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SUMMARY

Gardner & Co expects that all of its business is conducted in compliance with high ethical standards of business practice. We apply these standards to all dealings with employees, customers, suppliers and other stakeholders.

The Ethics Policy, which has been approved by the Board of Gardner & Co, is set out below. Our Ethics Policy has been developed to ensure that our business is conducted in adherence with high ethical and legal principles and sets standards of professionalism and integrity for all employees and operations worldwide.

The following is a summary:

All employees have the right to expect and the responsibility to ensure that Gardner & Co's business is conducted with high ethical standards and legal principles

- Our policy is to operate within applicable law
- Discrimination or harassment of any kind will not be tolerated
- As a matter of policy, we do not make political donations
- No bribes shall be given or received
- Conflicts of interest must be avoided
- We aim to be a responsible partner within our local communities; and
- Employees are encouraged and supported to report, in confidence, any suspected wrongdoing
- Our internal control process includes the review of appropriate ethical behaviour

INTRODUCTION

This summary is not intended to address every instance in which we are called upon to observe and practice sound business ethics. However, it is meant to remind us that if we each strive to live and abide by basic ethical principles in the day-to-day conduct of our business, we will foster an environment of mutual trust and respect, and continue to build on our global reputation for integrity, which is the foundation of the company.

Gardner & Co believes that trust fosters long-term relationships which are built through honesty, openness and fair play. All aspects of our business must be based on the highest ethical standards. Our employees are key to our success and we're all part of the Gardner & Co team, so we all must take responsibility for our own actions and conduct. In addition, since managers are responsible for directing the actions of others and for setting an example for other employees, they should be familiar with this Business Ethics Policy and how it applies to them and to those under their supervision. It should be remembered that no one has authority to require or influence another employee to violate this code of conduct, and any attempt to do so may result in immediate disciplinary action, up to and including termination of employment.

Good judgment is a fundamental basis of everything Gardner & Co does as a company and understanding our ethical and legal parameters can only strengthen that judgment. We are a global company; we have a responsibility to follow applicable laws and regulations in all locations where we do business. Instances where law does not explicitly address an ethical matter requires us to use good judgment, adhering to the spirit of the law, and following the principles of honesty, integrity, and common sense. To be clear, if local law is stricter than the Business Ethics Policy, then we should follow local law. If the Business Ethics Policy is stricter than local law, then we should follow the Policy.

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This Gardner & Co Ethics Policy is supported by the whole Board of Gardner & Co and shall be reviewed from time to time. The policy applies to every employee of the Group.

If you have any questions about how these principles affect you or if you observe what you believe to be inappropriate, unethical, or unlawful conditions at any time, please contact your manager or HR Manager. If you have any queries or concerns that you would rather not, raise at a local level then please contact the financial director

EMPLOYMENT, DISCRIMINATION AND HARASSMENT

Taking into account local practice and the operational requirements of the business, it is our goal to offer unambiguous and fair terms of employment and to provide employees with appropriate opportunities to develop their skills and progress in their careers. It is our intention to honour all applicable terms and conditions of employment.

The Company recognises its duty and the benefits of providing working conditions which promote good health, safety and environmental practices – copies of Company guidelines in respect of these matters are available from local management. Employees are encouraged to report immediately any health, safety or environmental concerns to their line manager in order to protect the welfare of themselves and colleagues.

Employees are encouraged to recognise their duty to act in a responsible manner in the workplace, having due regard for the health, safety and general welfare of their colleagues.

We consider that the diverse backgrounds and nationalities of Gardner & Co employees form a strength to the business. All employees regardless of their colour, race, religion, marital status, sexual orientation, disability or age should be treated fairly and honestly with both respect and dignity. Harassment (including sexual, physical, mental, use of abusive language or offensive gestures) or bullying, in any shape or form will not be tolerated. Any employee who is proved to have acted in a discriminatory manner or to have indulged in bullying or harassment will be subject to disciplinary or grievance procedures and all employees are strongly encouraged to report such incidents.

It is our policy to respect the human rights of all employees, including:

- Ensuring employees have the freedom to associate or to collectively bargain without fear of discrimination against the exercise of such freedoms
- A prohibition on using forced or child labour; as per the requirements of the Modern Slavery act 2015
- Appropriate restrictions on the access and use of personal employee information to respect rights of privacy.

