
ZDHC Code of Conduct

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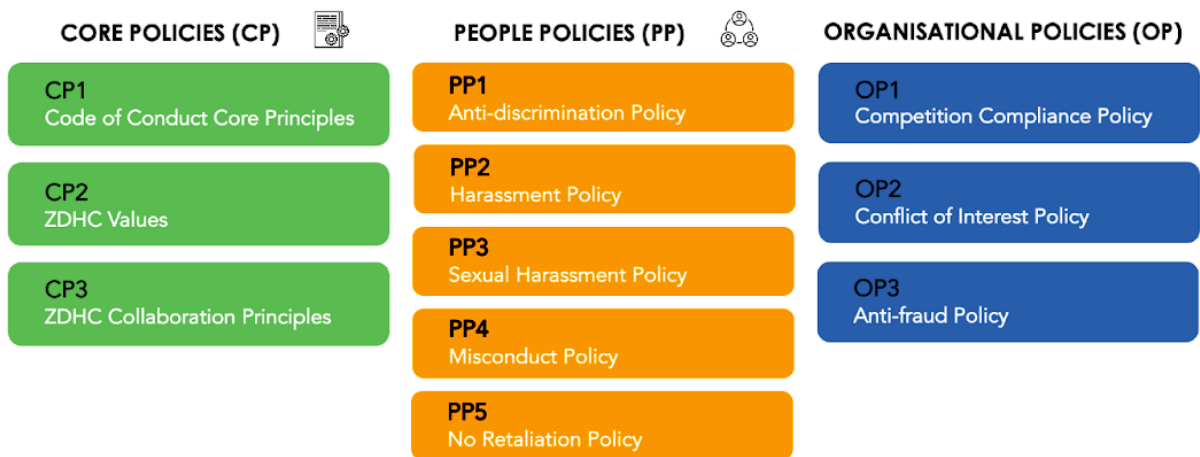
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INTRODUCTION

ZDHC works collaboratively; therefore, it is vitally important for ZDHC to create a safe, positive, respectful and ethically based working environment for ZDHC staff and key stakeholders with whom ZDHC collaborates daily. ZDHC’s success, good name and reputation depend on staff and stakeholders acting ethically, legally, and responsibly in their daily decisions, behaviours, and actions.

The ZDHC Code of Conduct (CoC) represents ZDHC’s commitment to not only do what is legal but also to do what is right to maintain a high level of ethical standards and reputation. The CoC lays out our principles, standards, ethical and moral expectations that ZDHC staff members and stakeholders hold to as they act on behalf of or interact with ZDHC.

Our CoC is divided into the following policies



Together these policies outline expected practices for staff and stakeholders in all their interactions when conducting daily business activities on behalf of or with ZDHC. The CoC applies to ZDHC staff, representatives of stakeholders, such as Signatories, the Board of Directors and collaborative groups such as the Roadmap to Zero Councils.

The CoC applies globally, requiring adherence to all applicable laws.

ZDHC’s reputation is a shared responsibility, staff and stakeholders are expected to uphold the CoC and adhere to high ethical standards. ZDHC leadership teams are expected to promote and lead the modelling of the values and behaviours outlined in the CoC.

Complementary to the CoC Policies, ZDHC internal procedures govern the implementation and enforcement of the CoC. The consequences of breaching the CoC vary based on circumstances and are investigated with corrective actions following internal procedures and legal requirements where applicable. ZDHC encourages an open and transparent culture, allowing individuals to report suspected CoC violations safely via the Speak Up Procedure (see Annex).

CORE (CP) POLICIES

Introduction to Core Policies

The ZDHC Code of Conduct Core Principles, ZDHC Values and ZDHC Collaboration Principles are the policies that establish the foundation and non-negotiable principles that underpin all CoC policies.

