

The background of the entire page is a photograph showing the silhouettes of two hands holding a golf club. The hands are positioned as if about to swing or have just finished a swing. The golf club is a driver, and its head is visible. The scene is set against a bright sunset or sunrise, with the sun low on the horizon, creating a strong lens flare and a warm, orange glow. The sky is filled with soft, wispy clouds. The overall mood is one of precision and focus, with the golden light of the sun highlighting the contours of the hands and the club.

Code of Conduct

The power to make a difference.

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Code of Conduct

Welcome to the Nexeon Code of Conduct which is our guide to doing the right thing. It is a must-read and must-follow for all of us.

Nothing is more important to Nexeon than making sure we do what is right and nothing puts us more at risk than failure to do so.

We have tried to keep the code short and simple, focusing on guiding principles of safety, respect, excellence, courage and working as one team rather than providing a lengthy list of detailed rules. All members of the Nexeon team can use their good judgment to make the right decisions and to make difficult choices when necessary. In doing this, no-one needs to feel alone if they are unsure: even though we are a small company, we have resources available to provide guidance and advice.

Please have courage to speak up if you see anything that appears to breach this code. Concerns which are raised in good faith will be considered seriously and sensitively and retaliation will not be tolerated.

Our guiding principles are the foundation for this code. They define how we must act to maintain our reputation and to be worthy of the trust that is essential for us to thrive. Please use these principles and this code of conduct to guide your work and behaviour at Nexeon.

What is this code?

This code of conduct is a principle-driven guide to doing the right thing. It includes references to other Nexeon policies which provide more detail in certain areas. No code of conduct or set of policies can cover every circumstance so we rely on our staff using good judgment and asking for help when unsure.

You must always comply with applicable laws. Where this code sets stricter requirements than local customs or practices, you must follow this code. If you are unsure or believe there is a conflict, seek guidance from your manager or a member of the C-Suite.

Who must follow this code?

This code applies to all Nexeon staff and board members. Suppliers, vendors, and other business partners can impact our reputation through their behaviour, and we want to work with those who share our commitment to safety, ethics, and compliance.

The code applies at work (including company social events whether during or outside normal working hours) - outside of work it applies to behaviour which might affect Nexeon's reputation or legitimate business interests. The code should apply also when travelling on company business or when representing the company outside of the normal work environment.

We expect key business partners to be open with us about their policies, culture, and compliance so that we can be sure that we are working with organisations which share similar values. Likewise, we will be open with our partners so that they can be confident in Nexeon.

We welcome the inclusion of compliance clauses in contracts with our partners and will take appropriate measures when partners do not live up to the required standards.

Responsibilities for all staff and directors

-
- Read and comply with the code.
 - Confirm that you have read and complied with this code when requested to do so.
 - Act in a manner which is safe, ethical and complies with Nexeon policies and applicable law.
 - Raise questions and concerns if you become aware of possible violations of this code.
 - Co-operate fully with any investigations or audits of compliance with this code.

Additional responsibilities for managers

-
- Be a positive role model and support your team members by:
 - Creating an environment that is respectful and inclusive.
 - Encouraging others to speak up.
 - Listening and responding to concerns when they are raised.
 - Doing your part to make sure that no-one experiences retaliation for speaking up or co-operating in an investigation.
 - Help your team members understand the principles and expectations of this code.
 - Be consistent when enforcing our requirements and holding people accountable for their behaviour.

Guiding Principles

Safety

Safety is good business. Everything we do relies upon the safety of our team and the communities around us and our wider environment, and it is important that we all comply with the internal health and safety rules and procedures.

Quality

We seek to continuously raise the bar. From the products that we develop, to the environment that we create for people, to the practices and processes that we implement, the goal is always to constantly improve and surpass expectations.

Respect

We respect the world; this begins with compliance with laws and regulations. We hold ourselves to the high ethical standards and behave in ways that earn the trust of others. We depend on the relationships we have and respect each other and those we work with. We value diversity of people and thought. We care about the consequences of our decisions, large and small, on those around us.

Courage

What we do is rarely easy. Achieving the best outcomes often requires the courage to face difficulty, to speak up and stand by what we believe. We always strive to do the right thing. We explore new ways of thinking and are unafraid to ask for help. We are honest with ourselves and actively seek feedback from others. We aim for an enduring legacy, despite the short-term priorities of our world.

