



Our Code of Conduct



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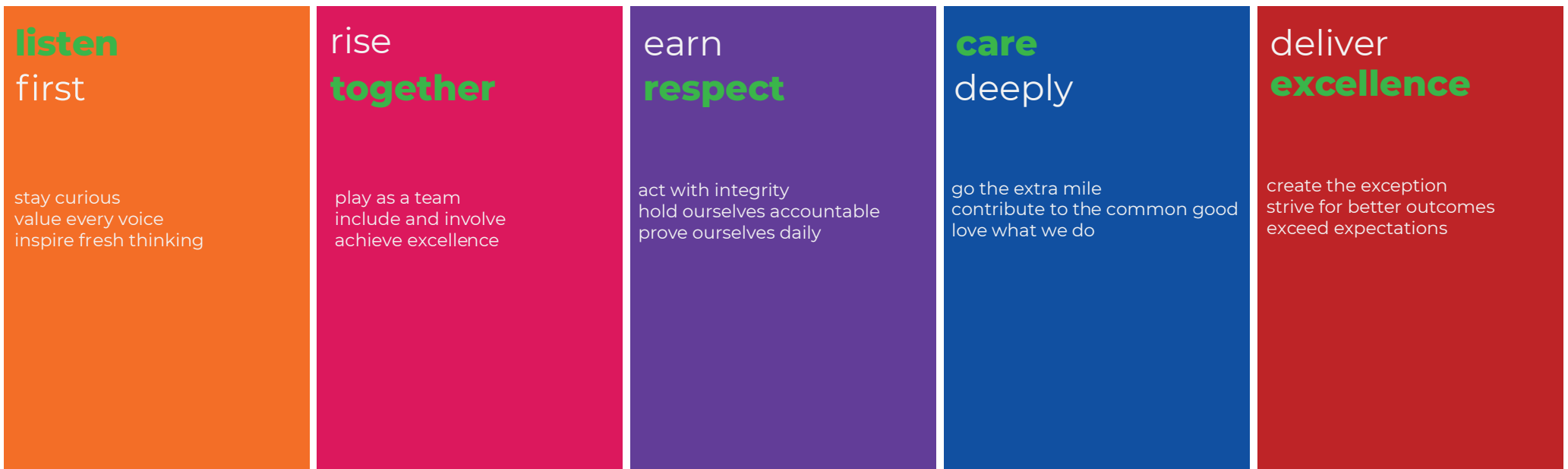
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Our vision and values

Our vision:

It is our vision that we will work in conjunction with our clients and partners for the advancement of engineering and recruitment excellence.

Our values are:



For the above reasons, it is important that all employees obey this Code of Conduct and follow the rules detailed below:

A message from Jeff

Dear friends and colleagues,

The 'OLG' brand, which was started with the launch of **On Line Design & Engineering Limited** in 1982, is now used by five businesses. I believe it is an extremely valuable asset which can generate substantial success for all involved with it.

We have therefore created this Code of Conduct for the benefit of all people within OLG. Its objective is to guide you while carrying out your duties on behalf of OLG.

This Code is underpinned by our values - 'listen first, rise together, earn respect, care deeply and deliver excellence,' and also includes behaviours and the policies and regulations that govern our business practices to ensure we operate at the highest ethical standards and comply with all relevant laws.

