newcleo plc

Code of Ethics

Adopted 25 August, 2026

Introduction

This Code of Business Conduct and Ethics (the "**Code**") has been adopted by our Board of Directors and summarizes the standards that must guide our actions. Although they cover a wide range of business practices and procedures, these standards cannot and do not cover every issue that may arise, or every situation in which ethical decisions must be made, but rather set forth key guiding principles that represent Company policies and establish conditions for employment at the Company.

This Code applies to newcleo PLC and to any other company directly or indirectly controlled by newcleo PLC (together the "Company").

The effective implementation of this code within companies controlled by newcleo PLC may be subject to specific formal requirements or conditions arising from the applicable laws in the countries in which those companies are based. It is the responsibility of these companies to take the necessary steps to ensure the effective implementation of this code within their respective jurisdictions and, where necessary, to adapt the code to local requirements.

We must strive to foster a culture of honesty and accountability. Our commitment to the highest level of ethical conduct should be reflected in all of the Company's business activities, including, but not limited to, relationships with employees, customers, suppliers, competitors, the government, the public and our shareholders. All of our employees, officers and directors must conduct themselves according to the language and spirit of this Code and seek to avoid even the appearance of improper behavior. Even well intentioned actions that violate the law or this Code may result in negative consequences for the Company and for the individuals involved.

One of our Company's most valuable assets is our reputation for integrity, professionalism and fairness. We should all recognize that our actions are the foundation of our reputation and adhering to this Code and applicable law is imperative.

Directors' Statutory Duties

Newcleo plc is a company incorporated under the laws of England and Wales, and the Company's directors are subject to the general duties set out in Part 10, Chapter 2 of the Companies Act 2006 (the "**CA 2006**"). These duties are owed personally by each director to the Company and are enforceable as such. The statutory duties include:

- the duty to act within powers;
- the duty to promote the success of the company for the benefit of its members as a whole, having regard to the matters set out in s.172(1)(a)–(f);
- the duty to exercise independent judgment;
- the duty to exercise reasonable care, skill and diligence;
- the duty to avoid conflicts of interest
- the duty not to accept benefits from third parties; and
- the duty to declare interest in proposed transactions or arrangements,

This Code supplements, but does not displace, these statutory duties. Directors should familiarise themselves with the full scope of their obligations under the CA 2006 and seek guidance from the Legal Team if they are uncertain as to how any duty applies in a particular situation

Directors and senior leaders are expected to lead by example, to demonstrate the standards set out in this Code in their own conduct and decision-making, and to foster a culture in which employees, officers, contractors and other personnel feel safe and supported in asking questions and raising concerns. Leaders must respond constructively and promptly when concerns are raised, and must help ensure that no person suffers detriment for speaking up in good faith.

Conflicts of Interest

Our employees, officers and directors have an obligation to conduct themselves in an honest and ethical manner and to act in the best interest of the Company. All employees, officers and directors should endeavor to avoid situations that present a potential or actual conflict between their interest and the interest of the Company.

A "conflict of interest" occurs when a person's private interest interferes in any way, or even appears to interfere, with the interests of the Company as a whole, including those of its subsidiaries and affiliates. A conflict of interest may arise when an employee, officer or director takes an action or has an interest that may make it difficult for him or her to perform his or her work objectively and effectively. A conflict of interest may also arise when an employee, officer or director (or a member of his or her family) receives improper personal benefits as a result of the employee's, officer's or director's position in the Company.

Although it would not be possible to describe every situation in which a conflict of interest may arise, the following are examples of situations that may constitute a conflict of interest:

- Working, in any capacity, for a competitor, customer or supplier while employed by the Company.
- Accepting gifts of more than modest value or receiving personal discounts (if such discounts are not generally offered to the public) or other benefits as a result of your position in the Company from a competitor, customer or supplier.
- Competing with the Company for the purchase or sale of property, products, services or other interests.
- Having an interest in a transaction involving the Company, a competitor, customer or supplier (other than as an employee, officer or director of the Company and not including routine investments in publicly traded companies).
- Receiving a loan or guarantee of an obligation as a result of your position with the Company.
- Directing business to a supplier owned or managed by, or which employs, a relative or friend.

