

## **Code of Ethical Conduct Policy**

### **Policy Statement**

Chaucer is committed to promoting and making a material positive impact on society and the environment and employees should act in good faith to achieve this considering stakeholder, employees, suppliers, customers, and the environment whilst maintaining a reputation for high standards of business conduct and acting fairly between members of the company.

Chaucer's Code of Conduct Policy ("Code") sets out the rules of behaviour that Chaucer expects from its people in line with its decisions, procedures and systems that contributes to the welfare of Chaucer key stakeholders and underpins the rights of all those affected by its operations.

### **Scope of Policy**

Our Code is a public statement that Chaucer is committed to doing the right thing. It serves as a valuable resource to help employees and others make informed, ethical decisions.

This Code applies to all Chaucer people—directors, officers and employees in every country and every Chaucer entity. In addition, third parties, such as associates, suppliers and other business partners are required to comply with this Code when acting on Chaucer's behalf.

"Chaucer" means the company, its subsidiaries or holding companies from time to time and any subsidiary of any holding company from time to time including, for the avoidance of doubt, Bip Consulting UK Limited and all affiliates and subsidiaries.

### **Message from Chaucer CEO**

"As we continue our journey in an everchanging and complex digital world, we must empower our people to make good decisions and act with a sense of responsibility. This Code helps us define and make ethical behaviour a natural part of what we do every day with each other, with our clients and business partners, and with the communities in which we work and live. It is what we believe in and what defines our business performance and reputation.

This Code supports the business objective we have set ourselves in which we aspire to be the leading provider of services that drives value from our clients' data and enables digital transformation in an ethical and sustainable way. We strive to contribute our expertise in collaboration with our clients so they can make great decisions because we believe in empowering organisations and their people to adapt quickly so they can improve lives. While building a responsive, trusted and fun company we can perform meaningful work we are all proud of."

## Approved by

Name: Sue Knight

Position: Director of People and Operations

Signature:  DocuSigned by:  
Sue Knight

Date Issued: 06 April 2022 | 15:12 BST

## Core values and behaviours of Chaucer Employees

The Code builds on our core values of Collaboration, Trust, Ability, Energy and Empowerment, by providing greater detail about expected behaviours with regards to compliance, ethical conduct, accountability and Chaucer's culture.

This section covers behaviours, which underpin our values and define how each of us must act and interact, day to day, to ensure that Chaucer sustains its reputation and continues to earn the trust that allows us to prosper as individuals and as a company.

Chaucer's behaviours are the foundation of our Code, and are as follows:

- Trusted Advisor - A commercial mindset with a high-level of integrity and honesty that places both sales and client delivery first.
- Resilience and Persistence - The boundless enthusiasm to engage, energise and motivate people to deliver successful client engagements, while having the resilience and persistence to pursue your own and our client's goals even in the face of adversity.
- Empowering Autonomy - Every employee in our business can contribute, inspire others, drive change and make effective decisions.
- Respect the Individual - Having a mind-set that always looks for possibility and potential in Chaucer, yourself and others to create an environment where diversity is standard, and individuals are respected for their views, opinions and beliefs.
- Delivery Excellence - Demonstrating delivery excellence through leading by example, setting new standards and always using the support of the Chaucer team.
- High Performance Coaching - A commitment to unlocking the potential in others to help them develop personally and to maximise both their potential and performance, by providing constant and timely feedback.
- Passion for Results - An ardent desire to lead and grow Chaucer's business. Accountable for own performance against targets and removes barriers and constraints to ensure that plans are achieved.
- Opportunity Mindset - Having a mind-set that proactively seeks out new client opportunities, revenue streams and ways of working, as well as turning innovative ideas into reality.
- Strategic Alignment - Ensuring that all our engagements are aligned to our strategy and our approach to consulting delivery e.g. solutions and IP enabled consulting.

- Open Communication - Keeping open lines of communication, sharing information whilst maintaining confidentiality and ensuring that everyone is working from the same information and knowledge.

## Our Code – Our Responsibility

Our Code includes references to relevant Chaucer policies and procedures. Because no code of conduct can cover every possible situation Chaucer relies on you to use good judgement and to speak up when you have questions or concerns.

Business partners and third parties can have a direct impact on our reputation through their behaviour. For this reason, we want to work with business partners that share our commitment to safety, ethics and compliance.

We expect and encourage all Chaucer employees, our associates, third party suppliers and their employees to act in a way that is consistent with our Code. We will take appropriate measures where we believe they have not met our expectations or their contractual obligations.

