

Document type: policy and minimum requirements

# Group code of conduct and ethics.

Business area: Finance and corporate services

Sub function: Governance, risk and compliance



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## Document control

The version of this document cancels and replaces the previous version.

### Document information

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Authorisation	Name	Job Title
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8	Review and update document, including regulatory references. Update Benefex to Benifex and update to new template	09 Apr 2025
9		
10		

# References

## External references

The corporate governance framework provides the comprehensive list of external references utilised to develop this policy and its minimum requirements.

## Associated internal documents

The primary framework this policy and minimum requirements belong to, is the corporate governance framework. The associated internal documents are integral to this policy and minimum requirements and must be reviewed and updated collectively whenever there is a change.

GRC Manual		
Document Reference	Name of Document	
Frameworks (FWK)	Document management	Information security
	Corporate governance	Financial crimes
	Risk management	Operational resilience
	Data management	Supplier assurance
Policy and minimum requirements (PMR)	Information classification and ownership	Modern slavery and human trafficking
	Information handling	Conflicts of interest
	Data protection	Anti-facilitation of tax evasion
	Anti-bribery and corruption	Speak up and whistleblowing
	Anti-money laundering	Senior Managers & Certification Regime

## Terms and definitions

Terms and definitions defined by the internationally recognised standards which our GRC Manual aligns are consistently applied throughout the documentation from framework (FWK), policy, and minimum requirements (PMR) to standard operating procedures (SOPs).

Refer to the independent list of terms and definitions within the GRC Manual for details.

## Why we need this PMR 'think scale'

This policy is intended to guide our actions and to prevent any negative attitudes, beliefs, poor language, behavioural patterns and activities that could counter business integrity, conduct and ethics within Zellis Group. This code of conduct and ethics is consciously designed to influence and promote good behaviours in the way we communicate and engage with others while doing business. We want all colleagues to understand and appreciate why we want everyone to uphold standards of professional conduct in line with our values. It is because unethical business practice can lead to corporate misconduct and poor behavioural patterns would reflect badly on our business culture. Ethics is therefore a corporate and a personal responsibility and those who fail to lead, facilitate or participate

in promoting ethical conduct, share responsibility with those who nurture and execute corporate misdeeds.

The Zellis Group Code of Conduct and Ethics is the behavioural element of our corporate governance framework. Everyone has a duty to comply with this code, but our preference is for all colleagues to embrace the code willingly and knowingly, because it is quite simply, the right thing to do.

## How we are ‘unstoppable together’

We assign roles, responsibility, authority, and accountability at appropriate levels within the group and align them with our external obligations in compliance with ‘leadership and commitment requirements’ of regulatory rules, internationally recognised standards and industry best practice.

- Roles, responsibility, authority, and accountability are defined at the highest document level in the framework for corporate governance matters.
- Detailed descriptions of the minimum requirements for defining roles, responsibility, authority, and accountability are incorporated into the controls section of this PMR.
- Detailed descriptions of ‘who’ does ‘what’ and ‘how’ at a process level are defined in standard operating procedures.
- All line managers are responsible for the enforcement of and compliance with this Code of Conduct and Ethics including the sharing of demonstrable good conduct to ensure colleague understanding and willingness to comply.
- Colleagues undertaking duties and performing roles of a senior manager function (SMF) or are certified role holders under the SM&CR have additional conduct rules to comply with.

## What’s in scope

All companies within Zellis Group are in scope of this policy and minimum requirements. There are, therefore, no boundaries or exclusions from its subscription.

The Group Code of Conduct and Ethics incorporates additional rules implementing the Senior Managers and Certification Regime (SM&CR) which is applicable to target areas of the business. However, all colleagues must be aware of these requirements to be able to support those undertaking senior manager functions (SMF) duties in accordance with the rules of the Financial Conduct Authority.

The Code of Conduct and Ethics incorporates our positioning and commitment towards ethical practices with the use of AI systems and is applicable across Zellis Group.

The following processes incorporate minimum requirements to operationalise policy.

- Governance, risk and compliance training programme
- Senior managers and certification regime (SM&CR)
- Conflicts of interest policy and minimum requirements
- Speak up and whistleblowing policy and minimum requirements
- Complaints handling
- Breach reporting

# Policy leadership statement

This leadership statement describes our code of conduct and ethics to inform all Zellis Group colleagues of our expectations in meeting good conduct, ensuring we create and maintain unbreakable relationships with all stakeholders to a high standard. This supports the heart and behavioural elements of our corporate governance framework, supporting our standards of compliance leveraging our bullet proof core.

