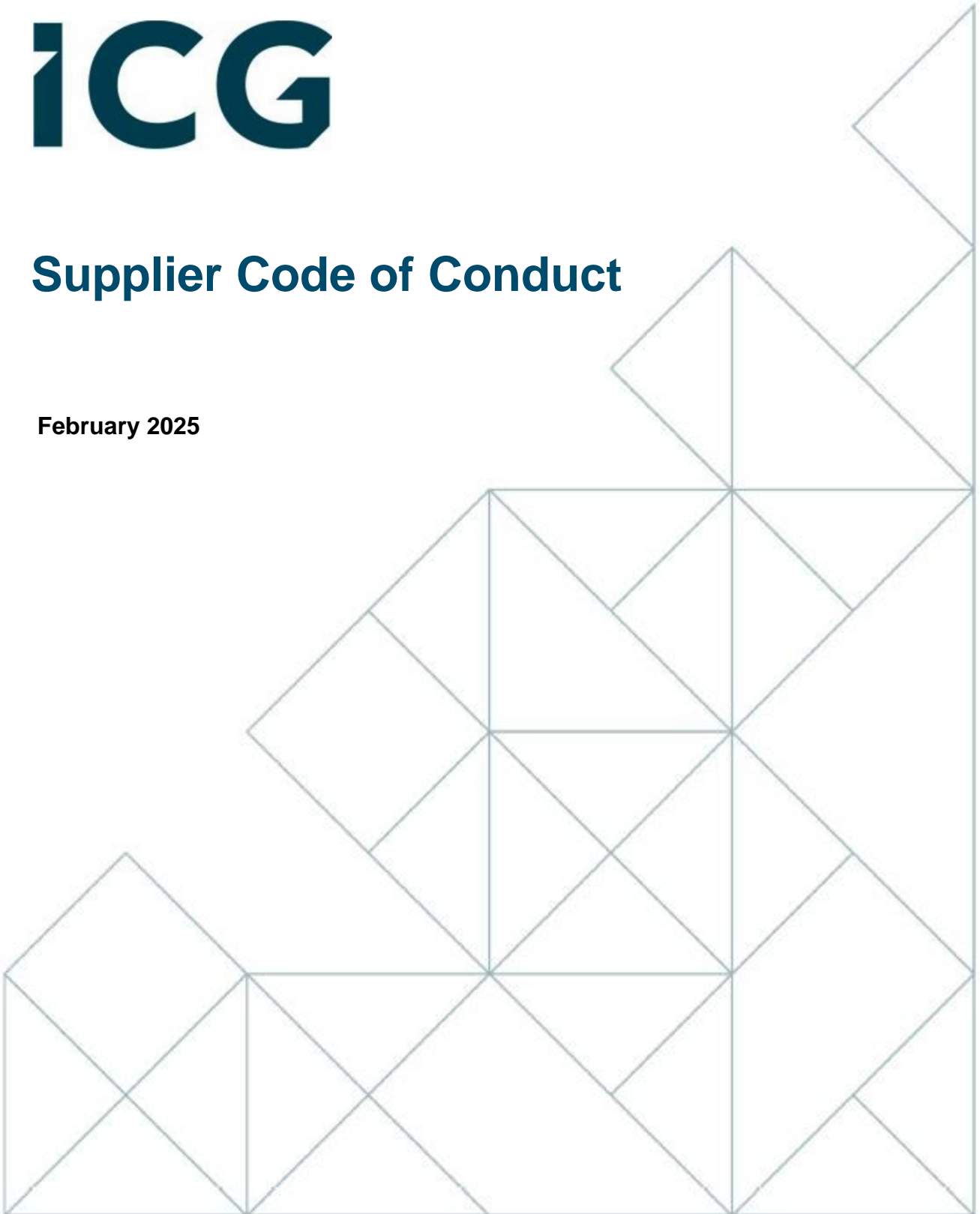




Supplier Code of Conduct

February 2025



1. BACKGROUND AND CONTEXT

Intermediate Capital Group PLC and its subsidiaries and affiliates are committed to conducting its business in a responsible and sustainable way. We manage our environmental and social impacts, whilst seeking to ensure that our investors and suppliers do the same

We believe that collaboration with our suppliers is a mutually beneficial and inclusive way to ensure responsible and sustainable business throughout our supply chain.

2. OBJECTIVES AND SCOPE

Our Supplier Code of Conduct (the “**Code**”) sets out our key principles, our rules of engagement, and what we expect from our suppliers. Our suppliers must comply with this Code and ensure that its personnel, representatives and subcontractors are aware of this Code and comply with it.

We also expect our suppliers to follow these same principles in their procurement and supply chain activities, and to cascade the Code to their own suppliers.

We may amend this Code from time to time and the changes will become effective immediately. The most recent version of this Code will be available on our website.