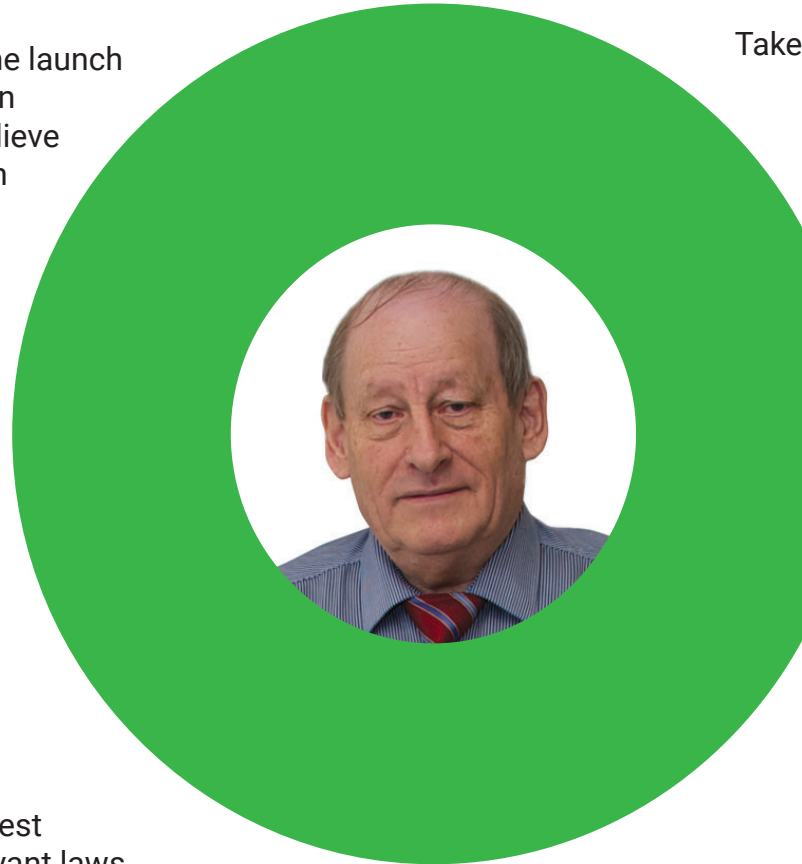
A brand is always evolving and people's perception of it change from time to time. However I do believe that the three values are shared by all OLG businesses. They are what have made the Business what it is today, and sticking to these values and our Code is fundamental for everyone associated with the business. Remember there is strength in unity.

I want you, as a partner, associate, or employee to embrace these values and get close to our way! How we do business, how we communicate, what we believe in, how we behave and conduct ourselves, and ultimately where we are going.

Take care and enjoy!



Jeff Laird
Chairman





Our Code of Conduct

Purpose

At OLG (“our Company”), doing the right thing guides how we work and live. Our Code helps us meet our ethical and legal commitments and stay on track when there are questions or situations where the right course of action may be unclear. By following the Code, you maintain, strengthen and protect our strong reputation for following the law, regulations and our values.

Applicability

Regardless of business unit or location, we all are responsible for maintaining compliance with this Code and OLG policies and procedures. In this Code, “we” or “our” refers to employees, including short-term workers and consultants working within OLG, officers and directors. We also expect our business partners, such as suppliers, contractors, intermediaries, representatives and joint venture partners, to follow the principles set out in this Code and our Suppliers Code of Conduct, and to share our commitment to our values.

You may face a situation where a local custom or a particular customer’s policy is accepted as normal but differs from our values, policies or applicable law. If this occurs you must comply with the higher standard.

Our shared expectations

To be successful, we all must act with honesty, openness and fairness. We have a responsibility to ensure that our individual behaviour and our work meet legal standards as well as the high expectations of our Code, policies and values.

You are responsible for reading, understanding and remembering the information of our Code.

Everyone must:

- Act in a manner that is safe, ethical and consistent with laws, regulations and OLG values and behaviours.
- Report concerns of any known, suspected or potential misconduct or Code violation, or as questions about the right course of action.
- Certify annually that you have acted in accordance with the Code.

Responsibilities of team leaders

Team leaders have the added responsibilities of both monitoring and enforcing compliance within their teams.

Team leaders must be committed to the highest standards for business conduct and demonstrate compliance with this Code and our values through their words and actions.