Our expectations of our employees and management teams are represented below:

Employee Responsibilities	Additional Management Responsibilities
<ul style="list-style-type: none"> <li>• Read and be familiar with the information in our Code</li> </ul>	<ul style="list-style-type: none"> <li>• Be a positive role model and support your team members</li> </ul>
<ul style="list-style-type: none"> <li>• Complete all mandatory training available on Talent LMS.</li> </ul>	<ul style="list-style-type: none"> <li>• Create an environment that is respectful and inclusive</li> </ul>
<ul style="list-style-type: none"> <li>• Act in a manner that is safe, ethical, and consistent with applicable laws and regulations, Chaucer requirements and policies.</li> </ul>	<ul style="list-style-type: none"> <li>• Encourage others to speak up</li> </ul>
<ul style="list-style-type: none"> <li>• Raise questions and concerns if you become aware of possible violations of laws, regulations, our Code or policies.</li> </ul>	<ul style="list-style-type: none"> <li>• Listen and respond to concerns when raised.</li> </ul>
<ul style="list-style-type: none"> <li>• Cooperate fully when responding to an investigation or audit.</li> </ul>	<ul style="list-style-type: none"> <li>• Do your part to make sure no one experiences retaliation for speaking up or co-operating in an investigation.</li> </ul>
	<ul style="list-style-type: none"> <li>• Be consistent when enforcing our requirements and individuals accountability for their behaviour at work.</li> </ul>

We all have a responsibility to escalate if we see something unsafe, unethical or potentially harmful.

You can speak to:

- Your line manager.
- The Enabling Team (HR, Finance, etc.).
- A member of the Management Board.

Or raise your concern at [Governance@chaucer.com](mailto:Governance@chaucer.com)

All Chaucer Employees can use the Anonymous Escalation electronic form to raise environmental issues anonymously. The Anonymous Escalation electronic form can be found on the Chaucer Functions intranet front page or by clicking the following link → [Raising Your Concerns Anonymously \(office.com\)](#)

## Operating Safely, Responsibly and Reliably

Nothing is more important to us than the health, safety and security of our workforce and the communities in which we operate and behaving responsibly towards our shared environment. We must be vigilant, disciplined, and always look out for one another.

- Threats, intimidation and violence will not be tolerated. Each of us is a role model for safety.
- Stop work, your own or others', if you consider it unsafe.
- Play your part in protecting the environment – make it a personal priority.
- Be sure that your performance is not impaired, for example by a lack of sleep, alcohol, or any drugs – including prescription or over the counter medication.
- Escalate if you observe an unsafe or unhealthy working environment. Listen to others who raise concerns.
- Expect and encourage contractors and others with whom we work to comply with applicable health, safety and environmental requirements.
- Report any accident, injury, illness, or unsafe condition immediately. Never assume that someone else has reported or will report a risk or concern.
- Know the emergency procedures that apply where you work.

## Our people

Our people are key to Chaucer's success.

When we respect and value one another we succeed individually and as a company. We all have a role in maintaining a corporate culture based on respect and fairness.

## Diversity and inclusion build teamwork and success

We value the unique contribution that each person brings. We accomplish more when people from diverse backgrounds and with different talents and ideas work together in an environment where everyone can contribute and make full use of their talents.

- Treat everyone with respect.
- Encourage and listen to your colleagues.
- Be respectful of cultural differences.

## **Equal opportunity is a matter of fairness, respect and dignity**

We treat everyone with fairness, respect and dignity. We expect those we work with to act in a way that is consistent with our sense of fairness and equal opportunity.

- Base your work-related decisions on merit – not on race, colour, national origin, religion, gender, age, sexual orientation, gender identity, marital status, disability, or any other characteristic protected by applicable laws.
- Offensive messages, derogatory remarks and inappropriate jokes are never acceptable.

## **Provide a workplace that is free from harassment and intimidation**

We do not tolerate any form of abuse or harassment. This includes actions that can reasonably be considered as offensive, intimidating or discriminatory, as well as any form of sexual harassment.

Remember that harassment does not have to occur in the workplace or involve a Chaucer employee to violate our Code or the law.

- Help create a work environment free of all forms of harassment.
- Inappropriate comments of a sexual nature or any other sexually offensive behaviour will not be tolerated.

## **Personal Appearance**

Dress, grooming and personal cleanliness standards contribute to the morale of all employees and affect the business image Chaucer presents to customers.

