



Code of Conduct Policy inc. Gifts and Entertainment

Version 1.0

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Version Control

Version	Owner	Reviewer	Changes	Approval date	Next Review
1.0	Joanne Wilkinson	Michael Walsh	Initial version or first version uploaded on portal - see ESG share for historical information	07/2021	05/2022

Principles

Newable requires the highest standards from you in your performance at work and your general conduct. You have a duty of fidelity to the Company, and you share with the Company a duty of mutual trust and confidence. You must be honest and impartial in the exercise of your duties and in particular you must observe this policy. If your conduct contravenes any of these provisions, or is otherwise incompatible with your terms and conditions of employment, you may be liable to formal disciplinary action.

General Code of Conduct

As an employee of Newable Ltd or its subsidiaries (“Newable”) you must:

- Be diligent, honest, open, accountable, act with high standards of integrity and fairness and be ethical in the performance of your duties, to which you must devote the whole of your time, attention and abilities during working hours.
- Act in the best interests of the Company, providing your services in a professional and competent manner in willing co-operation with others, and always conform to the reasonable directions of your manager.
- Conduct your personal and professional life in a way which does not place at risk the Company or the Company’s clients, standing and reputation.
- Adhere to any of the Company’s policies and/or procedures from time to time in force.
- Be polite and courteous in your behaviour at all times and maintain a high standard of tidiness.
- Comply with the rules and procedures of any association or professional body to which the Company and/or you may from time to time belong.
- Not lay yourself open to suspicion of dishonesty.
- Not misuse your position or information acquired in the course of your duties to further your private interest or those of others.
- Not put yourself in a position where your duty and private interests conflict or cause suspicion.
- Deal with clients or the public sympathetically, efficiently, promptly and without bias or maladministration.
- Ensure your attitude towards others carries no trace of unfair discrimination affecting working relationships, behaviour or judgment.
- Treat all colleagues with dignity and respect. Harassment or bullying in any form is totally unacceptable.
- Comply with the Company’s Conflicts of Interest policy, as set out in a separate Conflicts of Interest Policy.
- Discharge your duties reasonably, comply with the law including (where appropriate) international law and treaty obligations, and uphold the administration of justice.
- At no time engage in activities that might bring discredit on Newable or its clients.

The Code of Conduct above is a non-exhaustive list, and does not replace any existing Newable Policy.

Purpose of the Code

As an employee of Newable you must ensure:

- High standards of corporate and individual behaviour are observed
- You are aware of your responsibilities to Newable under your Contract of Employment/Engagement and
- All persons dealing with Newable, whether it be employees, suppliers, customers or competitors, can be guided by the stated values and policies of Newable.

Obligation to Comply with the Code

- Employees must adhere to this Code, both in letter and in spirit
- Adherence to this Code is a term of employment with Newable
- Violation of this Code by any employee, or unethical behaviour which may affect the reputation of Newable, may be subject to disciplinary action, including termination of employment

Specific Codes of Conduct

The Codes of Conduct in this section have specific application within designated business areas.

FCA-regulated companies

All members of investment and Lending teams engaged in the operations of Newable's FCA-regulated companies / activities are subject to standards of conduct derived from the FCA's rules and principles and which, for FCA-Approved and Certified Persons, incorporate company-specific requirements.

Anti-Financial Crime Policy

All employees are subject to and must refer to the separate Anti-Financial Crime policies (anti-money laundering, countering terrorist financing, anti-bribery and corruption, fraud, politically exposed persons and sanctions) for guidance, including how to submit a Suspicious Activity Report to the Money Laundering Reporting Officer.

Confidentiality

Whilst Newable promotes an open culture regarding the sharing of information within the business it expects all its employees to act in a professional manner in respect of information they have access to, or knowledge of, and treat it with the appropriate level of confidentiality.

Employees must not take advantage of the property or information of Newable or its customers for personal gain or to cause detriment to Newable or its customers.

All employees must comply with this confidentiality clause at all times.

You must not at any time, whether during or after your employment, reveal to any person, firm or association any trade secrets, secret or confidential operations, or information concerning the organisation, business or finances of the company, or any of the company's dealings or transactions that have come to your knowledge during your employment unless:

- You have written authorisation from Newable; or
- It is an expressed requirement of your employment; or
- You are obliged to do so by law.

You are expected to keep secret all matters entrusted to you, and you must not use or attempt to use any such information in any manner which may injure or cause loss to (or may be calculated to injure or cause loss to), whether directly or indirectly, customers or to Newable.

This duty continues to apply after your employment comes to an end. It is not limited in time. However, it does not apply to information required by law to be disclosed or information which comes into the public domain other than as a result of a breach of your obligation under this clause.

