

Restore



Supplier Code of Conduct





Overview

Introduction

Restore plc and its subsidiaries ("**Restore**", "we" or "us") provide mission critical services that protect and manage valuable data, information, communications and assets on behalf of our customers. Our stakeholders expect the highest standards of integrity and social responsibility from us, and we in turn expect all our suppliers to make a similar commitment and to operate to those same standards. This Supplier Code of Conduct ("**Code**") sets out our requirements regarding how our suppliers conduct their businesses and reiterates the importance of our values, standards and principles that can be found in our own [Code of Conduct](#).

Your commitment to this Code is a pre-requisite to working with Restore. We value our business relationship with you and we thank you for your support in helping us to meet our responsible business goals.

Charles Skinner
Chief Executive Officer

Applicability

This Code applies to any organisation that (i) supplies goods or services to Restore, (ii) contracts with Restore for the purposes of serving Restore customers, or (iii) has entered into a business relationship with Restore to strengthen Restore's position in the marketplace, including sales agents and resellers (each a "**Supplier**").

Purpose

Our expectation is that Suppliers support our commitment to doing not only what is good for business, but also what is good for our people, and the communities in which they live and work.

This Code outlines our expectations of Suppliers. A Supplier's contract with Restore may contain provisions addressing some of these same issues. Suppliers may also be required to comply with additional or more detailed policies forming part of your contract. Nothing in this Code is meant to supersede more stringent provisions in any particular contract or which are imposed by law/regulation.

Suppliers are expected to be aware of, understand and build processes to comply with applicable laws in jurisdictions where they operate or conduct business. We expect all Suppliers to be focussed on ESG compliance within their organisations and their supply chains and that this focus is driven by the Suppliers' boards and senior management teams. Where the provisions of law and this Code address the

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same subject, to the extent legally permitted, Suppliers should apply the provision which furthers the intent of this Code to the greater degree.

Every Supplier is expected to meet these standards in connection with the operations of its business. Suppliers should establish and enforce policies and/or procedures which comply and align with the expectations of this Code. Suppliers are also expected to apply and enforce comparable standards in their own supply chains.

Suppliers will be asked to confirm that you agree to adhere to this Code as part of our supplier onboarding process and at regular intervals during our relationship. This is a pre-requisite to our on-going business relationship. From time to time, third parties may be required to evidence that the expectations laid out in this Code are met.

Any breach of this Code is taken seriously and should be reported upon discovery by the Supplier in accordance with the "Reporting suspected violations" section below. Any violation of this Code may result in follow-up action including: Restore asking the Supplier to audit its own organisation or its supply chain and to report on its findings; Restore conducting a proportionate audit of the Supplier; Restore recommending or requiring corrective-action plans; or Restore ceasing to do business with the Supplier.

Restore has the right to modify this Code from time to time on notice, provided that any changes are in line with evolving good practice in the ethics, compliance, environmental or social responsibility space.

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Your People

Health, Safety and Wellbeing

In addition to meeting minimum legal requirements for working conditions, Suppliers will provide a safe, healthy and secure work environment for their employees and shall ensure that their business is conducted in a way that is safe for customers, contractors and members of the public. This relates not only to the physical aspects of the work environment and taking necessary precautions to prevent accidents and injury (e.g. clean, well-lit and ventilated facilities, properly maintained equipment, access to appropriate personal protective equipment), but also to reducing psychological risk in the workplace by ensuring responsibilities, competence and key documentation such as risk assessments and policies are in place.

