



**delamode**  
International Logistics



# CODE OF CONDUCT

Delamode Group

# Contents

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1. **Index**
2. **Statement from Stephen Blyth, Delamode Group Chairman**
3. **Ethical statement**
4. **What is the code of conduct?**
5. **Business ethics**
  - Bribery
  - Gifts and payments
  - Company property and assets
  - Conflicts of interest
  - Charitable donations
  - Competition
  - Money laundering
  - Whistleblowing
  - Social media
  - Data protection
  - Dignity at work
6. **Human Rights**
  - Equal human rights
  - Health & Safety
7. **Environmental commitment**
  - Carbon footprint reduction
  - Supplier selection
8. **How to raise a concern?**
  - Anonymity & Confidentiality
  - Investigations
  - Make false accusations
  - Compliance Department

# INTRODUCTION

## from the Chairman

Welcome to the code of conduct for the Delamode Group. This document outlines the basic rules we must all follow and explains how our values should guide all of our daily working conduct and decisions.

Our code of conduct provides information on where to find more detailed standards and guidance on particular subjects. Furthermore, it helps us do the right thing when we are faced with difficult decisions. This builds trust and has a positive effect on all our internal and external stakeholders that we engage with.

As we operate in an international market place the local laws will vary from country to country and we must always comply with them. To be a trusted company we need to work to a consistent and higher set of standards and follow them in everything we do and say, every day, everywhere we work.

All of us within the Delamode Group are duty bound to follow and uphold our code of conduct – and we must all remember that failure to do so can put the Group and ourselves at risk.

If you ever find yourself in a situation where you are concerned that this code of conduct is not being followed, or simply feel unsure about an element of the code of conduct, it is imperative that you share your concern straightaway. At the end of this document you will find the details of how you can raise any concerns.

Our brand reputation and future success rests on each of us taking personal responsibility for putting our code of conduct into practice.

Together we can show our stakeholders that our company is committed to and united by a strong set of values – resulting in a company of which we are all proud to be a part.

At all times we must SAY what is true and DO what is right.

Our values:

1. Respect
2. Integrity
3. Responsibility
4. Teamwork
5. Excellence
6. Innovation



STEPHEN BLYTH - CHAIRMAN DELAMODE GROUP

### (3) Ethical Statement

Delamode's principles and code of conduct are intended to document and guide the expectations of responsibility and integrity. Exemplary ethical conduct is vital in our relationships with all our stakeholders – employees, customers, partners and suppliers.

The Group's current reputation has been earned over a long period of time. It reflects our commitment to complying with all applicable international and national laws and regulations. It also reflects the high standards of business conduct and ethics used by the Company and our personnel in dealing with our customers, suppliers, vendors, governments, local communities, the public and fellow employees.

In order to maintain this tradition of excellence, all the Group's employees must continue to adhere to high ethical standards and behave lawfully when engaging in business conduct.

This is a fundamental obligation of every employee and is consistent with each employee's personal responsibility for helping to preserve and strengthen the Company's reputation amongst all its stakeholders.

Lawful and ethical business practice is an essential element of the Company's overall business philosophy and must be followed in all business relationships and dealings.

Every employee of the Group must endeavour to:

- Promote the best interests of the Group.
- Foster the Vision, Mission and Values of the Group.
- Preserve our external stakeholder's respect and confidence in Delamode.
- Demonstrate personal integrity, honesty and responsibility in all actions.
- Provide an environment of mutual respect and collaboration.
- Maintain confidentiality in all matters deemed confidential.
- Ensure that relationships that constitute or could be perceived as conflicts of interest are fully and properly disclosed and appropriate processes are followed.
- Collectively comply at all times with the policies and procedures of the Group and applicable national laws and regulations.



## (4) What is the code of conduct?

### Who should follow the code of conduct?

The code of conduct applies to every employee within the Group, including country and Group Board members. The code of conduct is briefed to employees during their induction process, employees also have an obligation to frequently familiarise themselves with this code of conduct and company policies and practices related to their positions, and the country or countries in which they operate.

### Is the code of conduct comprehensive?

The code of conduct does not address every conceivable kind of business practice and behavior. The code of conduct is intended to communicate clearly what is, at a minimum, expected of the Group's employees. To ensure adherence to the code of conduct and all applicable laws and regulations, the Company provides code of conduct guidance in inductions. If you are unclear with any aspect of the code of conduct, please contact Kenneth Mercieca, Group Compliance Officer.

