

ETHICS & BUSINESS CONDUCT POLICY

Summary

This policy standard is to be applied in relation to Qualter Hall covering all business divisions, operating companies, unless local legal requirements are in place, internationally, which then should be followed. Qualter Hall is committed to the highest standards of integrity, honesty, openness and professionalism in all its activities wherever they are undertaken.

The person responsible for implementing and overseeing the policy is the Company Secretary.

This Policy Standard outlines the principles that must be adhered to, to enable Qualter Hall to meet this commitment.

Specifically, these cover:

- legal and regulatory compliance and influence
- human rights and dignity of the individual
- cultural sensitivity
- business integrity including Qualter Hall's position in relation to bribery, financial inducements, facilitation payments, use of third parties and agents, gifts and reporting of malpractice and impropriety
- individual behaviours expected from all employees and workers.

1 Introduction

This policy sets out the expected standards for individual and corporate behaviour to ensure that we meet the expectations of our customers, suppliers, employees and the wider community in relation to business conducted on the Company's behalf. It also sets out the standards required considering the Bribery Act 2010. Bribery in this context is defined as the giving or taking of a reward in return for acting dishonestly and/or in breach of the law.

2 Commitment and Objectives

Qualter Hall's relationships with its customers, business partners, sub-contractors, suppliers, associates, employees, workers and the wider community will be conducted in accordance with the highest standards of integrity, honesty, openness and professionalism.

- Qualter Hall is committed to truth and fair dealing and creating a positive and supportive work environment.
- Qualter Hall recognises that the behaviour of all its employees and workers must meet the same high standards.
- Qualter Hall upholds its reputation by acting responsibly and by respecting the laws regulations, traditions and cultures of the countries within which it operates.

Equivalent standards of conduct are expected from our business partners, suppliers, associates and all others acting on behalf of Qualter Hall.

3 Principles

The following principles apply to all business activities undertaken by Qualter Hall:

- We will comply with the laws of the country in which business is being transacted
- We will respect the human rights and dignity of individuals
- We will respect the traditions and culture of communities and protect the environment within which we operate
- We will undertake our business activities in accordance with the highest standards of professionalism, integrity and honesty.

4 Requirements

4.1 Legal and regulatory compliance and influence

Qualter Hall employees must comply with this policy and, where it is clear, the spirit of all laws and regulations relating to their business conduct. This includes understanding the laws and regulations relevant to their work and complying with the legal requirements of the country in which they are working.

Recognising the competitive environment in which Qualter Hall operates, collusive conduct will not be tolerated and all laws which promote competition in business and protect the interests of consumers in the countries where Qualter Hall operates will be adhered to.

Qualter Hall respects the authority of governments.

Wherever it conducts business Qualter Hall will maintain honest relationships with these governments and their agencies, officials and personnel.

If at any time, attendance at events hosted by a political party is required for briefing purposes employees should not attend if it might compromise Qualter Hall's impartiality.

Qualter Hall maintains a position of impartiality with respect to party politics. Accordingly, Qualter Hall does not contribute funds to any political party, politician, or candidate for public office in any country.

Ignorance of the law does not excuse Qualter Hall or its employees from their obligation to comply. If in doubt legal advice should be taken.

4.2 Human Rights and Dignity of the individual

Qualter Hall recognises the United Nations Declaration of Human Rights, the principles of which are considered in all appropriate policies and procedures and applied to all Qualter Hall's business activities.

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The working environment created within these business activities will:

- Respect and promote the equality of opportunity regardless of gender, race, disability, colour, ethnic and national origin, nationality, sexual orientation, marital status, responsibility for dependants, religion, trade union activity, political belief and age. It will involve all employees and other workers through the creation of a favourable employee relations, environment and recognise diversity in recruitment.
- Provide appropriate remuneration and benefits, training, personal development and compliance with employment laws and regulations of the countries within which we operate. It will uphold the freedom of association with freely chosen employee representatives and the exercise of collective bargaining in order to reach agreements that are jointly acceptable and never use forced, compulsory child labour.
- Ensure that all labour is freely given, adheres to minimum ages stated in national employment laws or international standards and employees/workers are free to leave in accordance with established rules. It will maintain a safe, healthy and sustainable working environment wherever we operate – for our people, our customers, our partners and contractors, and the public.
- Respect the security of the individual and will not engage in nor benefit from any activity that violates humanitarian law or supports or encourages the abuse of human rights. Recognise and respect applicable international laws and the laws and authority of the countries in which we operate. This will include respecting and contributing to the realisation of economic, social and cultural rights as well as civil and political rights.
- Never offer, promise, give, accept, condone, knowingly benefit from, or demand a bribe or other improper advantage.
- Act in accordance with fair business, marketing and advertising practices and take every step to ensure the safety and quality of the services we provide.
- Respect the environment of the countries in which we operate and contribute to the wider goal of sustainable development.

4.3 Cultural sensitivity

Wherever Qualter Hall operates it will support and contribute to the social and economic well being of those communities within which we work and encourage individuals to participate in projects that strengthen these communities.

How we do business and the behaviour of employees we will respect the local norms, laws and customs of the countries in which we work. All employees, and particularly those accepting an international assignment, should familiarise themselves, understand and respect the local culture, customs and commercial practices of where they are working.

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4.4 Business Integrity

Wherever Qualter Hall operates, business will be conducted in accordance with the highest standards of integrity, honesty and openness. We select the customers for whom we are prepared to work on the basis of their values and ethics as well as their financial standing. Equally, we will never knowingly use subcontractors or suppliers whose values or business ethics do not reflect our own.

