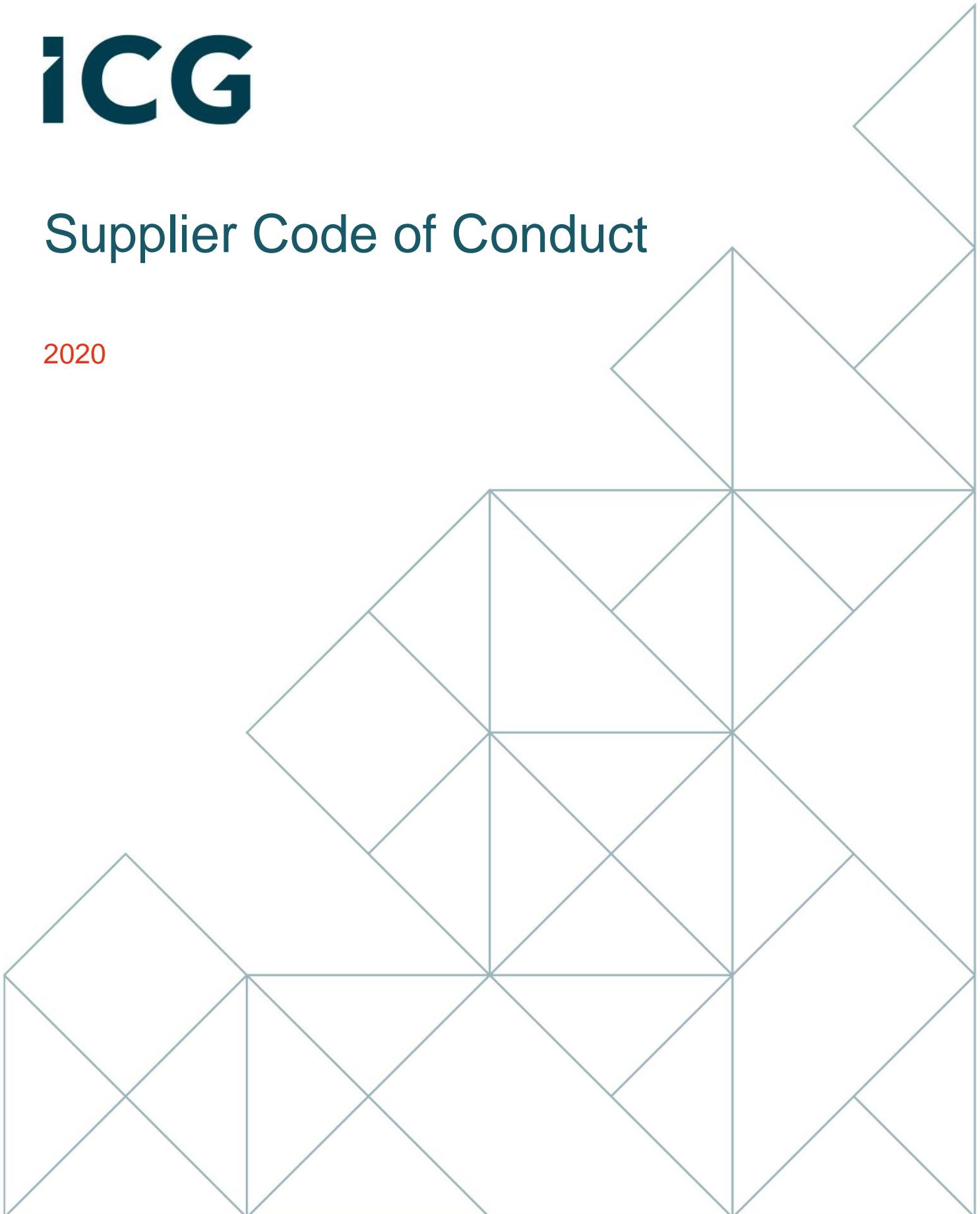




Supplier Code of Conduct

2020



1. BACKGROUND AND CONTEXT

Intermediate Capital Group PLC and its subsidiaries and affiliates are committed to conducting its business in a responsible and sustainable way. We manage our environmental and social impacts, whilst seeking to create shared value for our investors, shareholders and employees.

We believe that collaboration with our suppliers is a mutually beneficial and inclusive way to ensure responsible and sustainable business throughout our supply chain. We are committed to working with our suppliers on a journey of continuous improvement and strongly believe it can benefit us, our suppliers and all communities where we operate.

2. OBJECTIVES AND SCOPE

Our Supplier Code of Conduct sets out our principles, the benefits of sustainability, our rules of engagement, and what we expect from our suppliers.

We also expect our suppliers to follow these same principles in their procurement and supply chain activities, and to cascade the Code to their own suppliers.

