



Code of Conduct

Rev02, February 2025

TrojanEnergy



Ian Mackenzie
CEO

Dear employees, suppliers, contractors and business partners,

At Trojan Energy (the **Company**), we take great pride in the way we conduct our business and our contributions to the communities in which we live and work. We also take great pride in our culture of integrity and high ethical standards which are central to how we do business. Trojan Energy employs many exceptional people to support our operations in the UK.

Our Code of Conduct (the **Code**) explains the core standards and policies under which we conduct our business. It describes how we should conduct ourselves in the workplace and in the wider market and recognises our commitment to the environment and communities in which we operate. It also describes how each of us should handle various legal and ethical matters.

Our suppliers, contractors and business partners are also required to comply with the Code.

Please take the time to read this document, understand it and use it to guide you in your work. This will help us ensure all our actions are in the best interests of our organisation and our customers. If you have any questions about the Code and its application, you should speak to your line manager in the first instance.

I also urge you to raise concerns and report any situations where you believe the Code may have been breached. Retaliation against anyone who speaks up will not be tolerated.

Our behaviour defines our reputation. I am confident that together we will ensure we continue to meet the high standards expected of a leading member of the business community in Scotland and the UK.

You have my assurance that I will follow the Code of Conduct - I ask for your personal commitment to do so as well.



Our business values

We are committed to achieving our business goals in an open, honest, ethical and principled way. Doing business with integrity is embedded in our culture and we always seek to do the right thing in line with our Company values.



We strive to do business with customers, suppliers and stakeholders who operate ethically and align with our values, and we are committed to complying with all applicable laws and regulations.

Our commitments

We will hold everyone to the same standards of behaviour, regardless of their position within the organisation.

We will provide policies, training and resources to guide the organisation and our employees.

We will enable a culture where people feel comfortable to ask questions, speak up and report concerns.

We will listen to concerns that may be raised and act on them in a fair and timely manner.

We will ensure there is no retaliation for raising concerns.

Our Code of Conduct

This **Code of Conduct** aims to help you understand and follow the basic ethics and compliance rules that apply to your role. It also provides guidance on when and how to raise questions or concerns. It applies to every member of the Trojan Energy team.

The Code reflects our commitment to act ethically and legally. It does not describe every law and policy that might apply to every situation, and you must follow any additional Company policies that apply to you.

You are responsible for reading and complying with the Code and performing your work ethically. If you are an employee and you breach the Code or other policies, you may be subject to disciplinary action, including dismissal. If you are a supplier, contractor or business partner, we may cease to carry on our relationship with you. We also may refer serious matters to public authorities for possible prosecution.

You should raise questions about the Code with your line manager or the Head of Legal. It is usually best to raise questions about specific situations as they arise and before taking action that potentially might breach any applicable law, this Code or another Company policy.

The Code is not an employment contract. It is subject to, and does not change the terms of, any existing employment contract.

The Company's board of directors is responsible for the final interpretation of the Code, and may revise the Code at any time.

Your responsibilities

You must:

- read this Code of Conduct and understand how it applies to your role;
- follow the compliance and ethics rules described in the Code;
- ask questions if you are not sure how the Code applies to a particular situation or decision that you are facing; and
- report any breaches or suspected breaches you believe may have occurred.

By reading and following the Code, raising questions and reporting any illegal or unethical conduct, you are helping us to abide by our high ethical standards and our commitment to comply with the law.

If you manage a person or a team of people, you must also:

- demonstrate ethical behaviour and decision-making;
- make sure the people you manage are aware of the existence of this Code and understand their responsibilities under it;
- exercise proper oversight of business activities;
- ensure your team members complete all required ethics and compliance training;
- be approachable and open to team members and colleagues reporting concerns;
- listen to and act promptly on reports of concerns; and
- never retaliate against someone for reporting a concern.

Reporting concerns

We investigate suspected breaches of the Code promptly and take appropriate remedial actions when breaches are discovered. This is important to protect staff, preserve our reputation, and avoid legal exposure.

If you know or suspect anyone has breached the Code or otherwise acted unethically or illegally, it is important that you report your concerns promptly to your line manager, the Chief Executive Officer or via the Compliance Reporting email address at compliance@trojan.energy.

It is important to report breaches regardless of the identity or position of the person involved.

We prefer you to identify yourself if you report a suspected breach. However, we recognise that in some cases you may feel it necessary to remain anonymous. Should we receive a report, the person(s) informed will not disclose the identity of anyone who reports a suspected breach or who participates in a related investigation unless:

- the person submitting the report authorises disclosure;
- disclosure is required by law; or
- disclosure is necessary to properly investigate the matter.

