



SUPPLIER CODE OF CONDUCT

vital energi information for a sustainable future



CONTENTS

1. FOREWORD	PAGE 2
2. INTRODUCTION	PAGE 3
3. ENVIRONMENT	PAGE 3
3.1 Minimum Requirements	PAGE 3
3.2 Targets and Metrics	PAGE 3
4. SOCIAL	PAGE 4
4.1 Health and Safety	PAGE 4
4.2 Human Rights	PAGE 4
4.3 Equity, Diversity and Inclusion	PAGE 4
4.4 Social Value	PAGE 5
5. GOVERNANCE	PAGE 5
5.1 Business Ethics	PAGE 5
5.2 Fraud, Bribery and Corruption	PAGE 5
5.3 Entertainment, Hospitality and Gifts	PAGE 5
5.4 Anti-Competitive Practices	PAGE 5
5.5 Fair Payment Practices	PAGE 6
5.6 Data Privacy & Collection	PAGE 6
5.7 Security and Business Continuity	PAGE 6
5.8 Tax Compliance	PAGE 6
5.9 Social Media	PAGE 7
6. MONITORING & REPORTING	PAGE 7



SUPPLIER CODE OF CONDUCT

1. FOREWARD

Vital Energi wants to support the transition to a net zero future in a responsible way. We consider the implications of our actions for all stakeholders and carry out our work safely, reliably, and ethically. Delivering real long-term benefits to the environment and communities and creating best value for our customers requires collaboration with our supply chain. We want to encourage our suppliers to factor environmental and social benefits into business decisions to contribute towards a sustainable economic future.

The purpose of this Supplier Code of Conduct is to share our values with you, and set out our expectations of the fundamental business principles our suppliers should both adhere to themselves and extend into their own supply chains. We value our business relationship with you and your contribution in helping to create a more socially, economically, and environmentally responsible supply chain.

Vital Energi is a purpose-led organisation. We act in accordance with the highest ethical standards and comply with all relevant laws, regulations, permits and licenses when conducting our work. We expect our suppliers to do the same to ensure compliance with this Code.



VISION

Pioneering energy solutions for our future and our communities



MISSION

To create sustainable, intelligent, and reliable energy solutions, supporting the growth of health and thriving communities to drive a greener future.



PURPOSE

Transforming the energy system to net zero.

Gary Fielding
Chairman
Date: January 2024

Ian Whitelock
CEO
Date: January 2024



SUPPLIER CODE OF CONDUCT

2. INTRODUCTION

We expect all suppliers to support the aims of our policies through adherence to this Code of Conduct (the Code). Specific policies that you should read are signposted throughout the Code. All suppliers will be expected to go through our pre-qualification procedure administered by Alcumus, either SafeSupplier or SafeContractor depending on the nature of the services/goods being supplied. All suppliers will also be expected to complete our bespoke Environment, Social and Governance (ESG) questionnaire.

The ESG due diligence questionnaire will allow us to benchmark the ESG credentials of our upstream value chain. The questionnaire will be repeated at regular intervals to track progress, and the results will materially factor in our procurement decisions.

Ultimately, all suppliers will have environmental and social performance obligations as part of their contracts with us. These will be proportionate to the supplier and the nature of the service being provided, for example mandatory reporting of defined sustainability metrics (such as carbon emissions) or simple annual reports on efforts to implement ESG measures for small businesses or independent contractors.

3. ENVIRONMENT

3.1 Minimum Requirements

The Supplier must be committed to protecting the environment and carry out its work on behalf of Vital Energi in an environmentally responsible and sustainable manner. The Supplier must, in carrying out its work for Vital, always comply with the applicable laws pertaining to the protection of the environment.

The standards we hold ourselves to are set out in our Environmental Policy, Sustainability Policy and Sustainable Procurement Policy.

