



CODE OF CONDUCT



1. Introduction

1.1 WHO IS OUR CODE OF CONDUCT FOR?

This Code applies to every employee, director and officer in the Gradiant Group¹. Contract staff working for Gradiant must also follow the Code. Contractors and consultants who are agents of, or working on behalf of, or in the name of Gradiant (through outsourcing of services, processes or any business activity), are required to act consistently with the Code when acting on our behalf.

Independent contractors and consultants must be made aware of the Code as it applies to their dealings with our staff.

1.2 HOW CAN THE CODE OF CONDUCT HELP YOU?

Inside you will find practical advice about laws and regulations, expectations and guidance. We also provide directions to further information sources to help you use your own good judgement.

1.3 OUR CORE VALUES AND BUSINESS PRINCIPLES

At Gradiant, we share a set of core values humility, service and sustainable growth. By making a commitment to these in our working lives, each of us plays our part in protecting and enhancing Gradiant's reputation.

Our shared core values underpin all the work we do and are the foundation of our Code of Conduct. This Code of Conduct describes the behaviour Gradiant expects of you and what you can expect of Gradiant.

We are judged by how we act. Our reputation will be upheld if we act in accordance with the law, and our Code. We encourage our business partners to live by the Code or by equivalent principles.

Knowing and adhering to our core values and principles will help you understand and follow the Code.

¹ In this Code, the expressions "Gradiant", "Group" and "Gradiant Group" are sometimes used for convenience where references are made to Gradiant companies in general. Likewise, the words "we", "us" and "our" are also used to refer to Gradiant companies in general or those who work for them. "Gradiant companies" refer to any company in which Gradiant Corporation holds a significant interest, either directly or indirectly.

1.4 WHY DO WE NEED A CODE OF CONDUCT?

To describe the behaviour expected of our employees and how they relate to our business principles and core values.

1.5 YOUR RESPONSIBILITIES

Whatever your role with Gradiant, we expect you to commit to following the Code in the work you do every day.

This section outlines your responsibilities and offers a guide to ethical decision-making. There is also a section detailing manager's responsibilities.

Remember – if you know or suspect someone is violating the Code, please speak up!

1.6 DO THE RIGHT THING

The Code of Conduct is for you. It sets the boundaries within which all Gradiant staff must operate every day, without exception.

Read it. Understand it. Follow it.

1.7 YOUR RESPONSIBILITIES

Understand the risks in your role and how to manage them.

Seek advice when things are not clear.

Promptly complete the ethics and compliance training assigned to you.

Make sure that any third-party contractors, agents or consultants you work with are aware that we are bound by our Code and that they should act accordingly.

Speak up. It is your duty to report any suspected violations of the Code.

1.8 WHAT HAPPENS IF I VIOLATE THE CODE?

Violations of the Code, and the relevant policies as indicated, can result in disciplinary action, up to and including dismissal. In some cases, Gradient may report a violation to the relevant authorities, which could also lead to legal action, fines or imprisonment.

1.9 YOUR INTEGRITY CHECK

Our Code of Conduct cannot give you specific advice for every situation, dilemma or decision. To help you or your team think about any particular dilemma you may have relating to our Code of Conduct, work through the questions in the following Integrity Check.

When in Doubt, Ask Yourself...		
Question	Yes	No
1. Am I keeping to our core values of humility, service and sustainable growth?	Continue	Seek Advice
2. Is what I am doing ethical and in line with our Code of Conduct?	Continue	Seek Advice
3. Is it legal and am I authorised to do it?	Continue	Seek Advice
4. Have I thoroughly understood the potential risks, including the risks to Gradient's reputation?	Continue	Seek Advice
5. Is it the right thing to do and am I leading by example?	Continue	Seek Advice
6. If this becomes public knowledge, will I still feel I have done the right thing?	Continue	Seek Advice

And of course, you can always ask for help from your line manager!

