



SUPPLY CHAIN

CODE OF CONDUCT

**IMG (UK) Holdings Limited & its Subsidiary Entities (IMG)
and those companies connected through common ultimate ownership**

IMG (UK) Holdings Limited & its Subsidiary Entities (IMG) and those companies connected through common ultimate ownership, pride ourselves on partnering with some of the country's best suppliers.

We are dedicated to collaborating only with businesses that share our purpose to build a group of successful businesses, both for us and our stakeholders, which is profitable, sustainable and attentive to the world and communities in which we operate.

This document sets out what is expected of you and what you can expect from us in return.

We appreciate that you will have your own organisational values and culture to guide you, but in working with us, we expect that you align with and respect our values.

The supply chain code of conduct sets out the main principles, standards, and ethical practices that we expect all suppliers to follow to align with IMG values which are set out below.

VALUES

- **Integrity**, our business is built upon integrity. Those who connect with us can trust that we will strive to do what is right and do what we say we will do.
- **Commitment**, actions speak louder than words. We can be trusted to do what we say we will do and are accountable for our performance. We are committed to our brand and protect and uphold the reputation of our businesses which have been built through decades of dedication to delivery.
- **Respect**, we are consistent in our approach to business and relationships. We always treat each other with respect. We promote openness, listen, demonstrate understanding and are respectful of one another's circumstances.
- **Togetherness**, together we are a team, built around trust and humility. We share in our successes and the burden of the challenges we face. Together we engender a sense of security and belonging.

The document outlines the key priorities in line with our corporate social responsibility:

SAFEGUARDING

MODERN SLAVERY

EQUALITY, DIVERSITY & INCLUSION

COMMUNITY & CHARITABLE GIVING

ENVIRONMENT

SUSTAINABLE DEVELOPMENT

DATA HANDLING

INFORMATION SECURITY

PROMPT PAYMENT

BRIBERY, FRAUD & CORRUPTION

SANCTIONS

CONFLICT OF INTEREST

OVERVIEW - WORKING TOGETHER

We have developed the supply chain code of conduct in conjunction with [Slave Free Alliance](#) (SFA), a leading charity committed to the abolishment of modern slavery. By partnering with SFA, we will continue to grow our knowledge and push forward with our strategy to test our own thinking and work proactively with our supply chains to combat modern slavery and exploitation. Our work with SFA also includes supply chain risk assessments and modern slavery training for both our procurement specialists and the wider organisation. We will work collaboratively with our suppliers to actively identify and manage the collective risk of slavery and exploitation in our supply chains. We recognise the key role suppliers play in meeting our objectives and continually improving the services delivered to our customers.

The supply chain code of conduct sets out the behaviours we expect of each other and through this we are aiming to build open relationships with our suppliers to support a drive towards improved performance. We expect this to operate in a reciprocal way whereby IMG Colleagues and our suppliers will treat each other with fairness and respect and work jointly to build trusting, collaborative and constructive working relationships focused on delivering for our customers. In delivering our commitments we must ensure the highest standards of ethical and professional behaviour and relationships with our suppliers who are critical to achieving this.

WORKING TOGETHER

In the interests of being open and transparent and building collaborative relationships with our suppliers, we have outlined below some of the main ways we will share information and expect to interact with you:

As an organisation we operate across a range of markets and must comply with various regulations. Our policies and procedures, including the expectations of our supply chains, are key to meeting our legal obligations as well as driving the right behaviours among our Colleagues and suppliers to ensure we meet the needs of our Clients and Customers. These will remain under regular review and continue to evolve in line with risk management, mitigation, and due diligence findings. All relevant changes will be clearly communicated to our suppliers in a timely manner.

You should be familiar with the terms and conditions of your signed contract with us, including obligations relating to standards, insurance, and reporting / monitoring. If you don't have a specific contract from us, your supply of goods and/or services will be subject to our standard conditions of contract which can be viewed [here](#). All suppliers must comply with the terms and conditions applicable to their work with us.

