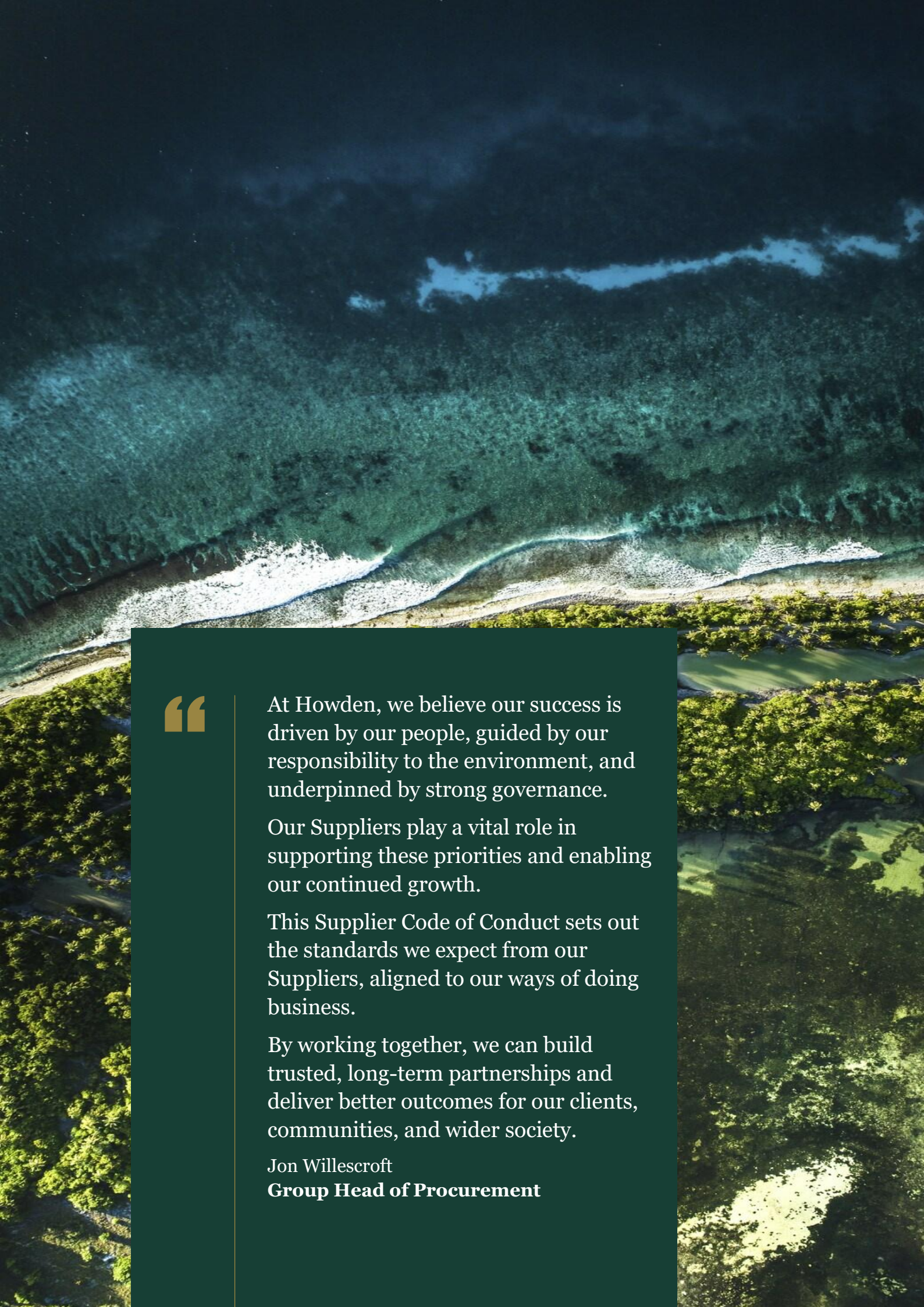


Supplier Code of Conduct

HOWDEN



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At Howden, we believe our success is driven by our people, guided by our responsibility to the environment, and underpinned by strong governance.

Our Suppliers play a vital role in supporting these priorities and enabling our continued growth.

This Supplier Code of Conduct sets out the standards we expect from our Suppliers, aligned to our ways of doing business.

By working together, we can build trusted, long-term partnerships and deliver better outcomes for our clients, communities, and wider society.

Jon Willescroft
Group Head of Procurement

Our Commitment

At Howden, we are committed to conducting business responsibly and delivering long-term value for our people, communities, clients, and shareholders. Our approach extends across the supply chain, where our purchasing decisions play a key role in driving responsible and sustainable outcomes.

