

OT Group Supplier Code of Conduct

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Introduction

OT Group believes that we have a responsibility to be a good corporate citizen. Having a significant position in the markets we serve, we believe we can help shape and influence standards wherever we do business.

This Code of Conduct document serves to outline the behaviours of OT Group Suppliers when engaged in producing goods or services for or on behalf of OT Group. The document applies to and binds all Directors, Managers and employees of the Supplier and serves to confirm the principles on which OT Group engage with its Supplier Community.

By signing this document, the Supplier also acknowledges and accepts OT Group Trading Terms & Conditions, or the Terms & Conditions in any formal agreements in place signed by both parties.

Legality

OT Group expects Suppliers to comply with:

- All applicable UK laws and regulations.
- All applicable European Union laws, directives and regulations (including those governing Public Procurement, where relevant)
- The relevant laws, regulations and so on of other territories in which Supplier operates
- International laws, treaties and agreements to which the UK government is party (including, for example, any United Nations-approved trade sanctions)
Note: this includes not only those laws directly applicable to the selling of goods and services - it includes amongst others the laws on:
 - taxation – OT Group will not be a party to the evasion of income, sales, corporate, value added or other taxes, customs
 - duties, or other charges, either by P&SM Professionals, their customers, or their Suppliers
 - environmental regulations
 - employment, health and safety
 - bribery & corruption

OT Group is committed to the fair and effective application of laws and regulations. There is therefore a positive duty on OT Group and its Suppliers to report and refer any and all reasonably founded suspicions of illegal activity (for example, attempts at corruption, evidence of anti-competitive or cartel-like activity, breaches of employment or environment law).

Accountability and Auditability

OT Group expects Suppliers to maintain systems, whether manual or electronic, that will, for all purchases, contracts and commitments, record, identify and as appropriate provide records that can be audited at a later date for:

- the purchase order processing creation of a job file
- the materials and source of materials used in production
- the process and quality checks/ logs employed in production
- the costs of production
- the despatch/ delivery log
- the invoice

Fair Business Practice

OT Group conduct their business and activities in a competitive manner and expect their Suppliers, subcontractors and agents do the same. Suppliers shall not violate applicable antitrust and anti-competition

laws, rules and regulations, which, among other things, generally prohibit price-fixing, dividing territories and bid-rigging.

OT Group dealings and transactions with Suppliers will be at arms-length. To that end, OT Group Suppliers and OT Group Staff must not be in a situation where a conflict of interests exists because of a family relationship, a personal relationship, a business relationship, an investment or due to some other connection or relationship. Any such relationship or investment that could possibly give rise to a conflict of interest must be promptly disclosed by the Supplier

OT Group Suppliers are expected to promptly report suspected and actual violations of these guidelines, and any other unethical or illegal activities to OT Group.

Data Governance

OT Group is trusted by clients to securely process vast quantities of data. To ensure that trust is not misplaced OT Group extends its stringent data governance programmes to Supply partners with access to client data. OT Group has made a conscientious commitment to address and manage risk with key Suppliers. Because of this, we have a level of expectation for Suppliers that offer products and services to OT Group and its subsidiaries. Once a Supplier is identified as critical to OT Group's business success, a risk assessment is completed. Where a Supplier has access to any form of OT Group data or client owned data the Supplier will be required to complete the OT Group Supplier Due Diligence questionnaire. Depending on the responses to this questionnaire, OT Group may require additional communication with the Supplier, which may include an on-site visit and/or audit. In addition to these, OT Group addresses and manages identifiable risks with key Suppliers in their respective agreements, which may include but not be limited to, breach of confidentiality, disaster recovery procedures, business continuity, security breaches, financial viability, legal actions, new laws/regulations and industry changes.

Reputational & Regulatory Risk

OT Group sources a wide range of products and services from a diverse and global Supplier base. A Supplier's mis-conduct could cause serious reputational damage to OT Group and OT Group clients. OT Group expect supply partners to operate with integrity and responsibility.

OT Group will never knowingly purchase from any individual or organisation listed on the Consolidated United Nations Security Council Sanctions List. www.scsanctions.un.org/consolidated/

OT Group expects all Suppliers to commit to the UN guidelines as detailed below:

United Nations Global Compact



Human rights

Principle 1: Businesses should support and respect the protection of internationally proclaimed human rights, and

Principle 2: Businesses should make sure they are not complicit in human rights abuses.