Suppliers shall:

- *implement safe systems of work appropriate to the activities undertaken;*
- *maintain suitable and sufficient risk assessments and method statements for activities carried out on Restore sites or on Restore's behalf;*
- *ensure that employees are competent for the tasks they undertake and receive appropriate training and supervision;*
- *maintain appropriate accident, incident and near-miss reporting arrangements;*
- *maintain arrangements for occupational health management, including fitness for work where relevant to the activity; and*
- *maintain plant and equipment inspection and maintenance regimes where applicable.*

Suppliers may periodically be required to disclose the following for the most recent financial year:

- *the number of lost-time injuries;*
- *the number of fatalities;*
- *the number of Statutory health and safety-related improvement notices and/or prohibition notices received; and*
- *the number of convictions for offences under health and safety legislation.*

Suppliers shall promptly notify Restore of:

- *any prosecution, conviction, enforcement notice, improvement notice or prohibition notice relating to health, safety, environmental, data protection or financial crime matters; and*
- *any event which could reasonably be expected to have a material adverse impact on the Supplier's ability to provide goods or services safely and lawfully.*

Wages, working hours, and other conditions

Suppliers shall meet applicable laws, regulations and standards regarding working conditions across its entire workforce including in relation to the following:

- *the payment of the minimum legal wage or a wage that meets local industry standards, whichever is higher;*
- *compensated overtime, either at a premium rate or with time off in lieu;*

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- *working hours, excluding overtime, not to exceed 48 hours per week in accordance with Working Time Regulations; and*
- *the observation of legally mandated break and rest periods.*

Suppliers shall:

- *maintain a policy or statement setting out the above working practices; and*
- *carry out appropriate right to work checks on individuals before employing them in line with the relevant UK or local government guidance.*

Human rights

Suppliers shall comply with all internationally recognised human rights standards and shall treat workers with dignity and respect and not subject them to demeaning conditions.

Harassment

Suppliers shall foster a culture and workplace that does not tolerate harassment, including sexual harassment, threats of harassment, or retaliation for reporting harassment.

Discrimination

Suppliers shall foster a culture that seeks to promote equal opportunity for all. Suppliers shall not tolerate discrimination on the basis of gender, race, religion, age, disability, gender identity, sexual orientation or any other categories protected by applicable law. Job candidates and employees are expected to be evaluated based on their ability to perform the job.

Suppliers shall maintain a policy or statement that promotes equality and mutual respect.

Freedom of association and non-retaliation

Suppliers should nurture an environment where business standards are clearly understood and there are clear channels for individuals to communicate openly with management without threat of retaliation, intimidation, or harassment. Additionally, Suppliers should respect the legal rights of workers to freedom of association and not hinder the rights of workers to legally organise and join associations.

Slavery, human trafficking, forced and child labour

Suppliers shall not use forced or involuntary labour, human tracking nor demand work/service from an individual under threat or coercion and shall comply with the requirements of the Modern Slavery Act 2015. Work must be conducted based on freely agreed terms. Suppliers shall not withhold or destroy, conceal, confiscate, or deny access by workers to workers' identity or immigration documents.

Suppliers shall not exploit child labour and shall be committed to ILO conventions 138 and 182 so as not employ any workers under the age of 15, the applicable minimum legal working age or the age of completion of compulsory education, whichever is higher. Employment of workers should not interfere with their compulsory education and should not, by the nature of the work or the circumstances in which it is carried out, be likely to harm their health, safety, or morals. A specific risk assessment for any young worker must be carried out to ensure their health and safety in the workplace.

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Suppliers shall maintain a policy or statement covering the above principles and reinforced by an appropriate anti-slavery training programme for employees.

Your Business

Business integrity

Suppliers shall not engage in any illegal or unethical behaviour. Suppliers are expected to uphold standards of fair business practices.

Suppliers shall maintain a whistleblowing process to enable employees and third parties to speak up confidentially and anonymously in order to report incidents of potential wrongdoing, misconduct or unethical behaviour.

Corruption / bribery / tax evasion / fraud

Suppliers shall comply with all applicable laws, regulations and standards relating to financial crime, including the Bribery Act 2010, the Economic Crime and Corporate Transparency Act 2023 and the Criminal Finances Act 2017. Suppliers shall neither make, promise or offer bribes nor accept them, nor induce or permit any other party to make or receive bribes on its behalf nor cause other parties, including Restore, to violate any applicable anti-corruption or anti-bribery laws. Suppliers shall use reasonable practices to prevent bribery in all forms and shall support efforts to fight corruption. Suppliers shall not engage in or assist any third party with any money laundering, terrorist financing or other financial crime activities, including tax evasion or the facilitation of tax evasion.

