



# Partner Code of Conduct

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Document Owner	Document Approver
Group General Counsel	Board of Directors

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## 1. Introduction

Last updated December 9<sup>nd</sup> 2024

Venterra Group Plc, a company registered in the United Kingdom under company registration number 13344064 and Venterra Limited and its subsidiaries worldwide (“**Venterra Group**”, “**we**”, “**us**”, “**our**”, “**Ourselves**”), is a dedicated offshore wind energy services group. Our member companies engineer, build, and support the operations of offshore wind energy developments around the world.

Venterra Group is committed to conducting its business responsibly and with integrity. Therefore, we require our partners and anyone that they in turn work with to deliver goods and services to act in accordance with the same principles as ourselves. This Partner Code of Conduct (“**Code**”) describes the guiding principles that all Venterra Group partners must follow.

Adherence to these guidelines is crucial for maintaining a strong and ethical partnership with Venterra Group. For any questions or additional information, please contact your Venterra Group representative or visit our website.

## 2. Scope and Application

This Code applies to all individuals and organizations working with Venterra Group, including suppliers, distributors, agents, advisors, and their subcontractors and suppliers (“**partner(s)**”, “**you**”). By engaging with us, you agree to comply with this Code and any updates, which will be available on our website at [https://www.venterra-group.com/application/files/4917/3391/2382/VG-LEG-COD-002\\_Partner\\_Code\\_of\\_Conduct\\_V1.pdf](https://www.venterra-group.com/application/files/4917/3391/2382/VG-LEG-COD-002_Partner_Code_of_Conduct_V1.pdf)

The terms set out in this Code are in addition to the terms included in any contract between you and us (with such contractual terms taking precedence over any conflicting terms in this Code). If you believe that you cannot comply with any of our expectations set forth in this Code, then you must notify your Venterra Group representative immediately with [compliance@venterra-group.com](mailto:compliance@venterra-group.com) in copy.

Venterra Group will take any breach by a partner of this Code seriously and may consequently seek to terminate our relationship with the relevant partner (whilst reserving any right to take further action).

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### 3. Legal and Ethical Compliance

- **Legal Compliance:** Partners must conduct their business with integrity, honesty, and fairness in compliance with all applicable international and national laws, statutes, and regulations. You are responsible for remaining informed about relevant legal and regulatory developments and ensuring continued compliance with changes in any applicable laws and regulations. To the extent this Code imposes more stringent requirements than the laws or regulations applicable in the jurisdiction of any of our partners, each partner must comply with this Code.
- **Anti-Corruption and Bribery:** We have a zero-tolerance policy for all forms of bribery, kick-backs, corruption, extortion, and fraud, and we expect the same from our partners. Partners must:
  - ✓ Comply with all relevant anti-bribery, anti-corruption, and anti-fraud laws. This includes but is not limited to the Bribery Act 2010 and the Criminal Financing Act.
  - ✓ Effectively manage their anti-bribery and corruption risk.
  - ✓ Refrain from offering, promising, authorizing, or providing money or anything of value to anyone, including local or foreign public officials, with the intent to influence improper actions or gain an unfair advantage. This prohibition applies whether the action is direct or indirect.
  - ✓ Avoid requesting or accepting money or anything of value from any individual, including local or foreign public officials, if the purpose is to induce improper conduct or secure an undue benefit. This includes both direct and indirect requests or receipts.
  - ✓ Not give or receive money or anything of value to or from any individual, including local or foreign public officials, as a reward for improper performance of duties or for granting an improper advantage. This applies to both direct and indirect exchanges.
  - ✓ Avoid making or offering payments or anything of value to local or foreign government officials to expedite lawful administrative processes, regardless of whether such payments are permitted under local laws or regulations.
- **Anti-Money Laundering:** Partners must maintain a zero-tolerance policy with respect to money laundering and terrorist financing, as well as financial crimes in general. All our partners must have controls in place appropriate to the nature of the risks they face of tax evasion, money laundering, and terrorism financing, including “know your customer” rules.
- **Sanctions and Embargoes:** We are committed to complying with all applicable sanctions and embargoes imposed by relevant national and international authorities. As a partner, you are expected to:
  - ✓ **Comply with Sanctions:** Ensure that you and your regional offices or affiliates adhere to all applicable trade law, sanctions, trade restrictions, and embargoes, including those imposed by the United Kingdom, United Nations, European Union, United States, and other relevant jurisdictions.
  - ✓ **Reporting and Cooperation:** Promptly report any potential violations of sanctions or embargoes to the relevant authorities and cooperate fully in any investigations or compliance efforts related to these regulations.
  - ✓ **Due Diligence:** Conduct thorough due diligence on all business partners, suppliers, and customers to ensure compliance with sanctions and embargoes, avoiding any business relationships that could expose us to legal or reputational risks.
- **Data Privacy:** We are committed to processing personal data in an orderly and secure manner, in compliance with relevant data protection legislation. We expect our partners to share this commitment by:
  - ✓ Protecting the data privacy of our employees and partners when collecting and processing personal data.
  - ✓ Adhere to all applicable data privacy and protection laws when collecting, storing, using, processing, and sharing personal data.
  - ✓ Managing the lifecycle of personal data (including deletion) and cooperate with Venterra Group in meeting obligations under applicable data protection and privacy laws (including the Data Protection Act 2018, the UK GDPR and Regulation (EU) 2016/679 of the European Parliament and of the Council) as they apply to the partner relationship with Venterra Group.