Situations involving a conflict of interest may not always be obvious or easy to resolve. You should report actions that may involve a conflict of interest to the Legal team.

In order to avoid conflicts of interests, employees, officers and directors must disclose to the Legal Team any transaction or relationship that reasonably could be expected to give rise to such a conflict, and the General Counsel shall notify the Nominating and Corporate Governance Committee of any such disclosure that he or she considers constitutes a material conflict of interest.

In the event that an actual or apparent conflict of interest arises between the personal and professional relationship or activities of an employee, officer or director, the employee, officer or director involved is required to handle such conflict of interest in an ethical manner in accordance with the provisions of this Code.

In addition, directors have a duty to avoid situational conflicts of interest. Where a director has, or may have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, the director must disclose the nature and extent of that interest to the Board of Directors (or an authorized committee thereof). The Board may authorize such conflicts only where the Company's articles of association contain an enabling provision. Directors who are the subject of a conflict must be excluded from the quorum and vote on the relevant matter. The Company Secretariat shall maintain a register of directors' conflicts of interest, which shall be reviewed by the Board at regular intervals.

Declaration of Interest in Transactions

Directors are subject to a separate statutory obligation under ss.177 and 182 of the CA 2006 to declare any direct or indirect interest in a proposed or existing transaction or arrangement with the Company. A declaration of interest in a proposed transaction must be made at or before the board meeting at which the matter is first considered. Where a director becomes aware of an interest in an existing transaction or arrangement that has not previously been declared, the director must declare that interest as soon as reasonably practicable. Failure to comply with the obligation to declare an interest in an existing transaction is a criminal offence. Directors should ensure that all such declarations are recorded in the minutes of the relevant board meeting and should seek advice from the General Counsel if they are in any doubt as to whether a declaration is required.

Quality of Public Disclosures

The Company has a responsibility to provide full and accurate information in our public disclosures, in all material respects, about the Company's financial condition and results of operations. Our reports and documents filed with or submitted to the United States Securities and Exchange Commission and our other public communications shall include full, fair, accurate, timely and understandable disclosure, and the Company has established a Disclosure Committee consisting of senior management to assist in monitoring such disclosures. For more information, please refer to our Regulation FD Policy.

Compliance with Laws, Rules and Regulations

We are strongly committed to conducting our business affairs with honesty and integrity and in full compliance with all applicable laws, rules and regulations and our internal policies. No employee, officer or director of the Company shall commit an illegal or unethical act, or instruct others to do so, for any reason.

Compliance with this Code and Reporting of Any Illegal or Unethical Behaviour

All employees, directors and officers are expected to comply with all of the provisions of this Code and all applicable laws in the relevant country. The Code will be strictly enforced and alleged violations will be investigated and dealt with, including by subjecting persons who violate its provisions to corrective and/or disciplinary action, which may involve dismissal or removal from office. Violations of the Code that involve illegal behavior will be reported to the appropriate authorities.

Situations which may involve a violation of ethics, laws, rules, regulations or this Code may not always be clear and may require the exercise of judgement or the making of difficult decisions. Employees, officers and directors should promptly report any concerns about a violation of this Code to the People and Culture team and to the legal team representative for the entity involved.

The Director of People and Culture shall notify the General Counsel of any violation, and he or she shall notify the Nominating and Corporate Governance Committee as appropriate. Any concerns involving the Director of People & Culture should be reported directly to the General Counsel, who shall report it to the Nominating and Corporate Governance Committee as appropriate.

Reports may also be made confidentially, and if preferred anonymously, through the Company's independent external reporting line, which is available to all employees, officers, directors and contractors in each jurisdiction in which the Company operates. Contact details for the independent external reporting line, including local telephone numbers and the web reporting portal, are available on the Company intranet and displayed at each Company site. Reports made through the independent external reporting line are received by an independent third party and are referred to the Company for investigation in accordance with the Company's whistleblowing procedures and applicable local law.

The reporting procedures described here are in no way intended to prevent or restrict the reporting procedures provided for by applicable laws, in particular the laws applicable in the countries where the breaches have occurred or where the subsidiaries, employees, directors and officers involved are based.

