

## CODE OF ETHICAL STANDARDS - POLICY STATEMENT

### Purpose

This policy has been created to provide a framework and guidance on the company's approach to achieving and maintaining good business behaviour using sound ethical conduct. It serves to ensure that all employees are aware of their individual and collective responsibilities with regards to the company's ethics, and to emphasise our employees, suppliers, and customers' expectations to being treated fairly and by good business practices.

All employees are responsible for reading this document in its entirety and for ensuring that they comply with all the policy requirements as stated within this document. The purpose of this ethics policy is to maintain a culture of openness, trust and integrity in the company's business practices. Effective ethics is a 'team effort' involving the participation and support of every Solutionpath Ltd employee. Solutionpath Ltd is committed to protecting employees, business partners and suppliers from illegal or damaging actions by individuals, either knowingly, or unknowingly.

### Equality, Diversity and Inclusion

Solutionpath Ltd understands that everyone is different and have unique qualities to offer. We seek to respect and understand these differences, so we can make the most of everyone's talents, to the benefit of individuals and the business as a whole. To this end, Solutionpath Ltd is committed to the promotion of equal opportunities throughout its business.

### Defining Equality, Diversity and Inclusion

Solutionpath Ltd believes that Equality is about creating fairness, where everyone can participate and has the same opportunity to fulfil their potential. We are committed to fully complying with our obligations under the Equality Act (2010) by preventing unfair discrimination, harassment and victimisation; advancing equality of opportunity and fostering good relations between people with a protected characteristic and those with none.

Solutionpath Ltd recognises that Diversity acknowledges and values the full range of differences between people both in the workplace and in wider society.

Diversity acknowledges that entry into the workplace and an individual realising their potential once there, can be influenced by a range of factors beyond the characteristics included within equality legislation. These include social, economic and educational background, professional background, hierarchical level, working style, nationality etc.

Solutionpath Ltd understands that Inclusion relates to an individual's experience within both the workplace and in wider society, and the extent to which they feel valued and included.



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## Social and Economic Benefits

Solutionpath Ltd believes that fully valuing Equality, Diversity and Inclusion benefits our business in the following ways:

- 1) We can engage with and better understand the diversity of our stakeholders and customers, and can build on the experiences and insight of our diverse staff to create and maintain opportunities for both individuals and the company;
- 2) We value everyone's contributions, including people from across society, to make a positive difference to innovation, efficiency and performance
- 3) We believe that creating the right culture, will develop a strong reputation, which will improve our ability to attract and retain the best talent and maintain positive relationships with all stakeholders
- 4) Solutionpath Ltd is committed to a zero-tolerance policy concerning discrimination based on any protected characteristic both internally as an organisation or with any organisation it works with externally.

## Anti-Slavery and Human Trafficking

The Modern Slavery Act of 2015 requires certain businesses to provide disclosure concerning their efforts, if any, to address the issues of slavery and human trafficking in their supply chains. The disclosures are intended to provide clients with the ability to make better, more informed choices about the company which they support. Solutionpath Ltd is committed to maintaining and improving systems and processes to avoid complicity in human rights violations related to our operations and that of our supply chain.

Solutionpath Ltd recognises that slavery and human trafficking can occur in many forms. Therefore, throughout this disclosure we use the terms "slavery and human trafficking" to encompass various forms of coerced labour.

Our commitment to human rights is outlined in our Code of Conduct. We commit to improve and implement the Code of Conduct across our supply chain.

Solutionpath Ltd takes steps to verify, evaluate and address risks of slavery and human trafficking in our supply chain. The first step in this process is to set clear expectations for our suppliers. Our Code of Conduct states "We do not tolerate forced, debt bonded, indentured labour practices or human trafficking.

Solutionpath Ltd does not allow harsh or inhumane treatment, including corporal punishment or the threat of corporal punishment. We expect our suppliers and others to meet these expectations". Our Code on Conduct also, in turn, provides that "forced, bonded (including debt bondage) or indentured labour, involuntary prison labour, slavery or trafficking of persons shall not be used".



