

# ETHICS & BUSINESS INTEGRITY

## POLICY

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### Policy Statement

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Carmichael<sup>UK</sup> is committed to the practice of responsible corporate behaviour. Through our business practices we seek to protect and promote the human rights and basic freedoms of all employees and agents. Further we are committed to protecting the rights of all of those whose work contributes to the success of the Company, including those employees and agents of suppliers to the Company. This policy is non-exhaustive, and all aspects of the Company's business should be considered in the spirit of this policy.

### Human Rights

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- Carmichael<sup>UK</sup> is vehemently opposed to the use of slavery in all forms; cruel, inhuman or degrading punishments; and any attempt to control or reduce freedom of thought, conscience and religion.
- We will ensure that all of our employees, agents and contractors are entitled to their human rights as set out in the Universal Declaration of Human Rights.
- Carmichael<sup>UK</sup> will not enter into any business arrangement with any person, company or organisation which fails to uphold the human rights of its employees or who breaches the human rights of those affected by the organisation's activities.

### ETI Base Code & Employees' Rights

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Carmichael<sup>UK</sup> is committed to complying with all relevant employment legislation and regulations. We regard such regulations and legislation as the minimum rather than the recommended standard. Carmichael<sup>UK</sup> complies fully with the Ethical Trading Initiative (ETI) Base Code including the April 2014 amendment:

1. Employment is freely chosen. There is no forced, bonded or involuntary prison labour and workers are not required to lodge "deposits" of their ID papers with us or our clients and are free to leave after reasonable notice.
2. No employee will be prevented from joining or forming a staff association or trade union, nor will any employee suffer any detriment as a result of joining, or failing to join, any such organisation. Representatives will not be discriminated against and will have access to carry out their functions in the workplace.
3. Working conditions are safe and hygienic and adequate provisions are taken to prevent accidents and injuries to health by minimising hazards in the workplace. In line with our Health & Safety Policy, all employees will receive health & safety induction training.
4. Child labour will not be used and Carmichael<sup>UK</sup> will not knowingly engage with organisations that use child labour.
5. As a minimum we pay the living wage to all employees and they will receive a written contract detailing their employment conditions. Employees will be made aware of the terms and conditions of their employment or engagement from the outset. In particular employees must be made aware of the wage that they receive, when and how it is to be paid, the hours that they must work and any legal limit which exists for their protection and any overtime provisions. Employees must also

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be allowed such annual leave, sick leave, maternity / paternity leave and such other leave as is granted by legislation as a minimum. Deductions from wages as a disciplinary measure is prohibited and all disciplinary action will be recorded.

6. Working hours will not be excessive and contracted hours shall not exceed 48 hours per week unless the employee has opted out of the working time regulations. Overtime is voluntary and the total hours worked in a week shall not exceed 60 unless exceptional circumstances apply.
7. In line with our Equality, Diversity & Inclusion Policy, we do not discriminate in hiring, compensation, access to training, promotion, termination or retirement based on any protected characteristic as identified in the Equality Act 2010. All employees must be treated equally. Employees with the same experience and qualifications should receive equal pay for equal work.
8. To every extent possible regular employment will be provided.
9. No harsh or inhumane treatment is allowed including physical abuse or discipline, sexual abuse or the threat of such abuse or intimidation.

## Environmental Issues

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- Carmichael<sup>UK</sup> is committed to keeping the environmental impact of its activities to a minimum and has established an Environmental Policy in order help achieve this aim. Copies of the Environmental Policy are available on request.
- As an absolute minimum, the Company will ensure that it meets all applicable environmental laws in whichever jurisdiction it may be operating.

## Conflicts of Interest & Anti Corruption

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- Carmichael<sup>UK</sup> holds the trust and confidence of those with whom it deals, including clients, suppliers and employees as fundamental to its success. Conflicts of interest potentially undermine the relationship of the Company with its partners. In order to help preserve and strengthen these relationships, the Company has developed rules and guidelines concerning the conduct of its officers and employees aimed at minimising the possibility of conflicts of interest. The Bribery Act 2010 states that “genuine hospitality or similar business expenditure that is reasonable and proportionate” is not illegal and should not be counted as bribery. Employees, however, may not accept corporate hospitality or gifts which could be considered an incentive, enticement or conflict of interest in any way, shape or form. In the instance of any uncertainty, receipt of such gifts or hospitality must be approved by the Managing Director prior to being accepted.
- The company will operate in accordance with the policies, procedures and restrictions of its clients in relation to corporate hospitality, gifts and incentives at all times.
- The company will not offer inducements, commissions or rewards of any kind to clients or individuals acting on behalf of clients; nor will it show particular favour or disfavour to any person in relation to the contract or delivery of the services.
- Employees and anyone working on behalf of Carmichael<sup>UK</sup> must disclose any anticipated conflict of interest which may have the potential to interfere with the person's loyalty and objectivity while carrying out their job.
- All officers, employees and representatives of the Company are expected to act honestly and within the law (including the Prevention of Corruption Acts 1889-1916 and the Bribery Act 2010

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and operate in line with the company's Anti-Bribery & Corruption Policy.

### Information and Confidentiality

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Information received by employees, contractors or agents of Carmichael<sup>UK</sup> will not be used for any personal gain, nor will it be used for any purpose beyond that for which it was given. The Company will at all times ensure that it complies with all applicable requirements of data protection legislation in force from time to time.

### Suppliers and Partners

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- Carmichael<sup>UK</sup> expects all suppliers and partners to work towards and uphold similar ethical and moral standards.
- We reserve the right to request information from suppliers regarding the production and sources of goods / services supplied.
- The Company reserves the right to withdraw from any agreement or other arrangement with any supplier or partner who is found to have acted in contravention of the spirit or principles of this Ethics and Business Integrity Policy.

### Ethical Purchasing & Procurement

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Carmichael<sup>UK</sup> is committed to procuring its works, goods and services in an ethically and environmentally sensitive way, yet with proper regard to its commercial obligations, ensuring that suppliers deliver to agreed timescales, quality and cost.

Purchasing is undertaken in a manner that encourages competition, and offers fair and objective evaluation of offers from all potential suppliers.

Purchase of goods and services with an annual value in excess of £30,000 excluding VAT will be conducted according to the following principles:

- Completion of a business case to evidence the need to purchase.
- Procurement practices will be transparent, auditable and fair.
- Research will be conducted to ensure a clear understanding of the risks associated with the purchase of goods and services, and purchasing decisions will include contingency and risk mitigation strategies.
- Tendering (if appropriate) is based on both quality and cost, is evaluated in a fair, objective, and structured manner that actively encourages competition.
- Company employees responsible for purchasing will not accept corporate gifts, or any type of solicitation that could be construed as enticement.
- The procurement process demonstrates that the approach taken to competition is rigorous, balanced and driven by service needs and market intelligence.
- Potential suppliers are ethical, sensitive to the environment and operate within EU and UK legislation.

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- Suppliers are able to demonstrate their ability to deliver continuous improvement and cost savings throughout the life of the contract.
- Business transactions will, where possible be conducted electronically.

## Review

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This policy will be reviewed regularly and may be altered from time to time in light of legislative changes or other prevailing circumstances.