CP 1 – Code of Conduct Core Principles¹

Anyone involved in ZDHC activities, including the Roadmap to Zero Programme, must:

- Avoid unlawful, imprudent, or unethical actions².
- Protect ZDHC’s image and credibility to support its Mission, Vision and Goals, and Roadmap to Zero objectives.

CP 2 – ZDHC Values

ZDHC’s values are fundamental to all we do, guiding organisational decisions and actions.

CP 3 – ZDHC Collaboration Principles³

It is essential that all work activities and interactions in the Roadmap to Zero Programme, as well as any other ZDHC activity, are conducted in a climate of trust, transparency and collaboration.

1 The CoC Policies support staff and stakeholders on the interpretation of the CoC Core Principles.

2 Based on commonly accepted business and professional ethics.

3 The ZDHC Collaboration Principles, initially created in 2011, remain in use today.

ZDHC Collaboration Principles

- We are all in this together, we have a common goal.
- We trust and respect each other, so we will:
 - assume positive intent;
 - respect and understand differences in priorities and approaches within our collaborative community as long as they contribute to the overall goal of ZDHC;
 - listen for understanding;
 - avoid interrupting;
 - allow everyone the chance to speak; and
 - trust and respect others to achieve their commitments to the group.
- We respect each other's time, so we will:
 - come prepared for discussions;
 - not comment on materials that we have not yet read.
- We value results, so we will:
 - allow our colleagues to take the lead to avoid "bottlenecks";
 - focus on the "big picture" of ZDHC to avoid overly detailed discussions;
 - add comments only if they help in bringing the group to a conclusion;
 - be open to ideas that achieve consensus;
 - be open to ideas that challenge our assumptions or beliefs.
- We value transparency, so we will:
 - share our ideas openly with a spirit of trust;
 - strive for transparency with our external stakeholders.

PEOPLE (PP) POLICIES

Introduction to People Policies

Designed to protect people, the People Policies cover undesirable, unacceptable or inappropriate behaviour towards and between people (ZDHC staff and individuals representing stakeholders, including Signatories, the ZDHC Board of Directors, and collaborative groups such as Roadmap to Zero Council members). These policies describe how we work together and what constitutes unacceptable/inappropriate behaviour.

Everyone has the right to work in a professional atmosphere that reflects and honours the ZDHC Code of Conduct Core Principles (see CP 1) and ZDHC Values (see CP 2), promotes respect, dignity and equal opportunities, and prohibits unlawful behaviour. The aim is to create a positive work environment by upholding ethical, fair behaviour and operating standards. Each individual working for or with ZDHC should expect and be responsible for sustaining a workplace culture free of the behaviours covered in the People Policies.

ZDHC applies a zero-tolerance approach. The behaviours described in these policies are unacceptable in the workplace or any work-related setting outside of it.

PP 1 – Anti-Discrimination Policy

ZDHC expects all staff and stakeholder relationships to be business-like and free of bias or prejudice. Concerning staff, ZDHC aims to ensure equal employment opportunities without discrimination based on race, colour, religion, sex, sexual orientation, gender identity or expression, age, disability, marital status, citizenship, national origin, genetic information, or any other characteristic protected by law.

PP 2 – Harassment Policy

Harassment is unwelcome conduct (physical, verbal, non-verbal or written) towards an individual that:

- a) creates an environment that is intimidating, hostile, or offensive; or
- b) creates a situation where such conduct interferes with an individual's work performance or
- c) otherwise adversely affects an individual's employment opportunities.

Harassment can be one severe incident or a series of less severe incidents that have the purpose or effect of creating a hostile or intimidating working environment. It ranges from extreme forms such as violence, threats, or physical contact to less obvious non-physical actions.

PP 3 – Sexual Harassment Policy

Sexual harassment is a specific type of harassment that warrants a separate policy. Sexual harassment constitutes unwelcome sexual advances, requests for sexual favours and other physical, verbal or non-verbal conduct of a sexual nature and includes, but is not limited to, the following types of conduct.

