

**DAVID BROWN SANTASALO**

**THIRD PARTY**

**CODE OF CONDUCT**

## **Introduction**

David Brown Santasalo is committed to maintaining the highest standards of ethics and integrity throughout its business practices and relationships. At David Brown Santasalo our relationships with our customers, and suppliers, our business partners, agents and others working with us or on our behalf as well as any consultants, representatives and/or other contractors involved in DBS transactions or business processes or operations (and each such case their employees, representatives and contractors) (collectively, “Third Parties”) are an integral part of our business. This Third Party Code of Conduct provides guidance on the fundamental values, principles and standards of behaviour to which we expect Third Parties to adhere at all times, when interacting with David Brown Santasalo or when acting on its behalf.

## **Application and Compliance**

As a prerequisite to act on behalf of, alongside or jointly with David Brown Santasalo, all Third Parties must agree to comply with this Third Party Code of Conduct and all applicable laws, including Anti-Corruption and Anti-Fraud laws and International Sanctions.

Although this Third Party Code of Conduct is intended to act as an additional set of governing principles and not to replace a Third Parties’ existing policies, David Brown Santasalo requires that Third Parties ensure that they and their employees, representatives and contractors, who do business with or on behalf of David Brown Santasalo, comply with this Third Party Code of Conduct. David Brown Santasalo has the right to investigate any reasonably suspected breach of this Third Party Code and reserves the right to terminate its business relationship with any Third Party who has violated the principles set out in this Code.

*It is noted that the principles we set out here are not exhaustive. The fact that a topic is not specifically addressed does not relieve Third Parties of their obligation to maintain the highest ethical standards under any and all circumstances.*

## **1. Business Practices**

### **a) Financial Reporting and Records Management**

Third Parties must honestly and accurately record and report all business information and comply with all applicable laws regarding its completion and accuracy. Third Parties are expected to create, retain and dispose of business records in full compliance with all applicable and regulatory requirements.

### **b) Insider Trading**

Third Parties may learn of material, non-public information concerning David Brown Santasalo or other associated companies (“inside information”). Third parties must never use or share “inside information” to trade or influence trading or otherwise use or share the information for personal advantage or for the advantage of others.

### **c) Copyrights, Patents and Trademarks**

Third Parties must respect and comply with the intellectual property rights of David Brown Santasalo and its associated companies, including, but not limited to, copyrights, patents, trademarks and trade secrets.

### **d) Protect the Privacy of Personal Information**

David Brown Santasalo complies with applicable data protection and privacy laws in all countries where David Brown Santasalo does business and/or processes personal data. Each Third Party has the responsibility to safeguard the privacy, confidentiality and security of personally identifiable information and other private information of David Brown Santasalo’s employees, customers, partners and other third parties, which is in the Third Party’s possession on behalf of, or as a result of transacting or otherwise dealing with, David Brown Santasalo. The Third Party must protect the information of others and prevent unauthorised use or disclosure. A Third Party may share such information only for legitimate business needs within the scope of its duties and in accordance with the applicable laws.

## 2. Dealing with Others

### a) Trade

Third Parties must comply with all applicable trade laws and compete fairly and lawfully in every jurisdiction in which they conduct business with or on behalf of David Brown Santasalo.

### b) Sanctions and Export Controls

Third Parties are responsible for complying with the applicable laws and regulations of the United Kingdom, EU, United States and all other relevant countries, relating to international sanctions and to imports, exports and re-exports. Third Parties agree that they will do nothing to cause David Brown Santasalo to be in violation of such laws or any regulations made under them. In particular, but without limitation, Third Parties agree that they will not, in connection with David Brown Santasalo's business, products or services:

- transact directly or indirectly with sanctioned individuals or entities (which includes entities which are majority owned by a sanctioned entity);
- Supply David Brown Santasalo with goods (or goods containing materials from) Russia, Belarus, Iran, North Korea, Syria, Luhansk and Donbas regions of Ukraine, Crimea and Cuba;
- Onward supply David Brown Santasalo goods, directly or indirectly, to anyone in or for use in; Russia, Belarus, Iran, North Korea, Syria, Luhansk and Donbas regions of Ukraine, Crimea and Cuba ; and
- export or re-export, directly or indirectly, including via remote access, all or any portion or component of any David Brown Santasalo products, to a destination to which (or for a use for which) such export or re-export is restricted or prohibited by law or to an end user who has been prohibited from participating in export transactions.

Third Parties will, promptly on request, supply David Brown Santasalo with all information and certificates, in such form, as may be reasonably requested by David Brown Santasalo in connection with compliance with any such laws or regulations.

**c) Contracting Practices and Side Agreements**

Third Parties are required to ensure that they contract with David Brown Santasalo only through formal, written agreements that have been approved for use by David Brown Santasalo's Legal Department. David Brown Santasalo strictly prohibits individuals from entering into side agreements with third parties. Any modifications to an original agreement (which have been agreed by the David Brown Santasalo Legal Department) must be reflected either: (i) in a new written contract, (ii) as a written amendment to the master contract, or (iii) in another form of supplementary written documentation that is approved in advance by the David Brown Santasalo Legal Department.

**d) Anti-Corruption and Anti-Fraud Laws**

David Brown Santasalo strictly prohibits bribery or any other form of corruption and the commission of any form of fraud in the conduct of David Brown Santasalo business.