Our Modern Slavery Statement is available to view on the IM Group website [Modern Slavery Statement | IM Group](#). Suppliers should familiarise themselves with this statement and review it periodically to stay up to date on how the organisation is working to ensure that slavery is not taking place in any of their supply chain.

IMG Colleagues are required to undertake safeguarding and modern slavery training on a regular basis. This also includes enhanced training undertaken by the Procurement team. Our aim is to promote awareness and ensure an understanding of slavery and exploitation risks across all parts of the organisation, empowering colleagues to be alert to the relevant risks and feel confident about what to do if they have a concern. We encourage our suppliers to deliver modern slavery training programmes throughout their business as part of any due diligence approach to proactively combat the risks of slavery and exploitation in our supply chains.

In proactively tackling the risk of modern slavery and exploitation, we conduct periodic audits / site visits with suppliers and expect you to engage positively with this process if/when your business is selected. We are keen to actively engage with our supply chains by understanding what our suppliers are doing to address these risks and how we can work with you collaboratively to support continual improvement. The audit is intended to assess areas including (but not limited to) your modern slavery risk management including procedures for reporting, monitoring and escalation, staff training records, and relevant policies, and procedures in areas such as recruitment and Human Resources.

We may at any time conduct 'spot checks' and ask for evidence of meeting your obligations in working with us, particularly in the areas outlined in this document. For example, this may include (but is not limited to), evidence of legal compliance, policies, and procedures.

PEOPLE

What we do and how we do it is important to the success of achieving our vision of creating and managing communities that are economically, socially and environmentally sustainable. Our promises underpin the behaviours, practices, and approach which we want to see demonstrated by all our suppliers as part of their work with us. They clearly illustrate what we expect from you.

PLACE

IMG believe in open and fair competition and comply with competition laws and expect suppliers to do the same. Suppliers should not engage in any anti-competitive practices including price fixing, bid rigging, market sharing or cover pricing.

An essential element of our business model is the provision of high standards of health, safety, and wellbeing across all our activities. As part of this model, we expect all suppliers to work with us to uphold these values and standards, and implement systems that protect all Colleagues, Customers and others who are affected by our business activities. Working together, to agreed standards, will ensure that we create an environment that is safe and conducive to good health and wellbeing and prevents accidents, injuries, and work-related illnesses.

PLANET

Each division of our business has sustainable regulations and goals that they are required to meet and report on. Where we can, we seek to excel in creating a better environment as outlined on the following pages.

Mapping the road ahead: Our sustainability framework



<https://improperties.co.uk/>

SAFEGUARDING

Simply put, safeguarding is the protection of children and adults from risk of harm, abuse or neglect. Everybody has the right to live free from abuse and we all share a responsibility for promoting and protecting the safety of children, young people and adults at risk, irrespective of our individual roles and responsibilities. Safeguarding is of paramount importance for IMG and we are committed to raising awareness and empowering everyone we engage with to create safer environments and identify and report concerns promptly and effectively.

As part of our commitment to safeguarding, IMG intend to :

- Make an environment where everybody feels welcome and safe, by embedding respect and togetherness within our culture, codes of conduct, policies and procedures.
- Ensure Colleagues can utilise their unique knowledge of our Customers and those engaging with our services to highlight early indicators of abuse, neglect or exploitation. This includes safer procurement procedures that are an essential part of safeguarding.
- Be alert to the safeguarding needs of all children, young people and adults at risk who are in receipt of or utilise our services including our work through Grace Foundation. [www.grace-foundation.org.uk/Grace Foundation|IM Group](http://www.grace-foundation.org.uk/Grace%20Foundation%20Group)

All our suppliers are expected to uphold these values and share this commitment.