Retaliation in any form against an individual who sincerely believes a breach of the Code or law may have occurred and reports it, even if the report is mistaken, or who assists in the investigation of a reported breach, is itself a breach of the Code. Any member of staff responsible for any such retaliation will be subject to disciplinary action, including dismissal.

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01

Anti-bribery & Corruption

01 Anti-bribery & Corruption

Bribery and corruption remain major issues in world trade, despite the many dedicated efforts to prevent them. These issues are very damaging when they occur and can (among other things):

- divert money and other resources from those who need them most;
- hinder economic and social development;
- damage business, not least by increasing the cost of goods and services.

Bribes can include cash payments, gifts, favours, any item or service of value, or any other benefit or financial advantage.

Bribery can occur when anyone authorises, offers, solicits, gives, receives or accepts anything of value, or any financial or other advantage, in exchange for favourable treatment or improper performance of a function or activity by a company, government authority, official, employee or private individual.

Most countries have laws prohibiting bribery and corruption. Many of these laws apply even when the wrongful conduct is committed outside the country's own borders and/or by citizens of other countries (for example the UK Bribery Act 2010 and the US Foreign Corrupt Practices Act 1977).

Breaking anti-bribery and corruption laws usually carries criminal penalties, including large fines and prison sentences.

Our position on bribery and corruption is simple: we conduct our business in accordance with the highest legal and ethical standards. We will not be party to corruption or bribery in any form. Such acts would damage our reputation and expose us, and our staff and representatives, to the risk of fines and imprisonment. We take a zero-tolerance approach to bribery and corruption by our people and our third party representatives.

In our business, we must pay particular attention to:

- gifts and hospitality;

- interaction with public officials;
- facilitation or 'grease' payments to public officials;
- use of agents and intermediaries (for example third parties engaged to provide services for or on behalf of the Company, or represent our interests); and,
- charitable and political donations.

Among other things, we must:

- avoid making or receiving any improper payments directly (such as payments to or from another commercial party, customer or their representative, or a government employee or official);
- not make any such payments indirectly (such as payments made through an agent or intermediary or to a charity or political cause);
- keep accurate books and records so that any payments are honestly described and not used for unlawful purposes;
- conduct appropriate due diligence on agents, intermediaries, partner organisations and other key contractual parties;
- comply with our policies, including by attending all required training and seeking approval for all gifts and hospitality given or received as set out in our [Gifts & Hospitality Policy](#);
- not only avoid bribery, but also protect our reputation by avoiding the appearance of bribery (for example in connection with gifts and hospitality, or charitable and political donations);
- speak out if we discover anything corrupt or otherwise improper occurring in relation to our business by reporting it to your line manager, the Chief Executive Officer or via the Compliance Reporting email address at compliance@trojan.energy.

Our [Anti-Bribery & Corruption Policy](#) and our [Gifts & Hospitality Policy](#) each set out in more detail the standards we adhere to and what we expect of our people, including how to report a concern.



02

Competition & Anti-trust

02 Competition & Anti-trust

We are strong but fair competitors. We compete with integrity and in compliance with competition and antitrust laws. Those laws are designed to protect businesses and consumers from anti-competitive behaviour and to safeguard effective competition.

Competition and antitrust laws prohibit 'restraints of trade', including certain types of agreements or conduct involving competitors, customers or suppliers, or even a single company with a dominant market position.

The following are examples of potentially illegal conduct.

- competitors agreeing or taking joint actions regarding:
 - prices, terms, or bids;
 - product or territory allocations or divisions;
 - selection of customers or suppliers; or
 - limits on production, inventory or research and development.
- prohibiting suppliers and their customers or licensees generally to agree on the prices at which goods or services will be resold;
- dominant companies taking actions that appear to be efforts to control a market, for example:
 - tying or requiring bundling of separate products;
 - unfairly terminating dealers, distributors, or suppliers;
 - discriminating on price;
 - selling below cost (predatory pricing);
 - imposing overly restrictive exclusive dealing arrangements.
- employing unfair or deceptive trade practices or methods of competition, for example:

- misleading advertising;
- disparaging a competitor's product;
- harassing a competitor;
- stealing trade secrets or other confidential business information.

There may be legitimate reasons and occasions for interacting with competitors such as trade association involvement, benchmarking, joint ventures, gathering competitive intelligence, and certain joint activities such as lobbying and legal enforcements. However, these interactions carry an inherent risk under competition law.