We are all responsible for protecting the environment and we expect our suppliers to support us in actively working towards delivering a positive impact throughout our operations. As a minimum, we require you to:

- ▶ Take appropriate steps to prevent pollution as a result of your activities.
- ▶ Ensure that you consider the impact of your activities on natural habitats, taking necessary steps to protect biodiversity and, if necessary, mitigate harm.
- ▶ Minimise the consumption of energy and carbon footprint (including embodied carbon) through the implementation of environmental policies and environmental management systems.
- ▶ Minimise your waste footprint by promoting the recycling and reuse of materials.
- ▶ Minimise your water consumption by reducing consumption and improving water use efficiency.
- ▶ Evidence that you are actively considering ways of reducing resource consumption.

3.2 Targets and Metrics

Our aim is to deliver the technological and commercial solutions needed to help the built environment achieve net zero. We have set our own targets to

reduce greenhouse gas emissions in line with a 1.5oC temperature pathway and have committed to verifying them with the Science Based Targets Initiative (SBTi). Where your performance as part of our upstream value chain impacts on our targets and KPIs, you will be expected to provide information to us. This may include, but is not limited to, the following:

- ▶ Energy usage, including fuel consumption and energy consumption in facilities, from both renewable and non-renewable sources.
- ▶ Details of your own strategy to reduce GHG emissions and improve energy efficiency.
- ▶ How much waste you produce, your process for waste management and the proportion of waste sent to landfill.
- ▶ How much water you use, and how you manage water consumption including risks related to current and future water stress.
- ▶ Data on the use of sustainable materials, packaging and packaging waste volumes, re-use, recovery and recycling rates.
- ▶ Embodied carbon calculations or full life-cycle assessments.
- ▶ Details of measures taken to boost natural capital and area of land protected/enhanced.





SUPPLIER CODE OF CONDUCT

4. SOCIAL

4.1 Health and Safety

Ensuring the health, safety and wellbeing of our employees, contractors and members of the public is our top priority. We care about each other, our suppliers, our customers and communities. We believe that all our employees, and everyone we contract with, has a part to play in ensuring that we deliver safe, reliable and sustainable energy infrastructure to meet the needs of our customers and communities.

Our operations give rise to risk; however, we believe that through commitment, robust management, reference to industry best practice and compliance with legislation, we can eliminate or minimise these risks to safe levels. We expect the same commitment from our suppliers. To work for Vital, you must understand your Health, Safety and Wellbeing responsibilities and be committed to creating an environment that is safe, healthy and secure for all your employees and anyone who may come into contact with you or be affected by your activities. You are expected to comply with our Health and Safety Policy and our SHEQ Conditions for Contractors and Subcontractors.

The safety of our employees, contractors and members of the public is paramount. We will monitor provision of insurances and key policies through our Alcumus platforms; any Suppliers who allow their credentials to lapse will be suspended from our procurement system until the situation is rectified. Our SHEQ team will conduct regular audits of live projects and spot checks on our supply chain.

4.2 Human Rights

The Supplier must comply with all applicable human rights and labour laws and regulations and should support the Ten Principles of the United Nations Global Compact, the UN Universal Declaration on Human Rights

and the 1990 International Labour Organisation (ILO) Declaration on Fundamental Principles and Rights at Work. You must also pay due regard to Vital's Modern Slavery Policy and Fair Work Statement. As a minimum, we expect:

- ▶ Employment is freely chosen
- ▶ The right to collective bargaining
- ▶ Safe and healthy working conditions
- ▶ No use of child labour
- ▶ Payment of a living wage
- ▶ No excessive working hours
- ▶ No discrimination
- ▶ No inappropriate use of zero hours contracts
- ▶ No harsh or inhumane treatment
- ▶ No 'fire and rehire' practices

In meeting these expectations, you should have a full understanding of your business operations and wider supply chain, and ensure that any potential human rights risks are assessed, managed and mitigated.

You must comply with the requirements of the Modern Slavery Act 2015, and we encourage all suppliers to publish an annual Modern Slavery Statement regardless of whether or not they have a legal obligation to do so. Vital's annual Modern Slavery Statement is published on our website.

