

PRO ENVIRO LIMITED

Code of Ethics

Energy Engineering, Sustainability and Decarbonisation Consultancy

1. Introduction

Pro Enviro Limited is built on the conviction that how we do business matters as much as what we do. Our purpose - to accelerate the transition to a net-zero, nature-positive and equitable economy - can only be achieved if every member of our team conducts themselves with honesty, respect and integrity in every interaction, every day.

This Code of Ethics ('the Code') sets out the ethical standards and behaviours that Pro Enviro Limited expects of all individuals acting on its behalf - employees, directors, contractors and any other representative of the Company. It is not an exhaustive list of rules; it is a framework for sound judgement. Where this Code does not cover a specific situation, we ask every individual to apply a simple test: would I be comfortable if this action were reported on the front page of a newspaper, or discussed openly with my colleagues, clients or family? If not, do not do it - seek guidance instead.

This Code should be read alongside the Company's Environmental, Social and Governance (ESG) Policy and Sustainability Strategy, which together articulate our broader commitments to society and the environment. Where this Code refers to specific environmental targets, certifications or dates, the ESG Policy is the authoritative source and shall prevail in the event of any inconsistency. The Code is approved by the Board of Directors and applies with immediate effect from the date of approval.

1.1 Scope and Application

This Code applies to:

- All employees of Pro Enviro Limited, regardless of seniority, role or location.
- All directors and members of the Board.
- All contractors, consultants and freelancers engaged by the Company.
- All suppliers and business partners when acting on behalf of or in connection with Pro Enviro Limited.
- Any other individual or organisation acting as an agent or representative of the Company.

Where a contractor or supplier's own code of conduct conflicts with this Code, the higher standard shall prevail. Any individual who is uncertain which standard is higher should seek guidance from the Director (Sustainability Lead) or the Managing Director.

2. Our Values

Our values define who we are and how we work. They are the behavioural standards against which every individual in this organisation is expected to operate, every day.

- **Integrity:** We are honest, transparent and consistent. We keep our promises, acknowledge our mistakes and never misrepresent our work or our impact.
- **Excellence:** We deliver the highest quality advice and service. We are rigorous, evidence-based and continuously improving.
- **Purpose:** We are driven by a genuine commitment to addressing the climate and ecological emergency. Our work is not merely commercial — it is a vocation.
- **Respect:** We treat every person - colleague, client, supplier or community member - with dignity, fairness and consideration, regardless of background, identity or status.
- **Courage:** We speak up when something is wrong, challenge the status quo when it falls short of our values, and decline work that conflicts with our purpose - even when that is commercially difficult.

- **Collaboration:** We work openly and generously, sharing knowledge and capability across our team and with our wider ecosystem of clients and partners.
- **Accountability:** We take ownership of our actions and their consequences. We do not deflect, minimise or shift blame, and we hold each other to account with kindness and candour.

3. Honesty, Integrity and Anti-Corruption

3.1 Honesty and Truthfulness

Every individual acting on behalf of Pro Enviro Limited is expected to be truthful and accurate in all communications - whether with clients, colleagues, suppliers, regulators or the public. This includes written reports, presentations, financial records, time records, data disclosures and verbal statements.

- Ensure that all advice, reports and representations are accurate, evidence-based and clearly distinguish between fact and opinion.
- Correct any error or misstatement promptly and transparently as soon as it becomes known.
- Never exaggerate qualifications, experience, capabilities or outcomes - whether in proposals, CVs or client deliverables.
- Report financial information, time records and expenses honestly and in accordance with Company procedures.

3.2 Anti-Bribery and Anti-Corruption

Pro Enviro Limited has a zero-tolerance approach to bribery and corruption in all its forms. We comply fully with the Bribery Act 2010. No one acting on behalf of the Company may offer, promise, give, request, agree to receive or accept a bribe - whether in cash or in any other form - from any person or organisation, public or private, anywhere in the world.

- Never offer, give, receive or solicit anything of value - including gifts, hospitality, entertainment, favours or facilitation payments - with the intention of improperly influencing a business or government decision.
- Record all gifts offered or received in the Company's Gifts Register, regardless of value.
- Refuse any gift or hospitality that could reasonably be perceived as an attempt to influence your professional judgement.
- Conduct due diligence on all third parties, agents and intermediaries to satisfy us that they do not engage in bribery or corruption on the Company's behalf.
- Complete mandatory anti-bribery training upon joining the Company and annually thereafter.
- Report any suspected bribery or corruption immediately via the whistleblowing procedure described in Section 8 of this Code.