Suppliers shall:

- *maintain and regularly review a policy (or policies) relating to financial crime; and*
- *ensure that appropriate training is provided to employees.*

Gifts, entertainment, and hospitality

Suppliers shall not offer, accept or solicit any gifts, entertainment, or hospitality where there is reason to believe, or a reasonable and informed third party would likely conclude, that there may be intent to improperly influence decisions or impair objectivity related to its business dealings.

Suppliers shall maintain appropriate procedures for declaring and monitoring gifts and hospitality.

Sanctions and Export Controls

Suppliers must conduct business in a manner that is compliant with export control, trade and financial sanctions laws, regulations and procedures applicable to their business operations ensuring compliance throughout their supply chain.

Unfair business practices

Suppliers shall comply with all applicable competition laws, including those relating to abuse of a dominant position, information sharing with competitors and price fixing.

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Confidentiality / data protection

Suppliers shall abide by their obligations relating to the protection, collection, and proper handling of confidential and personal information. Suppliers shall comply with all applicable data protection laws when processing personal data on behalf of Restore or its customers. Any sub-processing of Restore's or our customers' personal data requires our (and potentially our customer's) prior written consent and will be subject to appropriate data privacy impact assessments. Suppliers must contact dpo@restoreplc.com without undue delay (and in any event within twenty-four hours) if they become aware of an incident that has the potential to affect our/our customer's data or our data protection obligations.

Suppliers shall:

- *maintain a policy or statement in relation to data protection and information security controls;*
- *put in place appropriate training for employees who come into contact with Restore's or its customers' personal or confidential information;*
- *support Restore in carrying out any required data privacy impact assessments; and*
- *maintain in place appropriate organisational and technical measures to protect the integrity and confidentiality of information held on your sites and systems.*

Intellectual Property

Suppliers must respect Restore's intellectual property rights, including technology, designs, processes, know-how and trade secrets, copyright and trademarks. Suppliers are required to take all reasonable efforts and necessary precautions to safeguard and protect the intellectual property rights of Restore. Any use of Restore's intellectual property (including trademarks) requires the prior written consent of Restore.

Cyber Security

Suppliers must take Cyber Security seriously and maintain a suite of controls designed to protect its business along with any data processed on behalf of Restore. Suppliers who sub-contract out services which involve data processed on behalf of Restore are also responsible for ensuring that suitable security controls are in place.

Suppliers will be subject to due diligence reviews on a periodic basis. This will involve reviewing the security controls in place and identifying any potential risk to Restore. To minimise the potential for any impact to Restore or its suppliers, the following best practices must be established.

Suppliers shall:

- *maintain an Information Security policy along with topic specific policies;*
- *regularly test the external and internal networks looking for vulnerabilities which are remediated in a timely manner based on the level of criticality;*
- *at least annually conduct a penetration test covering critical systems and data. The high-level results of these tests must be made available to Restore;*
- *support any remediation activities identified as part of our supply chain monitoring;*
- *put in place appropriate annual training for employees on the importance of cyber security; and*
- *demonstrate conformity with one or more Information Security frameworks which have been well maintained whilst contracted to Restore.*

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Business continuity and Cyber Resilience

Restore expects its Suppliers to have robust and tested business continuity planning arrangements in place, including crisis management plans to ensure the continuity of, or the quick and efficient resumption of, service to Restore in the event of an unforeseen disruption to your operations (including as a result of a cyber incident).

Suppliers shall:

- *maintain a business continuity plan or plans to ensure operational resiliency appropriate to the service they provide so as to mitigate any impact on Restore and its customers;*
- *carry out regular tests to ensure that such plans are effective; and*
- *establish a cyber incident response plan and associated playbooks which are tested at least annually.*

Conflict of interest

Suppliers shall not allow bias, conflict of interest, or inappropriate influence of others to override its professional judgments and responsibilities.

