

Countrywide Group Limited ('Countrywide') Supplier Code of Conduct

A. Background

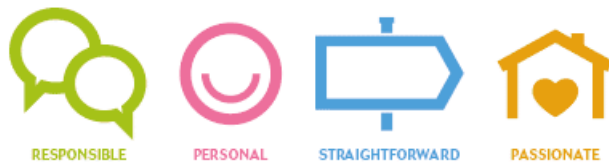
Countrywide is the UK's largest estate agency and property services group, focussed on our purpose to bring people and property together. Countrywide is committed to operating its business with high ethical standards.

This Supplier Code of Conduct ('Code') sets out Countrywide's expectations of suppliers, vendors, contractors and others with whom Countrywide conducts business (including their affiliates and sub-contractors, collectively referred to as 'Suppliers') relating to sound and responsible ethical business practices.

B. Countrywide Values

In delivering this purpose, we hold ourselves – and one another – accountable to our promise to put our values at the heart of every decision we make.

We expect our Suppliers to share the Countrywide Values and adhere to them. No excuses. No exceptions.



Responsible

We take responsibility for our actions. We do the right thing and act with integrity. We tell the truth, even if it is bad news. When we get it wrong, we say so and learn from our mistakes.

Personal

We care about our customers and about each other. We listen and take the time to understand. We treat everyone with respect.

Straightforward

We keep it simple. We deal with the complicated things so our customers don't have to. We are straightforward with our customers in order to build trust.

Passionate

We love working with property. We work hard, because what we do really matters to our customers. We work as a team and we have fun. When things go well, we celebrate our success.

We ask Suppliers to respect our Values and understand that we have made a fundamental commitment to work only with those Suppliers who demonstrate standards and values which are consistent with our own.

C. Supplier Code of Conduct

Countrywide requires all of its Suppliers to operate in accordance with this Code and the applicable Countrywide Mandatory Policies which can be found on our website at <https://www.countrywide.co.uk/notices/countrywide-mandatory-policies/> . By providing any goods or services to Countrywide, a Supplier is deemed to have acceptance of the terms of this Code and the Mandatory Policies.

All Suppliers are expected to self-monitor their compliance with this Code and to inform us of any non-compliance. We reserve the right to ask for information to assess compliance with this Code at any time, including by way of audit.

Any Suppliers not meeting this Code will be subject to measures which may include termination of any agreement in place with Countrywide.

We reserve the right to update and revise this Code at any time and from time to time as we deem necessary or appropriate.

1. Standards of conduct

Countrywide expects all its Suppliers to conduct themselves in a professional, respectful manner to our employees and customers, observing the Countrywide Values.

2. Regulations and legislation

We require our Suppliers to comply with all laws and regulations applicable to their business operations in the countries in which they operate and for our Suppliers to seek similar ethical operational commitments across their own supply chains.

3. People

a. Equal opportunities, discrimination and harassment

We expect our Suppliers to partner with us to achieve excellence in equality, diversity and inclusion and to actively support the following in their own business and their supply chain (to include employees, job applicants, customers and suppliers):

- Treat everyone with dignity and respect.
- Promote an environment free from discrimination, harassment and victimisation.
- Encourage equal job opportunities and fairness for employees and job applicants in the workplace.
- Minimise the risk of discrimination because of one or more of the nine protected characteristics under the Equality Act 2010 - age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation.

- Promote diversity by valuing differences whether, for example, because of race, age, religion or sex.
- Manage fairly the need for different working patterns, including flexible working, in a 24/7 world where Britain's working population is becoming ever-more diverse.

b. Modern slavery

Suppliers, whether or not independently required, must comply with the Modern Slavery Act 2015 and any similar laws in the countries in which they operate. Countrywide expects our Suppliers to:

- Respect workers' human rights and comply fully with all applicable laws.
- Undertake appropriate due diligence into their own supply chains and business partners;
- Ensure that any contracts with sub-contractors have similar obligations; and
- Complete the Countrywide Supplier questionnaire if requested.

c. Health and safety

Our Suppliers must provide a safe and healthy workplace for employees, customers and visitors and maintain working conditions to a high standard. Our Suppliers shall look to continuously improve standards of health and safety which will lead to the avoidance and reduction of risks. Our Suppliers must comply with all applicable occupational health and safety laws and regulations.

d. Speaking up

If you have a serious concern that something may not be consistent with this Code, please speak up. We encourage you to raise any concerns or questions you have in confidence, and we value the information that you can provide.

