

NG BAILEY GROUP

CODE OF INTEGRITY FOR BUSINESS PARTNERS

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1. FOREWORD

Dear Business Partner,

NG Bailey's business is built on trust. Trust is crucial to both our reputation and our success. A good reputation takes years to build and yet it can be damaged by the conduct of just one of our Business Partners.

That is why we have created this Code of Integrity for Business Partners which sets out the minimum standards we expect from all those third parties that we have dealings with.

Integrity is one of our core values and always has been. The NG Bailey board, senior management team and I expect the highest standards of all NG Bailey Business Partners. This Code of Integrity sets the standards you are expected to meet when you have dealings with NG Bailey. You are also advised to develop your own similar code or policy to cover your dealings with your other Business Partners.

This guidance should not be seen as a comprehensive set of rules but a set of minimum standards against which you should judge your conduct in order to comply with the spirit of this Code.

Together, we will ensure NG Bailey continues to live its core value of integrity and in so doing, provide the culture to succeed through, passion, responsibility, and excellence.

Signature redacted

David Hurcomb
Chief Executive Officer

2. WHAT IS THE CODE OF INTEGRITY?

This Code sets out the overarching principles which ensure the NG Bailey group of companies (“NG Bailey”) always meet the highest standards of integrity. It addresses issues which, in the opinion of the NG Bailey board and senior management team, are core to NG Bailey maintaining its reputation for integrity and being a trusted company to work with.

It outlines the standards expected by NG Bailey’s Business Partners when they engage with us. It is not intended to supersede or replace any other business related or professional codes which you may be required to follow. The Code simply sets out our minimum expectations of our Business Partners whilst working with us, or on our behalf.

Integrity is core to the trust placed in us by customers, clients, shareholders, suppliers, our industry and our local communities. In simple terms it is about doing the right thing.

It is therefore crucial that all our Business Partners conduct their business with integrity.

2.1 What are the consequences of non-compliance?

Failure to meet these standards may result in severe consequences for both NG Bailey and the Business Partner(s) involved.

Failure would mean NG Bailey may suffer reputational damage, fines, loss of business and debarment from work.

Business Partners may also suffer reputational damage, fines, loss of business, debarment from public sector work and termination of any contracts in place with NG Bailey.

2.2 Who does the Code apply to?

This Code applies to:

- All persons working for the NG Bailey Group of companies (this includes but is not limited to NG Bailey Group Limited, NG Bailey Limited, NG Bailey IT Services Limited, NG Bailey Facilities Services Limited and The Freedom Group of Companies or on its behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, sub-contractors, external consultants, third-party representatives, and suppliers; and
- Any others who act in partnership with or on behalf of NG Bailey and whose conduct will reflect upon NG Bailey.

All Business Partners have a responsibility to ensure this Code is followed and the standards it sets are met or exceeded.

NG Bailey expects all third parties it works with to work to standards which are consistent with our own.



This Code applies to your dealings with NG Bailey. It is encouraged that you create your own policies and procedures to support compliance with this Code and that you develop your own similar Code or policy to cover your dealings with your own Business Partners.

In some circumstances, NG Bailey will be required to comply with a Code or policy provided by a client or customer, which deals with issues similar to those raised in this Code. If that is the case, you will also be expected to comply with that client or customer's code/policy.

3. HOW TO RAISE A CONCERN

It may seem easier to keep quiet or look the other way when we suspect someone is operating without integrity. However, we must never ignore an issue that needs to be addressed. The sooner an issue is highlighted and resolved the better it is for all concerned.

If you observe behaviour that concerns you whenever you are dealing with NG Bailey or our individuals working on our behalf, please raise the issue promptly. Doing so will enable us to solve a problem before it becomes more serious.

Anyone can raise a concern with NG Bailey by reporting their concerns via the following channels:

We understand that you may find it difficult to speak up directly with NG Bailey contacts or staff and therefore if you feel unable to raise the matter with your NG Bailey contact, for whatever reason, you can report externally through Navexglobal which is a completely independent organisation. You can use one of the following methods:

- Call the hotline:
 - UK - Call 0800 890011, then dial 833 626 1550
 - Cyprus - Call 800 90010, then dial 833 626 1550
 - Germany - Call 0800 225 5288, then dial 833 626 1550
- Visit the website: ngbailey.ethicspoint.com
- Alternatively contact us internally via Concerns@ngbailey.co.uk

NG Bailey is committed to creating an environment where people feel they can raise genuine concerns. If you report apparent wrongdoing honestly and in good faith, you will be supported by NG Bailey.