An anonymous report should provide enough information about the incident or situation to allow the Company to investigate properly. If concerns or complaints require confidentiality, including keeping an identity anonymous, the Company will endeavor to protect this confidentiality, subject to applicable law, regulation or legal proceedings.

The Company encourages all employees, officers and directors to report any suspected violations promptly and intends to thoroughly investigate any good faith reports of violations. The Company will not tolerate any kind of retaliation for reports or complaints regarding misconduct that were made in good faith. Open communication of issues and concerns by all employees, officers and directors without fear of retribution or retaliation is vital to the successful implementation of this Code. All employees, officers and directors are required to cooperate in any internal investigations of misconduct and unethical behavior.

The Company recognizes the need for this Code to be applied equally to everyone it covers. The Company's Director of People and Culture will have primary authority and responsibility for the enforcement of this Code, subject to the supervision of the Nominating and Corporate Governance Committee, or, in the case of accounting, internal accounting controls or auditing matters, the Audit and Risk Committee of the Board of Directors, and the Company will devote the necessary resources to enable the Director of People and Culture to establish such procedures as may be reasonably necessary to create a culture of accountability and facilitate compliance with this Code. Questions concerning this Code should be directed to the People and Culture team.

The provisions of this section are qualified in their entirety by reference to the following section.

Reporting Violations to a Governmental Agency or Other Competent Authority

You have the right under relevant local applicable laws to certain protections for cooperating with or reporting legal violations to governmental agencies or entities and self-regulatory organizations. As such, nothing in this Code is intended to prohibit you from disclosing or reporting violations to, or from cooperating with, a governmental agency or entity or self-regulatory organization, and you may do so without notifying the Company. The Company may not retaliate against you for any of these activities, and nothing in this Code or otherwise requires you to waive any monetary award or other payment that might become entitled to from a governmental agency or entity, or self-regulatory organization.

These protections are available to all our employees in whichever jurisdiction they are located and work,. References in this section to governmental agencies or entities, self-regulatory organizations and federal, state or local law should be read as including the equivalent competent authorities, regulators, ombudsmen and laws of all jurisdictions in which the Company operates, and nothing in this Code limits or waives any right or protection available to you under applicable local law.

You understand that you have the right to:

- Report possible violations of state or federal law or regulation that have occurred, are occurring, or are about to occur to any governmental agency or entity, or self-regulatory organization;
- Cooperate voluntarily with, or respond to any inquiry from, or provide testimony before any self-regulatory organization or any other federal, state or local regulatory or law enforcement authority;
- Make reports or disclosures to law enforcement or a regulatory authority without prior notice to, or authorization from, the Company; and
- Respond truthfully to a valid subpoena.

You have the right to not be retaliated against for reporting, either internally to the Company or to any governmental agency or entity or self-regulatory organization, information which you reasonably believe relates to a possible violation of law. It is a violation of law to retaliate against anyone who has reported such potential misconduct either internally or to any governmental agency or entity or self-regulatory organization. Retaliatory conduct includes discharge, demotion, suspension, threats, harassment, and any other manner of discrimination in the terms and conditions of employment because of any lawful act you may have performed. It is unlawful for the company to retaliate against you for reporting possible misconduct either internally or to any governmental agency or entity or self-regulatory organization.

Notwithstanding anything contained in this Code or otherwise, and subject to applicable law, you may disclose confidential Company information, including the existence and terms of any confidential agreements between yourself and the Company (including employment or severance agreements), to any governmental agency or entity or self-regulatory organization.

The Company cannot require you to withdraw reports or filings alleging possible violations of federal, state or local law or regulation, and the Company may not offer you any kind of inducement, including payment, to do so.

Your rights and remedies as a whistleblower protected under applicable whistleblower laws, including a monetary award, if any, may not be waived by any agreement, policy form, or condition of employment, including by a pre-dispute arbitration agreement.

Even if you have participated in a possible violation of law, you may be eligible to participate in the confidentiality and retaliation protections afforded under applicable whistleblower laws, and you may also be eligible to receive an award under such laws.

