

Tutaré Group

Code of conduct

COR-POL-DOC-100

VERSION 2

UPDATED: 2021-10-07



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REVISION HISTORY

Version	Date	Revision Author	Summary of Changes
1	04 May 2019	Mark Hart	Initial
2	01 Oct 21	Chris Kent	Review

Distribution

Name	Title
Paul Scott	Managing Director

Approval

Name	Position	Signature	Date
Paul Scott	MD		5 May 19
Paul Scott	MD		01 Oct 21

1. INTRODUCTION

1.1. Aim

Tutaré expects its employees and consultants to be scrupulously impartial and honest in all affairs relating to the Company and their role within it. All employees and consultants bear a responsibility to act as ambassadors for the Company in terms of their general conduct both within and outside the organisation.

This Code sets out the behaviours we expect of our employees, consultants, suppliers, contractors, agents and partners. We are committed to complying with all applicable legal requirements and working to the highest ethical standards. This Code is a guide to the general principles that inform the way we work with each other and our relationships with clients, suppliers, vendors, competitors, government bodies and the public. This Code is not a substitute for accepting individual responsibility and we must each exercise sound judgement and common sense in our actions and dealings with others and seek advice as necessary if in doubt. Those who supervise others have additional responsibilities, they must lead by example, and give those who report to them the necessary resources and support to understand and follow this Code's requirements. If after reading this Code, you have any questions or queries about its application to your work or circumstances, you should speak to your manager, team leader or a member of the senior management team. The Company will regard failure to observe the provisions of this Code as serious misconduct

Our people are our single most important asset; you create and support our reputation and ensure our progress and success. This Code demonstrates our commitment to supporting you. We do not tolerate any discrimination or harassment of our people and we have processes in place to enable us to support our employees and consultants should they experience unacceptable behaviours in our Company. The senior management are responsible ultimately for all ethics and compliance related matters and will not allow the integrity of the business to be compromised. Our good reputation is paramount, and we do all we can to protect it through lawful, honest and transparent practices. Every member of the TMG team is expected to adhere to the following values:

- Proficiency and quality integrity and honesty
- Client confidentiality and discretion
- Respect for industry regulation, national and international law and human rights
- Corporate transparency
- Transparent interaction with governments and international institutions
- Employer duty of care

1.2. Mission

Tutaré group's mission is to provide the highest possible standard of protection, security and advice to its clients, whilst ensuring value for money and excellence in delivery.

1.3. References

This policy has been developed with reference and in line with the following legalisation and standards: -

- 1977: U.S. Foreign Corrupt Practices Act
- 1997: The Organization for Economic Cooperation and Development OECD Convention on Antibribery.
- http://www.oecd.org/daf/anti-bribery/ConvCombatBribery_ENG.pdf
- 997: World Bank Anti-Corruption Standards
- <http://siteresources.worldbank.org/INTLAWJUSTICE/Resources/Guidelines>
- 2010: U.K. Anti-Bribery Law Enhanced
- 2005: U.N. Convention on Corruption
- www.unodc.org/documents/treaties/UNCAC/Publications/Convention/08-50026_E.pdf

1.4. Policy Statement of Non-Discrimination and Equal Opportunity

Tutaré Management Group is an equal opportunities employer. Tutaré Management Group does not and will not discriminate against employees or consultants or applicants with regard to differences in race, tribe, colour, HIV/AIDS status, religion, pregnancy, sex, age, national origin, marital status, or physical disability, political or other opinion or any other protected characteristic.

1.5. Scope

This is a Global Policy is to be used across the Tutaré Management Group of companies by managers, employees and consultants at all levels.

1.6. Circulation

The information contained within this policy is for internal use by Tutaré Management Group employees although may be shown to clients and third parties on request.

2. BRIBERY & OTHER CORRUPT BEHAVIOUR

2.1. Introduction

Tutaré Management Group has implemented an Anti-Bribery and Corruption Code of business Conduct and gift policy, which has at its core, the commitment to conducting business in an open and accountable way. Tutaré Management Group strives to maintain a high standard of integrity, client confidence and good corporate governance. This can only be achieved and maintained if the public is confident that employees and sub-contractors, are not influenced by gifts, benefits and bribery and that employees and subcontractors do not seek influence through the giving of gifts, benefits or bribes. This policy states the Tutaré Management Group requirements regarding the management of gifts and benefits, which protects you and your reputation and minimises potential negative consequences for individuals and Tutaré Management Group. Tutaré Management Group employees must not give or accept gifts and benefits that will compromise, or appear to compromise, their integrity and objectivity in performing their duties, or cause, or appear to cause a conflict of interest. This policy applies globally. If travelling, Tutaré Management Group employees & Consultants are subject to the laws of the country they are in however, the principles of this policy must be followed regardless of whether or not that country has specific bribery and corruption laws. As a guiding principle this policy will be supported in its implementation by Tutaré Management Group's Consequence Management Policy.

2.2. Definition of Policy

Bribery is generally defined in two ways: -

- An offer, a promise or a gift of a financial or other advantage to another.
- A request, agreement to receive or an acceptance of a financial or other advantage.

Both acts must be linked to an intention to influence the improper performance of a relevant function or activity. It does not matter whether the one who receives the financial or other advantage is the person who performs the relevant function or activity improperly. What matters is that there is an intention to influence the improper performance of the function to which the bribery relates.

2.3. Facilitation Payments

Tutaré Management Group does not make or condone facilitation payments. Any requests for facilitation payments must be reported.