Speaking Up (for further details please see Whistleblowing policy available on our website) is encouraged and individuals who speak up are protected. Please feel confident that you will not suffer for raising concerns in good faith about suspected misconduct. Any form of threat or retaliation will not be tolerated.

3.1 Do I have to give my name?

You can Speak Up about your concerns anonymously, but NG Bailey encourages you to share your identity as it is much more difficult to investigate anonymous disclosures.

NG Bailey is committed to protecting the anonymity and privacy of all persons involved. It will do all that is reasonably possible to safeguard personal data from unauthorised access or processing. Any personal data obtained as part of this Speak Up policy will only be used for the purposes explained in this policy, to comply with the law or an important public interest.

4. WORKING CONDITIONS

Business Partners must treat all workers with dignity and respect and provide them with a safe and healthy working environment. You must comply with all applicable laws regarding working conditions, including, but not limited to, worker health and safety, sanitation, fire safety, risk prevention and electrical, mechanical, and structural safety. In addition, you must meet the following standards:

4.1 Health and safety

NG Bailey strives to reduce risks and protect our people, as well as the communities and environments in which we work. Working in our industry carries a high level of risk so safety is always a top priority for us, and we have successfully built a culture where safety really does come first.

Being safe and keeping our people safe and well is what our Safety First & Foremost principle is all about and we expect the same from all those that work with us and on our behalf. Our Safety First & Foremost mission statement and health and safety policy statement are available on our website, www.ngbailey.com.

Our expectation is that our Business Partners operate in line with these principles and raise any queries or concerns to SHE.reporting@ngbailey.co.uk, or anonymously via the Speak Up hotline (please see section 3 for details)

NG Bailey continuously strives to develop new, safer, and healthier methods of delivery. Our Don't Walk By approach encourages everybody working on our behalf to report any safe/unsafe acts or conditions. Please speak with your local Safety, Health & Environmental Advisor on how to do this.

4.2 Drugs and alcohol

In line with our Safety First & Foremost principle, NG Bailey has a firm legal commitment to its employees to provide a safe work environment and to its customers to provide a high-quality product and level of service. The possession, sale, use, transfer or manufacture of alcohol, illegal drugs, controlled substances or abuse of prescribed medicines poses an unacceptable risk to safe and efficient operations. For these reasons, NG Bailey strives to achieve and maintain a substance and alcohol-free workforce and be an employer of choice.

Employees, contractors and sub-contractor personnel will be tested for illegal substances and the abuse of other substances or alcohol as outlined in the NG Bailey Drug and Alcohol procedure and covered by a variety of criminal and civil legislations. All results and information in relation to drug and alcohol testing will be dealt with in strict confidence.

The full NG Bailey Drug and Alcohol procedure is available on request.

4.3 Wellbeing

Wellbeing is a blend of the physical, psychological, social and relationship aspects of everybody's working lives. Mental and physical ill health are interdependent, can affect anyone and will impact their overall wellbeing. Good mental and physical health are broadly categorised as the following:

- Mental health - A state of well-being in which every person realises their potential, can cope with the normal stresses of life, can work productively, and is able to engage in their local community.
- Physical health – Maintaining a healthy and balanced diet, exercising regularly, maintaining a healthy weight, and limiting harmful behaviours e.g., smoking, excessive alcohol consumption and the use of illegal substances.

We all have a current state of mental and physical health, whether that be positive or negative and at different points of life, these states can change. NG Bailey is committed to creating a culture and workplace environment that promotes the overall wellbeing of all our people including those working with us and on our behalf.

For those outside our organisation who may be working on our behalf, NG Bailey supports The Lighthouse Club and their Construction Industry Helpline in providing emergency support for those in need in our industry. Those calling the helpline will need to comply with the following criteria:

- Be currently working or a former worker in the construction industry or allied trades
or
- An apprentice to a construction trade

Those in need can contact the Construction Industry Helpline via telephone (UK 0345 605 1956 or ROI 1800 939 122), online (www.constructionindustryhelpline.co.uk) or via their app which can be downloaded from the Apple or Google play store.

4.2 Fair pay

You must ensure that workers are paid at least the applicable minimum legal wage via PAYE and provided with all legally required benefits. You must also pay overtime or incentive rates that are at least as high as those required by law.

