

Introduction

We must all commit to undertaking our business in a fair way, ensuring that anyone we deal with in the course of our work is treated with honesty, integrity and respect and that we are all accountable for our actions. We must all operate within the law as well as understanding and complying with the company's policies, rules and procedures. This code is written without exception or compromise to these ethical values.

All business decisions should be made in the best interests of Vernacare. A conflict of interest arises where self-interest is placed ahead of the interests of the Company. Individuals are expected to avoid any activity that may pose a conflict or be perceived as to conflict with the Company's interests.

Prior to the engagement of any third party we will ensure that they are made aware of our Code of Conduct and obtain their agreement to act in accordance with it.

Scope

The Code applies to all individuals who undertake work for us or on our behalf. This includes the Board of Directors, senior managers, employees, temporary workers, contractors, consultants, suppliers, distributors and any third party who provides services to us 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. 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

Everyone has a duty to understand how the Code affects the work that they undertake. Everybody has a duty to think and act ethically and reach reasonable business decisions that do not breach the Code.

Everyone must respect and operate within applicable legislation, rules and regulations at all times. Nobody should ever feel compromised in to acting against any law or regulation.

Everyone must also respect the company's policies, rules and procedures which may go beyond the requirements of statutory regulations or legislation.

Everyone 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.

Everyone is responsible for reporting any activity that they believe conflicts with the requirement of the Code.

Everybody 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. The Company 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

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.

The Company will take appropriate action if any of the following is thought to have occurred:

- Failure to record a transaction or asset
- Improper or inaccurate entries knowingly made
- False declarations of expenses incurred
- Using Company credit cards for personal use
- Making a payment with the understanding it is being used for a different purpose than the purpose documented
- Unlawful, unauthorised or improper payments or transactions.

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 investigations where individuals 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

The company supports 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.

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 you want to offer a gift worth more than £25, you must obtain prior approval from your 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 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

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 assets

All Company property should be properly cared for, used primarily for the business purpose it was intended for and not loaned, sold or donated without authorisation from a company Director.

Any unauthorised use or misappropriation of any Company property will lead to action being taken under the relevant Company policy. If you are unsure if your actions will be in accordance with policy then please obtain advice from your line manager in the first instance.

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 Company Director.

Information systems

The Company equipment provided to you is to be used primarily for responsible business use. Never download any software on to company hardware, including computers, tablets and phones without first seeking the permission of the IT Director.

Do not assume that hardware used for personal activities to be kept private and always ensure compliance with the relevant policies such as the Social Media Policy.

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. 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. There will be no action taken against an employee who reports something they think is not ethical and that is reported honestly and in good faith. Please note however that any employee found to have operated in an unethical manner may face disciplinary action and in serious cases this may be classed as gross misconduct this may result in summary dismissal. In the event that

Where 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.