



Code of Conduct

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Message from our CEO



Dear colleague

RWS's purpose is Unlocking Global Understanding and we have a proud track record of consistent delivery over many decades to an ever-expanding customer base, including a large number of the world's leading businesses. Over time this has enabled the Group to grow its revenues, expertise and footprint and we are now a global leader in the provision of technology-enabled language, content, and IP services. Clients trust us to meet their needs and to manage their often highly sensitive content so that they can successfully deliver for their customers and users.

We take this responsibility seriously and our aim is to be the best managed business in our industry. As we have grown, we have implemented the policies and procedures that allow us to develop and run RWS in a sustainable way, building our reputation and minimizing risk. Having effective governance across everything we do requires us to always 'do the right thing' and gives all our stakeholders confidence about the type of business RWS is and aspires to be. Increasingly, clients are asking us to demonstrate how we run the Group before they will do business with us, and our shareholders are also looking for reassurance that they are investing in a responsible company that meets its obligations and keeps its promises.

We have now brought together all of our policies, procedures, and guidelines into an overarching Code of Conduct. The Code provides a clear and straightforward framework for all colleagues to use, regardless of role, geography, or culture. It outlines what we must do in order to comply with local laws and regulations, alongside meeting all relevant company standards. The Code covers everything from anti-bribery and corruption to equal opportunities and whistleblowing.

Our company values also underpin the behaviours that we should all expect of each other. Whatever your role in the Group, you are expected to **partner** with others in a collaborative way, to adopt a **pioneering** approach to solving problems and shaping improved ways of working, to always engage in a way that **progresses** the work we do for each other and our clients in a positive way, and ultimately, our goal is to always **deliver** what we promise. You should use our values and the Code of Conduct to guide you in any situation where you are unsure – they will help ensure that you do the right thing. This is not always straightforward but making the wrong choice can have serious consequences for RWS, our clients, our colleagues and our other stakeholders.

We also value openness and honesty and are committed to building an organization where colleagues feel confident that they can speak up regarding a situation they are uncomfortable with and know that they will be heard, and the matter taken seriously.

Consistently doing the right thing is the strongest defence against our reputation being damaged. Please familiarize yourself with this Code of Conduct and our values and use them to help guide the way you work with colleagues, clients, and other stakeholders.

Ian El-Mokadem
CEO

Purpose, scope and commitments

Purpose and scope

The Code of Conduct applies to each and every colleague of RWS, regardless of the employment entity, location, or business unit. The Code of Conduct details the standard of ethical behaviour that all RWS colleagues, partners and suppliers must adhere to. Policies are provided as a guideline on the responsibilities of each colleague in certain fields on how to act, to encourage colleagues to do the right thing, and as a mechanism to report any violation.

The Code of Conduct should be used as a guideline to facilitate a better understanding in situations which warrant escalations and transparency.

The Code of Conduct is an integral part of your employment relationship, and all colleagues must comply with the Code and all the policies and guidelines that it references. RWS reserves the right to take appropriate actions, including disciplinary proceedings, for any breaches of the Code of Conduct.

Our commitment to our colleagues

To support full understanding and effective use of the Code of Conduct, RWS has developed training which all colleagues will be expected to complete annually to ensure that employees are empowered to make the right decisions.

Our commitment to clients

As a client-centric organization it is crucial we have the trust of our clients, deliver quality products and services, and maintain the highest standards, avoiding corrupt, illegal, or deceptive business practices. We will not misrepresent our services or products.

Our commitment to business partners and suppliers

We select business partners, suppliers and contractors based on merit, reputation and those who operate in accordance with RWS's business ethics. Integrity and corporate sustainability are key, as well as compliance with the RWS Supplier Code of Conduct.

1. People and human rights

Our commitment

RWS makes a commitment to its colleagues, partners, suppliers, and clients to adhere to the highest ethical standards. We encourage every colleague to work in a transparent and respectful manner towards each other, our clients, our suppliers, and other stakeholders.

