



Code of Conduct



Hyve Code of Conduct

Current Version: 1

Current Version Date: 30/09/2019

This Document is owned and maintained by Hyve Group Compliance.

Revision History:

Version	Editor	Date	Notes
1	Russell Barr	30/09/2019	



Our vision is to create the world's leading portfolio of content-driven, must-attend events delivering an outstanding experience and return on investment for our customers.

The way we go about delivering our work is as important as the result. The **Hyve way of working** reflects how we work as a company, how we treat others and how we expect to behave.

It consists of two elements: our values and our Code of Conduct. These form the foundation of what you are responsible for and what's expected of you at work.



Contents

<u>MESSAGE FROM THE CEO</u>	5
<u>WHAT IS OUR CODE OF CONDUCT?</u>	6
<u>RAISING CONCERNS</u>	8
<u>WE DON'T TOLERATE BRIBERY AND CORRUPTION</u>	10
<u>WE AVOID CONFLICTS OF INTERESTS</u>	12
<u>WE COMPETE FAIRLY</u>	13
<u>WE RESPECT HUMAN RIGHTS AND EACH OTHER</u>	14
<u>WE CARE ABOUT HEALTH, SAFETY AND WELLBEING</u>	16
<u>WE PROTECT INFORMATION AND DATA</u>	17
<u>INSIDER TRADING AND CONFIDENTIAL INFORMATION</u>	18
<u>WE PROTECT COMPANY ASSETS</u>	19
<u>WE OBSERVE AND ADHERE TO TRADE CONTROLS</u>	20
<u>APPENDICES</u>	21



Message from the CEO

At Hyve we are committed to doing the right things in the right way. Our reputation as a global company is of the highest importance to our shareholders, our board and our executive management team.

Our brand and reputation are strengthened through the actions we take every day. Our Code of Conduct and our values together define what we stand for.

Sometimes this will mean that we face tough decisions, but acting with integrity and building trust with our customers, partners and suppliers is vital to the long-term health and performance of our global business. We need to do things the right way, and without fail, every time.

The **Hyve way of working** guides how we do things. It helps each of us to make the right decisions to deliver a successful and sustainable business. It is about following rules and knowing what to do. But it must be more than that, it will not have the answer for every situation, so each of us needs to question what we don't understand or what doesn't seem right.

When you are not sure what to do, just ask. And speak up if you think something doesn't seem right or conflicts with the **Hyve way of working**.

Mark Shashoua
Chief Executive



What is our Code of Conduct?

It is important that we all comply with laws and regulations that apply to our business practices. Our policies and procedures are designed to help us meet our obligations. It is the responsibility of each of us to follow and report any concerns should you feel that these high standards are not being met.

Our standards are applicable everywhere we do business. There are also laws that apply internationally, like the UK Bribery Act and US Foreign and Corrupt Practices Act. We must comply with these in addition to the local laws of each country we operate in. Occasionally, there can be a conflict between local law and our Code of Conduct and, where that occurs, the strictest standard will always apply. If you are ever in any doubt, get help by speaking with your people manager, your local legal team or the Group Compliance Officer.

What do we all need to do?

A. What do you need to do?

Everyone	If you are a people manager, you also need to
<ul style="list-style-type: none">/ Be familiar with our Code of Conduct/ follow the Code of Conduct, even if it goes against local custom/ Live the Hyve values/ Know where to go for help/ Call out wrongdoing	<ul style="list-style-type: none">/ Set an example for your team/ Create an open culture, where people can raise concerns without fear of retaliation/ Trust your team to make decisions, but verify their approach and understanding/ Regularly discuss our code of conduct/ Recognise people in your team who do the right thing

B. If in doubt?

If you are in a situation where you are unsure, you should ask for guidance from your manager, Human Resources or the Group Compliance Officer.

Ask yourself:

- / Is it in line with our Code?
- / Is it legal?
- / Would I be happy reading about this in the newspaper or on social media?
- / Am I comfortable with my decision?
- / Could I explain my decision to colleagues, family or friends?



C. What happens if I don't follow the Code?

The consequences can be serious. You could damage our reputation. We could face significant fines and/or penalties.

Our Code of Conduct aligns with our values:

- / Brilliant Work
- / Rich Connections
- / Fresh Thinking
- / Collective Buzz



Raising Concerns

At Hyve we want to create a culture where our employees, contractors, suppliers and customers can “speak up” if they wish to raise a concern.

More information is available in the [Hyve Whistleblowing Policy](#).

How do I raise concerns?

In the first instance, you should raise concerns with your people manager. There may be times when this is not possible, in which case the matter should be raised with a different manager, your local HR team or the Group Compliance Officer.

Sometimes there may be situations where you may not be comfortable raising a concern and wish to remain anonymous. In these circumstances you should contact our confidential reporting provider, Ethics Point at hyvegroup.ethicspoint.com.