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Solutionpath Ltd's Chief Executive Officer sets the tone of our ethical culture and holds management accountable for communicating ethics and compliance expectations.

Through our Code of Conduct we seek to promote honest and ethical conduct, deter wrongdoing and support compliance with applicable laws and regulations. The principles embodied in our Code of Conduct reflect our policies related to but not limited to slavery, human trafficking, conflicts of interest, non-discrimination, antitrust, anti-bribery, and anti-corruption and protecting our company's reputation.

## Solutionpath Ltd's Code of Conduct

### Forced or Involuntary Labour

Workers shall not be subject to any form of forced, compulsory, bonded, indentured, or prison labour. All work must be voluntary, and workers shall have the freedom to terminate their employment at any time without penalty, given notice of reasonable length.

### Recruitment Fees

Workers shall not be charged any fees or costs for recruitment, directly or indirectly, in whole or in part, including costs associated with travel, processing official documents and work visas in both home and host countries.

### Contracts of Employment

Written contracts of employment shall be provided to migrant workers in a language they understand, clearly indicating their rights and responsibilities with regard to wages, working hours and other working and employment conditions. Migrant workers shall be provided with their employment contract prior to deployment. The use of supplemental agreements and the practice of contract substitution (the replacement of an original contract or any of its provisions with those that are less favourable) are strictly prohibited.

### Document Retention

Confiscating or withholding worker identity documents or other valuable items, including work permits and travel documentation (e.g. passports), is strictly prohibited. The retention of personal documents shall not be used as a means to bind workers to employment or to restrict their freedom of movement.

### Deposits

Migrant workers shall not be required to lodge deposits or security payments at any time.

### Humane Treatment

The workplace shall be free of any form of harsh or inhumane treatment. Disciplinary policies and procedures shall be clearly defined and communicated to all workers, and shall not include any inhumane disciplinary measure, including any corporal punishment, mental or physical coercion, or verbal abuse of workers; nor shall they include sanctions that result in wage deductions, reductions in benefits, or compulsory labour.



The use or threat of physical or sexual violence, harassment and intimidation against a worker, his or her family, or close associates, is strictly prohibited.

### Workplace Equality

All workers, irrespective of their nationality or legal status, shall be treated fairly and equally. Migrant workers shall benefit from conditions of work (including but not limited to wages, benefits, and accommodations) no less favourable than those available to country nationals. Migrant workers (or their family members) shall not be threatened with denunciation to authorities to coerce them into taking up or maintaining employment.

### Wages and Benefits

All workers shall be paid at least the minimum wage required by applicable laws, and shall be provided all legally mandated benefits. Wage payments shall be made at regular intervals and directly to workers, following national law, and shall not be delayed, deferred, or withheld. Only deductions, advances, and loans authorised by national law are permitted and, if made or provided, actions shall only be taken with the full consent and understanding of workers. Clear and transparent information shall be provided to workers about hours worked, rates of pay, and the calculation of legal deductions. All workers must retain complete control over their earnings. Wage deductions must not be used as a disciplinary measure, or to keep workers tied to the employer or their jobs. Workers shall not be held in debt bondage or forced to work to pay off a debt. Deception in wage commitments, payment, advances, and loans is prohibited.

### Working Hours

Workers shall not be forced to work more than the number of hours permitted in national law. Where the law is silent, normal working hours shall not exceed eight per day and forty-eight per week, and total working hours including overtime shall not exceed sixty. All overtime shall be purely voluntary, unless part of a legally recognised collective bargaining agreement. No worker shall be made to work overtime under the threat of penalty, dismissal, or denunciation to authorities. No worker shall be made to work overtime as a disciplinary measure, or for failure to meet production quotas.

### Freedom of Movement and Personal Freedom

Workers' freedom of movement shall not be unreasonably restricted. Workers shall not be physically confined to the workplace or related premises, such as employer or recruiter-operated residences; nor shall any other coercive means be used to restrict workers' freedom of movement or personal freedom. Mandatory residence in employer-operated facilities shall not be made a condition of employment.

