

Proactis Supplier Code of Conduct

Policy document

Version:

1.4

Classification:

Operational

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1 Document Control

1.1 Document Owner

This document is owned and maintained by the **Compliance and Quality Manager** and is to be reviewed and brought up to date **every 24 months**.

1.2 Readership

This document is aimed at the following:

| Proactis |
|--|
| Chief Executive Officer |
| Chief Financial Officer |
| Compliance and Quality Manager |
| Associate General Counsel |
| Other appropriate Proactis employees |
| Prospective or Existing Proactis Suppliers |

1.3 Version Control

Document version should start 0.1 and increase numerically from there. When the document is signed off, then the version should be 1.0. Any changes to that document will then be 1.1, 1.2, 1.3 until signed off.

| Version | Date | Author | Changes | Status |
|---------|---------------|-------------------|---|-----------|
| 0.1 | November 2017 | Michael Fraser | Draft version document compilation | Draft |
| 1.0 | January 2018 | Proactis Chairman | Document authorised by the Proactis board for release | Released |
| 1.1 | June 2018 | Michael Fraser | Updated document to reference the GDPR | Released |
| 1.2 | June 2018 | Michael Fraser | Updated document to reflect new branding | Released. |
| 1.3 | April 2019 | Michael Fraser | Included section 7 and some slight changes / amendments to improve readability. | Released |
| 1.4 | May 2021 | Michael Fraser | Minor updates to the text along with updates to the document controls | Released |

2 Introduction

The purpose of the Proactis Supplier Code of Conduct (PSCoC) policy is to establish the ethical and business conduct requirements for those organisations who supply goods and services to Proactis Holdings Limited.

As Proactis is a family of companies, this policy thus extends to each of its divisions, business units, affiliates and subsidiaries, which will be collectively referred to throughout this document as Proactis.

This document is not intended to be an exhaustive list of all requirements to be followed by Proactis' Suppliers but should be considered as a high-level overview of the requirements.

There will be references to laws in this document, which, for brevity and readability purposes, will mean all applicable laws, directives, regulations and other government legislation.

2.1 Expectations

Proactis follows the codes of conduct within this document and expects its' suppliers to do so.

Proactis expects, as a minimum, that suppliers will comply with the applicable legislation and regulations they are governed by. In addition, awareness of the key risks to human rights, the environment and privacy in their operations and their own supply chain is a basic expectation.

Proactis is committed to international standards and guidelines, which include the UN Declaration of Human Rights (see [this](#) page for more information) and we expect our suppliers to share this commitment.

Proactis is committed to being an open and transparent organisation and seeks partners and suppliers who share this commitment.

Sections **three to six** of this document refer to the key aspects of Proactis Supplier Code of Conduct and the expectations and behaviours are described therein.

Section **seven** – the acknowledgement – should be signed and returned to your Proactis contact, or via compliance@proactis.com.

2.2 Reporting Concerns

Proactis is absolutely committed to ensuring that all of our suppliers have a safe, reliable, and confidential way of reporting any suspicious activity.

If you have a concern regarding a suspected instance of bribery, corruption or other practices described in this Code, please speak up – your information and assistance can only help.

Please report the issue/concern to compliance@proactis.com who will investigate this on your behalf.

These issues or concerns will be acted upon and fed back, as appropriate and within any corresponding laws.



3 Anti-Bribery / Corrupt practices

Bribery is a criminal offence in most countries in which Proactis operates and penalties can be severe. In the UK, the Bribery Act 2010 not only makes bribery and corruption illegal, but also holds UK companies liable for failing to implement adequate procedures to prevent such acts by those working for the company or on its behalf, no matter where in the world the act takes place.

In addition, current US legislation (Foreign Corrupt Practices Act or FCPA) offers similar prohibitions and potential penalties and is enforced with vigour by the US authorities.

Suppliers must compete strictly on the merits of their products and / or services. A Supplier must never offer, promise, provide (directly or otherwise), authorise anything of value with the intent or effect of inducing anyone to provide an unfair business advantage to Proactis.

“Anything of value” can include business gifts or other courtesies and is not subjected to an upper commercial cost or value.

“Anyone” as used above can include (but not limited to), a Proactis employee, an existing or prospective Proactis customer or other Suppliers to Proactis.

4 Unfair Business Practices

Suppliers of goods and / or services to Proactis must not engage in any illegal anti-competitive conduct or similarly deceptive trade practices for any reason whatsoever. This is regardless whether this is on behalf of Proactis, another Proactis Supplier or other entity or individual.

Additionally, Bids must not be rigged, Prices must not be fixed. Commercial or otherwise competitively-sensitive information must not be provided or exchanged to either Proactis' competitors or Suppliers' competitors.

This information can include (but is not limited to): prices, costs, technical data and other intellectual property.

Suppliers must also refrain from abusing their market power, be this for their own benefit or the benefit of others the following types of behaviours: refusing to deal fairly; engaging in predatory or discriminatory pricing practices; conditioning the sale or provision of a particular product or service with that of another product or service, or undertaking similar abusive tactics.