Team leaders must:

- Create an open-door environment where direct reports and other employees feel comfortable asking questions, voicing concerns and reporting known, suspected or potential misconduct.
- Ensure that team members understand and follow the standards in the Code and OLG policies and procedures.
- Ensure that team members are up-to-date with all required training and certification.
- Communicate OLG's "no retaliation" policy clearly and effectively.
- Protect from retaliation employees, suppliers or any others who make a report.
- Promptly report all matters relating to ethical misconduct to Compliance.

A **team leader** is the manager, supervisor or other individual to whom you report.



Investigation of reports

OLG is committed to answering all questions promptly and taking all reports and concerns seriously. OLG will investigate reports professionally and promptly. Any concerns related to the Code are generally addressed by Compliance.

You may make a report anonymously, if preferred. Keep in mind, however, that it is helpful for you to identify yourself so that the investigation team may contact you for further information. If you are asked to contribute to an investigation or audit, you are expected to cooperate fully. Reported information is treated confidentially to the extent reasonably possible and allowable by local laws.

While we strive to resolve matters internally, nothing in this Code or any other Company policy or procedure should be interpreted as preventing you from reporting suspected unlawful conduct to the relevant authorities at any time.

Anti-retaliation

You must feel safe to report any suspected violation of our Code. Therefore, OLG does not allow acts of retaliation against any person for reporting a possible violation or participating in an investigation as long as the report was made in “good faith”.

Those who retaliate against someone for reporting or cooperating with an investigation may face disciplinary action up to and including termination.

Consequences for violations

Violations of our Code, policies or the law may carry serious consequences for the individuals involved as well as OLG. Such behaviour may place individuals at OLG at risk of bodily harm, damaged reputation, fines and even possible civil or criminal liability.

Employees who violate the law, our Code or our policies may also be subject to disciplinary action up to and including termination. Violations committed by non-employees, including a third party working on our behalf, may result in the termination of any relationship with OLG.

Making a **good faith** report means providing all of the information we know, to the best of our knowledge, regardless of whether our report turns out to be accurate or not.





**Caring for each other
and our communities**

Workplace safety and health

Why does it matter?

By taking personal responsibility for health and safety, we all ensure that everyone goes home safe and well.

What does it mean for me?

You can demonstrate Accountability and Culture by:

- Always following the rules and procedures.
- Always behaving in accordance with this Code.
- Immediately reporting any injury or ill health that is related to our work.
- Only performing tasks for which you are trained and competent to do.
- Always reporting health and safety hazards and concerns to our team leader.
- Never working under the influence of illegal drugs, alcohol or prescribed drugs that affect our ability to work safely.

For more information, refer to the Mental Health and Wellbeing Policy, Office Security Policy, Substance Abuse Policy, Environmental Policy and Health & Safety Policy.

Protecting the environment

Why does it matter?

We care about the communities in which we operate, and we strive to leave a positive legacy long after our operations have concluded. We are committed to minimising our impact on the environment through conserving resources, reducing waste and emissions and preventing environmental pollution.

What does it mean for me?

You can protect our environment by:

- Complying with relevant laws and regulations at all times.
- Managing all environmental risks effectively.
- Eliminating, or minimising where elimination is not possible, any negative environmental impacts resulting from our operations.
- Minimising travel by utilising technology for meetings, e.g. Microsoft Teams and Zoom.
- Working closely with OLG's personnel, regulators and other external stakeholders to promote continuous improvement in our industry.

For more information, refer to the Mental Health and Wellbeing Policy, Office Security Policy, Substance Abuse Policy, Environmental Policy and Health & Safety Policy.

Community involvement

Why does it matter?

We care about the communities in which we operate, and recognise our responsibility to respect, nurture and empower the people and locations we impact.

What does it mean for me?

OLG employees contribute time and talents to make a positive impact on the communities where we live and work. You can facilitate opportunities to partner with the community and ensure our commitments are transparent, ethical and always in alignment with Company values.