Our code of conduct considers how we should act with integrity, objectivity and professionalism across a range of matters heavily influenced by our ways of working. The minimum requirements support our statements outlining how we measure performance and standards of compliance with this code. Our code of conduct and ethics compliments our purpose and our corporate plan in delivering sustainable growth so that future generations can enjoy a positive work life environment as well as benefit from our products and services. We have established key principles within our code of conduct and ethics:

- Respect for equity, diversity and inclusion of people
- Respect, protect, and nurture our safe environment
- Protect our assets, interests, and safeguard information
- Prevent, detect, and report financial crimes
- Conduct dealings openly and fairly
- Avoid conflicts of interest and declare them accurately and honestly
- Promote fair competition
- Maintain responsible sourcing and partnering
- Keep pace with compliance with laws and regulations
- Practice ethical AI to safeguard against harm.

## We respect the diversity, equity and inclusion of people

Zellis Group respects the diversity, equity and inclusion of people at work and those living within our communities and recognise it promotes individual expression, innovation and accomplishment. We comply with all applicable civil rights, human rights, and employment laws across all our jurisdictional locations by integrating ethical practices needed to support equity, diversity and inclusion. We are therefore committed to also maintain a work environment that is culturally diverse and free from all forms of discrimination, harassment, and retaliation.

Good conduct commitments	
Our recruitment, hiring, training and promoting people across all jobs is based upon qualifications, experience and performance with an effort to consider people reflective of today's dynamic and diverse workforce without diversity bias.	We encourage promoting, awareness, understanding and showing respect and humility between colleagues for all types of interactions because we all have the right to expect a workplace free of harassing or abusive conduct. Therefore, we remain mindful and respect people when we engage with them.
We take our corporate citizenship and colleague humanitarian duties seriously to proactively prevent criminal acts of modern	We expect everyone to participate in nurturing a respectful and friendly work environment. This includes taking personal

Good conduct commitments	
slavery and human trafficking within our business and our partnerships, suppliers and customers.	ownership for making decisions in line with our values and respect for the workplace.
We provide a safe and open workplace where ways of working, operational activities, products and service provision integrate health and safety practices safeguarding the wellness of our people, visitors, customers, partners and suppliers in our supply chain.	

## We respect, protect and nurture our environment

Zellis Group is committed to respecting, protecting and nurturing our environment to reduce our burden on the planet as an ethical corporate citizen as well as individuals. We comply with all laws and regulations on environmental matters and encourage everyone to uphold these good conduct commitments.

Good conduct commitments	
We proactively reduce, reuse, and recycle our waste to lower the burden on our landfill sites and reduce harmful emissions to improve the quality of our air.	We promote our environmental-economic plan by being conscious how our purchasing and business travel behaviours increase our environmental impacts on the environment and consciously commit to lowering our burden on our planet to slow down climate change for the betterment of people and our planet.
We encourage socio-environmental activities enabling environmental justice and natural resources stewardship in local and global horizons by prohibiting pollution, and preventing anyone from harming the environment, flora and fauna.	We promote our environmental-economic plan by being aware of environmental impacts on the environment and understand how everyone of us can consciously conserve and reduce our consumption of non-renewable natural resources such as water, gas and electricity.

## We protect our assets, interests and safeguard information

Zellis Group defines and handles corporate, personal and sensitive information in accordance with applicable laws and regulations, our data protection and data privacy management system supported by our information security management system. We safeguard our physical and intangible property and financial assets of the group by following company policies and procedures to prevent loss, theft or unauthorised use. This helps us to protect information be it secret, restricted, confidential or sensitive in nature. We maintain only information required for business, legal or contractual purposes and limit access to such data to those who need the information for legitimate business or legal purposes.

We safeguard our proprietary information, intellectual property rights and goodwill. Similarly, we respect the intellectual property assets and privacy of others. Internet access and e-mail are provided for legitimate business use, and we comply with all company policies and requirements governing their usage. When we use social media, we are careful with our communications and utilise social media with good conduct to protect Zellis Group and our colleague’s information and reputation.

