



Policy document

Supplier Code of Conduct

APPROVAL

The signatures below certify that this Policy has been reviewed and accepted and demonstrates that the signatories are aware of all the requirements contained herein and are committed to ensuring their provision.

	Name	Signature	Position	Date
Prepared by	Eric Nelson		Legal Counsel	10/10/2023
Reviewed by	Geoff Megginson		Contracts Manager	10/10/23
Approved by	Malcolm Cameron		SVP Commercial	10/10/23

AMENDMENT RECORD

This Policy is reviewed to ensure its continuing relevance to the systems and process that it describes. A record of change and/or contextual additions or omissions is given below:

Page No.	Context	Revision	Date
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COMPANY PROPRIETARY INFORMATION

The electronic version of this Policy is the latest revision. It is the responsibility of the individual to ensure that any paper material is the current revision. The printed version of this manual is uncontrolled, except when provided with a document reference number and revision.

1 Overview

The Vysus Group's ("Vysus") Supplier Code of Conduct (the "Code") has been adopted to ensure that all of Vysus' suppliers, contractors, sub-contractors and others providing goods and services to Vysus and those acting on their behalf ("Suppliers") meet Vysus' basic expectations and standards with respect to the topics addressed in the Code. They are based on well-respected and recognised international standards and laws of the countries in which Vysus conducts business.

2 Application

Adherence to the Code is an expectation of doing business with Vysus. The Code defines the minimum standards with which Vysus' Suppliers are expected to comply. These standards are not replacements or substitutes for applicable laws nor do they amend contracted obligations.

3 Standards and Expectations

Suppliers must ensure to communicate these standards to their employees, contractors, suppliers and business partners who may provide goods or services to Vysus.

3.1 Compliance with Laws

Supplier must comply with all laws and regulations applicable to the goods and services provided to Vysus.

3.2 Health, Safety and Environment

Supplier will ensure that it has a safe and healthy work environment in compliance with all applicable laws and regulations related to workplace conditions. Supplier will conduct its operations in such a way so as to protect people while minimising the impact to the environment and the communities in which it operates. Supplier will seek to continuously improve its health, safety and environmental performance.

3.3 Bribery, Corruption, Fraud and Conflicts of Interest

It is Vysus' policy to conduct business in an honest and ethical manner. Vysus upholds all laws which counter bribery, corruption and fraud in the countries in which it operates and expects all Suppliers to do the same. Vysus expects its Suppliers to have in place effective processes and procedures to proactively monitor for and prevent:

- a. Bribery and corruption, including the direct or indirect giving, paying or accepting anything of value to obtain, retain or direct business, to secure an improper advantage or to influence someone, including government officials, to improperly perform their duties. Vysus makes no exception for so-called facilitation payments – typically small-value payments to public officials to secure or expedite the performance of a routine or necessary action to which the party making the payment is already entitled.
- b. Any activity, practice or conduct that would be in breach of its contractual obligations with Vysus in relation to ethics, anti-bribery, anti-corruption and fraud, and/or which would constitute an offence under any applicable laws in relation to ethics, anti-corruption and fraud or similar offences (including, without limitation, the UK Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977, Section 45/46 of the UK Criminal Finances Act 2017 and the UK Fraud Act 2006).

- c. Conflicts of interest (or situations which could be perceived as a conflict of interest) in conducting a Supplier's business activities for Vysus which could adversely influence a Supplier's judgment, objectivity or loyalty, and which could compromise independence, impartiality and integrity.

3.4 Human Rights and Modern Slavery

Vysus is fully committed to upholding and respecting the rights and dignity of all people and following the principles set forth in the UN Guiding Principles on Business and Human Rights, the Universal Declaration of Human Rights and the Global Compact. Vysus expects its Suppliers to conduct their business with respect for human rights and adherence to the same guiding principles.

Vysus does not accept any form of forced labour or servitude, human trafficking or child labour within its supply chain. In providing goods or services to Vysus, Suppliers agree to:

- a. comply with all applicable anti-slavery and human trafficking laws, statutes, regulations and codes from time to time in force including, but not limited to, the UK Modern Slavery Act 2015;
- b. not engage in any activity, practice or conduct that would constitute an offence under sections 1, 2 or 4 of the UK Modern Slavery Act 2015, regardless of whether such activity, practice or conduct is carried out in the United Kingdom or elsewhere in the world;
- c. include in contracts with its suppliers and sub-contractors anti-slavery and human trafficking provisions that are substantially the same as or more comprehensive than those set out in this paragraph; and
- d. report to Vysus, without delay, any act or omission which could possibly be seen as a violation of a., b. or c., above.

3.5 Gifts and Hospitality

Vysus promotes a culture of ethical and transparent conduct for its employees and Suppliers in every aspect of its business. The inappropriate provision of gifts, entertainment, travel or meals to Vysus employees or those representing Vysus by Supplier or by Supplier on behalf of Vysus to third parties is not permitted.

Modest gifts or hospitality are acceptable, but only if they are reasonable and justifiable under all circumstances and are not made with the intention of influencing the recipient to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or an explicit or implicit exchange for favours or benefits or for any other corrupt purpose. Modest gifts of nominal value must not include cash or cash equivalent and must be given openly, not secretly and given in a manner that avoids any appearance of impropriety.

3.6 Protection of Information

Supplier must protect the privacy and confidentiality of Vysus, its customers, employees and contractors, in accordance with the terms of the agreement between Supplier and Vysus.

Supplier will at all times comply with applicable laws relating to matters of data protection, privacy and security, including the applicable requirements of the European Union General Data Protection Regulation (EU 2016/679) or the EU GDPR as transposed into United Kingdom national law in the form of the UK GDPR, together with the UK Data Protection Act 2018.

Supplier must have in place and maintain appropriate data systems protections to mitigate the risk of data damage and compromise by outside threat actors. In the event of a breach of its data systems protections resulting in potential or actual damage, Supplier will promptly notify Vysus.

3.7 Speaking Out

Vysus seeks to ensure that all employees, contractors and Suppliers are able to raise serious concerns, which they believe indicate malpractice, wrongdoing or any actual or suspected violation of the Code, without fear of retaliation, such as being dismissed or otherwise disciplined or jeopardising their business relationship with Vysus. Any actual or potential violations of the Code or other serious concerns must be reported to ethics@vysusgroup.com without delay. Failure to report a known violation or breach of any part of the Code could have serious consequences for both Supplier and Vysus and may result in the termination by Vysus of its relationship with Supplier.

David Clark, Chief Executive Officer
Vysus Group Holding Limited.

Dated: 10/10/2023