CONDUCT AND BEHAVIOUR STANDARDS

All employees are expected to contribute to the success of Gardner & Co by performing their jobs as required and conducting themselves in a professional manner consistent with the company's business philosophy, values and standards of business conduct.

Employee honesty and integrity are essential to ethical business practices. Employees are required to prepare all reports, including expense reports and timecards accurately and truthfully.

Unacceptable conduct that is considered detrimental to the company's best interests may result in immediate disciplinary action, up to and including termination of employment.

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Misuse of Gardner & Co property, including the company's equipment, supplies, e-mail, intranet, and computer and voicemail systems can constitute unethical conduct. These tools and resources are intended to assist employees in conducting legitimate company business, and any other use of such property is discouraged.

Any other activity or conduct that could cause an individual, the company or any of its officers or directors to violate any applicable governmental law, rule or regulation relating to full, fair, accurate, timely and understandable disclosure of information required to be disclosed to any third person.

COMPLIANCE WITH THE LAW

At all times, it is our policy to stay within the laws, rules and regulations of the countries, states or other jurisdictions in which we operate. It is our policy to co-operate fully with relevant public authorities and regulatory bodies as appropriate.

The senior management team of each operating unit or subsidiary is responsible for ensuring that legislation is complied with and that requirements are appropriately communicated to their staff.

All employees have the right and the responsibility to resolve doubts or uncertainties about ethical questions or compliance with the law. To resolve any ethical or legal issue, an employee should first contact his or her immediate manager or supervisor for guidance prior to taking any action. We also strongly encourage an 'open door' policy to bring any such queries, if necessary, to a higher level of management.

ETHICS IN THE MARKETPLACE

The truth, properly told and presented, should be the objective of all promotional activity. Customers shall be treated with respect and competition with peer companies should be fair and ethical. The following lists some of the major issues regarding ethics in the marketplace:

- Nothing is to be gained through misrepresentation, exaggerated claims or other forms of false advertising. Our products and services must stand on their own merits and their quality.
- Collaboration with competitors to establish or maintain prices or to unlawfully restrain trade will not be allowed.
- Customers should be given information about prices, schedules, services and other terms of business. Suppliers, subcontractors, advisors or representatives also deserve to be treated fairly, honestly and in accordance with agreed terms.
- From time to time, customers, suppliers, advisors or representatives may divulge confidential information to you. It is our duty to respect these confidences in accordance with applicable contractual and legal requirements.
- Any complaints from customers, suppliers, subcontractors, advisors or representatives should be dealt with promptly and fairly.
- Although we should strive to know and understand our competitors so that we can perform in the market, industrial espionage is not permitted.
- It is not Company policy to knowingly infringe on the copyright, trademarks, patents or other properly registered intellectual property of others.
- Management should have due regard as to how contracts or arrangements with new suppliers, et al. will reflect on the reputation and ethics of Gardner & Co.

BRIBES OR OTHER PAYMENT TO INFLUENCE BUSINESS TRANSACTIONS

The giving or receiving of any such payment is indefensible. No bribes of any sort may be paid to or accepted from customers, politicians, government representatives, advisors or representatives. It is

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not permitted to establish accounts or internal budgets for the purpose of facilitating bribes or influencing transactions (slush funds).

Violation of governing laws leads to significant risk that could result in fines, penalties and damaged reputation. Although laws vary, the following general guidelines should be followed when dealing with any governmental agency:

- NEVER discuss or offer employment or business opportunities to contracting officers or governmental officials who may influence an official act or decision affecting Gardner & Co or its business.
- NEVER offer or give gifts or favours to anyone in connection with any government contracting activity, including "kickbacks" to any customer who is a prime contractor with a government entity.
- NEVER offer or give bribes or other questionable or irregular payments (whether in the form of cash, goods or other property) if you know, or have reason to believe, that such payments will be used to influence foreign officials or their representatives to facilitate official acts or decisions involving Gardner & Co. This rule applies even if such payments are considered customary or legal in the countries in question.

GIFTS AND ENTERTAINMENT

Special care must be taken in accepting or giving gifts and entertainment. These are not permitted if it would create a real or perceived conflict of interest. The exchange of social courtesies is acceptable when there is a clear business purpose and they remain within good taste. Neither the receipt nor the giving of excessive entertainment, substantial gifts or favours is acceptable.

Provided they are:

1. Consistent with Gardner & Co business practices,
2. Do not violate applicable laws, and
3. Public disclosure would not embarrass Gardner & Co.