Good conduct commitments	
We do not use Zellis Group resources, assets, or confidential information for personal benefit	We continually upskill and ensure colleagues remain competent in document management, data protection and privacy to keep information confidential, safe and secure.
We don't discuss confidential business information in public places or with family and friends. We are mindful of casual conversations to avoid unintentional disclosure of confidential information.	We are clear and coordinated with our formal discussions on corporate matters on social and other media via authorised external communications workflows managed by brand and marketing stakeholders.
We consciously comply with all Zellis Group certifications and management systems comprising of frameworks, policy, procedures with formalised process controls, and proactively ask for clarity when in doubt.	

## We are committed to our AI ethical practices

Zellis Group participates in the development, distribution and management of tools and technology which employ several types of artificial intelligence systems. This document outlines conduct of business standards to which we hold ourselves today and into the future.

This statement has been written to align with legislation from the European Union, AI Act as well as the highest standards of voluntary commitments being introduced by industry leaders. We recognise AI legislation was introduced to protect natural persons in relation to health, safety and fundamental rights, including democracy, rule of law and environmental protection. At the same time, AI legislation harmonises with other legislation such as data protection and data privacy, treating customers fairly and the consumer duty.

Zellis Group works closely with some of the most advanced developers of AI, including our partner Microsoft. This statement is aligned to the principles set out by Microsoft [here](#).

This statement will continue to be updated and expanded to maintain alignment to any emerging legislation within the regions in which Zellis operates. It is our intention to remain both compliant and aligned to best practice with regards to our development of AI systems.

Zellis Group takes its responsibilities for the creation of ethical, effective and lasting AI systems very seriously in line with principles.

Good conduct commitments	
<p><b>Principle 1 – Conduct of Business</b></p> <p>Our policy on the development and deployment of AI aligns to conduct of business, product design and development, and enterprise risk.</p>	<p><b>Principle 2 – Fairness and inclusivity</b></p> <p>We believe in achieving positive customer outcomes avoiding potential bias driven using AI systems. We aim for our algorithms and coding to empower all users and to engage users with inclusivity.</p>

Good conduct commitments	
<p><b>Principle 3 – Risk-based and proportionate</b></p> <p>We are aware of potential risks emerging from the development of AI systems and processes. We remain committed to designing and operationalising internal controls and appropriate guardrails to mitigate such risks. We have integrated our enterprise risk management and quality management practices as well security requirements into our internal controls for our design and development activities.</p>	<p><b>Principle 4 - Transparency</b></p> <p>We uphold the principle of transparency in our use of AI systems, making it clear to users where AI systems have been used. We describe the use of AI systems to our customers and ensure transparency is at the heart of our product design and development. This includes testing provisions, identification and traceability, and maintaining appropriate auditable records of conformity.</p>
<p><b>Principle 5 – Accountability</b></p> <p>At Zellis Group we acknowledge the opportunities and risks associated with the use of AI systems and we hold ourselves correspondingly accountable.</p>	<p><b>Principle 6 – Relations with Regulators</b></p> <p>We deal with our regulators in an open and cooperative way. We appropriately disclose material relating to our conduct of business, and proposed business activities which our regulators would expect notice of.</p>

## We are committed to prevent, detect, and report financial crimes

Zellis Group is committed to the prevention of fraud and the promotion of an anti-fraud culture. We operate a zero-tolerance approach towards fraud which means all colleagues must act honestly and with integrity and report all reasonable suspicions of fraud to the Financial Crime Prevention Team or directly with the MLRO. These role holders can be contacted at:

[financialcrimeteam@zellis.com](mailto:financialcrimeteam@zellis.com)

[GroupMLRO@zellis.com](mailto:GroupMLRO@zellis.com)

Under the Group Head of Compliance and Money Laundering Reporting Officer, the Zellis Group investigates all instances of actual, attempted, and suspected fraud committed by colleagues, contractors, suppliers, subsidiaries and other third parties. We will seek to recover funds and assets lost through fraud. Perpetrators will be subject to disciplinary and/or legal action.