This provider is completely confidential, and reports are only accessible by two people, the General Counsel and the Group Compliance Officer.

Confidentiality will be respected at all times for reporters and your identity will be protected should you wish to remain anonymous and the local law allows this.

What can I report?

You can report any concern that you have if you suspect or know that there has been a breach of the Code of Conduct, a Hyve policy or a process, or a law. Examples of this are reports of bribery, fraud, bullying and harassment, health and safety breaches or misuse of company property.

In some countries there are some restrictions on what can be reported, this will be communicated to you once your report has been raised.

After a report

Reports to our confidential reporting provider will, as a minimum, be responded to within 5 days and you may be asked for more information. If the information can be investigated further, then this will be conducted using the Hyve Investigations Process.

Investigations will always be independent, impartial and focused on establishing facts. At the end of an investigation there will be recommendations based upon the findings, including remedial actions and potentially disciplinary proceedings.

It is not always possible to share the outcome of an investigation with the person who made the report, however you will be informed that the matter has reached a conclusion.



Malicious reporting and retaliation

In order to create our “speak up” culture it is very important that you feel comfortable to raise your concerns, whether directly to a manager, HR or Compliance, or via our confidential reporting provider. We want to hear about concerns so that we can deal with them in the right way, by investigating, taking corrective actions and learning from any findings.

We will investigate all false claims. There is a difference between raising a concern based upon what you have seen or heard and being wrong, and deliberately making allegations that are false and you know not to be true. If, following an investigation, there is evidence to show that a report was raised falsely or maliciously, then disciplinary action will be taken against the person making the report.

We also have a zero-tolerance approach to retaliation against employees who have raised concerns in good faith.



We Don't Tolerate Bribery and Corruption

We must not give anyone money, or anything else of value, to influence someone to act in our favour, or to reward someone who has already done so. This includes making an offer and receiving gifts.

As our Group company is listed on the London Stock Exchange, there are UK laws that we must follow everywhere in the world where we operate. There are other international laws that apply too.

Bribery is illegal. If you break anti-corruption and bribery laws, the penalties are severe for the company, or our partners, and you as an individual. These include unlimited fines and imprisonment.

The [Hyve Anti-Corruption Policy](#) applies globally.

Corruption can take many forms. Here are some examples:

- / Unusual cash payments
- / Lavish gifts being given or received
- / Bypassing normal procurement, contracting or payment procedures
- / Company procedures, financial controls or guidelines not followed

Gifts and Entertainment

Generally speaking, we are not allowed to give or receive gifts. On occasion, gifts may be given when there is a cultural celebration, such as moon cakes on Chinese New Year. In these circumstances, the cost must be small and no greater than £50 GBP.

Entertainment must be for business reasons only and should be reasonable, not luxurious, and in a suitable place for the meeting. The intention of the entertainment should be for a business reason and not to seek an inappropriate advantage for Hyve.

For example, attending a Michelin star restaurant for a business dinner would not be allowed.

The same principles apply for receiving gifts and entertainment. Gifts received should be of nominal value and because of a cultural celebration or event. All gifts should be recorded in the local Gifts and Hospitality register, and a decision made by the Head of Country on whether it can be accepted or not.

The same applies for entertainment provided to us. It should be for a business purpose and reasonable. Invitations to sporting events, concerts or galas must be referred to the Group Compliance Officer.



Interactions with Government Officials

As part of our business we may sometimes have to work with government officials. We have to be careful when doing so.

We should not do anything to inappropriately impact the performance of an official's duties. This includes payments, excessive entertainment or other action.

We are also not allowed to make a payment to speed up the performance of a procedure or process that they would have carried out anyway. This is specific to UK law and is called a facilitation payment. It applies to all of the countries in which we operate.

SUMMARY

- / We do not give or accept payments or gifts to obtain or retain business or to secure an inappropriate advantage
- / We do not make facilitation payments to public officials
- / We do not carry out any activity where it would give the impression we are behaving inappropriately
- / Our third parties must also meet these standards
- / We keep accurate books and records
- / We report actual or suspected corrupt behaviour



We Avoid Conflicts of Interests

A conflict of interest can occur when there is something in your private life, outside of Hyve, that could potentially impact your professional business decision making.

Examples include:

- / Financial, such as owning shares or part ownership of a supplier or customer
- / Working for a competitor, supplier or customer
- / Personal relationships, like a conflict arising from a family member or friend being involved in one of our business transactions

This section is linked to the [Hyve Conflicts of Interests Policy](#).

How do we handle Conflicts of Interests?

It is important to be open and transparent when we are managing potential conflicts of interests.

The Hyve approach to conflicts of interests is to manage them as best as possible. This could be quite simply by reporting them to your manager. In some cases, the conflict may need to be removed.

