

# Code of Conduct

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**November 2023**

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**VG-LEG-COD-001 Version: 2**

**Approved By:  
Venterra Group Plc Board of Directors**



# CODE OF CONDUCT

## Message from Chief Executive Officer



Dear Venterra Group Colleagues and Business Partners,

Our Code of Conduct (**Code**) sets out our commitment to behaving ethically, and our expectation that those we work with do the same.

Our Code is not a rule book. It cannot cover every situation you may encounter. We must respond to meet changing regulatory and society expectations. Our Code provides you with the values to guide behaviour. It is critical that our business is conducted in compliance with applicable standards, laws and regulations.

If you come across a situation that is inconsistent with our Code, please speak up. We value the courage it takes to raise concerns. You will not face retaliation. When in doubt or facing a dilemma ask for help from your manager, human resources, legal or the ethics helpline.

I encourage you to collaborate, cultivate innovation and act with integrity in your work.

**Philippe Kavafyan, CEO**

## 1. INTRODUCTION

### 1.1 The Purpose of our Code

Our Code serves as a resource to help Venterra Group Plc, its subsidiaries (together, the **Venterra Group**) and the employees, officers and directors of the Venterra Group and others make informed, ethical decisions.

Aspects of our Code are supplemented by other Venterra policies.

Whenever there is a conflict or a difference between an applicable legal requirement and our Code, you must apply the strictest standard.

Failure to comply with our Code may result in disciplinary action up to and including termination.

### 1.2 Who must follow our Code?

All Venterra Group employees, officers and directors are required to comply with our Code and Venterra policies. All managers are responsible for encouraging all employees under their supervision, regardless of level, to be familiar with our Code and accountable for promoting adherence with our Code.

We expect our business partners to adhere to our Code or to have adopted similar commitments to safety, ethics and compliance. We also expect our contractors, suppliers and their employees to act in accordance with our Code. We will take action where we believe these entities have not adhered to our core values and principles or their contractual obligations.

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## 2. YOUR RESPONSIBILITIES

### 2.1 Individual Responsibilities


- Read and understand the information in our Code
- Promptly complete ethics and compliance training assigned to you
- Ensure any third-party contractors, agents or consultants you work with are aware they should act in accordance with our Code
- Act in a manner that is safe, honest, ethical, and consistent with all applicable governmental laws, rules, and regulations, Venterra Group policies, values and behaviours and our HSSEQ standards
- Speak up if you suspect violations of laws, regulations, our Code or policies
- Co-operate fully when responding to an investigation or audit
- Help your team members understand the principles and expectations of our Code, policies and applicable laws
- Certify annually on request that you have acted and will act in accordance with our Code.

### 2.2 Speak Up

It is your duty to speak up promptly if you see something unsafe, unethical or potentially harmful. More information is contained in our Whistleblowing Policy. If you have a question, need help or want to raise a concern you can:

- Raise the matter with your line manager
- Contact another manager in your team or company, the Venterra Director of Human Resources or the Venterra Group General Counsel
- Contact the Executive Chair of Venterra Group Plc.

Concerns can be raised orally or in writing. Alternatively, you can contact EthicsPoint. See below for contact details.

Contact Details				
<b>Group Director of HR</b> John Leighton-Jones	+44 (0)20 3154 6357			<a href="mailto:john.leighton-jones@venterra-group.com">john.leighton-jones@venterra-group.com</a>
<b>Group General Counsel</b> David Crowther	+44 (0)20 3154 6370			<a href="mailto:david.crother@venterra-group.com">david.crother@venterra-group.com</a>
<b>Executive Chair, Venterra Group Plc</b> Ayman Asfari	+44 (0)20 3154 6350			<a href="mailto:ayman.asfari@venterra-group.com">ayman.asfari@venterra-group.com</a>
<b>EthicsPoint</b>  * Dial Access Code first (where applicable) and then enter Phone Number	Country	Access Codes *	Phone Number	venterragroup.ethicspoint.com 
	Ireland	00-800-222-55288 1-800-550-000	844-979-4926	
	United Kingdom	0-800-89-0011	844-979-4926	
	US	N/A	844-979-4926	

EthicsPoint is administered by an independent company, is available every day of the week at any time and can accommodate calls in 200+ languages. You can call or submit a report anonymously.

Any report you make will be kept confidential to the greatest extent possible consistent with law and good business practices.

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## 2.3 No Retaliation

Venterra will not tolerate retaliation directed against anyone who raises a concern in good faith about a possible violation of our Code. Retaliation is any form of reprisal, direct or subtle. It may take the form of threats, intimidation, an attempt to identify someone who speaks up, exclusion or humiliation. Any act or threat of retaliation will be treated as a serious violation of our Code, may constitute misconduct, and may result in disciplinary action, including termination.

If you think that you or someone you know has experienced retaliation, contact any of the ‘Speak Up’ resources listed in our Code.