We are committed to actively promoting safeguarding within all partnerships and commissioned services by :

- Actively communicating our safeguarding policies and procedures to partners and service providers on a regular basis and to review our safeguarding policies at least annually.
- Ensuring that contractual agreements outline respective safeguarding responsibilities and how any safeguarding issues should be handled / addressed.
- Working together to promote the safety and welfare of children, young people and adults at risk.
- Whilst we do not expect our suppliers to have a detailed understanding of safeguarding, we do expect a commitment to the following requirements and may request evidence from you to support this:
- Safer recruitment - To ensure that you have processes in place for checking DBS or PVG (Scotland) and have adequate processes in place for assessing and managing risk. An enhanced DBS check is required for those working without supervision on Grace Foundation, IM Properties & Spitfire sites and those who engage with our volunteer programmes where there is unsupervised contact with children and those classed as vulnerable.
- Professional boundaries- To ensure that you have processes and standards in place to uphold and maintain professional boundaries with Customers.
- Reporting - To ensure that you have processes in place to record, monitor and report on any safeguarding and boundaries concerns. You may also be asked to investigate any safeguarding or boundaries concerns about a member of your staff and share the findings with us.
- To notify us immediately via email of any safeguarding concerns. This does not negate from you taking responsibility in reporting or managing any safeguarding issues but will allow us to work collaboratively to support our Customers and Colleagues.

Please report any instances or issues regarding safeguarding to the Designated Safeguard lead philipmiles@grace-foundation.org.uk or laura.sherlock@improperties.co.uk

MODERN SLAVERY

IMG are committed in our mission to achieve business operations that are free from involvement with slavery and exploitation. We strive to understand and identify any risk of slavery and exploitation in our business operations, including our supply chains, and we expect our suppliers to work with us collaboratively in doing the same. Our efforts to mitigate these risks begin with our legal obligations and IMG complies with the Modern Slavery Act 2015. We publish an annual Modern Slavery Statement and take steps to ensure that slavery is not taking place in any part of our supply chains, or in any part of our own business. We expect all our suppliers to share our values and commitment to eradicating modern slavery and be compliant and committed to the Modern Slavery Act 2015. If you are legally required to publish an annual Modern Slavery Statement based on your organisation's turnover, profit or headcount, you must do so as a minimum, and we will request a copy to be updated annually. However, even where you are not legally required to do so, we expect you to put in place a Modern Slavery Statement, policy or alternative evidence that demonstrates your commitment to ensuring that slavery is not taking place in your business.

IMG consider that modern slavery encompasses :

- Human trafficking.
- Forced work, through mental or physical threat.
- Labour abuse, including colleagues paying for employment and/or tied accommodation to employment.
- Being owned or controlled by an employer through mental or physical abuse or threat of abuse • being dehumanised, treated as a commodity or being sold as property.
- Being physically constrained or to have restrictions placed on freedom of movement.
- We do not enter into partnership with any other organisation which knowingly supports or is found to involve itself in slavery, servitude and forced compulsory labour. As such, we expect that neither you or any of your officers, employees, agents, suppliers or subcontractors:
- Has committed an offence under the Modern Slavery Act 2015.
- Has been notified that you are subject to an investigation relating to an alleged offence or prosecution under the Modern Slavery Act 2015.
- We are committed to collaboratively working with you to prevent occurrences of modern slavery. As such, the below sets out our expectations as to how we achieve this objective together:
- We expect you to have a documented reporting process for employees to report any modern slavery concerns www.modernslaveryhelpline.org/
- You will notify us immediately via email to contracts.admin@imgroup.co.uk if you become aware or have reason to believe that you or any of your officers, employees, agents, suppliers or subcontractors have modern slavery in their supply chain.
- You shall implement and maintain appropriate due diligence procedures for any of your agents, suppliers and subcontractors to ensure that no modern slavery offence shall occur in its supply chain.
- We will commit to working collaboratively with you regarding the above, providing support, advice and guidance where issues are identified to help prevent modern slavery in the supply chain.

EQUALITY, DIVERSITY & INCLUSION

IMG recognises that being a more diverse and inclusive business is a key component for continued success. Our values set our culture and we are committed to ensuring everyone is treated fairly and respecting the diverse range of views, experience, and contributions that our employees, supply chain and partners bring. We therefore expect our suppliers to do likewise.