### If you have doubt, ask before acting

Questions concerning ethical or legal conduct will inevitably arise in the normal course of business. It is the responsibility of each employee to contact his/her line manager and/or the Compliance Officer before taking any action that may have ethical or legal consequences for the Company. This code of conduct is intended to serve as a general guideline for the conduct of personnel. The Group retains the right, at its sole discretion, to change any policy, procedure, term or working condition at any time and in any manner, to the extent permitted by law.

### How is the code of conduct enforced?

Any personnel found to have violated any provision of this code of conduct will be subject to disciplinary actions, including termination of employment. All line managers shall ensure that this code of conduct is enforced consistently through appropriate disciplinary measures, including termination of employment, and shall promptly report any violations or suspected violations to the Compliance Officer. Violations include not only a failure to comply with applicable laws and regulations, but also a failure by responsible management to detect, report, and/or correct any offence. Violations of applicable laws and regulations may also be referred for criminal prosecution.

### What is expected of us all?

Due to the nature of the markets Delamode operates in, the business engages with a variety of people and organisations with diverse cultures. Our brand image depends on how employees conduct themselves in this business environment. There is no substitute for personal integrity and sound judgement. When faced with a difficult situation, consider these questions:

1. Is my action or decision legal?
2. Does it comply with the spirit of this code of conduct and other Group policies?
3. Is it right and free of any personal conflicts of interest?
4. Could my action or decision withstand public review? What would it look like in the media? (social media, trade magazines, radio, TV or newspapers)
5. Will my action or decision protect Delamode's reputation as a company with high ethical standards?

If the answer to each question is "yes", the action or decision complies with the following principles of conduct and is most likely the correct one. If you are not sure, ask your line manager or the Compliance Officer. And keep asking until you are sure!

### What is expected of managers?

Managers should at all times promote a culture of ethics and compliance and appropriate conduct.

As a manager, you should:

- Ensure that the people you supervise understand their responsibilities under the code of conduct and other company policies.
- Make opportunities to discuss the code of conduct and reinforce the importance of ethics and compliance with employees.
- Create an environment where employees feel comfortable raising concerns without fear of retaliation.
- Consider conduct in relation to the code of conduct and other Company policies when evaluating employees.
- Never encourage or direct employees to achieve business results at the expense of ethical conduct or compliance with the code of conduct or the law.
- Always act to stop violations of the code of conduct and the law by those you supervise.



## (5) Business ethics



### Bribery

Bribery is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate, implementing and enforcing effective systems to counter bribery and corruption.

We commit to upholding all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. For example, we remain bound by UK laws, including the Bribery Act 2010, in respect of our conduct both at home and abroad.

We have a detailed Anti-corruption and Bribery policy in place on which all employees are briefed on and commit to abiding to.

- Our employees or anyone acting for us must never offer, solicit, promise, give or accept a bribe, kickback or any other improper payment – including 'facilitation' payments.
- We comply with all laws and regulations that prohibit bribery and corruption, and we do everything we can to make sure our suppliers, contractors and partners do the same.
- All business partners who represent or act on behalf of Delamode are asked to comply with applicable bribery and corruption laws.

The prevention of bribery includes, but is not limited to, the transfer of gifting of assets and monetary amounts.

### Offering a bribe

You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

### Receiving a bribe

A supplier gives your family member a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

### Bribing a foreign official

You arrange for the business to pay an additional "facilitation" payment to a foreign official to speed up an administrative process, such as clearing our goods through customs. The offence of bribing a foreign public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

## Facilitation payments

Delamode does not make, and will not accept, facilitation payments or "kickbacks" of any kind.

Facilitation payments, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official). They are not common in the UK, but are common in some other jurisdictions in which we operate.

Kickbacks are typically payments made in return for a business favour or advantage.

Employees must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If asked to make a payment on our behalf, always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. Always ask for a receipt that details the reason for the payment. Any suspicions, concerns or queries regarding a payment, should be raised with the Compliance Officer.

## Conflicts of interest

Delamode considers a conflict of interest to be if an employee's personal, social, financial or political activities interfere with their decision making and/or loyalty to the Group.

Employees are encouraged to disclose any relationships with persons or companies with whom Delamode does business with and could lead to a conflict of interest.

### Conflict of interest example:

An employee who is responsible for sourcing suppliers, favours a company with which they have a family connection over other suppliers.

## Gifts, hospitality and expenses

Delamode recognises that entertainment and hospitality is considered common practice and is seen as the process of developing business relationships. Delamode's policy allows for reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

- establishing or maintaining good business relationships;
- improving or maintaining our image or reputation; or
- marketing or presenting our products and/or services effectively.

