

BARKER BRETTELL
SUPPLIER CODE OF CONDUCT
MARCH 2022 – CLAIRE HUNT

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Introduction

Barker Brettell is committed to conducting its business in an ethical, legal, and socially responsible manner, embracing internationally recognized standards for business integrity, human rights, and environmental sustainability. We see this as a shared commitment that extends to our vendors, contractors (including subcontractors), consultants and other providers (each a "Supplier").

This Supplier Code of Conduct ("Code") defines the basic business practices we require of our Suppliers and should be regarded as a minimum standard that operates in addition to, and not in replacement of, a Supplier's existing legal and contractual obligations to Barker Brettell.

We expect our suppliers to share our commitments and approach and we state below guidelines that we require of all our suppliers. We expect them to adhere to the guidelines and to confirm in signing up to this code that they expect these requirements also of their supply chain, including sub-contractors. By collaborative working we believe we can jointly have a positive impact on society.

Barker Brettell reserves the right to audit Supplier's compliance with this Code. We reserve the right to review, suspend, or under the appropriate circumstances, terminate any or all our contractual relationships with a Supplier that is found to be in breach of this Code. The code may be updated or modified by Barker Brettell from time to time at our sole discretion.

General Disclaimer

This code does not dilute a Supplier's legal obligations, and supplements, and does not supersede the contracts between Bark Brettell and the Suppliers.

Compliance with Laws

Suppliers must comply with all applicable laws and regulations of the countries in which operations are managed or services provided. When conducting international business, Suppliers must comply with applicable local and international laws and regulations. This includes, but is not limited to, laws and regulations relating to the environment, occupational health and safety, labour practices, International Labour Organisation (ILO) conventions, trade control, fair competition, anti-money laundering, anti-bribery and anti-corruption.

Anti-Corruption Laws

Suppliers must adhere to the highest standards of moral and ethical conduct and comply with applicable national and international anti-bribery and anti-corruption laws, directives and regulations including the UK Bribery Act and any analogous legislation of this and any other jurisdictions.

Suppliers shall not engage in corruption, commercial bribery, extortion, embezzlement, fraud, deception, collusion, cartels, abuse of power, money laundering, or similar misconduct in any form. Suppliers must never accept, request, offer, promise,

authorise, or provide, directly or indirectly, any improper payments of money, bribes, kickbacks, or anything of value to a governmental official or to a counterparty in the private sector with the intent to influence official action, obtain an improper or unfair advantage, obtain, or retain business, or influence a third party's actions. The prohibition includes any type of facilitation payments, large or small, even where such payments are perceived as a common part of local business practice or acceptable under local law. Suppliers are expected to exert reasonable due diligence to prevent and detect corruption in all business arrangements, including joint ventures, partnerships, and the hiring of intermediaries such as agents or consultants.

Fraud

Every form of fraud is prohibited

Competition and Anti-Trust

Suppliers must always engage in fair and honest competitive business practices. Suppliers shall comply with all applicable anti-trust and competition laws in every jurisdiction where their operations are conducted

Money Laundering and Tax Evasion

Suppliers must always:

- Comply with anti-money laundering laws and regulations
- Comply with tax laws and regulations in the jurisdiction in which they operate
- Act carefully to prevent Barker Brettell from being involved or used in money laundering, tax evasion or other criminal activities: and
- Recognise and monitor potential warning signals that could help detect unusual or suspicious activity

Conflict of Interest

Suppliers must always:

- Completely and truthfully disclose, in writing, any actual, potential, or perceived conflicts of interest to their Barker Brettell contact before entering negotiations and/or starting a business relationship with Barker Brettell.
- Promptly disclose in writing their Barker Brettell contact any conflicts of interest arising during their business relationship with Barker Brettell.
- Avoid any conflicts of interest, whether actual, potential, or perceived, that are not properly disclosed and mitigated.

Employment Practices

Underage labour

Suppliers shall ensure that no underage labour has been used in the production or distribution of goods and services. A child is any person under the minimum employment age according to the laws of the country where the product (or parts of) or services are sourced from, or in the absence of law under the minimum age for completed mandatory education.