- Complying with relevant laws and regulations at all times.
- Managing all environmental risks effectively.
- Eliminating, or minimising where elimination is not possible, any negative environmental impacts resulting from our operations.
- Minimising travel by utilising technology for meetings, e.g. Microsoft Teams and Zoom.
- Working closely with OLG's personnel, regulators and other external stakeholders to promote continuous improvement in our industry.

For more information, refer to the Health, Safety, Security & Environmental Policy.



Equal opportunity

Why does it matter?

We are dedicated to fostering an inclusive work environment and treating everyone on the team equally, with respect and compassion. We care about our people and recognise that when people are cared for, they perform better.

What does it mean for me?

You play a part in creating a rich, inclusive work environment by working collaboratively to achieve our goals, embrace diversity, and encourage contributions from all of our colleagues. OLG has a zero tolerance for discriminating for any reason.

You must never make employment-related decisions or discriminate against anyone based on a legally protected characteristic such as race or ethnicity, age or gender.

All employment decisions, including hiring, promotion and training, must be made on the basis of merit, talent and suitability and must comply with local laws.

For more information, refer to the Equal Opportunities Policy.



Harassment

Why does it matter?

We value and respect one another and believe everyone should be able to work in a welcoming environment without fear or intimidation.

What does it mean for me?

Contributing to an inclusive and welcoming work environment is part of our job. Harassment can come in many forms – including physical, verbal or sexual – and the intent behind the words or actions does not matter. Do not engage in behaviour that could be considered by someone as creating an unwelcome, intimidating or hostile work environment. Acts of violence, threatening remarks or gestures or other disruptive behaviour at OLG are unacceptable.

If you experience or witness any form of harassment or workplace violence, report it to HR.

Some examples of harassing behaviour include:

- Bullying or threatening remarks or gestures.
- Unwanted touching, gestures or leering.
- Displays of sexually explicit materials.
- Repeated requests for romantic dates when the other person has refused.
- Disparaging or discriminatory jokes or slurs.



Labour and wage laws

Why does it matter?

We are committed to promoting basic human rights by following applicable labour laws, including those related to freedom of association and collective bargaining. We do this because we seek to conduct our business in a way that respects the dignity of people.

What does it mean for me?

Never exploit children or allow involuntary servitude or forced labour in OLG, and do not work with vendors or suppliers who do. Follow all applicable laws relating to wages and working time, including those governing minimum wage, overtime and maximum hours.