RWS is committed to maintaining a positive and inclusive work environment that is diverse and free from discrimination, harassment, and retaliation. RWS will comply with local laws, wherever we operate, and will encourage open dialogue on the decisions that impact colleagues.



Health and safety

RWS is committed to the health and safety of all colleagues and visitors to RWS premises. It is important that RWS operates in a manner which creates a safe and healthy workplace for colleagues, contractors, partners, clients, and visitors to RWS's offices.

Every colleague is responsible for helping to ensure their work environment is safe. RWS also promotes a healthy environment for all, and smoking is expressly prohibited in the work environment.

The use of mobile phones while driving is discouraged unless used in connection with a car phone kit.

RWS monitors health and safety in all offices to ensure that any hazards are limited. If you become involved in an accident at work this must be reported to the office manager to allow appropriate remedial actions to be taken and ensure the incident is logged as per local office requirements.

If colleagues become aware of a potential health and safety concern, they must report it immediately to the local site leader or facilities/office representative.

Examples of potential areas of risk include: colleagues attending work while sick and contagious of an illness which could spread; colleagues attending work while under the influence of drugs or alcohol; equipment left unattended and not stored correctly, creating a trip hazard; wet floors due to weather or spillage which are not clearly identified as such; anything which obstructs a fire exit or an exit to a building; and colleagues using mobile phones or electronic devices in an unsafe manner while operating a vehicle.

Diversity and inclusion

One of RWS's core strengths is the diversity of our community. It is that diversity that enables us to fulfil our purpose of Unlocking Global Understanding. RWS is committed to promoting a culture of teamwork, diversity, and trust. All colleagues have a right to be treated with respect and dignity.

Colleagues are recruited and promoted on merit and alignment with our company values alone. No other factors are taken into consideration with the advancement of an employee's career. RWS operates in accordance with all local employment laws. If local law enables any form of discrimination, this is against company policy and the RWS Equality, Diversity and Inclusion Policy will take precedence.

Bullying and harassment

RWS will not tolerate any form of harassment, victimization or bullying. It is imperative that colleagues conduct themselves in accordance with the values of RWS to ensure that all colleagues can operate within a safe environment free from any form of unethical behaviour. Colleagues are encouraged to report any incidents to the HR team in the first instance, alternatively, they can report the incident through the Whistleblowing hotline. Types of unacceptable behaviour can include, but are not limited to, unwelcomed flirtation, sexual advances, distribution of offensive materials, insulting anyone based on race, gender, sexual orientation, age, religion, marital status or disability, and misuse of power or position of authority.

Modern slavery

Modern slavery is an issue which impacts all industries and businesses. RWS has a zero-tolerance approach towards modern slavery. All forms of child labour or forced labour are expressly prohibited. RWS works actively with its suppliers to ensure they adhere to the same standards.

2. Data

Confidentiality/protecting sensitive information

RWS is required to protect and use all confidential information, whether it belongs to RWS or its clients, in accordance with the agreed terms of business. Such data includes commercially sensitive data, trade secrets, intellectual property, and associated technologies. RWS will protect the data of its clients in accordance with industry standards and use such data only for the purposes for which it has been disclosed, and it will not share such data with any third parties.

RWS will not solicit, acquire, or use confidential information belonging to others, including competitors, to gain an unfair business advantage. Such behaviour is deemed unethical and against the values of RWS.

RWS will ensure that all confidential data is stored on secure devices and not shared with any third party without the prior written consent of the owner of such data. Confidential information being shared with third parties must be the subject of a signed Non-Disclosure Agreement. In the event that a device is stolen which contains confidential information, colleagues must contact the Group Security team immediately to report the incident. Colleagues are encouraged to minimize the printing of any confidential data and ensure that all confidential data (whether that belonging to RWS or its clients) is retained on company premises and stored securely. Where such data is taken off site, employees are required to take all necessary precautions to ensure the security of such data.