Furthermore, Suppliers must never make any misrepresentations relating to the products or services of Proactis, Suppliers or other entities or individuals.

Similarly, the Supplier must never depreciate Proactis' competitors, their own competitors, or their products or services.

5 Data Privacy and Information Security

Customer data privacy and the associated Information Security process and controls involved are of paramount importance to Proactis.

Suppliers must follow all data protection, privacy (including electronic privacy) and information security laws in the countries which it operates. It is noted here that regardless of where a Supplier is based, if they do business with EU citizens, they must conform to the laws as set out in the General Data Protection Regulation (GDPR)

This means that (in brief):

1. Suppliers can only process personal information for business related purposes and only relating to the specific services being provided to Proactis.
2. Suppliers' processing of Proactis personal data must be documented in the form of a contract
3. Suppliers can only retain personal information for as long as necessary to fulfil the business-related purposes relating to the services being provided to Proactis.
4. Suppliers can only disclose personal information to third parties as necessary to provide the specific services to Proactis;
 - a. or as required by the appropriate Law(s)
5. Suppliers shall take all appropriate actions to ensure that any personal information that Proactis discloses to it, is appropriately controlled and protected through its' own internal processes and policies.
6. Suppliers shall process personal information in a manner that limits the risk of loss, theft, misuse, or unauthorised access.
7. Suppliers shall dispose of personal information upon the completion of services to Proactis or when no longer needed for the business-related purposes, whichever is sooner.

For the avoidance of doubt, 'processing' can form *any* of the following activities:

- Obtaining
- Retrieving
- Holding
- Storing
- Viewing
- Making available to others (which includes sending on by email)
- Printing
- Sorting
- Matching
- Comparing
- Destroying

6 Modern Slavery

Modern Slavery is a criminal act, resulting in an abhorrent abuse of human rights. It is constituted in the UK Modern Slavery Act 2015 by the offences of 'slavery, servitude and forced or compulsory labour' and 'human trafficking'. The full Act in PDF form can be found here:

http://www.legislation.gov.uk/ukpga/2015/30/pdfs/ukpga_20150030_en.pdf

As part of Proactis' own responsibilities, it requires that Suppliers must follow all applicable Laws in the countries in which the Supplier operates and be committed to the value of, and respect for, all people.

The Supplier is responsible for respecting human rights in its operations, and will comply with the standards set forth in the United Nations Universal Declaration of Human Rights.

The standards set forth in this document apply to all workers, including, without limitation, temporary, migrant, student, contract, direct employees, and any other type of worker. The applicable labour standards are:

Child Labour

Suppliers will be committed to combating the exploitation of children, and therefore prohibit any use of child labour with any vendor, supplier or other third-party arrangements. Suppliers will not engage in or condone the unlawful employment or exploitation of children in the workplace. Suppliers will work to raise awareness internally of such exploitation and cooperate with law enforcement authorities to address any such instances of which Supplier becomes aware.

Human Trafficking, Slavery and the Right to Voluntary Labour

Suppliers will respect the free choice of all persons and strictly prohibit coerced, forced or compulsory labour for any employees. Suppliers will not do business with, tolerate, or associate with organisations or entities that condone or are engaged in the practice of coercing or imposing work with little or no freedom of choice.

Suppliers will comply with the UN Guiding Principles on Business and Human Rights, and will work to raise awareness within its employee population of Supplier's responsibility to protect human rights. Suppliers will cooperate with law enforcement to address such instances that come to the attention of Supplier.

Freedom Against Prejudice and Discrimination

Suppliers will strive to maintain an inclusive workplace free of harassment and discrimination, based on a person's status. Such statuses can include race, colour, religion, national origin, gender, sexual orientation, gender identity, age, disability, veteran or military status or other characteristics protected by Law. Suppliers will ensure that it has requisite policies and practices in place to foster a harassment and retaliation free environment.



A Safe and Secure Workplace

Suppliers will be dedicated to providing a safe and secure workplace for all of its employees and prevent accidents to employees, customers, and visitors. Supplier's leadership function will ensure compliance with this commitment in every location and facility in which the Supplier operates.

Working Hours and Wages.

Suppliers will comply with all Laws dealing with the wages they pay their employees and the hours they work. As appropriate, Supplier's policy will be further defined at the regional and country level to prevent the exploitation of the local workforce. Suppliers will be committed to being an ethical employer that strives to improve labour standards, respects its employees' contributions, and rewards them fairly.

Freedom of Association.

Suppliers will respect the rights of employees and comply with all Laws concerning freedom of association and collective bargaining.



7 Acknowledgement

By signing the box below, this asserts that your organisation agrees and will comply with this, the *Proactis Supplier Code of Conduct*.

| | |
|---------------------------|--|
| Company | |
| Signed by: | |
| Name of Signatory: | |
| Role of Signatory: | |
| Date: | |

Please return this signed document to your Proactis contact, or via compliance@proactis.com.