If you feel that you may have a potential conflict, then you must report it to your manager or our HR team so that it can be managed. They, in turn, may ask the Group Compliance Officer for help and advice.

SUMMARY

- / Conflicts of Interests can occur from time to time – this is normal
- / The Hyve approach is to manage them as effectively as possible
- / Potential Conflicts of Interests must be reported to your manager
- / Transparency and openness are key to managing potential conflicts of Interests



We Compete Fairly

We want to deliver brilliant, market leading events by competing fairly, behaving ethically and living our values. We also respect competition and antitrust laws.

These laws are in place to protect consumers and to make sure that companies can compete fairly in their market.

The laws make sure that prices are fair and there isn't too much control by one company over a particular product or service type. It also stops companies making agreements not to compete against each other or fixing prices.

Examples of Prohibited Anti-Competitive Behaviour

- / Entering into an agreement with a competitor on pricing or terms of business
- / Entering into an agreement with a competitor not to enter a territory or region or allocating geographies
- / Entering into an agreement with a competitor of supplier selection or customers
- / Manufacturers and suppliers imposing a price at which the goods can be resold
- / Unfair or deceptive practices against a competitor such as disparaging a competitor, inaccurate advertising or appropriating confidential information
- / Companies that are dominant in a market trying to control the market, such as creating barriers to entry

Penalties for breaching competition laws can be severe, in the UK it can be up to 10% of worldwide turnover. Non-UK laws can be equally severe. These laws are in place in every country we operate in.

If you feel that there has been potentially anti-competitive behaviour in our business, then you must contact the Legal department.

We should only be talking to our competitors when there is a legitimate business reason for doing so.

SUMMARY

- / We must not abuse a market dominant position
- / We should not enter into a discussion with a competitor on pricing, geographical ownership or control of a market or other sensitive issues
- / We must act fairly towards our suppliers
- / If you think that there has been a breach of competition law, you must contact the Legal department



We Respect Human Rights and Each Other

People are at the heart of our business and our aim as a business is to create Rich Connections, whether that is working together inside Hyve or working with contractors, supplier or our customers. This includes having respect for laws, working conditions and human rights, wherever we operate.

You must treat everyone with respect and encourage others to do so. We consider obstructive behaviour unacceptable, this includes fighting, harassment of any kind and abusive language.

Bullying and Harassment in the Workplace

We don't tolerate any form of bullying or harassment against our people, including via social media. All of our colleagues are entitled to carry out their duties without fear of being harassed or bullied.

If you have been the subject of or a witness to such an incident, then it can be reported to your manager, to a member of HR or through the confidential reporting provider Ethics Point at hyvegroup.ethicspoint.com.

Your report will be treated confidentially and investigated properly.

Discrimination

We are a multinational company with many different cultures working together to achieve our goals. We work together without treating people negatively because they are different.

This specifically includes discriminating against others based on their gender and gender identification, sexual orientation, age, disability, religion, nationality, marital status, colour or creed and any other characteristic that is protected by law.

All members of our workforce, suppliers, partners and customers deserve to be treated with dignity and respect. Treat people how you wish to be treated yourself.

Employment Law

We will always follow local employment law, each of our countries will have local policies or employee handbooks to guide local practice in line with our Global Best Practice and policies.

If you feel that you have been treated unfairly then please report the matter to your manager, HR or at our confidential reporting provider, Ethics Point at hyvegroup.ethicspoint.com.

All matters will be properly investigated under the appropriate local process.

Modern Day Slavery

Modern Day Slavery includes the use of workers against their will, or who are underage, vulnerable or are forced to work in unacceptable conditions. We only want to work with people who choose to work freely, and with rights to equal opportunity.



The [Hyve Anti-Slavery and Human Trafficking Policy](#), ensures we meet the high standards governed by UK legislation on Modern Day Slavery.

No form of modern slavery is acceptable in our operations or supply chain.

If you have concerns regarding modern day slavery, please report it to your manager, HR or via our confidential reporting provider, Ethics Point at hyvegroup.ethicspoint.com.

SUMMARY

- / We comply with all labour laws wherever we operate
- / Our staff can expect to work without fear of bullying or harassment
- / We do not discriminate against others
- / Behaviour that breaches this part of the Code of Conduct must be reported



We Care About Health, Safety and Wellbeing

Wherever we are in the world, we do our best to make sure our business practices do not injure or cause damage to anyone. Keeping our people, partners and customers safe and well is a priority for us.

Everybody at Hyve must make sure that health and safety standards are considered and worked into our own duties.

Hyve will follow all regulations in relation to health and safety as well as our own internal processes and, where there is a difference, then the stricter standard will apply.

It your responsibility to know who is responsible for health and safety in your workplace or at the events you are responsible for and to report any concerns immediately to that person.

