

# **Third Party Code of Conduct and Ethics**

**v 1.0 – 7<sup>th</sup> September 2020**

**DO NOT COPY OR REPRODUCE**



## Third Party Code of Conduct and Ethics

### Scope

This Adarma Third Party Code of Conduct (the “Code of Conduct” or “Code”) applies to all Adarma suppliers, contractors, consultants, partners, agents or anyone acting for or on behalf of Adarma (collectively “Supplier” or “Suppliers”).

### Aim and Purpose:

At Adarma, we pride ourselves on conducting our business in line with our five key company values – Accountability, Transparency, Inclusivity, Empowerment and Remarkability. This Adarma Code of Conduct is one of the ways we put our core values into practice and ensure that they are enshrined throughout our entire business, through our supply chain, and in compliance with our customers’ requirements.

In this way our customers are provided with the best service and our company remains a leader in the industry, while conducting business in an ethical and accountable manner.

### 1. Anti-Bribery

Adarma is committed to preventing all forms of bribery within the organisation and throughout our supply chain. Adarma expect all of our Suppliers to have a documented Anti-Bribery Policy with procedures in place to mitigate risks and monitor any potential damage to Adarma. As a minimum, Adarma expect all Suppliers to be aware of and have procedures in place to comply with the Bribery Act 2010 (or equivalent legislation). Should a Supplier become aware of any instance of bribery (or any other breach in relation to the subsections below) Adarma expect our Suppliers to notify us without undue delay.

## 1.1 Conflicts of Interest

Suppliers should not have any conflicts of interest that affect the Supplier's ability to provide services to or for Adarma. Suppliers should ensure that any members of the Suppliers' senior leadership and any employees, agents or sub-contractors providing services to or for Adarma, similarly do not have any conflicts of interest that prohibit them from performing their duties to or for Adarma effectively.

## 1.2 Gifts, Entertainment and Hospitality (GEH)

Adarma expect Suppliers to maintain a record of all of their employees who have received some form of GEH as part of their role. In particular, a record should be maintained for any employees, agents or subcontractors of the Supplier who perform or provide services to or on behalf of Adarma who receive a GEH for performing their role.

## 1.3 Fraud prevention and AML controls

Adarma expect our Suppliers to have documented processes and procedures in place to prevent instances of fraud or money-laundering within their organisations. As a minimum, Suppliers should have a verification process for making and receiving payments and a separation of roles and duties in the payment process.

## 2. Ethical employment

Adarma expect our Suppliers to have respect to their employees and those in their supply chain.

### 2.1 Modern Slavery

Employment shall be freely chosen. Under no circumstances shall any Supplier use or in any way benefit from any form of Modern Slavery including but not limited to forced, bonded or involuntary prison labour. All Suppliers shall ensure they comply with the provisions of the Modern Slavery Act 2015 or equivalent legislation and ensure there is no involuntary labour

within their supply chain. If a Supplier becomes aware of any instance of slavery, forced labour etc at any level in their organisation or supply chain, they agree to immediately notify Adarma, and provide details on request by Adarma.

## 2.2 Child Labour

The provisions in 2.1 related to Modern Slavery apply equally to the use of Child Labour in any organisation's supply chain.

## 2.3 Living Wage

In March 2019, Adarma became an accredited Living Wage Employer, marking our formal long-term commitment to pay everyone at Adarma at least the National Living Wage. Wherever possible, Adarma encourage our Suppliers to pay their employees the National Living Wage.

## 2.4 Working hours

Suppliers shall ensure workers are entitled and encouraged to take their legal entitlements to rest breaks and do not work more than 48 hours on average per week, unless the employee has opted out under the Working Time Regulations 1998. Suppliers shall also ensure that employees are offered at least their minimum holiday entitlement each year as prescribed by the Regulations.

## 2.5 Non-discrimination

All Suppliers shall ensure they comply with the provisions of the Equality Act 2010, and any subordinate legislation arising therefrom. In particular, Suppliers should ensure employees are selected and promoted on the basis of their qualifications and merit, without discrimination based on race, religion, national origin, colour, sex, sexual orientation, age or disability (excluding any form of 'positive discrimination' prescribed under the Equality Act 2010). We also encourage all our Suppliers to proactively support the development of an inclusive and diverse workforce, including fair representation of female, disabled, LBGTQ+ and BAME employees.