David Brown Santasalo expects and requires that Third Parties conducting David Brown Santasalo business act at all times in a professional and ethical manner in carrying out services and contractual obligations to David Brown Santasalo, or on David Brown Santasalo's behalf. To that end, all Third Parties will:

- Comply with this Code and all applicable anti-corruption and anti-fraud laws, including but not limited to the UK Economic Crime and Corporate Transparency Act 2024, the UK Bribery Act 2010, the U.S. Foreign Corrupt Practices Act, and similar laws of other countries where applicable.
- Not take any action or permit the taking of any action that may render David Brown Santasalo liable for violation of applicable anti-corruption or anti-fraud laws, including but not limited to the UK Economic Crime and Corporate Transparency Act 2024, the UK Bribery Act 2010, the U.S. Foreign Corrupt Practices Act, and similar laws of other countries where applicable.
- All Third Parties acknowledge and agree that direct and indirect payments, for the purpose of, or which have the effect of, assisting David Brown Santasalo in obtaining or retaining business, to any of the following, are expressly prohibited:
  - Government or Public Officials or

- Any person, whether or not they are a public official, to influence such person in the performance of his/her duty and incline them to act dishonestly or perform their function improperly.

**e) Gifts, Entertainment and Hospitality**

The giving and receiving of gifts, entertainment and hospitality in the conduct of business with David Brown Santasalo is closely regulated by the David Brown Santasalo Anti-Corruption Policy and Supplement. Third Parties are required to read, respect and comply with that policy in the conduct of business with or on behalf of David Brown Santasalo. The policy and supplement are available at [Ethics & Compliance \(dbsantasalo.com\)](https://dbsantasalo.com/Ethics-Compliance)

**3. The Work Environment**

**a) Diversity and Equal Opportunity**

Third Parties may not discriminate against any employee on the basis of race, colour, age, national origin, physical or mental disability, history of disability, ancestry, citizenship status, political affiliation, religion, gender, gender identity, marital status, status as a parent, sexual orientation, or veteran status.

**b) Environmental Responsibility**

Third Parties should be committed to respecting the environment and to conserving resources. In particular, they must comply with all applicable environmental laws and regulations in the countries where they conduct or engage in David Brown Santasalo business. David Brown Santasalo expects Third Parties to be conscious of their impact on the environment and to promote and develop awareness around the subject matter. David Brown Santasalo also expects third parties to integrate environmental considerations in its activities and strive for continuous improvement, by minimising any adverse effects of its activities on the environment. Third Parties are not permitted to make claims about the environmental impact of David Brown Santasalo's business, products or services, without the prior express written consent of an authorised Executive Director of David Brown Santasalo.

**c) Health and Safety**

Third Parties must provide a safe and healthy work environment and fully comply with all applicable safety and health laws, regulations and practices of the jurisdictions where they conduct or engage in David Brown Santasalo business.

**d) Child labour, slavery and human trafficking**

Third Parties must not employ, in any manner whatsoever, persons under the minimum age of requirement for work in accordance with national legislation, nor engage in, support or tolerate the use of child labour.

Third Parties must not engage in, support or tolerate in any manner whatsoever any form of slavery or human trafficking. Slavery or human trafficking means the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain and encompasses practices such as child exploitation in any form, forced or compulsory labour, removal of a worker's passport, any form of debt bondage or bonded labour, pay that does not accord with minimum wage requirements and the illegal transportation, recruiting, harbouring or trafficking of people, descent-based slavery and forced and early marriage.

These prohibitions apply throughout Third Parties' businesses, whether or not child, forced, enslaved or trafficked workers within those businesses are directly engaged in work forming part of the David Brown Santasalo supply chain.

**e) Working Hours**

Third Parties shall comply with all applicable laws and regulations relating to wages, benefits and working hours. Third Parties must ensure that its employees work in compliance with all applicable laws and mandatory industry standards pertaining to the number of hours and days worked. Third parties must ensure that overtime is voluntary, communicated to the employee and appropriately compensated in accordance with local and international regulations and collective agreements.

**f) Freedom of Association**

Third Parties shall comply with all applicable laws and regulations relating to employees' rights to associate freely, join or not join trade unions, seek representation or join worker's councils or engage in collective bargaining in accordance with national law and international conventions.

**g) Whistle blowing**

Third Parties must not tolerate retaliation in any form against any employees for raising concerns or reporting what they genuinely believe to be improper, unethical or inappropriate behaviour which is in violation of any law or this Code of Conduct.

**h) Communication, Reporting Requirements and Audit**

Third Parties shall communicate the principles set out in this Code of Conduct to all employees engaged in work for or transactions with David Brown Santasalo. Third Parties are required to report any actions or behaviour relating to David Brown Santasalo business that violates, may violate or appears to violate any law, regulation or any of the principles of this Code of Conduct by contacting the David Brown Santasalo Compliance helpline: [compliance@dbsantasalo.com](mailto:compliance@dbsantasalo.com)

David Brown Santasalo reserves the right to check compliance with this Code of Conduct upon the giving of reasonable notice. When non-compliance with the Third Party Code of Conduct is reported or otherwise suspected, steps will be taken to investigate and, if appropriate, remedy the situation. David Brown Santasalo does not tolerate any actions that are inappropriate or violate the Third Party Code of Conduct, applicable professional standards, laws, regulations and contractually agreed upon policies and requirements.

In general, Third Parties must only engage in practices that are **legal and ethical**.



**Summary of Ethics Questions to Consider:**

1. Is it against David Brown Santasalo or professional standards?
2. Does it feel right?
3. Is it legal?
4. Will it reflect negatively on you, DB Santasalo or any other associated companies/people?
5. Who else could be affected by this (others in DB Santasalo, associated companies/people, you etc.?)
6. Would you be embarrassed if others knew you took this course of action?
7. Is there an alternative action that does not pose an ethical issue?
8. How would it look if it was reported in the newspapers?
9. What would a reasonable person think?