This statement summarises our policy concerning our commitments to provide opportunity in all our employment practices and to oppose all forms of unlawful discrimination including those based on protected characteristics.

COMMUNITY & CHARITABLE GIVING

IMG is committed to conducting business in accordance with our company values. We are proud of our work, giving back to the communities in which we operate, through charitable giving and volunteering. This statement summarises our policy concerning our commitment to community investment and charitable giving.

We Will :

- Ensure our recruitment practices provide opportunity for all irrespective of gender, race, ethnic origin, disability, age, sexuality, religious belief, marital status, background, or social class.
- Promote equality, diversity, and inclusion at every stage of our employees’ journey whilst working for us.
- Treat all employees fairly, equally and with respect.
- Encourage everyone to be respectful of each other’s views and opinions.
- Encourage a culture where employees can challenge behaviours without fear of recrimination.
- Challenge barriers which may prevent us from creating an inclusive environment.
- Not tolerate bullying, harassment or discrimination in any form and take appropriate action.
- Review diversity and inclusion across our businesses on a regular basis.

This policy applies to our employees, supply chain, visitors, partners, and wider stakeholders. It meets with legislation including the Equality Act 2010.

We Will :

- Concentrate our focus and investment in the communities in which we operate, supporting local causes that align with our purpose and values.
- Encourage our employees to volunteer through our volunteer programmes by allocating them 15 hours of paid volunteering time per annum.
- Promote employee contribution through our IMP, Spitfire and Grace Foundation programmes.
- Provide appropriate training and awareness to our employees who are fundraising, volunteering, or supporting local community organisations, schools, or charities.
- Make all charitable donations based on an assessment of risk, prospective beneficiaries, and alignment to IM Group values
- Ensure that no charitable donations are made that relate to bribery, corruption, and financial crime. Grace Foundation supports us on this mission and is the independent charitable foundation set up by IMG. IMG wants every child to be brought up in an environment where they are given the opportunity to reach their maximum potential in

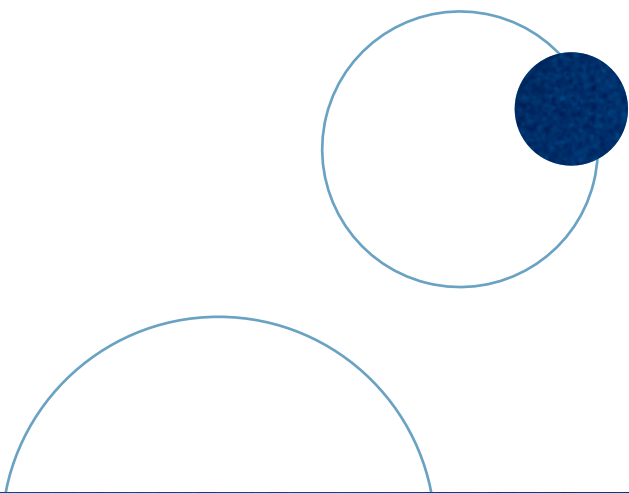
We encourage our contractors and suppliers to support us in these endeavours and/or have a programme that encompasses regular community and charitable giving.

ENVIRONMENTAL

We recognise the importance we have as a business and as individuals in protecting the natural environment for future generations. This statement summarises our policy concerning our commitment to managing our environmental impacts and continuous improvement. We comply with all applicable environmental legislation and regulations and promote environmental best practice and expect our suppliers to also follow all applicable legislation and to support us.