### **3. Employment and Tax**

Adarma require all of our Suppliers to ensure they are compliant with all employment law regulations and applicable requirements. In particular, we would like our Suppliers to have regard to employment vetting checks, IR35 and other tax implications.

#### **3.1 Pre-Employment Screening**

Suppliers should conduct the appropriate legal pre-employment checks before any employees, agents or consultants engage in providing any services to Adarma. As a minimum, Adarma expect that these should include (as applicable to the nature and responsibilities of each role): criminal and credit checks; qualification checks; identity checks; employment history verification; and the ability of the employee, agent or consultant to work in the UK. Adarma also encourage Suppliers to conduct checks including a minimum of two recent references. Adarma reserve the right to conduct Pre-Employment Screenings on any consultant who is acting as an agent on behalf of Adarma with Adarma customers.

#### **3.2 Taxes**

Adarma expect that all Suppliers will be compliant with any and all taxation obligations in relation to providing their services to Adarma, including paying any VAT, PAYE NICs and any other taxes that may fall due by the supplier (including, but not limited to, compliance with the IR35 Regulations).

### **4. Health and Safety**

All of our Suppliers must provide a safe working environment that respects the health and wellbeing of employees, agents and subcontractors. We also encourage all of our Suppliers to have a comprehensive written Health and Safety policy.



## **5. Environment commitments**

Adarma expects all Suppliers, as a minimum, to comply with all applicable laws and regulations relating to preservation of the environment and minimising an organisation's carbon footprint. We would encourage Suppliers to have a documented environmental policy outlining carbon-neutral processes within the organisation and procedures to further mitigate organisations' carbon footprints.

## **6. Protection of Company Assets**

Adarma's company assets (including information assets) are important and where Suppliers have access to such assets they should ensure compliance with the sub-sections of this Section 6.

### **6.1 Confidentiality**

Any information provided to Suppliers by Adarma should be kept strictly confidential unless otherwise indicated by Adarma as per a separately executed non-disclosure agreement.

### **6.2 Intellectual Property**

Suppliers should not use Adarma's copyright (name, logo, likeness etc.) unless explicit consent is given in writing by Adarma. All property and information are Adarma's own, subject always to the terms of a written agreement between Adarma and the Supplier.

### **6.3 Information Security Measures**

Adarma expect our Suppliers to follow good practice in Information Security and should have relevant policies and procedures in place in respect of this. Adarma expect Suppliers to regularly review and monitor their Security controls and ensure the service they provide is resilient, with plans and processes in place to support the services they provide. All



Suppliers should actively engage and support any assurance activity Adarma engages in.

## **7. Legal requirements**

### **7.1 Compliance with all Applicable Laws**

All Suppliers must comply with all applicable local laws and regulations and any applicable laws with an international reach, including (without limitation) import/export regulations and any sanctions legislation.

### **7.2 Compliance with the General Data Protection Regulation (GDPR)**

Adarma expect all Suppliers as a minimum, to ensure they maintain compliance with the GDPR and domestic data protection legislation when processing any kind of personal data on behalf of Adarma or in relation to Adarma.

## **8. Non-compliance with the Code**

### **8.1 Supplier Responsibility**

It is the responsibility of a Supplier to ensure that all Supplier employees, agents and consultants are made aware of and comply with this Code and are responsible for any violations of the Code by such third parties as if there were the Supplier's own actions.

### **8.2 Right to request information and audit**

Suppliers should provide Adarma access, on reasonable notice, to all records, information or premises as required for the performance of the contract upon receiving a written request from Adarma.

### **8.3 Remedial actions**

If there is a violation of the Code by a Supplier, Adarma expect that Supplier to ensure that remedial actions to address the breach and prevent future violations are taken. Adarma shall be entitled to request evidence of



any remedial actions that a Supplier has put in place to address any gaps in compliance with the Code.

## 9. **Disclaimers**

9.1 Adarma reserves the right to change this Code of Conduct at any time.

The Code will be made available online with date of last version. It is the responsibility of the Supplier to ensure periodic reviews of the Code to ensure compliance with it.

9.2 The Code is intended to provide for the ethical and legal standards that Suppliers must uphold when dealing with Adarma. All reasonable effort has been made for the Code to be compliant with all applicable laws, regulations and industry standards, and if a provision of the Code ever conflicts with an applicable law or regulation, then the law applies.