What Constitutes Sexual Harassment⁴?

Unwanted sexual advances, requests for sexual favours, or any form of sexual conduct as a condition of employment or basis for employment decisions are prohibited. This includes:

- Threats or demands linking employment conditions to sexual compliance.
- Conduct that disrupts work performance or creates a hostile environment, even without direct job impact.
- Sexually charged comments, jokes, pranks, intimidation, or physical contact.
- Offensive verbal or physical advances, remarks, or behaviour that cause discomfort or interfere with work.
- Physical contact, such as groping or massaging.
- Displaying or sharing sexually explicit or obscene images, videos, or materials.

⁴ Sexual harassment can happen regardless of gender, gender identity or orientation of individuals involved, and can, for example, occur between same-sex individuals as well as between opposite-sex individuals.

PP 4 – Misconduct Policy

Misconduct can take many forms. This policy defines both misconduct and gross misconduct.

What Constitutes Misconduct?

Misconduct includes, but is not limited to:

- Minor non-compliance with the Code of Conduct or employment/service contract terms.
- Unauthorised use or damage to ZDHC assets (physical, intellectual, or confidential information).
- Breach of confidentiality or third-party rights.
- Unauthorised absenteeism, poor attendance, or timekeeping
- Refusal to follow instructions (excluding gross misconduct).
- Misuse of the internet or work email for personal purposes.
- Misuse of ZDHC devices or accounts.
- Negligence or time-wasting in work duties.

What Constitutes Gross Misconduct?

Gross misconduct is intentional behaviour by a staff member that threatens their employment, including but not limited to:

- Malicious misuse of CoC policies (e.g. false allegations).
- Actions causing loss of trust in the individual's ability to perform their role.
- Severe breaches of confidentiality, data privacy, or data protection laws.
- Significant health and safety violations or failure to follow ZDHC health policies.
- Engaging in activities against CoC policies (e.g. inappropriate content).
- Bullying, physical violence, or drug/alcohol misuse during work.

PP 5 – No Retaliation Policy

ZDHC does not tolerate retaliation against any individual who, in “good faith”⁵, reports any suspected breach or violation of the CoC or participates in investigating such reports.

Procedures for all People Policies

CoC Procedures may apply to breaches of People Policies. The SpeakUp Procedure supports speaking up against suspected or potential violations. Whilst the Disciplinary Procedure would apply to serious breaches of the CoC. Final decisions rest with the Executive Management Team.

5 Good faith means that the individual has come forward with all the information they have and believe they are giving a sincere, truthful and complete report.

ORGANISATIONAL (OP) POLICIES

Introduction to Organisational Policies

Organisational policies protect ZDHC by addressing illegal or harmful behaviours that threaten its reputation, operations, and interests (e.g. legal or financial). These policies mitigate unacceptable risks.

OP 1 – Competition Compliance Policy

Introduction

To advance its Mission, Vision and Goals, ZDHC provides a collaborative forum for stakeholders in activities like the Roadmap to Zero Programme. ZDHC and its stakeholders are committed to fair competition, guided by this Competition Compliance Policy, which aligns all activities with competition laws.

ZDHC activities shall not be used in any way inconsistent with relevant competition laws.⁶ Staff and stakeholders must follow this policy to protect ZDHC's interests and their own, as non-compliance may lead to exclusion from ZDHC activities. Given ZDHC's global reach, stakeholders should consult their legal advisors on local competition laws. ZDHC considers acceptance of and compliance with this policy a condition of participating in ZDHC activities. Non-compliance may result in exclusion.

This policy safeguards ZDHC and its stakeholders, who may have legal obligations under competition laws. Compliance is mandatory for participating in ZDHC activities, and non-compliance may result in exclusion. ZDHC considers acceptance of and compliance with this policy a condition of participating in ZDHC activities.

