Compliance with the law

With our company doing business worldwide, our charter of ethics cannot cover all the different laws, applicable regulations and other legal requirements. It is important for you to be familiar with any laws and local customs that apply to where you work. First and foremost, we must comply with all legal requirements. Where there is a difference between a legal requirement and our charter of ethics, always apply the most stringent standard.

Local customs

Through being open and honest, and respecting local cultures and traditions, we aim to gain the trust and support in each region in which we operate. We will always ensure that we meet local and international law, whichever is the most stringent.

7.2. Community relations

Engagement with local communities

We want to make a positive difference wherever we do business.

Our systems can bring significant social benefits in making journeys better for people, including in developing countries. Not only do we help to make journeys easier, we also make them safer. For example, by helping to remove the need for children to carry cash when catching a school bus, or providing cctv technology that can deter crime on public transport systems and help make journeys safer.

We hold ourselves to the highest ethical standards and behave in ways which earn the trust of the communities in which we operate. We work hard to create open and sincere relationships, for example, with local bus operators, their communities, as well as with other bodies who have a legitimate interest in what we do as a company. We respect the rights and dignity of all those with whom we interact.

7.3. Relations with local governments

Local governments

Our company does significant business with many governments and public bodies in many countries and there are special laws that apply to these interactions, particularly when these entities are our customers. These can include regulations relating to pricing and rebates as well as anti-kickback laws to prohibit potential business inducements.

Government officials

You must interact with government officials and regulators in a responsive, open, honest and co-operative way and give them information they would reasonably expect.

Hiring government officials

Under no circumstances should a government employee or official be hired to perform services that conflict with, or interfere, in any manner with that person's governmental duties or obligations, or the duties or obligations of the governmental agency that acts as his or her employer.

7.4. Community involvement by employees

We encourage our staff to engage in charitable activities and volunteering work of various types and the Company regularly supports such activities. If you would like to make any suggestions or would like to receive more information about the charities we currently support, and why we support them, please speak with the Human Resources manager or the Managing Director.

Whilst we encourage you to be involved with charitable organisations, please note that there are restrictions on solicitation of customers, suppliers and fellow employees for contributions. If you are in any doubt, please speak with the Human Resource team.

7.5. Charitable activity

We will support, sponsor and contribute to the activities of other organisations where the activities are aligned with our own business objectives and values and enhance the reputation of the company.

Donations

We do not give charitable donations to personal sponsorships outside the organisation, to political or religious organisations, to extreme, 'high-risk' or 'free' sports, paid advertisements in brochures or event programmes that do not support our main themes of community investment.

Due diligence should be carried out on all charities we work with to ensure the viability of the charity we are donating to. Where donations are requested from a public official in support of a charity, we take particular care that the donation cannot be seen as a bribe or a facilitation payment.

7.6. Political donations and lobbying

Political activities

You may support the political process through personal contributions or by volunteering your personal time to candidates or organisations of your choice. These activities, however, must not be conducted on company time or involve the use of any company resources, such as telephones, computers or supplies.

Political donations

We do not make corporate contributions or donations to political parties or any organisations, think-tanks, academic institutions or charities closely associated with a political party or cause.

Lobbying

Public policy decisions can affect our business and our customer's businesses, including public transport regulation, standardisation, and investment decisions.

We do not favour any one political party and from time to time are asked to work with political stakeholders to inform policies on important issues, such as public transport, technology, and intelligent transportation systems, including ticketing. We will seek to provide politically neutral, truthful and objective input at all times.

7.7. Facilitation payments

Our company will not condone, under any conditions, the offering or receiving of bribes in any form, including what are known as 'facilitation payments'.

Extortion

Our health and safety always comes first. For this reason, our company permits payments to government officials where a person's physical health and safety is in serious jeopardy. To qualify as a legitimate health and safety payment rather than an improper bribe, the person must face a true emergency situation where there is immediate, grave danger to someone's personal safety. In the event of such a situation, it must be reported at the earliest safe opportunity to your line manager and to the Human Resources Manager.

7.8. Taxation and money laundering

Taxation

We will pay the tax we owe and see this as another way in which we support the communities in which we operate.

Tax reporting

We manage our tax obligations to ensure full compliance with all statutory requirements and ensure that our tax reporting is in accordance with all applicable accounting standards.

People involved in criminal activities, such as drug trafficking, counterfeiting, terrorism, robbery etc. frequently use legitimate businesses as channels to 'clean' their illegally acquired funds. Most countries now have laws to counter money laundering and banks have to follow reporting rules, including identity checks relating to cash transactions above defined levels.

