



Searchlight Consulting

Code of Ethics and Conduct



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Introduction

Our values and how we conduct business

Who we are and how we behave matters to our people and our clients.

Our vision is to help clients navigate through the complex process of business change, improvement and transformation. To achieve this, we apply effective processes and a strong commitment to operate to high standards.

Every day we need to live up to the values we believe in:

- ✓ people as the primary driver of success
- ✓ clarity and openness in everything we do
- ✓ honouring commitments
- ✓ leaving an enduring legacy
- ✓ independence
- ✓ exceeding expectations.

Every day we pride ourselves on our:

- ✓ results
- ✓ insight
- ✓ professionalism
- ✓ honesty
- ✓ innovative approach.

Each of us has a personal responsibility to live up to our values and ensure we demonstrate what we are proud of. This Code of Conduct establishes the minimum standards of conduct that are expected in relation to our business.

Following this Code of Conduct ensures that we build trust in each other and ensure combined success for our clients, our partners and our people.

Why we have this Code

High standards of ethical behaviour and compliance with laws and regulations are essential to building our reputation and long-term success of our business.

Each of us, through our actions and decisions, has a personal responsibility for building our reputation and living up to our values.

This Code of Conduct helps us do this by setting out the principles that underpins how we conduct our business.



Who this Code applies to

All people working for or on behalf of Searchlight are required to comply with this Code of Conduct.

This means that we will request that our employees, workers, associates, suppliers, subcontractors and other third parties we work with, apply the principles of this Code.

To cover all parties we will refer to "our people" throughout this Code.

Your commitment

We are all required to comply with this Code of Conduct. Therefore, you must make time to read and understand the principles and rules set out in this Code.

Any contravention of the Code may be classed as gross misconduct and will be dealt with under our disciplinary procedure for employees, or through contractual means in the case of non-employees.

If you have any questions, please ask.



Health and Safety

We understand our duty of care to our people and have a strong commitment to protect and enhance their health, safety and wellbeing.

Our principles

At Searchlight we take all reasonable steps to ensure the health, safety and welfare of our people and will, so far as is reasonably practicable, establish procedures and systems necessary to implement this. We will also ensure that all relevant statutory duties and obligations are satisfied, including those duties set out in the Health and Safety at Work etc. Act 1974.

We will provide and maintain a healthy and safe working environment. Our health and safety aims are to:

- ✓ create a safe and healthy work environment with no injuries
- ✓ have no work related ill-health
- ✓ have no environmental incidents.

Searchlight will endeavour to communicate our commitment to safety and to ensure our people are familiar with our health and safety standards and requirements.

What this means for you

We expect you to take reasonable care of your own and other people's welfare - Do not put yourself or others at risk from your actions.

Always work to our health and safety standards and requirements. To do this effectively you must make sure that you understand our health and safety standards and requirements and seek support if required.

✓ ***Communication and co-operation at all levels is essential.***

You are expected to co-operate with management and to accept your duty to take all reasonable steps to preserve and protect the health and safety of yourself and of all other people affected by the Searchlight operations.

If you experience any health and safety issues you must stop work if you think it is unsafe and report any issues immediately to the Chief Operating Officer.

Reporting of accidents, diseases and dangerous occurrences

Legislation requires that certain prescribed events, injuries and diseases be formally reported. Notwithstanding our legal obligations, the Company views accident investigation as a valuable tool in the prevention of future incidents. In



the event of an accident resulting in injury, you must immediately inform the Chief Operating Officer and complete the accident book if you are working at a client's site. Your accident report should include:

- The circumstances of the accident including photographs and diagrams wherever possible
- The nature and severity of the injury sustained
- The identity of any eye witnesses
- The time, date and location of the incident
- The date of the report.



Environmental Management

We understand our impact on the environment and seek to reduce any negative impact we may have.

Our Principles

We seek opportunities to reduce our environmental impact and we are committed to minimising waste and pollution arising from our activities wherever practical.

We aim to continuously improve our standards of environment and energy performance, and we are committed to the principles of environmental sustainability.

We will work to ensure we take a responsible approach to our use of energy throughout our business, including conserving energy, improving energy efficiency, and giving preference to renewable over non-renewable energy sources when feasible.

All our activities are carried out in conformance with applicable environmental legislation and other compliance obligations.

We are committed to treating, recycling or destroying our waste electrical and electronic equipment in an environmentally sound way.