6 Including the anti-trust and competition laws of the European Union, the United States of America and other applicable jurisdictions. Anti-trust and competition laws are concerned with ensuring that organisations operating in the free market economy do not restrict or distort competition in a way that prevents the market from functioning optimally.

As ZDHC operates globally, stakeholders are responsible for consulting legal advisors on local competition laws. This policy upholds the highest standards.

General Policy Approach

ZDHC meetings, including Roadmap to Zero, are permitted under competition law; however, participants must not use these forums to share or coordinate commercial information or activities. Any actions that may restrict or distort competition are strictly prohibited. Each stakeholder must make independent business decisions regarding pricing, customer and supplier relations and market choices.

Meeting Discussions

All stakeholders agree that ZDHC meetings or discussions must not involve or attempt any agreement on the following:

- Current or future prices charged by stakeholders.
- Current or future costs of products or services to stakeholders.
- Price-related data or practices of individual stakeholders. Including but not limited to discounts, premiums, advertising terms, payment or credit terms⁷, marketing practices, sales practices, bids or bid practices, warranty terms, profitability or other profit-related information, or other financial terms and conditions.
- Market share and sales territories. Allocation of markets, territories or customers between or among the companies.
- Commercial details such as those of customers or suppliers.
- Individual stakeholder research and development plans, costs, budgets or timelines.
- Individual stakeholder production plans, costs, timelines, levels or quantities of production.
- Investment and marketing plans.
- Exclusionary practices include refusing to deal with any competitor, supplier or customer.
- Endorsements of individual stakeholder products or services.

⁷ Or any other terms or conditions of sale.

ZDHC has a zero-tolerance approach to any discussions or exchange of commercial information, the objective or effect of which might be any of the following:

- Increasing, maintaining or establishing prices and other commercial terms and conditions offered to customers.
- Reducing competition about the range, quality or specifications of products or services offered to customers.
- Promoting agreements between competitors regarding commercial purchases, including the selection of products or services for purchase, the choice of supplier and the prices they will pay for products and services.

ZDHC Presentations and Publications

No presentations or publications produced by ZDHC shall discuss or refer to stakeholders' prices, financial terms or conditions.

Procedure

ZDHC will immediately end any meeting or discussion that breaches or risks breaching this policy.

Participants who suspect a violation should promptly inform the meeting staff or the Executive Management Team to ensure immediate action. Concerns may also be reported via the SpeakUp Procedure. If anti-competitive discussions continue, ZDHC may apply the Disciplinary Procedure.

OP 2 – Conflict of Interest Policy

Introduction

Staff and stakeholders must avoid any personal activities that could lead to inappropriate personal gain through their ZDHC role. Individuals should not compromise ethical standards for competitive or business objectives.

This policy safeguards ZDHC's interests by preventing conflicts of interest involving staff, the Board of Directors⁸, or stakeholders at all stages of organisational activities.

⁸ For Board Directors, Board governance establishes specific and separate requirements on how to address conflicts of interest as they relate to individual Board members and their role as a Board Director.

What is a Conflict of Interest?

A conflict of interest arises when a staff member's or stakeholder's personal interests clash with ZDHC's interests during decision-making. Conflicts may occur at any stage of organisational activities.

Examples of when a Conflict of Interest Could Potentially Exist

- When a staff member and/or stakeholder has an interest in a for-profit company, not-for-profit organisation, partnership or any other entity that provides goods or services to ZDHC for a fee or other compensation.
- When a staff member and/or stakeholder has any position or material relationship with any other not-for-profit organisation with which ZDHC has a business relationship.
- When the spouse/partner or any other family member of a staff member is an employee or has a personal or financial interest in a supplier or partner with whom ZDHC is negotiating, e.g. a contract with significant financial value.