1.10 SEEK ADVICE AND SPEAK UP

If you would like advice on any matter relating to the Code or wish to report a concern, speak to your line manager or alternatively to the Gradient Legal & Compliance Department.

If you know or suspect someone is violating the Code, you have a duty to report it. If you do nothing, you risk Gradient's reputation and financial penalties that would affect Gradient's bottom line. Reporting a concern also gives Gradient the opportunity to detect early a potential or actual violation of our Code.

Gradient will not tolerate any form of retaliation directed against anyone who raises a concern in good faith about a possible violation of the Code. In fact, any act or threat of retaliation against Gradient staff will be treated as a serious violation of our Code.

1.11 MANAGER'S RESPONSIBILITIES

We depend on our managers to promote our ethical standards and act as role models for their teams. We expect managers to show leadership in following our Code and maintaining a culture of commitment to ethics and compliance, where it is normal to do the right thing and people feel confident about speaking up.

1.12 AS A MANAGER YOU MUST:

Understand and follow the Code.

Understand the main Code violation risks that apply in your business or function, and the procedures to mitigate them.

Ensure your staff make time to complete promptly the Ethics and Compliance training assigned to them.

Ensure your staff understand the procedures they should follow to avoid violating the Code, including recording gifts and hospitality and potential conflicts of interest in the Code of Conduct Register.

Make sure anyone new to your team is briefed promptly on our Code of Conduct and where they can seek advice and support.

Be alert to any violations of the Code and encourage your team members to speak up if they know or suspect a violation.

If you are told of a possible violation of the Code, you have a duty to report it. You may refer it to your line manager or to the Gradient Legal & Compliance Department. You must also ensure you keep all reported concerns confidential. Never take it upon yourself to investigate the matter.

Decide and implement appropriate consequence management in response to a violation of the Code.

1.13 OUR BEHAVIOURS, PEOPLE AND CULTURE

We want Gradient to be a great place to work, and we want to protect our reputation among customers, suppliers, governments and communities as a company that always strives to do the right thing. To do that, we need everyone doing business on behalf of Gradient to live up to our core values of humility, service and sustainable growth.

This section of our Code of Conduct sets out the standards of good behaviour that we expect from you – and that you have the right to expect from your colleagues.

Remember – if you know or suspect someone is violating the Code, please speak up!

2. HEALTH, SAFETY, SECURITY, ENVIRONMENT AND SOCIAL PERFORMANCE

Gradiant is helping to meet the world's growing water needs in ways that are economically, environmentally and socially responsible.

We are committed to the goal of doing no harm to people and protecting the environment, while developing water resources, products and services in a way that is consistent with these objectives.

We aim to earn the confidence of our customers and shareholders, as well as contribute to the communities in which we operate as good neighbours, creating lasting social benefits.

Gradiant and its contractors are required to have a systematic approach to the management of Health, Safety and Environment (HSE), designed to ensure compliance with the law and to achieve continuous performance improvement, while promoting a culture in which all Gradiant staff and contractors share this commitment. Gradiant is expected to set targets for HSE improvement and measure, appraise and report performance levels.

The Gradiant HSE Manual supports effective and efficient implementation of our HSE Commitment and Policy across Gradiant. This is how we manage the impacts of our operations and projects on society and the environment.

2.1 YOUR RESPONSIBILITIES

You must follow the three Golden Rules:

- (i) Comply with the law, standards and procedures
- (ii) Intervene in unsafe or non-compliant situations
- (iii) Respect our neighbours.

You must ensure that your work complies with the HSE Manual.

You must report and act on a HSE incident, potential incident or near-miss as soon as you become aware of it.

2.2 HUMAN RIGHTS

Conducting our activities in a way that respects human rights is a business imperative for Gradiant and supports our licence to operate. Human rights requirements are embedded in our existing framework, manuals and policies and include:

Social performance. All major projects and facilities must have a social performance plan and address the social impacts of our operations on local communities.