4.3 Modern slavery

NG Bailey is fully committed to compliance with the Modern Slavery Act 2015, not only in its own dealings but also with regards to its Business Partners. NG Bailey's Modern Slavery Statement is available on its website, together with its Anti-Slavery and Human Trafficking Policy. As a Business Partner of NG Bailey, you are required to familiarise yourself with the statement and policy and to comply with any and all requirements with the intention of reducing the risk of modern slavery in your own business and that of your supply chain. NG Bailey has a zero-tolerance approach to modern slavery and is committed to acting ethically and with integrity in all its business dealings and relationships.

You shall not:

- Permit or allow the use of forced, compulsory or trafficked labour or anyone held in slavery or servitude, whether adults or children and whether within your own business or that of your suppliers

You shall:

- Take active steps to reduce the risk of modern slavery in your own business and that of your suppliers and supply chain; and
- Ensure compliance with the requirements of NG Bailey's Modern Slavery Statement and Anti-Slavery and Human Trafficking Policy

You should:

- Undertake any disclosure or prequalification process required of NG Bailey's supply chain; and
- Raise any concerns to us about any issue or suspicion of modern slavery in any parts of your business or supply chain of any supplier tier at the earliest possible stage in accordance with the provisions of the Anti-Slavery and Human Trafficking Policy.

4.4 Fairness, inclusion and respect

Everybody should be treated, and should treat each other with dignity and respect whilst at work and we expect our Business Partners to comply with all applicable laws concerning employment opportunity and discrimination to provide a workplace free from discrimination and harassment.

We have a zero-tolerance approach to verbal, physical and other forms of abuse occurring anywhere in our operations. Abuse relating to (but is not limited to) the nine protected characteristics, as detailed in the Equality Act, will not be tolerated and we expect our Business Partners to ensure they have appropriate policies, procedures and resources in place to ensure that all their employees are able to operate in line with these expectations.

NG Bailey is committed to becoming a more inclusive organisation focused on embedding fairness and respect in everything we do and being much more representative of society as a whole. We value diversity in our employees, customers and Business Partners.

5. ANTI-BRIBERY AND CORRUPTION

NG Bailey's policy is to conduct business in an honest and ethical way, without the use of corrupt practices or acts of bribery to obtain an unfair advantage. We require our Business Partners to adhere to the same standard. You may not engage in conduct on our behalf that we would not engage in directly. Bribery is a criminal offence in most of the countries in which we and our Business Partners operate and corrupt acts may expose all of us to the risk of prosecution, fines and imprisonment and reputational harm.

All Business Partners must act in compliance with our Gifts, Hospitality, Donations and Sponsorship Policy.

5.1 Financial integrity and record keeping

Business Partners must record and report information accurately, honestly and objectively. You must keep accurate financial and business records, submit proper invoices and maintain books and record in accordance with all applicable laws and regulations. You may not make any false or inaccurate entries in any books and records related to dealings with NG Bailey.

5.2 Tax - Criminal corporate offence

NG Bailey takes its tax responsibilities extremely seriously and is committed to meeting its statutory tax obligations. NG Bailey is committed to conducting our business in a law-abiding and ethical manner and has a zero-tolerance approach to tax evasion and acts of criminal facilitation of tax evasion by its staff, subcontractors or suppliers.

This means we expect all our employees and anyone who works for us not to engage in any activity which evades tax or facilitates or may facilitate the evasion of tax by any other person (company or individual). It does not matter whether the taxes are UK taxes or are due to an overseas fiscal authority. Nor will we engage with any third party (including those who contract with us or otherwise provide services to us) who do not approach compliance in a similar way.

You must comply with all relevant laws and regulations both in the UK and overseas (including but not limited to Part 3 of the Criminal Finances Act 2017). You must not offer or facilitate any form of tax evasion.

You must have and maintain policies and procedures that are reasonable to prevent the facilitation of tax evasion by another person (including employees of the Business Partner, any authorised subcontractors and any associated persons) in accordance with section 47 of the Criminal Finances Act 2017.

We expect all of our Business Partners to report suspected non-compliance with this policy via our Whistleblowing process, as outlined in section 3 above.

5.3 Business gifts and hospitality

Business Partners may not provide, attempt to provide, offer, or solicit anything of value, directly or indirectly, to obtain or reward favourable treatment in connection with any transaction on our behalf. You must ensure that any business courtesies, tokens of appreciation or meals and invitations to entertainment activities cannot reasonably be construed as an attempt to secure unfair preferential treatment. Under our Gifts, Hospitality, Donations and Sponsorship policy NG Bailey employees are not allowed to offer gifts to third parties other than items from the corporate gift catalogue.