Suppliers shall voluntarily declare any such conflicts involving Restore personnel.

Prompt payment

Restore always endeavours to pay its Suppliers on time and within agreed timeframes which are typically between 30 and 60 days. Our standard supply contract for the supply of goods and services to Restore adheres to this and provides clear payment terms and a clear process to follow in the event of an invoice dispute. We encourage Suppliers to adopt equivalent principles of prompt payment and transparent terms with its own supply chain.

Subcontracting

Suppliers must declare to their Restore contact any subcontracting for materials, goods or services where subcontracting is permitted under the terms of Restore's contract with the Supplier. The Supplier shall ensure that all subcontractors are subject to written contractual obligations no less stringent than those set out in this Code and shall remain fully responsible for their performance and compliance.

Insurance

Suppliers will maintain in force appropriate insurance as required by law and as necessary to cover liabilities that may arise in the course of the Suppliers' relationship with Restore.

Suppliers shall maintain appropriate insurances as required by law and as necessary to cover its liabilities, including the types of insurances listed below. Suppliers shall provide up-to-date certificates of insurance upon onboarding and at each renewal, and immediately upon request:

- *Public and products liability;*
- *Employer's liability; and*
- *Professional indemnity.*

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Environment

Environmental responsibility

Suppliers shall ensure that their and their supply chains' operations comply with all applicable environmental laws, including laws relating to climate change, waste disposal, emissions, discharges, conflict minerals and the handling of hazardous and toxic materials. Suppliers shall ensure that the goods they manufacture and the packaging materials they use will comply with all applicable environmental laws and that Suppliers shall at all times endeavour to minimise their impact on natural habitats and protect and encourage biodiversity.

Suppliers shall maintain an effective environmental policy or statement with a clear commitment to reducing environmental impact.

Resource efficiency and waste minimisation

Suppliers shall seek to improve resource efficiency and reduce resource consumption including of raw materials, energy, water, and fuel. Suppliers are expected to make reasonable efforts to eliminate or reduce levels of generated waste (both solid and wastewater) and to increase landfill diversion, reuse, and recycling. Suppliers are encouraged to develop and use environmentally friendly innovations and practices that reduce negative environmental impacts.

Pollution and emissions reduction

Suppliers shall take reasonable steps to minimise emissions of greenhouse gases and of toxic and hazardous pollutants. Suppliers should track greenhouse gas emissions and have set science-based net zero targets (in line with the Paris Agreement and a 1.5c pathway) by 2028 at the latest.

Reporting

Suppliers should measure, manage and report on their carbon emissions on an annual basis. Restore may request its Suppliers to provide information on their carbon emissions in order to enable Restore, in turn, to report on and track its performance against its own carbon emissions targets.

Certifying Compliance and Reporting violations

Certifying compliance

From time to time Restore may require Suppliers to confirm in writing that they continue to comply with this Code and request evidence in support of certain of the requirements in this Code. Failure to submit that confirmation when requested may result in termination of the business relationship. Restore reserves the right to visit and audit its Suppliers periodically upon reasonable advance notice during normal business hours.

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Reporting suspected violations

To report questionable behaviour or a possible violation of this Code, you are encouraged to work with your primary Restore contact in resolving your concern. If that is not possible or appropriate, you may report the issue via Restore’s confidential and independent reporting service by telephoning 0800 915 1571 or reporting online at www.safecall.co.uk/report.

Risk-Based Assurance

Restore operates a risk-based supplier assurance model. Depending on the nature of the goods or services provided, Restore may require additional due diligence measures, including:

- completion of supplementary questionnaires;
- provision of risk assessments and method statements;
- evidence of insurance and competency;
- performance monitoring against agreed KPIs;
- site audits or compliance reviews.

Suppliers agree to cooperate with proportionate assurance activities aligned to the risk profile of the services provided.

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