Security. Company-wide security requirements help keep staff, contractors and facilities safe in a way that respects human rights and the security of local communities.

Human resources. Our policies and standards help us establish fair labour practices and a positive work environment.

Contracting and procurement. We seek to work with contractors and suppliers who contribute to sustainable development and are economically, environmentally and socially responsible.

We comply with applicable laws and regulations, including the United Nations Universal Declaration of Human Rights and the core conventions of the International Labour Organisation. We also regularly engage with our external stakeholders and always strive to contribute, both directly and indirectly, to the general wellbeing of the communities in which we operate.

2.3 YOUR RESPONSIBILITIES

You must ensure that your work complies with Gradiant commitments to human rights in Social Performance, Security, Human Resources and Contracting and Procurement.

If you know of or suspect any potential human rights violations relating to our business, it is your duty to speak up.

3. HARASSMENT

Gradiant will not tolerate harassment. We will not tolerate any action, conduct or behaviour which is humiliating, intimidating or hostile. Treat others with respect and avoid situations that may be perceived as inappropriate.

Feedback, criticism and challenge must always be delivered in an appropriate and respectful manner. In particular, be aware of cultural sensitivities – what is acceptable in one culture may not be in another. It is important to be aware of and understand these differences.

3.1 YOUR RESPONSIBILITIES

You must treat others with respect at all times.

You must not physically or verbally intimidate or humiliate others.

You must not make inappropriate jokes or comments.

You must not display offensive or disrespectful material.

Challenge someone if you find their behaviour hostile, intimidating, humiliating or disrespectful. You may always contact your line manager, human resources department or legal department.

3.2 EQUAL OPPORTUNITY

At Gradiant, we offer equal opportunities to everyone. This helps us ensure we always draw on the widest possible talent pool and attract the very best people. We rely on everyone at Gradiant to continue our record on equal opportunity.

Sometimes people can breach equal opportunity policies without even realising it – for example, if they are unconsciously biased towards recruiting people like themselves. Therefore, you should always strive to be objective and ensure your personal feelings, prejudices and preferences are not influencing your employment-related decisions. You also need to be aware of local legislation that may impact employment decisions.

3.3 YOUR RESPONSIBILITIES

When making employment decisions, including hiring, evaluation, promotion, training, development, discipline, compensation and termination, you must base them solely on objective factors, including merit, qualifications, performance and business considerations.

You should understand the value of diversity and must not discriminate in any way based on race, colour, religion, age, gender, sexual orientation, gender identity, marital status, disability, ethnic origin or nationality.

3.4 USE OF IT AND ELECTRONIC COMMUNICATIONS

Gradiant supplies you with IT and electronic communications so that you can conduct your work in a secure and compliant manner. Your responsibilities when using IT and electronic communications are set out below.

IT and electronic communications include hardware, software and all data that is processed using these. They may include your own IT equipment ('Bring Your Own Device'), when this has been authorised for business use by your line manager.

Gradiant logs and monitors use of its IT equipment and any equipment which is connected via the Gradiant network.

3.5 YOUR RESPONSIBILITIES

You must comply with Gradiant IT security requirements.

You must not use personal email accounts for work communications, unless you are authorised to do so by your line manager.

You must not share your Gradiant IT login details with others.

You must not modify or disable security or other configuration settings downloaded by Gradiant to your own IT equipment, unless instructed to do so by Gradiant IT.

You must keep your personal use of Gradiant IT and electronic communications, including social media use, occasional and brief and not use the Gradiant name or brand in personal emails.

If you have a corporate mobile phone, you must follow the policy for acceptable use.

You must not access, store, send or post pornography or other indecent or offensive material when using Gradiant IT and communication facilities, nor must you connect to online gambling sites or conduct unlawful activities.

You must not store or transmit image or (streaming) media files or otherwise generate high network traffic or data storage costs due to personal use.