3. KEY PRINCIPLES

We expect our suppliers to follow these key principles:

- a) Comply with all relevant laws and regulations
- b) Adopt a responsible and ethical approach to business
- c) Uphold and protect labour & human rights in their business and supply chains
- d) Manage and reduce environmental risks and/or impacts in their business and supply chains
- e) Identify and manage supply chain risks in their supply chains
- f) Continuously improve and mitigate risks to their business operations and supply chain
- g) Manage and protect data and information security
- h) Consider and manage legal and ethical considerations when implementing AI

4. RULES OF ENGAGEMENT

We expect our suppliers to acknowledge and sign up to the Code, and work with us to identify risks, areas of improvement, and follow up agreed actions, if applicable.

We will use appropriate due diligence to verify that our suppliers are following these principles. This due diligence may include risk assessments, requests for information and documents as evidence of policies and practices, and supplier audits. Failure to respond in a timely manner, or to provide information requested, may result in follow up action which could result in a loss of business with us.

We may also engage with our suppliers during the procurement lifecycle on sustainability issues and opportunities. This might include incorporating sustainability considerations into tenders and contracts where appropriate and monitor supplier performance against specified goals and targets related to sustainability.

You must monitor compliance with this Code and report any violations (actual or suspected) of this Code to us as soon as possible. Where we become aware of any violation of this Code (actual or suspected) we may terminate our business relationship with you.

5. KEY REQUIREMENTS

a) Comply with all relevant laws and regulations

Suppliers must comply with all relevant laws and regulations related to ethical business practices, labour and human rights, and environmental protection in the countries in which it operates. Any breaches that relate to our business with you should be notified to us.

b) Adopt a responsible and ethical approach to business

We expect our suppliers to act ethically and with integrity in all business dealings and relationships and to implement and enforce effective systems and controls including maintaining and enforcing appropriate policies and practices.

Suppliers should:

- Counter bribery and corruption
- Counter fraudulent activity
- Avoid conflicts of interest
- Have fair dealing with their suppliers (including fair payment practices with SMEs)
- Have no Insider Trading
- Maintain confidentiality
- Not practice discrimination in any form
- Promote fair competition and refrain from anti-competitive activities such as price-fixing, bid-rigging or market manipulation
- Respect intellectual property rights by only using these when authorised to do so

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- Maintain accurate and transparent financial records and comply with accounting standards and regulations

We expect that our suppliers will hold their own suppliers to the same high standards of business conduct and ethics.

c) Uphold and protect labour & human rights in their business and supply chains

Our responsibilities to protecting people extend beyond our own employees to our clients/customers, partners and suppliers. We have a duty of care to protect people's health and safety, and to flag human rights issues where we become aware of them.

Our suppliers should treat their own employees fairly through responsible employment contracts and fair labour practices with supporting policies and practices that, where possible and relevant, should include, but not limited to:

- **Equal opportunities and no discrimination:** treat all applicants and employees equally regardless of age, disability, gender, gender reassignment, marital or civil partner status, pregnancy or maternity, race, colour, nationality, ethnic or national origin, religion or belief, or sexual orientation.
- **Anti-harassment and no bullying:** a working environment free from harassment and bullying and ensuring all staff are treated, and treat others, with dignity and respect.
- **Whistleblowing:** encourage openness and support whistle-blowers who raise genuine concerns, with a commitment to investigate reports and protect whistleblowers from any detriment or retaliation.
- **Health and safety:** provide a safe and healthy working environment for employees which considers both their physical and psychological wellbeing, with a senior person having overall responsibility for health and safety and the operation of the policy.
- **Employee grievances:** a transparent and understandable mechanism for employees to report workplace concerns which protect reporting and participating employees from detriment or retaliation.
- **Freedom of association and collective bargaining:** respect, and shall not interfere with, the right of workers to decide whether to lawfully associate with groups of their choice, including the right to form or join trade unions and to engage in collective bargaining.
- **Working hours:** to ensure working hours are in accordance with relevant laws and industry best practice.

- **Pay and equal pay gap:** to compensate all workers with wages, including overtime premiums, and benefits that at a minimum meet the higher of: (a) the minimum wage and benefits established by applicable law; (b) collective agreements; (c) industry standards; and (d) an amount sufficient to cover basic living requirements. To also, where possible, measure, report and strive for continuous improvement to remove their equal pay gap.
- **Human Rights:** comply with the UN Guiding Principles on Business and Human Rights and all internationally recognised human rights (understood, at a minimum, as those expressed in the International Bill of Human Rights and the principles concerning fundamental rights set out in the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work) from time to time in force in any part of its supply chain. This includes a strict prohibition against Modern Slavery and Human Trafficking.

Modern Slavery and Human Trafficking

We have a zero-tolerance approach to modern slavery and human trafficking. Modern slavery and human trafficking is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labour, child labour, sexual exploitation and human trafficking, all of which have in common the deprivation of a person's liberty by another to exploit them for personal or commercial gain.

