GARDINER & THEOBALD'S
THIRD-PARTY CODE OF CONDUCT (THIRD-PARTY CODE)

1. Scope and Applicability

1.1 Introduction

At Gardiner & Theobald ('G&T' or the 'Firm'), how we work is as important as what we deliver. For almost 200 years, our reputation has been built on professionalism and integrity – and the trust placed in us by our clients, partners, and each other.

G&T's *Code of Conduct ('Our Code')* reflects our mission and values, by setting out the principles and commitments that guide how we do business. It provides a clear framework for decision-making in our day-to-day work, and reflects the minimum standards that we expect of all our people (regardless of seniority, role or location). Ultimately, it ensures that we continue to act with integrity, build trust, and uphold the standards that define the Firm.

1.2 Purpose

Our Code also reflects the expectations which we have for the conduct of third parties with whom we work. In summary, we expect our third parties to share G&T's commitment to high ethical standards and compliance with legal requirements. The purpose of our *Third-party Code of Conduct ('Third-party Code')* is to set out an overview of our key expectations for our third parties. It is not intended to represent an exhaustive list of legislation, regulations, or requirements applicable to our third parties.

1.3 Third Parties

We define third parties as any individual or entity external to G&T that has a contractual relationship with the Firm and works with, or on behalf of, G&T – including those parties supplying goods or services to the Firm. This includes (but is not limited to) the following:

- Subconsultants, subcontractors, outside assistants (OAs), suppliers, contractors, service providers, agents, advisors, and business and joint venture partners.
- Employees and other workers (whether paid or unpaid) of these entities.

Although not included within our definition of third parties, we also expect that our clients will share our expectations for conducting business with the highest standards of integrity that define our Firm, as outlined within our *Third-party Code*.

1.4 Responsibilities

G&T's third parties are responsible for ensuring that:

- Their people and third parties – including employees (including partners and directors), representatives, agents, and business partners – understand and comply with the expectations set out in our *Third-party Code*.
- They operate adequate grievance, whistleblowing and 'speak up' channels to enable concerns about potential misconduct to be raised by their people and third parties, with a zero tolerance to any form of retaliation.
- The grievance, whistleblowing and 'speak up' channels are supported by adequate awareness communications, investigation procedures, and processes for the implementation of appropriate remedial actions where required.
- They report promptly to G&T's Compliance Team (and, in any event, within 48 hours of becoming aware) any situation which breaches, or could potentially breach, this *Third-party Code*: Compliance@gardiner.com.

1.5 G&T's Speak Up Channels

Existing third parties:

- Questions about this *Third-party Code* may be discussed with your main point of contact at G&T.
- Alternatively, you may contact our Compliance Team: Compliance@gardiner.com.
- Genuine concerns relating to actual or potential misconduct may be reported through G&T's Speak Up channel: SpeakUp@gardiner.com.
- Report via 'Safecall' – an independent and confidential external reporting service operated for G&T by a specialist provider. You can report online or by telephone – anonymously, if you wish.
  Website: http://www.safecall.co.uk/clients/gardiner-theobald/
  UK freephone number: 0800 915 1575.
  List of international freephone numbers: www.safecall.co.uk/freephone.
- If you have a complaint or any dissatisfaction with the Firm's professional services, these must be discussed with your main G&T contact. If you wish to formalise a complaint, follow our: *Complaints Handling Procedure*.

Other stakeholders:

- Questions about this *Third-party Code* may be addressed to our Compliance Team: Compliance@gardiner.com.
- Report via 'Safecall' – an independent and confidential external reporting service operated for G&T by a specialist provider. You can report online or by telephone – anonymously, if you wish. SpeakUp@gardiner.com.
- Report via 'Safecall' – an independent and confidential external reporting service operated for G&T by a specialist provider. You can report online or by telephone – anonymously, if you wish. http://www.safecall.co.uk/clients/gardiner-theobald/.

1.6 Implementation of the *Third-party Code*

G&T is committed to maintaining long-term and mutually beneficial relationships with our clients, and with all the third parties which support us in delivering our professional services to these clients. Each of G&T's third parties is solely responsible for meeting the expectations set out in our *Third-party Code* – in all their operations and specifically with regards to their business relationship with G&T.

This *Third-party Code* sets out these expectations in four key sections, in alignment with *Our Code*:

- Conduct Business with Integrity.
- Protect our Business.
- Protect our People.
- Protect our Communities.