You must not conduct your personal business activities using Gradiant IT or communication facilities, or support others to do so.

You must only use approved internet-based services (whether commercial, consumer or free-to-use) to store, process or share business information as defined in the Group rules.

4. INSIDER DEALING

At Gradiant, we comply with national and international laws on insider dealing (i.e., trading in shares or other securities when you have inside information about a company). Inside information is knowledge held within the Group that is precise, not generally available and which, if it did become available, would be likely to have a significant effect on the market price of shares or other securities of any listed company. Dealing based on inside information includes directly trading in securities and also passing inside information on to another person who uses that inside information to trade in shares or other securities. Insider dealing is both illegal and unfair.

4.1 YOUR RESPONSIBILITIES

If you come across inside information about a publicly listed company in the course of your work, you must not deal in that company's shares or securities until any inside information you have becomes public. You must also not share the information with anyone unless you are authorised to do so.

5. PROTECTION OF ASSETS

Gradiant's assets come in many different forms – physical, electronic, financial and intangible. Whether it is a Gradiant laptop, our brand or even a facility or building, we expect everyone to take good care of our assets.

5.1 YOUR RESPONSIBILITIES

You are personally responsible for safeguarding and using Gradiant assets appropriately. You must not commit, and you must protect Gradiant against, waste, loss, damage, abuse, fraud, theft, misappropriation, infringements and other forms of misuse.

You must protect company property that has been entrusted to you and also play your part in protecting Gradiant shared assets against loss or misuse. Be alert to the risk of theft.

You must not unlawfully conceal, alter or destroy documents.

You must only use your corporate credit card for reasonable and approved business expenses and you must not use it for purchases of items in prohibited categories.

You must also play your part in protecting Gradiant shared assets – such as a photocopier or a building. Although you are not personally accountable or liable for these, you should help to look after them and, if someone else is putting them at risk or using them inappropriately, intervene or report the matter.

You must respect the assets of others.

5.2 PERSONAL GUARANTEES

At Gradiant, we believe that our employees, directors and officers should not be held personally liable for financial obligations contracted by the Group. Gradiant would not request and Gradiant's employees, directors and officers should not provide any type of security to personally guarantee the payment of money, or any other financial obligations taken by any Group Company.

6. MANAGING RISK IN INFORMATION AND COMMUNICATION

Our work for Gradiant depends on the use and exchange of information. In our everyday work, we all handle information and communicate in many different ways, and we need to consider the risks associated with these activities. These risks include the risk that personal data or Gradiant's Intellectual Property could fall into the wrong hands. Careless communication or an unauthorised disclosure could also damage our reputation or result in legal action. This section of our Code of Conduct is designed to deal with this type of risk.

Remember – if you know or suspect someone is violating the Code, please speak up.

6.1 DATA PRIVACY

Data privacy laws safeguard information about individuals – their personal data. At Gradiant, we respect the privacy rights of our staff, customers, suppliers and business partners. We are committed to managing personal data in a professional, lawful and ethical way.

Personal data is broadly defined as any information relating to an identified or identifiable individual such as name and contact details. More private information, such as race or ethnic origin, health data, sexual orientation, criminal behaviour or trade union membership is sensitive personal data and subject to more stringent requirements.

We may only process personal data for legitimate purposes and the data must be accurate and relevant for the purpose for which it was collected, as well as properly protected from inappropriate access or misuse. When it is to be transferred to third parties, it must be appropriately safeguarded. If we do not comply with these requirements, we risk causing harm to individuals, being ordered to cease the processing, and could face fines or litigation. We are also putting Gradiant's reputation at risk.

6.2 YOUR RESPONSIBILITIES

You must identify the privacy risks before collecting, using, retaining or disclosing personal data, such as in a new IT system, project or marketing initiative.

You must only process personal data for specific, defined, legitimate purposes.

When you process or share individuals' personal data, you must always inform them. In some cases, you will need to get their prior consent.