During business hours or when representing Chaucer, you are expected to present a clean, neat, professional and tasteful appearance. It is never appropriate to wear stained, wrinkled, frayed or revealing clothing in the workplace. If you are considering wearing something and you are not sure if it is acceptable, choose something else or inquire first. You should dress and groom yourself according to the requirements of your position and accepted social standards. This is particularly true if your job involves dealing with customers or visitors in person or on camera.

## Dress Code

The following information is intended to serve as a guide to help define appropriate business attire for all employees at Chaucer. Your Delivery Lead or Manager is responsible for establishing a reasonable dress code appropriate to the job you perform. If your Delivery Lead or Manager feels your personal appearance is inappropriate, you may be asked to leave the workplace until you are properly dressed or groomed. Under such circumstance, employees will not be compensated for the time away from work. Consult your Delivery Lead or Manager if you have questions as to what constitutes appropriate appearance.

## Protecting personal information

Chaucer respects the privacy of its employees and will only take an interest in what employees do outside of work if it affects Chaucer's reputation or legitimate business interests. We only use personal information when needed to operate effectively or comply with the law.

- Label and treat personal information as 'confidential'
- If in doubt, contact the Data Privacy Team: [governance@chaucer.com](mailto:governance@chaucer.com)

## Our business partners & clients

### Business Partners

We work with our business partners in an honest, respectful and responsible way. We are a company on which others can rely.

Chaucer gains its competitive advantages through robust performance rather than through unethical or illegal business practices. Our suppliers and business partners are essential to our ability to do business and meet our stakeholders' expectations. That is why we choose our business partners carefully and use an objective selection process.

We seek to work with others who share our commitments to safety and ethics and compliance.

When working with any suppliers or business partners, clearly communicate our relevant expectations, agreeing to contractual obligations where applicable with the guidance of the Chaucer Contracts Team email: [Contracts@chaucer.com](mailto:Contracts@chaucer.com). Take the appropriate measures if they do not meet those expectations or obligations.

Report any indications that a supplier or business partner is not complying with applicable laws or their contractual obligations to the Chaucer Contracts Team.

## **Appropriately exchange gifts and entertainment**

We do not accept or provide gifts or entertainment in return for any business, services or confidential information, or if the intent is to bias a decision.

If there is a conflict between Chaucer's gifts and entertainment requirements and client, supplier or business partner's external gifts and entertainment requirements, follow the strictest requirement and get approval.

Some gifts and entertainment are never acceptable as they may be illegal or could damage our reputation; for example, anything that could be seen as a bribe, facilitation payment or that is indecent or improper.

Obtain approval from Chaucer Director of Finance before paying travel expenses for government officials or agreeing to pay a per diem in connection with their travel.

## **Be proactive and manage conflicts of interest**

A conflict of interest may occur when your interests or activities affect your ability to make objective decisions for Chaucer.

Be aware of the many ways in which conflicts of interest can occur. For example:

- Outside jobs and affiliations with competitors, customers or suppliers.
- Working with close relatives, especially those who are government officials
- Having an intimate relationship with another employee who can influence decisions such as salary, performance rating or promotion.
- Serving as a board member of another organization.
- Investments, including those of close relatives, which might influence or appear to influence your judgement.

Disclose situations to your line manager that might create a conflict, or even the appearance of a conflict. Once disclosed, we then can better address the situation.

## **Preventing money laundering**

Money laundering is the process of hiding illegal funds or making them look as though they are legitimate. It also covers the use of legitimate funds to support crime or terrorism.

- Never become involved in money laundering.
- Know who you are doing business with by following our counterparty due diligence procedures.
- Raise concerns where you see them.

## Recording of Transactions

All Chaucer Associated Persons shall make and keep books, records and accounts, which, in reasonable detail, accurately reflect any transaction and dispositions of Chaucer including political contributions, charitable donations, and sponsorships.

## The communities we work in:

### Commitment to human rights

We seek to conduct our business in a manner that respects the human rights and dignity of people. Each of us can play a role in the elimination of human rights abuses such as child labour, human trafficking and forced labour.

- Report any human rights abuse in our operations or in those of our suppliers and business partners.

### Stand firm against bribery and corruption

We do not tolerate bribery and corruption in any of its forms in our business.

We comply with anti-bribery and corruption laws and regulations and support efforts to eliminate bribery and corruption worldwide. We work to make sure that our suppliers and business partners share our commitment.

- Do not offer or accept bribes, kickbacks or any other kind of improper payment including facilitation payments.
- Keep accurate records and receipts so that payments are honestly described, and company funds are not used for unlawful purposes.
- Know who you are doing business with.

