

CODE OF ETHICS POLICY

1. Scope

Nitterra UK Ltd.

2. Purpose

To codify the corporate philosophy of NGK Spark Plug Co., Ltd, the holding company of Nitterra UK Ltd., which is that all employees should conduct themselves in accordance with the highest possible standards.

3. General Information

This Code of Ethics applies to all employees of Nitterra Group in Europe (The Company). The company expects its employees:

- To act in keeping with the highest standards of personal and professional integrity in all aspects of their activities.
- To comply with all applicable laws, rules and regulations.
- To deter wrongdoing and abide by all policies and procedures adopted by the company.
- To read, enforce, and adhere to this Code.

4. General Responsibilities

4.1. Unethical or Corrupt Practices

Nitterra UK Ltd. will not accept or tolerate unethical or corrupt practices by its employees, or on the part of its business partners. Nitterra UK Ltd. strictly forbids engaging in or tolerating bribery or any other form of corrupt acts.

4.2. Responsibility to Protect Assets

Each employee should safeguard the company's assets and resources to ensure their proper and effective use. Nitterra UK Ltd. will not accept or tolerate any theft or misappropriation of the company's assets or funds. Company equipment should only be used for legitimate business purposes, though incidental personal use may be permitted.

Equipment and other assets of the company shall not be used in connection with personal political activities.

The company's assets should never be used for the purpose of personal financial gain. Employees should avoid all actions and circumstances that may appear to compromise good ethical, moral or business judgment.

4.3. Fees and Gifts

Employees should never request or solicit offers for entertainment, meals, or other gratuities from Nitterra UK Ltd. business partners for personal gain. Modest gifts may be accepted with the approval of the Compliance Officer.

Business meals, as the guest of a business partner, may be accepted if they are offered voluntarily, have a legitimate business purpose, and are an integral part of the work agenda (i.e. seminar lunch, business cocktail reception, working dinner).

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Travel and overnight accommodations paid for by a business partner are not permitted. Any exception must be approved by the Chief Compliance Officer. Solicitation or acceptance of personal financial assistance of any kind from a business partner is prohibited.

For more detail, see the Anti-Bribery and Corruption (ABC) Manual - Europe.

4.4. Compliance with Laws, Regulations, Policies and Procedures

All employees are expected to understand, respect, and comply with all applicable laws, regulations, policies, and procedures. The Company is responsible for providing the employees with training opportunities necessary to understand and comply with those laws, regulations, policies and procedures that are applicable to their position.

4.5. Nondisclosure and Confidentiality

The protection of personal and confidential business information is vital to the interests and success of the company. Employees shall agree not to use or disclose any personal or confidential business information without any valid reasons and prior permission by the Company. Any employee who improperly discloses personal or confidential business information will be subject to disciplinary action, up to and including termination, even if the employee does not actually benefit from the disclosure.

4.6. Discrimination and Harassment

Nitterra UK Ltd. will not tolerate actions of unlawful discrimination, harassment or unequal treatment of its employees or business partners.

4.7. Respect

All employees and business partners are to be treated with dignity and respect. All managers should set and lead by example.

4.8. Commitments

Employees should honour commitments by following through on legitimate promises and agreements, whether or not they are legally enforceable.

4.9. Communications

All communications, negotiations, and business dealings, within the company and with external business partners, should be conducted honestly and openly.

4.10. Human Rights

We respect the rights of our employees and eliminate discrimination and harassment in employment. Furthermore, we avoid the use of forced labour, child labour and slavery.

5. Conflicts of Interest

5.1. Related Party Business Dealings

Employees must notify their line manager of any business relationships or proposed business transactions the company may have with any company in which such employee has a direct or indirect interest, or from which such associate drives a benefit.

5.2. Corporate Opportunities

Employees are prohibited from taking for himself or herself personal opportunities that are discovered through the use of company property, information, or position.

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No employee should use company property, information, or position for improper personal gain or to compete with the company directly or indirectly.

5.3. Fair Dealing

Employees should endeavour to respect the rights of and deal fairly with the company's business partners, suppliers, competitors, and other employees.

No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

5.4. Loans and other Financial Relationships

No employee shall accept a loan from a business partner of the company. Associates should not lend personal funds to a business partner of the company other than to a member of such associate's immediate family.

5.5. Investments

Employees shall not acquire a financial interest in a business partner of the company without a prior approval of the company's Board of Directors. This provision does not apply to widely held corporations and cooperatives.

5.6. Outside Employment, Directorships, and Control Relationships

Upon initial employment, employees must immediately disclose to the company, in writing, any outside employment or control relationships with another entity (including any position as a director, major shareholder, principal owner or managing member) or business relationships with any entity that competes directly or indirectly with the company.

After initial disclosure, any employment outside the company of any nature (including paid political office or employment as a poll worker) by an employee must be approved by the Directors of each legal entity prior to accepting such employment. The company will be liberal in granting approvals unless there is a potential appearance of a conflict of interest. Specific outside activities that raise conflict of interest questions include but are not limited to:

- Employment by a firm that competes in any way with the company.
- Performing any services that the company could perform in the ordinary course of business.
- Charitable and non-profit organisations are exceptions to these general requirements. However, such relationships should be disclosed, and pre- approval is required if the organisation competes directly or indirectly with the company.

6. Waivers and Modifications

A request by an employee for a waiver of or an exception to this Code, or modification or amendment thereto, shall be directed to, and shall only be granted by the Board of Directors or a designated Board committee. Any such waivers or exceptions must be in writing.

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7. Appendix

7.1 RASIC

Responsible	Accountable	Supporting	Informed	Consulted
Compliance	approver	HR and Compliance	Local entity	Director

7.2 Related policies and procedures

Related documents	
Bribery & Corruption Policy	
Competition Law Compliance Policy	
Code of Conduct Policy	
Ethics Policy	
Modern Slavery Statement	
Whistleblowing policy	
NGK Management Policy	
Discipline & Grievance Policy	

7.3 Version History

Version	Date	Author	Changes
1.0	29.3.23	Claire Lowther	Major review and updated to Niterra template