We will wherever possible :

- Reduce our climate change impacts – both of our own operations and that of the goods and services we provide.
- Manage all activities to minimise the risk of pollution.
- Promote resource efficiency and the minimisation, re-use and recycling of waste arising from our activities.
- Protect biodiversity and play an active role in habitat enhancement.
- Adopt water conservation techniques and technologies.
- Encourage the purchasing of sustainable resources and materials, including the use of renewable energy.
- Work with our supply chain to ensure they understand our environmental aspirations and improve their environmental performance.
- Work in partnership with organisations who are committed to the protecting and enhancing of the environment.
- Put in place environmental management systems and processes to manage our environmental impacts and strive for continuous improvement.
- Monitor our environmental performance and report on our progress.
- Within our property business, invest in research and development to identify new and emerging technologies which will support our environmental commitments.
- Encourage our people to actively engage in our environment commitments both at work and at home

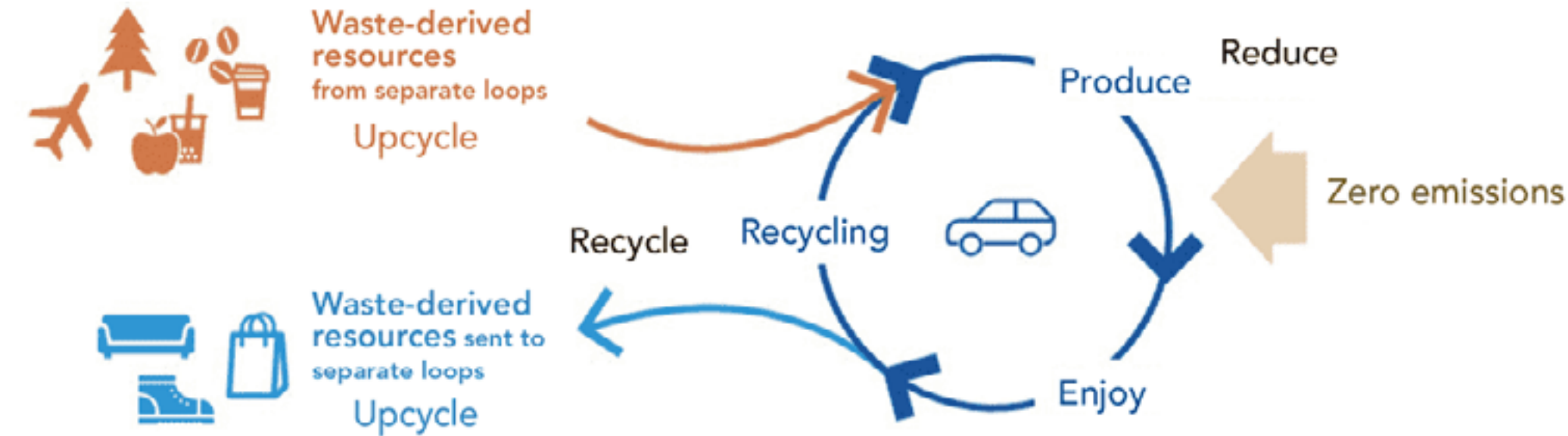


SUSTAINABLE DEVELOPMENT

IMG has identified that it has a role to play in terms of sustainable development. Our Environmental Sustainability Strategy has also been developed in line with the United Nations Sustainable Development Goals relevant to our organisation. We recognise that the goods, services and works supplied to our organisation have a major social, economic and environmental impact, both locally and globally.

IMG will therefore strive to :

- Promote sustainable options alongside the recycling and reuse of materials wherever possible.
- Consider costs / benefits of environmentally preferable goods and services as alternatives.
- Gather environmental management data.
- Identify commodities and suppliers that are strategic to IMG in our delivery of a sustainable supply chain.
- Work with suppliers to reduce the environmental impacts of goods and services supplied to IMG.
- We expect our suppliers to work in partnership with us to support our commitment to delivering an enhanced approach to sustainability, including sustainable procurement practices. In doing so, where requested suppliers will:
- Support through the provision of relevant data and management information, including where required by law, such as CO2 emissions reporting.
- Provide evidence and help us to understand your strategy for continuously improving your approach to sustainability including policies, procedures and steps taken to date.
- Work in collaboration with us to identify opportunities to introduce more environmentally friendly and sustainable goods, services and/or processes and support the adoption of these, where possible and practical.



DATA HANDLING

Processing data on behalf of IMG means our suppliers have several direct legal obligations under the UK General Data Protection Regulations (GDPR), Data (use & access) Act or its successor legislation.