# 3. KEY PRINCIPLES

## 3.1 Health, Safety, Security and Environment

The health, safety and security of our people is of utmost importance. Our ultimate goal is zero harm throughout all Venterra Group operations. Our business activities shall be conducted to high standards of environmental protection, pollution prevention, sustainable resource use and climate change mitigation. Our Group operations shall deliver high quality services and products that meet or exceed the requirements of our stakeholders.

### Your Responsibilities

- Commit to achieving our objective of an incident-free workplace and support our approach to continual improvement throughout our operations
- Cooperate and take responsibility and accountability for your actions, acting in accordance with legal requirements and organisational policies
- Actively participate in training provided in support of the safe performance of work activities
- Speak up if you observe an unsafe or unhealthy working environment and support others who raise concerns
- Expect and require contractors and other partners we work with to comply with applicable HSSEQ requirements
- Encourage all other employees to conduct their work in a sustainable manner with regard to protection of the environment and minimising waste of natural resources
- Cooperate with stakeholder requirements to ensure work is carried out in a controlled manner to a high standard of quality
- Report all accidents, injury, illness, or unsafe conditions immediately. Never assume that someone else has reported or will report a risk or concern.

## 3.2 Diversity, Equal Opportunity and a Harassment-Free Workplace

Venterra values diversity and acts inclusively. We see the diversity of thought and experience within the Venterra Group workforce as a strength. We are committed to providing equal opportunity in employment decisions, regardless of age, disability, gender identity or expression, marital or civil partner status, pregnancy or maternity, race, colour, nationality, citizenship status, military service or reserve or veteran status, ethnic or national origin, religion or belief, or sexual orientation.

We treat everyone with fairness, respect and dignity. We do not tolerate any form of discrimination, bullying, harassment (including offensive or intimidating actions), or sexual harassment. We accomplish more when people work together in a safe working environment free of abusive, threatening or other disruptive behaviour.

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## Your Responsibilities

- Treat others with care, courtesy, dignity, fairness and respect
- Encourage and listen to others
- Be professional in the way you interact with colleagues, customers and business partners
- Be aware of and do not perpetuate stereotyping, even jokingly
- Be respectful of cultural differences
- Base your work-related decisions on factors such as merit, qualifications and performance.
- Do not intimidate or humiliate others
- Challenge behaviour that you find hostile, intimidating or disrespectful.

### 3.3 Anti-Bribery and Corruption

We do not tolerate bribery or corruption in our business. We comply with anti-bribery and corruption laws and regulations. More information is contained in our Anti-Bribery and Corruption Policy.

#### Your Responsibilities

- Never offer or accept a personal payment, gift, favour or any other kind of offer including facilitation payments\* for favourable treatment or to gain a business advantage, and do not allow anybody else to do so on your behalf. (\*Facilitation payments are considered of small value and provided to public officials to perform routine functions which they are already obliged to perform.)
- Keep accurate books and records so that payments are correctly, fully and transparently described
- Do not use company funds for illegal purposes
- Do not use personal funds or third parties to make payments that you are not authorized to make with company funds
- Know who you are doing business with by following our due diligence procedures
- Report behaviour that appears improper or designed to influence commercial behaviour unfairly. Disregarding or ignoring suspicions of bribery and corruption can result in liability for Venterra and for individuals.

### 3.4 Financial Crimes

We do not tolerate any form of financial crime, including money laundering, insider trading, and tax evasion. Money laundering occurs when the proceeds of crime are hidden in legitimate business dealings, or when legitimate funds are used to support criminal activities, including terrorism. Insider trading occurs when someone buys or sells securities based on material non-public information learned in the course of their employment. Tax evasion occurs when transactions are not accurately recorded or efforts are undertaken to underreport revenue so as to avoid paying the taxes due.

#### Your Responsibilities

- Ensure that your business transactions on behalf of Venterra are accurately, fully, and transparently recorded
- Ensure that your business transactions on behalf of Venterra do not involve acquiring, using or holding monetary proceeds or property acquired with the proceeds of crime
- Do not knowingly deal with criminals, suspected criminals or the proceeds of crime
- Know who you are doing business with by following our due diligence procedures
- If you know or suspect that a counterparty is involved in possible financial misconduct in connection with Venterra, report it to the Legal Department or the EthicsPoint hotline. Do not let the counterparty know of your suspicions. You must not falsify, conceal, destroy or dispose of relevant documents.

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### 3.5 Human Rights

We conduct our business in a manner that respects human rights. Human rights abuse such as child labour, human trafficking and forced labour must not take place anywhere in our business or in any of our supply chains.

#### Your Responsibilities

- If you know of or suspect any potential human rights abuse in our business or those of our business partners, then you must speak up.

### 3.6 Gifts and Hospitality

We do not accept or provide gifts or hospitality (directly or indirectly) in return for any business, services or confidential information, or if the intent is to influence a business decision. More information is contained in our Anti-Bribery and Corruption Policy.