### Public communications and protecting Chaucer's reputation

It is essential that our public communications are clear, accurate, consistent and responsible.

Remember that your social posts and comments are not anonymous and can negatively impact Chaucer's reputation.

Only authorized persons can talk to the media.

External presentations can be an excellent way to share our expertise with others, but make sure you have the required approvals before accepting any invitation and obtain the necessary approvals on content from Chaucer's Head of Corporate Comms & Engagement.



## Our stance on political activity

In accordance with applicable laws, Chaucer can exercise its right and responsibility to make its position known on relevant issues. As an individual, you have the right to personally participate in the political process, including making personal political contributions. However, you need to:

- Make it clear that your personal views and actions are not those of Chaucer.
- Do not use company funds or resources to support any political candidate or party.
- Obtain approval from The Management Board before engaging in any lobbying activities.
- Personal political activities can sometimes create a conflict with Chaucer. Talk to your line manager if you or a close relative are planning to accept or seek a public office, or if any other political activity might have an impact on Chaucer or on your job.

## Our assets and financial integrity:

### Financial operation and performance

We have a responsibility to protect shareholder value, take care of our assets and resources and to be honest and transparent about our operations and performance.

All of us contribute to the process of recording financial and non-financial information. While protecting our interests, we must be open and honest about our business and performance – good and bad.

Fraud and dishonest acts are not tolerated at Chaucer, whether they occur while you are employed at Chaucer or before. To preserve an honest and ethical workplace, we promptly investigate all suspected acts of fraud.

Business partners, the government and our clients rely on our accurate and complete disclosures and business records. Such information is also essential within Chaucer so that we can make good decisions. So:

- Ensure all transactions are properly authorized, recorded and reported, as required.
- Follow applicable laws and Chaucer policies when creating, maintaining, retaining or destroying documents including those in electronic formats.
- Make sure you have the necessary approvals when you respond to a request for information from a government or regulatory agency. If your job requires you to prepare or maintain these reports or relay these communications, make sure any company information provided, including financial results and financial condition, is full, fair, accurate, timely and understandable.

## Protect Chaucer's assets

We are all responsible for protecting Chaucer's assets. Company assets include facilities, property and equipment, computers and IT systems, information, corporate opportunities and funds.

- Be conscientious and act appropriately to ensure company assets are not damaged, misused, or lost.
- Make sure your user IDs and passwords are secure.
- Computer equipment, phones, email and internet access are provided for business purposes and monitored regularly to help Chaucer defend against cyber-attacks and malicious activity. Limited personal use will usually be acceptable.
- Be vigilant against cyber-attacks and scams such as phishing and report immediately any incidents, including potential or actual losses of Chaucer information or assets.

## Proprietary and Confidential Information

Chaucer proprietary information is any information Chaucer owns. It includes things like the processes our company creates strategies it develops, specifications it designs, sales list it generates, systems it develops, personnel information, information related to current or future products and services, confidential market research, sales and marketing plans, earnings or financial data, organization information and many other types of information.

All proprietary information about Chaucer is confidential information and should be handled and protected in the same way.

Disclosing confidential information of Chaucer can seriously damage our company and put current—and future—business opportunities at risk. It can also expose you and Chaucer to legal penalties.

Confidential information also includes information you may be exposed to as part of your role or assignment, whether about Chaucer, our clients, suppliers or other third parties. It can be verbal, written or electronic information.

You have an obligation to protect confidential information of Chaucer, our clients, our suppliers and any other relevant third party:

- Use it only as necessary for your role or assignment and never for your own personal benefit.
- Share it only with those who need access to it in order to do their jobs.
- Notify your line manager if you receive confidential information that you should not have received.
- Secure information properly, by protecting papers and documents from view, safeguarding your password and blocking electronic access on computers phones or other mobile devices.
- Do not discuss it with anyone outside of Chaucer (including family and friends) or internally, except as required to do your job.
- Do not remove it from the relevant premises, unless explicit authorization has been given.
- Do not allow inadvertent disclosure. Never discuss confidential information or non-public information in public places where others can hear, such as in elevators, planes, trains, coffee shops and restaurants, as well as in social networks or blogs.

Disclosing confidential information about Chaucer, clients, suppliers or other third parties of Chaucer can:

- Harm our company's business relationships.
- Cause current assignments to be cancelled.

- Put future opportunities at risk.
- Endanger the job security of all Chaucer employees.
- Expose you and Chaucer to significant risk with legal bodies.
- Do not take chances. Do your part to keep information confidential.