Personal data

RWS will treat all personal data that it either controls or processes in accordance with data privacy laws and its internal processes and procedures. Any personal data collected and processed will be subject to the RWS Privacy Policy and will be handled in a lawful manner. Data will only be collected by RWS for a legitimate purpose to deliver its services. RWS is committed to ensuring best business practice across the Group to ensure that personal data is protected, secure from unauthorized usage and handled in accordance with applicable laws. In the event of any queries related to Data Privacy please contact the Group Data Privacy Officer.





3. Integrity

Our commitment

RWS is committed to creating a culture of transparency, integrity, and accountability. As a world-leading provider of technology-enabled language, content, and IP services, RWS aims to set the highest standards of integrity throughout our operations. In order to facilitate transparency, RWS will adhere to relevant laws and provide the necessary processes to ensure breaches of the Code of Conduct can be reported without intimidation or repercussions.

RWS has a zero-tolerance approach to any form of bribery, corruption, or misrepresentation in its business operations. It is the duty of each employee to adhere to the rules of transparency and uphold our values.

Anti-bribery, corruption and fraud

RWS values its reputation and is committed to maintaining the highest level of ethical standards in the conduct of its business affairs. The actions and conduct of RWS's colleagues, as well as others acting on RWS's behalf, are key to maintaining these standards.

Acts of bribery or corruption are designed to influence an individual in the performance of their duty and incline them to act in a way that a reasonable person would consider to be dishonest in the circumstances.

Bribery is a criminal offence. Bribery can be defined as offering, promising, or giving a financial (or other) advantage to another person with the intention of inducing or rewarding that person to act, or for having acted, in a way that a reasonable person would consider improper in the circumstances. Corruption is any form of abuse of entrusted power for private gain and may include, but is not limited to, bribery.

Cash, gifts, hospitality, and entertainment can all be considered as bribes if they are intended to influence a decision.

The prevention, detection and reporting of bribery or corruption is the responsibility of all colleagues throughout RWS. If you become aware or suspect that an activity or conduct which is proposed or has taken place is a bribe or corrupt, then you have a duty to report this matter in accordance with the Whistleblowing Policy.

4. Financial accountability

Accurate reporting

RWS has a duty to record all transactions and assets accurately and in accordance with financial laws and regulations. RWS has implemented the relevant internal controls to ensure that all data collected is accurate, consistent and above all transparent.

RWS operates in accordance with all applicable laws, accounting rules and regulations to ensure confidence for its shareholders and investors.

RWS has a Corporate Matrix, which provides guidelines on the approvals required for contractual engagements, and a Delegation of Authority matrix detailing the delegated approvals, financial and administrative responsibilities of leaders and managers and authorization levels within the Group.

The Finance team is responsible for ensuring all transactions are complete, accurate and recorded correctly.

It is the responsibility of all colleagues to ensure that all transactions make sound business sense and follow company guidelines.

Conflict of interest

RWS requires all colleagues, contractors, and partners to operate in a manner that is in the best interests of RWS.

A conflict of interest occurs when an employee's personal interests conflict with their responsibility to act in the best interests of RWS. Personal interests include direct interests as well as those of family, friends, or other organizations an employee may be involved with, or have an interest in, whether financial or not. These situations present the risk that an employee may make a decision based on, or affected by, these influences, rather than in the best interests of RWS, and should be managed accordingly.

Deemed or actual conflicts of interests can also decrease shareholder value and may expose RWS to both legal and reputational damage.

RWS requires all colleagues to act in a diligent manner and be transparent on possible conflicts of interest. Examples of conflicts of interest include, but are not limited to:

- Personal relationships within the workplace, where one party is in a decision-making role.
- Hiring suppliers or contractors for RWS who are family or friends.
- Having a financial or personal interest in a third party who could be, or could be deemed to be, a competitor of RWS.
- Having a relationship with a decision-maker of a client, supplier, or a competitor or a potential client, supplier, or competitor.