Zellis Group are committed to detecting and reporting fraud, and in co-operating with other organisations to reduce opportunities for fraud. We value our reputation for financial probity and reliability, and it is recognised that over and above any financial damage suffered, fraud may reflect adversely on our image and reputation. The term ‘fraud’ is commonly used to describe the use of deception to deprive, disadvantage or cause loss to another person or party, or to obtain financial gain. This can include theft, the misuse of funds or other resources, or more complicated crimes such as false accounting and the supply of false information and records or mistaken identity and impersonation. If there is doubt in your mind as to whether your action would be regarded as acceptable, don’t do it. At Zellis Group, we include the following as activities having a zero-tolerance threshold:

- theft of company property, including information
- forgery or alteration of company documents and records
- wilful destruction or removal of company records
- falsification of expense/overtime/bonus claims
- unauthorised disclosure of confidential information to outside parties

- misappropriation or use of company assets for personal gain
- undertaking or assisting in illegal activity to facilitate, conceal or integrate proceeds of crime
- acceptance of bribes or gifts to favour third parties
- knowingly generating or paying false claims or invoices
- non-adherence with our Conflict-of-Interest PMR
- non-reporting of suspected modern slavery and human trafficking.

Good conduct commitments	
We will seek to prevent fraud by employing appropriate identity and due diligence checks on individuals (pre-employment checks) and on customers and suppliers from the time of onboarding and throughout their lifecycle.	We utilise systems and controls to detect and prevent financial crimes which may include malware protection and password security measures.
We report unusual, suspicious or actual fraudulent activity directly to the MLRO or the financial crime prevention team or via our Whistleblowing line. We investigate all reported incidents and take appropriate remedial action in accordance with a strictly confidential process.	
The MLRO can be contacted at <a href="mailto:GroupMLRO@zellis.com">GroupMLRO@zellis.com</a>	

## We conduct dealings openly fairly

Zellis Group complies with applicable laws and regulations on concerning the prevention of bribery and corruption arising from our business relations and service provision. We do not offer or accept gifts, hospitality or entertainment that may be inappropriate or may affect or otherwise appear to influence our business judgment or the decision-making of our customers. We uphold the highest standards of ethics regarding our customers and business partners, avoiding all corrupt, illegal, dishonest or deceptive business practices.

Good conduct commitments	
We may give or receive gifts of nominal value (corporate branded items, pens, mugs, etc.) and graciously decline non-promotional gifts unless they are consistent with customary business practices.	We do not ever make gifts of cash, loans, kickbacks, or similar monetary advantages on behalf of the Zellis Group or any of its subsidiaries. Therefore, we will never offer, promise or accept any personal or improper financial advantage to obtain or retain business or other advantage from a third party.
We only provide customers and business partners with meals, entertainment and travel of moderate value proportionate to the business occasion and must always reflect good business judgment.	We expense business travel and other expenses to be managed in accordance with our People Policies. Exceptions require prior approval by an Executive Leader.

## We avoid conflicts of interest and declare them accurately and honestly

Everyone at Zellis Group has a duty to avoid personal involvement or interest in activities that might conflict with group interests or with our responsibilities to the group or any one of its subsidiaries. We do not compete with any of the companies within the group nor improperly use our relationship with Zellis Group for personal gain.

We undertake all necessary efforts to avoid conflicts of interest and, where such conflicts are inevitable, we disclose and resolve such issues immediately. Zellis Group has the highest integrity in its financial reporting and accounting operations and in making other public disclosures, including press releases. Each person is responsible for ensuring the complete, accurate and timely reporting of financial and business controls information within their sphere of influence.

Good conduct commitments	
Zellis group is politically neutral. We do not contribute corporate funds to political parties or candidates for office, existing politicians, lobbying and advocacy groups, charities and sponsorships.	We fully cooperate openly and honestly and in a timely manner with our governing functions, internal and external auditors and provide those involved with requested information that is accurate, complete, objective, relevant, timely and understandable.
We consciously avoid actual, potential or apparent conflicts of interest and declare them. We do not serve as a director, officer, partner, agent or in any other capacity to a competitor, supplier, or customer whether it is for profit or not, unless prior authorisation is received from Zellis group governance, risk and compliance or the company secretariat.	We act in good faith and with due care and competence when we make reports and update statutory registers, make regulatory filings and disclosures and report accounts with accuracy and completeness in accordance with our applicable laws and regulations without misrepresenting material facts or allowing judgement to be subordinated by others.

## We promote fair competition

Zellis Group seeks to outperform our competitors fairly in line with applicable competition (anti-trust) laws ensuring our corporate citizenship, products and services are judged solely on their merits and service excellence. We engage in lawful means of obtaining information about our competitors. We comply with all international trade laws, including applicable export, import and sanctions laws, regulations and decisions that impose restrictions and embargoes against third countries, individuals, and entities in the countries where we conduct business.