The presenting and accepting of gifts is allowed if the following requirements are met:

- it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- it is given in our name, not in your name;
- it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in the UK it is customary for small gifts to be given at Christmas;
- it is given openly, not secretly; and
- it complies with any applicable local law.

Reimbursing a third party's expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.



### Charitable donations

Delamode actively supports local and relevant charities. Support and donations, such as, services, materials and monetary donations are all acceptable as long as they are reasonable and approved by the Compliance Officer in the first instance.

We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Compliance Officer.

### Competition

Delamode commits to abiding to all national legislation and prohibits any form or level of price-fixing agreements and other collusive agreements, which could prevent and restrict fair competition within the market place:

### Money laundering

Money laundering is the process of concealing illicit funds or making them look as though they are legitimate. This includes concealing the criminal origin of money or other property – sometimes called the proceeds of crime – within legitimate business activities.

We will always comply with anti-money laundering laws and regulations. We never condone, facilitate or support money laundering.

### Media (including Social media)



When using social media, whether for personal or permitted business reasons and whether during or outside of work, employees must follow the general principles below:

- Never act as an unauthorised spokesperson for Delamode;
- Never discuss or disclose any confidential financial information or other non-public proprietary company information or any confidential information regarding Delamode's clients, shareholders, employees, suppliers or business partners;
- Remember that Delamode's workplace values and standards apply to your online activities, including refraining from harassment or retaliatory actions of any kind;
- Respect the laws regarding copyrights, trademarks, rights of publicity and other third-party rights;
- Do not infringe on Delamode logos, brand names, taglines, slogans or other trademarks.

### Data protection

Employees must not disclose any form of information that is not known to the general public for personal gain and/or benefit.

Employees must adhere to the Company's policy concerning personal data of our customers, employees and suppliers. The collection and use of personal data must always be in line with Company guidelines and policies and where relevant, applicable laws.

### Dignity at work

The Company requires all employees to treat each other with dignity and respect and to understand that behaviour that they may find acceptable may not be regarded as such by others.

Each employee is required to contribute to an environment of respect that precludes any kind of harassment, including workplace bullying, unwelcome sexual advances, unwanted physical contact, inappropriate propositions or a working environment tainted with harassing jokes, words or demeaning comments.

The Company does not accept harassment or bullying of any employee whether these acts are committed by other employees, workers or third parties. Nor will the Company accept any acts of harassment or bullying by employees against members of the public. All allegations and complaints will be investigated and appropriate action taken. In the event that an employee has harassed or bullied another employee, then appropriate disciplinary action will be taken.

The making of a false or malicious complaint of harassment or bullying will be regarded as a serious breach of procedures and the disciplinary procedure will be invoked against the complainant.

Bullying is the exercise of power over another person through negative acts or behaviours that undermine them personally and/or professionally.

Bullying can be threatening, insulting, offensive, abusive, malicious or intimidating behaviour which places inappropriate pressure on the recipient or has the effect of isolating or excluding them. Bullying can take the form of shouting, sarcasm, derogatory remarks concerning job performance, or constant criticism.



## (6) Human rights

### Equal human rights

Delamode employees are its key asset and it is essential that everyone is treated with dignity and equality. As a result Delamode is committed to complying with all internationally proclaimed human right laws.

The Company strives to be an equal opportunities employer in all respects and in compliance with the Equality Act 2010. No job applicant, employee or worker will receive less favourable treatment in terms of direct or indirect discrimination, harassment or victimisation on the grounds of the nine protected characteristics as defined by the Equality Act 2010.



- Delamode is against all forms of forced employment and working conditions.
- Delamode does not employ children and recognises the framework on minimum working age for children outlined by the ILO Conventions.
- Employee remuneration packages meet statutory or outlined national minimum wage conditions.
- Delamode complies with national legislation employee working hours.

### Health & Safety

Delamode recognises its employees as a key asset and we firmly believe that the wellbeing and safety of all employees is of fundamental importance.

Delamode is committed to ensuring a healthy and safe working environment is achieved at all times, preventing accidents at work, avoiding work related sickness and establishing a workplace where employees are not exposed to unnecessary risks.

All Delamode's Managers and Supervisors have a responsibility for the safety and wellbeing of employees, providing guidance and instructions and ensuring these are observed at all times.

Delamode employees themselves must also take a responsibility for their own safety when carrying out their working activities, complying with all company safety regulations and exercise correct measures to contribute to the prevention of risks and accidents.