Our Values



Collaboration

Our collaborative spirit, openness and communication ensures we delight our internal and external customers, enabling us to deliver quality innovative solutions.



Excellence

We strive to be the best at what we do. Our ambition is realised through our agility and speed in problem resolution – it is our passion.



Leadership

We are all leaders; we celebrate and champion innovation, diversity, individuality and commitment to a common goal.

Speaking Up

Whistleblowing is one of the most effective ways of preventing and eliminating wrongdoing at work.

We recognise that raising a whistleblowing concern can be daunting. However, we encourage you to report concerns internally as soon as possible where you suspect wrongdoing. We are here to listen and will take all concerns that you raise seriously.

This policy sets out the procedure for raising a whistleblowing concern and the support and protection that is available to you when you do so.

If your concern relates to a personal grievance that is not in the public interest (for example, an allegation of bullying or harassment, or an allegation that your contract of employment has been breached), you should raise it under our separate grievance procedure.

If you are unsure about whether your concerns are best dealt with under the whistleblowing policy or grievance procedure, please speak to the People Team for further advice.

This policy does not form part of your contract of employment, and we reserve the right to amend or withdraw it at any time.

Scope

This policy applies to all employees and workers employed by us. Subcontractors and suppliers should refer to the Supplier Code of Conduct.

Whistleblowing concerns to which this policy relates

Whistleblowing is the act of reporting suspected wrongdoing or risk of wrongdoing relating to:

- a criminal offence,
- a failure to comply with a legal obligation,
- a miscarriage of justice,
- a risk to the health and safety of an individual,
- damage to the environment, or
- an attempt to cover up any of the above.

It is not necessary for you to prove the wrongdoing. However, to be protected by whistleblowing laws against detrimental treatment or dismissal, you must reasonably believe that wrongdoing (related to one of the categories listed above) is being, has been, or is likely to be committed and that your disclosure is in the public interest.

Stage 1 – Raising a whistleblowing concern

If you have a genuine concern relating to any type of wrongdoing that is covered under this policy, you should raise it with your line manager. If your concern relates to your line manager, or for any reason you do not wish to approach your line manager, you should raise your concern with a member of the ELT, the People Team or anonymously to the Board of Directors using speakup@nexeonglobal.com.

You can raise your concern orally, or in writing. It is important that you set out clearly:

- the details of the suspected wrongdoing,
- the names of any individuals involved, and
- and what action (if any) you are seeking.

In some cases, it may be necessary to ask you to attend a meeting to clarify the nature of your concern. This will be arranged as soon as possible. You may, if you wish, bring a colleague or a trade union representative with you to the meeting. Where it is considered appropriate, a member of the People Team may also be present.

Stage 2 – Responding to your whistleblowing concern

The manager to whom you raise your concern will decide if an investigation is required and, if it is, the most appropriate person to conduct it. The relevant manager will write to you confirming that they are investigating the concern and the timescale for completion.

The level of investigation and time this will take will vary depending on the nature of the suspected wrongdoing.

Following the investigation, the relevant manager will inform you in writing, as quickly as possible after completion of the investigation, of the outcome and any next steps or action that will be taken. While we aim to provide you with comprehensive feedback, in some cases this may not be possible, for example where data protection rules apply or there are sensitive issues that need to remain confidential.

Stage 3 – Appeal

If you are not satisfied with how your concern has been dealt with, you should appeal to the People Team.

You should raise your appeal in writing to the person identified on the outcome letter. It is important that you set out clearly the grounds of your appeal, i.e. the basis on which you consider that your original concern has not been satisfactorily dealt with.

In some cases, it may be necessary to ask you to attend a meeting to clarify the nature of your appeal. This will be arranged as soon as possible. You may, if you wish, bring a colleague or a trade union representative with you to the meeting. Where it is considered appropriate, a member of the People team may also be present.

The relevant manager will consider your grounds for appeal. You will be informed in writing of the outcome as quickly as possible. There is no further right of appeal.

Confidentiality and anonymity

We want you to feel comfortable about raising a whistleblowing concern openly and actively encourage you to do so.

Where you raise a whistleblowing concern openly, we will maintain your confidentiality as far as possible. If we need to identify your identity to anyone, we will notify you beforehand.

In the alternative, you may decide to raise a whistleblowing concern anonymously via speakup@nexeonglobal.com.