Procedure

To avoid and manage conflicts of interest:

- Staff and stakeholders must disclose any potential conflicts in writing to the Executive Management Team, with disclosures accessible to the Board upon request.
- New conflicts arising during employment or service must be promptly reported in writing to the Executive Management Team (or the Board Chair if involving an Executive Team member).
- The Executive Management Team will assess if a conflict exists.
- Any transaction involving a significant conflict of interest requires Executive Management Team approval.
- Individuals with a conflict must abstain from related discussions and decision-making and exit the room during relevant discussions.
- Suspected conflicts can be reported via the SpeakUp Procedure.
- Concealed conflicts may lead to disciplinary action under the Disciplinary Procedure.

OP 3 – Anti-Fraud Policy

Introduction

Fraud is an ever-present threat to organisational resources and concerns all stakeholders. ZDHC requires all staff and stakeholders to act honestly and with integrity to safeguard all resources. ZDHC is opposed to any form of fraud. This policy promotes a culture that deters fraudulent activity and facilitates the prevention and detection of fraud. It also promotes the development of procedures that support fraud investigation and ensure that such cases are dealt with promptly and appropriately.



What is Fraud?

Fraud is intentionally using deception to gain advantage, avoid obligation, or cause loss. Attempted fraud is treated as seriously as completed fraud. Fraud involves knowingly using false information to deprive others of money, property, or rights.

Computer fraud occurs when IT systems are used dishonestly, such as altering data or unauthorised internet use.

Examples of acts that may constitute fraud:

Theft; corruption; embezzlement; bribery; forgery; misrepresentation; deception; collusion; money laundering; concealment of material facts.

Examples of Day-to-Day Acts that Constitute Fraudulent Activities.

- Knowingly submitting an expense claim with errors, e.g. exaggerating the price of a purchase or claiming personal items as business expenses.
- Claiming or exaggerating expenses by tampering with or altering the receipt used to claim reimbursement.
- Accepting an expensive gift from a stakeholder in return for a favour.
- Leaking sensitive, confidential information such as data theft or intellectual property to a competitor or third party for financial gain.

Anti-fraud Measures and Staff Responsibilities

ZDHC promptly reviews all suspected or actual fraud and will strengthen internal controls as needed.

Staff and stakeholders are responsible for the following:

- Proper use of ZDHC resources, including funds, payment systems, and interactions with tenders, contractors and clients.
- Immediately report any suspected fraud to the Executive Management Team.

Procedure

All suspected, attempted, or proven fraud should be reported following the Fraud Response Procedure, which provides a checklist of actions for suspected fraud cases. Fraud reporting is a serious responsibility, and reports should be made carefully. Those who report fraud are protected from retaliation (see PP 5).

SPEAKUP PROCEDURE

Overview

ZDHC is committed to responsible business practices, adhering to laws, regulations, and the Code of Conduct while operating with integrity and respect. Observing and addressing ethical concerns is crucial to upholding these standards.

When ethical or moral concerns arise, staff and stakeholders are encouraged to speak up about any behaviour that appears inappropriate, unethical, or illegal. Speaking up is essential to protecting ZDHC's values, credibility, and stakeholders and is a key element in identifying and preventing misconduct, stopping issues from escalating, and deterring future unethical behaviour.

Recognising the courage it takes to raise concerns, ZDHC ensures a safe, straightforward process. This SpeakUp Procedure outlines how to report suspected misconduct, illegal acts, or policy breaches, explaining the process and protections available, including confidentiality, anonymity and non-retaliation.

Who can Speak Up?

This procedure is open to all working for or on behalf of ZDHC, including staff, interns, Board members and stakeholders. External third parties may also use the SpeakUp® System to report concerns about potential misconduct within ZDHC or in communities affected by its activities.

What to SpeakUp about?

Anyone can speak up about suspected illegal, immoral, unethical, or improper business conduct involving ZDHC that may seriously violate laws, the ZDHC Code of Conduct, or internal policies.