### Grievance Procedures

An effective grievance procedure shall be established to ensure that any migrant worker, acting individually or with other workers, can submit a grievance without suffering any prejudice or retaliation of any kind.

### Private Employment Agencies and Labour Recruiters

Companies should hire migrant workers directly whenever possible. When the subcontracting of recruitment and hiring is necessary, companies shall ensure that the



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labour agencies they engage operate legally, are certified or licensed by the competent authority, and do not engage in fraudulent behaviour that places workers at risk of forced labour or trafficking for labour exploitation.

We encourage anyone (including employees, sub-contractors, suppliers and clients) to report in good faith any issues or concerns about potential ethics, human rights, legal or regulatory violations, including improper or unethical business practices such as fraud or bribery.

### Anti-Bribery and Corruption

One of Solutionpath Ltd's core values is to uphold responsible and fair business practices. It is committed to promoting and maintaining the highest level of ethical standards concerning all of its business activities. Its reputation for maintaining lawful business practices is of paramount importance and this Policy is designed to preserve these values. Solutionpath Ltd therefore has a zero-tolerance policy towards bribery and corruption and is committed to acting fairly and with integrity in all of its business dealings and relationships and implementing and enforcing effective systems to counter bribery.

This Ethical Standards Policy sets out Solutionpath Ltd's position on any form of bribery and corruption and provides guidelines aimed at:

- 1) Ensuring compliance with anti-bribery laws, rules and regulations, not just within the UK but in any other country within which Solutionpath Ltd may carry out its business or concerning which its business may be connected;
- 2) Enabling employees and persons associated with Solutionpath Ltd to understand the risks associated with bribery and to encourage them to be vigilant and effectively recognise, prevent and report any wrongdoing, whether by themselves or others;
- 3) Providing suitable and secure reporting and communications channels and ensuring that any information that is reported is properly and effectively dealt with; and
- 4) Creating and maintaining a rigorous and effective framework for dealing with any suspected instances of bribery or corruption.

This Policy applies to all permanent and temporary employees of Solutionpath Ltd (including any of its intermediaries, subsidiaries or associated companies). It also applies to any individual or corporate entity associated with Solutionpath Ltd or who performs functions concerning, or for and on behalf of, Solutionpath Ltd, including, but not limited to, directors, agency workers, casual workers, contractors, consultants, seconded staff, agents, suppliers and sponsors ("associated persons"). All employees and associated persons are expected to adhere to the principles set out in this Policy.

### Legal Obligations

The UK legislation on which this Policy is based is the Bribery Act 2010 and it applies to Solutionpath Ltd's conduct both in the UK and abroad. A bribe is an



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inducement or reward offered, promised or provided to gain any commercial, contractual, regulatory or personal advantage.

It is an offence in the UK to:

- 1) Offer, promise or give a financial or other advantage to another person (i.e. bribe a person), whether within the UK or abroad, to induce or reward improper conduct: and
- 2) Request, agree to receive or accept a financial or other advantage (i.e. receive a bribe) for or concerning improper conduct.

You can be held personally liable for any such offence.

It is also an offence in the UK for an employee or an associated person to bribe another person in the course of doing business intending either to obtain or retain business, or to obtain or retain an advantage in the conduct of business, for Solutionpath Ltd. Solutionpath Ltd can be liable for this offence where it has failed to prevent such bribery by associated persons. As well as an unlimited fine, it could suffer substantial reputational damage.

All employees and associated persons are required to:

- 1) Comply with any anti-bribery and anti-corruption legislation that applies in any jurisdiction in any part of the world in which they might be expected to conduct business;
- 2) Act honestly, responsibly and with integrity; and
- 3) Safeguard and uphold Solutionpath Ltd's core values by operating in an ethical, professional and lawful manner always.

Bribery of any kind is strictly prohibited. Under no circumstances should any provision be made, money set aside, or accounts created to facilitate the payment or receipt of a bribe.