This Supplier Code of Conduct sets out the standards that Howden expects of its Suppliers and reflects our approach to fair, transparent, and collaborative engagement across:

Responsible business practices

At Howden, we embed strong corporate governance and responsible policies into our day-to-day operations. We empower our people to exceed high standards of integrity, fairness, and ethical business practices.

People and Human Rights

We will not knowingly tolerate violations of basic human rights or employment practices by or against any employees, or within our supply chain. We support the principles of human and labour rights in line with the Universal Declaration of Human Rights and the International Labour Organisation (ILO) Core Conventions on Labour Standards.

Environmental Responsibility

We are working to embed sustainability at the core of our operations, minimising our impact on the climate, and protecting the natural environment. We support the use of sustainable products, improved energy efficiency, and the transition to clean energy.

Standards for Suppliers

All Suppliers, defined as third parties that provide goods and/or services to Howden for its own business operations, must comply with this Supplier Code of Conduct, which sets out Howden's minimum standards. In this Code, references to "Suppliers" include their employees, subcontractors, and other representatives acting on their behalf. The Supplier is responsible for ensuring that those parties understand and comply with this Supplier Code of Conduct.

Howden reserves the right to periodically review the Code and make changes to respond to regulatory or business environment changes. It is the responsibility of the Supplier to check for updates, and Suppliers must comply with the latest version.

This Code applies in addition to, and does not replace, any legal agreement or contract between a supplier and Howden. For the avoidance of doubt, this Code does not apply to insurers, reinsurers, risk carriers, or other counterparties involved in the placement of risk or provision of insurance-related capacity on behalf of clients.

Suppliers are expected to monitor their own compliance and demonstrate this upon request.

Suppliers must operate in a manner that reflects and supports Howden's company values, as set out on the Howden website.

Failure to accept or meet the expectations in the Supplier Code of Conduct may affect current and/or future business with Howden.

1. Responsible Business Practices

Suppliers must respect and comply with all applicable local and international laws and regulations, and relevant industry codes in the countries in which they operate when working with Howden. These principles underpin Howden's standards of ethical conduct and are fundamental to maintaining trust in our business relationships.

Anti-bribery and anti-corruption

Howden has a zero-tolerance approach to all forms of financial crime, including bribery and corruption. Suppliers must not, directly or indirectly, engage in bribery or corruption (including making facilitation payments) and must comply with all applicable anti-bribery and anti-corruption laws. Suppliers must where applicable maintain adequate policies, procedures and controls to prevent employees and third parties acting on their behalf from offering or accepting bribes. This includes maintaining a policy governing the giving and receiving of gifts, hospitality, and other benefits, ensuring they are proportionate, appropriate, and not used to improperly influence, or appear to influence, any business decision. Any gifts, hospitality or entertainment offered to Howden employees must be given openly and must never be offered in cash or cash equivalents, or during an active tender, bid or contract negotiation.

Suppliers must exercise particular care in any dealings with government or public officials, and must not make political or charitable donations in connection with Howden's business without Howden's prior written consent. Suppliers must keep accurate and complete books and records and must not maintain any off-book accounts or false, misleading or incomplete records. Suspected bribery or corruption must be reported via the process outlined in the Reporting Concerns section.

Honest conduct

Suppliers must act honestly and ethically in all dealings with Howden, and must not engage in fraud, dishonesty or misrepresentation. In particular, Suppliers must submit accurate and complete proposals and invoices, ensuring all statements, communications and representations in bids, negotiations and contracts are truthful, with any errors corrected promptly. Suppliers must maintain accurate records relating to their dealings with Howden and cooperate with Howden's reasonable requests for information.

Financial crime

Suppliers must be fully compliant with all applicable laws and regulations on anti-money laundering, counter-terrorist financing, tax, and sanctions. Suppliers must maintain reasonable prevention procedures where required by such laws. Suppliers must not engage in or support any activity that circumvents these requirements. Suppliers must notify Howden promptly if they become subject to any investigation, designation, charge or finding relating to financial crime.

Fair competition

Suppliers must compete fairly, in line with applicable competition and anti-trust laws and submit any bid or proposal independently from any other competing Supplier.

Conflicts of interest

Suppliers must avoid actual, potential, or perceived conflicts of interest between the Supplier and Howden. This includes interactions with Howden's employees that could create a conflict of interest with the employee's duty to act in the best interest of Howden. Where conflicts cannot be avoided, Suppliers must promptly disclose all such conflicts and ensure effective management. The obligation to disclose is continuing, and any conflict arising during the course of the relationship must be disclosed promptly. Disclosures must be made to the Supplier's primary Howden contact or via the process outlined in the Reporting Concerns section. This provision extends to the offering, giving, or provision of gifts, hospitality, and entertainment by the Supplier to Howden's employees or representatives.

Confidentiality

Suppliers must not make any public statement relating to Howden, including the existence of any relationship, unless disclosure is required by law or expressly authorised in writing by Howden. Suppliers must submit any such request to our [Press Enquiries Team](#) for approval.

Data protection, privacy and information security

Suppliers must process personal data, confidential information and any Howden or client data lawfully, fairly, transparently, and securely, and only for authorised business purposes.

Suppliers must:

- Cooperate with Howden's data protection and privacy due diligence processes including privacy impact assessments, audits, and data subject rights requests where reasonably required;
- Comply with all applicable international, federal, state, and local laws and regulations relating to data protection, privacy, and data security;
- Implement and maintain reasonable administrative, technical, and physical safeguards appropriate to the nature and scope of personal data processed;
- Notify Howden promptly of any actual or suspected data breach or security incident, cooperate with Howden to fulfil any legal notification obligations, and take necessary steps to address the incident;
- Ensure subcontractors and downstream service providers maintain equivalent data protection, privacy, and security standards;
- Ensure related policies and processes are reviewed and updated at least annually;
- Retain personal data only as long as necessary and securely delete or return it in accordance with applicable law and Howden's instructions; and
- Provide regular legal, regulatory and privacy training to relevant employees in accordance with applicable legal and regulatory requirements.

Use of artificial intelligence (AI)

For the purposes of this Code, AI includes generative AI, large language models, automated decision-making systems, AI agents, and any AI functionality built into software or services

used by the Supplier. Suppliers must comply with all applicable laws and regulations governing the use of AI and personal data.

Suppliers must ensure that any use of AI is subject to appropriate human and technical oversight. When using AI tools, suppliers must not input Howden personal data, confidential information, or commercially sensitive information into any AI system unless:

- Howden has expressly approved such use in writing;
- Appropriate security, confidentiality, legal, and data protection safeguards are in place; and
- The relevant AI system has been approved by Howden's AI Governance and Legal teams.

Suppliers must not use Howden data, prompts, outputs or materials to train, fine-tune, test or improve any AI system unless Howden has expressly approved this in writing, and must keep appropriate records of any approved AI use relating to Howden, including tools used, purposes, data involved and safeguards applied.

Suppliers must take reasonable steps to ensure that AI outputs used in connection with Howden are accurate, appropriately validated, and not unlawfully discriminatory or biased, and must be able to explain, at a high level, how AI is used in the provision of the services. Suppliers remain responsible for ensuring that their use of AI does not infringe the rights of any third party or compromise Howden's data and materials. Suppliers must notify Howden promptly of any material AI-related incident, including any security breach, data leakage or malfunction. Suppliers must ensure that any AI tools deployed by their subcontractors or sub-suppliers in connection with Howden's business comply with the standards set out in this section.

Business continuity

Our Suppliers must maintain appropriate business continuity, disaster recovery, and succession plans, designed to minimise disruption. These plans must be regularly reviewed, tested, and updated to ensure ongoing effectiveness.

Retaining and managing records

Suppliers must maintain accurate, complete, and auditable records. These must be handled with due care and retained in accordance with applicable legal and regulatory requirements. Records must be securely disposed of at the end of the applicable retention period.

Supply chain

Suppliers must responsibly manage and deal fairly with their supply chain. This includes taking reasonable steps to select partners that operate in a manner compatible with this Supplier Code of Conduct and applicable local regulatory standards and to extend standards equivalent to this Supplier Code of Conduct to their subcontractors and sub-suppliers engaged in connection with Howden's business. Suppliers must carry out proportionate due diligence on their subcontractors and sub-suppliers, and must take reasonable steps to identify and address modern slavery, human trafficking and human rights risks in their supply chain. Suppliers must mitigate supply chain risks and avoid transferring unreasonable levels of risk to subcontractors.

2. People and Human Rights

At Howden, we believe people thrive when they are empowered to create better outcomes for themselves and the communities in which they operate. Suppliers are expected to support this commitment by creating working environments where individuals are valued, respected and empowered to contribute their best, and by promoting positive social impact through their operations. Suppliers must comply with all applicable human rights laws and regulations.

In addition, Howden expects its Suppliers to adhere to the following principles. These expectations reflect internationally recognised standards and form a fundamental part of Howden's approach to responsible business.

Non-discrimination and equal opportunity

Suppliers must promote equal opportunities for, and treatment of, its employees irrespective of race, nationality, sex, age, social background, disabilities, sexual orientation, religion, political affiliation, pregnancy or maternity, marital status or any other protected characteristic.

Fair treatment

Suppliers must foster a workplace where all individuals are treated with fairness, dignity and respect, and where harassment, discrimination, bullying or any form of abusive or inappropriate behaviour is not tolerated.

Suppliers must provide fair remuneration and comply with applicable minimum wage, working time and employment laws.

Suppliers must respect workers' rights to freedom of association and collective bargaining, provide accessible mechanisms for raising concerns, and ensure no retaliation against individuals who report issues in good faith.

Suppliers must provide employees with written terms of employment in a language they understand. Employees must not be required to lodge deposits or surrender identification documents (such as passports) as a condition of employment. Recruitment practices must be conducted fairly and not result in undue financial burden on employees or applicants.

Human Rights

Suppliers must comply with all applicable human rights laws and regulations, including without limitation, the United Nations Universal Declaration of Human Rights, and the ILO Declaration on Fundamental Principles and Rights at Work.

Suppliers must not engage in or tolerate forced labour, slavery, human trafficking, or any other practices that restrict the rights of the individual, including their ability to leave employment freely subject to lawful notice periods.

Suppliers must not employ individuals below the legal minimum age of employment, as defined by applicable local laws and international standards. Adequate processes must be in place to verify the age of workers and prevent the use of child labour.

Suppliers are expected to ensure that migrant and other potentially vulnerable workers are treated fairly and with respect, and are not subject to discriminatory or exploitative practices.

Suppliers are expected to take reasonable steps, proportionate to their size and operations, to promote these human rights principles within their own supply chain.

Health & Safety

Suppliers must comply with all applicable health and safety laws and regulations in the countries in which they operate. Suppliers must maintain safe workplaces and ensure operations do not place employees, Howden colleagues, or other parties at risk by:

- Identifying, evaluating, and controlling risks associated with their business operations, taking precautionary measures to avoid occupational accidents and illnesses;
- Establishing procedures to manage workplace incidents, including reporting, investigating and implementing corrective actions; and
- When on premises owned, leased or managed by Howden, the Supplier, its staff and subcontractors must adhere to all rules and regulations regarding operation of the premises.

3. Environmental Responsibility

Howden recognises its responsibility to be environmentally sustainable, and to respond to the needs and expectations of clients, investors, employees, and local communities. We are committed to minimising our environmental footprint and achieving net zero across our buildings, transport, and purchased goods and services by 2040. In line with this ambition, we expect our Suppliers to support environmentally responsible practices and contribute to improving environmental performance across our value chain. This information may be considered as part of Supplier selection, performance evaluation, and ongoing relationship management.

Environmental management and compliance

Suppliers must comply with all relevant environmental laws and regulations. Additionally, Suppliers are expected to do the following proportionate to their operations:

- Maintain appropriate environmental policies and internal management systems;
- Identify and manage environmental risks and impacts arising from their activities;
- Measure greenhouse gas (GHG) emissions, set a target, and establish clear plans to reduce their environmental impact;
- Report progress against environmental commitments. This includes providing emissions data to support Howden's Scope 3 reporting;
- Collaborate with Howden and across their own supply chain to reduce environmental impact; and
- Prioritise direct emissions reductions and, where appropriate, consider the use of high integrity certified carbon crediting as a supplementary measure for the residual emissions.

Suppliers are expected to provide relevant information or evidence on their environmental performance as requested by Howden. We will use a risk-based supplier sustainability assessment process to inform procurement decisions, Supplier performance evaluation, and support the management of environmental risks within our supply chain.

Resource use and responsible sourcing

Suppliers are expected to:

- Minimise the use of raw materials and improve resource efficiency, including the use of renewable, recycled or sustainably sourced materials where possible;
- Implement appropriate due diligence processes to ensure materials used to supply Howden are responsibly sourced. This includes exposure to risks such as illegal deforestation or unsustainable agricultural practices;
- Manage water use responsibly by monitoring consumption, reducing water intensity, and, where relevant, minimising impacts on local water resources, including wastewater discharge and water quality;
- Manage and reduce energy use within their operations and increase the use of renewable energy where feasible;
- Prevent and reduce waste and manage waste responsibly, including eliminating use of single-use disposable items.

Reporting Concerns

Suppliers must raise any actual or potential concerns of wrongdoing in line with Howden's [Whistleblowing Policy](#). Suppliers must ensure that this process is communicated and made available within the Supplier's organisation and to any employees, contractors and subcontractors working for the Supplier on behalf of Howden.

Howden encourages a culture of openness and transparency, where concerns can be raised without fear of retaliation. Suppliers are expected to provide a mechanism for employees to raise concerns anonymously and must ensure that no individual who raises a concern in good faith is subject to retaliation or unfair treatment.



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