2.4. Tolerance

The company has a zero tolerance of corrupt activities including bribery. In the unfortunate event that a person gives a bribe under duress, such as when a person is at a risk of loss of limb, life or liberty, such person is still considered to have committed the offence of bribery and will be required to demonstrate sufficiently that the person genuinely believed that the risk was real and imminent.

The person involved must report such an occurrence as soon as practicable through the normal reporting channels.

2.5. Reporting

It is the responsibility of all employees, consultants, and contractors to report non-compliant activity. Third parties are also to be encouraged to report non-compliant activity.

In the event of an incident or potential incident being reported, the Head of Compliance is to directly report the incident to the CEO and Board of Directors as soon as reasonably possible.

2.6. Use of Business Development Agents

Provide evidence of their own or agree to adopt Tutaré Management Group Policy for all interactions with on behalf of Tutaré Management Group. Where these agents are used, they will only be used for low value contracts (contracts with a total value of less than USD50,000 per year). Agents will either be able to meet the ABC requirement demanded of suppliers or where they are sole trading entities, they will agree to adopt Tutaré Management Group Policy for all interactions with on behalf of Tutaré Management Group. They will also be provided training and support as required.

2.7. Enforcement of the ABC Policy

Enforcement of the ABC policy will be in line with the Consequence Management Policy Detailed below.

Most countries have laws that prohibit corruption. Breaching these laws is a serious offence which can result in fines for us and imprisonment for individuals. We prohibit any employee, consultant, agent, sub-contractor or supplier from making or offering any payment or other form of inducement to any person in order to attempt to secure an improper commercial advantage for our business. Accepting gifts, kickbacks, improper payments or favourable treatment from any person who is or is to become a supplier, customer or competitor of our business to either obtain or retain business undermines our credibility and is strictly prohibited.

2.8. Gifts and Hospitality

Employees/consultants are permitted to offer and/or accept customary levels of appropriate business entertainment in accordance with the gift policy below.

2.9. Training

2.9.1. *Employees*

As part of the Induction Process, new employees will be made familiar and understand the ABC Policy.

Senior and Mid Management will make personal declarations that they will comply with the ABC policy.

All employees within the company will receive anti bribery and corruption training at least annually and refreshed of the reporting process.

Employees considered 'at risk' identified by the Company's Strategic Risk Assessment will receive further online training through an external provider.

2.9.2. *Consultants*

As part of the Induction Process, new consultants will be made familiar and understand the ABC Policy. Team leaders will receive anti bribery and corruption training at least annually and reminded of the reporting process.

2.9.3. *Business Development Agents*

As part of the Induction Process, new Business Development Agents will be made familiar and understand the ABC Policy. Business Development Agents will receive anti bribery and corruption training at least annually and reminded of the reporting process.

2.10. Agents and Suppliers

2.11. Audits

Agents and Suppliers will be required to answer a questionnaire as part of their onboarding process which includes matters relating to ABC. This questionnaire forms the basis of an ABC Audit on the individual.

The results of this questionnaire are marked, and the Company awarded a point's score which will result in the company being banded with the following consequences: -

- **Green Banded:** Meets Tutaré Management Group’s standards as an approved supplier. The next Mid-Contract Audit to be scheduled in 12-24 months.
- **Orange Banded:** Meets minimum standards to provide services to Tutaré Management Group although next Mid–Contract Audit to be scheduled in 3-12 months in order to demonstrate improvement until company becomes Green Banded.
- **Red Banded:** Does not meet minimum standard; actions to be taken to terminate contract as soon as practically possible without interfering with service delivery.

2.11.1. *Payments*

Payments made to agents and consultants must be commensurate to the services they provide, or they risk being considered an improper payment. Consultants/Employees must report any suspected improper payments immediately to a member of the senior management team.

2.11.2. *Breaches*

If a supplier breaches Tutaré Management Group ABC policy, actions will be taken in accordance with the Consequence Management Policy noted below.

2.12. *Activities in Low-Ranking Countries*

During the course of Tutaré Management Group normal business it is usual to operate in support of clients in countries which are low ranked in the world Corruption Perception Index. When operating in these Low-Ranking Countries (LRCs) employees and consultants must have received ABC training and be familiar with the Whistle-blower policies. As part of their pre-deployment briefing, they will confirm they are familiar with and comply with the Company ABC policy in addition to any other declaration or formal notification which they may have undertaken previously. Operations will be planned by individuals who have had training in ABC and where it is feasible operations will be planned to avoid scenarios which are likely to encourage corrupt activity Low Ranking Counties which are defined as Countries which are assessed by Transparency International to have a higher perceived risk of corruption than those in which Tutaré Management Group is registered and operates in.

3. BUSINESS AND GENERAL CONDUCT

3.1. Introduction

Employees/Consultants should at all times conduct themselves in such a way as to enhance the reputation of the Company.

TMG will support employees/consultants who become aware of and are willing to report breaches of this policy or who genuinely believe that a breach is occurring, has occurred or is likely to occur within the business. Employees/Consultants should raise the issue with their manager, team leader or directly to senior management.

These standards of conduct are intended to underpin and clarify standards required by the Company of its employees/consultants and form a fundamental part of the employment/consultancy contract. Employees/Consultants who fail to comply with the guidance detailed in this Policy could be subject, following full investigation, to disciplinary action up to and including dismissal. If through their actions or omissions employees/consultants are found to be in contravention of either this Policy or, indeed, their legal responsibilities then the Company reserves the right to take legal action if it deems it to be necessary to do so.