Money laundering

We must be careful to ensure that we are not used as a route to launder money. In this case, money includes cash, travellers' cheques, money orders or payments from third party accounts.

If an individual wishes to trade with us and settle their bills by such payment, their bona fides should be checked. It is important to know who the customer is.

If you identify any unusual or doubtful transaction you must bring this to the attention of your line manager who should inform the company finance director.

7.9. Communications, media and social media

External communications

Our reputation is important. Many parties have an interest in our activities: investors, regulators, local communities, the press, potential customers, suppliers and others. We need to communicate with them in a clear, unified and accurate voice. All external parties are dealt with in a straightforward way to ensure that nothing we say is intentionally inaccurate or misleading.

Social media

Whether through company or personal computing devices, in work time or personal time, the use of social media should be managed with caution and care. In using social media, we must be mindful of the company's reputation, other people's right to privacy, the trust our customers, suppliers and other business stakeholders place in us and potential conflicts of interest. We should use restraint and consider the risk to our customers, our company, our colleagues and ourselves, as any information posted to the internet can instantaneously become global, permanently available and open to being republished in other media.

7.10. International sanctions and illicit trade

Trade and sanctions

The United Kingdom, United Nations, European Union, United States and other governments or government bodies periodically impose legal sanctions intended to restrict and sometimes prohibit business dealings with specified countries, entities or individuals. We comply with international sanctions and local laws aimed at detecting and preventing terrorism and other criminal activities. Therefore, we have established mechanisms that provide checks and safeguards at key steps in the business processes when dealing with our customers and suppliers. If in doubt, speak to our Contracts department.

7.11. Environmental responsibility

Our company is committed to addressing our environmental impact and to seeking opportunities to improve our performance. We take steps to identify, prioritise and manage our environmental risks - both direct (e.g. consumption and disposal of resources within our operations) and indirect (e.g. those arising through our supply chain or through the provision of financial services to other businesses or projects which have material environmental impacts).

If you identify ways in which we can improve our environmental behaviours, please do raise these with your line manager who can take it up with the Quality department who are working to continuously improve in this area.

8. Relations with competitors

8.1. Competition law

We believe in operating in a free and open market. By following this principle we will be more effectively driven by the need to be both efficient and innovative. We are fully committed to complying with the competition law applicable in the countries in which we operate.

Intellectual property

As we expect others to recognise the legal rights we have in our brands and designs, we respect the legal rights of others. You should never make unauthorised copies of material from books, magazines, newspapers, films, videotapes, music recordings, websites, products or computer programmes.

8.2. Competition issues

Fair competition

We will always behave ethically when competing for customers' business and when placing business with suppliers or offset partners.

Price fixing and cartels

You must not engage in, or tolerate, unfair methods of competition, price fixing or unfair or deceptive acts or business practices. If anti-competitive topics arise when talking with a competitor or customer, you should stop the conversation immediately and report it to commercial, legal or human resources departments. While industry associations provide excellent opportunities for networking and business development, they pose challenges as well. When attending these events, you should be careful to avoid even the appearance of unfair business practices.

Abuse of market power

Competition law is designed to uphold fair play in business. For instance, it stops companies with a strong position in a market, such as monopolies, from abusing their position or making anti-competitive agreements.

Improper advantages

You should not make false claims or remarks that unfairly disparage competitors, or improperly interfere with a competitor's business relationships. However, you may point out legitimate weaknesses in a competitor's products or operations. Use information concerning competitors in a manner that is lawful, fair and consistent with our policy.

8.3. Competitive intelligence

We do not obtain competitive intelligence by illegal or unethical means and do not read or use competitor information that we should not have.

9. Human Rights

9.1. **Respecting human rights**

Respecting human rights is a key requirement for us, working as we do in varied, often complex environments. We have identified three areas that are relevant to our operations:

- human rights in the workplace;
- human rights and local communities, and
- human rights and security.

Employee vigilance and personal involvement in respecting human rights in daily activities are essential.

9.2. **Child labour**

Our company does not make use of, nor will we have partners who make use of, any form of forced or compulsory labour. We will employ people under the age of 18 only in compliance with local laws and UN Global Compact guidelines and will not employ children under the age of 16. For any employee under the age of 18, we will pay particular attention to their vocational training and development needs.

9.3. **Modern Slavery and human trafficking**

We do not tolerate any form of slavery or forced labour. We will pay attention to ensure that none of our partners, suppliers or any other part of our supply chains use or tolerate any form of slavery or forced labour.