For the avoidance of doubt, if this *Third-party Code* conflicts with a term in any contractual agreement between G&T and one of our third parties, and the contractual term is more restrictive than the *Third-party Code*, the third party is expected to comply with the more restrictive term.

G&T reserves the right to monitor our third parties (including how their business operations are conducted) against the expectations within our *Third-party Code*. This might be achieved through due diligence reviews, questionnaires, self-assessment requests, site visits, inspections and/or audits (in accordance with applicable contractual agreements with G&T).

Where our expectations are not met, we will seek to encourage improvements or appropriately terminate the contractual relationship.

2. Conduct Business with Integrity

2.1 Anti-bribery and Corruption

Third parties are expected to conduct business in compliance with applicable anti-bribery and corruption laws, and without engaging in bribery or any other form of corruption to gain an unfair business advantage – regardless of where they are operating and with whom they are interacting. This includes (but is not limited to):

- Prohibition of any involvement in bribery, kickbacks or any other form of corruption, regardless of value or mechanism (such as gifts, hospitality, entertainment, sponsorship, personal benefit, or unfair advantage) – which is illegal or creates an obligation on either party, a conflict of interest risk, or any expectation of a favour in return.
- Prohibition of the use of facilitation payments to government officials – irrespective of whether customary or permitted under local laws.
- Prohibition of political lobbying, or the making of political or charitable donations, on behalf of G&T.
- Maintenance of clear, accurate and complete business records – including details of all business arrangements and financial transactions.

We expect third parties to have implemented appropriate risk-based policies, procedures and controls, to effectively mitigate the risk of non-compliance with such anti-bribery and corruption laws.

2.2 Conflicts of Interest

Third parties are expected to make objective business decisions which are in the best interests of the Firm and our clients, by conducting business to avoid actual, potential or perceived conflicts of interest (COI) situations. Where COI situations cannot be avoided, they must be transparently declared and properly managed.

We expect third parties to have implemented appropriate risk-based policies, procedures and controls, to effectively mitigate the risk of COI situations not being appropriately declared and properly managed.

2.3 Anti-fraud

Third parties are expected to conduct business in compliance with applicable anti-fraud laws, and without intentionally engaging in, or facilitating, fraud of any kind. This includes understanding and remaining alert to the various ways in which the third party and G&T could be impacted by fraud offences – including false representation, abuse of position, and obtaining services dishonestly.

We expect third parties to have implemented appropriate risk-based policies, procedures and controls, to effectively mitigate the risk of non-compliance with such anti-fraud laws.

2.4 Sanctions and Trade Controls

Third parties are expected to operate in compliance with applicable sanctions, embargoes, and trade control regimes, which may prohibit or restrict them from doing business with certain countries or industry sectors, or with sanctioned entities or individuals.

We expect third parties to have implemented appropriate risk-based policies, procedures and controls, to effectively mitigate the risk of non-compliance with such sanctions and trade controls regimes.

2.5 Anti-tax Evasion and Money Laundering

Third parties are expected to operate in compliance with applicable tax evasion, money laundering and counter-terrorism financing laws, and to prevent their third parties from exploiting their organisation to engage in such activities.

We expect third parties to have implemented appropriate risk-based policies, procedures and controls, to effectively mitigate the risk of non-compliance with such anti-tax evasion, money laundering and counter-terrorism financing laws.

2.6 Fair Competition

Third parties are expected to operate in compliance with applicable competition (anti-trust) laws, and not enter into any arrangements which are unfair, or designed to reduce or eliminate competition.

We expect third parties to have implemented appropriate risk-based policies, procedures and controls, to effectively mitigate the risk of non-compliance with such competition (anti-trust) laws.

3. Protect our Business

3.1 Assets and Resources

Third parties are expected to operate in compliance with applicable laws and regulations, and take responsible precautions to safeguard their organisation's assets from loss, damage, theft, misuse, negligence and unauthorised access. This includes physical assets (such as cash, facilities, equipment, and devices) and non-physical assets (such as information, technology, service delivery processes, and intellectual property).

We expect third parties to have implemented appropriate risk-based policies, procedures and controls, to effectively safeguard their assets (including information, both electronic and paper-based) – and specifically with regards to their business relationship with G&T.

This includes (but is not limited to) the implementation of appropriate technical and organisational measures, to protect information and systems from cyber threats including unauthorised access, data loss, and disruption. This must include the maintenance of robust access controls, system security, regular monitoring to detect vulnerabilities or suspicious activity, and prompt reporting to G&T of potential or actual information security breaches to G&T, where the breach could potentially impact the Firm. Third parties are also expected to ensure that any subcontractors or service providers apply equivalent security standards, to reduce risks across the supply chain.