Equal Opportunity, Non-Discrimination and Fair Employment

The Company's policies for recruitment, advancement and retention of employees forbid discrimination on the basis of any criteria prohibited by law, including but not limited to ethnicity, sex and age. Our policies are designed to ensure that employees are treated, and treat each other, fairly and with respect and dignity. In keeping with this objective, conduct involving discrimination or harassment of others will not be tolerated. All employees, officers and directors are required to comply with the Company's approach on equal opportunity, non-discrimination and fair employment.

Compliance with Antitrust Laws

The antitrust laws prohibit agreements among competitors on such matters as prices, terms of sale to customers and the allocation of markets or customers. In some jurisdictions, they also prohibit the abuse of dominant positions or market abuse. Antitrust laws can be complex, and violations may subject the Company and its employees to criminal sanctions, including fines, jail time and civil liability. If you have any questions about our antitrust compliance policies, consult the Legal team.

Political Contributions and Activities

Any political contributions made by or on behalf of the Company and any solicitations for political contributions of any kind must be lawful and in compliance with Company policies. This policy applies solely to the use of Company assets and is not intended to discourage or prevent individual employees, officers or directors from making political contributions or engaging in political activities on their own behalf. No one may be reimbursed directly or indirectly by the Company for personal political contributions. In addition, Part 14 of the CA 2006 prohibits a UK company from making political donations exceeding £5,000 in aggregate in any 12-month period, or incurring political expenditure, without prior shareholder authorization by ordinary resolution. Any political donation or expenditure by the Company therefore requires prior shareholder approval. Directors who authorize non-compliant payments may incur personal liability under s.369 of the CA 2006.

Other regulations specific to each country in which the Company operates apply and restrict or regulate political contributions and activities. Compliance with these regulations is mandatory for the Company and its employees, directors and officers, which are invited to contact the legal team in respect of any such matters.

Environment, Health and Safety

We are committed to conducting our business in compliance with all applicable environmental and workplace health and safety laws and regulations. We strive to provide a safe and healthy work environment for our employees and to avoid adverse impact and injury to the environment and the communities in which we conduct our business. Achieving this goal is the responsibility of all officers, directors and employees.

Nuclear safety is our overriding priority. Safety takes precedence over production, schedule and cost, and no business objective justifies compromising the safety of our people, the public, the environment or our facilities.

We are committed to fostering and sustaining a strong safety culture. Every employee, officer, director and contractor is empowered, and expected, to contribute to that culture. A questioning attitude is encouraged: no one should assume that an activity is safe simply because it reflects established practice, and everyone is expected to challenge assumptions, ask questions and raise concerns without fear of retaliation or detriment of any kind.

All employees, officers, directors and contractors must comply with all applicable environmental, health, safety and nuclear laws and regulations, with the conditions attaching to the Company's site, operating and other nuclear licences and permits, and with all Company policies and procedures relating to safety, including the Company's Safety Policy.

Everyone covered by this Code is required to report hazards, errors, near misses and safety concerns promptly, and is expected to intervene and to stop work where they identify unsafe conditions or behaviour that could jeopardise safety. Prompt and candid reporting of errors and near misses is essential to learning and continuous improvement, and no one will be penalised for raising a safety concern, or for stopping work, in good faith.

Our requirements in relation to a drug-free and violence-free workplace form an integral part of our safety culture and are set out under "Drug-Free, Violence-Free Workplace" below.

Dealings with the Community

We are committed to being a responsible member of, and recognize the mutual benefits of engaging and building relationships with, the communities in which we operate. Wherever the Company operates, we strive to make a positive and meaningful contribution to the surrounding community and to ensure the distribution of a fair share of benefits to all stakeholders impacted by its activities, including the surrounding community. We strongly encourage our employees to play a positive role in the community.

Doing Business with Others

We strive to promote the application of the standards of this Code by those with whom we do business. Our policies, therefore, prohibit the engaging of a third party to perform any act prohibited by law or by this Code, and we shall avoid doing business with others who intentionally and continually violate the law or the standards of this Code.