How to raise your concern: Generally you should first discuss the matter with senior management within your organisation, who in turn should feel confident to raise it with Countrywide senior management.

4. Business practices

a. Conflicts of interest

We want all of our business decisions to be made fairly and objectively.

A conflict of interest is any situation where the interests of Countrywide, or of our people, are in competition with those of a customer or supplier leading to a risk that a customer may be adversely affected.

We expect Suppliers to have in place and maintain policies and procedures to manage conflicts of interest and to adhere to best practice.

Suppliers should not cause any conflicts of interest for our employees or customers. Suppliers should immediately disclose to us any potential conflicts of interest such as but not limited to business

interests, personal associations, property ownership, director positions and and shareholdings so they can be dealt with.

b. Fair competition

Our Suppliers must avoid practices that may be viewed as anti-competitive, for example sharing confidential or commercially sensitive information with our competitors or other Suppliers to Countrywide.

c. Financial crime, bribery and corruption

We expect our Suppliers to have a zero-tolerance approach to financial crime, bribery and corruption in any form.

Suppliers must have in place procedures under the Bribery Act 2010 and Criminal Finance Act 2017 in order to ensure compliance with the relevant requirements and enforce them where appropriate.

Suppliers should immediately report any concerns in relation to financial crime, bribery and corruption to their Countrywide contact, or through their own company's whistle-blowing hotline.

d. Supplier entertaining, incentives and gifts

Accepting or offering gifts or personal hospitality could be seen to influence Countrywide or a third party business' actions or decisions and we want to protect our employees and our company from bribery or potential bribery.

It is important to ensure that no employee acts in any way that could create a sense of obligation by accepting gifts or personal hospitality. Recognising that this policy needs to be proportionate and adhere to applicable law, Countrywide also deems some form of small promotional gifts and certain corporate entertainment to be a legitimate part of business life.

We expect our Suppliers to:

- Respect that Countrywide employees must not receive excessive or inappropriate entertainment and may only accept gifts of modest value;
- Have appropriate controls in place so that any gifts or entertainment offered or provided comply with applicable law and are not bribes or perceived to be bribes; and
- Ensure that no offers of gifts or hospitality are made during a tender process or contract renewal period.

5. Protecting information and property

a. Personal data

Countrywide is committed to protecting the reasonable privacy expectations of everyone Countrywide does business with, including Suppliers, customers and other people and organisations, ensuring that such information is used in full compliance with applicable laws and only related to Countrywide's business.

All Suppliers must comply with applicable data protection laws and take appropriate technical and organisational security measures to safeguard Countrywide data against loss, unauthorised access or modification, whether malicious and/or accidental.

We need a small amount of information from our Suppliers to ensure that things run smoothly, such as contact details of relevant individuals at your organisation so that we can communicate and other information such as your bank details so that we can pay for the services you provide (if this is part of the contractual arrangements between us). For details on how we process your information see: <http://www.countrywide.co.uk/notices/PrivacyNotice.pdf>

b. Protecting Countrywide information

Countrywide's business information is one of our most valuable assets. Suppliers working with us must keep all non-public information confidential.

We may share confidential information which is 'inside information' and if so, you will cooperate with us as to any additional steps to be taken and comply with the applicable market abuse laws.

Suppliers must also respect Countrywide's intellectual property which includes its brands, trade marks, corporate opportunities, trade secrets and business information.

Any use of or access to any Countrywide premises, equipment, networks and systems is subject to compliance with any particular policies and requirements notified to the Supplier.

If you are unsure whether data or business information is confidential, or may be personal data, speak to your line manager in your business or your Countrywide contact before sharing or using that data.

c. Records

Suppliers must securely retain business records relating to Countrywide for the period required by its agreement with Countrywide and applicable laws.

6. Training

Countrywide also require our Suppliers to provide regular and relevant training to their staff and suppliers and providers.