You must always protect personal data if it is shared with a third party. If you are not sure whether you need consent or how to protect personal data when sharing with a third party, always seek advice from Gradiant Legal & Compliance Department.

You must ensure that personal data in your possession is kept up to date and disposed of when no longer required.

6.3 INTELLECTUAL PROPERTY

At Gradiant, we have great brands, ideas and technology, which has given us a great reputation that we all need to protect.

These valuable brands, ideas and technology also need protecting, as do trademarks, patents, know-how, trade secrets and other IP rights, and put to optimal use for Gradiant.

It is equally important that we respect, and avoid infringing, the IP rights of others. Not doing so risks damage to our business and reputation and may impact our ability or licence to operate.

6.4 YOUR RESPONSIBILITIES

You must use Gradiant's brands and trademarks appropriately.

You must report your innovations and inventions to Gradiant IP Department.

You must classify and store Gradiant business and technical information appropriately, and with appropriate access controls.

You must not disclose Gradiant's confidential information outside Gradiant without permission or an appropriate written agreement, and you must make a record of the information provided under the agreement.

You must not accept confidential information from a third party unless you have permission to do so and you have agreed to receive it under a prior written agreement.

You must not misuse confidential information of a third party. If you are responsible for introducing new brands in a market or new proprietary technology, you must first consult Gradiant Legal & Compliance Department and Gradiant IP Department to mitigate the risk of Gradiant infringing IP rights of others.

If you notice that a third party is infringing or misusing Gradiant IP rights, for example by passing on documents containing confidential information, it is your duty to speak up

6.5 INFORMATION AND RECORDS MANAGEMENT

Like all organisations, we depend on the use and exchange of information for our business decisions and day-to-day activities. We need to ensure we create, use responsibly and protect this information, especially when it comes to data such as personal details, commercially sensitive information and intellectual property – both our own and that of others. We need to take special care to protect confidential information when we are away from the Gradiant

environment. We also have a duty to ensure we retain proper Records of our business activities to preserve corporate memory and meet legal and regulatory requirements.

6.6 YOUR RESPONSIBILITIES

You must assess the risks associated with any information you handle so you can properly manage the risks and protect the information.

If you are working with third parties, you must ensure you are authorised to share information before doing so.

If you have been instructed by Gradiant Legal & Compliance Department to preserve information, you must ensure it is kept as directed.

6.7 DISCLOSURE AND BUSINESS COMMUNICATIONS

We communicate in all sorts of ways – and, as Gradiant staff, everything we write or say reflects on Gradiant’s reputation. Whichever media you use, either within Gradiant or externally, we expect you to follow Gradiant’s rules on disclosure and business communications, including the additional rules that apply to email and social media.

All communications made to the public on behalf of Gradiant are subject to disclosure requirements and accordingly must be cleared by the Gradiant Communication Department, and in certain cases Investor Relations. Appropriate disclaimers must be used, especially when the communication contains forward-looking information. Every communication to the public on behalf of Gradiant must be accurate in all material respects, complete, relevant, balanced and in compliance with all applicable laws and regulations. Additionally, in order for any public disclosure not to be considered continuously current, it must contain the date the disclosure is being made. Providing inaccurate, incomplete, or misleading information may be illegal and could lead to fines, sanctions and criminal penalties for Gradiant and the individuals involved.

Use of personal social media for business purposes is strictly prohibited. Whether or not an employee chooses to engage in social media for personal purposes is a personal decision and not a business decision. However, social media activities that affect an employee’s job performance, the performance of other Gradiant employees, or Gradiant business and reputation are governed by the Code, whether or not such activities are undertaken through an employee’s personal social media account.

6.8 YOUR RESPONSIBILITIES

You must not disclose information about Gradiant’s business activities unless you are authorised to do so. That applies to the things you say, as well as anything in writing.

You must not engage with the media on behalf of Gradiant without disclosure clearance from Gradiant Communication Department.