Enforcement action can be taken against any business, regardless of size and geographic scope, and businesses found in breach can be subject to substantial fines or, in some cases, individuals sentenced to prison.

The Competition and Markets Authority is empowered to conduct surprise inspections (known as dawn raids) when it suspects competition law violations. It may enter our offices, or even your home, to examine and take copies of business records; seal our offices and records; interview employees; and take notes about facts or documents relating to the subject matter and purpose of the inspection.

We are committed to complying with competition law.



03

Conflicts

03 Conflicts

We are all expected to act in the best interests of the organisation.

A conflict of interest can arise when an individual's personal, financial or other interests interfere with the interests of the organisation. Even the appearance of a conflict is inappropriate and can damage the organisation and its reputation. Activities of relatives and close associates can also cause conflicts of interest.

Conflicts take many different forms, but they often involve:

- outside employment;
- interests in other businesses;
- commercial opportunities; and
- family and close personal relationships.

These scenarios are described in more detail below. This is not a definitive list of every situation in which a conflict can arise. If you have a sense of 'conflicting loyalties' or other people might reasonably perceive that you have conflicting loyalties, there may be a conflict of interest that should be resolved.

Many actual or potential conflicts of interest can be resolved in an acceptable way for both the individual and the organisation, but they should always be brought to our attention.

Outside employment

You must not engage in any freelance, consulting or employed activity that will or may:

- adversely affect the quality or quantity of your work for the organisation;
- compete with one of our businesses;

- advance the interests of a supplier, customer or competitor over the interests of the organisation;
- give the impression that we sponsor or support your outside employment or work with another organisation;
- harm our reputation; or
- make use of or interfere with the organisation's time, facilities, resources, or supplies.

To avoid the possibility of a conflict arising, you must seek approval before taking any second job, directorship or consulting opportunity.

Interests in other businesses

Investing in or lending money to a competitor is a conflict of interest. So too is having a financial or managerial interest in any competitor, customer or supplier you deal with in your job—whether you deal with them directly or via anyone you manage.

There is also the risk of a conflict (or appearance of a conflict) if your spouse, domestic partner, or other close family member works for, consults with, or otherwise has a financial interest in one of our competitors or a customer or supplier. You must disclose any such interest to your line manager or the HR department who will then consult with the business to make sure there is no appearance of improper communication or conflicted loyalty.

Commercial opportunities

You must not use your position within the organisation for personal benefit or to benefit relatives or close associates.

In particular, you must not take personal advantage of:

- the organisation's property or time;
- an opportunity that you discover through your position; and/or

- information about the organisation that is not in the public domain—as well as being a potential conflict of interest, this could also amount to insider dealing/trading, which is a criminal offence.

Family and close personal relationships

You must not supervise or make employment or contracting decisions involving a relative or someone with whom you have a close personal relationship. Even if there is no actual conflict of interests, it is likely to create the perception of a conflict.

You may not directly or indirectly participate in decisions regarding the hiring, retention, promotion, contractual engagement, compensation or any other employment terms and conditions of:

- your spouse or domestic partner;
- immediate family members; or
- any person with whom you have a close personal relationship.

Close personal relationship includes other relationships (relatives, friends, romantic relationships or significant others) that could influence your objectivity, or appear to do so.

We do not prohibit the employment of relatives or relationships between colleagues as long as they do not impact business operations. However, it is important to ensure the individuals concerned are not and do not appear to be influenced by the close personal relationship.

Directors

Directors of the Company are subject to specific conflict of interest considerations as set out in the Companies Act 2006. More detail about the responsibilities of Company directors as they relate to conflicts are set out in the [Conflict of Interest Policy](#).

What to do in a conflict situation

If you think that you might have a conflict of interest (or if you think it could appear to others that you have a conflict), you should discuss the situation with your line manager or the HR department. They will consult with the business as required and provide guidance on how the actual or perceived conflict should be dealt with.



04

Human Rights

04 Human Rights

We are committed to supporting and respecting all internationally recognised human rights. We also seek to ensure we are not complicit in human rights abuses by any other person, organisation or government.

We aim to ensure that where applicable national laws differ from international human rights standards or our own policies and procedures we will, so far as possible, follow the higher standard.

We expect all our staff, contractors, suppliers and other business partners to join us in our commitment to respect human rights. Any actual or potential violation of human rights caused or contributed to by our activities or business relationships must be reported as soon as possible.