## (7) Environmental commitment



### Carbon footprint reduction

With transport and logistics being the second largest contributor towards global CO<sub>2</sub> emissions, it is important that we have a positive environmental attitude and take on a share of responsibility to reduce carbon emissions arising from our activities.

The key points of our strategy to achieve this include the below:

- Minimise waste by evaluating operations and ensuring they are as efficient as possible;
- Minimise carbon emissions through the selection and use of its fleet and the source of its power requirements;
- Actively promote recycling both internally and amongst its customers and suppliers;
- Source and promote a product range to minimise the environmental impact of both production and distribution;
- Utilise electric counterbalances forklifts for warehouse operations;
- Installation of renewable energy sources on warehouse facilities;
- Photovoltaic (PV) systems installed at UK warehouse facility;
- Meet or exceed all the environmental legislation that relates to the Company;
- Prioritise equipment and vehicles which minimise carbon emissions (Euro 5 equipment).

### Transport load optimisation

As a priority, we source and monitor the use of low emission vehicles. We continually develop our route planning and vehicle monitoring to improve load optimisation, ensuring vehicles are moving at full capacity where possible and reduce transport miles. Through our Pan European operation we proactively allocate or procure local vehicles to available cargoes, which significantly reduces potential empty running of vehicles. Avoiding congestion and reducing idle time are key areas we promote with our own vehicles and suppliers, which further assist in the reduction of emissions.

### Sustainable Carrier Management System

To support our transport operations we have in place a sophisticated Carrier Management System to manage the Company's large database of carriers. All carriers on the system are fully vetted and verified. As part of this process carriers must provide evidence of their relevant insurances and agree to abide to our supplier terms and conditions.

The system plays a pivotal role in our commitment to minimise carbon footprint as it allows our operators to seamlessly identify and deploy the most appropriate equipment to meet a customer's freight requirement. The system will present to the user all the most suitable carriers in terms of a

defined set of inputted criteria – for example: carrier rating, vehicle and equipment type, geographical location and coverage, mileage considerations, load capacity, and rates. Subsequently, the tool highlights the carrier(s) and routes that offer the least environmental footprint impact for the delivery of goods.

### Recycling

As a warehouse logistics service provider, Delamode performs a number of tasks including the handling of unwanted packaging and associated materials. We proactively segregate any waste materials in the form of cardboard and metal recycling, as well as providing pallet restoration to reduce our general waste that impacts on emission levels.

### Commuting and Travel

If purchasing company vehicles, we limit the carbon emissions to the lowest levels practicable and regularly review technological advances of vehicle manufacturers. When we visit clients in City locations, we try where possible to use the railway network.

### Supplier vetting and selection

Every Delamode supplier is selected following a rigorous vetting process. Our vetting process outlines what we consider as acceptable and appropriate business conduct from our suppliers and guides them to the conduct they must follow when working with and supplying services on behalf of the group.



## (8) How to raise a concern?

### Whistleblowing

Whistleblowing encourages and enables employees to raise any serious concerns they may have, rather than overlooking a problem. Serious concerns include: criminal activity; not complying with legal requirements; miscarriages of justice; bribery occurrences; putting colleagues, clients and members of the public at risk; and damage to the environment.

As a business we are committed to ensuring the highest possible standards of openness and reassurance for our employees.

We openly encourage all employees, and associated stakeholders, who have serious concerns about an employee's conduct, to come forward and report this to our Group Compliance Officer.

### Anonymity & Confidentiality

Should you become aware of a potential issue of compliance with this Code of Conduct, we encourage you to raise this. All reports of a breach of the Code of Conduct will be kept confidential. No employee will be disadvantaged in any way for any efforts made in good faith to report a potential issue regarding compliance with this Code of Conduct. For the sake of an open working environment and a more efficient follow-up to your report, we encourage you to identify yourself when reporting a possible violation. However, should you find it necessary to make an anonymous report, we will also accept such reports.

If you are unsure what to do, or have doubt about a situation, please follow the flowchart on the next page to help guide you to your decision.

### Investigations

If required by the applicable law, information regarding the identity of the employee reporting a possible violation must, however, be disclosed to the relevant persons or authorities involved in an investigation or subsequent judicial proceedings under certain circumstances.

### Making False Accusations

The Company will protect any employee who raises a concern honestly, but it is a violation of the Code to knowingly make a false accusation, lie to investigators, or interfere or refuse to cooperate with a Code investigation. Honest reporting does not mean that you have to be right when you raise a concern; you just have to believe that the information you are providing is accurate.