Forced labour

Suppliers will not use or tolerate in their supply chain any form of slavery, servitude, indentured, bonded, involuntary prison, military or compulsory labour or any form of human trafficking.

All work must be conducted voluntarily and without threat of any penalty or sanctions.

No employee government issued identification, passports or work permits will be retained by the supplier as a condition of employment.

Workers' rights to leave the workplace after their shift or to terminate their employment after reasonable notice and receive owed salary must be recognised by the supplier. This applies to local or migrant employees.

Suppliers are asked to report to Barker Brettell any incidents of slavery or human trafficking found in its business or supply chain.

Working Hours

Suppliers must ensure working hours comply with national laws and standards and should not expect workers to work (including overtime) in excess of hours set out in relevant working time legislation or other national legal limits unless an opt out has been chosen by the employee with appropriate supporting written evidence.

Healthy and safe working conditions

Suppliers must provide safe and clean conditions for workers at sites of working and residential facilities. Clear procedures must be in place to ensure regulated occupational health, safety and wellbeing standards are adhered to.

Discrimination

An inclusive and diverse work environment is encouraged, with equal opportunities for all workers. All employees must be treated fairly and not discriminated against in any form of employment.

Suppliers must not discriminate against any employee based on age, gender, sexual orientation, race, ethnicity, colour, disability, religion, political affiliation, union membership, national origin, marital or pregnancy status during any recruitment or employment activities.

Suppliers must commit to a workforce free of any harassment or threat of harassment. Any forms or threats of harassment, physical, mental, sexual, or verbal, must be prohibited and not tolerated.

Information Protection

Confidential/Proprietary Information

Suppliers shall protect all sensitive information, including confidential, proprietary, and personal information. Information should not be used for any purpose other than the business purpose for which it was provided unless there is prior authorisation from the owner of the information.

Intellectual Property

Suppliers shall respect the intellectual property rights of others, including Barker Brettell, its affiliates and business partners. Suppliers must comply with all applicable laws governing intellectual property rights, including IP designated as a trade secret, as confidential, or that is subject to patents, copyrights, or trademark restrictions.

Information Security

Privacy, and data and information security are of the utmost importance to Barker Brettell. Suppliers shall protect personal data and confidential and proprietary information of Barker Brettell and others, from unauthorised access, use, modification, destruction, and disclosure through appropriate physical and electronic security procedures. Suppliers must evaluate the data collected from possible data subjects and the applicability of the General Data Protection Regulation (GDPR) to its business and its relationship with Barker Brettell and take appropriate measures to ensure its compliance with this and all applicable data and privacy laws.

Reporting Violations

Suppliers must report to Barker Brettell any questionable conduct, including conduct of any Barker Brettell employee, that the Supplier believes in good faith to be an actual, apparent, or potential violation of this Code. Prompt reporting of violations is in the best interest of everyone. Reports will be handled as confidentially as practicable. Barker Brettell maintains an open-door policy with regards to any questions, including any questions related to ethics and business conduct. To report an incident, the Supplier may contact its local Barker Brettell contact or the Head of Office Management & Compliance.

Compliance with Code

Suppliers must be able to demonstrate compliance with Barker Brettell's Supplier Code of Conduct. This includes documented evidence and the right of Barker Brettell or a designated firm to conduct audits. Audits to include facility inspections, review of supplier records business practices and conducting employee interviews.

This Supplier Code of Conduct is intended to promote a culture within our supply chain that complies with not only the letter, but also the spirit, of all applicable laws, rules, and regulations.

You should refer to the principles set out in this Supplier Code of Conduct when ethical and compliance issues arise. Each of the principles in this Supplier Code of Conduct is fundamental to how we do business. However, this Supplier Code of Conduct cannot anticipate every possible instance in which an ethical issue may arise, and so it aims to reinforce the ethical and responsible way in which we require you to conduct your business and the integrity, honesty and transparency which is required in your operations.