

# Corporate Compliance Policy



Corporate 004PO

Version – 2.7

Issue - Released

Date - 17/04/2023

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## 1.0 Purpose

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Ultima Topco Limited and its subsidiaries ('Ultima Group') are committed to a Corporate Compliance Policy to ensure that the Ultima Group operates within the law, behaves in an ethical and responsible way and in a manner that meets Ultima Group's own security procedures, management systems and any external standards that Ultima Group is required to adhere to.

## 2.0 Scope

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The Policy defines the requirement to comply with legislation that specifically affects Ultima Group's staff and the services it provides. This is a group-wide compliance policy.

## 3.0 Responsibilities

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- The **Board** is responsible for the policy and procedures and shall provide staff with education and training to support adherence to this Policy.
- The **Board** shall be responsible for approving this Policy and Ultima Business Solutions Limited's ("Ultima") **Head of Legal and Compliance** shall be responsible for maintaining this Policy along with relevant staff in the Ultima Group.
- The **Head of Legal and Compliance** shall be responsible for implementing and communicating this Policy to Ultima and to relevant Ultima Group managers who shall be responsible for onward dissemination to the remainder of the Ultima Group.
- Ultima Group shall have in place processes and procedures and shall supervise compliance.
- The **Head of Legal and Compliance** shall maintain the UK Legal Register as much as is reasonably possible utilising both internal and external support, where necessary. The Directors responsible for the non-UK entities shall maintain local Legal Registers where requirements vary by geographic area.
- The local Compliance Teams shall be responsible for ensuring that regular audits of the processes and procedures that implement this Policy are performed to maintain compliance and facilitate continual improvement.
- **All staff** are responsible for maintaining awareness of Ultima Group's policies and procedures applicable to their role and for complying with them. **All staff** shall also maintain awareness of the policies set out in the frameworks of Compliance streams implemented by Ultima Group.
- The **Heads of Department** in conjunction with the **People Team** shall maintain the framework that illustrates the training objectives of the business, and the training needs of staff.

## 4.0 Policy

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Ultima Group will comply with all relevant applicable laws and regulations (collectively "statutory obligations") and best practice. Ultima Group will maintain an awareness training programme as a means of effective communications to its staff pertaining to the statutory obligations and best practice is set out in section 11, 'Statutory Obligations and Best Practice'. The essence of this Policy is to work in accordance with the Ultima Group values of Respect and Integrity at all times:

- Comply with the law:
  - Ensure compliance with local law, including trade sanctions.
  - Ultima Group and its staff, subcontractors or any other of its associates shall not commit or facilitate a tax evasion offence. In order to support this, Ultima Group shall:

- ensure that appropriate tax advice is sought on a regular basis in relation to its corporate activities; and
  - ensure that staff are appropriately skilled and educated, such that its' own tax activities are compliant with law.
- Ensure staff are directed, via the Ultima Group contract of employment, to comply with the terms set out in the applicable Ultima Group employee policies and the frameworks of the management systems implemented by Ultima Group, to act appropriately and within the law.
- Treat everyone with fairness and respect:
  - Create safe, fair, and respectful working conditions.
  - Commit to acting professionally, fairly and with integrity in all our business dealings and relationships.
  - Ensure that Ultima Group acts with integrity in business dealings:
    - Escalate to management any potential conflict of interest (either ethical or legal);
    - Immediately alert management of any situation that may be considered an attempt to bribe an employee or encourage them to engage in an illegal activity; and
    - Immediately alert management if there is a belief that a fellow employee or third party is engaged in an act (or an attempt) to bribe / corrupt another employee or personnel within another organisation.
- Protect data:
  - Maintain confidentiality and security of Ultima Group's and third parties' sensitive information.
  - Treat all Information Assets in accordance with the ISMS and relevant contractual obligations.
  - Ensure that the use of assets, implemented or operated by Ultima Group, has been properly authorised.
  - Treat all personal information as confidential and to not disclose it without written consent of relevant data subjects, in accordance with the law.
  - Retain data in accordance with the relevant retention policy and relevant contractual obligations.
- Protect Ultima Group:
  - Protect group assets including Intellectual Property, business equipment, cash and other financial assets.
  - Observe and respect Intellectual Property Rights pertaining to Ultima Group and third parties.
  - Comply with the terms of software licences.
  - Adhere to Ultima Group management systems.
  - Immediately alert management of any perceived threats or vulnerabilities within Ultima Group.
- Social Responsibility:
  - Require new suppliers (including subcontractors) to agree to a Supplier code of conduct which shall include a commitment to adhere to current UK law and regulations or to provide their code of conduct which shall be reviewed for adequacy.
  - Act in a sustainable manner in compliance with the ESG Policy.
  - Have the expectation of suppliers and customers to adhere to similar standards as those of the Ultima Group.
  - Co-operate appropriately with Ultima Group management and external recognised authorities during investigations.