We select our business partners, including our suppliers, vendors and contractors, based on merit, reputation and ability to help Zellis Group meet its business objectives. In doing so, we consider, among other things: price, quality, delivery capability, reputation for service, integrity, cross-border risks, environment management, climate change impacts, social impacts, and other social responsibility. We require our business partners to abide by ethical standards and business practices consistent with our own and good management practice.

Good conduct commitments	
We restrict contact with competitors for legitimate business purposes.	We abide by import and export controls applicable to our group, products and service provision.
We do not agree or participate in fixed pricing and bid rigging, or work in concert or engage in any other anti-competitive behaviour detrimental to our customers, industry and the economy.	We engage with the governance, risk and compliance function for all financial crime prevention matters, including sanctions and other international embargoes relating to our customers and suppliers as soon as we become knowledgeable of such information.

## We source and partner responsibly

Zellis Group only works with suppliers and partners who conduct their business fairly, ethically and in compliance with applicable laws and regulations to demonstrably illustrate good corporate citizenship. We expect our suppliers to apply their own code of conduct in line with our supplier code of conduct to respect each other and always conduct business with integrity. We expect our suppliers and partners to maintain human rights and have developed processes free from modern slavery, human trafficking, forced and bonded labour and be aligned with the UN Declaration of Human Rights and core conventions of the International Labour Organisation.

If you deal with current or prospective suppliers, ensure their business practices comply with our Zellis Group Supplier Code of Conduct and Ethics. Report to Group Head of Compliance any concern that a Zellis Group business partner may be operating illegally or unethically. Do this whether there's an imminent risk to the company's business or reputation.

Good conduct commitments	
We engage with our procurement team when sourcing a supplier and follow sourcing processes.	We expect our supply chain to meet our minimum requirements and our supplier code of conduct and ethics.
We proactively engage with our supply chain to get the best relationship, experience and value from them.	We report concerns and breaches posing a risk to the Zellis Group and our sustainability, operational resiliency and standards of compliance with laws and regulations to the right authority.

## We comply with laws and regulations

Zellis Group is committed to conducting its business in accordance with the highest ethical standards and trains all colleagues to be understand the consequences of their actions on the Group or any one of its subsidiaries, its reputation and its continuing business and public relationships. Zellis Group complies with applicable laws and regulations of which some of them carry corporate or individual criminal and civil penalties.

Good conduct commitments	
We understand and operationalise laws and regulations applicable to us and raise awareness to them when they arise.	We actively promote honest and ethical behaviour among colleagues and business partners.
We consult with governance, risk and compliance when we become aware of possible deviations or breaches to laws and regulations or if the laws and regulations appear ambiguous or difficult to interpret.	We promptly report suspected ethical or legal breaches to management or governance, risk and compliance and take corrective action upon discovery. We expect colleagues to always cooperate with investigatory teams and internal audit.

# Minimum requirements ‘making it count’

## What we must do

The following minimum requirements are a table of controls which must be operationalised to implement our policy leadership statement to demonstrably show we are compliant with laws and regulations, and show we have sufficient provisions in place to meet our objectives. We measure our performance outcomes to demonstrate fulfilment of our policy statement.