There must be no exploitation of workers. This includes employing workers through dishonesty, the treatment of workers whilst employed and the right to be free from oppressive treatment once the employment has ended. The Supplier must ensure that physical, sexual, mental, or verbal abuse is prohibited, as well as the threat of any kind of abuse or other forms of intimidation.

Vital Energi has a commitment to being a Real Living Wage employer, set out in our Living Wage Policy. We encourage our suppliers to make the same commitment and we will ask about your fair payment practices as part of our ESG benchmarking process.

Minerals are critical to the world's transition to zero-carbon energy and the sources of many transition minerals are in geopolitically high-risk environments. Vital Energi is committed to understanding and mitigating these risks in our supply chain by adopting the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals. If you know, or have reason to believe, that minerals from conflict-affected or areas at high risk of human rights abuses may be contained within the product(s) that you are supplying to us, and these are not from recycled or scrap sources, you must exercise due diligence to determine the source and chain of custody. You must document your efforts and make your due diligence measures available to us on request and provide us with evidence of the origin of the minerals in products supplied by you to us.

4.3 Equity, Diversity and Inclusion

The Supplier must maintain zero tolerance of any illegal discrimination or harassment within the workplace. There will be no discrimination in hiring, treatment, compensation, access to training, promotion, termination or retirement based on race, caste, national origin, social origin, religion, age, disability, gender, gender identity, marital status, sexual orientation, family responsibilities, social union membership or political affiliation.

Vital Energi is committed to expanding the diversity of all its business operations. We understand the value of an inclusive supply chain that reflects the diversity of the communities we serve and the critical importance of supporting local economic development, community prosperity and cultural diversity. We will develop, administer and implement processes to address social inequalities and provide opportunities to diverse suppliers to ensure these businesses have an equal opportunity to participate in the procurement process at Vital. Our commitments are outlined



SUPPLIER CODE OF CONDUCT

outlined in our Sustainable Procurement Policy and Equity, Diversity & Inclusion Policy, which should be read, understood and applied into the Supplier's own activities and supply chain.

4.4 Social Value

We have a responsibility to the communities where we deliver our projects to make sure that our economic and social role in those communities has the greatest possible positive impact. Our aims and objectives are set out in our Social Value Policy, which should be read by all suppliers, as collaboration with our supply chain is crucial to achieving our aims.

We expect our suppliers to understand how their activities impact communities where they carry out their activities. We encourage them to make positive contributions and investments where appropriate, for example by providing local employment opportunities, skills development and workforce volunteering. We expect our suppliers to build positive relationships and minimise disruption to communities.

Vital is committed to skills development within our own business, our supply chain and our communities to meet the skills gap challenge in our industry. We are focused on developing skills for the future, through our apprenticeship and graduate schemes and through delivery of our Climate Education Programme in schools, colleges and universities, particularly in lower income communities. We encourage our suppliers to participate in these activities alongside us and to support our efforts to develop the workforce of the future to help deliver our net zero commitments.

5. GOVERNANCE

5.1 Business Ethics

Vital is a responsible company to work for, buy from, invest in and partner with. We are committed to

promoting an environment where everyone can feel comfortable raising concerns about actions or decisions they think are unethical. Examples of unethical behaviour may include, but are not limited to: bullying, harassment, discrimination, fraud, bribery, corruption, human rights violations and any other unfair practices committed at a personal or corporate level.

If you believe that an employee, contractor or anybody else doing business with us has acted unethically or unlawfully, you must bring this to our attention as a matter of urgency. Please refer to our Whistleblowing Policy for further guidance. We will investigate all concerns raised thoroughly, fairly and promptly and in the strictest confidence. We will not tolerate any form of retaliation, bullying or victimisation, where a concern is raised in good faith.