This Code is not intended to provide detailed guidance about compliance with every local legal requirement in the many different countries in which we operate. Each individual is responsible for knowing and following the laws that apply to the place or country in which they work. Where differences exist as the result of local customs, norms, laws, or regulations, you must apply the highest standard of behaviour, whether contained in this Code or as a local requirement. If you are in any doubt, you should seek your team leader's or manager's advice at the earliest opportunity. We strive to comply with the laws, rules, regulations and export control laws and sanctions of the jurisdictions in which we work and to co-operate with routine government and regulatory enquiries and investigations. If you are subject to any such enquiry, you should notify your team leader or senior management before responding. We respect local customs and culture and seek to develop lasting relationships in the communities in which we work.

3.2. Appearance and Dress

3.2.1. *Office Wear*

When working in TMG's or client's offices individuals should be smartly presented in clothing appropriate for the environment in which they are working. While working in the TMG's office it is accepted a more casual appearance may be accepted, however individuals should be aware that unannounced client visits can happen at any time and so a business like appearance should be maintained.

3.2.2. *Field Wear*

From the moment you leave your house on task you are an ambassador for TMG. The image you present when traveling and on assignment is important to us. Please always dress neatly and conservatively and do not draw attention to yourself in any way. Do not wear or carry anything which could be considered “military”.

When you embark or start your assignment you must present the company image. We request that you wear your uniform and the required PPE (which maybe client specific).

It is essential that you wear PPE when required or when you believe it is appropriate.

All consultants must maintain a high standard of dress and appearance. Uniforms will fit properly; trousers, pants, or skirts should not fit tightly; and clothes and uniforms must be kept clean and presentable. You will maintain good personal hygiene and grooming on a daily basis.

3.3. Identification

When issued, TMG identification should be carried at all times when in the office or on task.

3.4. Professional Conduct

Act in a professional manner throughout and always be polite. It is essential at all times that you act in a courteous and professional manner. The client should be treated with the utmost respect. Should an incident occur where you feel intervention needs to occur you should speak to your Team leader who will channel correspondence with the client himself or through head office. Employees and Consultants should pay particular respect to observing client’s rules of command on board and in their offices.

3.5. Communication and Availability

It is extremely important that you keep the operations team accurately updated to your availability and it is vital that you are contactable at all times.

Keeping us informed of your non-availability is CRITICAL. Please update us if you go away suddenly – it makes our lives so much easier when looking at who is available (and understandably we do lose patience with consultants who are un-obtainable when we try to contact them).

3.6. Transaction of Private Business

Employees and Consultants having official dealings with contractors and other suppliers of goods or services must avoid transacting any kind of private business with them by any means other than the Company's normal commercial channels. No favour or preferences as regards price, or otherwise, which is not generally available, should be sought or accepted.

3.7. Outside interests and Employment

Outside interests include directorships, ownership, part ownership or material shareholdings in companies, business, or consultancies likely to seek to do business with the Company. These should be declared to the individual's line manager as should the interests of a spouse / partner or close relative. Do not engage in activities which may be perceived as conflicting with your duties as an employee or consultant. A conflict may arise where personal interests are at odds with those of our business. If you are in any doubt as to whether a potential conflict exists (concerning you or a third party), you should disclose it immediately to your manager. The activities of close relatives can create conflicts of interest, too. Whilst we cannot provide a complete list, some potential conflicts could include:

- accepting commissions, gifts of more than a nominal value, excessive hospitality, loans or other favourable treatment from any supplier, customer or competitor of the business
- benefiting from the sale, loan or gift of any property held by the business
- failing to give the company the opportunity to benefit from a relevant business opportunity and seeking to benefit personally by directing it elsewhere
- deriving any direct or indirect benefit as a result of any contract entered into by any member of the group.

3.8. Anti-Trust and Competition Law

Employees undertake they will comply with Anti-trust and Competition law (Competition Act 1998 (UK)).

In particular employee agree not to work with competitors to price fix or divide up customers, accounts or markets They also will ensure that competitively sensitive information is not shared.

All employees will receive annual training in anti-trust and competition law and those employees identified as at risk in the company's Strategic Risk Assessment will receive additional online training.

3.9. Personal Relationships

If a personal relationship between two employees/consultants develops within the working environment, the onus is on the senior employee/consultant concerned to bring this to the attention of his or her manager to confirm that there is no conflict of interest, nor will a conflict of interest arise. The Company reserves the right to move one of the employees/consultants concerned if it deems it necessary to do so.

3.10. Confidentiality

Employees and Consultants, having signed a non-disclosure agreement, must be aware of the fact that confidentiality is crucial, not only to the company but to the client as well. Therefore, employees and consultants are not permitted to contact the client directly unless authorised by TMG. Employees/Consultants must not seek employment or reward from clients as it compromises the client's ethics and causes a conflict of interest. If in any doubt regarding this matter, it would be courteous and commercially sensible to, in the first instance to contact our head office and speak to the General Manager or Managing Director to discuss any issues. At all times confidentiality must be maintained. No information can be released to unauthorised persons or organisations

3.11. Political and Civic Activities

It is not the intention of TMG, or this policy, to dissuade employees/consultants from participating actively in public duties. It is important, however, that by doing so there is no suggestion to a third party that the employee is acting on behalf of, or with the support of, TMG. To avoid any misunderstanding, no Company employee should permit his or her company affiliation to be noted in any outside organisation's materials or activities without the express written approval of a member of senior management. Tutaré Management Group will not engage in party political activity or make any political contributions (in cash or in kind).