The Company has policies in place that incorporate human rights issues (such as our [Modern Slavery & Human Trafficking Policy](#) and our [Equity, Diversity & Inclusion Policy](#)), and we aim to ensure that all our policies and procedures both convey a coherent message to those they apply to and reflect our stated commitment to support and respect human rights.



05

Data Privacy & Information Security

05 Data Privacy & Information Security

We are committed to protecting the privacy and security of personal data relating to our employees, customers, suppliers and business partners, and to complying with all laws that regulate how we handle such information. Failure to do so may impact our reputation and could result in severe civil penalties being imposed on the organisation and our staff.

What is personal data?

Personal data is any information relating to an identified or identifiable individual, such as:

- full name (first and last names together);
- ID number (e.g. passport or driving licence number);
- phone number or email address;
- photograph;
- employee or National Insurance numbers;
- IP address; or
- CCTV images of individuals.

Special category personal data is data that is considered to be particularly sensitive, specifically:

- personal data revealing racial or ethnic origin, political opinions, religious or philosophical beliefs, or trade union membership;
- genetic data;
- biometric data (where used for identification purposes); or
- data concerning health, sex life or sexual orientation.

This is sometimes called sensitive personal data and it receives a higher level of protection under data protection laws.

In the course of our business, we may collect, hold and use (process) personal data (including special category data) relating to our customers, suppliers, employees, applicants for employment, and shareholders.

Data protection principles

The following principles are enshrined in data protection law:

Data protection principle	What does this mean?
Lawfulness, fairness and transparency	Personal data must be processed lawfully, fairly and in a transparent manner.
Purpose limitation	Personal data must be collected for specific and legitimate purposes and not used in a way that is incompatible with those purposes.
Data minimisation	We must not collect or use more personal data than is necessary.
Accuracy	Personal data must be accurate and kept up to date.
Storage limitation	Personal data must not be kept for longer than is necessary (in the context of why it was collected).
Integrity and confidentiality	Personal data must be processed in a way that ensures appropriate security, including protection against unauthorised or unlawful processing, accidental loss, destruction or damage.

Our expectations

We want to create an environment of confidence and trust that encourages people to share their personal data with us as appropriate for our business needs. This allows us to better understand their needs and provide them with high quality product and services.

To do this, we must all:

- comply with applicable laws and Company policies relating to the protection and use of personal data;
- not collect, process, disclose or store personal data unless we have a lawful ground for doing so under data protection laws, and any necessary notices have been provided to the relevant individuals; and,
- carefully follow Company policies, and other protections related to properly classifying, collecting, processing, using, disclosing, storing, transferring, and deleting personal information, including our [Privacy Notice](#).

Information security

All employees are collectively and individually responsible for information security. This involves knowing and following all relevant policies and procedures designed to protect Trojan Energy's information.

All employees are expected to:

- keep user IDs and passwords confidential and not share them with others or write them down;
- ensure that computers and other electronic devices are kept physically safe and password protected, and that those passwords are changed on a regular basis;
- be careful to avoid downloading or installing software from the Internet;
- lock their computer and other electronic devices when not in use;
- report any attempts to gain access to or corrupt our systems;

- read and follow any Company communications and guidance for safeguarding information;
- not load personal or unauthorised software on Company computers, mobile devices, tablets or other electronic equipment;
- keep desk and work areas clear of sensitive information;
- only send confidential or restricted information when authorised to do so and with appropriate safeguards in place to protect that information.

If your job involves access to personal information and/or sensitive personal information, ensure you know and comply with all applicable policies and laws for that information, including our Privacy Policy.

If you have any questions or concerns about information security, contact the Technical department.



06

Social Media & AI

06 Social Media & AI

Social Media

Social media platforms and services are valuable tools to help us strengthen our brands, promote our products and services, and build relationships with our customers and prospects. They allow us to promote communication, discussion and the sharing of information.

The term 'social media' is used within this Code to describe dynamic and socially interactive networked information and communication technologies by which personal information, opinions or other content can be presented for public consumption on the Internet.

This includes social networks or platforms, community sites, blogs, microblogging sites, wikis, web forums, social bookmarking services and user rating services. Examples include *Facebook*, *LinkedIn*, *YouTube*, *Instagram* and *X*.

Social media is a form of communication and you should treat it exactly as you would any other communication medium. Be responsible, diligent, and careful. If in doubt, don't say it or write it.

