



John Menzies plc 
**Third Party
 Code of Conduct**

OUR THIRD PARTY CODE OF CONDUCT

John Menzies plc and all Group subsidiary companies (the "Group") are committed to conducting business fairly, honestly, safely and in compliance with all applicable laws, regulations and ethical standards ("Legislation").

As such, we are committed to working only with customers, suppliers, contractors, sub-contractors, consultants, agents, joint venture partners and other third parties (our "Business Partners") whose business ethics and behaviours align with those of our Group. We seek to avoid doing business with individuals or organisations who do not subscribe to equivalent standards.

This Third Party Code of Conduct (the "Code") outlines the values, ethics and behaviours we expect from our Business Partners and reflects the Group's own internal Code of Conduct.

We expect our Business Partners to ensure that this Code is communicated to relevant people within their organisations and is also made available to any Business Partners they engage to undertake work for us or on our behalf.

We expect our Business Partners to confirm that relevant key management contacts have read and understood this Code and agree to follow it in all dealings with us or on our behalf.

We expect you, as our Business Partner, to share and promote our commitment to comply with the following values and standards to the extent they are applicable to our business relationship.

COMPLIANCE WITH LAWS

We expect our Business Partners to comply with both this Code and the Legislation applicable to the goods and/or services being provided in the course of our relationship. Customs or local practices must never take precedence over such Legislation or this Code. Where this Code sets a higher standard than, but does not conflict with, applicable Legislation this Code should be followed. Where applicable Legislation sets a higher standard than that Legislation should be followed.

If you find this Code conflicts with applicable Legislation, you should notify us immediately.



PEOPLE

Our People are our most highly-valued resource. We actively promote tolerance and diversity at every level of our business and, as a global organisation, aim for a workforce that is representative of the societies in which we operate. We seek to create a working environment in which inclusion and acceptance are the norm and where mutual trust and respect are encouraged.

The Group is committed to promoting human rights and ensuring it complies with all relevant Legislation. We therefore respect our employees' right to freedom of association and take a zero-tolerance approach to any form of modern slavery in our operations and supply chain, including, without limitation, human trafficking and forced or child labour.

We expect you to respect the dignity and human rights of all people and, amongst other things, ensure that:

- there is no forced or compulsory labour, human trafficking, slavery or servitude in your organisation or supply chains;
- no child is subjected to ill-treatment, exploitation or child labour by, or on behalf of, your organisation, consistent with the United Nations Convention on the Rights of the Child;
- you meet or exceed all applicable national Legislation and mandatory or generally accepted industry standards regarding working hours, overtime, wages and benefits;
- you promote an inclusive workplace and one which is free from harassment, intimidation and discrimination on the grounds of race, colour, national origin, religion, gender, age, sexual orientation, gender identity, marital status, disability or any other characteristic protected by applicable Legislation;
- abuse, in whatever form, is not tolerated;
- you recognise the right of all individuals to freedom of association and to collectively bargain in accordance with applicable Legislation; and
- you comply with all applicable Legislation governing how personal data about any individual is collected, used, managed and transferred between countries and ultimately destroyed.



INTEGRITY

We aim to deal with our Business Partners with integrity and in good faith and expect them to adhere to business ethics and behaviours that are consistent with our own. Bribery and corruption damage economic and social development, create an uneven playing field and are illegal under both local and international anti-bribery and anti-corruption Legislation. They will not be tolerated in any form within our Group, either directly or through third parties, as we strive to instil the highest ethical standards at all levels of our operations.

You must have in place effective policies and procedures which seek to prevent the following occurring:

- bribery, kickbacks, improper payments and corruption, including: (i) the offering of or giving a bribe, whether directly or indirectly, to any person or entity; (ii) requesting or receiving a bribe, whether directly or indirectly, from any person or entity; and (iii) offering or making facilitation payments to government/public officials;
- inaccurate, false or misleading reports, records or invoices being issued that could be used to hide corrupt payments;
- gifts and hospitality being offered, provided or accepted which may improperly influence, or create the appearance of improperly influencing, your business decisions or those of our Group or other third parties;
- an actual or apparent conflict of interest arising between personal and business interests, including using Group information and resources for improper gains;
- anti-competitive conduct taking place, including any form of agreement or understanding with competitors to fix prices, rig bids, divide markets, allocate customers or limit supply;
- trading in the Company's (or any other company's) shares when in the possession of inside information;
- money laundering, tax evasion or any other financial crime; and
- the breach of any applicable trade control Legislation and/or sanctions.