3.12. Bullying and Harassment

We are committed to providing a working environment which is free from harassment and intimidation. Harassment is defined broadly and covers any conduct which is regarded as unwelcome or offensive by the recipient and which adversely affects an employee's/consultant's dignity. It may include comments of a racial or tribal nature.

Sexual harassment is conduct towards another which is of a sexual nature or based on a person's gender, which is regarded as unwelcome or offensive by the recipient.

We will not tolerate the harassment of our employees/consultants and whilst we encourage issues to be resolved on an informal basis, we will fully support any employee/consultant who, in good faith, reports unacceptable behaviour to us.

Complaints regarding sexual harassment should be made in writing to your team leader, manager or human resource manager and will be fully investigated under the relevant grievance procedure. It is a disciplinary offence (for which an employee/consultant may be dismissed summarily) to victimise or retaliate against someone who makes or assists with the making of a harassment complaint. All complaints regarding sexual harassment shall be treated as confidential and the identity of the complainant will not be disclosed except where disclosure is necessary for the purpose of investigating the complaint or taking disciplinary measures in relation thereto.

3.13. Security

Tutaré Management Group aims to provide a safe working environment for all those who work with us and we protect our assets against fraud, misuse and other illegal activities. You must take every care with the Company's property and should never disclose or misuse our intellectual property or other confidential information. The Company's physical assets, intellectual property rights and information must be handled with care to avoid loss, theft or damage. Company assets should be used for business purposes. Limited personal use is permitted provided it is not in conflict with the interests of the Company, this Code or the Company's rules and policies.

We regularly produce valuable business information referred to as 'intellectual property'. Intellectual property includes patents, copyrights, trademarks and service marks, other kinds of confidential business information like sales, marketing or other corporate databases, marketing strategies and plans, research and technical data, business ideas, processes, proposals and strategies, new product development, software bought or developed by the Company and information used in trading activities including pricing, marketing and customer strategies. Unless required for the proper performance of your duties or at the Company's request, you must never disclose any of our confidential intellectual property or other confidential information. This applies throughout your employment and continues after your employment ends. If you do need to share our confidential information with someone outside of our business, you must obtain your manager's prior approval and check whether you should have the third party sign a confidentiality agreement prior to the disclosure.

Equally, you must not use or disclose the intellectual property or confidential information of others without their and our prior consent.

3.14. Environmental

We conduct our operations in accordance with all legal and other requirements in order to minimise any negative environmental impact and we maintain a target of zero environmental incidents.

3.15. Training

3.15.1. *Employees*

As part of the Induction Process, new employees will be made familiar and understand the Company Code of Conduct.

Employees considered 'at risk' identified by the Company's Strategic Risk Assessment will receive further online training through an external provider.

Annual refresher training will be provided as part of ABC awareness training.

3.15.2. *Consultants*

As part of the Induction Process, new consultants will be made familiar and understand the Company Code of Conduct.

4. SUBSTANCE AND ALCOHOL ABUSE

4.1. Mandate and Commitment

Drug and alcohol abuse contributes to millions of dollars of lost productivity and thousands of workplace injuries every year. At TMG, where security is at our core, the unintended disclosure or misuse of Company or Client intellectual property or confidential information could have even graver consequences for our employees, consultants, clients, suppliers, government bodies and other stakeholders.

It is for this reason that TMG takes alcohol and drug abuse as an extremely serious matter and will not tolerate it. The Company absolutely prohibits the abuse of alcohol or non-prescribed drugs whilst on duty or whilst on company premises. The Company also discourages non-work alcohol and drug abuse or in any situation where the disclosure or misuse of intellectual property or confidential information could occur. The use, sale or possession of alcohol or non-prescription drugs while on the job may result in immediate suspension or dismissal.

Our employees and consultants are our single most important asset who create, support and build our reputation. All employees and consultants bear a responsibility to act as ambassadors for the Company in terms of their general conduct both within and outside the organisation. We therefore request that at all times you behave in a manner that promotes TMG both “on and off the job”.

The Company also cautions against use of prescribed or over-the-counter medication which can affect your workplace performance. You may be suspended or discharged if the company concludes that you cannot perform your job properly or safely because of using over the counter or prescribed medication. Please inform your manager, team leader or HR prior to working under the influence of a prescribed or over-the-counter medication which may affect your performance.

TMG will make every effort to assist its employees/consultants who disclose to us in confidence and of their own volition (and when not subject to a drugs or alcohol test) that they wish to seek treatment or rehabilitation for alcohol or drug dependency. The Company will consider continued employment of such an employee as long as the employee adequately addresses continued concerns regarding safety, health, production, communication or other work-related matters. The Company will most likely require the employee to agree to random testing and a “one-strike” rule.

TMG takes very seriously the problem of alcohol and drug abuse and is committed to providing a substance free workplace for its employees/consultants and clients. This policy applies to all employees and consultants of TMG without exception.

TMG endeavours to provide a healthy environment. Therefore, any form of tobacco consumed in company buildings is prohibited.

The Company reserves the right to demand a drug or alcohol test of any employee or consultant based upon random drug/alcohol testing or reasonable suspicion. Reasonable suspicion includes, but is not limited to, physical evidence of use, involvement in an accident, or a substantial drop off in work performance. Failure to take a requested test may lead to discipline, including possible termination. All employees and consultants should report evidence of alcohol or drug abuse to their manager, team leader or to HR. Employees/consultants who violate the substance and alcohol policy will be subject to disciplinary action, including termination.