3.3 Anti-Money Laundering

We comply fully with all applicable anti-money laundering legislation, including the Proceeds of Crime Act 2002 and the Money Laundering, Terrorist Financing and Transfer of Funds Regulations 2017. No individual may knowingly facilitate, conceal or enter into arrangements involving the proceeds of criminal conduct. Any suspicion of money laundering must be reported immediately to the Managing Director or the Company's nominated Money Laundering Reporting Officer (MLRO).

4. Respect for People

4.1 Dignity, Equality and Inclusion

Pro Enviro Limited is committed to providing a working environment that is free from discrimination, harassment and victimisation. Every individual is entitled to be treated with dignity and respect. We will not tolerate conduct that demeans, excludes or harms any person on the grounds of any protected characteristic as defined by the Equality Act

2010, including age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation.

- Treat every colleague, client, supplier and stakeholder with courtesy, fairness and respect, regardless of their background, identity or status.
- Refuse to engage in, condone or remain silent about discrimination, harassment, bullying or any other conduct that undermines a person's dignity.
- Challenge inappropriate behaviour when you encounter it - directly if it is safe to do so, or via the reporting procedures described in Section 8.
- Actively contribute to an inclusive working environment by welcoming diverse perspectives and supporting colleagues from underrepresented groups.
- Respect the privacy and personal space of colleagues and never share personal information without consent.

4.2 Health and Safety

The safety and wellbeing of every person who works with or for Pro Enviro Limited is paramount. We comply fully with the Health and Safety at Work etc. Act 1974 and all associated legislation. Every individual has a duty to take reasonable care of their own health and safety and that of others who may be affected by their actions.

- Follow all health and safety policies, procedures and instructions relevant to your role and working environment.
- Report all accidents, near misses, hazards and unsafe conditions immediately to your line manager.
- Never carry out work activities for which you have not received appropriate training or authorisation.
- Take responsibility for your own mental and physical wellbeing and seek support if you are struggling - the Company's wellbeing programme is available to all employees.
- Do not attend work or operate equipment whilst impaired by alcohol, drugs or any other substance that affects your ability to perform safely.

4.3 Human Rights and Modern Slavery

We are committed to the principles set out in the UN Guiding Principles on Business and Human Rights and maintain a zero-tolerance approach to modern slavery, human trafficking, forced labour and child labour in any form. These standards apply to our own operations and extend throughout our supply chain.

- Never engage in, facilitate or remain silent about any form of forced, compulsory or child labour.
- Ensure that all workers - whether employees, contractors or agency staff — are engaged voluntarily, paid fairly and able to leave their employment freely.
- Report any concern regarding modern slavery or human rights abuses — whether in our own operations or our supply chain - immediately via the whistleblowing procedure.
- Complete mandatory modern slavery awareness training as required by the Company.

5. Responsible Client and Commercial Conduct

5.1 Professional Standards and Quality

Our clients rely on us for expert, impartial and evidence-based advice. The quality and credibility of our work is not merely a commercial asset - it is a professional and ethical obligation. We are certified to ISO 9001:2015, and the standards embedded in our Quality Management System reflect our commitment to delivering consistently excellent outcomes.

- Only undertake work for which you have the relevant competence, qualifications and experience, or are working under adequate supervision.

- Deliver advice that is objective, independent and in the client's genuine interest - not shaped by the desire to generate additional fees or preserve a client relationship at the expense of honesty.
- Acknowledge and disclose any limitation in your knowledge or capability that is relevant to the work you are undertaking.
- Adhere to all applicable professional standards and regulatory requirements relevant to your area of practice.
- Keep client information strictly confidential and handle it in accordance with the Company's Data Protection Policy and UK GDPR obligations.

5.2 No Greenwashing

As a decarbonisation consultancy, our credibility depends entirely on the accuracy and integrity of our environmental claims and advice. Greenwashing - the making of misleading, unsubstantiated or exaggerated environmental claims - is incompatible with our values, our legal obligations and our professional purpose.