The following are examples of gifts or favoured treatment that may be accepted or given by Gardner & Co employees:

- Coffee mugs, pens, calendars, paper weights, clothing or items of similar value displaying a company logo
- Bouquets of flowers, fruit baskets, confectionery
- Product samples of nominal commercial value
- Modest refreshments or meals
- The provision of reasonable travel facilities
- Modest hospitality, e.g. a music concert, a theatre show or a sports event
- Modest gifts (such as a bottle of wine, a food hamper, etc.) given to mark an event such as Christmas or Thanksgiving, etc.

There may be cases where refusal of a gift would cause embarrassment to the person offering it, particularly if you are a guest in certain countries. Guidance on local customs and behaviour should be sought before going on a business trip. Employees should politely refuse excessive gifts/entertainment, explaining to the donator that Company policy prohibits the receipt of such gifts/entertainment.

The giving of gifts/entertainment must be properly authorised and accounted for.

If you are in doubt as to whether gifts and entertainment are appropriate, you should raise your concerns with local management prior to accepting or giving any such gift or entertainment.

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CONFLICTS OF INTEREST

Whether it is actual or apparent, conflicts of interest must be avoided. Actions taken by employees should be objective and based on the best interests of the Company. There are too many instances where such conflicts may arise to list, but the following list may prove helpful:

- Accepting personal payments from suppliers et al., which may influence your business decision.
- Employees shall not directly or indirectly work or consult for a competitor or engage in activity that is competitive with Gardner & Co business interests. It is never acceptable for an employee to utilise Gardner & Co customer lists or contacts to market their own or third-party goods and services, even if they are not competing with Gardner & Co products or services.
- Potential conflicts between personal and professional relationships.
- You should declare to your Managing Director, (and notify your line manager) of any interest you or a close member of your family may have in a business that Gardner & Co is, or may have, dealings with (ignoring a shareholding in a major company, so long as such investment does not create a conflict of interest).
- Prior written approval must be obtained from your Managing Director (with notification to your line manager) prior to employees accepting a second job, consultancy, etc., to ensure this will not conflict with other interests of Gardner & Co.
- Undertaking any private work which might generate intellectual property is generally prohibited, since it can be difficult to distinguish this from Company work.
- Prior written approval must be obtained from the Managing Director before any Gardner & Co employee accepts an appointment to the board of any other company.

If you do suspect you have a conflict of interest, whether actual or potential, please raise your concerns immediately with line management. You should take no part nor seek to influence a business decision which may result in a conflict of interest arising.

INVOLVEMENT IN THE COMMUNITY

Gardner & Co aims to be a responsible partner within the local communities in which it operates through the support of community initiatives and local charities. Each business unit is encouraged to support reputable initiatives which address the needs of their local community.

GARDNER & CO PROPRIETARY INFORMATION

Trade secrets, technology, ideas, customer lists, unannounced financial data, marketing and pricing strategies, and business plans are, among others, Gardner & Co's most valuable business assets and protecting their confidential and proprietary nature is the ethical duty of every Gardner & Co employee. This information must not be disclosed to anyone without proper authorisation. By law, our trade secrets are our property and we all have obligations to protect that property. In the course of your employment you may be given or come into contact with information that is commercially sensitive or which is provided for your information so that you may gain a better understanding of the business, for example at staff briefing meetings. This type of information must not be divulged outside the organisation via any route (e.g. verbal, oral, internet chat room or to the media). Breach of this obligation may result in disciplinary proceedings. When in doubt, contact the legal department.

In addition, no employee must ever attempt to obtain or use another company's proprietary information for Gardner & Co's benefit or otherwise in violation of law or any applicable agreement.

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INFORMATION SECURITY

Information is vital to Gardner & Co's continuing success. Inadequate protection or misuse of Gardner & Co's information assets could give the company's competition an unfair advantage, diminish the quality of our products and services, increase the risk of litigation, or otherwise harm the company. All Gardner & Co employees share a responsibility to our customers, shareholders, and each other to protect Gardner & Co, customer, and vendor information assets from unauthorised access, use, modification, destruction, theft, or disclosure and must treat such assets in accordance with any information handling policies issued by Gardner & Co.