3.2 Personal Information

Third parties are expected to operate in compliance with applicable data protection laws and regulations. This includes handling personal information with significant care, and respect for the rights of individuals to privacy – including personal information about G&T's people, and where the third party is entrusted with such personal information from G&T and/or other third parties.

We expect third parties to have implemented appropriate risk-based policies, procedures and controls, to effectively safeguard personal information – and specifically with regards to their business relationship with G&T.

3.3 Inside Information

Third parties are expected to operate in compliance with applicable insider trading laws, and ensure that inside information belonging to the third party, G&T and other third parties, is treated confidentially and responsibly, so that it is not used to engage in insider trading.

We expect third parties to have implemented appropriate risk-based policies, procedures and controls, to effectively mitigate the risk of non-compliance with such insider trading laws.

3.4 Business Communications

Third parties are expected to communicate clearly, consistently, honestly and transparently – both internally and externally. This includes taking appropriate measures to ensure that communications are accurate, effective and unambiguous.

Third parties are not authorised to communicate on behalf of G&T to the media, stakeholders or other third parties, unless express permission has been received from G&T's Managing Partner or Marketing Partner.

3.5 Artificial Intelligence (AI)

Third parties are expected to operate in compliance with applicable AI laws and regulations. Where appropriate AI-powered tools are used for business-related activities, we expect third parties to ensure that such AI is used carefully, ethically, transparently and responsibly.

We expect third parties to have implemented appropriate risk-based policies, procedures and controls, to effectively mitigate the risk of non-compliance with such AI laws and regulations, and ensure compliance with applicable intellectual property (IP) rights and contractual obligations.

4. Protect our People

4.1 Health and Safety (H&S)

Third parties are expected to operate in compliance with applicable H&S laws and regulations, and provide their people with a healthy and safe workplace – including G&T's people during our interactions with the third party.

We expect third parties to have implemented appropriate risk-based policies, procedures and controls, to effectively mitigate the risk of non-compliance with such H&S laws and regulations.

4.2 Equality, Diversity and Inclusion

Third parties are expected to operate in compliance with applicable employment laws and regulations, and demonstrate appropriate respect for everyone – including G&T's people during our interactions with the third party. We expect each third party to have created a fair, inclusive and supportive workplace – free of any form of workplace disrespect, discrimination, bullying or harassment (remembering that the test of whether conduct is offensive is subjective and dependent upon the recipient).

We expect third parties to have implemented appropriate risk-based policies, procedures and controls, to effectively mitigate the risk of non-compliance with such employment laws and regulations.

5. Protect our Communities

5.1 Social Value

Third parties are expected to work in a way that identifies and supports positive community outcomes from their presence in local areas, and supports G&T in working with our clients to deliver benefits for the communities in which we operate.

5.2 Sustainability

Third parties are expected to work in a responsible and sustainable way, and support G&T (and our clients) in reducing carbon emissions and the negative impacts of climate change, across our operations and projects.

5.3 Human Rights and Modern Slavery

Third parties are expected to operate in compliance with applicable human rights and modern slavery laws, and respect the dignity and human rights of their people – including G&T's people during our interactions with the third party. This includes (but is not limited to):

- Demonstration of commitment to avoid infringement (direct or indirect) of internationally recognised human rights.
- Prohibition of the use of modern slavery throughout their supply chain.
- Following internationally recognised labour principles, as informed by the core conventions of the International Labour Organization (ILO), including that:
    - Employment is freely chosen.
    - Freedom of association and the right to collective bargaining are respected.
    - Working conditions are safe and hygienic.
    - Regular employment is provided where possible.
    - Living wages are paid.
    - Child labour is not used.
    - Working hours are not excessive.
    - Discrimination is not practiced.
    - Harsh or inhumane treatment is not allowed.

We expect third parties to have implemented appropriate risk-based policies, procedures and controls, to effectively mitigate the risk of non-compliance with such human rights and modern slavery laws, and take appropriate action when issues are identified, in accordance with international best practice and legal requirements.



Adam Glover
Managing Partner – Gardiner & Theobald LLP

This *Third-party Code* has been endorsed by G&T's Managing Partner and the Management Board.
Any printed, downloaded, or locally saved copy of this policy is deemed to be an uncontrolled document, and may not represent the latest version. Users should refer to the controlled version, which is maintained electronically on G&T's corporate website and internal intranet.