- Ensure that all environmental claims made in our name - whether in reports, proposals, marketing materials, social media or verbal communications - are accurate, substantiated and verifiable.
- Never knowingly assist a client in making a misleading environmental claim, and raise concerns with your line manager or the Director if you believe a client is seeking advice for that purpose.
- Where there is uncertainty in environmental data or projections, state that uncertainty clearly and quantify it where possible.
- Report any suspected greenwashing - whether by the Company, a client or a supplier.

5.3 Client Acceptance and Refusal

Pro Enviro Limited reserves the right to decline client engagements that conflict materially with our environmental or ethical values. No individual should accept or progress a new client engagement that raises significant ethical concerns without first raising them with the Managing Director.

6. Environmental Responsibility

We hold ourselves to the same standards of environmental performance that we set for our clients. Our commitment to reaching net-zero across Scope 1 and 2 emissions by 2035, our SBTi-validated reduction targets, our B Corp certification and our commitment to eliminating waste-to-landfill by 2027 are not simply policy aspirations - they are daily operational realities that every member of the team is expected to support. Full details of these targets are set out in the Company's ESG Policy

- Consider the environmental impact of your day-to-day choices - travel, energy use, procurement, waste - and choose the lower-carbon option wherever reasonably practicable.
- Follow the Company's travel policy: prefer virtual meetings where possible, choose rail over air travel for domestic and short-haul journeys, and use electric or hybrid vehicles when a company or hire vehicle is required.
- Segregate waste correctly and adhere to the Company's recycling and waste-to-landfill procedures.
- Report any environmental incident, spill or breach of environmental compliance immediately to your line manager.
- Bring forward ideas for reducing the environmental impact of your work and the Company's operations - continuous improvement is everyone's responsibility.

Nothing in this Section requires individuals to take actions that are genuinely unsafe, unreasonably costly or outside the reasonable scope of their role. If you are unsure whether a lower-impact option is available or appropriate, ask your line manager.

7. Conflicts of Interest

A conflict of interest arises when a personal interest - financial, relational, or otherwise - has the potential to influence, or to be perceived as influencing, a person's professional judgement or the Company's interests. The existence of a potential conflict is not automatically a breach of this Code; undisclosed or unmanaged conflicts are.

7.1 Identifying and Disclosing Conflicts

- Disclose promptly and in writing to your line manager (or, for directors, to the Chair of the Board) any situation that gives rise to, or that could reasonably be perceived as giving rise to, a conflict of interest.
- Situations that must always be disclosed include: holding a financial interest in a client, competitor or supplier; having a close personal or family relationship with a client, competitor, supplier or job applicant; serving as a director, officer or consultant to any other business without the Company's prior written consent; and receiving any offer of employment, consultancy work or financial benefit from a client.
- Recuse yourself from any decision-making process in which you have, or may be perceived to have, a conflict - pending the Company's determination of how the conflict should be managed.
- Do not use Company information, resources, relationships or your position to advance any personal financial interest.

7.2 Outside Business Interests and Secondary Employment

Employees who wish to undertake any form of secondary employment, paid consultancy, directorship, advisory role or significant voluntary commitment must seek prior written approval from the Managing Director. Approval will not be unreasonably withheld but will be conditional on the activity not conflicting with the Company's interests, not using Company resources or confidential information and not impinging upon the employee's performance of their duties.

8. Data Protection, Confidentiality and Information Security

8.1 Data Protection

We are committed to handling the personal data of clients, employees and all other individuals with care, transparency and respect. We comply fully with the UK General Data Protection Regulation (UK GDPR) and the Data Protection Act 2018.

- Only collect, process, store and share personal data in accordance with the Company's Data Protection Policy and the lawful bases established in our Record of Processing Activities (ROPA).
- Never share personal data with third parties without a lawful basis and appropriate safeguards.
- Report any actual or suspected personal data breach to the Data Protection Lead immediately - prompt reporting is a legal requirement under UK GDPR.
- Complete mandatory data protection training upon joining the Company and at each policy update.
- Use only Company-approved systems and devices to process personal data and never transfer data to personal or unapproved devices.

8.2 Confidential Information

Confidential information - including client data, commercial proposals, financial information, technical methodologies, personnel matters and any information not in the public domain - must be protected at all times. Obligations of confidentiality survive the termination of employment or engagement.