TRADE REGULATIONS

Trade laws and regulations in the U.K. and elsewhere around the world are intended to foster ethical competition in the marketplace and to limit activities that restrain trade. Accordingly, employees must never discuss or enter into any arrangement or understanding with a competitor regarding the pricing of products, favouring or withholding business from particular customers or vendors, or any other activity that may have antitrust or anti-competition implications. Any questions regarding trade or competition laws or how they might affect the way employees or the company conduct business should be referred to the General Counsel.

COMMUNICATION WITH THE FINANCIAL COMMUNITY AND/OR MEDIA

Employees who are contacted by a member of the financial community or media are not authorised to provide information regarding Gardner & Co or its business without prior approval. Financial calls should be referred to the Financial Department; calls from industry analysts or the media should be referred to the Sales Department.

WHISTLE BLOWING

All employees have the right and the responsibility to question possible wrongdoings and are encouraged to remain vigilant against such possible actions. If an employee suspects wrongdoing (whether or not the suspected act has actually occurred), he/she should immediately report the matter to their line management, or if this is not possible, to a higher level of local management. Line/local management should be able to advise if the action in question is in fact a wrongdoing. If the employee feels that he/she cannot report the suspected wrongdoing at a local level, the employee should report it immediately to the General Counsel, who is authorised directly by the Board of Directors to investigate any such matters. Employees who report the suspected wrongdoing to General Counsel may do so in confidence and may report the suspected wrongdoing anonymously if they do so via a letter.

Gardner & Co
1-5 Bermondsey Street
London
SE1 2ER
(Envelopes should be marked "Strictly Private and Confidential")

The Company does not view an employee who has 'blown the whistle' as a troublemaker, but rather as a witness to an event. You will not suffer discrimination or persecution for raising concerns in good faith, even if the concern is not proved and, if possible, you will be informed of the outcome. Discrimination and persecution of employees who raise genuine concerns will not be tolerated under any circumstances and support will be provided to whistle blowers as appropriate.

Examples of suspected incidences, that may be potential or actual, which employees may feel require reporting include, but are not limited to:

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- Violation of health, safety and environmental procedures or legislation
- Discrimination or other unwarranted detrimental treatment of employees (e.g. bullying, harassment)
- Misappropriation of funds
- Conflicts of interest
- Bribery, fraud or other forms of corruption
- Manipulation of accounts
- The deliberate provision of misleading information or falsification of records
- Suspected criminal activities or civil violations
- Misuse of Company property, for example, the use of Company property for personal gain
- Breaches of copyright, patents, intellectual property, including breaches of software copyright licenses
- Breach of any Company guidelines or policies, including this Ethics Policy

DISCIPLINARY ACTION

Any employee who violates our ethical standards is subject to disciplinary action which can include oral reprimand, written reprimand, suspension or termination of employment.

FREQUENTLY ASKED QUESTIONS

Q. How should I respond to a potential issue which isn't covered by the Policy?

A. An ethics policy cannot cover every circumstance where an employee needs to consider his/her conduct. Ethical responsibilities may also go beyond the specific situations described in this Policy; they may include the way we treat fellow employees, how we behave in the community, how we react to local and national government and how we adhere to other Company policies and guidelines. Employees are asked to consider these issues before taking certain actions. If in doubt, seek advice, normally from your line manager.

Q. A new law or legislation has been introduced and I'm unsure as to whether this will affect certain current business practices. What should I do?

A. Firstly, you should seek guidance from line management. Senior management may require advice from a qualified external third party if it cannot be obtained from internal sources.

Q. I've already accepted a gift from a supplier, which, now that I think about it, may appear excessive. What should I do?

A. Only if it is too late to return the gift, you should immediately declare the gift to your Managing Director (with notification to your line manager). The gift should be given to the Company so that you are beyond suspicion of making a personal gain to influence a business decision.

Q. My line manager has asked me to do something which I suspect is unethical – should I refuse his/her request?

A. You should raise your concerns immediately with your line manager and if you are not satisfied with the response with a higher level of local management. If the request would result in unethical behaviour, your manager is not authorised to require you to perform any unethical task and you should refuse, clearly explaining your reasons, in writing.

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Q. I've noticed some behaviour which is unethical, but I would rather not get involved – is this OK?

A. No – it is every employee's responsibility to remain vigilant against unethical acts and to protect the mutual interests of their colleagues and the Company. Also, line management who decide to "turn a blind eye" in areas for which they are responsible may find themselves subject to disciplinary proceedings when the unethical acts are eventually reported.



Richard J Legge
Managing Director
1st Dec 2023