If it is part of your role to provide information to the public and/or the investor community on Gradiant's business and finances, including through social media, you must ensure you have the proper clearance and that the information you give is true, accurate, consistent and not misleading.

You must state which Gradiant company the communication comes from and include details required by local law, as well as your contact details (e.g., appropriate email footer).

You must only commit a Gradiant company if you have corporate authority to do so and you must not issue orders or make decisions for companies that you do not work for.

You must not engage in casual conversation on sensitive or confidential matters or send communications containing material that is racist, sexist, offensive, defamatory, fraudulent or otherwise inappropriate.

You can only use Gradiant-approved social media channels for business use if you are an approved user and have received the required training.

You must not use personal social media accounts for disclosing confidential business information or other business purposes.

If you use personal social media for personal purposes to discuss energy-related topics, or to endorse or provide testimonial of Gradiant and its products/services, you must disclose that:

- You are a Gradiant employee;
- You are not speaking on behalf of Gradiant; and
- The views expressed are your own and do not necessarily reflect those of Gradiant.

7. MANAGING RISK IN THIRD PARTY AND INTERNATIONAL INTERACTIONS

Every time Gradiant deals with a customer, business partner, joint venture, Government Official, competitor or any other stakeholder, we need to understand the risks as well as the opportunities. We also need to ensure that Gradiant's cross-border interactions comply with all relevant trade legislation.

If we do not comply with the law, it could lead to fines for Gradiant or serious harm to our business. Individuals could also face fines or imprisonment.

This section of our Code of Conduct is designed to help you keep your business interactions legal, ethical and professional, ensuring that you protect yourself from any suspicion of wrongdoing and safeguard Gradiant's reputation.

Remember – if you know or suspect someone is violating the Code, please speak up.

7.1 ANTI-BRIBERY AND CORRUPTION (ABC)

At Gradiant, we build relationships based on trust, and we are determined to maintain and enhance our reputation. For this reason, we never accept or pay bribes, including facilitation payments. Even unsubstantiated claims of bribery and corruption may damage Gradiant's reputation.

Everyone involved in Gradiant's business must comply with the anti-bribery and corruption (ABC) laws of the countries where we operate, as well as those that apply across borders.

7.2 YOUR RESPONSIBILITIES

You must not offer, pay, make, seek or accept a personal payment, gift or favour in return for favourable treatment or to gain a business advantage. You must not allow anybody else to do so on your behalf.

You must not make facilitation payments. If a facilitation payment has been requested or made, you must immediately report it to your line manager and the Gradiant Legal & Compliance Department. If you make a payment because you genuinely believe your life, limb or liberty is at risk, this is not a facilitation payment but must be reported as if it were.

Know who you are doing business with by conducting the appropriate due diligence.

Dealing with Government Officials poses a greater bribery risk so you must follow the mandatory requirements of this Code.

You must report corrupt behaviour. Turning a blind eye to suspicions of bribery and corruption can result in liability for Gradiant and for individuals.

7.3 GIFTS AND HOSPITALITY

It is important to do the right thing – and to be seen to do it. For this reason, we discourage our staff from accepting gifts and hospitality (G&H) from business partners, or offering G&H to them, especially those you would not be comfortable telling your manager, colleagues, family or the public that you had offered or accepted. In particular, you should never allow G&H, either offered or received, to influence business decisions or give other people a reason to suspect there might be an influence. We encourage you to make Gradiant's policy on G&H known to our agents and business partners, including governments and Government Officials.

7.4 YOUR RESPONSIBILITIES

You must not, either directly or indirectly, offer, give, seek or accept:

- illegal or inappropriate G&H, cash or cash equivalents (including per diems unless contractually agreed), vehicles, personal services, or loans in connection with Gradiant business; or
- G&H where the business partner is absent, or during periods when important business decisions are being made; or
- G&H that exceed prescribed value limits, unless line manager and other required approvals have been obtained.

You must register in the Code of Conduct Register: all G&H given or received above the prescribed value limits for Government Officials or other third parties, any G&H that could be perceived as influencing or creating a Conflict of Interest, and declined gifts of cash or of an excessive nature, including personal items.

When offering G&H to a Government Official, you must not offer or pay for: additional days of travel to tourist destinations or private visits; family members/guests (unless approved by the Legal & Compliance Department). In advance of offering any G&H to a Government Official where the value is greater than the prescribed value limits, you must request advance approval via the Code of Conduct Register.

Before accepting a prize obtained in the course of your role above the prescribed value limits, you must enter the details in the Code of Conduct Register and obtain approval from your line manager.

7.5 CONFLICTS OF INTEREST

Conflicts of Interest (COIs) may arise when your personal relationships, participation in external activities or an interest in another venture, could influence or be perceived by others to influence your business decisions for Gradiant. An actual, potential or perceived COI may

jeopardise your reputation as well as Gradiant's. You must avoid actual, potential or perceived COIs if possible.

If you have an actual, potential or perceived COI, you must protect yourself from any suspicion of misconduct by being transparent and entering the details in Gradiant's Code of Conduct Register. This only takes a few minutes and could save you from a time-consuming investigation.

Provided that no actual, potential or perceived COI would result, you may acquire interests in other businesses and perform external professional activities in your own time. You are also entitled to be active in your own time in community, government, educational and other non-profit organisations. However, in any such case, you must comply with all relevant laws, regulations and Gradiant policies. If there is any doubt, you must raise your concern with your line manager or the Gradiant Legal & Compliance Department before you start a new activity.

7.6 YOUR RESPONSIBILITIES

You must not let any decisions you make at Gradiant be influenced by personal considerations such as relationships or outside interests of yourself, family or friends.

You must register all actual, potential or perceived COIs in the Code of Conduct Register, whether or not you think it will actually influence your decision.

If you are not sure whether such a conflict exists, you must consult your line manager or the Gradiant Legal & Compliance Department.

Withdraw from decision-making that creates an actual, potential or perceived COI, or could be perceived as creating one.

7.7 ANTI-MONEY LAUNDERING (AML)

Money laundering occurs when the proceeds of crime are hidden in legitimate business dealings, or when legitimate funds are used to support criminal activities, including terrorism. All companies are at risk of being exploited in this way – and we must be on our guard to help protect our reputation and ensure we comply with the law.

7.8 YOUR RESPONSIBILITIES

You must not knowingly deal with criminals, suspected criminals or the proceeds of crime.

You must follow any due diligence requirement specified by Gradiant so that we know who we are doing business with.

You must ensure that your business transactions on behalf of Gradiant do not involve acquiring, using or holding monetary proceeds or property acquired with the proceeds of crime.

You must not hide the origin or nature of criminal property.

You must not facilitate the acquiring, ownership or control of criminal property.

If you have knowledge or suspicion that a counterparty is involved in money laundering in connection with its transaction with Gradiant, you must promptly report it to the Gradiant Legal & Compliance Department. To meet legal requirements, do not let the counterparty know of your suspicions. You must not falsify, conceal, destroy or dispose of relevant documents.

7.9 POLITICAL ACTIVITY AND PAYMENTS

We all have our own interests outside work and you have the right to engage in lawful political activity in your own time. However, we also need to protect Gradiant's interests and reputation. It is therefore important that individuals keep their personal political activities separate from their role at Gradiant.

7.10 YOUR RESPONSIBILITIES

You must not use Gradiant funds or resources, either directly or indirectly, to help fund political campaigns, political parties, political candidates or anyone associated with them.

Gradiant funds may not be used to support political action committees (PACs).

You must not use Gradiant funds to make political payments under the guise of charitable donations.

You must always make it clear that the political views you express or actions you take are your own, and not those of Gradiant, unless you are explicitly required to represent Gradiant's views as part of your role.

You must be aware of the rules on conflicts of interest and ensure that your participation in politically motivated activity does not involve you or Gradiant in a conflict of interest.

If you are standing for public office, you must consult and gain approval from your line manager before standing. You must also declare your interest in the Code of Conduct Register and comply with local laws regulating political participation.

7.11 ANTITRUST

Antitrust laws protect free enterprise and fair competition. Supporting these principles is important to us, not just because it is the law, but because it is what we believe in. We expect Gradiant staff to play their part in combating illegal practices. These include price-fixing, market sharing, output limitation or bid-rigging, and anti-competitive or monopoly practices. Be vigilant in not entering into any kind of inappropriate conversation or agreement with our competitors.

7.12 YOUR RESPONSIBILITIES

You must not agree with competitors, even informally, to fix price or any element of price, such as discounts, surcharges or credit terms.

You must not agree with competitors to reduce or stabilise production, capacity or output.

You must not agree with competitors to divide up particular customers, accounts or markets.

You must not rig bids or tenders.

You must not agree with others to boycott any customer or supplier except in connection with internationally imposed government sanctions.

You must not attempt to set a minimum or any resale price for an independent dealer, distributor or reseller.

You must not share or receive competitively sensitive information without a lawful reason.

You must not discuss with competitors any matter on which competitors are not legally permitted to agree.

You must follow the principle that all decisions on Gradient's pricing, production, customers and markets must be made by Gradient alone.

You must leave industry meetings or other events if competitively sensitive issues arise. Ensure your departure is noted and immediately report the matter to Gradient Legal & Compliance Department.

You must speak up if you know of any potentially anti-competitive practices or if you are uncertain whether or not practices are legal.

8. TRADE COMPLIANCE

Like any other global company, we must comply with all applicable national and international trade compliance regulations. Trade compliance includes regulations governing the import, export and domestic trading of goods, technology, software and services as well as international sanctions and restrictive trade practices.

Failure to comply with the applicable laws could lead to fines, delays, seizure of goods or loss of Gradiant's export or import privileges, as well as damage to Gradiant's reputation or imprisonment for individuals. It is crucial that you are aware of the requirements and how they apply to your role. By doing so, you are helping the company to continue doing business internationally.

8.1 YOUR RESPONSIBILITIES

You must obtain, retain and communicate correct customs and export control classification on all goods and software moved internationally. For physical movements of goods and software, valuation and origin information are also required.

You must follow company guidance when travelling with company-owned equipment and hardware, including laptops, smartphones and other communication equipment.

You must follow company procedures when utilising the services of trade/ customs agents.

You must follow company procedures when issuing or executing an End User Certificate.

You must ensure third parties you deal with have been properly screened against applicable sanctions lists.

You must stop and seek assistance from the Gradiant Legal & Compliance Department when your dealings with a third party identify suspicious facts or 'red flags'.

You must not deal in a sanctioned country or with a sanctioned party unless specifically authorised in accordance with company procedures. If you are authorised to deal in a sanctioned country or with a restricted or sanctioned party, you must strictly adhere to company guidance.

You must stop and seek advice from a Gradiant Legal & Compliance Department when confronted with a restrictive trade request.

9. CONCLUSION

Thank you for taking the time to read through our Code of Conduct. It will help you understand the main risks to you and Gradiant and how you can safeguard Gradiant's reputation by knowing and understanding your responsibilities.

Of course, the Code cannot cover every situation, so whenever you are unsure of what to do, you must seek advice. Ask your line manager or the Gradiant Legal & Compliance Department. This is especially relevant if you suspect that someone is violating the Code and putting Gradiant at risk. In that case, it is your duty to speak up.

We hope you will refer to the Code whenever there are changes in your role or you face a new dilemma, or if you just need to refresh your memory. Above all, we want you to live by the Code every day, and ensure you always make the right decision.