4.4.1 Financial Inducements

Under no circumstances will Qualter Hall approve any irregular payment or payment in kind (gifts, favours, etc) to win business, induce others improperly to grant permits or services to which Qualter Hall would not generally be entitled or to influence a business decision in the Company's favour. Corporate hospitality is permissible as long as it is proportionate and reasonable given the sort of business we do, but should be authorised in advance by The Managing Director.

In international business employees may sometimes come under pressure to make such payments, sometimes called facilitation payments. No such payments are to be made by the company or its agents and third parties who are employed by the Company to represent its interests.

This meets obligations under the Bribery Act 2010.

4.4.2 Use of Third Parties and Agents

Qualter Hall recognises that in certain countries, business practices or other conditions require the use of agents or third parties to represent Qualter Hall's interests. These representatives must be carefully chosen because improper conduct could damage Qualter Hall's reputation and expose the Company and individual employees to legal or other sanctions. Local procedures are to be implemented in relation to the appointment of representatives which as a minimum will:

- Thoroughly check the representative's reputation and qualifications. There should be no history of improper business practices and no relationships should exist that could improperly influence decisions.
- Ensure compliance within any agreement of Qualter Hall's policies and standards, specifically, Qualter Hall's policy standard on ethics and business conduct
- Ensure the proposed fee is reasonable for the services being rendered and that it does not provide incentives to act improperly.

4.4.3 Gifts

The utmost care should be taken in relation to the giving or receiving of business-related gifts. This applies to direct payments and payments in kind, including the provision of goods or services, personal favours, and entertainment (eg meals, travel, etc). Accepting or offering gifts of moderate value is acceptable in situations where it is legal and in accordance with local business practice (ie where the exchange of gifts is customary, and the gifts are appropriate for the occasion).

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A limit of £100 per year per individual regarding the receiving of gifts is permissible but these should be logged with the Managing Director in the first instance who will maintain a central register and advise on what is and what is not allowed.

However, gifts of any kind should not be given or accepted if this action could be reasonably regarded as unduly influencing the recipient or creating business obligation on the part of the recipient.

Particular caution should be exercised if any offers of value, including hospitality, entertainment and gifts are offered when the Company is negotiating or considering contracts and they are in a position to influence, directly or indirectly, the outcome of a decision.

The monetary value of the gift, local customs, and legal requirements should be considered when determining whether a gift should be retained by an employee, handed to the Company, or returned.

The following items must not be given or accepted under any circumstances, regardless of their value: cash, personal cheques, payments or loans to be used toward the purchase of personal property; drugs or other controlled substances and product or service discounts that are not available to all employees.

Under no circumstances should an employee or worker request a gift of any kind from a supplier, customer or other party with whom Qualter Hall conducts business. Normal promotional material is acceptable such as pens, diaries etc.

4.4.4 Bribery

With regard to the comments above regarding Financial Inducements Qualter Hall confirms that it will not accept nor give nor participate in any form of Bribery whatsoever.

4.4.5 Whistleblowing

Qualter Hall takes malpractice and impropriety extremely seriously and will deal with legitimate concerns and/or complaints in a responsible and effective manner. Where an individual discovers information that they believe shows serious malpractice or wrongdoing anywhere within our organisation, then this information should be disclosed internally without fear of reprisal and where appropriate, done independently of line management.

Any potential incidents of bribery, corruption or anti-competitive behaviour should be reported to the Company Secretary, who will arrange for the appropriate investigations to be instigated.

4.5 **Individual Behaviour**

The following behaviour is required of all employees and workers of the Company within the scope of their duties and responsibilities:

- To conduct business in accordance with the laws of the country in which business is being transacted.

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- To comply with the Company's published procedures and policies.
- To exercise all reasonable professional skill and care in the performance of work undertaken for, or on behalf of, the Company and take every reasonable precaution to avoid injury to colleagues and members of the public.
- To behave in a way that recognises the rights and sensitivities of other individuals, both within the Company and outside, and reflects positively on the Company.
- To maintain the confidentiality of customers information unless the customer has given written consent or the law requires or allows disclosure.
- To protect property and information concerning the Company and its business activities, ensuring its use is for authorised purposes only and in accordance with any specific conditions of use.
- To declare any outside business or financial interest that could conflict with the interests of the Company, its subsidiaries or its customers.
- Not to harass, victimise or discriminate against any individual within the working environment.
- Not to make any public statement, written or verbal, concerning the Company's business without authorisation.
- Not to countenance corrupt practices.

5 **Responsibilities and Authority**

This Policy standard supports the Qualter Hall Management System and is issued under the authority of the Managing Director.

Qualter Hall and each business division will operate systems and procedures that are consistent with our governing principles and this Policy standard.

Qualter Hall expects each employee and division to conform to this Ethics Policy Standard at all times. Failure to do so could lead to disciplinary action being taken that may result in dismissal.

Qualter Hall expects and encourages existing, potential and former employees to report malpractice or impropriety and will investigate all such reports. It will not take any direct or indirect action against employees making a report in good faith.

6 Evidence of Compliance

To demonstrate compliance with this Policy Standard and the Anti-bribery and Corruption Laws, an annual audit should be undertaken with the following documentation available for inclusion within the audit. In addition to the annual audit the Directors will review, on a contract-by-contract basis, if there are any grounds for concern with regards to any anti-competitive issues.

- Qualter Hall
 - Business Ethics and Principles Policy Standard (This document)
 - Related policy statements and procedures
 - Confidential reporting and investigation procedure
 - Gift Register held by Managing Director
 - Procedure for appointment of Third Parties ie clients, subcontractors, suppliers and agents
 - HR Policies and Procedures
 - Compliance Competition Law
 - Anti-Competitive Behaviour review

7 Guidance

The following other Company policy standards are relevant:

- Equal Opportunities Policy
- Drug and Alcohol Abuse Policy



Gifford Brown
Managing Director
May 2023