



GEG (Holdings) Limited

Standards of Business Conduct

INTRODUCTION

1. GEG (Holdings) Limited and its subsidiaries (the '**Company**') expects its staff (including full time or temporary employees, agency, interim, contractor or consultant staff) to be scrupulously impartial and honest in all affairs relating to the Company and their job within it. All staff also bear a responsibility to act as ambassadors for the Company in terms of their general conduct both within and outside the organisation. This policy outlines the responsibilities of staff working for the Company.
2. Under Common Law the following non-exhaustive duties of the Company's staff are as follows:
 - to be ready and willing to work;
 - to take reasonable care in the exercise of their services, including the duty to be competent at work and to take care of the Company's property;
 - to not wilfully disrupt the Company's business;
 - to obey reasonable orders as to the time, place, nature and method of service;
 - to disclose information to the Company relevant to the Company's business;
 - to hold solely for the Company the benefit of any invention relevant to the business on which the Company is engaged;
 - to respect the Company's trade secrets;
 - in general, to be of good faith and do nothing to destroy the trust and confidence necessary for employment (or equivalent engagement);
 - to account for all benefits – monetary or in kind - received in the course of employment (or equivalent engagement); and
 - to not give or receive bribes or otherwise act in a corrupt manner;
3. United Kingdom Statute places further responsibilities on individual members of staff in regard to their own behaviour and their behaviour towards other members of staff.

STANDARD OF CONDUCT REQUIRED BY THE COMPANY

Bribery and Other Corrupt Behaviour

4. The Company has a strict anti-bribery and corruption policy in line with the Bribery Act (2010). A bribe is defined as: giving someone a financial or other advantage to encourage that person to perform their functions or activities improperly or to reward that person for having already done so.
5. If a member of staff bribes (or attempts to bribe) another person, intending either to obtain or retain business for the Company, or to obtain or retain an advantage in the conduct of the Company's business, this will be considered gross misconduct. Similarly accepting or allowing another person to accept a bribe will be considered gross misconduct. In these circumstances the member of staff will be subject to formal investigation under the Company's disciplinary procedures, and disciplinary action up to and including dismissal may be applied.

Gifts and Hospitality

6. Representatives of the Company shall not seek or obtain from external parties, for their own advantage, favour in any form or however described in connection with the operations of the Company. This undertaking shall not apply in relation to things such as gifts of nominal value (under £10), working lunches and dinners and entertainment of reasonable value, frequency and duration appropriate under the circumstances. Gifts must not be given or received in cash, gifts or hospitality must not create an expectation or obligation of something in return and gifts or hospitality must not be so frequent or lavish to suggest impropriety. Guidance must be sought from the relevant line manager when there is any question as to the acceptability of a particular gift or offer of hospitality, and a working register must be kept of all gifts or hospitality actually received.

Transaction of Private Business

7. Members of staff having official dealings with contractors and other suppliers of goods or services must avoid transacting any kind of private business with them by any means other than the Company's normal commercial channels. No personal favours or transactions should be sought or accepted.

Attendance at Luncheons, Receptions etc

8. Where it is evident that the work of the Company will be facilitated, invitations to attend receptions, luncheons etc. may be accepted under the following rules:
 - no member of staff may accept an invitation without first obtaining the approval of their line manager;
 - in exceptional circumstances, where it is not possible to seek prior approval, the facts should be reported immediately afterwards;
 - if addressed personally, such an invitation may not be transferred to another member of staff, except with the consent and approval of a senior manager as above and with the concurrence of the party issuing the invitation;
 - invitations involving attendance outside normal working hours may be accepted only on the authority of the line manager;
 - as a general rule, any member of staff who has any doubts about the wisdom of accepting any hospitality should decline the offer.

Compliance with law

9. All staff must legally protect the Company's interests. They should comply with all environmental, safety and fair dealing laws. The Company expects all staff to be ethical and responsible when dealing with the Company's finances, products, partnerships and public image.

Respect in the workplace

10. All members of staff should respect their colleagues. The Company will not permit any kind of discriminatory behaviour, harassment or victimization under any circumstances. All members of staff must conform with our equal opportunity policy in all aspects of their work, from recruitment and performance evaluation to interpersonal relations.

Confidentiality

11. At all times confidentiality must be maintained. No information can be released to unauthorised persons or organisations. The Chief Executive Officer or other Senior Managers of the Company will inform members of staff of those authorised to receive information. If doubt exists as to the validity of an organisation or individuals to receive information, this must be checked with your line manager.

Outside Interests and Employment

12. Outside interests include directorships, ownership, part ownership or material shareholdings in companies, business or consultancies likely to seek to do business with the Company. These should be declared to the individual's line manager as should the interests of a spouse / partner or close relative.

Political and civic activities

13. It is not the intention of the Company or this policy, to dissuade members of staff from participating actively in public duties. It is important, however, that by doing so there is no suggestion to a third party that the member of staff is acting on behalf of, or with the support of, the Company. To avoid any misunderstanding, no member of staff should permit his or her Company affiliation to be noted in any outside organisation's materials or activities without the express written approval of a member of senior management.

General Conduct

14. Members of staff should at all times conduct themselves in such a way as to enhance the reputation of the Company.
15. The Company will support members of staff who become aware of and are willing to report breaches of this policy or who genuinely believe that a breach is occurring, has occurred or is likely to occur within the business. Members of staff should raise the issue internally with their manager or supervisor or in accordance with the Company's Policy on Disclosing Information ('**Whistleblowing**').
16. These standards of conduct are intended to underpin and clarify standards required by the Company of its members of staff and form a fundamental part of the employment contract (or equivalent engagement). Staff who fail to comply with the guidance detailed in this Policy could be subject, following full investigation, to disciplinary action up to and including dismissal. If through their actions or omissions staff are found to be in contravention of either this Policy or, indeed, their legal responsibilities then the Company reserves the right to take legal action if it deems it to be necessary to do so.

Statement

17. These standards of conduct are authorised by the Board of Directors of the Company. It is the Board's expectation these standards, and any associated procedures, are fully adhered to. Where this may not be possible, any deviation from these standards should be clearly documented and authorised by senior managers of the Company.

Signed on behalf of the Board of Directors of the Company:

A handwritten signature in black ink, appearing to read "G. Farmer", written over a horizontal line.

Gordon Farmer
Director
GEG (Holdings) Limited