### Compliance Department

Delamode Compliance department is available to answer any questions about our Code or compliance policies, or to discuss any concerns you may have about potential Code violations.



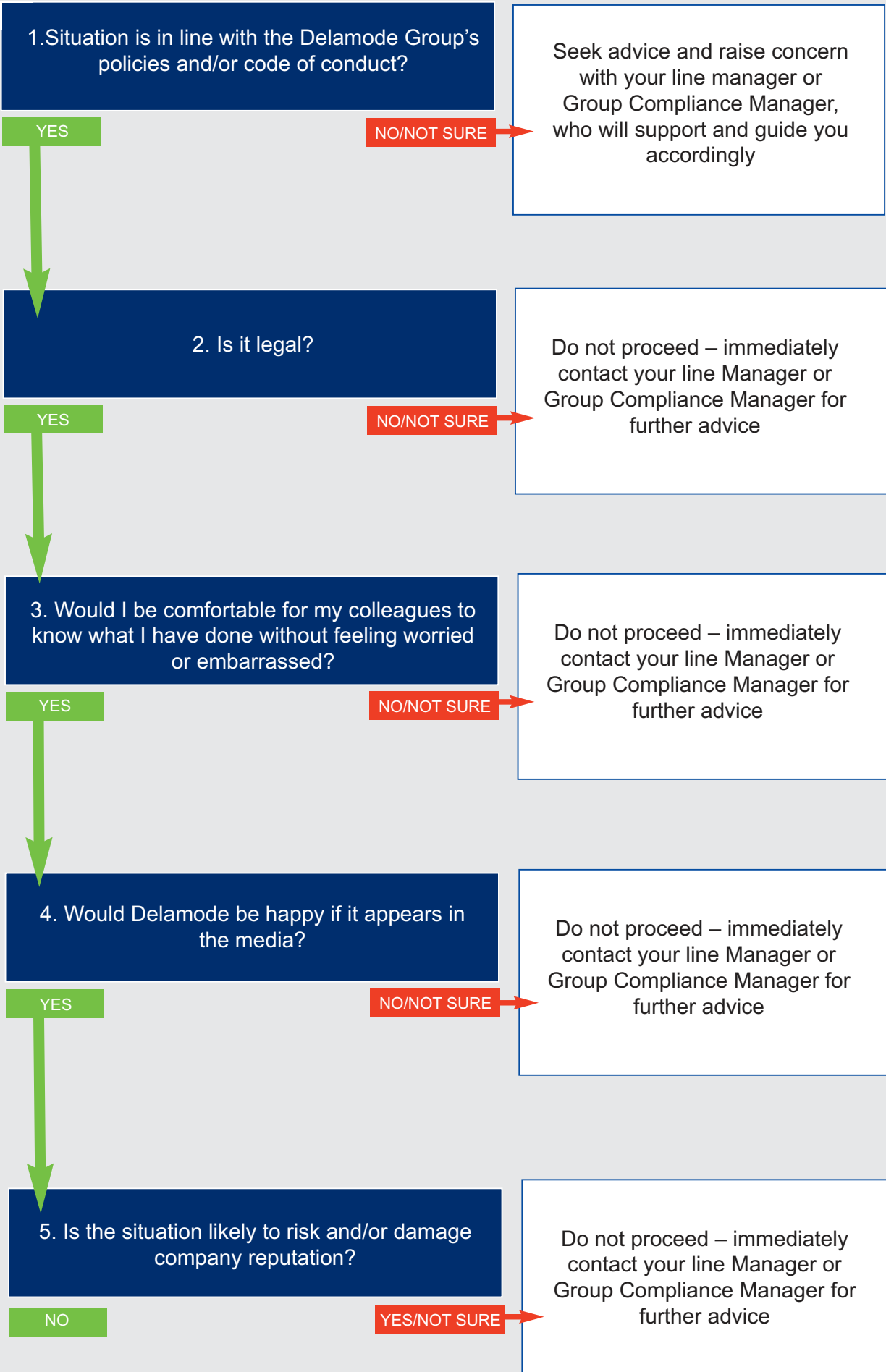
**KENNETH MERCIECA**  
Group Compliance Officer

To contact the Compliance Officer:

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E-mail: [compliance@delamode-group.com](mailto:compliance@delamode-group.com)

Mailing address:  
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If you are unsure what to do, or have doubt about a situation, please follow this flowchart to help guide you to your decision:





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