No.	Legal / regulatory reference	certification reference	control objective	minimum requirement
1	Wates corporate governance principles large private companies	ISO31000 risk management principles ISO9001 5.1.2 Customer focus, 7.3 Awareness ISO27001 7.3 Awareness	The code of conduct and ethics is read, understood, and always upheld by everyone within Zellis Group.	Colleagues are introduced to the Code of Conduct and Ethics at the time of induction and reminded of requirements at least annually throughout the employment lifecycle to support customer success. There are no exceptions.
2	FCA-SM&CR COCON 2.2	ISO31000 risk management 5.4 Design ISO9001, ISO27001, ISO14001, ISO22301, 7.2 Competence, 7.3 Awareness	All colleagues within Zellis Group understand who is responsible and accountable with authority for compliance with laws and regulations.	Colleagues consult with the Legal and GRC teams at the earliest opportunity. <ul style="list-style-type: none"> <li>Governance, risk and compliance is engaged for clarification on regulatory compliance matters</li> <li>Legal counsel is consulted for commercial dispute resolution</li> </ul>
3	s54 (5)(f) Modern Slavery Act 2015	ISO9001, ISO27001, ISO14001, ISO22301, 7.2 Competence, 7.3 Awareness ISO27001 Control Annex A.7 During Employment	Colleagues are trained to understand the Code of Conduct and Ethics to habitually comply.	All colleague's complete compliance training at the time of induction within 7 days from their start date and at least annually throughout employment and achieve a minimum 80% pass rate. There are no exceptions.
4	WEEE Waste Electrical and Electronic Equipment Regulation 2013	ISO31000 6.4 Risk assessment ISO9001, ISO27001, ISO14001, ISO22301, 7 Support ISO27001 Control Annex A A.11.2 Equipment	Company assets are registered and monitored throughout their lifecycle and looked after by our colleagues in a secure manner.	All colleagues shall look after company assets in accordance with our information security policies and procedures. Any damage or theft must be reported immediately to the IT function. There are no exceptions.
5	UK Data Protection Act 2018 The General Data Protection Regulation (UK GDPR) Regulation (EU) 2016/679 Fraud Act 2006	ISO31000 5.4 Design ISO9001, ISO27001, ISO14001, ISO22301, 7.5 Documented information 27001 Annex A A.18 Protection of records	Records shall be protected from loss, destruction and falsification, unauthorised access and release.	Colleagues shall read, understand and consistently always apply the data protection, data privacy and document management policies and procedures when handling corporate and customer information.
6	UK Data Protection Act 2018 The General Data Protection Regulation (UK GDPR)	ISO31000 5.4 Design ISO9001, ISO27001, ISO14001, ISO22301, 7.5 Documented information	Privacy and protection of all categories of personally identifiable information shall be applied to comply with applicable laws and regulations	Colleagues shall manage and handle information in compliance with all document management, data protection and data privacy, and information security policies and procedures.

No.	Legal / regulatory reference	certification reference	control objective	minimum requirement
	Regulation (EU) 2016/679 ICO - Schemes (SCC) Directive 95/47/EC Fraud Act 2006	ISO27001 Controls Annex A A.8 Information classification A.13 Communications security A.18 Privacy and Protection of Personally identifiable information		All information shall be correctly classified, labelled, transferred, handled, There are no exceptions.
7	FCA Prin 2.1.3, SYSC 3.2.6, PS21/3 Operational Resilience R18 Money Laundering Regulations 2017 The Payment Services Regulations 2017 and Payment Services Directive 2. (2018) s54 (5)(d) Modern Slavery Act 2015 R3 Management of Health and Safety at Work Regulations 1999 COSHH2002, The Control of Substances Hazardous to Health Regulations 2002 R3 Streamlined Energy Carbon Reporting Regulation s64 Data protection Act 2018	ISO31000 6.4 Risk Assessment BS31100 3.3.5 Risk management culture ISO9001, ISO27001, ISO14001, ISO22301 6 Planning, 8 Operation 27001 Controls Annex A, A.18	We design, develop, implement and sustain a risk management culture to; allocate resource and effort to achieve objectives, comply with the management system, solve practical challenges and difficulties and manage our risks effectively.	All colleagues involved in conducting risk assessments of any subject matter, or involved in making decisions for the business, our products and service provision shall comply with the Group Risk Management System. There are no exceptions.
8	UK Data Protection Act 2018 Protected Disclosures Act 2014 (R18 Money Laundering Regulations 2017)	ISO31000 5.4.3 Assigning organisational roles, authorities, responsibilities, and accountabilities. ISO9001, ISO27001, ISO22301, ISO14001 5.3 organisation, roles, responsibilities, and authorities 27001 Annex A A.16 information security incident management	Breaches to laws, regulations, policies, and procedures are reported to the correct authority as soon as they are identified.	Breach reporting processes are documented and communicated across the group to ensure breach notices are sent to the correct recipients. Colleagues must report breaches of laws, regulations, policies and procedures to the policy owner as soon as the breach is identified. Information security / data breach-security team, GRC and DPO Financial crime – GRC Conduct breach – GRC FCA Conduct breach – Moorepay, HR Services Director, Benifex Financial Solutions Executive Director, and / or SMF16 Group Head of Compliance There are no exceptions.
9	Supply Chain Act	ISO9001, ISO27001, ISO14001, ISO22301 8 Operation	Supplier relationships and outsourced processes shall be designed and managed	Colleagues shall proactively engage with procurement at the time of sourcing suppliers when setting up a