If after reading this policy you have any questions about its application to your work you should speak to your manager, Team Leader or HR. The Company will regard failure to observe this policy as serious misconduct which may lead to dismissal.

4.2. Alcohol and Drug Testing

TMG will ensure that all its employees and consultants work within the laws of the land:

It is a criminal offence for certain workers, such as drivers, security officers or operators of firearms, to be unfit for their work due to taking drugs or alcohol. The possession, supply or production of controlled drugs is unlawful except for in special circumstances (e.g. when they have been prescribed by a doctor).

Employees/consultants are also legally required to take reasonable care of themselves and to behave in a way that does not pose risks to the health and safety of themselves or others in the workplace. This includes consideration of the effects that intoxication through taking alcohol or drugs may have.

In order to ensure compliance with the law, all employees and consultants must be aware that either the Company or the client may undertake drug / alcohol testing under any of the following circumstances:

- **RANDOM TESTING:** Employees/Consultants may be selected at random for drug and/or alcohol testing at any interval determined by the Company or the client.
- **FOR-CAUSE TESTING:** The Company may ask an employee/Consultant to submit to a drug and/or alcohol test at any time it feels that the employee/consultant may be under the influence of drugs or alcohol, including, but not limited to, the following circumstances: evidence of drugs or alcohol on or about the employee's/consultant's person or in the employee's/consultant's vicinity, unusual conduct on the employee's/consultant's part that suggests impairment or influence of drugs or alcohol, negative performance patterns, or excessive and unexplained absenteeism or tardiness.

- **ROUTINE TESTING:** Before the commencement of any driving task, the driver should expect to be tested as part of the process of being issued a vehicle. All employees and consultants should expect to be tested every year.
- **POST-ACCIDENT TESTING:** Any employee/consultant involved in an on-the-job accident or injury under circumstances that suggest possible use or influence of drugs or alcohol in the accident or injury event may be asked to submit to a drug and/or alcohol test. "Involved in an on-the-job accident or injury" means not only the one who was or could have been injured, but also any employee/consultant who potentially contributed to the accident or injury event in any way. To ensure the testing is legal and safe, tests will be undertaken in accordance with the procedure outlined in the Training and Recruitment Policy (TMG QMS HR REC TRAINING POL).

5. MONEY LAUNDERING

TMG does not condone, facilitate, or support money laundering. TMG is committed to complying with money laundering laws worldwide. All personnel should be alert for any unusual financial transactions that may indicate money laundering, such as irregularities in the way payments are made, payments made by third parties for the benefit of another party and payments from offshore banking locations.

Any suspicious financial activities or transactions should be reported to management or through the Whistle-blower Policy.

6. GIFTS AND HOSPITALITY POLICY

6.1. Introduction

The Company permits employees and consultants to give and receive gifts and hospitality so long as they are in accordance with normal the normal course of business and as accepted business practice.

This applies whether the gifts or hospitality are offered within, or outside normal working hours. Individual should ensure that at no time their giving or acceptance of gifts or hospitality is seen to look to people outside the Company as if the gift could compromise personal judgement and integrity.

6.2. Gifts

Where gifts are made to employees by clients or suppliers where the value is less than USD50 they may be kept by the individual; examples may include for example items such as clothing, calendar, diary, chocolates, or mugs. Gifts of between USD50 and USD150 may be given or accepted on behalf of the Company although recorded in the Gift Register. Where gifts are received, they should be declared to your line manager who will advise if it can be kept by the individual or retained by the Company. Generally, where items are received from a client they may be kept by the individual and where they are received from a Supplier they should be retained by the Company. Where there is any doubt, the item should be retained by the Company.

6.3. Hospitality

Hospitality may be accepted and given. The value of such entertainment is to be up to nominal value of USD150 per person.

Where hospitality is provided by a client, and it exceeds this level it should be recorded in the gift register.

Where it is planned to provide a supplier hospitality in excess of this limit it must be agreed in advance with a company Director who will sign off their approval in the Gift Register, together with their commentary on why it was appropriate to exceed the limit. The Director must be able to demonstrate that such a gift was in no way intended to be an inducement.

6.4. Gift Register

Each office should have a gift register.

The Gift Register shall be used to register:

- Gifts given or accepted valued in excess of USD50

- Hospitality given or received in excess of USD150 per person.
- Transgressions of the Gift and Hospitality Policy.

6.5. Failure to Report

Individuals who act in contravention of this policy are liable to disciplinary action in accordance with Tutaré Management Group's procedures and policies.

6.6. Training

6.6.1. *Employees*

As part of the Induction Process, new employees will be made familiar and understand the Gift Policy.

Employees considered 'at risk' identified by the Company's Strategic Risk Assessment will receive further online training through an external provider.

Annual refresher training will be provided as part of continued ABC awareness training.

6.6.2. *Consultants*

As part of the Induction Process, new consultants will be made familiar and understand the Company Gift Policy.

7. WHISTLEBLOWER POLICY

7.1. Introduction

Tutaré Management Group International Ltd. (the 'Company') is committed to complying with all applicable requirements concerning Operations, Human Rights, Compliance, Accounting Standards, and nonfinancial code of ethics which requires the observation of high standards of business practices, and personal ethics in the conduct of its employees and management of the Company, its subsidiaries and affiliates.