Solutionpath Ltd recognises that industry practices may vary from country to country or from culture to culture. What is considered unacceptable in one place may be normal or usual practice in another. Nevertheless, a strict adherence to the guidelines set out in this Policy is expected of all employees and associated persons at all times. If in doubt as to what might amount to bribery or what might constitute a breach of this Policy, refer the matter to your line manager.

The giving of business gifts to clients, customers, contractors and suppliers is not prohibited provided the following requirements are met:

- 1) The gift is not made to influence a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage: and
- 2) It complies with local laws;



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- 3) It is given in Solutionpath Ltd's name, not in the giver's name;
- 4) It does not include cash or a cash equivalent (such as gift vouchers);
- 5) It is of an appropriate and reasonable type and value and given at an appropriate time;
- 6) It is given openly, not secretly; and
- 7) It is approved in advance by a Director of Solutionpath Ltd.

In summary, it is not acceptable to give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given, or to accept a payment, gift or hospitality from a third party that you know or suspect is offered or provided with the expectation that it will obtain a business advantage for them.

Any payment or gift to a public official or other person to secure or accelerate the prompt or property performance of a routine procedure of process, otherwise known as a "facilitation payment" is also strictly prohibited. Facilitation payments are not commonly paid in the UK but they are common in some other jurisdictions.

### Responsibilities and reporting procedure

It is the contractual duty and responsibility of all employees and associated persons to take whatever reasonable steps are necessary to ensure compliance with this Policy and to prevent, detect and report any suspected bribery or corruption. You must immediately disclose to Solutionpath Ltd any knowledge or suspicion you may have that you, or any other employee or associated person, has plans to offer, promise or give a bribe or to request, agree to receive or accept a bribe in connection with the business of Solutionpath Ltd. For the avoidance of doubt, this includes reporting your wrongdoing. The duty to prevent, detect and report any incident of bribery and any potential risks rests not only with the directors of Solutionpath Ltd but equally to all employees and associated persons.

Solutionpath Ltd encourages all employees and associated persons to be vigilant and to report any unlawful conduct, suspicions or concerns promptly and without undue delay so that investigation may proceed and any action can be taken expeditiously. If you wish to report an instance or suspected instances of bribery, you should speak directly to one of the Directors. Confidentiality will be maintained during the investigation to the extent that this is practical and appropriate in the circumstances. Solutionpath Ltd is committed to taking appropriate action against bribery and corruption. This could include either reporting the matter to an appropriate external government department, regulatory agency or the police and/or taking internal disciplinary action against relevant employees and/or terminating contracts with associated persons.

Solutionpath Ltd will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. It is also committed to ensuring nobody suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an



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actual or potential bribery or corruption offence has taken place or may take place in the future.

### Record Keeping

All accounts, receipts, invoices and other documents and records relating to dealings with third parties must be prepared and maintained with strict accuracy and completeness. No accounts must be kept “off the record” to facilitate or conceal improper payments.

### Sanctions for breach

A breach of any of the provisions of this Policy will constitute a disciplinary offence and will be dealt with as per Solutionpath Ltd disciplinary procedure. Depending on the gravity of the offence, it may be treated as gross misconduct and could render the employee liable to summary dismissal. As far as associated persons are concerned, a breach of this Policy could lead to the suspension or termination of any relevant contract, sub-contract or other agreement.

### Monitoring Compliance

Solutionpath Ltd’s Directors have lead responsibility for ensuring compliance with this Policy and will review its contents regularly. They will be responsible for monitoring its effectiveness and will provide regular reports in this regard to the directors of Solutionpath Ltd who have overall responsibility for ensuring this Policy complies with Solutionpath Ltd’s legal and ethical obligations.

This policy will be held by the Chief Executive Officer on behalf of the Solutionpath Ltd and will be reviewed annually to ensure that it remains relevant, both internally with all employees and externally regarding changing social and moral attitudes and business best practice.

**Richard Gascoigne**  
**Chief Executive Officer**



10.01.2020

(Next Review Due: 10.01.2021)



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