Examples of concerns that can be raised using the Speak Up Procedure are:

- Misconduct or gross misconduct
- Conflict of Interest
- Fraud, including bribery and corruption
- Any anti-competitive practice or behaviour
- Discrimination or harassment
- Breach of, or failure to comply with, a legal requirement or obligation.
- Breach of audit (or other applicable) financial and accounting regulations.
- Engaging or threatening to retaliate against anyone for speaking up or being involved in this procedure.

When to Speak Up?

ZDHC encourages prompt reporting of suspected violations of laws, the Code of Conduct, or unethical behaviour. While there is no set reporting period, early reporting effectively addresses issues. When making a report, the person reporting is not expected to have all the answers, and this procedure may be used as a guide to identify potential concerns.

How to Speak Up?

There are several ways to speak up, as follows:

Direct Approach:

If comfortable, inform the individual that their conduct is unwelcome and that it stops. While direct dialogue supports ZDHC's transparent culture, it may not always be feasible. If direct dialogue is uncomfortable or ineffective, staff can use the following SpeakUp channels:

Channel 1: Report to your manager or your manager's manager.

Channel 2: If uncomfortable with Channel 1, speak with HR.

Channel 3: Report using the SpeakUp® System, operated independently and available 24/7. Through this system, staff or stakeholders can report concerns or ask questions directly to the SpeakUp office, which is staffed with qualified specialists. Reports can

be made in English, via phone or online, and anonymity is an option. The SpeakUp team will handle all reports internally.

What Information Should be Provided?

To assist in assessing and any subsequent investigation of a report via the SpeakUp System, you should include as much detailed and factual information as possible about the suspected violation. This will help you better assess the situation and determine how to proceed.

The following information will be useful to provide when making a report:

- Name, location and contact details are preferred. Anonymity is possible.
- The nature of the suspected violation.
- Why is it a concern?
- When and where did the (the suspected) violation occur?
- Who was involved?
- If there were any witnesses, and if so, who are they?
- If anything was done in response to the (the suspected) violation.
- Whether a concern was already raised with anyone and their response.
- Any evidence that supports the report and where the evidence is located.
- Is there any further information that could help investigate the report?
- Is there any concern about possible reprisal for raising a concern?

What happens after a SpeakUp® System Report?

After submitting a report, the SpeakUp office acknowledges receipt within seven days. The report is evaluated and assessed, and the appropriate action is determined. Sometimes, follow-up questions are asked. Feedback is given within three months after the acknowledgement of receipt.

The SpeakUp team and ZDHC strive to address concerns fairly, but outcomes cannot be guaranteed. Due to confidentiality, privacy and legal rights, investigation details may not always be shared.

Confidentiality is required for all parties; it is kept confidential for those involved in or aware of an investigation. Not all issues will lead to a formal investigation, as some may

lack sufficient information or may be better addressed through alternative actions, such as mediation.

SpeakUp Protection

Confidentiality

All reports are confidential and shared only on a strict need-to-know basis. Information may be anonymised before sharing and only disclosed outside this group if legally required or in the public interest. Individuals under investigation are generally informed but may not be notified immediately if it could jeopardise the investigation.

Anonymous Reporting

Reports can be made anonymously through the SpeakUp® System, which supports secure, anonymous communication. Anonymous letters or emails outside this system cannot be processed.

Privacy Protection

The SpeakUp office protects personal data related to SpeakUp® System reports, which is in line with privacy policies and for investigation purposes only.

No Retaliation

Reporters are protected from retaliation, and any threats against them may lead to disciplinary action. Any retaliation can be reported through the SpeakUp channels.

Protection of the Accused

Individuals accused in a report are presumed innocent. The SpeakUp office safeguards their rights throughout the investigation.

Right to Defend and Appeal

The accused can respond, comment on findings and appeal during the investigation.

False Accusations

Reports must be made in good faith, with truthful, fact-based information. False or malicious reports are serious breaches and may lead to disciplinary actions.

External Disclosures

External reporting is usually unnecessary. Staff and stakeholders are encouraged to use the SpeakUp Procedure rather than approach outside parties.