Modern slavery and human trafficking

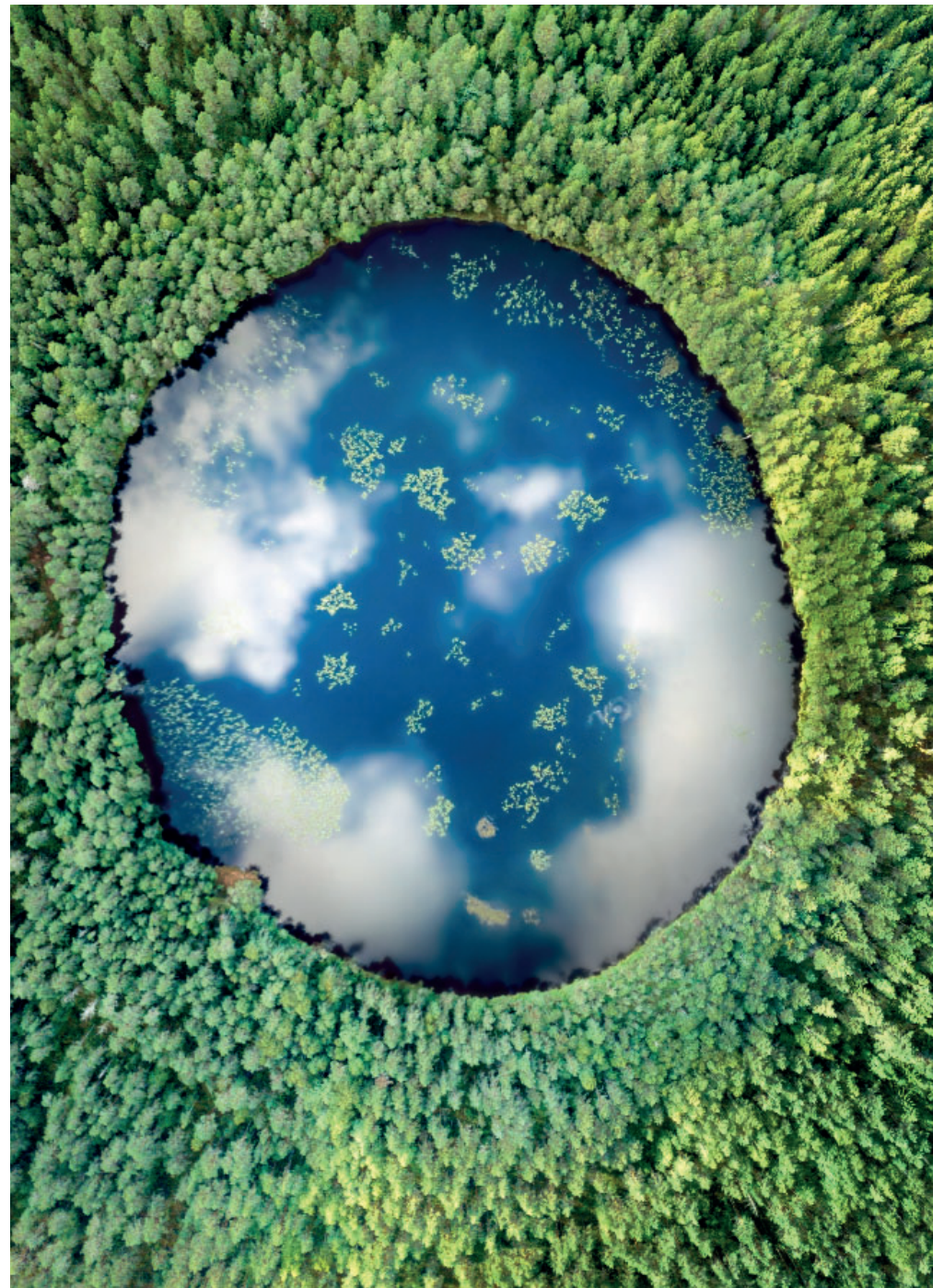
Why does it matter?

We strive to protect and enhance the human dignity of our personnel and everyone who has dealings with our Company.

What does it mean for me?

You must respect and enforce the principles established in the Universal Declaration of Human Rights and commit to conducting our business in a manner consistent with all applicable employment and human rights laws and regulations. You must commit to upholding employment standards in accordance with contractual arrangements.

For more information, refer to the Human Rights Policy and Modern Slavery and Human Trafficking Statement on our website.





Protecting information and assets

Confidentiality

Why does it matter?

Trade secrets and confidential and proprietary information are valuable assets. Protecting them is vital to our success. Our customers and employees expect us to maintain strict controls on the confidential information we hold and use. Sharing or using confidential information incorrectly can have serious consequences, including significant fines and penalties, criminal charges, loss of reputation, and loss of customer trust.

What does it mean for me?

Do not reveal confidential information to anyone unless authorised or legally required to do so. Avoid discussing confidential information in places where you might be overhead, including restaurants, restrooms, taxis, airplanes or elevators. Do not disclose confidential information to anyone who does not have a business need to know it. Never accept or use the confidential information of our competitors; this may be illegal and would be considered serious misconduct. Do not take confidential information with you if your employment with OLG ends.

If you discover or suspect the unauthorised use or disclosure of confidential information, notify IT Services immediately.



Confidential information can take many forms, such as technical information about our products and services, engineering designs, drawings and layouts, analyses and forecasts, customer and supplier lists, non public financial information, employee information, company-specific know-how, and information relating to or supplied by our shareholders, customers and other business partners.

Data privacy

Why does it matter?

