

1 ANNEX A – PRA’S CODES OF BUSINESS AND ETHICS

PRA is committed to providing services in the most ethical, meaningful, and practical way. In this respect our principles of business expected to be followed by all employees, sub consultants and contractors are:

1.1 CONFIDENTIALITY

- 1) We are committed to maintaining the highest degree of integrity in all our dealings with potential, current and past clients, both in terms of normal commercial confidentiality, and the protection of all personal information received in the course of providing the business services concerned. We extend the same standards to all our customers, suppliers, and associates.

1.2 ETHICS

- 2) We always conduct our own services honestly and honourably and expect our clients and suppliers to do the same. Our advice, strategic assistance and the methods imparted through our training, take proper account of ethical considerations, together with the protection and enhancement of the moral position of our clients and suppliers.

1.3 CHILD AND FORCED LABOUR

- 3) PRA is committed to the elimination of all forms of forced and compulsory labour and to the international effort to abolish child labour. No Employee, sub consultant or contractor of PRA may hire child or forced labour on behalf of PRA.

1.4 BRIBERY AND CORRUPTION

- 4) PRA supports governmental efforts to combat bribery and corruption. PRA will not make, offer, or promise to make a payment or transfer anything of value, including a provision of any service, gift, favour, or entertainment to government personnel or other officials for the purpose of improperly obtaining or retaining business, or for any other improper purpose or business advantage. We require similar of all our sub-contractors and Advisors.

1.5 ENVIRONMENTAL HEALTH & SAFETY SUSTAINABILITY RISK

- 5) We advise on environmental health and safety and sustainability risk, so it is vital that we conduct our services in the safest and most practical manner with respect to minimising environmental health safety impacts from our direct activities and advise our Client in a similar manner.

1.6 DUTY OF CARE

- 6) Our actions and advice will always conform to relevant law, and we believe that all businesses and organizations, including this consultancy, should avoid causing any adverse effect on the human rights of people in the organizations we deal with, the local and wider environments, and the well-being of society at large.

1.7 CONFLICT OF INTEREST

- 7) Due to the sensitive nature of our particular consultancy services, we strive to identify any potential conflicts at the outset of any Project. Any potential conflicts are clearly communicated with our Clients prior to commitments being made and appropriate decisions made in reference to these communications.

1.8 CONTRACTS

- 8) Our contract will usually be in the form of a detailed proposal, including aims, activities, costs, timescales, and deliverables. The quality of our service and the value of our support provide the only true basis for continuity. We always try to meet our clients' contractual requirements, and particularly for situations where an external funding provider requires more official parameters and controls.

1.9 FEES

- 9) Our fees are always competitive for what we provide, which is high quality, tailored, specialised service. As such we do not generally offer arbitrary discounts; generally, a reduction in price is only enabled by reducing the level or extent of services to be delivered. That said, we always try to propose solutions which accommodate our clients'

available budgets and timescales. Wherever possible we agree our fees and basis of charges clearly in advance, so that we and our clients can plan reliably for what lies ahead, and how it is to be achieved and financially justified.

1.10 PAYMENT

- 10) We aim to be as flexible as possible in the way that our services are charged. Some clients prefer fixed project fees; others are happier with retainers, and we try to fit in with what will be best for the client. We make no attempt to charge interest on late payments unless as a last resort, so we expect payments to be made when agreed. Our terms are generally net 14 days in arrears.

1.11 INTELLECTUAL PROPERTY AND MORAL RIGHTS

- 11) We retain the moral rights in, and ownership of, all intellectual property that we create unless agreed otherwise in advance with our clients. In return we respect the moral and intellectual copyright vested in our clients' intellectual property.

1.12 QUALITY ASSURANCE

- 12) We maintain the quality of what we do through constant ongoing review with our clients, of all aims, activities, outcomes, and the cost-effectiveness of every activity. We encourage regular review meetings and provide regular progress reports.

1.13 PROFESSIONAL CONDUCT

- 13) We conduct all of our activities professionally and with integrity. We take great care to be completely objective in our judgement and any recommendations that we give, so that issues are never influenced by anything other than the best and proper interests of our clients.

1.14 IT DATA SYSTEMS SECURITY COMPLIANCE

- 14) PRA has a separate IT Data Systems Security Compliance policy in relation to its Employees, Associates/ Consultants/ Advisors are required to conduct their operations and activities in such a manner that they do not constitute a security risk to PRA and our Clients' intellectual property and data.
- 15) Our Data Systems Security Compliance Policy establishes our commitment to manage our engagement with any and all external parties correctly and securely. We will treat the information of all our customers, stakeholders, employees and other interested parties with the utmost care and confidentiality and ensure that any consultant /advisor we engage does the same.
- 16) Please see our IT Data Systems Security Compliance Policy for more information

1.15 USE OF EQUIPMENT

- 17) All employees are expected to safeguard our property from loss or theft. Our property includes confidential information, trade secrets, intellectual property, software, computers, office equipment, and supplies. All property is expected to be appropriately secured and controlled to prevent its unauthorized use. Use of our computers or communications systems to access or distribute personal and/or non-PRA business related information, data, or graphics is discouraged unless kept to a minimum. All electronic information transmitted, received, or contained in any of our information or data systems is our property.

1.16 SECURITIES TRADING

- 18) In the course of Projects PRA may become aware of material information about other companies that has not been made public. The use of such "inside information" for financial or other benefit is not only unethical, but also may be violation of strict laws against "insider trading" in securities. PRA requires that all our employees and Advisors, if such information becomes known, cannot buy, or sell a security or any related securities.

1.17 POLITICAL CONTRIBUTIONS

- 19) No PRA funds are given directly to political candidates. Employees are, however, free to engage in political activity with their own resources in their own time.

1.18 EQUALITY AND DISCRIMINATION

- 20) We are committed to diversity and to equal opportunity in all aspects of employment. We seek to provide a work environment where all employees have the opportunity to reach their full potential and contribute to PRA's success. Our objective is for the diversity of our employees to reflect the diversity of the communities in which we do business, and for PRA to respect the customs and cultures of those communities.
- 21) We always strive to be fair and objective in our advice and actions, and we are never influenced in our decisions, actions, or recommendations by issues of gender, race, creed, colour, age, or personal disability
- 22) We commit to:
- ↻ Recruit, hire, train and promote on the basis of equal opportunity
 - ↻ Provide a workplace free of discrimination
 - ↻ Provide a workplace free of harassment
 - ↻ Foster a workplace with access to opportunities
 - ↻ Treat each other with respect and dignity.

1.19 NO RETALIATION

- 23) PRA will not tolerate retaliation in any manner against anyone for raising issues and concerns honestly. Additionally, it is unacceptable for anyone to make an allegation of misconduct knowing that it is not accurate. PRA will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employees with respect to good faith reporting of complaints.