Gifts and hospitality

It is sometimes customary and appropriate, particularly in connection with product demonstrations or promotional events, to give and receive reasonable and proportionate gifts and/or hospitality.

However, if the giving or receiving of gifts or hospitality is in any way for the purposes of obtaining an inappropriate commercial advantage or benefit, then this may amount to a bribe which is prohibited by RWS and against our legal obligations.

RWS prohibits colleagues from offering, giving, or receiving bribes or personal inducements, or requesting others to do so on their behalf, for any purpose. To ensure that any gifts and hospitality are not deemed a bribe, it is important to operate in a transparent manner and in good faith. In accordance with the Client Entertainment and Gifts Policy and Procedure any gift or hospitality above the sum of £50 (or local equivalent) must be notified to compliance@rws.com.

Travel and expenses

As a global organization, RWS's colleagues are often required to travel to meet clients, partners, prospects, or fellow colleagues. In order to ensure consistency and transparency on costs, all colleagues must adhere to the Global Travel and Expenses Policy.

In the event an employee is found to have operated in a manner outside of the Global Travel and Expenses Policy, RWS reserves the right to take disciplinary action.

Financial integrity – insider dealing

RWS is a publicly listed company on the AIM market and accordingly is subject to securities law and regulations.

As an employee you may have access to confidential and price sensitive information which, if it came into the public domain, could have an impact on RWS's share price. Using information which is not publicly available for your personal financial gain, by either buying or selling shares, or enabling associates to buy or sell shares, violates the law, and impacts the integrity of the market.

Insider dealing is defined as making use of price-sensitive information that is unavailable to investors at large, to the extent of dealing in company securities with the object of making a profit or avoiding a loss.

It is a criminal offence for both RWS and the person to use information which is not available publicly in a manner which violates this policy.

RWS will take the necessary disciplinary and/or legal actions if a colleague is found to have contravened this policy.

In addition, at certain times of year, there are closed periods prior to RWS financial results being announced when a small number of colleagues who have regular access to confidential and price-sensitive information are restricted from dealing in RWS shares. These colleagues also need to seek prior clearance to deal in RWS shares at any time. You will be notified if you are a colleague to whom such restrictions apply.





Whistleblowing

Everyone working for or with RWS is responsible for reporting promptly any issues or concerns that they believe in good faith constitute a violation of the Code of Conduct or its policies. Reporting a violation should be done without fear of reprisal.

Colleagues are encouraged to provide their name and contact details in order for the investigation team to carry out the necessary review of the allegation.

Colleagues are encouraged to report:

- Financial corruption (such as accepting or offering money or other favours of value in order to obtain a contract or preferential status).
- Violations of data protection regulation (e.g. a colleague witnesses another colleague saving confidential/proprietary data onto a USB stick).
- Anti-competitive behaviour (e.g. agreeing with a competitor to operate only in a specific regional area).
- Any behaviour which violates the Code of Conduct.

Reporting

RWS is committed to ensuring that colleagues can report violations through various mediums and channels. However, to ensure that there is visibility of all violations, RWS requests colleagues to follow the reporting process outlined in the Whistleblowing Policy. In the first instance colleagues are encouraged to report the violation to their respective line manager or local HR manager.

If colleagues do not feel able to do this, they are encouraged to either:

- Contact Navex – our independent third-party whistleblowing service. Colleagues can contact Navex via telephone or via their dedicated RWS webpage.
- Alternatively, email the RWS compliance team at compliance@rws.com. The email is managed by a select group of senior leaders who are committed to complying with the Policy and company values.

5. Cybercrime and protection of company assets

RWS takes cyber security and data protection responsibilities seriously. Acknowledging that security risks will always exist, RWS is committed to the implementation of a suite of information security policies which will provide high-level security guidance to all RWS functions including, but not limited to: Risk Management; Physical Security; Privacy, and Incident Management. They set out RWS's approach to supporting business aims and objectives while ensuring a consistent approach to the management of cyber risk.

