

Code of Ethical Standards in the Vernacare Supply Chain

November 2025

Introduction

Vernacare Internal Limited expects all supply chain partners to commit to undertaking all business activities in a fair way, ensuring that anyone they deal with in the course of work is treated with honesty, integrity and respect and that we are all accountable for our actions.

Any company or member of the supply chain must operate within the law as well as understanding and complying with Vernacare's policies, rules, codes and procedures.

This code is written without exception or compromise to these ethical values.

The Vernacare code is underpinned by the Base Code outlined by the Ethical Initiative (ETi).

Basically, that means adherence to the below:

1. Employment is freely chosen not forced.
2. Freedom of association for the workforce and supply chain members.
3. Working conditions are safe and hygienic.
4. Child labour should not be used.
5. Living wages are paid.
6. Working hours are not excessive.
7. No discrimination is practiced.
8. Regular Employment is provided.
9. No Harsh or inhumane treatment is allowed.

Supply Chain partners are expected to avoid any activity that may pose a conflict or be perceived as to conflict with the Vernacare's interests and relationships.

In the engagement of any third-party Vernacare needs to ensure that they are made aware of our Code of Conduct and obtain their agreement to act in accordance with it.

Vernacare specific Code detail includes:

Scope

The Code applies to all individuals and companies who undertake work for Vernacare or on our behalf. This includes contractors, consultants, suppliers, distributors and any third party who provides services to Vernacare or to others on our behalf.

Purpose

The purpose of the Code is to define and explain the principles and standards that Vernacare expects everyone to follow in conducting business activities for or on behalf of Vernacare, whenever and wherever that may be.

Code of Ethical Standards in the Vernacare Supply Chain

November 2025

The Code explains how to consider if the decision to be made is ethical and what the appropriate behaviours and responses are to enable us to maintain our integrity.

Responsibility for compliance

Every supply chain member:-

- has a duty to understand how the Code affects the work that they undertake.
- has a duty to think and act ethically and reach reasonable business decisions that do not breach the code.
- **must respect and operate within applicable legislation, rules and regulations at all times.**
- must also respect the company's policies, rules and procedures which may go beyond the requirements of statutory regulations or legislation.
- **has a duty to make themselves aware of the law, the regulations, policies, rules and procedures that govern the work that they do and the way it is done.**
- Is responsible for reporting any activity that they believe conflicts with the requirement of the Code.
- Is responsible for disclosing any action that they feel is or could be a breach of the Code by raising the matter with a Vernacare senior manager.

Vernacare managers and those with responsibility for engaging third parties have additional responsibilities to ensure that the people they manage or engage understand the Code and are adequately trained and informed of how they can achieve compliance.

Senior managers are responsible for ensuring that any reports of non-compliance are fully investigated and reported to the Chief Executive Officer.

Reservation of rights

This Code is not a contract. Vernacare reserves the right to change, modify, suspend, interpret or eliminate any provisions of the code at any time, for any reason, and without the need to consult or give notice to any party or individual.

Compliance with specific policies and laws

The Vernacare company code covers many specific areas related to activity of internal Vernacare employees.

The areas of code, specific to 3rd Party Sources (suppliers, contractors, consultants and distributors) are the Employment Laws, Bribery and Corruption, and the Modern Slavery law (please see below), but generally all aspects should be considered.

Code of Ethical Standards in the Vernacare Supply Chain

November 2025

Accounting

Vernacare are responsible for keeping accurate records and accounts that reflect all Company transactions. We must be able to fully account for all of our assets, liabilities, income and expenditure. Financial statements are prepared according to the regulations, rules and criteria in force.

Audits & Investigations

Vernacare are audited by various different regulatory bodies as well as awarding bodies. All employees are expected to fully cooperate in any audit being undertaken. Nobody should improperly influence, coerce, manipulate or mislead any individual or group of individuals conducting an audit.

The same principles apply to internal and 3rd party required investigations where individuals and companies are expected to cooperate and not knowingly make false or misleading statements.

Bribery & Corruption

Bribery is the giving or receiving of a gift, payment or other benefit in order to obtain a commercial advantage. A bribe need not actually materialise, the fact that it was asked for or offered is sufficient.

Corruption is the misuse of entrusted power or a breach of duty for personal gain.

All business dealings within Vernacare must be conducted in an honest and ethical manner, wherever we operate across the globe. We have a zero tolerance approach to bribery and corruption and are committed to acting fairly and with integrity at all times. In dealings with anyone from private industry or government never:

- Offer or make any unauthorised payments
- Attempt to induce anyone to do something illegal or improper
- Offer or accept money, gifts or kickbacks or any other item of value, for obtaining contracts or business
- Make any offer of a contribution, whether in cash or in kind to support any political cause

Gifts and Hospitality

Vernacare does support the offering and receipt of modest non-cash gifts to and from business partners where appropriate for marketing purposes or, as long as the gift is occasional and not regular or repeated and is not given or received in an attempt to influence a business decision.