## Executive Approval

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UD UD (Apr 17, 2023 09:56 GMT+1)

Scott Dodds, Director

Apr 17, 2023

Date

## 5.0 Reporting Incidents

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All staff are responsible for reporting incidents, events, weaknesses, or concerns. Incidents, including breaches of this Policy, shall be reported by the fastest possible and most appropriate means initially in line with the relevant local Management System by an email to [Incidents@Ultima.com](mailto:Incidents@Ultima.com) or [Infosec@justaftermidnight.io](mailto:Infosec@justaftermidnight.io) as appropriate. Incidents or concerns may also be reported in confidence. Failure to report an incident may be considered a breach of this Policy.

## 6.0 Consequences of Non-Compliance

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Any breaches of this Policy and supporting policies may be subject to a formal investigation. Where proven, failure to comply shall result in disciplinary action being taken against individuals determined to be responsible for the breach under Ultima Group's local Disciplinary Process, up to and including summary dismissal for gross misconduct. Ultima Group may also initiate legal action or refer the breach to relevant law enforcement authorities where warranted. Non-compliance by contracted third parties or their employees may result in termination of the supplier's contract and/or legal action.

## 7.0 Audit

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Audit spot checks and automated monitoring may be conducted to ensure this Policy is complied with. Any non-compliance shall be reported to the Board in the first instance to initiate investigation of any incident. Reports of the findings, initial remediation steps and follow up actions taken, as well as recommendations for improvements, shall be reported to the Board.

## 8.0 Information Classification

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This policy is defined as a public document.

## 9.0 Review and Maintenance

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This *Corporate 004PO* shall be reviewed annually, or after significant change to ensure it remains effective and fit for purpose.

## 10.0 Exceptions

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Where an Ultima Group policy requirement cannot be met for any reason, a formal request for exception shall be submitted in writing via the local Ultima Group compliance team for approval by the Board. Failure to obtain an exception approval will be considered a breach of this Policy.

## 11.0 Statutory obligations and best practice

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Key UK statutory obligations and best practice relevant to this policy include, but are not limited to:

- Bribery Act 2010;
- Computer Misuse Act 1990;
- Copyright, Patents and Designs Act 1988;
- Companies Act 2006;
- Criminal Finances Act 2017;
- Data Protection Act 2018;
- Employment Act 2008;
- Equality Act 2010;
- Finance Act, prevailing;
- Freedom of Information Act 2000;
- Health & Safety at Work Act 1974;
- Human Rights Act 1998;
- Modern Slavery Act 2015;
- Pension Schemes Act 2015;
- Privacy and Electronic Communications Regulations 2003;
- Regulation of Investigatory Powers Act 2000;
- Telecommunications (Lawful Business Practice) (Interception of Communications) Regulations 2000;
- Working Time Regulations 1988;
- WEEE Regulations 2013;
- Other relevant legislation set out in the Legal Register.

Key non-UK statutory obligations and best practice relevant to this policy include, but are not limited to:

- Conformance to the policies, relevant processes, and work instructions, set out in the relevant Ultima Group's certified Management Systems.

Key statutory obligations and best practice for all geographic locations of Just After Midnight Limited Group relevant to this policy include, but are not limited to:

- Relevant legislation set out in the Just After Midnight Business Management System ISO 27001 dated on or after 9 August 2022.

## 12.0 Awareness training

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Ultima Group will maintain an Awareness Training programme which shall be applicable for all staff. Some components of the Awareness Training will be communicated at the outset of employment with other components being included on an annual or *ad hoc* basis as a means to remind staff of statutory obligations, compliance requirements and to set expectations concerning conduct and business ethics.

## 13.0 Related Documents

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- Ultima Group company policies published on the website and or intranet
- Data Protection Policy
- People Policies
- Local Management System Policies
- Legal Register
- Signed contract of employment

## 14.0 Document Control

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### 14.1 Authority

Signatory	Name	Role	Organisation
Author	Jennifer Hall	Head of Legal and Compliance	Ultima
Owner	Jennifer Hall	Head of Legal and Compliance	Ultima
Executive Sponsor	Scott Dodds	CEO	Ultima

### 14.2 Identity

Issue Type	Released
Date Issued	17/04/2023
Version	2.7
Title	Corporate Compliance Policy - Corporate 004PO

### 14.3 Revision History

Version	Date	Status	Comment
1.0	29/11/2013	Released	New document revision
2.0	10/07/2014	Released	Review of effectiveness, simplification Transcription to new corporate template

2.1	08/06/2015	Released	Review section updated to include mechanism for dissemination of revised versions
2.2	26/07/2016	Released	Update to new format
2.3	27/07/2016	Released	Reference to Modern Slavery Act 2015 and inclusion of reference to EU GDPR
2.4	17/11/2017	Released	Updated to new format Reviewed for effectiveness, simplified throughout and Update to new corporate template Reference to GDPR altered to Relevant Data Protection legislation
2.5	01/04/2020	Revised	Updated legal references and reviewed for effectiveness and brevity. Amended reference to Employee Handbook
2.6	15/07/2021	Revised	Reviewed for effectiveness and inclusion of Criminal Corporate Offenses Policy.
2.7	17/04/2023	Revised	Reviewed for effectiveness, updated document references and included wording appropriate for a group policy.



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