We encourage anonymous reporting over remaining silent. Although we will investigate any concern that is reported anonymously as best we can, an anonymous report is likely to be more difficult for us to investigate and we will not be in a position to provide you with any feedback.

Our commitment to you

You have the right not to be subjected to any detrimental treatment (including being unfairly penalised, disciplined or dismissed) because you have raised a whistleblowing concern.

If you raise a whistleblowing concern in accordance with this policy, we will ensure that you are treated with respect and provided with adequate support and protection.

If you are told not to raise or pursue a whistleblowing concern, or you believe that you have been subjected to detrimental treatment because you have raised a whistleblowing concern, you should report the matter to the People Team. In the alternative, you can raise it under our Grievance procedure if it applies to you.

Any such behaviour will not be tolerated and will be treated as a disciplinary offence which could result in disciplinary action up to and including summary dismissal.

If we find that an individual has knowingly raised false allegations, this will also be treated as a disciplinary offence which could result in disciplinary action up to and including summary dismissal.

Raising your whistleblowing concerns externally

We encourage you to raise your whistleblowing concerns internally in the first instance. If you feel that appropriate action has not been taken, you should report the matter to the correct prescribed body or person (see list on [GOV.UK](https://www.gov.uk)).

You should seek advice if you are thinking of raising your concern with the media as you will not have protection under whistleblowing laws unless certain conditions are met. We strongly recommend that you use this policy and our internal processes and the external contacts first before taking any such step

Further guidance

If you need further guidance or support, you can contact the whistleblowing charity [Protect](#) or [Citizens Advice](#) for free confidential advice.

Each of us has a responsibility to speak up if we see something unsafe, unethical, or potentially harmful. If you have a question, need help, or want to raise a concern you have several options as set out below.

We do not tolerate retaliation. We consider acts of retaliation to be misconduct and will deal with any such behaviour under our disciplinary policy, which could result in sanctions up to and including summary

dismissal. Retaliation can take many forms, for example: threats, intimidation, exclusion, humiliation, and raising issues maliciously or in bad faith.

You should speak up if you think that you, or someone you know, has experienced retaliation.

The Code

1. Safety

We are committed to safety, protecting the environment, and respecting the communities in which we operate. As employees and workers, we owe a duty of care not just to our colleagues but also to ourselves

Our health, safety, security, and environment goals are:

- no accidents
- no harm to people
- no damage to the environment.

We must be vigilant, disciplined, and always looking out for one another. Each of us should be a role model for safety.

- Do not undertake work that you are not qualified to perform.
- Stop work, your own or others', if you consider it unsafe.
- Play your part in protecting the environment.
- Be sure that your performance is not impaired, for example by a lack of sleep, alcohol, or any drugs – including prescription or over-the-counter medication. If you cannot work safely, stop work.
- Speak up if you observe an unsafe or unhealthy working environment. Listen to others who speak up.
- Expect and encourage contractors and others with whom we work to comply with applicable safety requirements.
- Report any accident, injury, illness, or unsafe condition immediately. Never assume that someone else has reported or will report a risk or concern.
- Know the emergency procedures that apply where you work.

2. Respect

We believe that a culture of equality, diversity and inclusion not only benefits our global business but supports wellbeing and enables our people to work better because they can be themselves and feel that they belong.

An important part of fostering a culture of equality, diversity and inclusion is seeking to eradicate harassment and bullying at work. We also believe that competence, performance, and potential should guide our employment-related decisions, such as hiring, retention, training opportunities and promotion. Nexeon supports the principles contained within the International Labour Organization (ILO) Core Conventions on Labour Standards.

We follow the applicable employment and labour laws wherever we do business, including wage-and-hour, immigration, collective-bargaining, anti-discrimination, and similar employment rules. This sets out our global approach to promoting a working environment based on dignity, trust, and respect, and one that is free from discrimination, harassment, bullying, retaliation, and victimisation.

Scope

This policy applies to anyone who works for us, or who applies to work for us, and is relevant to all stages of the employment relationship.

The policy also applies to harassment and bullying by third parties, such as customers and suppliers.

This policy should be read in conjunction with any local anti-harassment and anti-bullying policies and procedures, which will be consistent with the laws, culture, and organisational needs in that location.

This policy does not form part of your contract of employment, and we reserve the right to amend or withdraw it at any time.