Intellectual property rights

All colleagues are required to ensure financial information, product roadmaps, know-how, competitor advantage data, brand details, trademarks, patents, and associated materials are kept secure and treated as confidential at all times.

All intellectual property contained in any of the above belongs to RWS.

Intellectual property means all rights, whether registerable or not, created in any material, software, documentation, artwork, photographs, videos, or any form of materials, in all mediums during your time as an employee of RWS.

All intellectual property rights belong to RWS as advised in your employment contract. You waive any moral rights, or any other rights you may have in any materials created during your time at RWS.

In the event you are required to sign any legal paperwork to assign any intellectual property to RWS, you will do so in a prompt manner and without the right of compensation.



Company equipment

All company assets provided to colleagues, including mobile phones, laptops, computers, office key access, and other tools as part of your employment, belong solely to RWS.

The assets provided to colleagues are for their exclusive use in order to undertake their day-to-day tasks. RWS may monitor the use of the IT systems in accordance with local laws and your data may be used as part of any legal investigation.

Assets provided by RWS may not be used in a manner which breaches local laws of copyright, license restrictions or data privacy, or to distribute offensive materials.

Colleagues must ensure that all IT systems are used in accordance with the rules stipulated by their local IT team.

Passwords must be kept confidential, workstations must be locked if unattended, and any attempts to download, view, or access material which is deemed to be pornographic, violent, related to terrorism, or intolerant of others, will result in disciplinary and/or legal action.

RWS will enable colleagues to have fair use of company assets for personal use, provided it is in accordance with the Code of Conduct. Such personal use should not compromise or adversely affect the interests of RWS or interfere in a colleague's responsibilities to RWS.

Company assets may not be used to support any personal businesses, consulting efforts or outside fundraising activities.

If you become aware of anyone using company assets in an inappropriate manner, this must be reported to the local IT department and your line manager.



6. Environment

RWS is committed to helping the world transition to net zero. RWS is proactive in reviewing and improving the environmental aspects and impacts of its operations by preventing pollution, protecting the environment, and enhancing positive impacts wherever reasonably practicable.

RWS meets or exceeds all applicable environmental legislation, standards, and compliance obligations globally. RWS measures and/or monitors its carbon emissions and sets objectives and targets for its reduction on an annual basis. Environmental performance is reviewed by the RWS Board six-monthly, and audited and reported annually against the objectives and targets.

If you are aware of any breaches of environmental laws, please report them to your line manager.



7. Evolving laws

The Code of Conduct will evolve continually to align with legal requirements at a local and international level.

RWS will review any changes in the law annually, or as and when necessary, to ensure the Code of Conduct is kept up to date to reflect any improvements, and such improvements will be communicated to colleagues through the relevant channels.

In the event that local law conflicts with the Code of Conduct, RWS will adhere to local laws. This does not apply where there is a conflict between the Code of Conduct and local business practice, as RWS wants to ensure we operate globally to the highest ethical standard.

About RWS

RWS Holdings plc is a unique, world-leading provider of technology-enabled language, content and intellectual property services. Through content transformation and multilingual data analysis, our unique combination of technology and cultural expertise helps our clients to grow by ensuring they are understood anywhere, in any language.

Our purpose is unlocking global understanding. By combining cultural understanding, client understanding and technical understanding, our services and technology assist our clients to acquire and retain customers, deliver engaging user experiences, maintain compliance and gain actionable insights into their data and content.

Our clients include 90 of the world's top 100 brands, the top 20 pharmaceutical companies and 19 of the top 20 patent filers. Our client base spans Europe, Asia Pacific, and North and South America. We work in the automotive, chemical, financial, legal, medical, pharmaceutical, technology and telecommunications sectors, which we serve from 80+ global locations across five continents.

Founded in 1958, RWS is headquartered in the UK and publicly listed on AIM, the London Stock Exchange regulated market (RWS.L).

For further information, please visit: www.rws.com

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