5.2 Fraud, Bribery and Corruption

Vital Energi is committed to the highest levels of legal, ethical, and moral standards. We expect our suppliers to uphold the same standards and we take a zero-tolerance approach to any type of bribery, fraud, or corruption. We expect you to have adequate procedures in place to prevent these activities in accordance with all applicable laws and regulations, including (without limitation) the UK Bribery Act 2010 and the UK Finance Act 2017. You should also refer to our Anti-Bribery and Corruption Policy and Fraud Policy.

Vital Energi's Whistleblowing Policy sets out the processes we have in place to protect employees who provide information related to any unfair or inappropriate business practices. We expect you to have similar processes in place. We request that you communicate to us any business activities that could be deemed inappropriate, so that we can work together to find a resolution. Vital Energi reserves the right to review

your control procedures associated with the prevention and detection of fraud, bribery and corruption. If we have serious concerns, whether they relate to our business or not, we will review our relationship with you.

5.3 Entertainment, Hospitality & Gifts

Vital Energi has strict rules around business rewards, such as gifts, meals, hospitality and entertainment. These are required to ensure our staff can be confident they are not putting themselves, or the business, at risk from accusations of undue influence, whether real or perceived. We require you to help enforce our rules.

Vital staff may accept small gifts (equivalent to a value of £25 or less) so long as they are not received on a regular basis and are not cash or cash equivalents (e.g. gift cards). We may accept hospitality and entertainment so long as it is appropriate, has a genuine business purpose and is within the guidelines set out in our Corporate Hospitality and Gift Policy.

We do not expect our employees to take part in any activity that would affect their judgement when dealing with you, or create a conflict of interest. Further information can be found in our Conflict of Interest Policy.

5.4 Anti-Competitive Practices

Vital Energi will not engage in conduct which is anti-competitive. We will not discuss any information with you that might reduce competition. The standards of behaviour we expect are clearly set out in our Anti-Competitive Practices Policy, which should be referred to. You should not put any

Vital employee in a situation where they would be in breach of this Policy. We will fully investigate any suspected instances of anti-competitive practices in accordance with our Anti-Bribery & Corruption Policy, Fraud Policy and Whistleblowing Policy.



5.5 Fair Payment Practices

Vital Energi is committed to supporting our supply chain partners during these challenging times. We have a long history of working with SME suppliers, and we understand the importance of these relationships. In recent months, we have taken a number of steps to support our suppliers, including reducing payment terms where appropriate, working with our suppliers to find solutions to the challenges they are facing and even, in some cases, providing financial assistance to suppliers who have been particularly affected by recent cost of living challenges.

Vital Energi is committed to paying its suppliers on time and in full. We understand that the timely payment of invoices is essential for suppliers to maintain their financial health and continue to provide the services that Vital Energi needs. However, we need your co-operation to ensure we can pay your invoices promptly. Our Procurement team will inform you of what is required; however if in any doubt, you are encouraged to check with your Vital contact to ensure that payment is not delayed due to administrative errors.

5.6 Data Privacy & Collection

Personal data should be protected fully in compliance with the General Data Protection Regulations (GDPR). Data protection and privacy laws regulate the collection, storage, use, disclosure and disposal of personal information, which can identify a living person.

We risk assess and carry out due diligence on our suppliers to ensure they meet our required standards.

This may involve the collection of the personal data of suppliers' personnel, including, but not limited to, the results of any background checks, names and email addresses.

We expect you to have obtained the necessary consents from your personnel for us to receive and process this personal data and to:

- 1 Process personal information in a fair, lawful and transparent manner
- 2 Only collect the personal information required to fulfil the service you are providing and to not further process this information in a manner incompatible with this service
- 3 Take steps to ensure personal information remains accurate and up-to-date
- 4 Reasonably co-operate with and assist on data protection impact assessments or compliance matters which relate to the activities being carried out by you on our behalf.
- 5 Implement organisational and technical measures to ensure the integrity and confidentiality of personal data, ideally accredited to ISO 27001 or equivalent standards