What we expect from you

We expect you, and every one of our people, to take personal responsibility for observing, upholding, promoting, and applying this policy and any local anti-harassment and anti-bullying policies and procedures. Whatever your job is, this is part of your role.

Anti-harassment and anti-bullying laws vary depending on your location. However, we believe that fostering a working environment that is non-discriminatory and free from harassment and bullying is about more than simply following laws.

We therefore adopt a zero-tolerance approach to instances of harassment and bullying, meaning that you should:

- familiarise yourself with the examples of harassment, including examples of sexual harassment, and examples of bullying set out in this policy,
- not commit, authorise, or condone any act of harassment or bullying,
- speak up without delay if you experience harassment or bullying,
- act if you become aware of harassment or bullying being committed against others, and
- complete any anti-harassment and anti-harassment training and awareness courses that we require you to undertake.

Fair treatment of all

We respect rights related to freedom of association, collective representation, fair compensation, equal treatment and safe and healthy workplaces.

You should treat everyone with respect and never harass or bully someone based on their personal characteristics, including their:

- age,
- disability
- race, colour, ethnic or national origin,
- marital or partner status,
- gender reassignment,
- pregnancy or maternity,
- religion or belief,

- sex, and
- sexual orientation.

Examples of unacceptable behaviour

Harassment

Harassment can occur in many forms and can take place either at work or outside work. A person of any gender can be a harasser or the victim of harassment. The actions do not have to be directed at the individual to count as harassment - a bystander can be the victim of harassment if they overhear or witness something that is not directed at them.

While this is not an exhaustive list, examples of harassment include:

- "banter", jokes, taunts, or insults that are sexist, racist, ageist, transphobic, homophobic, or derogatory against any other personal characteristic,
- unwanted physical behaviour, for example touching, pushing, or grabbing,
- excluding someone from a conversation or a social event or marginalising them from the group,
- derogatory comments about pregnancy, maternity leave, or IVF treatment,
- mimicking or making fun of someone's disability,
- derogatory or offensive comments about religion or belief,
- unwelcome comments about someone's appearance or the way they dress that is related to a personal characteristic,
- "outing" (i.e. revealing their sexual orientation against their wishes), or threatening to "out" someone,
- deliberately using the wrong name and/or pronoun for someone (for example following a person's gender reassignment),
- displaying images that are offensive (for example racially offensive images), and
- excluding or making derogatory comments about someone because of a perceived protected characteristic, or because they are associated with someone with a protected characteristic.

Sexual harassment

Sexual harassment can occur in many forms. While this is not an exhaustive list, examples of sexual harassment include:

- physical conduct of a sexual nature, unwelcome physical contact, or intimidation,
- persistent suggestions to meet up socially after a person has made clear that they do not welcome such suggestions,
- showing or sending offensive or pornographic material by any means (for example by text, video clip, email or by posting on the internet or social media),
- unwelcome sexual advances, propositions, suggestive remarks, or gender-related insults,
- offensive comments about appearance or dress, innuendo, or lewd comments,
- leering, whistling, or making sexually suggestive gestures, and

- gossip and speculation about someone's sexual orientation or gender reassignment status, including spreading malicious rumours.

Bullying

We regard bullying as conduct that is offensive, intimidating, malicious, insulting, or an abuse or misuse of power, and usually persistent, that has the effect of undermining, humiliating, or injuring the recipient. Bullying can be physical, verbal, or non-verbal conduct. It is not necessarily face to face and can be done by email, phone calls, online (cyber-bullying) or on social media. Bullying may occur at work or outside work.

While this is not an exhaustive list, bullying includes:

- physical, verbal, or psychological threats,
- excessive levels of supervision, and
- inappropriate and derogatory remarks about a person's performance.

It is important to understand that legitimate, reasonable, and constructive criticism of a person's performance or behaviour, or reasonable instructions given to people in the course of their employment, will not of themselves amount to bullying under this policy.

Retaliation and victimisation

We do not tolerate retaliation and victimisation, or any other type of unlawful discrimination, against an individual because they have:

- reported, or indicate that they intend to report, an incident of alleged harassment or bullying; or
- participated in an investigation into alleged harassment or bullying (for example giving evidence as a witness).

If you believe you are being disadvantaged, or discriminated against, for this reason, you can make a complaint or raise a grievance under local policies and procedures.

Informal resolution

If you experience harassment or bullying, you may wish to resolve the issue informally if you feel able to do so. For example, if you are unhappy with someone's treatment of you, you may decide to raise the issue with them.

