

CODE OF ETHICAL CONDUCT

This Code of Conduct has been approved by the Directors of GGR Group Ltd and applies to all businesses and to all staff (permanent, temporary or on contract) engaged to work within or on behalf of the Group. It applies in all jurisdictions in which the Group operates regardless of local laws or culture.

A Code of Conduct can be described as follows: "A statement of principles and values that establishes a set of expectations and standards for how an organisation, government body, company, affiliated group or individual will behave, including minimal levels of compliance and disciplinary action for the organisation, its staff and volunteers".

- Staff must not offer or make any bribe, unorthodox or unauthorised payment or inducement of any kind to anyone.
- Staff must not solicit business by offering any bribe, unorthodox or unofficial personal payment to customers or potential customers.
- Staff must not accept any kind of bribe, unorthodox or unusual payment or inducement that would not be authorised by GGR in the ordinary course of Business.
- Staff must clearly refuse any bribe or unorthodox payment and must do so in a manner that can lead to no misunderstanding or false expectation; and to report any such offers to line management and to the Financial Director (acting as Group Corruption Manager) immediately.
- Staff must report any breaches of this policy or of any applicable law even if by doing so they have to disclose their own wrongdoing. Such reports must be passed to Group Corruption Manager.
- GGR requires managers to maintain a working environment where staff can make reports of breaches of this policy in confidence and without fear of reprisals.
- GGR expects its business partners, suppliers and contractors to act with integrity and without thought or actions involving bribery and corruption and will, where appropriate, include clauses to this effect in contracts offered to any such third Parties.
- GGR will actively investigate all reported allegations of fraud, corruption or abuse of position for personal gain involving the Group and its staff, wherever they might Occur.
- GGR undertakes that, except for knowingly reporting false accusations, every employee may report allegations without fear of retaliation.
- GGR and its staff will not make direct or indirect contributions to political parties, organisations or individuals engaged in politics, as a way of obtaining advantage in business transactions. GGR will publicly disclose all its political contributions.
- GGR will ensure that charitable contributions and sponsorships are not used as a subterfuge for bribery. GGR will publicly disclose all its charitable contributions and sponsorships.
- Compliance with this Ethical Code of Business Conduct (and the policy that it forms an integral part of) is mandatory for all staff (including directors) and GGR will apply appropriate sanctions for violations of this Code and the policy.
- GGR conducts due diligence before entering into a joint venture. For the avoidance of doubt, this includes intra-Group outsourcing.
- GGR will not channel improper payments through agents or other intermediaries.
- GGR undertakes properly documented due diligence before appointing agents and other intermediaries.
- All agreements with agents and intermediaries require the prior approval of senior Management.

- Compensation paid to agents and other intermediaries must be appropriate and justifiable remuneration for legitimate services rendered.
- Agents and other intermediaries must agree to comply with this policy and are provided with appropriate advice and documentation explaining this obligation.
- GGR requires its agents and other intermediaries to keep proper books and records available for inspection by the Group, auditors or investigating authorities.
- GGR monitors the conduct of its agents and other intermediaries and has a right of termination in the event that they pay bribes or act in a manner inconsistent with this policy.
- With regards to contractors and suppliers, GGR conducts its procurement practices in a fair and transparent manner.
- GGR will not recruit or hire workers under the minimum school leaving age (for the UK).
- GGR will restrict the hours of young persons to minimise overtime and prevent working at night or in hazardous environments as far as is reasonably practicable.
- GGR will endeavour to assess its suppliers and clients to ensure as far as is reasonably practicable, that child labour is not being used in the manufacture of any products being supplied to GGR.
- On discovering that an organisation is using child labour GGR will endeavour to cease trading with that organisation immediately.
- GGR is also committed to ensuring that no acts of modern day slavery and human trafficking will be tolerated at any time within the organisation. The company further commits that it will not knowingly deal or trade with any organisation or supply chain that is involved in any way with modern day slavery or human trafficking; recognising the requirements of the Modern Slavery Act 2015.
- GGR avoids dealing with contractors and suppliers known or reasonably suspected to be paying bribes. The Group undertakes due diligence, as appropriate, in evaluating prospective contractors and suppliers to ensure that they have effective anti-bribery policies.
- GGR makes this policy known to contractors and suppliers and requires their acceptance and adherence to this policy.
- GGR monitors significant contractors and suppliers as part of its regular review of relationships with them and has a right of termination in the event that they pay bribes or act in a manner inconsistent with this policy
- GGR makes it clear that no employee will suffer demotion, penalty, or other adverse consequences for refusing to pay bribes, even if such refusal may result in the Group losing business.
- GGR has established and maintains an effective system of internal controls to counter bribery, comprising financial and organisational checks and balances over the Group's accounting and record keeping practices and other business processes related to this policy

GGR has established feedback mechanisms and other internal processes supporting the continuous improvement of this policy. Senior management of the Group monitor the policy and periodically review the policy's suitability, adequacy and effectiveness, and implement improvements as appropriate.

GD Riley
Chief Executive Officer



Date 19 October 2021