Modern Slavery and Human Trafficking

The Company has a zero-tolerance approach to modern slavery and human trafficking in all its forms, including slavery, servitude, forced and compulsory labor and human trafficking. We are committed to acting ethically and with integrity in all our business dealings and relationships, and to implementing and enforcing effective systems and controls to ensure that modern slavery is not taking place anywhere in our business or supply chains. As a UK company with a turnover exceeding the relevant statutory threshold, the Company is required to publish an annual modern slavery statement under s.54 of the Modern Slavery Act 2015, setting out the steps taken to ensure that modern slavery is not occurring in its business or supply chains. All employees, officers and directors are expected to report any concerns or suspicions of modern slavery in any part of our business or supply chain to the Legal team immediately.

Accuracy of Company Financial Records

We maintain the highest standards in all matters relating to accounting, financial controls, internal reporting and taxation. All financial books, records and accounts must accurately reflect transactions and events and conform both to required accounting principles and to the Company's system of internal controls. Records shall not be distorted in any way to hide, disguise or alter the Company's true financial position.

Communication and Retention of Records

All Company business records and communications shall be clear, truthful and accurate. Employees, officers and directors of the Company shall avoid exaggeration, guesswork, legal conclusions and derogatory remarks or characterizations of people and companies. This applies to communications of all kinds, including email and "informal" notes or memos. Records should always be handled according to the Company's record retention policies. If an employee, officer or director is unsure whether a document should be retained, consult the Legal team and our Data Protection Officer before proceeding.

Anti-Money Laundering

We are committed to preserving our reputation in the financial community by assisting in efforts to combat money laundering and terrorist financing. Money laundering is the practice of disguising the ownership or source of illegally obtained funds through a series of transactions to “clean” the funds so they appear to be proceeds from legal activities.

We have adopted measures to reduce the extent to which the Company’s facilities, products and services can be used for a purpose connected with market abuse or financial crimes. Additionally, where necessary, we screen customers, potential customers and suppliers to ensure that our products and services cannot be used to facilitate money laundering or terrorist activity. If you have any questions about our internal anti-money laundering process and procedure, consult the Legal team.

Sanctions and Export Controls

We comply with all economic and trade sanctions and export control laws applicable to our business, including those administered by the United States (including by the Office of Foreign Assets Control), the United Kingdom (including by the Office of Financial Sanctions Implementation) and the European Union and its member states.

Before the Company enters into any relationship with a new customer, supplier, agent, distributor, joint venture partner or other counterparty, employees must ensure that the required sanctions and ownership screening checks have been completed in accordance with Company procedures. Screening must be repeated periodically and whenever there is a material change in the relationship or in the applicable sanctions lists.

Under no circumstances may any employee, officer or director conduct business with, or otherwise make funds, economic resources, goods, technology or services available directly or indirectly to, any individual or entity that is designated under US, UK or EU sanctions, that is owned or controlled by any such person, or that is located in a comprehensively sanctioned territory. Any actual or suspected breach of sanctions, or any attempt by a counterparty to evade sanctions or export controls, must be reported to the Legal team immediately.

Prevention of the Facilitation of Tax Evasion

The Company is liable for a corporate criminal offence where a person associated with the Company criminally facilitates tax evasion, unless the Company can demonstrate that it had reasonable prevention procedures in place. All employees, officers and directors are strictly prohibited from engaging in, or facilitating, tax evasion of any kind, whether of UK or foreign taxes. This includes knowingly or recklessly assisting another person to evade tax or turning a blind eye to the facilitation of tax evasion by others. Any concerns regarding potential facilitation of tax evasion should be reported immediately to the Legal team.

Social Media

Unless you are authorized by the communications department, you are discouraged from discussing the Company as part of your personal use of social media. While business should only be conducted through approved channels, we understand that social media is used as a source of information and as a form of communicating with friends, family and workplace contacts.

When you are using social media and identify yourself as a Company employee, officer or director or mention the Company incidentally, for instance on a Facebook page or professional networking site, please remember the following:

- Never disclose confidential information about the Company or its business, customers or suppliers.
- Make clear that any views expressed are your own and not those of the Company.
- Remember that our obligations in respect of Equal Opportunity, Non-Discrimination and Fair Employment applies to social media sites.
- Be respectful of your colleagues and all persons associated with the Company, including customers and suppliers.
- Promptly report to the communications department any social media content which inaccurately or inappropriately discusses the Company.
- Never respond to any information, including information that may be inaccurate about the Company.