Partners, shareholders, customers and other individuals often trust us with personal data and confidential information. Keeping personal data safe represents a fundamental element of maintaining the trust of our employees, customers and stakeholders. As a global company, we are obligated to comply with all data privacy laws around the world, such as the GDPR.

What does it mean for me?

Keep all data secure and do not give anyone access to personnel information without proper authorisation based on a business-related need. Treat third-party data with the same care you treat OLG's information, and respect our third parties' privacy policies and information security requirements. Know and comply with all data protection laws that affect the acquisition, maintenance and use of personal data, and uphold our policies and procedures for data protection and privacy wherever OLG does business. For more information refer to the Data Protection Policy and Security Breach and Weakness Policy.

If you think that the Data Protection Policy has been violated, become aware of a data breach or have concerns about sharing or using personal data, please contact IT Services or the Data Protection Officer.

Intellectual property (IP)

Why does it matter?

Our IP is a valuable asset and provides us with a competitive edge. Safeguarding our IP is one way we continuously improve, expand and protect our presence in the marketplace.

What does it mean for me?

Protect and enforce our IP rights at all times. Only disclose our IP for business purposes and under appropriate protections. Report any concerns regarding the misuse of our IP.

IP includes intangible property such as copyrights, patents, trademarks, computer programs, design rights, logos and brands.



Physical property

Why does it matter?

We are responsible every day for the use, care and protection of physical assets belonging to OLG and our customers. This property includes equipment, vehicles, facilities, funds, customer tools and documentation.

What does it mean for me?

Be careful in how you use property belonging to OLG or our customers and use it for business purposes only while taking care to protect it against theft, damage or misuse.

Information security

Why does it matter?

We must keep our confidential information, IP and all other data safe because they are valuable Company assets. Following all security measures and internal controls for our computer system or systems, portable electronic devices, laptops and other storage devices helps us to ensure this happens.

What does it mean for me?

Use our network and computer systems ethically and in accordance with OLG policies. While occasional personal use of these systems is permitted, OLG reserves the right to monitor your use, except when prohibited by local law. This includes all data and communications transmitted by, received by or contained in our Company email or voicemail accounts, as well as electronic documents maintained on OLG network drives, computers, laptops and other mobile devices.

Take care to properly secure computers, documents and other sensitive materials, including Company passwords or portable storage devices. At no time may you use the internet for unauthorised, illegal or unethical purposes or to download sexually suggestive or explicit material. Take care when communicating using email, and remember that electronic messages can be altered, forwarded and stored without our consent.

OLG Support are responsible for the network and data within OLG and are registered to ISO 27001.

ISO 27001 is the international standard which is recognised globally for managing risks to the security of information we hold. Certification to ISO 27001 allows us to prove to our customers and other stakeholders that we are managing the security of their information.

Social media

Why does it matter?

Social media is a powerful tool that can enhance our communications, business strategy and reputation, but it is essential that we use it thoughtfully, respectfully and appropriately.

What does it mean for me?

We use social media thoughtfully, respectfully and appropriately by:

- Following our Social Media Policy and Guidelines.
- Remembering that electronic messages are permanent, transferable records – and those messages can greatly affect our reputation.
- Using good judgement by thinking about what you are saying before posting and by considering how the content would impact the Company and any other individuals or entities.
- Never giving the impression that you are speaking or acting on the Company's behalf via social media unless specifically authorised to do so.
- Never disclosing confidential information.
- Respecting others by not posting discriminatory, harassing, inappropriate or embarrassing comments or images.

If you have questions or notice anything improper on social media by or concerning an OLG employee, contact HR immediately.



External communications

Why does it matter?

You may be asked to respond to questions from external individuals or organisations, or receive inquiries from the media. In order to preserve our reputation for integrity, all external communications must be accurate and made by an authorised Company spokesperson.

What does it mean for me?

Do not make public statements or respond to external individuals or organisations, the media, or analysts unless designated as a company spokesperson authorised speak on behalf of OLG. Cooperate fully with external audits and investigations.

