

Zentia Partner Code of Conduct

What does Zentia's Partner 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. These core principles are reflected in this Partner Code of Conduct (**Code**), which establishes the minimum standards that must be met by any person or entity that partners with Zentia via the Pinnacle partnership scheme or in any capacity as a partner to Zentia.

Who must comply with the Code?

The Code applies to all Zentia Pinnacle Approved Partners (**Partners**) or any partner of Zentia. Partners are expected to monitor their compliance with this Code and Zentia is entitled to audit any of its Partners from time to time including providing access to the Partner's own standards and practices for Zentia's review.

What are the Principles of the Code?

Compliance with laws and regulations

The Partner shall 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 Partners 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.

Anti-bribery and corruption

The Partner 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 Partner shall not accept, offer, promise, pay, permit or authorise:

Zentia

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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.

Partners 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.

Financial Crime

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

Unfair business practices

Zentia is open to fair competition and recognises that it is good for customers and good for business. Partners shall comply with all applicable anti-trust and competition laws. Partners must not engage in any anti-competitive behaviour. Any activity that may result in the prevention, restriction or distortion of competition affecting trade is anti-competitive and therefore, illegal.

Slavery, human trafficking and child labour

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

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Child Labour

In no circumstances shall child labour (young people 15 or under, unless acceptable to the International Labour Organisation) be utilised by our Partners or within their business. Zentia expects its Partners 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. Partners 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.

Working environment

The Partner 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 Partner shall provide employees with appropriate personal protective equipment to protect against hazards typically encountered in that scope of work.

Data privacy and security

We expect Partners to use due skill, care and diligence to prevent the unauthorised or unlawful processing of data. We expect all of our Partners 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.

Intellectual Property

Zentia's intellectual property includes, but is not limited to, trademarks, trade secrets, know-how, patents, copyright, designs and any such intellectual property from time to time. You must respect and protect Zentia intellectual property and comply with all applicable guidelines, policies and procedures provided by Zentia. You must not use or share Zentia intellectual property without written permission or outside the scope of work agreed with Zentia. You agree to immediately cease using Zentia's any of Zentia's intellectual property including its logos immediately upon request.

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Consequence of non-compliance

Where we reasonably believe that a Partner is not compliant with this Code, we will seek to raise the matter with the Partner in an attempt to rectify the issue. In addition, we reserve the right to end our business relationship with any Partner who is non-compliant 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 Partner has repeatedly breached this Code and has failed to take appropriate steps to raise standards to ensure compliance with this Code.

How do Partners report concerns?

The Partner 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 Partner 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.

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

1. Email the Zentia Account Support Manager
2. Email Zentia's Head of Commercial Sales, Anthony Fawcett at AFawcett@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 will notify the Partner of any significant changes made to the Code.

By continuing to participate in the Pinnacle Partnership Programme, you are deemed to have accepted this Code, as amended from time to time.

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