#### Your Responsibilities

- Gifts and hospitality, either offered or received, should never influence business decisions or give rise to a suspicion there might be an influence
- If there is a conflict between our Anti-Bribery and Corruption Policy and applicable external requirements, follow the strictest requirement
- Some gifts and hospitality are never acceptable as they may be illegal, indecent or inappropriate (for example cash, vehicles, personal services)
- Follow the approvals process set out in our Anti-Bribery and Corruption Policy, including recording of gifts and hospitality in the Code of Conduct Register where required.

### 3.7 Conflict of Interest

Conflicts of interest (**COI**) may arise when your personal relationships, participation in external activities or an interest in another venture (by you or a close family member) could influence or be perceived by others to influence your business decisions for Venterra.

#### Your Responsibilities

- Avoid actual, potential or perceived COIs if possible.
- Decisions you make at work must not be influenced by personal considerations such as relationships or outside interests of yourself, family or friends.
- You must withdraw from decision-making that creates an actual, potential or perceived COI, or could be perceived as creating one.
- You must not work simultaneously for any of Venterra's competitors, customers or suppliers.
- If you have any doubt whether such a conflict exists, you must consult your line manager or Venterra Human Resources or Legal.
- You must register all actual, potential or perceived COIs in the Code of Conduct Register as well as any gifts and hospitality that could be perceived as influencing or creating a COI.

### 3.8 Records and Information Management

It is essential that we maintain accurate and complete information and records - both financial and non-financial information. We must meet legal and regulatory requirements and preserve corporate memory.

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## Your Responsibilities

- Ensure all transactions are properly authorised, recorded and reported
- Obtain necessary internal approvals when you respond to a request for information from a government or regulatory agency
- Follow requirements as notified to you when creating, maintaining, retaining or destroying documents including those in electronic formats
- Follow any instructions from the Legal Department to preserve information.

### 3.9 Protection of Venterra Assets

Venterra assets include confidential information (such as financial information, pricing, sales or marketing strategies, expansion or growth plans), facilities, property and equipment, computers and IT systems, corporate opportunities and funds.

#### Your Responsibilities

- Sensitive commercial information must be kept confidential and shared only with authorized parties
- Do not share Venterra confidential information in public forums or on social media
- Act carefully and appropriately to ensure Venterra assets are not lost, damaged, or accessed by those without authority
- Follow IT and cyber security policies, including by using strong passwords on your computers, not accessing Venterra data on unsecure or public servers, and keeping your computer locked when not in use
- Be vigilant against cyber-attacks and scams such as phishing and report immediately any incidents, including potential or actual losses of Venterra information or assets. Make sure IDs and passwords are secure
- Protect our intellectual property and respect the intellectual property rights of others.

### 3.10 Data Privacy

We respect the privacy rights of our employees, suppliers and business partners. We manage personal data in a professional, lawful and ethical way.

#### Your Responsibilities

- Only collect and retain personal data for specific, defined, legitimate commercial purposes
- Inform individuals when you process or share their personal data. Obtain their prior consent if required
- Keep personal data in your possession up to date and dispose of it securely when no longer required
- Seek advice from the Legal Department if you are not sure whether you need consent or how to protect personal data
- Cooperate with internal audits, reviews, investigations and requests for information by providing prompt and complete access to business-related data.

### 3.11 Competition

All of Venterra's businesses and employees must comply with all competition and anti-trust rules in the countries in which they operate. These laws protect free enterprise and fair competition.

#### Your Responsibilities

- Never agree with competitors price fixing, market sharing, allocation of customers, restriction of supply, output limitation or bid-rigging or other anti-competitive or monopoly practices

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- Do not enter into any kind of inappropriate conversation or agreement with our competitors
  - Attend relevant training and education sessions provided by Venterra
  - Speak up if you know of any potentially anti-competitive practices or if you are uncertain whether certain practices are legal. If you have any questions consult Legal.

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### 3.12 Political Activity

Individuals must keep their personal political activities separate from their role at Venterra. Personal political activities could create a conflict with Venterra.

#### Your Responsibilities

- Make it clear that your personal views and actions are not those of Venterra
- Do not use company funds or resources (including your work time) to support any political candidate or party
- You must not engage in any type of lobbying activities unless expressly authorized in writing by the Legal Department
- If you are standing for public office, consult and gain approval from your line manager before standing and declare your interest in the Code of Conduct Register
- Register and comply with local laws regulating political participation.

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### 3.13 Sanctions and Trade Compliance

All Venterra's businesses and employees must comply with all applicable sanctions and import/export laws and rules in the countries in which they operate.

#### Your Responsibilities

- Sanctions change regularly, so you must consult with a member of the Legal Department before engaging in business in a new territory or with a new third party or with any individual or entity who is a resident of, or located or operating in, a country subject to economic or trade restrictions (i.e. Russia, Myanmar, Iran, North Korea, Syria).
- Before retaining any third party, you must ensure that the third party undergoes applicable sanctions screening procedures
- Before importing or exporting any products, software, technologies (including technical data), or services, contact a member of the Legal Department to ensure that the transaction complies with the applicable import/export laws.

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