It is the policy of the Company to establish, maintain, and develop procedures for a confidential or anonymous complaint reporting to facilitate: -

- The receipt, retention and treatment of complaints received by the Company regarding the Company's Operations, Compliance, Accounting Standards, and non-financial code of ethics.
- The confidential, anonymous submission by directors, officers or employees of the Company and any of our other stakeholders of concerns regarding questionable Operations, Compliance, Accounting Standards and non-financial code of ethics.

7.2. Communication of Policy

To ensure that all Directors, officers, contract, and employees of the Company are aware of this Whistle-blower Policy, all personnel will have access to this policy. Personnel will be informed whenever significant changes have been made to this Whistle-blower Policy.

All new Directors, officers and employees will be provided with a copy of this Whistle-blower Policy together.

Internal training will be provided to ensure understanding of the Whistle-blower Policy. Copies of the policy will be freely available to third parties and clients on request.

Third Parties are invited to provide feedback including positive and negative comments, HSSE reporting including near misses and grievances through the Feedback Policy posted on the Website.

7.3. Reporting

Any person with a concern relating to and or regarding the Company's Operations, Human Rights, Compliance, Accounting Standards and non-financial code of ethics; including or any of its subsidiaries, may submit their concern by one of the following methods:

- Telephone
- Email on a confidential basis
- Anonymously through Staff Suggestion Box located in the TMG Offices
- Via the Feedback Policy posted on the Tutaré Management Group webpage.
- Whistle-blower point of contact (details below):

Paul Scott

Email: MD@Tutarégroup.com

Mobile: +357 97884641

Individuals may also report the incident to the appropriate legal or internationally recognised authority.

7.4. No Retaliation or Adverse Consequences

No Director, officer, or employee who in good faith.

- Reports concerns regarding the Company's compliance with the operating standards.
- Reports a violation of the Code of Ethics or ABC Policy.
- Provides assistance to the management of the Company or any other person or regulatory or law enforcement body regarding such a report shall suffer harassment, retaliation or adverse employment consequence.

An employee who retaliates against someone who has reported a concern or a violation in good faith is subject to discipline up to and including termination of employment.

All of our other stakeholders who act in good faith shall also suffer no consequences for reporting noncompliant activities.

7.5. Acting in Good Faith

This Whistle-blower Policy is intended to encourage and enable directors, officers, employees, and all of our other stakeholders to raise serious concerns within the Group rather than seeking resolution outside the Corporation.

Anyone filing a report must be acting in good faith and have reasonable grounds for filing a report. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

7.6. Handling of Reported Violations

The Report will be logged as a CARP Item. The Whistle-blower POC shall report all incidents to the CEO or Board of Directors. They shall address all reported concerns

or complaints, including those regarding Operations, Human Rights Compliance, Accounting Standards and non-financial code of ethics violations.

All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation. In some circumstances, the use of a reputable advisor may be utilised to assist in the review and decision-making process.

Appropriate violations will be recorded in the ABC Incident Register.

8. CONSEQUENCE MANAGEMENT POLICY

8.1. Introduction

The aim of the Consequence Management Policy (CMP) is to provide guidance to management on the minimum expected actions to be taken in respect of reported incidents.

Each incident will be investigated on its actual merits and incidents which were for personal benefit are likely to be treated more severely than those for the perceived 'benefit' of the company.

8.2. Scope

This policy applies to all Employees, Contractors, Agents, and Suppliers.

The company seeks to encourage reporting of potential incidents so that they might be investigated and remedial action taken to reduce the likelihood of future actual incidents. As a result, the self-reporting of potential incidents is not to be disciplined.

8.3. Zero Tolerance

Tutaré Management Group has a zero tolerance to corrupt activities and accordingly all corrupt activities will attract disciplinary action.

8.4. Self-Reporting

Where an individual undertakes corrupt activities but later declares it, their treatment will be less severe than if their activities are reported by a third person, uncovered by an investigation or other legal action.

8.5. Recommended Minimum Disciplinary Actions

Annex A details the recommended Minimum Disciplinary Actions to be taken.

Where corruption is committed for a non-financial benefit, or where there is benefit to a related third party then commensurate disciplinary action will be taken in line with Annex A but with relation to the ascertainable value of the benefit obtained.

Individuals acting contrary to the act may also be liable to personal prosecution under the local law or if UK National, under the UK Anti Bribery Act 2010 or other such measures.

8.6. Engagement of Relevant Authorities

8.6.1. *When Relevant Authorities will be engaged*

Relevant authorities will be engaged as in accordance with the TMG Anti-Bribery & Corruption Consequence Management and Engagement Matrix at Annex A.

8.6.2. *How Relevant Authorities will be engaged*

Once an ABC incident has been red flagged internally and an investigation has taken place the Board of Directors will make the decision to engage with the relevant authorities.

The Board will make their decision based on the evidence available from the red flagged ABC incident.

Once all the information has been gathered and documented TMG will then engage with the relevant authorities. Depending on which countries the incidents took place in the local relevant authority will be notified together with the international authority (e.g. Transparency International).

The contact details of the Relevant Authorities in each of the primary countries of operation are outlined at Annex B.

8.7. Engagement of With Clients

Where there has been an ABC incident affecting a client, the Tutaré Management Group Board of Directors will engage with the client in accordance with the TMG Anti-Bribery & Corruption Consequence Management and Engagement Matrix at Annex A and ensure proper oversight on developing and implementing an engagement strategy as well as putting appropriate anti-bribery and corruption risk management systems in place.

Tutaré Management Group will open a line of communication between the client and a specific designated person who is part of the senior leadership team. The individual will be well prepared to discuss anti bribery and corruption matters of importance to the client.

