

||| MARSHALL



SUPPLIER CODE OF CONDUCT


WELCOME

Marshall is justly proud of a reputation which has been built up over more than 100 years by adherence to our core, family-company values and by always striving to do the right thing. Whether you are a customer, colleague, supplier, part of the local community or a shareholder, it is important, if not essential, to always act appropriately and fairly in all our dealings together. This Supplier Code of Conduct sets out the principles and spirit under which we should work in association with our suppliers.

Upholding the highest standards of integrity and fairness means that compliance with the many laws and regulations which apply to Marshall businesses is the minimum acceptable standard. This demonstrates our individual and collective commitment to these values and should be what differentiates Marshall from many of our competitors in our diverse markets.

We recognise that our success is tied to the performance and reputation of our suppliers and partners. We value all our supplier/partner relationships and we treat all our suppliers and partners with fairness and integrity, regardless of the value of the transaction or the longevity of our relationship.

We expect suppliers and their subcontractors to operate to the highest standards of business integrity in their relationship with Marshall. Our terms of business with suppliers and partners are clear we expect them to share the principles which are expressed in this Supplier Code of Conduct.



SUPPLIER CODE OF CONDUCT

INTRODUCTION

This Supplier Code of Conduct sets out minimum standards of behaviour and practices we require from our suppliers and partners. We expect our suppliers and partners to adhere to this Code, in addition to the provisions of any commercial terms agreed between Marshall and the supplier/partner.

PURPOSE

The Code specifies the minimum standards of behaviour Marshall requires of our suppliers and partners. The purpose of the Code is to formally communicate the Marshall requirements and expectations to the supply chain. Suppliers and partners are required to adhere and comply with the principles set out in this document.

CONTENT, SCOPE & APPLICABILITY

The Code is applicable to all suppliers and partners who supply product or services related to Marshall contracts or purchase orders.

Suppliers and partners are expected to cascade these principles to their own suppliers so as ensure alignment across the supply chain. This may involve the establishment of supply chain management processes that integrate the requirements of this Code.

CORPORATE RESPONSIBILITY AND SUSTAINABILITY (CR&S)

PRIORITIES

Marshall has the following four key corporate responsibility and sustainability (CR&S) priorities.

- Demonstrating and maintaining the highest ethical standards to build trust with our customers, shareholders, suppliers/partners and employees;
- Creating a work environment that attracts, retains and engages employees of all backgrounds
- Providing safe working environments, products and services for our employees, contractors, visitors, customers and end users; and;
- Managing our environmental impacts to the local and global environment thus minimising our impacts wherever practicable.

OBJECTIVES

Marshall's CR&S objectives for itself and its supply chain are:

- To be legally compliant with all laws and regulations in the jurisdictions in which it conducts its business, including accepted international laws;
- To abide by all contractual requirements that have been agreed between both parties;
- To ensure that human rights are not abused as a consequence of its operations and supply chain
- To achieve accident and incident free workplaces, products and services
- To minimise environmental impacts and use energy and natural resources efficiently wherever practicable.

RESPONSIBLE SUPPLY CHAIN MANAGEMENT APPROACH AT MARSHALL AEROSPACE

Marshall's approach to Responsible Supply Chain Management (RSCM) is based on the guidance set out in ISO 20400: 2017 - Sustainable Procurement.

The focus of ISO 20400 is to identify, prioritise and mitigate inherent significant risk in our supply chain in order to ensure that we have a sustainable supply to meet our customers' requirements.

The approach assesses the key inherent risks against each supply category and where considered significant will be the subject of an appropriate due diligence assessment and the implementation of suitable and proportionate mitigation actions where necessary.

Actions could include, but are not limited to, supplier engagement, supplier education, supplier development or sourcing alternative suppliers/partners.

THE CODE OF CONDUCT FOR SUPPLIERS

In addition to complying with all relevant laws, regulations and contract requirements, Marshall's Suppliers' Code of Conduct is as follows:

HUMAN RIGHTS

We support the International Bill of Human Rights and the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work. We expect our suppliers and partners to exercise due diligence over their supply chains to support these principles on a risk prioritised basis. Our main priorities with respect to human rights are:

- **Modern Slavery & Human Trafficking** - We oppose modern slavery and human trafficking in all its forms and seek to identify and eradicate its occurrence within our own operations and within our supply chain wherever possible through a due diligence process. We expect our suppliers and partners to work likewise towards operations and supply chains that are free from slavery and human trafficking and to:
 - Communicate the requirements of the applicable legislation and of Marshall's policy and our zero tolerance approach to all of its third parties and supply chain and hold their suppliers to the same high standards.
 - Ensure any contracts or purchase orders flowed down to the supply chain contain the relevant language to mitigate risk
 - Raise any concerns or suspicion of modern slavery or human trafficking in any parts of its business or supply chains to Marshall Aerospace and appropriate authorities.
- **Conflict Minerals** - We are working towards eradicating the use of minerals sourced from mines used to finance armed conflict and human rights abuses. We expect our suppliers and partners to supply all raw materials, components and subassemblies from responsibly sourced minerals in accordance with relevant legislation and best practice and be able to demonstrate this through due diligence processes.