If you operate in any country outside of the UK applicable data legislation must be followed to ensure data is handled safely.

- **Processing instructions** - Processing of personal data can only be carried out on instruction from IMG (unless otherwise required by law). By acting outside your instructions or processing for your own purposes, you will step outside your role as a processor and become a data controller for that processing.
- **Processing contracts** - You must enter a processing agreement with IMG and comply with your obligations as a processor under the agreement.
- **Sub-processors** - You must not engage another processor (i.e. a sub-processor) without prior authorisation from IMG. You must put in place a contract with sub-processors with terms that offer an equivalent level of protection for the personal data as those in the contract between you and IMG.
- **Security** - You must implement appropriate technical and organisational measures to ensure a level of security appropriate to the risk of processing confidential and personal data, including protecting against accidental or unlawful destruction or loss, alteration, unauthorised disclosure or access.
- **Notification of data breaches** - If you become aware of a personal data breach, you must notify our DPO without undue delay via email on dpo@imgroup.co.uk. We expect to be notified immediately, so that we can meet the GDPR notification timelines and report to the ICO within 72 hours of a breach. You must assist IMG in complying with its obligations regarding personal data breaches.
- **Accountability obligations** - You must comply with UK GDPR accountability obligations.
- **International transfers** - You must not make any transfer outside the UK without prior authorisation from IMG's DPO.

Questions - contact the Data Protection Officer (DPO) on dpo@imgroup.co.uk

INFORMATION SECURITY

IMG takes responsibility for the protection of personal and confidential information seriously. We expect, support and encourage our suppliers to do the same, by applying effective information security controls which are comparable with the requirements of the ISO27001 standard. Any confidential information must not be obtained or sought by our suppliers outside of what is reasonably expected within their agreed business relationship with IMG. In addition, our suppliers must never disclose confidential information without prior written permission from us. We expect that any permitted disclosure of information shall be provided only on a need-to-know basis and in accordance with applicable regulations, data privacy laws and prevailing industry practices. IMG has training in place so that everyone understands their responsibilities for information security. We expect our suppliers to regularly raise awareness of data handling responsibilities with their employees and have training programs in place.



PROMPT PAYMENT

IMG has committed to promptly pay all our suppliers within 30 days, in full accordance with [regulation 113 of The Public Contracts Regulations 2015](#). A further consequence of regulation 113 is that any suppliers to IMG must ensure that they promptly pay any sub-contracted suppliers who perform or undertake any element of sub-contracted work relating to goods, services or works supplied to IMG, within the mandatory 30-day period. This is not only a legal requirement under [The Public Contracts Regulations 2015](#), but also a mandatory requirement for any supplier working with IMG, to support prompt payment of its wider supply chain. The only time that terms are amended is by mutual agreement in writing with clear commerciality reasons stated.



BRIBERY, FRAUD AND CORRUPTION

IMG is committed to doing business in accordance with our company values, acting professionally, fairly and with integrity in all our business dealings. We take a zero-tolerance approach to those giving or receiving bribes and corrupt payments. People are encouraged to share their concerns and all our suppliers, contractors and third parties must align with appropriate legislation and support us to ensure there is no bribery and corruption in the supply chain.

IMG is committed to maintaining the highest standards of integrity and has a zero-tolerance approach to fraud, dishonesty and deceptive practices. We expect the same commitment from all Suppliers throughout their business operations and supply chains.

Suppliers are required to implement and maintain appropriate policies, procedures and controls to prevent, detect and respond to fraudulent activity. This includes, but is not limited to, misrepresentation, false claims, falsification of records, theft, financial misconduct and any other dishonest or deceptive behaviour.

Suppliers must ensure that their employees, contractors and subcontractors understand their responsibilities in relation to fraud prevention and that appropriate reporting mechanisms are in place.

Any actual or suspected fraudulent activity that could affect IMG, its customers or the services provided must be reported to IMG immediately. Failure to comply with these requirements, or any involvement in fraudulent activity, may result in the termination of the business relationship and any other action available under applicable law or contract.