You can make it clear that their behaviour is not welcome and ask them to stop. They may not be aware that their behaviour is offending you.

Alternatively, if you do not feel up to speaking directly to the individual, you may consider asking your supervisor/line manager, a co-worker, or HR for support. You may or may not want them to talk to the individual on your behalf and, where possible, we will respect your wishes.

If you would prefer not to discuss the issue with anyone at work, help and support is also available through our employee assistance programme (EAP). You can use our EAP to speak to an independent adviser on a confidential basis about any issue that is troubling you. Details of how to access our EAP can be found on our HRIS under company documents.

Formal action

However, if the welfare or safety of you or others is at risk or where your allegations are particularly serious, we will need to instigate a formal investigation. In these circumstances, we will, where possible, discuss this with you first.

We will, so far as is possible, investigate fully every complaint in an objective and confidential way, while also ensuring that we respect your rights as well as the rights of the alleged bully/harasser.

We will use every effort to complete an investigation into harassment or bullying as quickly as possible.

If you are found to have committed, authorised, or condoned an act of harassment or bullying, we will take action against you. This can include disciplinary action, up to and including summary dismissal, if you are employed by us or the termination of the working arrangements if you are not directly employed by us (for example if you are a contractor).

In some locations, an individual who violates anti-harassment and anti-bullying laws may be personally liable or subject to direct legal penalties against them.

Our commitment to progress

We will carry on evolving in this key policy area so that our global business continues to foster a culture of equality, diversity and inclusion and eradicate harassment and bullying at work. We are committed to the regular review of our progress towards meeting these goals through (where appropriate):

- the gathering of feedback from stakeholders (listening to the employee voice),
- the assessment of key performance indicators to ensure that our approach in this key policy area is contributing to our organisational goals,
- the use of analytics to help us to identify any of our locations where harassment and bullying is a problem (including regular surveys of the number of formal complaints raised and upheld in each location), and
- the carrying out of equality impact assessments.

Our employees should not participate in any form of abuse or harassment. This includes actions that can reasonably be considered as offensive, intimidating, or discriminatory, as well as any form of sexual harassment.

Be aware that your behaviour outside of work has an impact on your work and your colleagues, and we may take disciplinary action up to and including summary dismissal if we believe such alleged or actual behaviour affects our business, partnerships and/or reputation.

Nexeon respects the privacy of its employees and will only concern itself with what employees do outside of work if this affects our reputation or legitimate business interests. We only use personal information when needed to operate effectively or comply with the law.

3. Business Conduct

We work with our business partners in an honest, respectful, and responsible way. We gain competitive advantages through strong performance rather than through unethical or illegal business practices. This means that we;

- Select partners carefully and objectively.

- Build and maintain strong relationships.
- Work with others who share our commitments to safety and ethics and compliance.
- Clearly communicate our expectations, agreeing contractual obligations where applicable.
- Report any indications that a business partner is not complying with applicable laws or their contractual obligations.
- Appropriately exchange gifts and entertainment. Some gifts and entertainment are never acceptable as they may be illegal or could damage our reputation; for example, anything that could be seen as a bribe or that is indecent or improper.
- Do not accept or provide gifts or entertainment in return for any business, services, or confidential information, or if the intent is to bias a decision.
- Avoid or disclose potential conflicts of interest.

A conflict of interest may occur when your interests or activities affect your ability to make objective decisions for Nexeon.

Conflicts in relation to outside interests may be governed by your contract of employment. Other examples of potential conflicts are if you have close relatives working for competitors, customers, or suppliers, if you have an intimate relationship with another employee who can influence decisions such as salary or promotion or if you participate in political campaigns or accept public office which might affect Nexeon.

The key to managing conflicts of interest is to disclose potential conflicts as soon as possible to your manager and/or the People team, and to agree how the conflict should be handled to minimise any impropriety or the appearance of impropriety.

4. Recording and Presenting Information

Nexeon is founded on science and innovation and its investors and customers expect technical information to be prepared and presented in a manner which is informative and not misleading:

- experimental plans should be hypothesis led and data should be recorded fully and accurately, regardless of whether the desired experimental aim was achieved.
- reports and presentations of data should provide full information and fair comparisons so that robust conclusions can be drawn.