We prefer to work with suppliers who themselves have sound environmental policies.

What this means for you

Wherever possible you should utilise virtual services and interaction/communication for meetings etc. to minimise the impact on the environment.

You should actively work to conserve natural resources by reusing and recycling materials, purchasing recycled materials, and using recyclable packaging and other materials.

When travelling you are encouraged to minimise your Carbon Footprint as much as possible, by choosing the most environmentally friendly mode of transport available to attend client sites and meetings, which may include travel by train.

Look after your electronic equipment to minimise the need to replace items before this is needed due to technological change.



All electrical equipment which does not require continuous operation should be switched off when not in use.

Ensure any waste electrical and electronic equipment is not thrown away with normal rubbish. It may contain toxic substances so always use approved disposal methods.

Be conscious of your behaviour when using our own and client facilities and think about how you can reduce the consumption of energy and other natural resources (e.g. water).

You are encouraged to put forward your ideas and suggestions for improving our environment and energy performance.



Corporate Social Responsibility

We are committed to building positive relationships within the work environment and the communities in which we live and work.

Our Principles

We are committed to being a responsible employer for all people that work for us and with us.

We seek to ensure that the actual place of work and our business practices are safe, respectful and allow our people to develop and deliver the best they can. We have a culture where we respect and make best use of the diversity of our people. We are committed to eliminating discrimination and encouraging diversity amongst our people and we want each person to feel respected and able to give your best.

We practice what we say and say what we do. Searchlight maintains a strong code of ethics which underpins all of our business practices:

- ✓ *Independence*: we operate in a transparent manner, free from any vested interests; our sole objective is to deliver successful outcomes, projects and solutions.
- ✓ *Insight*: our people have deep experience; they have often done it before. We believe in seeking their input to evolve and work towards mitigating risks.
- ✓ *Integration*: we work hard to create a "one team" integrated culture with all our people, our clients and the partners that they chose to work with, that ensures we enjoy our work and achieve the desired outcomes.
- ✓ *Integrity*: we strive for objectivity and fairness in everything we do.
- ✓ *Innovation*: we bring together people with different experiences, and take opportunities to be creative and deliver better solutions.

We work with our clients to understand the issues that their business needs to address and seek to maximise the value and outcomes for our clients at all times. We work with our clients to assess our performance, always seeking to take feedback to improve where possible.

What this means for you

Be an ambassador for Searchlight by treating everyone you encounter with respect and dignity.

You should always strive to do what you say you will do and deliver on your commitments.



You should seek to work through tough situations with a solution focused attitude.

You are encouraged to give back to the local community, support charities and attend/get involved in community events.



Conflicts of Interest

We always act for the best interest of Searchlight Consulting and we avoid conflicts of interest, but where they occur we manage them.

Our principles

In our day-to-day work and our business decisions, we are under an obligation to act in the interest of Searchlight and not on the basis of personal interests or family or other ties.

At Searchlight we will avoid any relationship, influence or activity that will impair our ability to make fair and objective decisions when performing our jobs. If we believe there is, or may be, a conflict of interest, we will seek to manage this in the most appropriate way.

We will not use any non-public information about our business or other companies for personal gain.

A conflict of interest is a situation that has the potential to undermine your impartiality because of the possibility of a clash between your own self-interest and your professional interest and obligations to Searchlight.

What this means for you

You should avoid situations in which private interests conflict or could conflict with those of Searchlight.

If any personal or professional relationships give rise to a conflict of interests or if potential conflicts of interests are imminent, you must make sure this is disclosed so that the conflict / potential conflict can be recorded and managed appropriately

You must not exploit your position at Searchlight for your own personal benefit.



Confidential Information and Data Protection

We protect the confidential information and company secrets of Searchlight and respect the confidential information that belongs to our clients, supplies and partners.

Our principles

At Searchlight we observe applicable data protection law and protect personal data, and we are committed to treating all our clients, suppliers and partners with fairness and integrity.

We respect the confidentiality of commercially sensitive information provided to us and we only use it appropriately for legitimate business purposes.

This applies especially to business and marketing plans, technical know-how concerning products, systems and processes, customer data, company and financial information, salary information, etc. For this reason, we treat this information confidentially and carefully, and will always work to avoid accidental disclosure.

We only collect, store, process and use personal data for legitimate purposes or in compliance with statutory regulations.