3. KEY PRINCIPLES

We expect our suppliers to follow these principles:

- a) Comply with all relevant national laws and regulations
- b) Adopt a responsible and ethical approach to business
- c) Uphold and protect labour & human rights in their business and supply chains
- d) Manage and reduce environmental impacts in their business and supply chains
- e) Identify and manage supply chain risks in their supply chains

4. RULES OF ENGAGEMENT

Our intention is that suppliers will acknowledge and sign up to the Code, and work with us to identify risks, areas of improvement, and follow up agreed actions.

We will use appropriate due diligence to verify that our suppliers are following these principles. This due diligence may include risk assessments, requests for information and documents as evidence of policies and practices, and supplier audits. Failure to respond in a timely manner, or to provide information requested, may result in follow up action which could result in a loss of business with us.

We will also continually engage with our suppliers during the procurement lifecycle on sustainability issues and opportunities. In particular we will incorporate sustainability considerations into tenders and contracts where appropriate, and monitor supplier performance against specified goals and targets related to sustainability.

5. KEY REQUIREMENTS

a) Comply with all relevant national laws and regulations

Suppliers must comply in all material respects with all relevant national laws and regulations related to ethical business practices, labour and human rights, and environmental protection. Any breaches that relate to our business with you should be notified to us.

b) Adopt a responsible and ethical approach to business

We expect our suppliers to act ethically and with integrity in all business dealings and relationships and to implementing and enforcing effective systems and controls.

Suppliers should:

- Comply with applicable Laws, Rules and Regulations, relating to countering bribery and corruption
- Avoid conflicts of interest
- Have fair dealing with their suppliers
- Have no Insider Trading
- Maintain confidentiality
- Not practice discrimination in any form

We expect that our suppliers will hold their own suppliers to the same high standards of business conduct and ethics.

c) Uphold and protect labour & human rights in their business and supply chains

Our responsibilities to protecting people extend beyond our own employees to our clients/customers, partners and suppliers. We have a duty of care to protect people's health and safety, and to flag human rights issues where we become aware.

Our suppliers should treat their own employees fairly through responsible employment contracts and fair labour practices, with supporting policies and practices that should include, but not limited to:

- Equal opportunities and no discrimination: treat all applicants and employees equally regardless of age, disability, gender, marital or civil partner status, pregnancy or maternity, race, colour, nationality, ethnic or national origin, religion or belief, or sexual orientation.
- Anti-harassment and no bullying: a working environment free from harassment and bullying and ensuring all staff are treated, and treat others, with dignity and respect.
- Whistleblowing policy: encourage openness and support whistle-blowers who raise genuine concerns, with no detrimental treatment as a result of raising a genuine concern.
- Health and safety: Provide a safe working environment with a senior person having overall responsibility for health and safety and the operation of the policy.
- Security policy: covering physical security and IT security.

We have a zero-tolerance approach to Modern Slavery. Modern Slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labour and human trafficking, all of which have in common the deprivation of a person's liberty by another to exploit them for personal or commercial gain.

We expect the same zero tolerance of Modern Slavery from all of our contractors, suppliers and other business partners, and we expect that our suppliers will hold their own suppliers to the same high standards and alert us of risks they have uncovered in their supply chains.

d) Manage and reduce environmental impacts in their business and supply chains

We recognize the need to protect the natural environment for a sustainable future and seek to manage and reduce the environmental impacts of what we buy and to encourage our suppliers

to minimize their impacts. This means explicitly considering lifecycle resource usage, waste and emissions. In particular our suppliers should:

- Ensure compliance in all material respects with all applicable environmental legislation.
- Seek to purchase goods which are low impact, and use sustainably sourced materials, including recycled content where possible.
- Ensure goods are designed to last and can be re-used or recycled at the end of their service life.

When procuring goods and services, and in selecting suppliers, we reserve the right to specify:

- Preferred materials in manufacture of purchased components, subassemblies or finished products, e.g. recycled materials, avoidance of certain chemicals, locally sourced materials, sustainably sourced timber, reduced plastic packaging etc.
- Processes and standards to be used in manufacture, e.g. renewable energy, low carbon footprint, certified management systems (e.g. ISO 14001 or equivalent).
- Supply-chain management processes, e.g. environmental monitoring and management of supply chain.
- Logistics, transport and delivery requirements, e.g. transport planning and fleet management for reduced fuel use and emissions, returnable transit packaging, take-back options etc.

e) Identify and managing supply chain risks in their supply chains

Suppliers are expected to adopt a risk-based due diligence approach to their own supply chains which focuses on:

- Identifying key suppliers based on spend, degree of dominance and influence, and potential level of environmental, social and governance (ESG) risks.
- Implementing follow up actions such as supplier assessments, requests for documentary evidence of the supplier's policies and practices, audits of suppliers where deemed necessary, and initiating and monitoring corrective action plans.

6. SUPPLIER DECLARATION

[THE SUPPLIER] acknowledges the Supplier Code and seeks to conform with it.

Signed:

Name:

Role:

Date: