



Code of Conduct

This document articulates ethical and behavioral guidance for all NGA Human Resources companies, employees, and business partners (such as suppliers, agents, vendors and sub-contractors).

CEO Message



Andy Monshaw
Group Chief Executive

At NGA Human Resources ('NGA HR'), we understand the great privilege and yet even greater responsibility we have in managing some of our clients' most sensitive assets – including their financial, HR and Payroll Data. Therefore, we make every effort to ensure that everyone at NGA HR not only understands this responsibility but also embraces it with the highest standards of care and professionalism.

Processing our customers' sensitive data in accordance with all applicable laws and regulations and acting with integrity in all aspects of our business is fundamental not only to our global success but also to delivering world class customer satisfaction and value creation. Accordingly, we place the highest priority on staying at the leading edge of the ever-changing data protection, anti-corruption and regulatory compliance landscape which governs our industry.

To help guide us in this process, NGA HR has published this Code of Conduct, which lays out our basic company values and the behavioral standards which we expect from everyone at NGA HR, as well as from our business partners.

This Code of Conduct is not meant to cover all possible situations that may occur. Rather, it is intended to provide a frame of reference against which to measure our actions. It is each individual's responsibility to seek additional guidance when they are in doubt about the proper course of action in any given situation, and to ultimately do the right thing for NGA HR, our customers, our shareholders and other stakeholders – this is a responsibility which cannot be delegated.

In considering your actions in any given situation, you should always be guided by these basic principles:

- Avoid any actions which could damage or put at risk our business or its reputation
- Act legally and honestly
- Put NGA HR's and our customer's interests ahead of personal ones

At NGA HR we take pride in everything we do. We work dynamically as One Team, leveraging local experience with global excellence to reach our full potential and to create value for our customers, shareholders and employees. It is each person's responsibility to read and understand our Code of Conduct and to demonstrate personal responsibility and commitment to our values through their daily actions and interactions in accordance with it.

This Code of Conduct does not create any contractual rights of any kind between NGA HR and its employees. In addition, all employees should understand that this Code does not modify their employment relationship, whether at will or governed by contract. This Code is inapplicable to the extent voided or restricted by local law. In the event of discrepancy between a local translation and the English version, the English version will prevail.

1. We Respect People, Communities, and the Environment

NGA HR is committed to maintain a work environment that is culturally diverse and free from all forms of discrimination, harassment and retaliation. We comply with all applicable civil rights, human rights and employment laws wherever we are based. When conducting our business, we protect the environment and the health and safety of our employees, business partners, customers and the community. We provide for the security of our people during their operational activities.

At NGA HR, we:

- Provide a safe and open working environment for our people.
- Take seriously our responsibility to help prevent the crime of modern slavery and human trafficking across our own business as well as those of our partners and suppliers.
- Understand the environmental and occupational health and safety implications of delivering our products and services and comply with the legal requirements relating to them.
- Strive to conserve natural resources.
- Promote understanding and respect in all interactions with colleagues. All employees and business partners have the right to expect a work place free of harassing or abusive conduct. We keep others' sensitivities in mind.
- Recruit, hire, train, develop, and promote persons in all job classifications based upon qualifications and performance with an effort to consider candidates who are reflective of today's workforce.
- Participate in the creation of a respectful and friendly work environment.
- Take personal ownership for making day-to-day decisions that reflect our principles of respect in the workplace.

2. We Safeguard Privileged, Sensitive, and Confidential Information

NGA HR complies with all applicable data privacy laws and regulations for the protection and management of personal and sensitive information. We maintain only those personal records required for business, legal or contractual purposes and limit access to such data to those who need the information for legitimate business or legal purposes. We manage company records in a manner consistent with all applicable legal requirements, company policies and related record retention schedules. We safeguard our proprietary information, intellectual property rights and goodwill. Similarly, we respect the intellectual property assets and privacy of others. Internet access and e-mail are provided for legitimate business use and we comply with all company policies and requirements governing their usage. When we use social media, we are careful to do so in a way that protects the company's information and reputation.

At NGA HR, we:

- Restrict access to confidential business information and personally identifiable information to those who require access for legitimate business purposes.
- Gain the proper approval for access to information and systems.
- Refrain from discussing confidential business information in public places or with family and friends.
- Clear and coordinate all discussions of business matters with the media through the proper Communication and/or Marketing Managers.
- Use care in storing and disposing of documents containing confidential information.
- Uphold the physical and IT security policies and procedures at every NGA HR center or location.
- Retain documents for their legally and/or contractually agreed upon purpose and duration.
- Are mindful of casual conversations to avoid possible inadvertent disclosures of sensitive or confidential information.
- Regularly train and educate our employees in adequate data privacy and protection of personal and sensitive information.

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3. We Conduct Dealings Openly and Fairly

NGA HR complies with the letter and spirit of the US Foreign Corrupt Practices Act, the UK Anti-Bribery legislation and all other international laws and regulations which govern international business relationships and practices. We do not offer or accept gifts, hospitality or entertainment that may be inappropriate or may affect or otherwise appear to influence our business judgment or the decision-making of our customers. We uphold the highest standards of ethics with regard to our customers and business partners, avoiding all corrupt, illegal, dishonest or deceptive business practices.

At NGA HR, we:

- Never, directly or through intermediaries, offer or promise or accept any personal or improper financial or other advantage in order to obtain or retain a business or other advantage from a third party, whether public or private.
- Only provide customers and business partners with business amenities such as meals, entertainment and travel when they are of moderate value, appropriate to the business occasion, reflect good business judgment, and are in accordance with our Travel & Expenses, Gifts & Entertainment and reimbursement policies.
- Expense business travel and other business expenses in accordance with our Travel & Expenses, Gifts & Entertainment and reimbursement policies, and expect our customers and business partners to do the same. Exceptions require prior Senior Leader, or Legal approval.
- Do not under any circumstances make gifts of cash, loans, kickbacks or similar monetary advantages on the company's behalf.
- May give or receive promotional gifts of nominal value (corporate branded items, pens, mugs, etc.) and graciously decline non-promotional gifts unless they are consistent with customary business practices.
- Comply with any other applicable legislation against financial crimes.

4. We avoid Conflicts of Interest and Report Accurately and Honestly

Everyone at NGA HR has a duty to avoid personal involvement or interest in activities that might conflict with NGA HR interests or with our responsibilities to the Company. We do not compete with the Company nor improperly use our relationship with NGA HR for personal gain. We undertake all necessary efforts to avoid conflicts of interest and, where such conflicts are inevitable, we disclose and resolve such issues immediately. NGA HR has the highest integrity in its financial reporting and accounting operations and in making other public disclosures, including press releases. Each person is responsible for ensuring the complete, accurate and timely reporting of financial and business controls information within their sphere of influence.

At NGA HR, we:

- Do not serve as a director, officer, partner, agent or in any other capacity to a competitor, supplier, or customer whether for personal profit or not, unless prior authorization is received from NGA HR's Legal department.
- Do not contribute Company funds to political parties or candidates for office.
- Ensure that our financial statements and all books and records on which they are based reflect accurately all transactions of the Company in accordance with Company and generally accepted accounting policies and practices.
- Communicate openly, honestly and in a timely manner with our internal and independent auditors and governing bodies and provide those involved in the preparation of the Company's accounts with information that is accurate, complete, objective, relevant, timely and understandable.
- Act in good faith, responsibly, and with due care, competence and diligence, without misrepresenting material facts or allowing your independent judgment to be subordinated by others.
- Preserve business documents and records in accordance with our record retention policies. Only issue public statements through the proper internal and external communication channels.

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5. We Partner and Compete Fairly

We select our business partners, including our suppliers, vendors and contractors, based on merit, reputation and ability to help NGA HR meet its business objectives. In doing so, we consider, among other things: price; quality; delivery capability; reputation for service; integrity; and social responsibility. We require our business partners to abide by ethical standards and business practices consistent with our own and best industry practice. NGA HR competes fairly and complies with applicable competition (anti-trust) laws to ensure that our products and services are judged solely on their merits. We engage in lawful means of obtaining information about our competitors. We comply with all international trade laws, including applicable export, import and sanctions laws, regulations and decisions that impose restrictions and embargoes against third countries, individuals and entities in the countries where we conduct business.

At NGA HR, we:

- Do not agree with competitors to fix prices, rig bids, or allocate markets or customers.
- Restrict contact with competitors to legitimate business purposes.
- Obtain legal advice when considering territorial or customer restrictions, distributor terminations, tying or exclusive dealing arrangements, acquisitions or joint ventures.
- Abide by import and export controls as they relate to our business and products.
- Seek legal counsel upon receipt of any boycott-related requests for information or action from a customer located in a boycotting country.
- Seek legal counsel before doing business with customers or business partners located in or from countries which may be regarded as “unfriendly” or “sanctioned” by the U.S., U.K or any other governments, in accordance with our Global Sanctions Policy.

6. We Uphold the Law, act Ethically, and Protect our Assets and Interests

NGA HR is committed to conducting its business in accordance with the highest ethical standards and trains all employees to be sensitive to ethical considerations and the consequences of their actions on the Company, its reputation and its continuing business and public relationships. NGA HR complies with all laws, rules and regulations governing its businesses, and in many cases our internal rules go beyond what is required by the law itself. A wide variety of laws apply to NGA HR, and some carry corporate or individual criminal penalties. We must, and will, report suspected criminal violations to the appropriate authorities for possible prosecution and will investigate, address and report, as appropriate, other violations. We safeguard NGA HR’s physical and intangible property and financial assets by following company policies and procedures to prevent their loss, theft or unauthorized use. All expenditures must be undertaken for legitimate business purposes and never for personal use. We always obtain proper authorization and approval before entering into financial or contractual commitments on behalf of the company. We do not exploit for personal gain the company’s financial and non-financial data or confidential, non-public information.

At NGA HR, we:

- Understand the laws, rules and regulations that apply to our business activities.
- Consult with Legal & Compliance if we become aware of possible violations of laws or regulations, or if those laws or regulations seem ambiguous or difficult to interpret. Practice candor among management and with auditors with respect to financial reporting and accounting matters.
- Conduct ourselves in a manner that avoids any actual, potential or apparent conflict of interest with the Company.
- Do not use Company resources, assets or confidential information for personal benefit.
- Promptly report suspected ethical or legal violations to the proper management or Legal & Compliance.
- Cooperate with ethical, security, and legal compliance audits and investigations.
- Actively promote honest and ethical behavior among employees and business partners in the work environment.
- Take corrective action upon the discovery of unethical business practices.

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7. Applicability, Reporting, and Review

This Code of Conduct is intended for all NGA HR employees and business partners.

All NGA HR employees, including new employees upon hire, are expected to read the Code of Conduct and understand its standards. The company has established a process to support employees in undertaking a periodic compliance training, including the Code of Conduct to ensure continued knowledge of its contents and a regular review and update of its content is scheduled periodically.

NGA HR managers shall be responsible for the enforcement of and compliance with this Code of Conduct including necessary distribution to ensure employee knowledge and compliance.

If you have any questions about interpreting or applying the Code of Conduct — or any other NGA HR policy, directives, or guidelines—it is your responsibility to consult your manager, or NGA HR Legal & Compliance.

NGA HR's policy is to comply with all laws and regulations that apply to its business. As you conduct NGA HR's business, you may encounter a variety of laws and legal issues. If you have questions on specific laws or regulations, contact NGA HR Legal & Compliance. Penalties for failure to comply with laws are severe and can result in fines, lawsuits, loss of business privileges and, in some cases, imprisonment of individuals.

In addition to understanding the principles in the Code of Conduct, it is everyone's responsibility to question and report inappropriate business conduct or unethical behavior by others. Such behavior may be reported to a manager, Internal Audit, HR, Legal & Compliance, or unless prohibited by local law, you may make a confidential, anonymous report by contacting our Whistleblowing hotline by phone at +44 (0) 1442 272 233 or by email at whistle-blowing@ngahr.com. NGA HR does not tolerate any retaliatory actions against anyone who in good faith reports a suspected violation of the law, the Code of Conduct, or our other business policies.

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