

Code of Conduct

CEO Introduction

The Club Company **always** expects the highest ethical standards from our employees to ensure that the reputation we have established and built upon for safety, standards and ethics is maintained and without reproach.

This Code of Conduct (Code) sets out those standards by which all employees are bound. It provides guidelines in a wide range of situations, including:

- Our Principles
- Our People and Workplace
- Our Members/Guests and Stakeholders
- Our Business Dealings
- Our Information and Assets
- Reporting a Concern

It also refers to the relevant supporting policies available through FLOW/Mapal One and the Employee Handbook.

The Club Company is made up of diverse businesses, people and cultures and this also reflects in our members and guests and the communities in which we operate. That cultural diversity is fundamental to who we are and the way we work. Equally fundamental is our shared commitment to placing integrity at the core of all our business activities.

The purpose of this Code is to set out a simple set of principles to ensure that we all are aware of and understand the behaviours that are expected from everyone who works within the Group.

It is the responsibility of all employees to familiarise themselves with the details of the Code and its guidance. If any employee has a question or concern about how they should behave they should speak to their Line Manager or the Central People Team.

I am committed to the principles in this Code. Compliance with the Code is mandatory and everyone should take time to read it and use it as a guide whenever necessary.



Richard Calvert
Chief Executive Officer

Introduction

The Code supports all of us in making the right decisions. It sets out the principles we must all work by every day at The Club Company. It also provides guidance on where to go if anyone is faced with a difficult issue and needs further help.

As a responsible business and employer, The Club Company is subject to many laws and regulations. The Code is intended to complement, rather than to seek to replace, those laws and regulations.

Though this Code sets out our key responsibilities, it cannot address every difficult situation that you may be confronted with, nor should it be considered an exhaustive guide to every policy and procedure relevant to you. There may be other policies and requirements that apply to your role and with which you must comply with in addition to the Code.

Compliance with the Code is mandatory. Failure to carry out your work in accordance with the Code could have damaging consequences for both you and our business. We will treat any breaches seriously. This may result in disciplinary action being taken which, in some cases, may include dismissal in accordance with our internal policies and employment law.

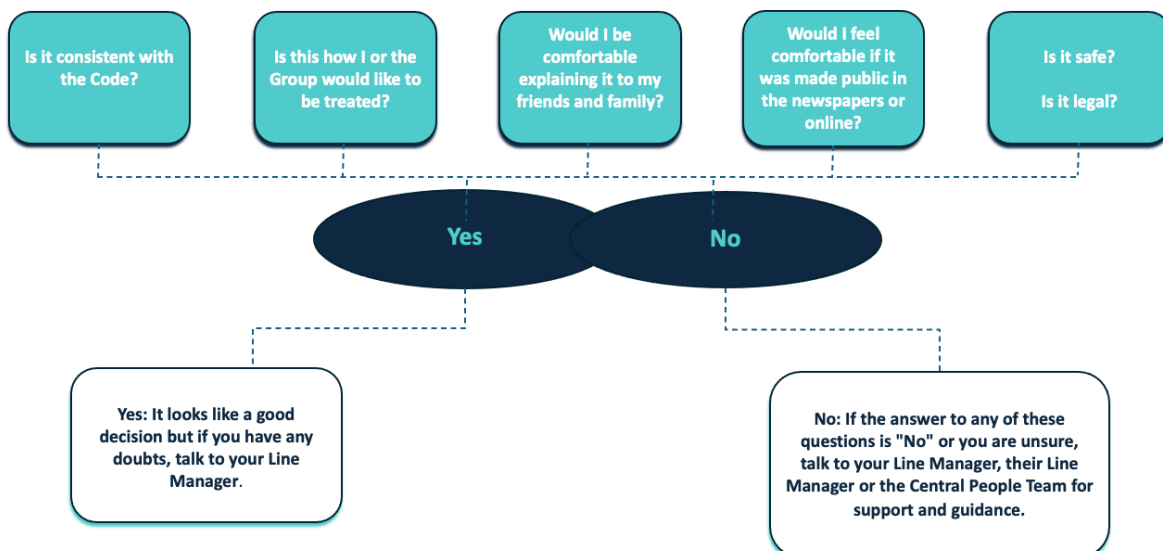
Additional Responsibilities for Managers:

If you manage others, as well as following the Code yourself, you must also:

- Ensure that everyone who reports to you has read and understands the Code and completes all required training.
- Maintain an environment in which employees feel able to ask questions and raise concerns without fear of retaliation.
- Always follow up if you are aware of, or suspect, conduct that is not in line with the principles set out in this Code

If you are Unsure and Need Support:

We all have an obligation to uphold the principles in this Code, If you are faced with a difficult issue and are unsure what to do, consider the following questions:



Our Principles

The Code describes the principles by which The Club Company Group expects our employees to conduct business. It also sets out the required standards of behaviour for our employees in carrying out this business. The Code deals with a wide variety of issues and situations relating to workplace conduct, but it is not intended to be exhaustive.

This Code of Conduct sets out principles by which The Club Company Group is bound. These principles are as follows:

- We comply with laws and regulations.
- We reject bribery and corruption and avoid being compromised by gifts and entertainment.
- We avoid conflicts of interest.
- We respect the confidentiality of personal and corporate information.
- We promote diversity and equality and treat people fairly and with respect.
- We maintain a safe and healthy environment for people to work in and are proactive in managing our responsibilities to the environment.
- We support those who have any suspicions of any misconduct, malpractice, illegal or unethical behaviour and report their concerns in confidence to the appropriate channels.

Zero Tolerance

While this Code gives guidance to employees in certain situations, there are specific areas where The Club Company Group has a policy of zero tolerance. These are:

- unsafe, illegal or unethical working practices;
- violence and aggression;
- discrimination, bullying and harassment;
- bribery and corruption;
- retaliation or action against anyone who speaks up and in good faith, reports a wrongdoing.

Breaches of the Code

This Code of Conduct has been drawn up to provide guidance on conduct for employees of The Club Company Group. For the avoidance of doubt, it is not a contractual document, and The Club Company Group reserves the right to amend it at any time. The Code will be subject to regular review, particularly in the light of new and relevant legislation.

Any breach of the Code will be considered a disciplinary matter, which could result in disciplinary up to and including dismissal.

Our People and Workplace

Health, Safety and Security

Health, safety and security is fundamental to our business, and it is our highest priority. We must work and operate in a healthy, safe and secure way in compliance with all applicable laws, regulations, company policies and industry standards.

Fairness and Respect

Safe and ethical behaviour depends on all of us as individuals and, fundamental to that, is how we treat each other. We must treat all employees with dignity and respect, and we should never engage in bullying or harassment.

We must ensure that everyone who works for or with the Group is treated fairly and not unlawfully discriminated against. It is our collective responsibility to promote and provide a work environment that is

free from intimidation and harassment and allows people to raise concerns freely and without fear of retaliation.

Social Media

Employees may use social media for work purposes (such as LinkedIn) or for personal use (for example, Facebook). [Employees should not access social media for personal purposes during working hours.] Any use of such social media must be respectful of The Club Company Group's reputation and that of all our employees. Employees must not disclose confidential information when using personal social media. For further information, employees should refer to the Social Media policy. Failure to comply with this policy is a disciplinary offence. It may amount to gross misconduct and could result in summary dismissal.

Standards of Personal Behaviour

Equality, Diversity & Inclusion

Being respectful is an important core value of The Club Company Group and this includes the promotion of inclusivity and diversity. It seeks to ensure that the workplace is supportive of all our everyone and one where individual respect is shown to all employees, regardless of age, (dis)ability, gender reassignment, marriage or civil partnership, pregnancy or maternity, race, ethnic background, culture, sexual orientation, religion or belief, sex or any other factor. All employees will be supported and encouraged to perform to their potential.

For further information, employees should refer to the Equality, Diversity & Inclusion policy.

Bullying and Harassment

The Club Company Group has zero tolerance to bullying and harassment. Disciplinary action will be taken against inappropriate behaviour that shows lack of respect for others or causes people to feel threatened. For further information, employees should refer to the Bullying and Harassment policy.

Conduct Outside Work

As a general rule, what employees do after working hours and away from the premises is a personal matter. However, The Club Company Group will become involved in the following circumstances:

- At office parties, drinks events and other work-related social occasions.
- At third-party (that is, clients, suppliers and members) occasions where the employee has been invited in their capacity as an employee and representative of The Club Company Group.
- At work-related conferences and training courses.
- Where the employee is away on business on behalf of The Club Company Group.

The Club Company Group's policies will continue to apply at all these events. An employee should not bring The Club Company Group's name into disrepute. Improper and/or inappropriate behaviour will lead to investigation and possible disciplinary action, including dismissal and in cases of gross misconduct, summary dismissal.

For further information, employers should refer to The Club Company Group's Disciplinary and Grievance Procedures.

Personal/Romantic Relationships in the Workplace

The Club Company Group does not concern itself with the private lives of our employees unless they affect its effective operation or its reputation.

Employees who maintain a personal or romantic relationship with either members/guests, colleagues or external stakeholders (e.g., supplier representatives) must ensure their behaviour is not called into question. Employees who are related or in a personal or romantic relationship should not have a work related supervisory, assessing or authorising relationship, e.g., no direct line management to ensure non-bias or claims of favouritism.

Employees must inform their Line Manager if they have a personal or romantic relationship with another employee, member/guest or external stakeholder which could be considered by colleagues or other, as impacting on the way they conduct themselves at work.

Criminal Offences

For the avoidance of doubt, an employee must inform their Line Manager in writing if they are under investigation for a criminal act (including road traffic offences) or have been arrested in connection with a criminal action. They must also inform their Line Manager in writing if they have been found guilty and convicted of any offence or received a police caution.

Failure to disclose this information may be treated as a disciplinary offence. Furthermore, if an employee commits a criminal offence outside employment, The Club Company Group will investigate the matter to ascertain whether there is any connection between the offence and the individual's employment. If there is an adverse finding in this respect, this could result in the employee's dismissal under the disciplinary procedure.

Our Members/Guests and Stakeholders

Our Members/Guests

We are a service driven business. We aim to provide an exceptional experience and value to our members and guests - to look after them under many different circumstances.

We must treat our customers with fairness, care, respect and dignity and in a professional and non-discriminatory way, without exception.

Environment

Our planet is a precious place. We are aware of our impact on the environment and we work to mitigate that impact while responding to the demands of a complex and service driven business.

External Stakeholders (Suppliers and Business Partners)

We promote and maintain relationships with suppliers and business partners that are cooperative and based on trust, fairness and transparency. We engage with suppliers and business partners in accordance with this Code. Though we cannot control the behaviour of others; it is our expectation that our suppliers and business partners will carry out their business in a way that is consistent with our Code.

Local Community

Companies can have a positive impact in the communities they serve and the social good they do is recognised by employees, members/guests and investors. We are committed to supporting positive engagement with those communities local to our operations in a manner that aligns with the values and objectives of our operating companies.

Political Engagement

We do not allow the use of company funds or resources, including any company brands, to support any political party or candidate.

Our Business Dealings

Compliance with Laws

We must act in compliance with all applicable laws, rules and regulations.

Competing Fairly

We conduct our business in an open and honest manner and must carry out our business in compliance with competition laws.

Anti-bribery

We must never offer, pay, request or accept anything of value to obtain an improper advantage, or improperly influence any kind of decision or action, whether directly or through a third party.

In some circumstances, excessive hospitality or gifts may be regarded as offering or receiving a bribe. An employee should always check with their Line Manager if in doubt.

Fraud

Fraud is not tolerated in The Club Company Group. Any attempt to secure an unlawful gain will lead to disciplinary action and sanctions up to and including dismissal. A report will also be made to the relevant authority which could lead to prosecution.

The Club Company Group will **always** seek to recover loss resulting from fraud.

Avoiding Conflicts of Interest

We must act in the best interests of the Group. This means we should avoid situations where personal interests, such as family or financial interests, conflict with those of the Group (or may be perceived as such). If we encounter an actual, potential or perceived conflict of interest, we must report it to ensure it is managed appropriately.

Tax Compliance

We understand and comply with our tax obligations, and we must never engage in tax evasion or facilitate the tax evasion of others.

Trade Compliance

We abide by all relevant international trade laws, including export control, sanctions and customs laws.

Respecting Human Rights

We carry out our work in a manner that respects the human rights of others. This means we do not accept any form of forced or involuntary labour, human trafficking and modern slavery anywhere in our business.

Our Information & Assets

Data Protection and IT

Data protection The General Data Protection Regulation and the Data Protection Act 2018 comprise the data protection regime that applied in the UK from 25 May 2018. This regime supersedes any previous legislation. The Club Company Group holds and processes information on its staff and other data subjects for commercial and administrative purposes. It will only collect and handle data for “legitimate interest” and in compliance with the data protection regime above.

For further information, employees should refer to the Data Protection policy.

Confidentiality

The Club Company Group is committed to the maintenance of the highest level of integrity in all its dealings with members/guests, employees and external stakeholders. This extends not only to commercial confidentiality but also to the protection of personal information received in the process of providing a service.

Company Information and Assets

We only use information, assets, equipment and supplies in the manner they are meant to be used and in compliance with relevant policies and procedures.

Any examples of intentional damage to company property will be subject to disciplinary procedures, up to and including dismissal where relevant.

Accurate Records

All of us must ensure that we maintain accurate, complete and truthful company books, records, accounts and communications.

Public Statements

Anyone making public comments on behalf of the Group, such as press comments or statements on social media, should only do so with appropriate approvals and in a manner that is accurate and appropriate.

Reporting a Concern

We all have responsibility to speak up if we see or suspect a breach of the Code. This should be done with care and empathy. Every employee is expected to raise a concern when they become aware of a situation in which the standards and behaviours in this Code are not being followed.

There are several ways you can report a concern. The first option is to speak with your Line Manager, however if this is not possible, please direct your concern to their Line Manager – if you are still unable to raise your concern then please approach the Central People team who will ensure any concerns are heard correctly without repercussion.

All employees who raise or report a concern in good faith will be protected against any detrimental treatment. We do not tolerate bullying, victimising, harassing or any other type of retaliation against anyone who raises a concern.

However, please note - concerns that are raised in bad faith, maliciously, for personal gain, where they are known to be untrue or raised without basis may result in disciplinary action.

Investigations

All concerns raised will be treated seriously and a decision will be made about whether or not an investigation is appropriate. Investigations will be thorough and timely. Depending upon the nature of the matter, an investigation may be referred to an external body or authority. The Group and its employees will cooperate with any requests or investigations by regulatory and enforcement agencies.

Using your Voice: How to Speak Up:

- 1) Speak with your Line Manager**
- 2) Speak with your Line Manager's Manager**
- 3) Speak with the Central People Team**

If you have any questions regarding the TCC Code of Conduct, please speak to your Line Manager in the first instance.