We expect our suppliers and partners, their people and their supply chains to operate to the highest standards of confidentiality and integrity.

When seeking new suppliers and partners we conduct appropriate due diligence. We select suppliers and partners whose core values and commitment to ethical business conduct match our own.

What this means for you

You must communicate clearly and honestly with our clients, suppliers and partners, but take care to protect our intellectual property and not to disclose confidential information unless authorised to do so.

You must not disclose any client, supplier or partner information to a third party that is or could be confidential or could breach the bond of trust and confidentiality.

You must take appropriate action if behaviours by suppliers or partners are contrary to the principles in this Code of Conduct.

If you find that an unauthorised or accidental disclosure has occurred you must report this to the Chief Operating Officer immediately you are made aware.



Modern Slavery

We will have no modern day slavery or human trafficking in our supply chains or in any part of our business.

Our policy

At Searchlight, we recognise that slavery and human trafficking remains a hidden blight on our global society. Our aim is to identify our responsibility by alerting our people to the risks, however small, in our business and in the wider supply chain.

You are expected and encouraged to report concerns to management and they are expected to act upon them.

We are committed to ensuring that there is no modern day slavery or human trafficking in our supply chains or in any part of our business.

We are committed to acting ethically and with integrity in all our business relationships and to implementing and enforcing effective systems and controls to ensure slavery and human trafficking is not taking place anywhere in our supply chains. We expect the same high standard from all of our business partners, contractors and suppliers.

We will achieve these aims by mitigating risk in the following ways (but not limited to):-

- ✓ Having stringent vetting and investigation of our supply chain (associates, contractors, sub-contractors, policies, contracts etc.) particularly in those high risk countries of origin listed in the Global Slavery Index <https://www.globallslaveryindex.org/>.
- ✓ Audit and review our practices for checking all employees and associates are paid at least the minimum wage and have the right to work in the UK.
- ✓ We encourage the reporting of concerns and the protection of whistle blowers.
- ✓ We will not knowingly support or deal with any business involved in slavery or human trafficking.
- ✓ We have a zero tolerance to slavery and human trafficking. We expect all those in our supply chain and our associates and contractors to comply with our values.
- ✓ Ensuring an appropriate level of communication and contact within the supply chain, so that everyone understands and complies with our expectations.



The prevention, detection and reporting of modern slavery in any part of Searchlight's business or supply chain, whether in the UK or abroad, is the responsibility of all those working with or for Searchlight. You are required to avoid any activity that might lead to a breach of this policy.

If you believe or suspect a breach of or conflict with this policy has occurred or may occur, you must notify the Chief Operating Officer. You are encouraged to raise concerns about any issue or suspicion of modern slavery in any part of Searchlight's business or supply chain as soon as possible. If you are unsure about whether a particular act, the treatment of workers or their working conditions within Searchlight's supply chain constitutes any of the various forms of modern slavery, please raise it with the Chief Operating Officer.

Any of our people who breach this policy will face disciplinary action, up to and including summary dismissal for gross misconduct.

Searchlight may terminate its commercial relationship with suppliers, associates, contractors and other business partners if they breach this policy and/or are found to have been involved in modern slavery.

This statement is in accordance with Section 54 of the Modern Slavery Act 2015 and constitutes the modern slavery and human trafficking statement for Searchlight Consulting.



Anti-Bribery and Corruption Hospitality and Gifts

We do not offer, pay or accept bribes or kickbacks for any purpose whether directly or through a third party.

Our policy

Searchlight Consulting takes seriously its obligations under the Bribery Act 2010.

Therefore, we have a zero tolerance policy for bribery and corruption. That is we do not offer, give or accept anything of value that can be viewed as, or has the effect of, improperly influencing business decisions.

Appropriate authority must be obtained before you accept any hospitality, gift or benefit that could influence any business decision. Any contravention of this policy will lead to disciplinary action being taken.

Reasonable corporate entertainment is acceptable, but where this involves you being away from the office, you may be required to take holiday.

Please refer to the Expenses policy for limits on client entertainment and associated approval processes.

What this means for you

If you accept hospitality, gifts or anything that can be interpreted as a favour, or if you have other social contact, you must avoid ever being placed at a disadvantage in business dealings or being put under any obligation that could distort your judgement, reflect upon your integrity or compromise Searchlight.