LABOUR STANDARDS

We expect our suppliers and partners to:

- Provide workplaces that aim to be injury-free and incident-free for all employees, visitors
- Pay their workforces at least a statutory minimum wage
- Support the principles of freedom of employment choice and freedom of association
- We do not tolerate child labour in our supply chain. Suppliers and partners should avoid any sort of child labour in their business operations consistent with the ILO's2 (International Labour Organization) core labour standards the United Nations Global Compact principles and the UK Modern Slavery Act 2015.
- Provide a working environment that is free from bullying, harassment, intimidation or fear,
- Ensure equal opportunities for all in employment without discrimination on grounds of race, religion, sex or sexual orientation.

HAZARDOUS MATERIALS

We are committed to phasing out from our products, substances that are considered dangerous to human health and the environment in accordance with all applicable legislation and customer specifications. Where suitable alternatives are not available we will seek to obtain legal authorisation for the ongoing safe and efficient use of existing substances and will work with industry partners to source less hazardous replacements over time. We at all times expect suppliers and partners to provide all necessary information as we may request of them in order for us to meet our legal and customer requirements.

ETHICS

Marshall has a zero tolerance approach to unethical behaviour, including but not limited to, fraud, bribery and corruption in any form. We comply with the spirit and requirements of the UK Bribery Act 2010 and specific anti-bribery policies and procedures are in place in each of our operating companies.

We are committed to strict compliance with all laws and regulations which apply to our business activities in the UK and around the world.

We abide by anti-trust and competition laws, such as those which prohibit price-fixing and the boycotting of suppliers or customers, the fixing of market share, misrepresenting a competitor, or stealing trade secrets.

In parallel we expect our suppliers and partners to have written policies prohibiting bribery, kickbacks, corruption and similar prohibited business practices.

Suppliers and partners must train their employees, consultants, subcontractors and vendors on the company's rules and procedures related to ethical business practices.

We will not accept gifts and hospitality which are inappropriate or when they might be reasonably regarded as an attempt to influence a business decision. We will never request corporate hospitality or gifts. We will decline to accept gifts of significant value and will accept modest gifts only on special occasions when it is customary to exchange items of low value. Corporate hospitality or gifts with a face value greater than £100 must be approved by a Director.

SUSTAINABLE PROCUREMENT

Marshall is committed to a policy of sustainable procurement in support of the UK Government and other customer policies.

Suppliers and partners are expected to use natural resources (e.g. water, sources of energy, raw materials) in an economical way. Negative impacts on the environment and climate will be minimized or eliminated at their source or by practices such as the modification of production, maintenance and facility processes, material substitution, conservation, recycling and material reutilization.

Suppliers and partners shall comply with all applicable environmental laws, regulations and standards as well as implement an effective system to identify and eliminate potential hazards to the environment.

ENVIRONMENTAL RESPONSIBILITY

Marshall believes that all economic activity should be undertaken in compliance with all applicable local environmental laws. This also incorporates laws and international treaties relating to (but not limited to) waste disposal, emissions, discharges and the handling of hazardous and toxic materials.

Suppliers and partners must demonstrate that they have instituted an environmental management system able to ensure compliance with the requirements of local and international environmental regulations and can effectively identify and manage environmental risks directly applicable to the company.

DATA MANAGEMENT

We always safeguard and respect the confidentiality of information and intellectual property of our supply chain partners.

Marshall's business is dependent on its intellectual property which must be protected against disclosure, whether intentional or unintentional. Intellectual Property includes, but is not limited to, trademarks, copyright, patents, inventions, know-how, design, and trade secrets. Certain information may be classified for security purposes. Suppliers and partners will be vetted to ensure they have the necessary authorisations and controls in place to receive and protect such information.

Where appropriate, suppliers and partners will be expected to sign up legally binding Non-Disclosure Agreements with regard to information obtained as a result of working with Marshall.

DATA PROTECTION

Suppliers and partners shall comply with all applicable data protection laws and requirements (including the UK General Data Protection Regulations) when processing any personal data and shall ensure that measures are in place to ensure the security of said data. In addition, suppliers and partners shall have in place the means to delete personal data when its retention is no longer required.