- Never share confidential information with any person outside the Company - including family members and former colleagues - without prior written authorisation.

- Do not discuss confidential matters in public spaces, on social media or in any other forum where they may be overheard or observed.
- Return or securely destroy all confidential materials upon the conclusion of your engagement with the Company.
- Never use confidential information for personal gain or for the benefit of any third party.

9. Speaking Up: Raising Concerns

Pro Enviro Limited is committed to fostering a culture in which every individual feels safe and confident to raise concerns about unethical, unsafe or unlawful conduct. Speaking up is not just permitted - it is expected. A culture of silence enables wrongdoing to persist and damages the trust on which our business depends.

9.1 When to Raise a Concern

You should raise a concern whenever you witness, suspect or are asked to participate in conduct that:

- Breaches this Code of Ethics or any other Company policy.
- Constitutes or may constitute a criminal offence.
- Creates or is likely to create a risk to the health, safety or welfare of any person.
- Involves the making of misleading environmental claims or greenwashing.
- Involves bribery, corruption, fraud, money laundering or any other financial misconduct.
- Constitutes discrimination, harassment or any other form of unlawful or unethical treatment of a person.
- May cause significant harm to the environment, communities or any other stakeholder.

9.2 How to Raise a Concern

Concerns may be raised through any of the following channels, in confidence:

- Your line manager - in most cases this will be the most direct and appropriate route.
- The Managing Director or a Board Director - where the concern involves your line manager, or where you do not feel able to raise it with them.
- The Company's confidential whistleblowing email address: ethics@proenviro.co.uk - this address is monitored by the Chair of the Board and is accessible to all employees, contractors and third parties.
- An external whistleblowing service, where required by law or where internal channels have been exhausted.

9.3 Protection for Those Who Speak Up

Pro Enviro Limited will not tolerate retaliation - in any form - against any individual who raises a concern in good faith. Retaliation against a whistleblower is a serious disciplinary matter that may result in dismissal. The protection afforded under the Public Interest Disclosure Act 1998 extends to qualifying disclosures made by employees, and the Company will honour both the spirit and letter of that protection.

All concerns will be acknowledged within five working days of receipt, investigated promptly and impartially, and the outcome communicated to the individual who raised the concern to the extent permitted by law and the interests of any investigation.

10. Compliance, Enforcement and Accountability

10.1 Personal Responsibility

Compliance with this Code is a condition of engagement with Pro Enviro Limited, whether as an employee, director, contractor or supplier. Every individual is personally responsible for understanding and adhering to the standards set out in this Code.

Ignorance of the Code is not a defence. Where you are uncertain about the correct course of action, you are expected to seek guidance - not to proceed regardless.

10.2 Consequences of Breaching This Code

A breach of this Code will be treated as a serious matter. Depending on the nature and severity of the breach, the consequences may include:

- A formal written warning.
- Mandatory remedial training.
- Removal from a client account or project.
- Suspension pending investigation.
- Termination of employment or engagement without notice, where the breach constitutes gross misconduct.
- Referral to regulatory or law enforcement authorities, where the conduct may constitute a criminal offence or regulatory breach.
- Civil proceedings for recovery of losses caused by the breach.

The Company will apply a fair and proportionate process before any disciplinary action is taken, consistent with our Disciplinary and Grievance Procedures. All investigations will be conducted impartially and with due regard to the rights of all parties.

10.3 Training and Awareness

All employees and directors will receive training on this Code upon joining the Company and annually thereafter. Completion of ethics training is mandatory and recorded. Contractors and suppliers whose work gives them access to Company information, personnel or clients will be required to confirm awareness of this Code and complete any relevant training designated by the Company.

10.4 Annual Review

This Code will be reviewed and approved by the Board of Directors annually, or sooner in the event of material changes in legislation, regulation, certification standards or business operations. All employees will be notified of updates, and the current version will be made available on the Company intranet and on request.

This Code of Ethics has been approved by the Board of Directors of Pro Enviro Limited and takes effect from the date shown below. It should be read alongside the Company's Corporate and Social Responsibility Policy and Sustainability Strategy.

Approved by:

Name: Nersi Salehi

Position: Managing Director

Signature: _____

Date: 20/05/2026

Name: Diane Salehi

Position: Director

Signature: _____

Date: 20/05/2026