Confidential information includes any information that you are told or ought reasonably to know is confidential which includes:

- commercially sensitive information,
- lists of and details of clients, debtors, suppliers, employees, intermediaries, agents and consultants or distributors,
- the working of computer systems,
- pricing structures,
- advertising and marketing information,
- business development plans and information, sales forecasts, financial information, results or forecasts,
- any proposals relating to the acquisition or disposal of a company or business or

any proposed expansion activities.

This list is not exhaustive. For the avoidance of doubt, any databases belonging to Newable are considered confidential information for the purpose of this clause. You must not make any copies of any documents or items that belong to Newable or remove them from the Newable's premises at any time without advanced authorisation.

Any breach of this policy may result in disciplinary action up to and including dismissal for gross misconduct, and/or legal action.

Bribery and Corruption Policy statement

Newable prohibits the offering, giving, solicitation or acceptance of any bribe, whether cash or other inducement, to or from any person or company, wherever they are situated and whether they are a public official or body or private person or company by any individual employee, agent or other person or body acting on Newable's behalf in order to gain any commercial, contractual or regulatory advantage for Newable in a way which is unethical or in order to gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual. Newable has a separate Bribery and Corruption Policy which must be referred to.

Procedure

Newable's Bribery and Corruption Policy represents the minimum acceptable standard of compliance for all staff. It applies to all inducements, rewards, corrupt payments and bribes.

- The Managing Director of a business area holds overall responsibility for this policy within his or her business.
- Employment contracts expressly state penalties relating to corruption.
- Employees receive annual anti-corruption and bribery training and must be familiar with Newable's policy and procedures.
- All employees are made aware of the Code of Conduct and Conflict of Interest policies, which are displayed on the Intranet for this purpose.

Gifts and Entertainment Policy Statement

Neither the FCA nor the Bribery Act seek to prohibit the offering of gifts, hospitality or promotional expenditure. They do, however, require an entity to ensure that any gifts, hospitality and/or promotional expenditure offered or given by a firm are not intended to promote corrupt or inappropriate behaviour on the part of the giver or receiver. Gifts and entertainment should be reasonable and not lavish.

Please be aware:

- Cash or cash-convertible gifts should never be offered or accepted
- Repeated and lavish entertainment or hospitality is not acceptable

Procedure

Business lunches and dinners of a reasonable nature, and which are believed to be below £50, are permitted without prior approval, but must be notified to your Line Manager who will notify the Head of Compliance.

If a business lunch or dinner is anticipated to exceed the £50 benchmark, then the business lunch or dinner must be prior approved by the employee's Line Manager, who will notify the Head of Compliance, and who will record the gift or entertainment on the Company's Gifts and Entertainment Log.

Entertainment (e.g. sporting events and theatre tickets), with particular focus on those events that might be deemed extravagant due to their cost or the scarcity of tickets, and will require prior approval from the employee's Line Manager and Head of Compliance, regardless.

Personal gifts and other benefits should only be offered or accepted where they are clearly reasonable in the circumstances and the timing is not unusual e.g. seasonal bottle of wine or chocolates at Christmas.

Any gift received by any single person which is, or appears to be, of a value in excess of £50 must be disclosed and approved by the employee's Line Manager who will report the gift to the Head of Compliance. Where a gift is received that is far in excess of the benchmark limit, it must be immediately reported to the CEO and/or the Head of Compliance. Employees should consider if it is possible to decline the gift in these circumstances and do so if no offence or detriment to the relationship would be caused. The gift could also be given to charity.

If you are in any doubt whatsoever about whether you can gift or accept a gift, then

please consult the Head of Compliance before proceeding.

If you are unsure of any of the above limits please speak with your Line Manager directly, and email them the following information, which they will need to forward to the Head of Compliance to log on the gifts and entertainment register.

- Approximate value
- Gift description
- The person and organisation that gave the gift
- Date gift was received

Newable has a separate Whistleblowing Policy which enables employees to report corruption appropriately.

As a Newable employee you must therefore report any concerns you have about bribery or corruption to your Line Manager in the first instance and in their absence to the HR Director or the Chief Executive Officer. This obligation also applies if you have any concerns about potential bribery on the part of a client, whether based overseas or in the United Kingdom. You may report all such allegations in good faith without fear of retaliation. However, allegations made falsely in bad faith may result in the exercise of the Disciplinary Procedure.

This policy should be read in conjunction with other clauses in this policy on gifts and entertainment, and with the separate Whistleblowing Policy.

Monitoring

Monitoring of bribery and corruption relies on vigilance by Line Managers and employees. Suspected breaches of policy must be passed to Line Managers. All reported allegations should be actively investigated, included in compliance monitoring reports, and the key findings will be reported back to the Chief Executive Officer.