For more information, refer to our Media Policy and Guidelines.





**Committing to honest
and fair business
dealings**

Anti-bribery and anti-corruption

Why does it matter?

Bribery and corruption damage the communities in which we work. We will not take part in activities that do not support the areas in which we live and work. We will support initiatives that are designed to eliminate corruption, protect the markets we serve and ensure that money is exchanged lawfully.

What does it mean for me?

Do not bribe or attempt to bribe anyone. Do not give anyone of value with the intention of influencing them. Do not give or take kickbacks. Think carefully before making a charitable contribution or donating money, resources or time, as all of these things can be seen as a bribe. Immediately report to the Company Secretary any requests made by anyone for money or anything of value, including charitable or political contributions.

Anti-corruption laws are global and complex and the consequence of violating them are severe. Seek guidance if you have questions. For more information, review the Anti-Bribery and Corruption Policy.

A **bribe** is anything that has a value to the person receiving it – including money, gifts, entertainment or favours – that may be seen as an attempt to influence that person's action or decisions, obtain or retain business, or acquire any sort of improper advantage.



Political activities and contributions

Why does it matter?

While we are free to personally participate in the political process lawfully, on our own time, with our own funds and equipment, OLG is politically neutral.

What does it mean for me?

Do not use OLG IT systems, printers, fax machines or facilities to spread a political message or support a political cause. Do not make contributions to political parties, leaders, or candidates using OLG funds or on OLG's behalf. If you choose to participate personally in political activities, make sure your participation complies with Company policies and make it clear that your personal views and actions do not represent OLG.

Political contributions include anything of value, including time, provided for the purpose of promoting, supporting or influencing political activities, organisations or elections at any level.

Gifts and hospitality

Why does it matter?

We strive to build a healthy, lasting relationships defined by trust and integrity, based on our quality work and ethical reputation.

Exchanging business gifts or entertainment is often a way to build or strengthen good working relationships with customers or suppliers, but we must use common sense and good judgement to ensure we do not do anything that could be seen as inappropriate or as a bribe.

What does it mean for me?

Never give or accept gifts, favours, entertainment, cash or cash equivalents (such as gift cards or vouchers) that are meant to influence us or which could be seen as intending to influence us or suppliers, government officials or business partners.



Suppliers and other third parties

Why does it matter?

Suppliers and other third parties play an important role in helping us conduct our business globally, including helping us arrange negotiations and services and representing our interests more efficiently than otherwise might be possible. However, they present a significant risk to our organisation. We are ultimately responsible for the actions of anyone acting on our behalf. What they do can adversely affect our reputation and result in criminal penalties for OLG.

What does it mean for me?

Throughout the lifespan of any business relationship, OLG must monitor our suppliers and other third parties to ensure we are collaborating ethically and safely. The rules around collaborating with third parties are strict.

OLG collaborates ethically and safely with third parties by:

- Engaging in fair and open competition
- Ensuring suppliers or other third parties are reputable and qualified
- Ensuring that the hiring of a supplier or other third party does not create an actual or apparent conflict of interest
- Evaluating and approving suppliers and other third parties in accordance with our Supplier Code of Conduct.

Political contributions include anything of value, including time, provided for the purpose of promoting, supporting or influencing political activities, organisations or elections at any level.

Conflicts of interest

Why does it matter?

We believe in keeping our personal interests separate from OLG's interest. A conflict of interest can affect our judgement and damage our reputation and the Company's image.

What does it mean for me?

Avoid situations in which your personal interests are – or appear to be – incompatible with OLG's best interests. Avoid the types of situations where a conflict could arise by:

- Reading and understanding the Conflicts of Interest Policy
- Putting OLG's interests ahead of your own
- Remembering that having a conflict isn't necessarily a problem, but you must speak up if you know of an actual or potential conflict
- Disclosing the conflict immediately to your team leader or Compliance

Once disclosed, OLG then has the opportunity to resolve any conflicts quickly and professionally.