Use proprietary and confidential information only as needed to do your job and never share it with people who do not have a need for it, even within Chaucer.

Chaucer employees, including others acting on its behalf, are responsible for understanding and complying with our clients' applicable procedures, including those which are more restrictive than our own. Failure to do so may result in legal liability and damage relations with clients, suppliers and others.

If you leave Chaucer, you must return all proprietary and confidential information.

## **Nondisclosure Agreements**

Never share confidential information outside Chaucer without your line manager's approval and without a nondisclosure agreement in place. Limit the amount of confidential information shared to the minimum necessary to address the business need. When dealing with suppliers, vendors, or other third parties, use extreme care from improper disclosure. Original copies of nondisclosure agreements should be kept by Chaucer Contracts Team .

## **Intellectual Property**

Intellectual Property includes, but is not limited to, patents, trademarks, trade names, copyrights, proprietary routines, computer programs, documentation, trade secrets, systems, methodology, know-how, marketing and other commercial and business information, techniques, specifications and plans.

Our intellectual property helps us remain competitive. It is our most confidential asset and should be treated as such.

Remember, just as Chaucer expects others to respect the legal rights our company has in its intellectual property, our company has a responsibility to respect the brands, trademarks, designs, software and legally protected intellectual property of other companies. Never copy, borrow, publish or use other companies' intellectual property without proper authorization.

## **Do not engage in insider dealing**

You may become aware of information about Chaucer or our clients that is not publicly available, and that would likely be considered relevant to an investor when deciding whether to invest or not in Chaucer or our clients ('inside information'). Trading when you have inside information or sharing it with others is illegal and can result in severe penalties.

- Never buy or sell any shares if you have inside information.

- Trading indirectly when in possession of inside information, for example through family members or others, or providing 'tips' is also prohibited.
- Remember these rules continue to apply even when you are no longer a Chaucer employee.

## Application & Waiver of the Code

There may be times when local laws, regulations or client requirements conflict with our Code. Whenever there is a conflict or a difference between an applicable legal requirement and our Code, you must apply the strictest standard.

Any employee, other than an executive board director, requesting an exception to the Code must first contact his or her Industry or Service Delivery Lead. If the Industry or Service Delivery Lead agrees that an exception is appropriate, then approval of an executive board director, via either the Finance, Commercial or HR Lead must be obtained. Use your discretion to determine the appropriate approval. The HR Lead is responsible for maintaining a complete record of all exception requests and the handling of those requests.

This Code is Not an Employment Agreement between Chaucer and any of its employees. Your rights as an employee and Chaucer rights as an employer are governed by the laws of the country of employment, the work rules at your location and your individual written employment contract, if any. To the extent that the terms of your employment are more specific than those contained in this Code, the more specific terms shall govern. This Code shall not modify the term of employment of any employee of Chaucer, including, but not limited to, any employee employed at-will.

Anyone who violates the Code will be subject to disciplinary action, which may include termination and, in some cases, legal action.

## Commitment and review

Chaucer looks to the support and professionalism of staff at all levels in making this policy truly effective. This policy statement, along with other related supporting policies and procedures in use, will be regularly reviewed and revised as and when necessary.

## Reference documents and training:

- POL001 Anti-bribery and Corruption Policy.
- POL002 Data Protection Policy.
- POL048 Data Retention Policy
- POL003 Environmental Policy.
- POL004 Gift and Hospitality Policy.
- POL008 Health and Safety Policy.
- POL011 Acceptable Use of Information Systems Policy.
- Anti-bribery and Corruption training through Talent LMS.
- GDPR training through Talent LMS.
- Unconscious Bias training through Talent LMS.

- Information Security training through Talent LMS.
- Environmental training through Talent LMS.
- Health and Safety training through Talent LMS.
- Introduction to NDA'S and confidentiality training through Talent LMS
- Introduction to Intellectual Property training through Talent LMS

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## Document Control

DATE LAST MODIFIED	SUMMARY OF CHANGES	CHANGED BY
2018_03_31	Policy Created.	
2019_01_02	Review and brand refresh. Personal appearance and Dress code sections added.	Tracy Brudenell
2021_12_01	REFRESH, REBRAND AND CHANGE TO MANAGEMENT STRUCTURE NAMING. ADDITIONAL REFERENCE DOCS AND TRAINING.	TRACY BRUDENELL
2022_04_06	Update to Policy	Jo Mihajlovic