Code of Ethical Standards in the Vernacare Supply Chain

November 2025

The offer of a gift may also be appropriate for other purposes such as expressing thanks or making a goodwill gesture. For example, we may offer promotional material such as pens; calendars etc. for marketing purposes or send a small token gift to a business partner as a Christmas gift. Receipt of such items is also acceptable.

If the estimated value of a proposed gift is worth more than £25, the Vernacare employee must obtain prior approval from their line manager, who will decide if the proposed gift is legitimate, proportionate and reasonable.

Modern Slavery Law

Vernacare will strive to comply with the applicable laws in each country in which it operates or its goods are distributed.

The use of forced, slave or child labour is not permitted, neither is the abuse or physical punishment of any individual providing work for, or on behalf of, Vernacare.

We will conduct due diligence with any prospective new supplier, distributor, contractor and customer to ensure that they meet the minimum legal requirements applicable to them in the country in which they are working from and satisfy ourselves, as far as we are able that there is no forced, slave or child labour occurring prior to setting up any contractual arrangements.

Employment Laws

Vernacare is committed to creating a culture of treating everyone with respect and dignity. Individuals are expected to:

- Set high personal ethical standards for themselves
- Perform their job roles with integrity and comply with all company rules and procedures
- Feel comfortable raising questions or making suggestions or raising complaints without fear of reprisal or loss of dignity

Supervisors and managers are required to:

- Exhibit high levels of ethical conduct and encourage their teams to do the same
- Promptly report any unethical, illegal behaviour or non-compliance to a more senior manager

The above also act as a guideline for all 3rd party companies, work for, or on behalf of Vernacare and its supply chain.

Code of Ethical Standards in the Vernacare Supply Chain

November 2025

Discrimination

Discrimination on any protected grounds under the laws and regulations of the country in which we are operating is strictly prohibited and any allegations made will be taken seriously.

Harassment

All individuals that work for us or on our behalf have the right to work in an environment free from all forms of harassment, abuse, intimidation or physical violence.

The following are examples of behaviours that will not be tolerated:

- Behaviour intended to intimidate, threaten or coerce any individual regardless of whether it is done verbally, physically or in writing.
- Threatened or actual physical violence.
- Activity of a sexual nature such as unwelcomed sexual advances, verbal or physical conduct of a sexual nature or requests for sexual favours.
- Using language or conduct which others may find offensive, derogatory or intimidating.
- Wilful damage to property belonging to other persons or the company.

Protection of Company and third-party information

A number of employees will have access to confidential and proprietary information belonging to the Company or any of its third parties during the course of their employment. No confidential or proprietary information may be disclosed either during or following employment. Such information should never be used or disclosed without the authorisation of a Company Director.

In acting ethically we must also respect the property rights of third parties except where this is permitted by a non-disclosure agreement or other confidentiality clause in any contractual document.

Intellectual property

Many of our products are patented, have copyrights and trademarks. These are known as intellectual property. There is no right to use any Intellectual property without the prior authorisation from a Vernacare Company Director.

Data protection

It is necessary within our business to acquire, retain, use and disclose information about our employees, our distributors and third party suppliers and contractors.

Code of Ethical Standards in the Vernacare Supply Chain

November 2025

We will comply with the relevant laws and regulations in the countries in which we operate to ensure that the information we acquire, retain use and disclose is permitted by the laws and regulations in force in that area. In the UK we are registered with the Information Commissioner.

We ensure that out of date information is destroyed and that we only keep information for as long as is permitted by the relevant laws and regulations.

Reporting an incident or concern

Many things that can happen will usually be covered by a company policy and procedure. If you have made a mistake, or you think somebody else has made a mistake or their conduct is not in accordance with the code then you must speak to a manager or supervisor as soon as you are aware.

All instances of unethical behaviour will be investigated.

In the event Vernacare are notified of a potential breach of the Code by a third party this will be investigated by a senior manager. Where the breach is proven beyond reasonable doubt Vernacare will impose a penalty it considers reasonable. This may include informing the relevant authorities so that criminal or civil action is taken and/or the termination of the agreement/contract.

This Policy is Approved for use by:

- Director of QA, RA and Clinical / LSAS Representative (Supported by Group Procurement Manager)
- Chief Operations Officer (Director)

Code of Ethical Standards in the Vernacare Supply Chain

November 2025

3rd Party Declaration : Compliance to Code of Ethics

I Hereby Declare, as a 3rd Party member of the Vernacare supply chain, to abide by the Vernacare Code of Ethics, with specific focus to the Employment Laws and Modern Slavery Laws which are referred to.

3rd Party Declaration	
Signature :	
Print Name :	
Position :	
Company name :	
Date :	

Supporting Accreditations		
Accreditation (e.g ISO14001)	Gained	Expires

Retention and Use

The Signed Declaration is issued by the Vernacare procurement department and will be retained by the same department. Should Tenders or customers require evidence of compliance within the supply chain, the Declaration could potentially be shared with them, as evidence.