**SUPPLIER CODE OF CONDUCT**

# INTRODUCTION

# This Supplier Code of Conduct (“Supplier Code”) sets out the principles and expectations for all suppliers to the Lucy group companies (“Group” or “Group Entity”). A “Supplier” is any third party firm or individual that provides a product or service to the Group and includes suppliers, vendors, consultants, agents, contractors, temporary workers, and third parties working on behalf of the any Group Entity. The Supplier Code is not intended to convey any rights, actions, or remedies to Suppliers, or to create an employment relationship between Supplier or Supplier’s workers and a Group Entity.

# Please signify your acknowledgement and acceptance of this Supplier Code by signing, dating and returning a copy to the relevant Group Entity at your earliest convenience.

# SUPPLIER CODE PRINCIPLES

# Suppliers must conduct their operations in accordance with the following principles of the Supplier Code and must also make reasonable efforts to monitor and ensure their supply chain is compliant with these principles:

# Compliance with Laws

The Group sets high standards of organisational conduct and ethical behaviour demonstrated through consistent compliance with all applicable laws and regulations relevant to our business. The Group therefore expects all Suppliers to comply with applicable laws, regulations and standards within the industries and countries in which they operate and to seek similar commitments throughout their own supply chains.

# Health, Safety and Human Rights

The Group expects its Suppliers to create safe working conditions and a healthy work environment for their workers. In all cases, Suppliers shall comply with all applicable health, safety and environmental laws and regulations and provide workers with appropriate personal protective equipment. Furthermore, respect for human rights is a fundamental part of how the Group does business. The Group therefore expects its Suppliers to comply with the following minimum standards and principles:

* Suppliers must uphold the human rights of workers and treat their workers with dignity and respect, as understood by the international community;
* Suppliers must always strive to be fair and objective in their actions, and never to be influenced in their decisions, actions or recommendations by issues of gender, race, creed, colour, age or personal disability;
* Child labour is strictly prohibited. The Group expects its Suppliers to comply with local laws regarding the minimum age of workers;
* Suppliers must pay workers at least the minimum compensation required by local law and provide all legally mandated benefits; and
* Suppliers must not use any type of involuntary or forced labour, including indentured, bonded, slave or human trafficked labour. People must be free to terminate their employment in accordance with established laws, regulations, and rules.

# Bribery and Anti-Corruption

The Group is committed to carrying out all business activities fairly, honestly and openly and operates a zero-tolerance approach to any activity that could be perceived as an attempt or acceptance of bribery. Suppliers must operate the same approach, comply with all applicable laws and regulations and enforce robust governance and internal systems in their supply chains.

Specifically, Suppliers shall not do, and shall immediately report to the Group any request to do, any of the following:

* directly or indirectly offer, give, authorise, solicit, or accept the giving of money or anything else of value to or from any person, whether a government official or private party, to obtain an improper advantage for a Group Entity, Supplier, or any third party, or secure the improper performance of that person's function or misuse of that person's position;
* directly or indirectly offer, give or authorise the giving of money or anything else of value to any government official in their personal capacity, to facilitate or expedite government action or approvals;
* do, or omit to do, any act that will cause a Group Entity to be in breach of the anti-corruption laws of any country in which they operate;
* directly or indirectly offer, give or authorise to any Group employee or contractor any gift, gratuity, service, favour, or anything else of value to influence or reward that employee or contractor in connection with the any transaction; and
* acquiesce in any request or demand for any undue financial or other advantage of any kind received by any Supplier in connection with the performance of any transaction.

The Group is committed to ensuring that it meets its obligations under the UK Criminal Finances Act 2017 particularly with regard to tax evasion, and our suppliers must also comply with these requirements.

# Data Privacy & Confidentiality

The Group expects its Suppliers to protect any sensitive and/or confidential data which we may transfer to you and to ensure compliance with all applicable data protection laws and regulations. In particular, any information processed or held on behalf of the Group must be protected against any malicious or accidental breaches by:

* ensuring the confidentiality of all information provided;
* ensuring that appropriate technical and organisational measures are in place to safeguard data, in particular personal data;
* preventing any unauthorised transfer of any data without our prior knowledge or consent; and
* reporting any potential or actual data breaches involving the exposure of the Group’s data without our consent immediately.

# Anti-Competitive Behaviour

Most jurisdictions have anti-trust or competition regulations which prohibit anti-competitive agreements or abuse of a dominant position. This may include activities such as price fixing, bid rigging, allocation agreements, the unlawful exchange of competitively sensitive information, and certain types of predatory or exclusionary conduct. Suppliers are required to be aware of and comply with these antitrust and competition regulations in the regions where Supplier conducts business with or on behalf of the Group.

# Accurate Records

Suppliers are responsible for maintaining accurate and complete books and records and complying with all required controls and procedures for records created as a result of business activities conducted on behalf of the Group. Suppliers must be aware of and comply with the legal and regulatory retention requirements that relate to the services being provided to the Group.

# COMPLIANCE

The Group reserves the right to audit Supplier’s compliance with the Supplier Code at any time. This includes technical, legal, regulatory, financial and operational audit of Supplier policies and procedures. The Group may also take all necessary actions to enforce the Supplier Code, including the termination of the Supplier relationship and applicable agreements.

# SUPPLIER SIGNATURE

I hereby confirm, on behalf of **[insert Supplier name]** that I have read, understood, accept this Supplier Code and that **[insert Supplier name]** is compliant with its requirements.

Form completed by: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Job title: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_