Fraud

Why does it matter?

We are committed to operating our business with high integrity while never conducting or participating in dishonest or fraudulent activities. Our reputation depends on the integrity of our actions and our business dealings. Fraudulent activities are not only unethical but may also be criminal offence.

What does it mean for me?

Never engage in dishonest or fraudulent activity, such as deceit or theft, in the performance of your duties at OLG. Recognising red flags is part of your job.

Examples of fraud include:

- Dishonesty and embezzlement
- Misappropriation of OLG, customer, supplier or contractor assets, including cash, supplies, equipment or any other assets
- Misuse of your position with OLG to make purchases for personal use
- Unauthorised handling or reporting of business transactions
- Falsification of business documents, inspection reports, records or financial statements

If you suspect fraudulent activity, immediately report your suspicion to Compliance.

Anti-money laundering and tax evasion

Why does it matter?

We are committed to helping in the global fight against money laundering and tax evasion. These activities are damaging to global communities around the world.

What does it mean for me?

Be diligent in your review of potential customers, suppliers and other partners who wish to do business with OLG. Look out for red flags that may signal money laundering or tax evasion activities, including:

- Customer or supplier information that cannot be verified
- Customer or suppliers that are not properly registered for tax purposes
- The willingness of a party to pay above market price
- Requests for payments to be made to a bank account no in the name of the customer or supplier
- Requests for payments to be made to a country other than the country of residence of the customer or supplier
- Requests for payments in currencies other than those specified in the invoice
- Payment approval given by someone who is not a party to the contract of stipulated in our Expenditure Approvals and Signatories Policy
- Payments made through channels other than normal business relationships
- Requests to make an overpayment or to make payments in cash

If you suspect a party you are dealing with is money laundering, immediately report your suspicion to Compliance or the Chief Financial Officer.

Money laundering is the process by which people or groups try to conceal illegal funds or otherwise try to make the sources of funds generated through criminal activity such as terrorism, fraud, and drug dealing look legitimate.

Accurate financial books and records

Why does it matter?

OLG is legally obligated to provide its shareholders and stakeholders with complete, timely and accurate information about our business. All of our business operations must be transparent.

What does it mean for me?

Everyone involved in creating, processing and recording such information in OLG's books and records is held responsible for its integrity. Our books and records must fully and accurately reflect our business transactions in accordance with our system of internal controls and applicable financial accounting standards.

If you see accounting irregularities or internal controls violations, you should report your observation to Compliance or the Chief Financial Officer immediately.

Accurate business records and business communications

Why does it matter?

Our records management, sales, bidding and marketing practises must be accurate, honest and ethical in order to maintain healthy business relationships and protect our reputation with our customers, suppliers and the public.

What does it mean for me?

Own your signature. Never compromise the integrity of any business record by knowingly entering an untrue or inaccurate statement. Comply with all applicable laws and regulations and preserve any relevant records in case the Company needs them for litigation, audits or investigations.

It is up to you to make sure every piece of data you submit into OLG's records – including personnel, time and expense documentation. You must be truthful when representing the quality and details of OLG products, services and capabilities.

Maintenance

Supporting standards, guidelines and procedures will be issued on an ongoing basis by OLG. Users will be informed of any subsequent changes or updated versions of such standards, guidelines and procedures by way of e-mail or other relevant communication media. Users Shall then have the obligation to obtain the current information systems policies from the Staff Portal or other relevant communication media on an ongoing basis and accept the terms and conditions contained therein.

Review

This Code of Conduct will be reviewed as it is deemed appropriate, but no less frequently than every 24 months

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OLG is a trading name of On Line Group Limited, a company registered in England and Wales, Company number 08239648.

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OLG
On Line House, Pelham Road
IMMINGHAM
North East Lincolnshire
DN40 1AB
United Kingdom

www.olguk.com