It is customary and acceptable in some sectors of business in which Searchlight is involved to accept hospitality. Provided this is kept within sensible bounds it works to the advantage of both parties.

Here we indicate what is permitted, with examples, but they cannot cover every circumstance. If at any time a situation arises which could cause embarrassment to Searchlight or lead you to having doubts about your personal position, the problem should be referred immediately to the Chief Operating Officer.

Gifts

Consumables and expendables of a personal, inexpensive nature such as pens, coasters, calendars, and note pads may be accepted on the assumption that they represent merely tokens of goodwill. Where appropriate, these should be acknowledged in an email or on Company headed notepaper.



Gifts must not be accepted from someone with whom there are no current business dealings. A monetary gift, whether in cash, credit or other form must never be accepted.

Lunch and dinner appointments

An invitation should only be accepted if it is felt to be in the interests of Searchlight. The Chief Operating Officer must be made aware of accepted invitations.

Other Entertainment or Personal Benefit

Reasonable corporate entertainment is acceptable but this should not be accepted without the prior approval of the Chief Operating Officer. Where it involves you being away from your place of employment, holiday may be required to be taken.

You must not put yourself at risk if there is a credible threat to your personal wellbeing, health or safety if you do not make a payment to an official. In this situation you should make the payment and report it immediately to the Chief Operating Officer.



Malpractice (Whistleblowing)

We maintain consistently high standards and will take any findings of malpractice or whistleblowing very seriously. Searchlight Consulting positively encourages all our people to report any concerns relating to malpractice or failure to comply with Searchlight policies.

Our policy

Searchlight's philosophy is to always work in full compliance with all applicable laws and regulations.

Examples of possible malpractice are:

- × The commission of any criminal offence
- × The bribing of officials or other employees in order to gain competitive advantage or maintain business arrangements
- × Failure by another employee to comply with any legal obligation
- × An act which endangers, or may endanger, the health and safety of an individual
- × An act which damages, or is likely to damage, the environment
- × The deliberate concealment of information claiming to show any of these types of practice.

We have a procedure that provides an effective means for our people to raise legitimate concerns about malpractice in the workplace. It is intended to provide a means for our people to internally report concerns of serious failings in Searchlight in a way that allows the matter to be investigated and resolved quickly and effectively.

What this means for you

Stage 1

If you have reason to believe that there is serious malpractice of the kind outlined above you should report it to the Chief Operating Officer.

In the same way, if you believe that any of your own activities conflict with Searchlight's ethics or policies, you should report your concerns to the Chief Operating Officer immediately so that any conflict can be corrected.

If you believe your manager to be involved, or for any reason you do not wish to approach your manager, then you should proceed straight to stage 3.

Stage 2

The Chief Operating Officer will investigate the matter and outline any necessary action, which may include reporting the matter to any appropriate government department or regulatory agency.

On conclusion of any investigation, the whistle-blower will be told the outcome of the investigation and what action will be taken. If no action is to be taken, the reason for this will be explained.

Stage 3

If you are concerned that the Chief Operating Officer is involved in the malpractice, has failed to make a proper investigation or has failed to report the outcome of the investigations to the Chief Executive Officer, you should inform the Chief Executive Officer or the Chief Financial and Commercial Officer who will arrange for another review to be carried out and will outline any necessary action as in stage 2 above.

If on conclusion of the process you reasonably believe that the appropriate action has not been taken, you should report the matter to the proper authority.

False Accusations

If you genuinely and reasonably believe that there are or may be malpractices occurring, you will not be reprimanded if the concern later proves to be unfounded.

Searchlight will, however, take disciplinary action in respect of false accusations that are made maliciously.

Confidentiality

Any concerns raised under this procedure will be treated as strictly confidential. The fact that you have raised a concern will not be disclosed to anyone else. In particular the person, or persons, responsible for the malpractice will not be informed of how their behaviour was brought to the attention of Searchlight.

If you find yourself subjected to bullying or detrimental treatment because you have made a complaint should inform management of the treatment you are receiving. Searchlight will take all reasonable action to prevent further incidents from occurring.

Raising Concerns Externally



If you do not believe that your concern has been adequately dealt with by Searchlight, you are entitled to bring the matter to the attention of outside bodies such as the Health and Safety Executive, Local Authority or relevant Government department in the form of a public interest disclosure.

The concern should not be discussed with the media.