



Zentia Supplier Code of Conduct

How does Zentia's Supplier Code of Conduct mean?

At Zentia, corporate integrity, responsible sourcing and the safety and wellbeing of employees in the countries where we conduct business are of paramount importance to Zentia. Zentia works with worldwide suppliers but it is vital that those suppliers hold similar values to Zentia. These core principles are reflected in this Supplier Code of Conduct (**Code**), which establishes the minimum standards that must be met by any person or entity that supplies products or services to Zentia including its group companies.

Who must comply with the Code?

The Code applies to all Zentia suppliers of products or services and their employees, agents, consultants and subcontractors ("Suppliers"). Suppliers are expected to monitor their compliance with this Code and Zentia is entitled to audit any of its Suppliers from time to time including providing access to the Supplier's own standards and practices for Zentia's review.

What are the Principles of the Code?

Compliance with laws and regulations

In carrying out its agreement(s) with Zentia, the Supplier shall, in addition to complying with the standards set out in this Code, comply with all applicable UK laws and regulations (and if applicable, the laws and regulations of any other jurisdiction in which it operates) including but not limited to the laws and regulations relating to issues addressed in this Code.

We require Suppliers to notify us immediately where they become the subject of any material criminal or civil legal action or sanctioned in any way by a regulator.

Bribery and corruption

The Supplier shall comply with all applicable laws, statutes, codes and regulations relating to the prevention of bribery and corruption (including but not limited to the Bribery Act 2010). To that end, the Supplier shall not accept, offer, promise, pay, permit or authorise:

Zentia

Kingsway South | Team Valley | Gateshead | Tyne and Wear | NE11 0SP

T: +44 (0)191 497 1000

VAT ID No: GB 226 143 294 Company No: 00207732

Zentia is a trading name of Zentia Ltd

Zentia

401 Princesway Central | Team Valley Trading Estate | Gateshead | Tyne and Wear | NE11 0TU

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- (i) bribes, facilitation payments, kickbacks or political contributions;
- (ii) money, goods, services, entertainment, employment, contracts or other things of value, in order to obtain or retain improper advantage; or
- (iii) any other unlawful or improper payments or benefits.

This includes encouraging others to do so on your behalf through third party intermediaries or otherwise.

Suppliers should have whistleblowing procedures and ensure that they have robust recruitment processes to ensure that all new recruits (as well as existing employees) are aware of anti-bribery laws and the requirement to comply with those laws.

Gifts and Hospitality

Gifts or hospitality received during the course of business can be an effective way of building good business relationships. Hospitality such as social events or meals are permitted provided that it is for a genuine business purpose and the cost is reasonable and proportionate. However, Suppliers should avoid gifts or hospitality intended to influence a business relationship, irrespective of the cost.

Money Laundering

Suppliers must not become involved in any arrangements involving money known or suspected to be associated with any criminal activity. Suppliers should only deal with parties whom they have conducted adequate due diligence and whom are involved in legitimate business activities. Any money that Suppliers deal with should be from legitimate sources.

Unfair business practices

Zentia is open to fair competition and recognises that it is good for customers and good for business. The Supplier shall comply with all applicable anti-trust and competition laws.

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Suppliers must not attempt to lock competitors out of the supply chain or fix prices or illegally share markets. Any activity that may result in the prevention, restriction or distortion of competition affecting trade is anti-competitive and therefore, illegal.

Fair Treatment of Supply Chain

We expect Suppliers to treat their supply chain fairly including paying on time, except in the case of a genuine dispute relating to fees.

Employees and working conditions

Human rights

The Supplier shall comply with all international standards on human rights.

Equal opportunities

Zentia is an equal opportunities employer and Suppliers shall not discriminate in hiring, compensation, training, advancement or promotion, termination, retirement or any employment practice based on race, origin, gender, gender identity, sexual orientation, religion, age, marital or pregnancy status, disability, union membership or political affiliation or any other characteristic other than the employee's ability to perform the job subject to any accommodations required or permitted by law.

Diversity and Inclusion

We expect our Suppliers to treat all employees fairly and not to discriminate against any group or groups but instead proactively encourage an inclusive and diverse working environment at all levels of the organisation, including diversity of gender, age, disability, sexual orientation, ethnicity and nationality.

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Slavery, human trafficking and child labour

The Supplier shall comply with all applicable anti-slavery and human trafficking laws, statutes, regulations including the Modern Slavery Act 2015 in any part of its supply chain. Suppliers must not participate in any form of human slavery or human trafficking and they and their directors must prohibit the same within their own supply chain.

Suppliers must ensure that employees or workers of any kind are not required to hand over passports, ID cards or work permits as a condition of employment and they must be free to leave their employment on giving reasonable notice. Zentia requires all Suppliers to establish and implement appropriate systems to ensure that no involuntary or forced labour, or slavery or human trafficking is employed or otherwise used within its own supply chain.