5.7 Security and Business Continuity

Vital Energi is committed to ensuring effective controls are in place to protect employees and company assets, including physical and intangible assets such as information. Any significant compromise of security, whether physical or digital, could cause disruption that has serious economic, environmental or social consequences. As a minimum, we expect our suppliers to:

- ▶ Have Cyber Essentials Plus
- ▶ Put in place appropriate internal policies and procedures to ensure the security of their staff, physical, and digital assets
- ▶ Provide staff with the appropriate Information Security training
- ▶ Implement security controls proportionate to the risk, which support the policies and procedures
- ▶ Have the necessary controls in place to detect security anomalies
- ▶ Create plans detailing the steps to be taken in the event of a security incident or breach

Some suppliers will be required to hold or obtain independent accreditation (e.g. ISO 27001) and provide assurance that security controls are in place, depending on the nature of the service/product being provided. Vital Energi expects all businesses in our supply chain to have considered business continuity arrangements. You should have plans in place that are tested annually to ensure that you can continue to provide your services in the event of any disruption to your operations. You should refer to Vital's Business Continuity Plan and ensure that your plans are aligned with ours.

Should you wish to contact us to discuss Information Security please use the email address Security@vitalenergi.co.uk

5.8 Tax Compliance

Vital Energi is a responsible taxpayer that aims to comply with all relevant tax laws and regulations, maintain an open and constructive relationship with HMRC and pay the right amount of tax in the right place, at the right time. We expect our suppliers to remain fully compliant with UK tax law, and we will not work with any suppliers who engage in practices which may constitute tax evasion or involve workers not being taxed appropriately. Please refer to our Tax Strategy and Fraud Policy for further details.



SUPPLIER CODE OF CONDUCT

We do not employ staff on zero-hour contracts or use umbrella companies. We ensure all employees have working hours agreed in their contracts and we expect our suppliers to take the same approach to their workforce and supply chain. If a supplier intends to engage an individual via a personal service company (PSC) to deliver a contractual obligation to Vital, it is their responsibility to ensure compliance with off-payroll working rules (IR35) and we must be notified before any such arrangement is put in place.

5.9 Social Media

Social media is ubiquitous in our society and is an important business tool. It allows messages, information and opinions to be conveyed to a wide audience instantaneously.

Social media posts become a permanent, public record once posted, reflecting upon you, your business, your clients and customers. We expect you to use social media in a responsible, reasonable and respectful manner and to consider carefully any comments you make that can be identified with Vital Energi.

Whilst we recognise the importance of social media as a marketing tool, you should not identify our projects, sites or clients without prior approval.

6. MONITORING & REPORTING

Suppliers who have regular and recurring dealings with Vital should have policies and management systems in place to ensure compliance with this Code and its supporting policies and procedures. They must make reasonable efforts to ensure that their own supply chain is aware of this Code.

Vital Energi may choose to enquire about any related practices or policies during the supplier registration process, and/or embed specific provisions within contract terms and conditions.



Vital Energi may also conduct its own due diligence, including audits or investigations in relation to possible breaches of law, regulation, or company policy as it deems appropriate.

From time to time, Vital may request data from its suppliers for the purposes of its own reporting. We expect you to investigate and report any concerns or complaints you have about issues to do with breaking the law or standards which relate to our business. We will investigate and deal with all issues brought to our attention promptly and fairly, with due respect for confidentiality.

We expect you to fully co-operate with us during any investigation we carry out and do not accept any type of retaliation against any person

or business who raises a concern. Suppliers are encouraged to report grievances or evidence of non-compliance with this Code. Concerns can be raised via our website, directly with your Vital contact or by contacting a Director.

We may request, periodically, a letter of assurance certifying that you have complied with this Code or have brought issues to our attention in a timely manner.

You should have suitable training in place for key personnel working with Vital Energi to ensure familiarity with this Code and ability to deliver your services in compliance with its requirements. This Code shall be reviewed annually or as required to ensure its relevance and effectiveness.