Similar standards apply to other types of information over which professional judgment is exercised (e.g. financial, HR, and commercial information). While protecting our interests, we must be open and honest about our business and performance – good and bad.

Note: When recording and presenting information please consider confidentiality and protection of intellectual property.

5. Ethical compliance & Anti-Bribery

Our organisation is committed to the highest standards of ethical conduct and integrity in its business activities in the UK and overseas.

This policy outlines our position on preventing and prohibiting bribery. Our organisation will not tolerate any form of bribery by, or of, its employees, agents or consultants or any person or body acting on its behalf.

Senior management is committed to implementing effective measures to prevent, monitor and eliminate bribery.

The policy does not form part of your contract of employment, and we reserve the right to amend or withdraw it at any time.

Scope

This policy applies to all employees and officers of our organisation, and to temporary workers, consultants, contractors, agents, and subsidiaries acting for, or on behalf of, our organisation ("associated persons") within the UK and overseas.

Every employee and associated person acting for, or on behalf of, our organisation is responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a serious disciplinary, contractual, and criminal matter for the individual concerned and may cause serious damage to our reputation and standing. As such, we may take disciplinary action up to and including summary dismissal if this policy is breached.

Our organisation may also face criminal liability for unlawful actions taken by its employees or associated persons under the Bribery Act 2010. All employees and associated persons are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time.

This policy covers:

- the main areas of liability under the Bribery Act 2010,
- the responsibilities of employees and associated persons acting for, or on behalf of, our organisation, and
- the consequences of any breaches of this policy.

Bribery Act 2010

Our organisation is committed to complying with the Bribery Act 2010 in its business activities in the UK and overseas.

A bribe is a financial or other type of advantage that is offered or requested with the:

- intention of inducing or rewarding improper performance of a function or activity; or
- knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity.

A relevant function or activity includes public, state or business activities or any activity performed during a person's employment, or on behalf of another organisation or individual, where the person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

A criminal offence will be committed if:

- an employee or associated person acting for, or on behalf of, our organisation offers, promises, gives, requests, receives or agrees to receive bribes; or
- an employee or associated person acting for, or on behalf of, our organisation offers, promises, or gives a bribe to a foreign public official with the intention of influencing that official in the performance of their duties (where local law does not permit or require such influence); and

- our organisation does not have the defence that it has adequate procedures in place to prevent bribery by its employees or associated persons.

What is prohibited?

Employees or associated persons are prohibited from offering, promising, giving, soliciting, or accepting any bribe. The bribe might be cash, a gift or other inducement to, or from, any person or organisation, whether a public or government official, official of a state-controlled industry, political party or a private person or organisation, regardless of whether the employee or associated person is situated in the UK or overseas.

The bribe might be made to ensure that a person or organisation improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with their position of trust) to gain a:

- commercial, contractual, or regulatory advantage for our organisation in either obtaining or maintaining organisation business, or
- personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

Records

Employees and, where applicable, associated persons, are required to take particular care to ensure that all records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers, and public officials.

Due diligence should be undertaken by employees and associated persons prior to entering any contract, arrangement, or relationship with a potential supplier of services, agent, consultant, or representative in accordance with our procurement and risk management procedures.

Employees and associated persons are required to keep accurate, detailed, and up-to-date records of all corporate hospitality, entertainment or gifts accepted or offered.

Working overseas

Employees and associated persons conducting business on behalf of our organisation outside the UK may be at greater risk of being exposed to bribery or unethical business conduct than UK-based employees. Employees and associated persons owe a duty to our organisation to be extra vigilant when conducting international business.

Employees and associated persons are required to cooperate with our risk management procedures and to report suspicions of bribery to an appropriate person (e.g. your line manager).

While any suspicious circumstances should be reported, employees and associated persons are required particularly to report:

- close family, personal or business ties that a prospective agent, representative or joint-venture partner may have with government or corporate officials, directors, or employees,

- a history of corruption in the country in which the business is being undertaken,
- requests for cash payments,
- requests for unusual payment arrangements, for example via a third party,
- requests for reimbursements of unsubstantiated or unusual expenses, or
- a lack of standard invoices and proper financial practices.

If an employee or associated person is in any doubt as to whether a potential act constitutes bribery, the matter should be referred to an appropriate person, e.g. your line manager.