If there is an incident that has been captured before it became an ABC incident it is therefore categorised as an ABC near miss and would be recorded in the ABC register and CARP register process, investigated and corrective and preventative actions put in place. This potential incident could then be brought up at a contract review meeting with the client as appropriate.

8.8. Engagement of With Third Parties

Where there has been an ABC incident affecting or involving a third party. The Tutaré Management Group board of directors will engage with the third party to ensure proper oversight on developing and implementing an engagement strategy as well as putting appropriate anti-bribery and corruption risk management systems in place.

Tutaré Management Group will open a line of communication between the third party and a specific designated person who is part of the senior leadership team. The individual will be well prepared to discuss anti bribery and corruption matters of importance to the third party

9. HUMAN RIGHTS POLICY

9.1. Introduction

Tutaré Management Group is committed to fulfilling its responsibilities on human rights in all of its operational locations by applying the United Nations Guiding Principles on Business and Human Rights (2011) across all of our operations.

The Guiding Principles affirm four main international standards that have achieved broad international consensus as a human rights baseline for all businesses: As well as the UN Guiding principles Tutaré Management Group is also committed to the principles of the Modern Slavery Act and the international code of conduct.

- The Universal Declaration of Human Rights.
- The International Covenant on Civil and Political Rights.
- The International Covenant on Economic, Social and Cultural Rights; and The International Labour Organization's (ILO) Declaration on Fundamental Principles and Rights at Work.²³
- Montreux Document on Pertinent International Legal Obligations and Good Practices for States related to Operations of Private Military and Security Companies during Armed Conflicts
- International Code of Conduct for Private Security Service Providers
- Modern Slavery Act 2015 This Tutaré Management Group Human Rights Policy demonstrates our commitment to respect human rights and embodies our particular understanding of their significance for a risk management company operating in Africa and globally with a mixed diversity of employees & consultants. It also sets our expectations for the conduct of all offices in the Tutaré Management Group, our employees, consultants, third parties and our clients and any other stakeholders who we conduct business with.

9.2. Approach to Human Rights

Tutaré Management Group takes a strategic risk assessment approach to respecting human rights. This recognises the potentially positive and negative impacts of our operations, and the particular nature of our business as a risk management company, the UN framework and the different locations in which we operate.

9.3. Scope

For the purposes of this Policy, it applies to all persons employed by Tutaré Management Group or who conduct work for or on behalf of Tutaré Management Group, including employees, consultants, and temporary employees, any third party

representatives, agency workers, volunteers, interns, agents and sponsors engaged with the organisation.

The policy also applies to any other person associated with the organisation, who performs services for and on behalf of the organisation anywhere in the world. This includes the organisations partners, agents, brokers, sub-contractors, representatives, distributors, consultants and other service providers.

The organisation expects those persons to abide by this policy or have in place equivalent policies and procedures. This policy does not form part of any employee's contract of employment and as we may amend it at any time.

9.4. Vision and Values

Tutaré Management Group's core values are to act in a manner which is ethical, respectful, transparent, inclusive, and fair, challenging, confident, collaborative, and professional. Modern slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labour and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain.

Tutaré Management Group has a zero-tolerance approach to modern slavery and is committed to acting ethically and with integrity in all our business dealings and relationships and to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in our own business or in any of our supply chains.

Tutaré Management Group is also committed to ensuring there is transparency in our own business and in our approach to tackling human rights, human trafficking and modern slavery throughout our supply chains, consistent with our disclosure obligations under the Modern Slavery Act 2015. The same high standards are expected from all of our contractors, suppliers and other business partners. Wherever practicable, Tutaré Management Group will seek to include in our contracts with business partners specific prohibitions against the use of bonded, forced, compulsory or trafficked labour, or anyone held in slavery or servitude, whether adults or children, and expects that all suppliers will hold their own suppliers to the same high standards.

9.5. Tutaré's Core Human Rights

Tutaré Management Group acknowledges the human rights of its employees, consultants, suppliers, clients and throughout its supply chains. Tutaré Management Group endeavours to provide a safe and healthy working environment for all of its employees & Consultants. Tutaré Management Group supports the elimination of all forms of forced, bonded or compulsory labour, the freedom of association as well as international standards around the use of force and international humanitarian law. The International Code of Conduct for Private Security Providers and the Voluntary

Principles on Security and Human Rights are already important standards for Tutaré Management Group, which have been embedded into our operations.

Tutaré Management Group further supports and upholds the elimination of discriminatory practices with respect to employment and occupation and promotes and embraces diversity in all aspects of its business operations. Tutaré Management Group is an equal opportunity employer and does not discriminate either directly or indirectly against employees or prospective employees on the basis of race, colour, religion, sex, sexual preference/orientation, citizenship, marital status, national origin, age or disability, or against any other protection established by applicable law or regulation.

Tutaré Management Group is dedicated to creating a workplace that values and respects people from diverse backgrounds and enables its employees & Consultants to do their best work.

9.6. Embracing Principles and Regulations

Tutaré Management Group are committed to operate by the guiding principles of the UN framework for business and human rights with its particular emphasis on the state's duty to protect human rights, the corporate responsibility to respect human rights, and joint state and corporate responsibility to ensure access to effective remedy for people who have experienced business-related human rights abuse.