Labour standards

Principle 3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;

Principle 4: Businesses should uphold the elimination of all forms of forced and compulsory labour;

Principle 5: Businesses should uphold the effective abolition of child labour; and

Principle 6: Businesses should uphold the elimination of discrimination in respect of employment and occupation.

Environment

Principle 7: Businesses should support a precautionary approach to environmental challenges;

Principle 8: Businesses should undertake initiatives to promote greater environmental responsibility; and

Principle 9: Businesses should encourage the development and diffusion of environmentally friendly technologies.

Anti-corruption

Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery.

OT Group expects that all supply partners have programmes in place throughout their own activities and that of their supply chain to minimise:

- Employment Practice Issues
 - Human Rights abuses
 - Modern Slavery exploitation
 - Discrimination
 - Equal Opportunity issues
- Environmental issues
- Bribery & Corruption
- Conflict minerals use
- Quality issues
- Business Continuity Implications

Employment Practice

OT Group expect Suppliers within their own factories and their direct supply chain to:

- comply with all applicable regulations regarding modern slavery and to take measure to identify and eliminate the risk of modern slavery within their own operations and that of its own supply chain.
- provide a safe and healthy environment for employees
- comply with all laws regarding maximum work hours, vacation time, leave periods, holidays and to provide payment/ benefits for overtime hours
- only employ workers with valid documentation that proves their right to work
- respect the rights of employees to freely associate, organise and collectively bargain
- base all conditions of employment on an individuals ability to do the job and not on personal characteristics or beliefs. Employment decisions should be based on lawful non-discriminatory factors

which, depending on the specific employment decision at issue, may include, but are not limited to, some of the following factors: merit, experience, education, demonstrated performance, competency, assessment of performance, business needs, client needs, work levels, job titles, compensation ranges, company policies, practices, and guidelines or other lawful non-discriminatory factors applicable to the decision.

- not discriminate against employees or applicants because of their race, colour, gender, age, national origin, ancestry, religion, handicap, disability, sexual orientation or any other status or characteristic protected under the law
- treat all employees with respect and dignity and to promote an environment free from harassment and any form of physical pressures.
- Ensure child labour is not used in any operation

Environmental Risk

OT Group is committed to reducing the environmental impact not just of OT Group own activities but throughout the lifecycle of OT Group products and services. This includes identifying the environmental impacts associated with the products and services OT Group supply chain provides.

OT Group requires that all supply partners have the following in place:

- programmes to identify and measure the environmental impacts associated with their activities, products & services.
- programmes to reduce the environmental impacts associated with the production of its products & services.
- willingness to work alongside OT Group in mutually beneficial programmes to reduce the environmental impact across the lifecycle of the supply chain activities.

Anti-Corruption & Bribery

OT Group's activities are governed by multiple anti-bribery legislation across the countries of operation- These include the UK Bribery Act 2010. OT Group staff with any form of contact with Suppliers are encouraged to avoid situations which may induce a Supplier to offer potentially inappropriate gifts or entertainment. To this end OT Group expect that Suppliers

- shall not directly or indirectly take part in or condone any form of corruption, including but not limited to bribes, inducements, grease or facilitation payments, kickbacks, fraud, extortion, money-laundering or doing business with prohibited individuals, countries or companies.
- shall not directly or indirectly accept, offer or provide any improper inducements to, or attempt to improperly influence any government official, government entity, political party, political candidate, public international organisation, private individual, organisation or company. Suppliers shall be familiar with and comply with the UK Bribery Act and other applicable anti-corruption laws. In addition, they must ensure that their own, subcontractors and agents are also compliant

Conflict Minerals

OT Group strive to eliminate Conflict minerals from their supply chain and follow the guidance of the UK Government to this effect. OT Group Suppliers are also expected to follow these guidelines

www.gov.uk/guidance/conflict-minerals

Quality Management

OT Group expect that all Suppliers are manufacturing products to, as a minimum, ISO 9001 standards. This minimum standard is expected to be supplemented where necessary by specific standards relative to the products being produced for example ISO12647, ISO 20000 etc

BCDR

OT Group shall ensure that all Suppliers with an annual turnover in excess of £10m per annum have in place a Business Continuity/ Disaster Recovery plan that will be audited by OT Group at least once per year. It is expected that part of this audit shall require demonstration/ evidence of testing

Signatory



Signature

Scott Walker

Name

Purchasing & Inventory Director

Position

OT Group Limited

Company

Date