

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 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 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 and excellence.

<Signature removed>

David Hurcomb
Chief Executive Officer

2. WHAT IS THE CODE OF INTEGRITY?

This Code sets out the overarching principles which ensure NG Bailey always meets 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.

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 public sector 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 do the codes apply to?

This Code applies to:

- All persons working for NG Bailey Group ("NG Bailey") or on its behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, 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 suggested 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 or does not pass the integrity test, whenever you are dealing with NG Bailey, 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 contacting the company as follows:

- Call the hotline: 0800 374 199 or use the link for the International number below:
 - <http://www.expolink.co.uk/whistleblowing-hotline/PDF/International-Freephone-listing.pdf>
- Visit the online portal: wrs.expolink/ngbailey
 - You will need to provide the following Access Code to get started: ngbailey
- Download the SpeakingUp™ app: Visit the Apple App Store, Google Play or Microsoft Store. Once downloaded, you will need to enter the following Access Code to get started: ngbailey

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 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. However, you will not be protected if you maliciously raise a concern you know is false.

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 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 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 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.

4.2 Modern slavery

NG Bailey is fully committed to compliance with the Modern Slavery Act 2015 in all its divisions, not only in its own dealings but in those of its supply chain. 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.

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
- 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.

4.3 Fairness, inclusion and respect

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. 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.

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 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, meals and invitations to entertainment activities or gifts offered or received cannot reasonably be construed as an attempt to secure unfair preferential treatment.

Neither NG Bailey Business Partners nor NG Bailey employees may offer or 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.

5.2 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.

5.3 Political or charitable donations

Business Partners are not authorised to make any type of political contribution or charitable donation 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 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 records 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.

6.2 Tax

The Group 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 acts of criminal facilitation of tax evasion by its staff, subcontractors or suppliers.

You must comply with all relevant laws and regulations both in the UK and overseas. You must not offer or facilitate any form of tax evasion.

6.3 Conflicts of interest

Business Partners may not enter into a financial or other relationship with a NG Bailey employee that creates any actual, potential or perceived conflict of interest. A conflict of interest arises when the personal interests of a NG Bailey employee are inconsistent with the responsibilities of his or her position with our company. 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.

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.

At a minimum, Business Partners must comply with all laws, rules and regulations that pertain to the environment, but you are encouraged to exceed legally mandated standards where possible.

8. DOCUMENT HISTORY

8.1 Document owner and approval

The Group Responsibility Manager 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 was approved by the Policy Committee in August 2018 and is issued on a version controlled basis under the signature of the Chief Executive Officer.

<Signature removed>

Date: 22nd August 2018

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
Aug-18	1.1	Sanchia Wheeler	David Hurcomb	Amended para. 3 Speak Up reporting methods in line with refreshed Speak Up Policy.

Issue Date	Version	Review Date	Author	Owner	Pages
Apr-18	1.0	Apr-19	Natalie Wilkinson	David Hurcomb	11
Aug-18	1.1	Aug-19	Sanchia Wheeler	David Hurcomb	11
Review Date is 1 years from Issue Date			Retention Period is 5 years from Review Date		

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