No.	Legal / regulatory reference	certification reference	control objective	minimum requirement
	European Supply Chain Act Prevention of Money Laundering Act 2002 s64 Modern Slavery Act 2015 FCA Supplier Code of Conduct FCA PS21/3 Operational Resilience The Environment Act 2021 Climate Action and Low Carbon Development Act 2015	ISO9001 8.4 Control of externally provided processes, products, and services. 27001 Annex A A.15 Supplier relationships	to comply with all laws and regulations and internal management systems to sustain best practices on a consistent basis.	new relationship with a supplier or making a change to an existing relationship. Colleagues undertaking supplier relationship management duties shall support the Procurement Director with leveraging supplier relations and standards of compliance. Colleagues shall cooperate fully with the supplier assurance team to conduct risk-based impact assessments on suppliers.
10	FCA- DISP 1.3 Complaint handling rules GOV - Complaints Handling Rules 2015 Human Rights Act 1998 (HRA)	ISO9001 8.2 Requirements for products and services	We design, develop, implement and sustain a consistent complaint handling processes to; allocate resource and effort to achieve customer satisfaction, solve practical challenges and difficulties and use root cause analysis to improve the quality of our products and services.	Colleagues must report complaints to the nominated complaints handlers as soon as the complaint is received. Complaints handlers shall adhere to documented complaints handling processes and when necessary, consult with legal counsel on any potential need for dispute resolution.

## How we are ‘always learning’

### Exceptions

Exceptions are a type of non-conformity to minimum requirements having a negative impact on our fulfilment of policy and only permitted for the short-term or during a business continuity event. Wherever possible, processes shall be re-designed to remove the need for an exception.

Exceptions must be reported directly to policy owners. Policy owners are senior leadership team (SLT) members and can accept exceptions to policy provided the policy is not subject to Executive Leadership Team (ELT) or Zellis Holdings Board approval as defined in the corporate governance framework.

All exceptions during business continuity events and / or exceeding risk appetite are reportable to the ELT and managed via the requirements of the following governing documents.

### Improvement

Improvements can be identified from a variety of sources and all colleagues are encouraged to contribute towards making opportunities for improvement that are scalable.

Improvements should be made through our normal reporting lines or via the policy owner.

#### Associated governing documents

- FWK0002 Corporate governance framework

- FWK0003 Enterprise risk management framework
- FWK0004 Operational resilience framework (business continuity and disaster recovery)
- FWK0015 Quality management framework

## Something not feel right?

If you feel something doesn't feel right, then please speak up. We all have a duty to each other and Zellis Group to report any attempted, suspected, actual or potential breaches to this document. We ask you to speak up as soon as possible because it is always best to raise concerns early. This is because the longer something is left unaddressed the worse it becomes. It may feel daunting, but we reassure you, we want to hear from you. You must consult at least one:

- Line manager
- Executive leader
- Governance, risk and compliance member
- Internal audit
- Whistleblowing lines. Refer to the speak up and whistleblowing policy and minimum requirements for details.

In cases of uncertainty about how to apply this policy or if you have good faith concerns about a Zellis Group colleague or business partner then contact the Group Head of Compliance directly or contact the whistleblowing line.

## No retaliation

Zellis Group will not tolerate any form of retaliation against colleagues reporting wrongdoings in good faith. Should the identity of the reporting individual be discovered, and retaliatory actions committed against the reporting individual then these actions will be treated seriously and may result in sanctions, ranging from disciplinary action to termination and potential referral to the authorities. Even if ultimately the alleged violation cannot be proven or may later prove to be false, you will be protected from retaliation if you have reported your concerns in good faith. It should be noted that reporting complaints against compliance or security officers asking you to comply is not a defence or classed as speaking up in 'good faith.'

Questions about interpreting or applying this document, or any other Zellis Group framework, policy and minimum requirements or standard operating procedures should be raised with line managers or the Zellis Group Governance, Risk and Compliance Function.

If there is anything in this policy and minimum requirements that has not been followed or if there is something that does not appear to be right then you have the right to speak up to your line manager, a senior leader, governance, risk and compliance, or internal audit. The issues can be anything from but not limited to:

- Conduct breaches
- Regulatory compliance breaches
- Financial crimes, including modern slavery
- Data protection and privacy breaches
- Information security incidents

- Environmental breaches
- Health and safety

For further information on how to handle escalations and speaking up, refer to the speak-up and whistleblowing policy and minimum requirements.

Associated governing documents

- PMR Speak-up and whistleblowing