This statement summarises our policy concerning our commitments to complying with all applicable legislation relating to bribery, corruption, and financial crime, including the [Bribery Act 2010](#), [Criminal Finances Act 2017](#) and the [Economic Crime and Corporate Transparency Act 2023](#).

We will :

- Not tolerate any bribery and corruption breaches within IM Group or subsidiary businesses. This includes directly or indirectly, offering, promising, giving, accepting, or demanding a bribe or other undue advantage in order to obtain or retain business, or gain any other improper advantage.
- Undertake risk assessments to identify any potential areas where bribery or corruption could occur within our business processes and put in place appropriate controls to minimise any risk.
- Train our employees on how to identify bribery and the implementation and adherence to our Anti Fraud, Bribery and Corruption policies. These policies form part of the IM Group Induction Process for all employees.
- Ensure all gifts and hospitality received are recorded on our IM Group Gifts and Hospitality Register and receive approval from the appropriate authority levels prior to acceptance.
- Communicate our Bribery and Corruption Policy to all supply chain or partners through our contract management system process.
- Ensure all concerns raised of potential bribery and corruption are investigated in line with our Whistleblowing Policy and Third party speak up policy.
- Communicate our anti fraud policy to our supply chain or partners through our contract management system.
- Ensure that our directors, senior management and employees take seriously the responsibility of preventing fraud inline with the failure to prevent fraud under the Economic Corporate Crime Transparency Act (ECCTA 2023).

Suppliers should encourage their own suppliers to adhere to the standards upon which this code is based. If you have a serious concern that something may not be consistent with this code, please let us know. We encourage you to raise any concerns or questions you have in confidence. Please contact the compliance team at IMG Contracts.admin@imgroup.co.uk or via the [Speak Up Policy](#).

SANCTIONS

IMG is committed to complying with all applicable trade sanctions regulations in the countries in which we operate. The global nature of our business and because sanctions apply across borders, means the transactions we engage in may be subject to sanctions imposed by multiple government authorities. The nature and extent of restrictions may vary, and all employees therefore consult our Director of Compliance to raise any questions or concerns or to seek clarity. Our Suppliers are required to ensure that they obtain appropriate advice & guidance from suitably qualified personnel and we require confirmation from our supply chain that sanctions are followed and should there be a breach that we are notified immediately.

We will :

- Ensure appropriate sanctions processes are available for all employees and supply chain within IMG to report issues in an appropriate and effective way.
- Communicate the sanctions processes to all employees that are responsible for due diligence of new and ongoing business relationships, in particular those involved in legal, parts and services, compliance, finance, business development and senior management.
- Ensure all employees consider where we do business, who we do business with and how we do business so that they may raise concerns.
- Deal with any red flags or any other queries relating to sanctions which should cause us to conduct further investigations in a prompt and timely manner.
- Communicate to the Board any reports of disclosures, the investigation and the outcome.

CONFLICT OF INTEREST

IMG is committed to conducting business with integrity, transparency and impartiality. We expect our Suppliers to identify, manage and disclose any actual, potential or perceived conflicts of interest that could influence, or appear to influence, business decisions or compromise the integrity of the services or goods provided.

Suppliers must maintain appropriate policies and procedures to identify and manage conflicts of interest within their organisation and throughout their supply chain. This includes ensuring that employees, contractors and subcontractors are aware of their responsibilities and are required to declare any conflicts promptly.

Suppliers must notify IMG immediately upon becoming aware of any actual, potential or perceived conflict of interest that relates to their business relationship with IMG. Where a conflict is identified, Suppliers must work with IMG to implement appropriate measures to manage or eliminate the conflict.

Failure to disclose or appropriately manage a conflict of interest may result in the termination of the business relationship and any other action available under applicable law or contract.

Queries - Contracts.admin@imgroup.co.uk or via the [Speak up Form](#) Should you have any queries in relation to any matters referenced in this document, please contact us so that we may assist you & ensure that our business relationship continues to operate in line with legislation & regulations in a fair & transparent manner.

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