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## 4. Ethical Business Practices

- **Conflicts of Interests:** All partners must avoid any conflicts of interest that may affect their ability to make objective and effective business decisions with respect to Venterra Groups interests. You must report any actual or potential conflict promptly and work with us to resolve them.
- **Competition and Fair Dealing:** We and our partners will seek competitive advantages through superior performance, never through unethical or illegal business practices. We and our partners treat everyone in the marketplace with fairness and integrity. Venterra Group prohibits taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice. Our partners must not enter directly or indirectly into any illegal arrangements with our competitors nor exchange sensitive information, e.g. regarding markets, customers, strategies, and prices.

## 5. Reporting and Whistleblowing

- **Whistleblowing:** If you know of, or suspect, breaches of this Code, you should report it straightaway. You may report your concern by contacting your usual Venterra Group contact or alternatively through our confidential whistleblowing channel. The details of the whistleblowing channel can be found on our website at <https://secure.ethicspoint.eu/domain/media/en/gui/108923/index.html>. We believe that speaking up is always the right thing to do and, as such, Venterra Group has a zero-tolerance policy on retaliation
- **Record Keeping:** Our partners are responsible for maintaining adequate internal controls and keeping accurate and complete records of transactions. Our partners must make these records available for inspection by investigating authorities and cooperate in any investigations by external regulators.

## 6. Social Responsibility

- **Modern Slavery and Human Trafficking:** At Venterra Group, we are fully committed to combating slavery and human trafficking in all aspects of our business. We expect the same level of commitment from our partners. Modern slavery can take many forms, including slavery, servitude, forced or compulsory labour, debt bondage, and human trafficking, all of which involve the exploitation of individuals for personal or commercial gain. We will enforce systems and controls to ensure that slavery and trafficking do not occur within our business or supply chain. We rely on our partners to uphold these same values and actively work toward eliminating these practices across all areas of business. As a partner of Venterra Group, you are expected to:
  - ✓ Ensure that slavery, child labour, and human trafficking do not occur within your own operations and supply chains and comply with the Modern Slavery Act 2015.
  - ✓ Establish and maintain appropriate systems and controls to prevent and address any risks related to slavery and human trafficking.
  - ✓ Act with integrity and uphold ethical standard in business dealings and relationships.
- **Discrimination and Harassment:** We have a zero-tolerance policy against discrimination and harassment of individuals. We expect all our partners to uphold this policy and ensure that all staff and individuals that they interact with are treated with respect and without discrimination. We do not tolerate any form of abusive treatment toward our staff. This includes verbal or physical harassment, such as gestures, language, or physical contact that is sexual, coercive, threatening, abusive, or exploitative.
- **Environmental and Social Responsibility:** Venterra Group is committed to promoting sustainability. This commitment is founded in our ambition to contribute to the United Nations Sustainable Development Goals (SDGs). We are also committed to act responsibly on climate change and energy management. This means measuring and managing greenhouse gas emissions, championing energy conservation and efficiency, and phasing out harmful refrigerant

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gases and on-site fossil fuels across our own operations and working in the most efficient and sustainable way across our value chain. We expect our partners to:

- ✓ Pursue a policy aimed at presenting or limiting soil, water, light, noise, and air pollution, the production or littering of waste products, and the use of hazardous materials.
- ✓ Respect the rights of communities where you work and have a commitment to being an active member of society.
- ✓ Make environmental and social risk management a priority and seek to identify adverse environmental and social impacts caused by your business and take appropriate steps to mitigate such.
- ✓ Support with achieving our climate goals and greenhouse gas emissions reduction plan.

## 7. Health and Safety

- **Health and Safety:** At Venterra Group, we prioritize the health, safety, and well-being of all individuals involved in our operations. We are committed to providing a safe working environment and expect the same level of responsibility and commitment from our partners. A strong culture of health and safety is essential to ensuring that all workers, contractors and stakeholders are protected from harm. As a partner of Venterra Group, you are required to:
  - ✓ Comply with all applicable health and safety laws, regulations, and standards in the jurisdictions where you operate.
  - ✓ Establish and maintain safe working conditions, including the provision of appropriate safety equipment, training and protocols to prevent accidents, injuries, and illnesses.
  - ✓ Identify, assess and manage any potential health and safety risks in your operations, including those related to physical and mental well-being.
  - ✓ Promote a safety-first culture, encouraging workers to report unsafe conditions or incidents without fear of retaliation and taking prompt corrective actions where needed.
  - ✓ Continuously monitor, evaluate and improve health and safety practices to meet or exceed industry standards.

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