When using social media, you must:

- exercise personal integrity, professionalism and responsibility;
- respect our intellectual property rights and those of third parties;
- only represent or speak on behalf of the organisation if you have authority to do so; and
- not share confidential information or other protected information.

These precautions apply to the use of social media in a professional capacity. They also apply to your personal use when you:

- identify yourself as an employee of the organisation;

- post about our businesses, products, services or competitors; or
- discuss or connect with other employees or our authors, editors, customers, agents, suppliers or other partners.

Please refer to our [Social Media Policy](#) for further information.

Artificial Intelligence

Trojan Energy recognises the potential of artificial intelligence (**AI**) to transform the way we work and improve the **products and services** we provide.

We are committed to ensuring we use AI in a secure and responsible way, respecting privacy, confidentiality and third party rights. This includes any AI used by third parties on our behalf.

As part of our responsible AI approach, we are guided by the following principles:

- consider the real-world impact of any AI that we may use or develop;
- take action to prevent the creation or reinforcement of unfair bias;
- can explain how the AI we use works;
- create accountability through human oversight; and
- respect privacy and champion robust data governance.

AI is a field that evolves continually, at unprecedented speed and scale. These principles will develop over time, based on internal and external feedback as well as industry and legislative trends, and may be further supported by more detailed Company policies.

If you require any further information, or you have concerns regarding our use of AI, please contact the Technical department.



07

Sanctions & Tax Evasion

07 Sanctions & Tax Evasion

International Sanctions

International financial sanctions laws impose restrictions on our ability to do business with certain individuals and entities, as well as potentially entire regimes and countries.

These laws help support governments' foreign policy objectives, including such priorities as promoting national security interests, fighting terrorism, preventing proliferation of weapons of mass destruction, and advancing human rights and the rule of law.

We are committed to complying with all applicable financial sanctions laws. Failure to do so may impact Trojan Energy's reputation and could result in severe criminal and civil penalties being imposed on the organisation and our employees.

Anti-Facilitation of Tax Evasion

Trojan Energy has a zero tolerance towards the criminal facilitation of tax evasion. We are committed to:

- rejecting the facilitation of tax evasion; and
- not recommending the services of others who do not have reasonable prevention procedures in place.

Tax evasion is the illegal non-payment or under-payment of taxes. It is usually perpetrated by not declaring or falsely declaring taxes due to the relevant tax authority. Tax evasion is a criminal offence. It can be committed by an individual (for example in relation to income tax or VAT), or by a legal entity (for example in relation to corporation tax).

Involvement in the criminal facilitation of tax evasion exposes the Company and the person facilitating the evasion to a criminal offence. It will also

damage our reputation and the confidence of our customers, contractors, suppliers and business partners.

The Criminal Finances Act 2017 (CFA 2017) came into force in the UK on 30 September 2017. It introduced a corporate offence of failure to prevent the criminal facilitation of tax evasion.

This corporate offence can be committed regardless of whether the tax evaded is owed in the UK or in a foreign country. There is only one defence: when the tax evasion facilitation offence was committed, Trojan Energy had reasonable prevention procedures in place.

Our prevention procedures are set out in our [Anti-Facilitation of Tax Evasion Policy](#).

We expect all our staff, contractors, suppliers and other business partners to join us in our commitment not to facilitate tax evasion.



08

Risk Management

08 Risk Management

Risk is part of everything we do. Managing risk improves the way we deliver our business and plays a key role in helping us achieve our strategic objectives and avoid unwelcome surprises. Good risk management should be an integral part of everyday business.

Risk is not easily defined but generally it is the possibility of an adverse or unwelcome outcome. This could be a financial loss but it could also be something less quantifiable, such as damage to Trojan Energy's reputation.

Risk management is not about avoiding risk or being risk averse (it is often said that the reward for risk is profit), nor should it be performed simply as a tick box compliance activity. We encourage innovation and the taking of considered risks as ways to improve our business. This involves:

- creating a no-blame risk environment;
- implementing a standard approach to risk management across the organisation;
- ensuring that key risks are visible, are owned by the right person and are actively addressed, by recording this information in a risk register;
- integrating risk management into our business processes including finances, procurement, human resources, strategy, key decision making processes and major change initiatives;
- ensuring all managers have a good understanding and awareness of risk management;
- communicating clear messages so that everyone understands the role they have to play in identifying and managing risks; and
- encouraging and supporting staff in identifying risks in their everyday business and proactively dealing with those risks.

If you require further guidance about risk management or you have identified a risk that you wish to report, please contact your line manager or the QHSE department.



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