Modern slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labour and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain. We are committed to acting ethically and with integrity in all our business dealings and relationships and to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in our own business or in any of our supply chains.

We are also committed to ensuring there is transparency in our own business and in our approach to tackling modern slavery throughout our supply chains, consistent with our disclosure obligations under the Modern Slavery Act 2015. We expect the same high standards from all of our contractors, suppliers and other business partners, and as part of our contracting processes, we include specific prohibitions against the use of forced, compulsory or trafficked labour, or anyone held in slavery or servitude, whether adults or children, and we expect that our suppliers will hold their own suppliers to the same high standards.

This direction applies to all persons working for us or on our behalf in any capacity, including employees at all levels, directors, officers, agency

workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners.

The prevention, detection and reporting of modern slavery in any part of our business or supply chains is the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this charter of ethics.

10. **Data protection**

Privacy

We respect the private lives and, more specifically, the personal data of all employees and other stakeholders.

Data protection

As a company and group we collect a large amount of data both in written and electronic format. This information includes data relating to customers, suppliers and personal information on individuals, including past and present employees. You must take extreme care with respect to the proper use, storage and transmission of this information. You must adhere to our policies and local laws and each of our group companies will have registered with the appropriate data protection agency where regulations so require.

Cybersecurity

We take appropriate technical and organisational measures to protect our data from accidental or unlawful destruction or accidental loss, alteration, unauthorised disclosure or access. These measures shall ensure a level of security appropriate to the risks represented by the processing and the nature of the data to be protected, having regard to the state of the art and the cost of their implementation.

11. Anti-bribery and corruption

Integrity

We are committed to doing business in an ethical manner and have a zero tolerance policy on bribery. We do not pursue business that will require us or any group companies to engage in unethical or illegal practices and will not accept business if it requires giving or receiving a bribe or kickback. We comply with relevant legislation on bribery and corruption in the countries in which we operate. We only appoint third parties who can demonstrate that they comply with the principles of our charter of ethics and conduct business with high standards of integrity. Bribery also undermines our core values of restless innovation and high performance.

Reputation and trust

We build relationships based on trust and we are determined to maintain and enhance our reputation. For this reason, we never accept or pay bribes, including facilitation payments. Even unsubstantiated claims of bribery and corruption may damage our reputation.

FCPA

The Foreign Corrupt Practices Act is a United States federal law with a range of measures including anti-bribery. Because the Act concerns the intent of the bribery rather than the amount, there is no requirement of materiality. Offering anything of value as a bribe, whether cash or non-cash items, is prohibited. We will comply with the full requirements of FCPA and the full requirements of UK Bribery Act (see below). If in doubt, speak to the Contracts Department.

UK Bribery Act 2010

We are bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both at home and abroad.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if we are found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.

12. Implementing and monitoring this charter of ethics

12.1. Provision of training

We make sure colleagues are familiar with the controls and governance relevant to their roles and that they undertake the relevant mandatory training as organised and logged by the human resources department.

12.2. Monitoring this charter of ethics

Across the group, senior management help to implement this charter of ethics in their location. The senior managers work with the Managing Director, to ensure that we live this charter of ethics wherever and with whomever we do business.

12.3. Self-certification

Periodically, you may be asked to provide a written certification that you have reviewed and understand our charter of ethics, complied with its standards, and are not personally aware of any violations of this charter of ethics by others. This certification is your pledge to live up to our charter of ethics and its expectations, and to promptly raise concerns about any situation you think may violate it.

12.4. Charter of ethics review

To ensure the content is current, the codes of responsibility will be reviewed on an annual basis. If you have comments for improvements, please forward these to the Contracts department or the Human Resources team.

13. Guidance and help for employees

The Institute of Business Ethics “Say No Toolkit” is an online decision making tool that has been designed to help you to make the right decision in difficult situations.

The Say No Toolkit delivers immediate guidance on a wide range of common business issues, especially those that could lead to accusations of bribery. Put simply it answers the question "what do I do?" and shows people when it is right to say no and when to say yes.

The Say No Toolkit allows you to tap through a series of questions about the situation you face and the tool will provide the right decision to take: Say No, Say Yes or Ask. The answer also makes it clear why it is important to make that decision so you can have the confidence and the knowledge to respond correctly. You can use the “[Say No Toolkit](#)” by clicking on this link or going to <http://demo.saynotoolkit.net/>.



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