Facilitation payments

Employees or associated persons are prohibited from making or accepting any facilitation payments. These are payments made to government officials for carrying out or speeding up routine procedures. They are more common overseas. Facilitation payments are distinct from an official, publicly available fast-track process.

Facilitation payments, or offers of such payments, will constitute a criminal offence by both the individual concerned and our organisation, even where such payments are made or requested overseas. Employees and associated persons are required to act with greater vigilance when dealing with government procedures overseas.

Where a public official has requested a payment, employees or associated persons should ask for further details of the purpose and nature of the payment in writing. If the public official refuses to give these, this should be reported immediately to an appropriate person of authority.

If the public official provides written details, the appropriate person of authority will consider the nature of the payment. Local legal advice may be sought.

If it is concluded that the payment is a legitimate fee, for example part of a genuine fast-track process, or is permitted locally, our organisation will authorise the employee to make the payment.

Where the appropriate person of authority considers that the request is for a facilitation payment, the employee or associated person will be instructed to refuse to make the payment and notify the public official that the employee or associated person is required to report the matter to our organisation and the UK embassy.

We will seek the assistance of the relevant employee in its investigation and may determine that the matter should be referred to the prosecution authorities.

If an employee or associated person has any other concerns about the nature of a request for payment, they should report it to an appropriate person of authority using the reporting procedure set out in this policy and in accordance with our whistleblowing policy described earlier in this document.

Corporate entertainment, gifts, hospitality, and promotional expenditure

Our organisation permits corporate entertainment, gifts, hospitality, and promotional expenditure that is undertaken:

- for the purpose of establishing or maintaining good business relationships,
- to improve the image and reputation of our organisation, or

- to present our goods effectively,

if it is:

- arranged in good faith, and
- not offered, promised, or accepted to secure an advantage for our organisation or any of its employees or associated persons or to influence the impartiality of the recipient.

We will authorise only reasonable, appropriate, and proportionate entertainment and promotional expenditure.

This principle applies to employees and associated persons, whether based in the UK or overseas. However, those with remits overseas will be given further training on the specific procedures that they are required to follow.

Employees and, where relevant, associated persons should submit requests for proposed hospitality and promotional expenditure well in advance of proposed dates to the C-suite

Employees are required to set out in writing:

- the objective of the proposed client entertainment or expenditure,
- the identity of those who will be attending,
- the organisation that they represent, and
- details and rationale of the proposed activity.

We will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. We will not approve business entertainment where it considers that a conflict of interest may arise or where it could be perceived that undue influence, or a particular business benefit was being sought (for example prior to a tendering exercise).

Any gifts, rewards or entertainment received or offered from clients, public officials, suppliers, or other business contacts should be reported immediately to an appropriate person of authority. In certain circumstances, it may not be appropriate to retain such gifts or be provided with the entertainment and employees and associated persons may be asked to return the gifts to the sender or refuse the entertainment, for example where there could be a real or perceived conflict of interest. As a rule, small tokens of appreciation, such as flowers or a bottle of wine, may be retained by employees.

If an employee or associated person wishes to provide gifts to suppliers, clients or other business contacts, prior written approval from an appropriate person of authority is required, together with details of the intended recipients, reasons for the gift and business objective. These will be authorised only in limited circumstances and will be subject to a cap of £50, or the local equivalent, per recipient.

Employees and, where applicable, associated persons must supply records and receipts, in accordance with our expenses policy.

Charitable and political donations

Our organisation considers that charitable giving can form part of its wider commitment and responsibility to the community.

Our organisation does not make donations to any political parties/charities. Employees and associated persons are not permitted to make any charitable and political donations to organisations on our behalf without prior written consent from an appropriate person of authority.

We may also support fundraising events involving employees.

What practices are permitted?

This policy does not prohibit:

- normal and appropriate hospitality and entertainment with clients (please see our expenses policy); and
- the use of any recognised fast-track process that is publicly available on payment of a fee.

Any such practices must be proportionate, reasonable, and made in good faith. Clear records must be kept.

Reporting suspected bribery

Our organisation depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist our organisation and to remain vigilant in preventing, detecting, and reporting bribery.

Employees and associated persons are encouraged to report any concerns that they may have to an appropriate person of authority as soon as possible. Issues that should be reported include:

- any suspected or actual attempts at bribery,
- concerns that other employees or associated persons may be being bribed, or
- concerns that other employees or associated persons may be bribing third parties, such as clients or government officials.