NG Bailey Business Partners should not offer, and NG Bailey employees should not accept any gift that could possibly be seen as a bribe or an attempt to improperly influence a business relationship. Entertainment activities and gifts should be modest in price and uncommon in frequency. Gifts of cash or cash substitutes are never acceptable. As a general guideline for evaluating whether a business courtesy is appropriate you should consider whether public disclosure would be embarrassing to you personally, your organisation, to NG Bailey or any third party. For more information, consult your agreement with NG Bailey and our Gifts, Hospitality, Donations and Sponsorship Policy.

5.4 Kickbacks

Business Partners must not offer, promise or provide any NG Bailey employee, or any member of their family, with any personal benefit - kickback, favour, cash, gratuity, entertainment or anything else of value - in order to obtain favourable treatment from us.

5.5 Political or charitable donations

Business Partners are not authorised to make any type of political contribution or charitable donation, be it money, goods or services on behalf of NG Bailey.

6. INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION

Business Partners are expected to protect NG Bailey's intellectual property rights and our proprietary and confidential information. You must maintain the confidentiality of our trade secrets and other proprietary information and keep confidential the information entrusted to you by NG Bailey according to this Code and your individual agreements with us, except when disclosure is authorised by NG Bailey or mandated by law.

You must respect our intellectual property, and you may not reproduce or distribute copyrighted materials except according to the terms of your agreement with us. Business Partners are expected to further safeguard NG Bailey information by refraining from transferring, using, or publishing it other than is necessary in the ordinary course of business. You must observe applicable data privacy standards. Consult your agreement with us for more restrictions and detail.

6.1 Conflicts of interest

Business Partners may not enter into a financial or other relationship with an NG Bailey employee that creates any actual, potential, or perceived conflict of interest. A conflict of interest arises when the personal interests of an NG Bailey employee are inconsistent with the responsibilities of his or her position with our group. Even the appearance of a conflict of interest can be damaging to NG Bailey, to you and to the employee and must be disclosed and approved in advance. You must contact us if you become aware of a potential conflict of interest.

6.2 Secure Projects and Official Secrets Acts (OSA)

The NG Bailey group of companies takes the security of all its customers and Business Partners very seriously.

All our supply chain and partners are obliged to adhere to the provisions of the Official Secrets Act 1911-1989 in general, and specifically to the provisions of Section 2 of the Official Secrets Act 1911 (as amended by the Act of 1989).

You should take all reasonable steps to make sure that all individuals employed on any work in connection with a secure project have notice of the above-specified aspects and that the statutory provisions apply to them and will continue to apply after completion or earlier termination of the contract.

NG Bailey expects its supply chain to:

- ensure that provided project security instructions are adhered to.
- ensure that all personnel maintain their required clearance as specified by NG Bailey.
- ensure that you have in place appropriate technical and organisational measures to protect against unauthorised or unlawful processing, disclosure, or destruction of classified data.

- notify NG Bailey immediately of any breach (or suspected breach), concerns or suspected weaknesses without delay.

If you have any questions relating to any of the above, please contact your security custodian.

6.3 Privacy and GDPR

The NG Bailey group of companies takes the privacy of all its customers and Business Partners very seriously and endeavours to take the appropriate care with any data disclosed to us. All our supply chain and partners are obliged to manage data in line with the General Data Protection Regulations and Data Protection Act 2018 and, to the extent you process personal data on our behalf, your obligations are contained in our supplier data processing addendum.

NG Bailey expects its supply chain to:

- ensure that personal data is kept secure and confidential
- ensure that personal data is collected and processed in accordance with data protection legislation (including the data protection principals)
- where required, have appropriate contractual agreements and clauses in place concerning data protection
- ensure that you have in place appropriate technical and organisational measures to protect against unauthorised or unlawful processing of personal data and against accidental loss or destruction of, or damage to, personal data
- notify NG Bailey immediately of any data breach concerning NG Bailey's data; and
- maintain accurate and up to date records in regard to any data processing.

7. ENVIRONMENTAL

NG Bailey is committed to conducting our business in an environmentally responsible manner and minimising our environmental impact. We take seriously the impact our business operations have on the state of the world and expect the same standards of our Business Partners. Our environmental policy statement and responsibility strategy, Net Positive, are both available in full for your consideration on our website at www.ngbailey.com.