9.7. Due Diligence and Risk Assessments

In line with the UN Guiding Principles, Tutaré Management Group will make human rights due diligence and risk assessment an essential and integrated part of our business processes to assess actual and potential human rights risks. We will act upon the findings of our due diligence and risk assessment measures to ensure that we prevent human rights violations wherever possible and deliver appropriate and effective remedy if we fail to prevent abuses.

9.8. Respecting Legal Laws and Country Requirements

Tutaré Management Group work in a very diverse range of countries and operational environments. In every environment, we will make every effort to apply the same high standards of respect for human rights. In each environment, we will develop a distinct understanding of particular human rights risks and comply with all applicable laws that protect human rights. When a countries own capacity to protect human rights is weak, or when a country and other parties are actively abusing human rights, we will be careful not to aggravate the situation. We will ensure our employees, consultants and clients are not in an immediate risk or will be in a situation to bring us into dangerous conflict with local legislation. We will do this by complying with international standards.

9.9. Responsibility for the Policy

This policy is adopted by the Tutaré Management Group Board of Directors who have overall responsibility for ensuring Tutaré Management Group complies with its legal and ethical obligations. Tutaré Management Group compliance & legal department has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering human rights abuses, human trafficking and modern slavery.

Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it and the issue of modern slavery in supply chains.

9.10. Compliance with the Policy

All employees, consultants and relevant stakeholders must ensure that they read, accept, and comply with this policy.

The prevention, detection and reporting of human rights, human trafficking, and modern slavery in any part of our business or supply chains is the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You should notify feedback@Tutarégroup.com as soon as possible if you believe or suspect that a conflict with this policy has occurred or may occur in the future.

You are encouraged to raise concerns about any issue or suspicion of human rights, human trafficking and modern slavery in any parts of our business or supply chains at any level of supply at the earliest possible stage.

If you believe or suspect a breach of this policy has occurred or that it may occur, you should notify feedback@Tutarégroup.com as soon as possible.

If you are unsure about whether a particular act is a human rights abuse, the treatment of workers, or their working conditions within any tier of our supply chains constitutes any of the various forms of human rights abuse, human trafficking or modern slavery, raise it with your manager or at feedback@Tutarégroup.com

We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. We are committed to ensuring no one suffers any detrimental treatment as a result of reporting in good faith their suspicion that human rights, human trafficking and modern slavery of whatever form is or may be taking place in any part of our own business or in any of our supply chains. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform

the compliance manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our whistle-blower policy which can be found in the TMG employee handbook and code of ethics and business conduct policy.

You can also raise your concerns with any of the following:

- Amnesty international,
- Human Rights Action Centre
- Human Rights Watch
- Modern slavery Helpline and the National Human Trafficking Hotline.

9.11. Communication and Awareness of the Policy

Training on this policy, and on the risk Tutaré Management Group faces from human rights and modern slavery in its supply chains, will be provided as necessary on a periodic basis across the organisation through relevant senior management.

Tutaré Management Group have a zero-tolerance approach to human rights, modern slavery and human trafficking this must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and reinforced as appropriate thereafter.

9.12. Breaches of this Policy

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.

Tutaré Management Group may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy

10.REVIEW & FEEDBACK

This policy will be reviewed by the Head of Compliance as required and not less than annually.

Reviews will determine whether the Policy is effective in providing appropriate procedures to report violations or complaints regarding Operations, Human Rights, Compliance, Accounting Standards and non-financial code of ethics violations.

ANNEX A – Anti-Bribery & Corruption Consequence Management and Engagement Matrix

Extent of Corruption	Self-Reported Incidents	Reported by: - Third Party, Whistle-blower Investigation.	Engagement with External Agencies
Over USD10,000	Likely Summary Dismissal or Termination of Contract Possible Legal Action Undertaken	Summary Dismissal or Termination of Contract Legal Action Undertaken.	Global & Local Authorities notified Engagement with affected Clients and Third Parties
USD10,000 USD3,000	Likely Summary Dismissal or Termination of Contract Possible Legal Action Undertaken	Summary Dismissal or Termination of Contract Legal Action Undertaken.	Local Authorities notified Engagement with affected Clients and Third Parties
<USD3,000 >USD1,000	Possible Summary Dismissal or Termination of Contract Disciplinary Action Including: •Including Loss of Bonus <ul style="list-style-type: none"> ▪ Loss of Position ▪ Loss of Benefit ▪ Retraining Mandatory 	Likely Summary Dismissal or Termination of Contract	Engagement with affected Clients and Third Parties
<USD1,000 >USD300	Possible Summary Dismissal or Termination of Contract Formal Warning Discipline Action Undertaken <ul style="list-style-type: none"> ▪ Including Loss of Bonus ▪ Retraining Mandatory 	Possible Summary Dismissal or Termination of Contract Disciplinary Action Undertaken: <ul style="list-style-type: none"> ▪ Including Loss of Bonus ▪ Loss of Position ▪ Loss of Benefits ▪ Retraining Mandatory 	Engagement with affected Clients and Third Parties
<USD300	Retraining Possible Formal Warning	Formal Warning Discipline Action Undertaken Including Loss of Bonus • Retraining Mandatory	Possible Engagement with affected Clients and Third Parties
Potential Incidents	Individual Recognition and praise Investigation to Identify Root Cause	Retraining Possible Formal Warning. Investigation to Identify Root Cause	No Engagement

ANNEX B - CONTACT DETAILS OF RELEVANT AUTHORITIES

GLOBAL AUTHORITIES:

Transparency International Global

General contact:

Telephone: +49 30 3438 200 Fax: +49 30 3470 3912

Email: ti@transparency.org



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