- Never post documents, parts of documents, images or video or audio recordings that have been made with Company property or of Company products, services or people or at Company functions or events without prior authorization from the Communications Department.

When in doubt, before posting any information, you are required to confirm with the communications department whether posting is authorized

Professional Networking

Online networking on professional or industry sites, such as LinkedIn, has become an important and effective way for colleagues to stay in touch and exchange information. Employees, officers and directors should use good judgement when posting information about themselves or the Company on any of these services.

What you post about the Company or yourself will reflect on all of us. When using professional networking sites, you should observe the same standards of professionalism and integrity described in our code and follow the social media guidelines outlined above.

Drug-Free, Violence-Free Workplace

The use of alcohol and drugs can impair your ability to work effectively and productively and, in a nuclear environment, can endanger you, your colleagues, the public, the environment and our facilities. You may not consume alcohol during working hours save for at approved Company functions held away from operational sites, or with appropriate authorization, you may not drink alcohol on Company premises.

You are prohibited from consuming alcohol or any other drug, whether legal or illegal, while at work on any Company site or while otherwise performing work for the Company, other than a pharmaceutical drug that has been prescribed to you and that has been notified and approved in accordance with the Company's drug and alcohol policy. You must not report for work, or remain at work, while under the influence of alcohol or any other drug, and you are prohibited from working while your performance is, or may be, impaired by alcohol or any other drug. Additionally, you may not possess alcohol or any non-pharmaceutical drugs on Company premises or at work-related functions. The Company may carry out drug and alcohol screening in accordance with the Company's drug and alcohol policy and applicable law.

We strictly prohibit acts of hostility, intimidation or violence towards others in the workplace and in places where our business is being conducted. You may not bring firearms, explosives or any other weapons onto Company premises, or to any work-related setting, regardless of whether you are licensed to carry such weapons.

Government Inquiries

The Company cooperates with government agencies and authorities. Forward all requests for information, other than routine requests, to the Government Affairs and Legal teams immediately to ensure that we respond appropriately.

All information provided must be truthful and accurate. Never mislead any investigator. Do not ever alter or destroy documents or records subject to an investigation.

Waivers and Amendments

Any waiver (including any implicit waiver) of the provisions in this Code for executive officers or directors may only be granted by the Board of Directors or a committee thereof and will be promptly disclosed to the Company's shareholders. Any such waiver will also be disclosed in the Company's annual report on Form 20-F. Any waiver of this Code for other employees may only be granted by the Legal team. Amendments to this Code must be approved by the Board of Directors and will also be disclosed in the Company's annual report on Form 20-F.

Trading on Inside Information

Using non-public Company information to trade in securities, or providing a family member, friend or any other person with non-public Company information, is illegal. All non-public, Company information should be considered inside information and should never be used for personal gain. You are required to familiarize yourself and comply with the

Company's Policy Against Insider Trading, copies of which are distributed to all employees, officers and directors and are available from the Legal team. You should contact the Legal team with any questions about your ability to buy or sell securities.

In addition to US securities laws, personnel should be aware that directors and senior managers of a UK company may also be subject to the UK insider dealing regime under Part V of the Criminal Justice Act 1993 in relation to dealings on any regulated market or through a professional intermediary.

Protection of Confidential Proprietary Information

Confidential proprietary information generated by and gathered in our business is a valuable Company asset. Protecting this information plays a vital role in our continued growth and ability to compete, and all proprietary information should be maintained in strict confidence, except when disclosure is authorized by the Company or required by law.

Proprietary information includes all non-public information that might be useful to competitors or that could be harmful to the Company, its customers or its suppliers if disclosed. Intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, research and new product plans, objectives and strategies, records, databases, salary and benefits data, employee medical information, customer, employee and suppliers lists and any unpublished financial or pricing information must also be protected.