As a minimum, we expect our Business Partners to comply with all laws, rules and regulations that pertain to the environment, but are encouraged to exceed legally mandated standards where possible. This may include, but is not limited to, careful consideration of:

- The environmental impacts of your own operations (e.g. greenhouse gases, energy, water, waste, biodiversity, air quality), minimising these impacts where possible and setting robust and meaningful targets. We may ask you to record and report this data to us on a scheduled basis
- The environmental impacts of products or services provided. This includes taking steps to understand and minimise the environmental impacts relating to the products or services provided, and where practicable, working to reduce these impacts.
- The traceability of materials used - We expect our suppliers to respect restrictions or bans on specific materials and adhere to appropriate regulations to ensure that materials and products delivered to us have a non-controversial origin and are correctly traceable. 100% of timber supplied must be certified FSC (Forest Stewardship Council) or PEFC (Programme for Endorsement of Forest Certification) certified.
- Consideration for biodiversity and sensitive environments: Some of the projects we are asked to deliver exist in highly biodiverse or sensitive environments. We expect our Business Partners to operate accordingly in these environments.
- Initiatives or opportunities for collaboration and innovation that present an opportunity to positively impact the environment through the products or services provided are always welcomed e.g., reducing packaging, using materials with high recycled content or sourcing locally are all encouraged. We would also encourage our supply chain to consider implementing environmental management systems where possible.

As part of NG Bailey's continued effort to reduce direct and indirect environmental impacts we are in the process of setting a science-based target to help us map our journey to a zero carbon future. To enable us to fully transition to a Net Zero future we will ask suppliers and subcontractors to share details of their environmental impacts with us so we can understand the environmental impact arising from our procurement. Where impacts are significant, we will encourage suppliers to examine ways in which this impact will be reduced. We will work with suppliers to understand how changes can be applied to the delivery of their goods and/or services with regards to our business. The review of this information and data may form part of the regular reviews undertaken as part of our supply chain management approach.

8. SOCIAL VALUE

8.1 What is Social Value?

Social Value serves as an umbrella term for the wider economic, social, and environmental effects of the actions of a company and its employees. An organisation which makes a conscious effort to ensure that these actions are positive is seen as adding social value by contributing to the long-term wellbeing and resilience of individuals, communities, and society in general.

8.2 Why is it important?

As a result of the Social Value Act, Government related procurement is required to ensure that procurement spend creates impact beyond the immediate purchase of goods and services and this is being increasingly mandated on non-government related procurement too. Many of our customers develop a tailored series of KPI's that add social value and encourage investment in the local community. These KPIs often carry financial penalties and incentives.

8.3 What are the KPIs?

The KPI's (Key Performance Indicators) cannot be delivered by one organisation in isolation, therefore there is an obligation on all involved parties to contribute towards the delivery of the social value KPI's. Social Value occurs through the delivery of many different activities and will be defined by each of our clients on each of their projects. There are hundreds of KPIs on multiple frameworks that you may be asked to contribute towards these KPIs as part of your work with us. This may include, but is not limited to:

- Upskilling your own teams
- Targeting the creation of jobs/opportunities for the long term unemployed and disadvantaged groups
- Sharing experiences of your career in local schools and colleges
- Offering work experience to school children and young adults
- Recruiting locally
- Offering apprenticeships to local residents
- Volunteering with the local community, for example in a homeless shelter or becoming a STEM Ambassador

8.4 Taking part in a social value activity

It is important that any social value activity delivered is recorded appropriately and evidence must be provided. Our customers may reserve the right to audit the activities taking place in support of social value KPI's. If taking part in any social value activity, you will be asked for supporting information by your local social value representative.

8. DOCUMENT HISTORY

8.1 Document owner and approval

The Head of Responsibility is the owner of this document and is responsible for ensuring that this policy is reviewed in line with legislation as well as emerging best practice.

A current version of this document is available to all members of staff on the NG Bailey intranet. It does not contain confidential information and can be released to relevant external parties.

This policy is issued on a version controlled basis under the signature of the Chief Executive Officer.

Signature ***Signature redacted***

Date: June 2022

David Hurcomb

Chief Executive Officer

For and on behalf of the Board of the Company

8.2 Change amendment summary

Document Amendment Summary					
This document is published as a controlled document but will be uncontrolled once downloaded or printed. The document will be reviewed periodically.					
Issue Date	Version	Author	Approved by	Details of Changes	
Apr-18	1.0	Natalie Wilkinson	David Hurcomb	Policy refreshed	
June-22	2.0	Natalie Wilkinson	David Hurcomb	Full policy refresh	
Issue Date	Version	Review Date	Author	Owner	Pages
Apr-18	1.0	Apr-19	Natalie Wilkinson	David Hurcomb	11
June-22	2.0	May-24	Natalie Wilkinson	David Hurcomb	16
Review Date is 2 years from Issue Date			Retention Period is 5 years from Review Date		

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