Child Labour

In no circumstances shall child labour (young people 15 or under, unless acceptable to the International Labour Organisation) be utilised by our Suppliers or within their supply chain. Zentia expects its Suppliers to respect and comply with applicable law and regulation concerning the minimum age of employees. Where young employees are lawfully employed, they shall be guaranteed proper working hours, wages and safe working conditions. Suppliers must ensure that persons under the age of 18 do not carry out hazardous work i.e. work which exposes the child to physical, psychological or sexual abuse, work underground or underwater, at dangerous heights, in confined spaces or with dangerous machinery, equipment or tools.

Terms of Employment

Suppliers must ensure that employees are provided with a written employment contract prior to commencing work. The contract should be written in a language understood by the employee.

Employees must also be given access to grievance systems to enable employment related matters to be fully investigated to fair resolution.

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Wages and remuneration

The Supplier must compensate all employees with wages, including overtime premiums, and benefits that at a minimum meet the higher of:

- (i) the minimum wage and benefits established by applicable law;
- (ii) collective agreements;
- (iii) industry standards; and
- (iv) an amount sufficient to cover basic living requirements.

Freedom of association and collective bargaining

The Supplier shall respect, and shall not interfere with, the right of employees to decide whether to lawfully associate with groups of their choice, including the right to form or join trade unions and to engage in collective bargaining.

Working environment

The Supplier shall provide a safe, healthy, and sanitary working environment and comply with UK health and safety laws and any other relevant laws where it operates. This includes, but is not limited to, implementing general and relevant industry-specific procedures and safeguards to prevent workplace hazards and work-related accidents and injuries. Where such hazards cannot be adequately prevented or controlled, the Supplier shall provide employees with appropriate personal protective equipment to protect against hazards typically encountered in that scope of work.

Environmental responsibility

Zentia cares about the environment in which it operates. Suppliers are expected to ensure that its operations comply with all applicable environmental laws, including laws and international treaties relating to (but not limited to) waste disposal, emissions, discharges and the handling of hazardous and toxic materials; the goods it manufactures (including the inputs and components that it incorporates into its goods) comply with all applicable environmental laws and treaties; and it will only use packaging materials that comply with all applicable environmental laws and treaties.

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The Supplier shall have in place a suitable environmental management system for managing its environmental risks. As a minimum, the system should include and address the following:

- (i) an assessment of the environmental impact of all historical, current and likely future operations;
- (ii) steps to continuously improve environmental performance, reduce pollution, emissions and waste;
- (iii) measures to reduce the use of all raw materials, energy and supplies; and
- (iv) raising awareness and training employees in environmental matters.

Conflict Minerals

Where applicable, Suppliers should have in place appropriate policies and procedures to prevent against the acquisition of conflict minerals or unsustainable mined minerals in their supply chain.

Data privacy and security

We expect Suppliers to use due skill, care and diligence to prevent the unauthorised or unlawful processing of data. We expect all of our Suppliers who process personally identifiable data to do so in accordance with applicable data protection laws in all jurisdictions in which they operate to ensure that they meet the required standards under law and regulation to safeguard the interests of the individual.

Security

The way we manage data could affect not only our business and our reputation, but our customers' and suppliers' businesses and reputations. Our Suppliers must ensure that they adopt and maintain appropriate governance structures to support a framework of applied controls that ensure the confidentiality, integrity and availability of information assets.

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Certifying compliance and audit

The Supplier shall provide written confirmation to Zentia at least once every 3 years that:

- (i) it has appropriate systems in place to monitor its compliance with this Code; and
- (ii) it is able to comply with this Code for the duration of its relationship with Zentia

In addition to the written confirmation above, Zentia may conduct audits to verify the Supplier's compliance with this Code.

Consequence of non-compliance

Where we reasonably believe that a Supplier is not in compliance with this Code, we will seek to raise the matter with the Supplier in an attempt to rectify the issue. Breaches of this Code may therefore be considered a material breach of contract by the Supplier. In addition, we reserve the right to end our business relationship with any Supplier who is in non-compliance with this Code where:

- (i) such non-compliance has a potentially serious adverse impact on our business (for example damage to our reputation, employees, customers, shareholders or supply chain) or the communities that we serve; or
- (ii) the Supplier has repeatedly breached this Code and has failed to take appropriate steps to raise standards to ensure compliance with this Code.

How do Suppliers report concerns?

The Supplier shall monitor its compliance with the Code and shall report any breaches (actual or suspected) of this Code as soon as possible to Zentia.

The Supplier shall not retaliate or take disciplinary action against any employee or otherwise that has, in good faith, reported breaches of this Code or questionable behaviour, or who has sought advice regarding this Code.

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There are a number of ways that Suppliers can report their concerns as follows:

1. Email their Zentia procurement contact.
2. Email Zentia's Head of Procurement, Jonathan Wake at JWake@Zentia.com
3. Email Zentia's General Counsel and Company Secretary, Gillian Dunn at GDunn@zentia.com

Updating this Code

Zentia has the right to modify this Code from time to time and it is the responsibility of the individual Supplier to ensure that it has read and is complying with the most up to date version of this Code.

This Code was last updated on 6 October 2022.

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