Unauthorized use or distribution of proprietary information violates Company policy and could be illegal. Such use or distribution could result in negative consequences for both the Company and the individuals involved, including potential legal and disciplinary actions. We respect the property rights of other companies and their proprietary information and require our employees, officers and directors to observe such rights.

Your obligation to protect the Company's proprietary and confidential information continues even after you leave the Company, and you must return all proprietary information in your possession upon leaving the Company.

The provisions of this section are qualified in their entirety by the section entitled "Reporting Violations to Governmental Agencies" above.

Protection and Proper Use of Company Assets

Protecting Company assets against loss, theft or other misuse is the responsibility of every employee, officer and director. Loss, theft and misuse of Company assets directly impact our profitability, safety and security. Any suspected loss, misuse or theft should be reported to a manager/supervisor. Where the asset concerned is an IT asset, or contains or provides access to Company systems or data, the incident must also be reported immediately to the IT Department and, where personal data may be affected, to a Data Protection Officer, so that the Company can contain the incident and comply with any applicable breach notification obligations.

The sole purpose of the Company's equipment, vehicles, supplies and electronic resources (including hardware, software and the data thereon) is the conduct of our business. They may only be used for Company business consistent with Company guidelines.

Corporate Opportunities

Employees, officers and directors are prohibited from taking for themselves business opportunities that are discovered through the use of corporate property, information or position. No employee, officer or director may use corporate property, information or position for personal gain, and no employee, officer or director may compete with the Company. Competing with the Company may involve engaging in the same line of business as the Company or any situation in which the employee, officer or director takes away from the Company opportunities for sales or purchases of property, products, services or interests. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Fair Dealing

Each employee, officer and director of the Company should endeavor to deal fairly with customers, suppliers, competitors, the public and one another at all times and in accordance with ethical business practices. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. No bribes, kickbacks, facilitation payments or other similar payments or benefits in any form shall be offered, promised, given, solicited or accepted, directly or indirectly, to or from any person, including any government or other public official, for the purpose of obtaining or retaining business or securing any other improper advantage or favorable action. Bribery, including the bribery of a public official, is a criminal offence and is treated by the Company as gross misconduct. Any employee, officer or director who engages in such conduct will be subject to disciplinary action up to and including summary dismissal or removal from office, and the Company will report the matter to the appropriate authorities where required or otherwise appropriate, in addition to any civil or criminal liability of the Company and of the individuals involved.

Occasional business gifts to, or entertainment of, non-government employees in connection with business discussions or the development of business relationships are generally deemed appropriate in the conduct of Company business. However, these gifts should be given infrequently and their value should be modest. Gifts or entertainment in any form that would likely result in a feeling or expectation of personal obligation should not be extended or accepted. All gifts and hospitality, whether given or received, must comply with the thresholds, approval requirements and recording obligations set out in the Company’s Gifts and Hospitality Policy.

Practices that are acceptable in a commercial business environment may be against the law or the policies governing national or local government employees. Therefore, no gifts or business entertainment of any kind may be given to any government employee without the prior written approval of the General Counsel (or another member of the Legal team nominated by the General Counsel) and the Chief Executive Officer or Chief Operating Officer. Approval may not be given by a manager or supervisor below that level of seniority, and every such approval must be recorded in the Company’s gifts and hospitality register.

Except in certain limited circumstances, the United States Foreign Corrupt Practices Act (the “**FCPA**”) prohibits giving anything of value directly or indirectly to any “non-U.S. official” for the purpose of obtaining or retaining business. When in doubt as to whether a contemplated payment or gift may violate the FCPA, contact the Legal team before taking any action.

In addition, the UK Bribery Act 2010 (the “**Bribery Act**”) prohibits bribery of both public officials and private persons and has broad extraterritorial application. The Bribery Act creates a corporate offence of failure to prevent bribery, under which the Company may be held strictly liable unless it can demonstrate that it had “adequate procedures” in place to prevent bribery. All employees, officers and directors must ensure that they do not engage in any form of bribery or corruption, whether directly or through third parties. Any questions regarding the application of the Bribery Act or the Company’s anti-bribery procedures should be directed to the Legal team.

Review

The Nominating and Corporate Governance Committee shall review this Code annually and recommend changes as appropriate to the Board for approval.