

GEORGIA CAPITAL PLC CODE OF CONDUCT AND ETHICS

INTRODUCTION

Georgia Capital PLC (the **Company**) is committed to the highest standards of conduct in all aspects of its business. This Code of Conduct and Ethics (the **Code**) outlines the behaviours and standards of conduct applicable to all individuals working for the Company and its subsidiaries (together, the **Group**) worldwide at all levels of the business – directors, senior managers, employees, contractors or agency staff (collectively referred to as **colleagues**).

Although minimum standards have been set centrally, more detailed codes of conduct and ethics, manuals, policies and procedures are produced by each subsidiary and the various business divisions within the Group, tailored to their individual business requirements, local laws and regulations.

RESPONSIBILITY TO CUSTOMERS, SUPPLIERS AND COMPETITORS

The Group is committed to dealing fairly with our customers, competitors and suppliers. Group colleagues must always act with integrity and honesty and continuously protect the Group's reputation in relationships with customers, competitors and suppliers.

The Group seeks to create and maintain long-term and mutually beneficial relationships with its customers and to develop and promote a climate of trust, transparency, innovation and consistency.

The Group ensures that suppliers are selected and appointed on merit and objective business standards in order to avoid favouritism or perceived favouritism.

The Group is dedicated to free and fair competition and never conspires or colludes in any way with its competitors.

The Group vigorously abides by relevant laws, regulations, industry standards and internationally accepted best practice.

RELATIONSHIPS WITH COLLEAGUES

The Group provides a safe working environment in which employees are treated fairly and with respect and differences are valued. The Group is committed to empowering colleagues to excel and reach their full potential, rewarding colleagues on the basis of merit.

The Group does not tolerate discrimination, bullying or harassment of any kind.

The Group values clear and open communications with colleagues. Colleagues are expected to promptly raise any concerns about unethical or illegal conduct and the Group will investigate all concerns raised in good faith, while maintaining confidentiality whenever possible and protecting reporting colleagues from retaliation.

CONFLICTS OF INTEREST

Group colleagues are expected to be free from actual or potential conflicts of interest that may influence, or appear to influence their judgment or actions when working for the Group.

The Group is committed to acting ethically and taking assertive measures to properly identify and manage, if permissible, potential conflicts of interest.

A conflict of interest occurs when business or personal circumstances impair professional judgement or the ability to act in the best interests of the Group or its customers.

BRIBERY AND CORRUPTION

The Group operates a zero tolerance policy towards bribery and corruption.

The Group's policy prohibits the offer, promise or payment of bribes or assisting in, or facilitating any such conduct (**active bribery**) as well as the request, solicitation, agreement to accept or receive bribes (**passive bribery**).

Moreover, the Group prohibits the acceptance of gifts, hospitality or other benefits that are intended or perceived to improperly influence or induce business.

COMBATING FINANCIAL CRIME

The Group understands the importance of protecting the integrity of the global financial system by managing risks arising from financial crime. The Group fully cooperates with governments and regulators to safeguard customers from fraud and help combat financial crime. The Group has implemented robust anti-money laundering standards.

MANAGEMENT AND USE OF INFORMATION

The Group holds information about its customers, suppliers and colleagues in the strictest confidence and in compliance with applicable law and regulation. Colleagues have a general obligation to act in the best interests of the Group, and not disclose confidential information relating to the Group or its customers, suppliers, competitors or colleagues.

Any share dealing undertaken by Group colleagues must be conducted in accordance with all applicable insider dealing and inside information legislation and regulation.

GROUPS ASSETS AND SYSTEMS

The Group's colleagues are responsible for safeguarding Group, customer, supplier and colleague assets, systems and information under their control or accessed as part of their work. Assets can include funds, information, physical or intellectual property as well as business development opportunities. Misappropriation of assets, or misuse of the Group's systems may lead to disciplinary action and in certain cases constitute a criminal offence.

EXTERNAL COMMUNICATIONS

The Group is committed to openness and transparency in its external communications. Such communications are accurate, timely and clear. The disclosure of information is objective and permits investors to assess the impact of the information when making investment decisions.

Colleagues may not communicate externally, either to investors, the media, or through other public presentation, including on social media, without appropriate authority.

Adopted on 16 March 2018