If for some reason you cannot report it to that person because you wish to remain anonymous, then you can report it at our confidential reporting provider, Ethics Point at hyvegroup.ethicspoint.com.

This is only allowed for longer term issues where there is no immediate threat to life or of harm.

SUMMARY

- / Health & Safety is everybody's responsibility
- / Know the rules applicable to your role
- / Know who your responsible person is in your workplace or event
- / Report any concerns immediately



We Protect Information and Data

We protect the confidential and private details of our company, people and customers. The key principle is to always keep data safe and secure and think about how you would want things done if the data was about you.

The way in which we control, collect, store and process data is also important. Maintaining accurate records is a key defence should the company be investigated by a regulator or law enforcement agency and is a key line of defence if we faced a bribery allegation.

At Hyve we are committed to complying with data privacy regulations and laws as we process and hold personal data on our employees, suppliers and customers.

Failing to comply with data privacy rules can lead to significant fines for Hyve.

Information and data should only be kept for the time necessary for our business needs, such as to meet certain legal or HR requirements.

Data privacy must be considered in the performance of our normal duties and what we are doing when we collect, use, retain and disclose personal data.

We must be transparent about how personal data is used and we must safeguard it to the best of our ability.

Any loss, theft or unlawful disclosure of data must be reported to the General Counsel and any in-country legal representative.

SUMMARY

- / The information we hold must be for a legitimate purpose
- / We handle our data in accordance with applicable laws
- / We must maintain accurate records
- / We must ensure that we provide accurate information to others
- / Potential breaches of data protection law must always be reported



Insider Trading And Confidential Information

In addition to our responsibilities under data privacy and anti-bribery regulations, we must also be careful how we use confidential, non-personal information.

Insider Trading

Hyve group plc is a listed company on the London Stock Exchange. As a result of this our share price can be impacted by the release of confidential information to the public.

It is illegal to use non-public information about Hyve (or its subsidiaries) to impact our own or others decision to purchase securities or shares. This includes not just Hyve shares but those in companies we may seek to acquire.

This requirement remains even after leaving Hyve.

This topic is linked to the [Hyve Share Dealing policy](#).

Confidential Information

Confidential information should be treated as just that and only communicated to those people that need to know.

Unauthorised disclosure of confidential company information either internally or externally will result in an investigation and, if appropriate, disciplinary action.

If you are unsure about whether information is confidential or not, then ask your manager or the Legal department.

SUMMARY

- / Insider trading is illegal and not allowed in Hyve
- / Confidential information must be treated on a need to know basis and protected – breach of this is a disciplinary matter



We Protect Company Assets

We all have a duty to protect the assets of Hyve, whether it is financial, intellectual or physical.

Assets include, IT systems, information, finances, facilities and property.

We are all required to act responsibly with company assets to make sure that assets are not lost, damaged or used in the wrong way.

Passwords and access to IT systems need to be kept confidential.

Generally speaking, you should not have any expectation of privacy when using company systems, even for non-work related activity, unless local laws say otherwise.

Confidential information should be encrypted with a password and only shared with those that need to know it.

If you believe that company assets are being misused, stolen or damaged you must report the matter to your manager, the Group Compliance Officer or, if you wish to remain anonymous, to our confidential reporting provider, Ethics Point at hyvegroup.ethicspoint.com.

SUMMARY

- / It is everyone's responsibility to look after Hyve property
- / Assets can be financial, intellectual or physical
- / The security of information and access to our systems is paramount
- / If you believe that company assets are being misused, stolen or damaged then you must report it



We Observe and Adhere to Trade Controls

This section is supported by the [Hyve Sanctions Policy](#).

Sanctions and embargoes are tools used by governments to implement their foreign policy objectives.

This can include fighting terrorism, controlling nuclear development programs or trying to improve human rights.

They can be targeted at individuals, companies and sometimes entire countries.

If an individual, company or country is on a sanctions list applicable to Hyve then we cannot do business with them.

The penalties for breaching sanctions for both the company and the individuals involved are severe, including both financial penalties and imprisonment.

If you suspect that you may be entering into business with a sanctioned individual, company or country then you must discuss the transaction first with your finance department and/or the Group Compliance Officer if further clarification is required.

Deliberately breaching trade sanctions is a disciplinary matter.

SUMMARY

- / If you are unsure about whether you are about to transact with a sanctioned individual, company or country – seek advice
- / Refuse to take part in a transaction that is prohibited
- / Do not do business with other parties that are under sanctions



Appendices

Useful Supporting Policies

Hyve Whistleblowing Policy	Hyve Sanctions Policy
Hyve Anti-Slavery and Human Trafficking Policy	Hyve Anti-Corruption Policy
Hyve Conflicts of Interests Policy	Hyve Gifts and Entertainment Policy