Our employees should notify our People & Talent Team of any incidents of suspected bribery. Any such reports will be thoroughly and promptly investigated by the company in the strictest confidence. Employees and associated persons will be required to assist in any investigation into possible or suspected bribery.

Employees will also be required to comply with our whistleblowing policy.

Employees or associated persons who report instances of bribery in good faith will be supported. We will ensure that the individual is not subjected to detrimental treatment because of their report. Any instances of detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary offence and may result in sanctions up to and including summary dismissal.

An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, employees and associated persons should not agree to remain silent. They should report the matter to an appropriate person of authority, or by using the whistleblowing policy described earlier in this document.

When an individual reports suspected instances of bribery, we will process any personal data collected in accordance with our data protection policy. Data collected from the point at which the individual makes the report is held securely and accessed by, and disclosed to, individuals only for the purposes of dealing with the report of bribery.

Action by our organisation

We will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out. We will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal. We may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, our organisation who are found to have breached this policy.

We may also report any matter to the relevant authorities, including the Serious Fraud Office and the police. We will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

Review of procedures and training

Our organisation will regularly communicate its anti-bribery measures to employees and associated persons. Training is mandatory and is included as part of your onboarding process.

The Leadership Team will monitor and review the implementation of this policy and related procedures on a regular basis, including reviews of internal financial systems, expenses, corporate hospitality, gifts, and entertainment policies.

Employees and those working for, or on behalf of, our organisation are encouraged to contact the Leadership Team with any suggestions, comments, or feedback that they may have on how these procedures may be improved.

Employees must not engage in any form of agreement or understanding to fix prices, rig bids, allocate customers and/or restrict supply.

Our staff must comply with the rules of international trade: label shipments correctly, declare values correctly and respect laws which restrict trade such as licensing requirements or trade sanctions.

Money laundering is the process of hiding illegal funds or making them look as though they are legitimate. It also covers the use of legitimate funds to support crime or terrorism. Never become involved in money laundering.

We seek to conduct our business in a manner that respects the human rights and dignity of people. As we grow our company, we will audit our key suppliers to ensure that they do not tolerate the use of child labour, human trafficking or forced labour and that they comply with labour laws and good standards in areas such as minimum wage levels, working hours and company-provided housing.

We do not tolerate bribery and corruption in any of its forms in our business. We comply with anti-bribery and corruption laws and regulations and support efforts to eliminate bribery and corruption worldwide. This includes but is not limited to the following principles:

- Do not offer or accept bribes, kickbacks or any other kind of improper payment including facilitation payments.
- Keep accurate books and records so that payments and other transactions are honestly described, and company funds are not used for unlawful purposes.

- Business partners, our investors, government, and the public rely on our accurate and complete disclosures and business records. Such information is also essential within Nexeon so that we can make good decisions.
- Follow applicable laws and Nexeon requirements when creating, maintaining, retaining, or destroying documents including those in electronic formats.
- Make sure that reports and information required by company management, investors or government or regulatory agencies are accurate and are provided when required.

Nexeon is not a listed company and “insider trading” requirements do not apply directly. However, several of our shareholders are listed entities for which Nexeon forms a material proportion of their value. If you are considering trading in the shares of these investors either directly or indirectly through a family member or other third party, you are advised to consult with the Chief Financial Officer to discuss insider trading obligations.

6. Public relations

You should not speak or write publicly on behalf of the company or about the company or any of its activities or its employees, workers, directors, consultants, agents or shareholders without authority from the VP Marketing & Communications or Chief Executive Officer. This includes postings to social media, although disclosing the fact that you work for Nexeon and your job role is permitted.

Other related Policies

- Alcohol and Drug Policy
- Disciplinary Policy
- Equality and Diversity Policy
- Data Protection Policy
- Information Technology Policy
- Supplier Code of Conduct Policy
- Quality, Environment and Sustainability Policy

Provisions concerning confidentiality and intellectual property and other restrictions are set out in your contract of employment.

Document Control Review

	Release description	Date	Author	BMS reviewer	Authorised by	Process owner
1	First release version	11/Jul/2024	Karandeep Bhogal	Marco Pelado	Scott Brown	Scott Brown
2	Rewording on page 3 and 5 to improve clarity and to point suppliers to supplier code of conduct.	07/May/2026	Samantha Bunyan	Marco Pelado	David Lamb	David Lamb