ASSETS

Our Group assets, both tangible and intangible and including, without limitation, trade secrets, business information and intellectual property, must only be used for legitimate business purposes and protected from loss, theft or misuse at all times. We consider confidential or commercially sensitive information an important asset and expect you to maintain the confidentiality of any business information that is entrusted to you by the Group or any of our Business Partners.

Subject always to applicable contractual requirements, we expect you as our Business Partner to:

- comply with all applicable Legislation and adopt accepted industry practice in relation to sharing, protecting and securing information, in particular confidential and commercially sensitive information;
- destroy any of our business information where there is no longer a contractual business reason or legal requirement to retain it and prevent disclosure of such information unless so authorised;
- respect the proprietary and intellectual property rights of the Group and refrain from using Group logos or branding unless such use is appropriately authorised;
- immediately report to us any security incidents, actual or potential, that impact or may impact upon Group information, systems or assets; and
- ensure that no public communications are made concerning the Group's relationship and/or business dealings with you unless we have provided the appropriate prior written authorisation.



YOUR COMPLIANCE

As our Business Partner, it is your responsibility to ensure that all those employed by you, together with Business Partners you engage to undertake work on our behalf, understand and comply with this Code. We expect you to have suitable policies and procedures in place to ensure such compliance. As our Business Partner, you undertake to ensure that the practices and principles outlined in this Code are passed on through your own supply chain and to evaluate your supply chain, as appropriate, to assess and ensure compliance with the principles in this Code.

You must notify us immediately:

- should you, or any of your Business Partners engaged to work on our behalf, fail to comply with this Code;
- should you, or any of your Business Partners engaged to work on our behalf, receive notification of any allegation of wrongdoing relating to Group business, whether in respect of this Code or otherwise; and
- upon becoming aware of any negative or adverse publicity concerning your business or any product or service you provide to us, or any event or circumstance related to you or your business that could reasonably be expected to cause negative or other adverse publicity for us.

We will not tolerate any retaliation against those who make a report in good faith for alleged wrongdoing and we expect our Business Partners to adopt a similar approach.

Any non-compliance with this Code must be effectively remedied as soon as is practicable and at no cost to our Group or our Business Partners.

Failure to adhere to this Code and/or applicable Legislation may be considered a material breach of our agreement with you and considered grounds for us to terminate our business relationship with you without compensation.

We reserve the right to monitor and audit each Business Partner's compliance with this Third Party Code of Conduct. Requests for provision of relevant information to enable us to undertake such audits must be complied with. Business Partners may also be subject to on-site audits.

The standards outlined in this Code will be periodically updated to reflect changes to applicable Legislation.

HEALTH, SAFETY, SECURITY & ENVIRONMENT

Health, Safety and Security are at the heart of our business activities and we are fully committed to protecting the environments in which we operate, recognising as we do the benefits of being a socially responsible organisation. The stringent management of these areas is embedded within our culture and the way in which we conduct our operations.

We believe that good health, safety, security and environmental ("HSSE") practices should be a collective effort and we expect you to ensure the rigorous oversight of relevant HSSE considerations through:

- seeking to protect the health and maintain the safety and security of those that work for and with you, in accordance with applicable Legislation, global HSSE regulations and accepted industry practice;
- ensuring you have effective HSSE policies and procedures in place that your employees are aware of;
- ensuring that those who work for and with you are adequately trained and provided with the necessary equipment to safely perform their role;
- recognising that those who work for and with you have a right and an obligation to stop unsafe work; and
- conducting your operations in an environmentally responsible manner and in accordance with applicable environmental Legislation and accepted industry practice.

ADDITIONAL INFORMATION

This Third Party Code of Conduct is available in additional languages at: www.johnmenziesplc.com

Any questions or notifications regarding this Third Party Code of Conduct should be directed to Group Compliance at: compliance@johnmenziesplc.com



How to contact us:

If, having read this Third Party Code of Conduct, you require further information, you should contact:

 Group Compliance
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2 Lochside Avenue
Edinburgh
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 +44 (0)131 225 8555

 compliance@johnmenziesplc.com