We expect the same zero tolerance of Modern Slavery from all of our contractors, suppliers and other business partners, and we expect that our suppliers will:

- Implement and maintain a Modern Slavery and Human Trafficking policy.
- Hold their own contractors, suppliers and other business partners to the same high standards.
- Seek remediation of and alert us of risks they have uncovered in their supply chains.

Suppliers are expected to provide their (and their contractors', suppliers' and other business partners') Modern Slavery and Human Trafficking policy if requested by us.

Affected Communities

We expect our suppliers to be aware of the impact they have on their local communities and, where possible, (i) to reduce any negative impact they have on their local communities and (ii) be involved in improving their local communities by, for example, helping charitable causes and/or social enterprises.

d) Manage and reduce environmental impacts in their business and supply chains

We recognise the need to protect the natural environment for a sustainable future and seek to manage and reduce the environmental impacts of what we buy and to encourage our suppliers to minimise their impacts. This means explicitly considering lifecycle resource usage, waste and emissions. In particular our suppliers should:

- Ensure compliance in all material respects with all applicable environmental legislation.
- Seek to purchase goods which are low impact, and use sustainably sourced materials, including recycled content where possible.
- Ensure goods are designed to last and can be re-used or recycled at the end of their service life.

When procuring goods and services, and in selecting suppliers, we reserve the right to specify:

- Preferred materials in manufacture of purchased components, subassemblies or finished products, e.g. recycled materials, avoidance of certain chemicals, locally sourced materials, sustainably sourced timber, reduced plastic packaging etc.
- Processes and standards to be used in manufacture, e.g. renewable energy, low carbon footprint, certified management systems (e.g. ISO 14001 or equivalent).
- Supply-chain management processes, e.g. environmental monitoring and management of supply chain.
- Logistics, transport and delivery requirements, e.g. transport planning and fleet management for reduced fuel use and emissions, returnable transit packaging, take-back options etc.

Suppliers should have in place a suitable environmental management system for managing its environmental risks. As a minimum, the system should include and address the following:

- An assessment of the environmental impact of current and likely future operations, as well as historic impact where possible.
- Steps to continuously improve environmental performance, reduce pollution, emissions and waste.
- Measures to reduce the use of all raw materials, energy and supplies.
- Measures to conserve the natural environment including forests, water and biodiversity.
- Raising awareness and training employees in environmental matters.

Over time we would encourage our suppliers to measure their GHG emissions and develop an emissions reduction strategy. We may request that you provide us with an update on your progress and/or information in respect of this.

e) Identifying and managing supply chain risks in their supply chains

Suppliers are expected to adopt a risk-based due diligence approach to their own supply chains which focuses on:

- Identifying key suppliers based on spend, degree of dominance and influence, and potential level of environmental, social and governance (ESG) risks.
- Implementing follow up actions such as supplier assessments, requests for documentary evidence of the supplier's policies and practices, audits of suppliers where deemed necessary, and initiating and monitoring corrective action plans.

f) Continuously improve and mitigate risks to their business operations and supply chain

Suppliers are expected to ensure they have resilience and business continuity by:

- Having business continuity arrangements with crisis management plans in place.
- Reviewing, testing and exercising those plans on a regular basis so, in the event of a supply chain disruption or other disruption to operations, there is a minimal impact on any goods or services provided.

Suppliers are expected to strive for continuous improvement in their own operations and their supply chain by:

- Reviewing and improving processes, practices and third-party performance.
- Setting measurable goals for improvement.
- Encouraging innovation and best practices within its organisation.

Suppliers are required to create and maintain complete and accurate records of business transactions for the period required by applicable laws and regulations.

g) Manage and protect data and information security

Suppliers are expected to pro-actively complete ICG's Cyber Due Diligence on an annual basis.

Suppliers are also expected to have in place appropriate measures to:

- Protect the integrity and confidentiality of information (including information belonging to or supplied by us) held on its systems (which include physical and online or electronic systems).
- Ensure that there is no unauthorised access of the information by third parties.
- Have in place an appropriate security policy covering physical security and IT security.

Suppliers must comply with all data protection laws and requirements when processing any personal data on our behalf.

h) Consider and manage legal and ethical considerations when implementing AI

Suppliers are expected to:

- Disclose to us if they are using any Artificial Intelligence (AI) system directly for the provision of goods and/or services to us (this does not apply where a supplier using AI internally within its business).
- Use AI responsibly and in compliance with applicable laws and relevant standards and guidance. Suppliers should ensure their use of AI avoids any unlawful discrimination or bias and adheres to equality law obligations and data protection legislation.
- Suppliers must not use our data as input data or use it to train an AI solution without our prior written consent.

We may ask our suppliers to provide information on the specific AI applications being deployed to provide goods and/or services to us including whether any of those AI models generate content and how that AI has been tested. We may ask our suppliers not to use AI directly for the provision of goods and/or services to us where data security, legal, regulatory, ethical or other considerations need to be addressed.

6. SUPPLIER DECLARATION

[THE SUPPLIER] acknowledges the Code and seeks to conform with it.

Signed:

Name:

Role:

Date: