

Scotica Film Ltd. Constitution Pt. II: Code of Ethics

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Section A – Governance Standards

1. Executive Summary

This document is the second part of Scotica's Constitution (comprising the Articles of Association, Code of Ethics and Stakeholder Agreement). It is intended to outline the principles and values which underly Scotica Film and how it works with stakeholders, employees and wider social and environmental entities, as well as providing tangible detail as to the policies and procedures which practice and make tangible these principles and values.

At Scotica we are proud of the ethics which lie at the heart of our *modus operandi*, and intend for this document to hold all Scotica employees accountable for their actions – corporate, economic, social and environmental – as well as provide guidance for all stakeholders as to how they might best exercise these ethics and hereby further their own professional development.

This Code of Ethics serves as our ethical commitment and as a guide to proper business conduct for all of our stakeholders. We at Scotica are committed to doing business legally, ethically and in a transparent manner. This document applies to all staff who work for the Scotica (including officers, directors, managers, team leaders, employees, temporary, agency, interim, sub-contractor or consultant staff), and also include other organisations who do business with us.

Scotica expects its staff to be impartial and honest in all affairs relating to their job. All staff bear a responsibility in general, to be of good faith and do nothing to destroy the trust necessary for employment. The success of our business is based on the trust we earn from our employees, customers and other stakeholders. We gain credibility by adhering to our commitment to fairness and reaching our goals solely through ethical conduct. All staff are expected to adhere to this Code in their professional, as well as personal conduct, treat everyone with respect, honesty and fairness.

Section A of this document sets out Scotica's standards of governance, defining our core values as well as showing how these are exercised in our day-to-day operations. Section B details our employment policies and allowances, and sets the standards to which all employees and contractors are expected to work, and are expected to be treated. These articles undergo continual scrutiny and revision, and may be revised at any time; please see the cover page for version number and latest revision date.

2. Mission Statement

Film is powerful. At Scotica we use our skills as environmental storytellers to capture the importance of our wild spaces and the communities connected to them. Our commercial and documentary work is narrative-led, rooted in a love for landscape. Telling these stories form meaningful bonds between brands and their audiences, and creating a ripple effect of positive change.

If we can nurture our bond with the natural world, we're taking the first steps towards a fairer, happier and more sustainable society.

3. Our Core Values

At Scotica, we have four core values which we feel best represent our ethical priorities, and the *raison d'être* behind our work. These values are not exhaustive, but are the principle motivators behind our stakeholder selection and internal operations.

The four values are as follows.

i. Champion the Right Causes

We capture the spirit of hope, of community, to show how the outdoors, and protecting nature, can inspire the best in us. Our focus is in telling outdoor and environmental stories that have a positive impact on people and planet. In our commercial and our documentary film work, it is key for us to work alongside brands and organisations who also have ethics at their heart.

When deciding to work with a new client, supplier or other collaborator, we ensure these organisations or individuals aspire to the same standards as Scotica, and are enthusiastic about supporting Scotica in attaining these standards for the application and delivery of each project.

We love to work on projects which:

- a. illuminate an important and urgent social or environmental issue
- b. express a strong bond between humans and the natural world
- c. tell stories which inspire through positivity, and are solutions-led
- d. have a low footprint on the planet and the local environment
- e. are respectful of local people and cultures

We prioritise stakeholders who:

- a. are compliant with all local and national laws and regulations
- b. have their own suitable and robust governance ethics policy

- c. engage in positive social and/or environmental practices beyond regulatory requirements
- d. hold certifications related to social and/or environmental performance.

ii. Practise Real Sustainability

We tread lightly on the landscape, ensuring there is no disturbance to local fauna and flora, and working in a way which is sensitive to those most intimately connected with the land, its ecology and history. All Scotica shoots are designed to have the lowest possible environmental footprint; we minimise travel, hire local as much as possible, and offset through tree-planting. We aim for zero to landfill and prioritise vegetarian catering. Our focus has always been and will always be on promoting, preserving and revitalising the incredible natural landscapes we're privileged enough to have on our doorstep.

In order to minimise our effect on the earth, we:

- a. hire crew local to wherever we film
- b. prioritise ride-sharing and low-carbon forms of transport
- c. track and offset all emissions via a tree-planting scheme with Scottish rewilding charity Trees for Life
- d. favour vegetarian catering options wherever possible
- e. conduct shoots on a zero-to-landfill basis wherever possible
- f. heed local regulations and culture on land use, access and sensitive fauna and flora
- g. ensure all project personnel and stakeholders are briefed (and receive training where necessary) on minimising environmental impact
- h. summarise all the above in the Project Impact Assessment which is conducted before carrying out any project work.

iii. Strive for True Representation

We are building a culture that celebrates and highlights authenticity, seeking out those lesser told stories in the UK and beyond. A strong creative team is one that fully represents the project, and we aim to provide opportunities and mentorship behind the camera for creatives from all backgrounds. We are continually learning, building a creative community driven by a shared passion for sustainability – both in front of and behind the camera.

In our attempts to forward fair and equal representation in our industry, we:

- a. keep and regularly expand our database of crew from a range of backgrounds
- b. provide entry-level opportunities for disadvantaged crew and those curious about film
- c. endeavour to tell stories about under-represented or unheard voices
- d. pay fair and competitive rates consistent with industry standards, with zero tolerance for sub-living-wage pay or zero hour contracts
- e. seek advice from other companies and producers about their own best practises.

Like elsewhere in the industry, fair and equal representation is an ongoing challenge at Scotica. Our long-term success in this regard should be self-evident from the work we produce, and we hope to lead by doing, showing rather than telling.

iv. Create a Positive Environment

We shed our ego; creating a positive space is one of our most fundamental values at Scotica. Creative collaboration is at our core, and everybody is valued and heard. Safeguarding the well-being of everyone who's a part of our shoots is one of our most fundamental values. Through our professionalism, planning, and experience, we do everything we can to keep our cast, crew and clients safe – physically, mentally and emotionally.

To ensure this, we:

- a. conduct risk assessments religiously, and carry out no tasks where we are in doubt of safety
- b. appoint highly qualified and trusted dedicated safety personnel where necessary
- c. hold regular safety and wellbeing briefings with clients and crew, emphasising the importance of reporting issues and occurrences in a professional manner
- d. operate a flat reporting structure without traditional crew hierarchy, treating creative contributions from all members of the project team equally
- e. provide mechanisms through which clients and crew can provide feedback and voice concerns.

4. Impact Reports

These four values affect both our daily operations and our long-term strategic priorities and decisions in a meaningful way. In order to ensure all decisions, large or small, are made with these values at heart, we conduct the following assessments of our business activities.

i. Project Impact Assessment

The Project Impact Assessment (PIA) is conducted prior to the commencement of work on any project. Structured like a risk assessment but focussed on the potential social and environmental impact of the project, the PIA looks predominantly at the following issues, and subsequent mitigating factors:

- a. client and stakeholder finance, governance and ethics
- b. alignment of project purpose and content with Scotica's values
- c. expected carbon footprint and sources of waste production
- d. possible local environmental and social sensitivities
- e. sourcing of local crew and catering

- f. opportunities for entry-level crew
- g. fair on-screen representation
- h. activities requiring separate risk assessment and/or safety specialists

ii. Annual Impact Report

The Annual Impact Report (AIR) is a summary of Scotica's business impact over the last calendar year. It contains the following information:

- a. overall company performance and overview of work carried out
- b. tracked carbon emissions from all projects
- c. summary of other environmental impact (achievements and challenges)
- d. summary of philanthropic activities and effects
- e. summary of social impact (achievements and challenges) on- and off-screen
- f. summary of stakeholder feedback

5. Quality Assurance

Scotica's process is designed to embed care, quality and value. All projects begin with a kick-off meeting which allows all parties to fully understand each other's requirements and expectations. We will ensure that the solution, its deliverables and costs are understood and agreed upon by all stakeholders, and make any adjustments as necessary. The output from this meeting will be confirmed in the comprehensive Supply of Services Agreement (SSA) and/or Production Insurance Briefing Specification (PIBS).

Throughout the design stage, we will provide creative direction and references to ensure alignment on content and style. All pre-production-related documents including callsheets and shotlists will be signed off by the client prior to finalisation. During shooting, we employ a policy of constant feedback and evaluation. Scotica requires, where possible, client presence on-location for implicit sign-off on all recorded materials, and to provide invaluable perspective and insight. After receipt of the first draft, Scotica projects allow for up to two rounds of feedback and amends to make certain the product's suitability. Further rounds of amends will always be granted if required, with costs consistent with the project's agreed rates.

In filmmaking, risks - physical, logistical or creative - are inescapable. A fundamental part of our process is mapping out potential risks and ensuring contingencies and mitigations are in place. It is possible that future re-evaluations of the project by one or more parties may alter its scope or design. In such a case, we will work with you to create a new solution which all parties are content will fit their needs. We routinely work in environments where ground, water and weather conditions pose challenges. It is a priority that all present on-location conduct themselves in a safe manner. No parties will be coerced into any actions with which they are

uncomfortable, and risk assessments will be carried out where appropriate. Though we will always strive to meet agreed schedules, in circumstances beyond any party's control we will work with you to form a suitable contingency plan, and associated costs will be absorbed where possible by the project.

6. Philanthropy

At Scotica, we believe in the power of charities and social enterprises to make life-changing differences. As such, we operate to support such organisations through both our project work and our individual philanthropic actions. We:

- a. provide discounted rates and cost-price fees for all projects where the client is a charitable organisation or social enterprise
- b. pay employees for up to 20 hours per annum of volunteering time for social and environmental charities
- c. match-fund all employee charitable donations to relevant social and environmental causes (relevance determined at Scotica's discretion)

7. Competition

Our relationships with business partners are built upon trust and mutual benefits compliant with competition law. We are dedicated to ethical and fair competition, as we sell products and services based on their quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities, nor will we engage or assist in unlawful boycotts of particular customers. We commit to comply with all applicable trade controls, restrictions, sanctions and import-export embargoes.

We do not allow any violence of the fairness of any tendering process in any way. We refrain from damaging competition and the reputation of any business partners and any behaviour that harms competitor's credibility.

We do not hold back maliciously, unlawfully or unduly payments towards our partners, and we do not allow such practices in our supply chain, we fight the unethical practice of 'debt chain'. Our staff is responsible for ensuring fair business during their job and adhere to every competition, consumer protection and fair marketing rule. Customers and business partners shall be treated fairly and equally, products and services shall be displayed in a manner that is fair and accurate (fair marketing and advertising), and that discloses all relevant information.

8. Ethical Advertising

As a commercial film production company, we are acutely aware of the impact our creations have on all our stakeholders – from clients and brands to contributors and crew to the environment itself. This policy is designed to detail what we feel represents a fair and ethical way of advertising products and services. Our advertising and marketing must:

- a. comply with all advertising standards, and be legal, decent, honest and truthful
- b. avoid any misleading or concealing statements, evidencing any objective claims
- c. respect the privacy of customers, contributors and other stakeholders
- d. not unfairly or negatively represent any individuals or competitors
- e. tell stories and communicate issues in a positive and inspiring way, rather than relying on guilt or fear
- f. avoid any kind of greenwashing or overstatement of sustainability
- g. be completely transparent regarding the environmental and social impact of the product or service
- h. be sensitive to any communities or environments portrayed, in a location-agnostic way so as to respect privacy and alleviate tourism pressures
- i. not advocate disposal or single-use of products in any way
- j. show true representation on-screen, with a diversity of genders, races, abilities and cultural backgrounds reflective of the world we live in
- k. avoid any content which may cause widespread offence
- l. not portray or encourage any kind of illegal, anti-social, unethical or unsustainable behaviour

9. Artificial Intelligence

Artificial intelligence (AI) is any computerised system, program, network or model which is able to accomplish tasks ordinarily only associated with human beings – for example, analysing and interpreting data, writing text or script, creating imagery and performing autonomous tasks. AI simulates human intelligence and problem-solving, in some cases greatly surpassing humans' own abilities. With the ever-escalating surge in AI's abilities and ubiquity, it is more important than ever for all those in the professional sectors to understand and heed AI ethics.

AI is not currently capable of being truly 'autonomous' or creating truly 'original' materials, but instead draws from programming, code, data and indeed art created by human beings. As such, AI-generated material innately contains a human fingerprint, and in many cases intellectual property. At Scotica, we will never condone or practise plagiarism – that is, taking the works of others and publishing it without sufficient credit and/or remuneration. We also understand that AI is never a true substitute for real human understanding, judgement and creativity. And lastly, we acknowledge that AI in many cases reduces opportunities for

employment and development in the creative sector, at a time when these opportunities are needed more than ever.

AI can, and does, have an important and constructive place in our work as filmmakers. AI-assisted tools are ubiquitous and often essential to remaining productive and competitive in today's marketplace, and we employ them where they allow us to carry out work more efficiently and effectively. For example, Scotica currently uses AI for:

- conducting research
- generating and correcting interview transcripts
- rotoscoping and masking in colour-grading
- audio clean-up and enhancement
- generative healing, filling and expanding in captured imagery
- and many more complex autonomous tasks.

However, we also enforce some basic rules and principles with regards to AI usage. We prohibit the use of entirely AI-generated imagery – ie. video clips, audio or stills generated from scratch using prompts and/or other input materials we do not hold copyright for. We also prohibit the use of any AI-generated text or scripts – in particular, never under any circumstances will we use AI to create or modify governance or legal material. And finally, we prohibit the use of AI in strategic or creative decision-making, and where AI-assisted research is carried out, it must be followed by sufficient fact-checking using legitimate sources.

If entirely AI-generated imagery or text is essential for the project concept (ie. where a primary project objective necessitates the use of AI) we insist that it:

- a. has been signed off by all relevant project stakeholders
- b. conforms to all applicable laws and regulations
- c. exhibits no discriminatory assumptions regarding protected characteristics
- d. does not divulge any personal or sensitive information
- e. is published with complete transparency as to how the AI was used
- f. does not infringe on intellectual property rights
- g. credits to the greatest extent possible those upon whose work it is based.

AI will only be used for business purposes, which may include project work, marketing and research. Scotica's employees, contractors, third parties and all other project stakeholders are prohibited from using AI for project work unless they have been authorised to do so, have received sufficient training, and demonstrate adequate awareness of both this policy and general AI ethics. Most importantly, AI may only be used in cases where it aligns with Scotica's ethics and values as detailed throughout the rest of this document.

10. Privacy & Data Protection

We are committed to business information confidentiality, integrity and accessibility, we implement proper technical security measures this and it is our staff's obligation to uphold this. Proprietary information includes all non-public information that might be harmful to the company or its customers, business partners if disclosed to unauthorised parties. All staff must handle any such information as secret. It also covers that, no one is entitled to trade with securities while in possession of non-public information or deliver non-public information to others that could have impact on the securities. Every rule ensuring information security must be followed all times.

We respect the property rights of others. We will not acquire or seek to acquire trade secrets or other proprietary or confidential information by improper means. We will not engage in unauthorised use, copying, distribution or alteration of software or other protected intellectual property.

We respect people's privacy and we acknowledge customers, employees and other natural persons' need to feel confident that their personal data is processed appropriately and for a legitimate business purpose. We are committed to comply with all personal data protection laws. We only acquire and keep personal information that is necessary and we give proper information on these activities to data owners. We implement proper security measures to assure confidentiality, integrity and availability of personal information. Our staff must observe the legal requirements, apply compliant practices and follow related procedures to ensure legality of personal data handling and processing activities.

i. GDPR Privacy Standard

The GDPR Privacy Standard sets out how we handle the personal data of our customers, suppliers, employees, workers and other third parties. This Privacy Standard applies to all personal data we process regardless of the media on which that data is stored or whether it relates to past or present employees, workers, customers, clients or supplier contacts, shareholders, website users or any other data subject. This Privacy Standard applies to all Scotica personnel, and compliance with this Privacy Standard is mandatory. Any breach of this Privacy Standard may result in disciplinary action.

We recognise that the correct and lawful treatment of personal data will maintain confidence in the organisation and will provide for successful business operations. Protecting the confidentiality and integrity of personal data is a critical responsibility that we take seriously at all times. Scotica is responsible for overseeing this Privacy Standard. Please contact a Director

with any questions about the operation of this Privacy Standard or the GDPR, or if you have any concerns that this Privacy Standard is not being or has not been followed.

Scotica staff will always contact a Director if they:

- are unsure of the lawful basis which you are relying on to process personal data
- need to rely on consent and/or need to capture explicit consent
- are unsure about the retention period for the personal data being processed
- are unsure about what security or other measures you need to implement to protect personal data
- have discovered a personal data breach
- need any assistance dealing with any rights invoked by a data subject
- need help complying with applicable law when carrying out direct marketing activities
- need help with any contracts or other areas in relation to sharing personal data with third parties.

We adhere to the principles relating to Processing of Personal Data set out in the GDPR which require personal data to be:

- processed lawfully, fairly and in a transparent manner (lawfulness, fairness and transparency)
- collected only for specified, explicit and legitimate purposes (purpose limitation)
- adequate, relevant and limited to what is necessary in relation to the purposes for which it is Processed (data minimisation)
- accurate and where necessary kept up to date (accuracy)
- not kept in a form which permits identification of data subjects for longer than is necessary for the purposes for which the data is processed (storage limitation)
- processed in a manner that ensures its security using appropriate technical and organisational measures to protect against unauthorised or unlawful processing and against accidental loss, destruction or damage (security, integrity and confidentiality)
- not transferred to another country without appropriate safeguards being in place (transfer limitation)
- made available to data subjects and data subjects allowed to exercise certain rights in relation to their personal data (data subject's rights and requests).

We are responsible for and must be able to demonstrate compliance with the data protection principles listed above (accountability).

A data controller must only process personal data on the basis of one or more of the lawful bases set out in the GDPR, which include consent. A data subject consents to processing of

their personal data if they indicate agreement clearly either by a statement or positive action to the processing. Consent requires affirmative action so silence, pre-ticked boxes or inactivity are unlikely to be sufficient. If consent is given in a document which deals with other matters, then the consent must be kept separate from those other matters.

Data subjects must be easily able to withdraw consent to processing at any time and withdrawal must be promptly honoured. Consent may need to be refreshed if employees intend to process personal data for a different and incompatible purpose which was not disclosed when the data subject first consented. Unless we can rely on another legal basis of processing, explicit consent is usually required for processing sensitive personal data. Usually we will be relying on another legal basis (and not require explicit consent) to process most types of sensitive data. Where explicit consent is required, employees must issue a fair processing notice to the data subject to capture explicit consent. Employees will need to evidence consent captured and keep records of all consent so that Scotica can demonstrate compliance with consent requirements.

The GDPR requires data controllers to provide detailed, specific information to data subjects depending on whether the information was collected directly from data subjects or from elsewhere. Such information must be provided through appropriate Privacy Notices or Fair Processing Notices which must be concise, transparent, intelligible, easily accessible, and in clear and plain language so that a data subject can easily understand them.

Whenever we collect personal data directly from data subjects, including for human resources or employment purposes, we must provide the data subject with all the information required by the GDPR including the identity of the data controller and DPO, how and why we will use, process, disclose, protect and retain that personal data through a Fair Processing Notice which must be presented when the data subject first provides the personal data. When personal data is collected indirectly (for example, from a third party or publicly available source), employees must provide the data subject with all the information required by the GDPR as soon as possible after collecting/receiving the data. Employees must also check that the personal data was collected by the third party in accordance with the GDPR and on a basis which contemplates our proposed processing of that personal data.

Personal data must be collected only for specified, explicit and legitimate purposes. It must not be further processed in any manner incompatible with those purposes. Employees cannot use personal data for new, different or incompatible purposes from that disclosed when it was first obtained unless they have informed the data subject of the new purposes and they have consented where necessary.

Personal Data must be adequate, relevant and limited to what is necessary in relation to the purposes for which it is processed. Employees may only process personal data when performing their job duties requires it. They cannot process personal data for any reason unrelated to their

job duties. They must ensure any personal data collected is adequate and relevant for the intended purposes, and that when personal data is no longer needed for specified purposes, it is deleted or anonymised in accordance with Scotica's data retention guidelines.

Personal data must be accurate and, where necessary, kept up to date. It must be corrected or deleted without delay when inaccurate. Employees will ensure that the personal data we use, and hold is accurate, complete, kept up to date and relevant to the purpose for which we collected it. They must check the accuracy of any personal data at the point of collection and at regular intervals afterwards. They must take all reasonable steps to destroy or amend inaccurate or out-of-date personal data.

Personal data must not be kept in an identifiable form for longer than is necessary for the purposes for which the data is processed. Employees must not keep personal data in a form which permits the identification of the data subject for longer than needed for the legitimate business purpose or purposes for which we originally collected it, including for the purpose of satisfying any legal, accounting or reporting requirements. Scotica will maintain retention policies and procedures to ensure personal data is deleted after a reasonable time for the purposes for which it was being held, unless a law requires such data to be kept for a minimum time. Employees will take all reasonable steps to destroy or erase from our systems all personal data that we no longer require in accordance with all Scotica's applicable records retention schedules and policies. This includes requiring third parties to delete such data where applicable. Employees will ensure data subjects are informed of the period for which data is stored and how that period is determined in any applicable Privacy Notice or Fair Processing Notice.

ii. Security, Integrity and Confidentiality

Personal data must be secured by appropriate technical and organisational measures against unauthorised or unlawful processing, and against accidental loss, destruction or damage.

We will develop, implement and maintain safeguards appropriate to our size, scope and business, our available resources, the amount of personal data that we own or maintain on behalf of others and identified risks (including use of encryption and pseudonymisation where applicable). We will regularly evaluate and test the effectiveness of those safeguards to ensure security of our processing of personal data. Employees are responsible for protecting the personal data we hold. They must implement reasonable and appropriate security measures against unlawful or unauthorised processing of personal data and against the accidental loss of, or damage to, personal data. They must exercise particular care in protecting sensitive personal data from loss and unauthorised access, use or disclosure.

Employees must follow all procedures and technologies we put in place to maintain the security of all personal data from the point of collection to the point of destruction. They may only

transfer personal data to third-party service providers who agree to comply with the required policies and procedures and who agree to put adequate measures in place, as requested.

Employees must maintain data security by protecting the confidentiality, integrity and availability of the personal data, defined as follows:

- confidentiality means that only people who have a need to know and are authorised to use the personal data can access it
- integrity means that personal data is accurate and suitable for the purpose for which it is processed
- availability means that authorised users are able to access the personal data when they need it for authorised purposes.

Employees must comply with and not attempt to circumvent the administrative, physical and technical safeguards we implement and maintain in accordance with the GDPR and relevant standards to protect personal data.

The GDPR requires data controllers to notify any personal data breach to the applicable regulator and, in certain instances, the data subject. We have put in place procedures to deal with any suspected personal data breach and will notify data subjects or any applicable regulator where we are legally required to do so. If employees know or suspect that a personal data breach has occurred, they should not attempt to investigate the matter themselves, but immediately contact the person or team designated as the key point of contact for personal data breaches. They should preserve all evidence relating to the potential personal data breach.

The GDPR restricts data transfers to countries outside the EEA in order to ensure that the level of data protection afforded to individuals by the GDPR is not undermined. Employees may only transfer Personal Data outside the EEA if one of the following conditions applies:

- the European Commission has issued a decision confirming that the country to which we transfer the personal data ensures an adequate level of protection for the data subjects' rights and freedoms
- appropriate safeguards are in place such as binding corporate rules (BCR), standard contractual clauses approved by the European Commission, an approved code of conduct or a certification mechanism, a copy of which can be obtained from the DPO
- the data subject has provided explicit consent to the proposed transfer after being informed of any potential risks
- the transfer is necessary for one of the other reasons set out in the GDPR including the performance of a contract between us and the data subject, reasons of public interest, to establish, exercise or defend legal claims or to protect the vital interests of the data

subject where the data subject is physically or legally incapable of giving consent and, in some limited cases, for our legitimate interest.

Data subjects have rights when it comes to how we handle their personal data. These include rights to:

- withdraw consent to processing at any time
- receive certain information about the data controller's processing activities
- request access to their personal data that we hold
- prevent our use of their personal data for direct marketing purposes
- ask us to erase personal data if it is no longer necessary in relation to the purposes for which it was collected or processed or to rectify inaccurate data or to complete incomplete data
- restrict processing in specific circumstances
- challenge processing which has been justified on the basis of our legitimate interests or in the public interest
- prevent processing that is likely to cause damage or distress to the data subject or anyone else
- be notified of a personal data breach which is likely to result in high risk to their rights and freedoms
- make a complaint to the supervisory authority; and
- in limited circumstances, receive or ask for their personal data to be transferred to a third party in a structured, commonly used and machine-readable format.

Employees must verify the identity of an individual requesting data under any of the rights listed above. They must immediately forward any data subject request you receive to their line manager.

The data controller must implement appropriate technical and organisational measures in an effective manner, to ensure compliance with data protection principles. The data controller is responsible for, and must be able to demonstrate, compliance with the data protection principles. Scotica must have adequate resources and controls in place to ensure and to document GDPR compliance.

The GDPR requires us to keep full and accurate records of all our data processing activities. These records should include, at a minimum, the name and contact details of the data controller, clear descriptions of the personal data types, data subject types, processing activities, processing purposes, third-party recipients of the personal data, personal data storage locations, personal data transfers, the personal data's retention period and a description of the security

measures in place. In order to create such records, data maps should be created which should include the detail set out above together with appropriate data flows.

We are required to ensure all Scotica personnel have undergone adequate training to enable them to comply with data privacy laws. We must also regularly test our systems and processes to assess compliance. Employees must regularly review all the systems and processes under their control to ensure they comply with this Privacy Standard and check that adequate governance controls and resources are in place to ensure proper use and protection of personal data.

We are subject to certain rules and privacy laws when marketing to our customers. For example, a data subject's prior consent is required for electronic direct marketing (for example, by email, text or automated calls). The limited exception for existing customers known as 'soft opt in' allows organisations to send marketing texts or emails if they have obtained contact details in the course of a sale to that person, they are marketing similar products or services, and they gave the person an opportunity to opt out of marketing when first collecting the details and in every subsequent message. The right to object to direct marketing must be explicitly offered to the data subject in an intelligible manner so that it is clearly distinguishable from other information. A data subject's objection to direct marketing must be promptly honoured. If a customer opts out at any time, their details should be suppressed as soon as possible. Suppression involves retaining just enough information to ensure that marketing preferences are respected in the future.

Generally, we are not allowed to share personal data with third parties unless certain safeguards and contractual arrangements have been put in place. Employees may only share the personal data we hold with another employee, agent or representative of our group (which includes our subsidiaries and our ultimate holding company along with its subsidiaries) if the recipient has a job-related need to know the information and the transfer complies with any applicable cross-border transfer restrictions.

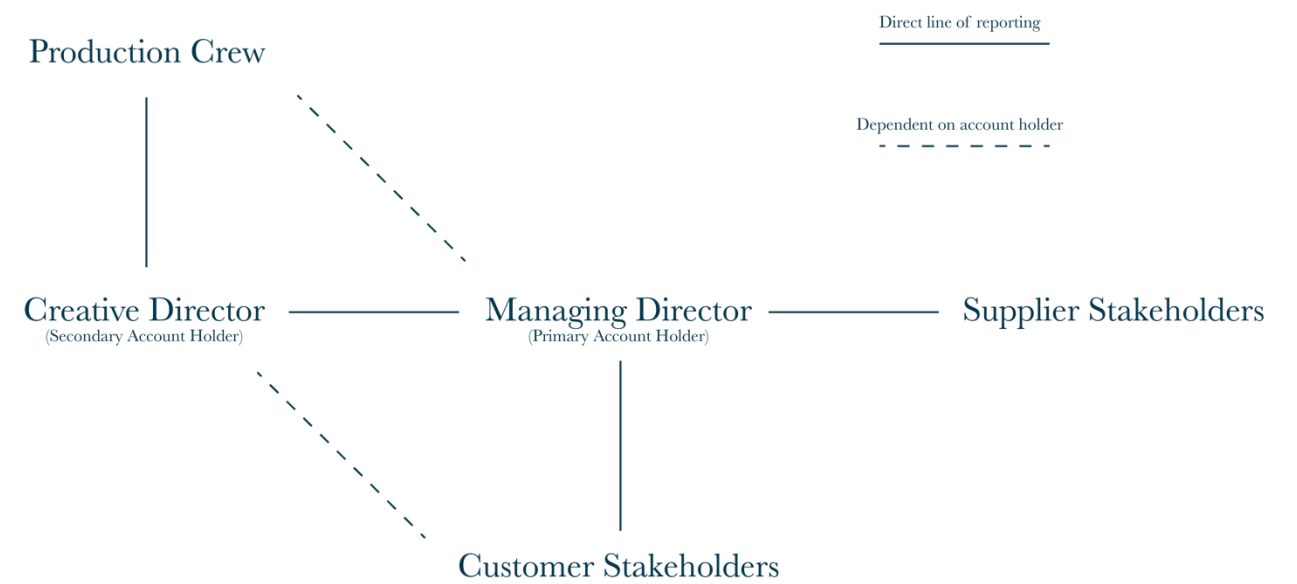
Employees may only share the personal data we hold with third parties, such as our service providers if:

- they have a need to know the information for the purposes of providing the contracted services
- sharing the personal data complies with the Privacy Notice provided to the data subject and, if required, the data subject's consent has been obtained
- the third party has agreed to comply with the required data security standards, policies and procedures and put adequate security measures in place
- the transfer complies with any applicable cross border transfer restrictions; and
- a fully executed written contract that contains GDPR approved third party clauses has been obtained.

Scotica reserves the right to change this Privacy Standard at any time without notice so please check back regularly to obtain the latest copy of this Privacy Standard.

11. Organisational Structure

Scotica’s organisation structure outlines the reporting lines of all key Scotica personnel and stakeholder groups:



12. Company Ethics Risk Assessment

This table is used to support the assessments of risks associated with Scotica's ordinary operations as well as their mitigations. This risk assessment will be supplemented with additional assessments for individual project-specific operations where required. If there is any aspect of risk or risk management associated with an employee or stakeholder's work, it is their responsibility to discuss with Scotica's managing director to seek further guidance.

Identified Risk	Mitigating Factors	Likelihood
Conflict between project/client/stakeholder values	Carrying out background checks and conduct a PIA prior to commencement of any chargeable project work. Continual assessment of project impact and stakeholder values throughout operations.	Medium
High project carbon impact, other environmental or community impacts of project operations	Risks associated with carbon impact, waste production and effects on local communities and environments are considered in PIA prior to commencement of any chargeable project work. Full list of mitigations detailed in Section 3.ii of this document, and additional employee policies in Section 15.	Medium
Work-related travel accidents	Ensure all drivers and vehicles are licensed, business-insured and road-worthy. Employees should travel with a companion wherever possible. No individual should drive in dangerous conditions or when tired or under the influence of any substances. Managing director to be made aware of any work-related travel arrangements. Full employee policies detailed in Section 27 of this document.	Low
On-location risks to wellbeing/safety	At least one first-aid qualified professional and relevant safety/medical equipment to be present on location. Individual risk assessments and dedicated safety personnel to be provided as required. Regular safety and wellbeing briefings will be held and a primary contact for any concerns supplied. Full list of mitigations detailed in Sections 3.iv and 15 of this document.	Medium
Unequal or unfair treatment of project personnel	Make clear to all stakeholders, regardless of seniority, that our flat and equal reporting structure on all projects, ensure all personnel acknowledge their contributions will be treated fairly. A primary contact for any concerns or grievances will be supplied.	Medium

Quality issues	Scotica maintains its own unique, robust quality assurance process, detailed in Section 5 of this document.	Medium
Breaches in competition law	Full list of mitigations detailed in Section 7 of this document.	Low
Breaches in data security, privacy or GDPR	Full list of mitigations detailed in Section 10 of this document.	Low
Employee misconduct	Full list of mitigations detailed in Section 18 of this document.	Low
Whistleblowing	Full list of mitigations detailed in Section 19 of this document.	Low
Problems arising from substance abuse	Full list of mitigations detailed in Section 28 of this document.	Low
Harassment/bullying	Scotica has a zero-tolerance approach to any harassment or bullying. Full list of mitigations detailed in Section 29 of this document.	Low
Bribery/corruption	Full list of mitigations detailed in Section 31 of this document.	Low
Engagement with sensitive topics	Research into, and publications concerning, sensitive topics are considered in PIA prior to commencement of any chargeable project work. Where possible and necessary, ethics consultants will be brought onboard to ensure sensitivity and fairness.	High
Discussion of sensitive topics with a stakeholder or contributor, possibly for quotation or recording	Operate a policy of continuous consent, making it clear that stakeholders or contributors may end discussions, involvement and revoke contributions at any time. Treat any requests for privacy in total confidence.	High

B. Employee Standards

13. General Employee Standards

This section has been designed to provide employees with information about their terms and conditions of employment, employee benefits and the main policies and procedures which affect your employment with Scotica. The information is applicable to all employees unless otherwise stated. Scotica reserves the right to review, revise, amend or replace the contents of this handbook and to introduce new policies from time to time to reflect the changing needs of the business. Any changes to the personnel policies and procedures will be communicated to employees to ensure employees have the up-to-date information.

The information in this section supports employees' individual contract of employment, which contains information specific to their own employment with Scotica such as salary and holiday entitlement.

Employees are expected to act wholeheartedly in our best interests at all times. Any conduct that has a detrimental effect upon our interests or our relations with other employees, clients, suppliers, the general public or is damaging to our public image, may lead to disciplinary action being taken.

No confidential information relating to our organisation, clients or suppliers should be disclosed to any third party at any time, either during or after employment. This includes removing or copying documents, electronic data or tangible items that belong to Scotica and which contain any confidential information. If employment terminates for any reason, then the employee must immediately return any such items that are in their possession.

If employees have other employment in other establishments, they should ensure that this does not affect the standard of their performance with Scotica. Any such additional employment must be notified to their manager.

In order that we are able to ensure that we comply with any statutory obligations, employees must disclose details of any criminal or civil proceedings brought against them, either before or during their employment.

Employees must not speak or communicate with the press or broadcasting media on any matters relating to our organisation. All such communications will be made solely by a nominated spokesperson.

Employees who find any item of lost property on the premises are required to bring it to our attention immediately, so that we can attempt to return it to the owner.

Any employee who receives a gift, other than one of a nominal nature from a business contact (e.g. Client or suppliers, potential or actual), must disclose the details so that we can determine whether it should be accepted. Similarly, any gifts to business contacts from employees must be disclosed in the same way.

We recognise that employees sometimes incur personal expenses during the course of their employment, including travel and overnight expenses. All expenses should be approved before they are incurred, either through the employee's contractual provisions or by agreement from the Director. All unauthorised expenses shall be the sole responsibility of the employee. In order to claim expenses; inform the Director in writing and enclose the receipts on a monthly basis. For all items that are being claimed, relevant receipts must be attached. All claims should be made within three months of the expenditure occurring or when requested by their manager.

To ensure maximum efficiency or to meet unforeseen circumstances, employees are employed on the basis that they must be prepared to undertake all reasonable requests to carry out duties other than those for which they have been specifically engaged.

Occasionally, changes to the nature of our business may make it necessary for Scotica to discuss with individual employees the feasibility of carrying out alternative roles within their employment. Employees are encouraged to embrace such changes and to develop new skills and experience.

Scotica reserves the right to review, revise, amend or replace the contents of this section and to introduce new policies from time to time to reflect the changing needs of the business.

14. Equal Opportunities

As an equal opportunities employer, our policy is that no employee, worker or applicant for employment will receive less favourable treatment than another person on the grounds of their race, (including colour, nationality, ethnic or national origin), religion or religious belief, sex, marital status, gender reassignment, sexual orientation, trade union membership, pregnancy and maternity, age or disability. No employee or applicant for employment will be discriminated against or disadvantaged by any condition or requirement that is not justified by the genuine needs of the job or the organisation. We recognise the nine protected characteristics of the Equality Act 2010 and apply the provisions of the Act in full in all areas of our organisation.

This policy is relevant to all areas of employment, but in particular in relation to:

- Recruitment and selection processes, practices and procedures within Scotica
- Job descriptions and job specifications in all areas
- Training and career development opportunities available to all employees
- Terms and conditions of employment for all employees
- Access to employee benefits and facilities
- Application of all policies and procedures including grievance, disciplinary and redundancy policies or procedures

We view this policy as an important issue as it covers all of our employees and workers, regardless of position or status, and also applies to contractors and sub-contractors.

It is the responsibility of all employees and workers to ensure its observance. Any breaches of this policy will be treated extremely seriously by Scotica. Conduct by employees and workers during the course of their employment that constitutes discrimination on the above grounds, will be considered to be gross misconduct and will lead to dismissal.

We will review this policy on a regular basis and will implement changes where necessary to improve equality of opportunity. This commitment applies to all our employment policies and procedures, across our organisation, not just those specifically connected with equal opportunities. We will ensure this policy is reviewed to take account of the development of systems for information recording, monitoring and employee training.

To achieve these aims, Scotica intends to take steps to ensure that the principles of this policy dictate our strategy and all policies and procedures are regularly monitored and reviewed. We will monitor diversity at every stage of employment to minimise the risk of any direct or indirect discrimination. We will challenge and investigate discriminatory behaviour and enforce the disciplinary procedure, when this is considered necessary. Our intention is to communicate and regularly review the positive initiatives that have been implemented. Scotica intends to support and uphold the communities in which we live and work to ensure that we are involved and to ensure that Scotica keeps abreast of the necessary issues and best practice.

15. Health & Safety

It is our intention to ensure, so far as is reasonably practicable, the health and safety of everyone involved in, or affected by, our work activities within the spirit of the Health and Safety at Work etc. Act 1974, other relevant statutory instruments, approved codes of practice and guidance. In managing health and safety, we will create a culture that ensures sound health and safety management is afforded the same priority as other business objectives and becomes an integral

part of everything we do. We will adopt a risk management approach to health and safety, ensuring that hazards arising from our work activities are identified and addressed as a part of 'business as usual'.

Whilst every employee and contractor has a personal responsibility to control and minimise risks present in their own activities, we recognise that responsibility for the organisation of health and safety issues rests with the management team. We will liaise with employees and other stakeholders to ensure safe working practices are developed, sustained and appropriately communicated. Stakeholders failing to observe the spirit of our health and safety vision will be subject to procedures as per Scotica policy.

In generating and maintaining our culture for health and safety, the Senior Management team is responsible for:

- Allocating responsibilities for health and safety to our employees, suppliers and business partners as appropriate to the nature of each activity
- Providing an adequate budget and resources for health and safety management.
- Monitoring, measuring, auditing and reporting on our health and safety performance at least annually and more often where our processes change or when a dynamic need occurs
- Leading from the top by demonstrating good health and safety practice, performing regular safety tours to identify issues and ensure they are analysed and managed appropriately
- Ensuring people are empowered to raise health and safety concerns with the management team

Our commitment is to:

- Appoint competent health and safety personnel and appropriate resources for deployment across Scotica. We will engage with our people and other stakeholders to ensure our activities and, where appropriate theirs, are compliant with our health and safety vision and standards
- Provide the necessary information, instruction, supervision and training that ensures people are given the resources to perform their job and tasks safely
- Work with the support of external agencies and within our industry, to ensure our continued adoption of best-practice solutions in health and safety management is appropriate
- Assess the risks associated to hazards and inform people of risks that affect their work. We commit to controlling and reducing the risk to an acceptable level to reduce the potential for incidents and accidents. This commitment is extended to external agencies

- Develop a suite of policies that will be communicated and allow for procedures to be developed to help maintain good standards of health and safety
- Devise an emergency action plan for our organisation
- Implement Health Surveillance where relevant hazards are presented to the workforce to help prevent any work-related ill-health developing

16. Environmental & Sustainable Practise

Scotica Film recognises that it has a responsibility to the environment beyond legal and regulatory requirements. We are committed to reducing our environmental impact and continually improving our environmental performance as an integral part of our business strategy and operating methods. This policy applies to all employees and contractors, both full time and part time. This Policy will be shared with suppliers, partners and consultants to demonstrate and indicate best practice.

Scotica's Senior Management is responsible for ensuring that this environmental policy is implemented, however all employees have a responsibility in their area to ensure that the aims and objectives of this policy are met. In addition to supporting our commitments and policies in Section 3/ii of this document, we encourage employees to:

- Refrain from unnecessary energy and water usage
- Prioritise public transportation above personal motor vehicles when travelling to/from the office and/or other locations as required by their work
- Share rides where public transportation is not possible
- Keep all electronic equipment in a good state of physical repair, conducting maintenance when required to as to prevent unnecessary e-waste
- Deliver faulty, broken and outdated equipment to a Manager who will coordinate repair or disposal with a reputable third-party specialist
- Minimise usage of single-use office supplies such as paper, ink, adhesive tape etc.
- Assist, when required, with creating Impact Reports
- Stay up-to-date with environmental best practise and report any potential shortcomings to a Manager.

In addition to this, we require all permanent employees to undergo at a minimum Business Energy Scotland's 'Green Champions' CPD training course in order to obtain an understanding of the needs for sustainable practise in the workplace, the practical knowledge and skills to implement good practise, and the initiative to implement their own ideas and visions across the company.

17. Performance & Capability

This procedure is designed to help all employees to attain and maintain the necessary standards for optimum job performance and to resolve any problems with work performance at the earliest possible stage. Some examples of situations where the capability procedure could be invoked include excessive frequency and/or duration of absence or failure to meet required targets or standards of job performance.

In the first instance, an informal meeting will be arranged to discuss any concerns that have arisen in relation to performance or capability. If, following the discussion, any shortcomings and areas for improvement are identified; an action plan will also be discussed along with any appropriate assistance for employees. This may be in the form of, for example, training, guidance, advice or referral to a company medical adviser. Timescales for improvement will then be agreed and review dates set.

Scotica will confirm to the employee in writing the details of the meeting, including the improvement(s) required, the agreed action plan and the timescale for improvement. A copy of any such letter will be placed on the employee's personal file. If the required improvement is not achieved within the specified periods or is not sustained, or if the shortcoming is serious enough to enter into the formal stages of the procedure at that point, the employee will be asked to attend a meeting under the formal procedure.

At this meeting, the issues and/ lack of sustained improvement will be discussed, and employees will be given every opportunity to respond to all of the points raised. Prior to the meeting the employee will be informed of the possible outcomes. Employees are entitled to be accompanied to such a meeting by a work colleague or Trade Union Official or Representative. The meeting may result in the issue of a first written warning. A formal performance/attendance improvement plan will then be confirmed for a specified period outlining the areas for improvement and the relevant timescales. Where appropriate, further training, guidance or advice will again be given.

Employees will be given confirmation in writing of details of the meeting, any warning issued and the performance/attendance improvement plan. The letter will also state that a lack of improvement or a lack of sustained improvement will lead to a formal final written warning. Employees have the right to appeal any decision made at this stage of the procedure. If the required improvement is not achieved within the specified period, or the improvement is not sustained, the employee will be invited to a further formal meeting. Employees are again entitled to be accompanied at such a meeting by a work colleague or Trade Union Official or Representative.

If after discussions regarding the lack of improvement/sustained improvement, Scotica considers that a final written notification/warning should be issued, this will be confirmed to the employee in writing, along with notification that a failure to achieve the required improvement will lead to the termination of their employment. Any written warning will remain on file for 12 months from the date of issue. At all stages, employees have the right to appeal a decision made at any stage of the procedure.

If the required improvement is still not achieved or sustained or if work performance is such that it warrants further action, the termination of employment will be considered. Employees will again be invited to a hearing setting out the details of the performance or capability issue. Employees are entitled to be accompanied to this meeting by a work colleague or a Trade Union Official or Representative.

Scotica will confirm in writing the outcome of the meeting. If Scotica decides to terminate the employee's employment, the effective date of termination, the reason for termination, the process which has been followed, and the assistance which has been offered will be confirmed in writing. If alternative action to dismissal is decided upon, this will also be detailed in writing. There is a right of appeal against any decision taken by Scotica. If at any stage in the process, the employee's performance or attendance reaches the required standard and is sustained, this improvement will be confirmed to you. If Scotica deems it appropriate, the employee will be taken off the improvement plan. However, if performance or attendance deteriorates again, further action may be taken.

Any employee who wishes to appeal against any decision under the capability procedure should do so in writing within five working days of receiving the verbal notification/warning or termination of employment, stating in detail the grounds for the appeal. A manager not involved in the original performance management process will hear the appeal wherever possible, all appeals will be heard by a level of management that is higher than the level involved in the original capability meeting. This decision is final and there is no further stage of appeal. Although Scotica will endeavour to hold a face-to-face meeting with you in ordinary circumstances, we reserve the right at our absolute discretion to hold the meeting remotely in exceptional circumstances, for example, in the case of adverse weather conditions or a pandemic virus.

18. Discipline & Misconduct

This disciplinary procedure has been designed to provide employees with every opportunity to explain the circumstances surrounding any perceived breach of our rules. It is essentially intended to encourage employees to conform to reasonable standards of conduct and performance and to act within the rules contained in this handbook. Consequently, where the facts of a case warrant disciplinary action being taken against an employee, it is our intention

that any disciplinary action taken is seen by the employee involved as a means to achieve an improvement in that area rather than as a punishment. Disciplinary action will be taken only when the facts of the situation warrant it.

The disciplinary rules and procedures are not contractual, and Scotica reserves the right to dispense in part or whole with the procedure during the first two years of employment. Employees within their probationary period should be aware that they may be dismissed without any previous warnings being issued. Scotica reserves the right to outsource the procedure to a suitably qualified third party. In such an event, Scotica gives full authority for the appointed third party to manage the process and arrive at a decision or overturn any decision made previously should the evidence support the decision.

Prior to any disciplinary action being taken, an investigation will be conducted into the circumstances of the alleged offence or problem. We reserve the right to suspend employees from work with pay, or in exceptional circumstances without pay, to enable investigations into a particular problem to take place. Employees will be informed in writing of the reasons for any suspension and when it has been lifted.

Once the facts of each case have been established, if disciplinary action is being contemplated, employees will be informed of this by letter, setting out the complaint and inviting them to a disciplinary hearing to discuss the matter. The possible outcomes of any such meeting will be confirmed in this letter. Employees have the right to be accompanied at any such meeting by a work place colleague or a Trade Union representative or official only. No other person will be allowed to attend such meetings on your behalf.

If disciplinary action is deemed necessary, dependent upon the seriousness of the offence, it will take one of the following forms:

- Stage One - A first written warning, which will be recorded within the employee's personnel file and retained on file for a period of 6 months. The details and reasons for the warning will be confirmed to the employee in writing advising the employee that any similar problems within the 6-month period will lead to further disciplinary action being taken.
- Stage Two - A final written warning, which will be recorded within the employee's personnel file and retained on file for a period of 12 months. The details and reasons for the warning will be confirmed to the employee in writing, advising the employee that any further disciplinary action within the 12-month period will lead to dismissal.
- Stage Three - Dismissal with notice, or in cases of gross misconduct, without a period of notice. The details and reasons for the dismissal will be confirmed to the employee in writing

Scotica reserves the right, at its complete discretion, to impose a sanction short of dismissal if it deems it appropriate. This may include demotion, transfer to a different position or another appropriate sanction. Any such outcome will be confirmed to you verbally and thereafter in writing.

If disciplinary action is deemed necessary, employees will receive written confirmation to include:

- The nature of the complaint against them
- The nature of the disciplinary sanction by reference to the stage of the procedure that has been implemented
- Any change in behaviour or improvement required (other than in the case of dismissal)
- The time period over which any warning will remain live
- The consequences if an employee fails to reach the required standard within the required timescales, or if further problems arise
- A right to appeal to be conducted in line with the Appeals Procedure. All appeals should be submitted in writing within five working days of receipt of the warning or dismissal letter

Persistent breaches of the same or similar rules will therefore lead to progressively more serious disciplinary action being taken including potentially dismissal from employment. Each stage of this procedure will be administered by the manager deemed appropriate within the organisation. Although Scotica will endeavour to hold a face-to-face meeting with you in ordinary circumstances, we reserve the right at our absolute discretion to hold the meeting remotely in exceptional circumstances, for example, in the case of adverse weather conditions or a pandemic virus.

The following are examples of gross misconduct and as such may render employees liable to summary dismissal (i.e. Dismissal without notice). This list is not exhaustive.

- Fighting, physical assault or dangerous horseplay
- Failure to carry out a reasonable instruction during working hours
- Gross insubordination or the use of aggressive behaviour or excessive bad language on company premises, or towards customers/colleagues, or on any occasion whilst performing job duties
- Theft, wilful damage or wilful negligence that leads to damage to property belonging to Scotica, its clients or suppliers or other employees
- Fraud or any other offence committed against Scotica or customers, which could be a breach of the law of the land
- Drunkenness or drug abuse

- Gross immorality or sexual harassment
- Breach of safety rules and/or actions that seriously endanger the health or safety of another person whilst at work
- Divulging to any persons any confidential information relating to Scotica's business processes or clients
- Wilful or reckless overcharging and undercharging of customers
- Deliberate falsification of records
- Serious breach of payment procedures or purchase rule
- Unauthorised access to or use of company correspondence, computer data or manual files
- Unlawful discrimination against fellow employees or customers
- Gross breach of Scotica Internet and Electronic Mail Policy
- Gross breach of the Anti Bribery Policy.

19. Whistleblowing

At Scotica, we strive at all times to conduct our activities with the highest standards of integrity and honesty. It is therefore expected that all employees maintain the highest standards in these areas in all of their work decisions and performance. Employees are therefore encouraged to report any wrongdoing or actions by employees that fall short of these business principles. Legislation exists to protect employees who report wrong doing within the workplace and it is the aim of this policy to ensure that, as far as possible, an employee is able to tell Scotica about any wrongdoing at work which it is believed has occurred is occurring or is likely to occur.

We recognise that employees may not always feel comfortable about discussing their concerns internally, especially if they believe that Scotica itself is responsible for the wrongdoing. The aim of this policy is to ensure that employees are confident that they can raise any matter that concerns them in the knowledge that it will be taken seriously, treated as confidential and that no action will be taken against them. Any issues, concerns, reports and disclosures made in writing to Scotica under this policy will be logged and retained on file by Scotica for a minimum of 12 months, and thereafter as long as is reasonably necessary, in order to adhere to our obligations as a company and take corrective actions to prevent a similar issue from arising again in future. If employees choose not to raise an issue with Scotica, thereby denying us the opportunity to resolve the situation as soon as practicably possible, and instead choose to raise the issue with someone outside of the company, this may give rise to disciplinary proceedings up to and including Summary Dismissal.

We will arrange a meeting with employees as soon as possible to discuss their concerns after they have raised them with us. They will have the opportunity to be accompanied at the meeting by a fellow employee or a Trade Union representative or official should they so wish.

We will aim to give them an indication of how we propose to deal with the matter as soon as possible, if it is appropriate to do so and the likely timescale. We will endeavour to respond to any issues raised within a reasonable timeframe. Employees have a duty to make all reasonable attempts to attend any meeting arranged. Failure to attend without good reason may be treated as misconduct in itself. If they fail to attend without good reason, or are persistently unable to do so, we may have to take a decision based on the available evidence in their absence. They have the right to call any witnesses to the meeting who are relevant. They should let the manager responsible for the hearing know the name of their chosen witnesses in advance of the hearing in good time. If we consider that a witness that they intend to call is not relevant to the hearing then they will not be permitted to invite them.

In order to protect both the employee and Scotica, initial enquires will be made to decide whether an investigation is appropriate and, if so, what form it should take. Concerns or allegations which fall within the scope of specific procedures, e.g., Equality, Diversity & Dignity at Work, Grievance etc, will normally be referred for consideration under those procedures. If the matter requires further investigation, such an investigation will be carried out. This may of course involve meetings with the employee and others which we encourage in order to assist any investigations. Employees should treat any information about any necessary investigations as strictly confidential.

We will aim to keep employees informed of the progress of the investigation and its likely timescale, however sometimes the need for confidentiality may prevent us giving them specific details of the investigation or any action taken as a result. Scotica reserves the right to outsource the procedure to a suitably qualified third party. In such an event, Scotica gives full authority for the appointed third party to manage the process and arrive at a decision or overturn any decision made previously should the evidence support the decision. We reserve the right to report, as appropriate, any concern to the police or any appropriate industry, regulatory or professional body.

If the employee is unhappy about the speed or conduct of the investigation or the way in which the matter has been resolved, this should be declared in writing and the matter will be referred to another appropriate senior member of staff. When the complaint has been investigated, the employee will be informed of the result and what, if any, action has been taken. We undertake to ensure that no employee who makes a bona fide report under this policy will be subjected to any detriment, bullying or harassment from another employee. In the event that an employee believes they are being subjected to a detriment by any person within our employment as a result of their decision to invoke the policy, the employee must inform an appropriate person immediately and appropriate action will be taken.

The disclosure is not protected unless the employee reasonably believes that the disclosure is made in the public interest. If it should become clear that the policy has not been invoked by

the employee as outlined above, for example, for malicious reasons or to pursue a personal grudge against another employee or Scotica, this will be dealt with in accordance with the disciplinary procedure and may in serious cases lead to the termination of employment.

Employees who have a grievance relating to any aspect of their employment should, wherever possible, discuss it informally with their manager in the first instance. If the grievance is not satisfactorily resolved through informal discussions, employees may submit in writing and in confidence to a manager of their choice, the full details of their grievance. Scotica will then confirm who we believe is most appropriate to hear and deliberate upon the grievance.

A formal meeting will then be arranged as soon as possible, normally within 10 working days from our receipt of the grievance. Employees will have the opportunity to be accompanied at any formal meeting by a fellow employee or a Trade Union representative or official should they so wish. No other person will be allowed to attend such meetings on their behalf. Employees have a duty to make all reasonable attempts to attend any meeting arranged. Consideration will be given to adjourning any such meeting to allow for any further investigations that may be necessary. Following the grievance meeting, a letter confirming the outcome will be forwarded to the employee as soon as possible, normally within ten working days of the date of the grievance meeting.

Employees who are dissatisfied with the outcome of their grievance have the right to appeal. Any appeal should be submitted in writing within five working days of receipt of the letter confirming the outcome of the grievance meeting. For further information about the rights of appeal, please refer to the appeals procedure. Scotica reserves the right to outsource the procedure to a suitably qualified third party. In such an event, Scotica gives full authority for the appointed third party to manage the process and arrive at a decision or overturn any decision made previously should the evidence support the decision.

Although Scotica will endeavour to hold a face-to-face meeting with you in ordinary circumstances, we reserve the right at our absolute discretion to hold the meeting remotely in exceptional circumstances, for example, in the case of adverse weather conditions or a pandemic virus.

20. Appeals

Employees may appeal against any disciplinary action brought against them or the outcome of a grievance. All such requests should be made in writing to the person nominated in the decision letter within five working days of receipt.

Where an appeal is made against disciplinary action, including dismissal, the appeal will be conducted where possible by a manager or director not previously involved in the matter who

may be of a higher grade than the original manager. Where an appeal is made against a grievance outcome, the appeal will be conducted by a manager who has not previously been involved in the original decision.

Although Scotica will endeavour to hold a face-to-face meeting with you in ordinary circumstances, we reserve the right at our absolute discretion to hold the meeting remotely in exceptional circumstances, for example, in the case of adverse weather conditions or a pandemic virus.

Appeal meetings will be held as quickly as possible but, in any event, will normally be carried out within ten working days of the appeal being received. Scotica reserves the right to outsource the appeal meeting to a suitably qualified company. In such an event, Scotica gives full authority for the appointed company to overturn any decision made previously should the evidence support the decision. Once an appeal has been heard, a decision will be made and confirmed in writing as soon as possible. Once you have appealed against a decision imposed and received the outcome of the appeal in writing, there will be no further right of appeal.

21. Timekeeping & Leave

i. Timekeeping and Absence

Employees are responsible for attending punctually for work in accordance with the hours defined in their contract of employment. Employees may not leave work prior to their normal finishing time without permission. In the event of any employee requiring time away from work during normal working hours, they must discuss the request with their manager and, on receiving permission, contact their manager before leaving and on returning to work. Lateness for work may result in pay being reduced accordingly. Persistent lateness may lead to disciplinary action being taken.

If employees are absent from work for any reason, they (or in extenuating circumstances someone else on their behalf) must notify their immediate line manager two hours earlier than the shift starts on the first day of absence. Any unauthorised absence must be properly explained. In the case of absence of uncertain duration, employees should keep Scotica informed of the reason for continued absence and the progress towards a return to work.

If an employee's incapacity through illness or injury continues for more than seven consecutive calendar days, the employee must provide Scotica with a doctor's medical certificate as soon as it is available. Immediately upon return to work after a period of sickness or injury absence of less than seven days, employees are required to complete and submit a company self-certification form.

Failure to comply with the requirements in the paragraphs above may result in Statutory Sick Pay (SSP) being withheld, and, where appropriate, company sick pay.

In the event of persistent absenteeism, the employee may be asked to give permission to Scotica to contact the employee's doctor. This is to enable Scotica to obtain up to date authoritative information on the employee's health problems. Unauthorised absence may lead to disciplinary action being taken. In such circumstances, medical certificates may be requested for all subsequent periods of absence.

Where an employee is sick while on authorised holiday will be considered to be on holiday leave and not on sick leave, unless specifically supported by Doctor's certificate (for the period of illness) and it is agreed by the Director. Employees will be paid SSP in accordance with the current Government provisions that are applicable. Entitlement to SSP may be affected if employees do not comply with Scotica rules for reporting and certifying absence from work due to sickness.

ii. Time Off in Lieu

This policy is offered without any contractual liability and is subject to change in order to meet the needs of Scotica. It may be amended or withdrawn at any time and without notice.

Time off In Lieu (TOIL) is time off which staff are allowed to take for complete days worked beyond the normal working days. Contractually, the standard working week is 40 hours, Monday to Friday (or pro-rata) based on local office arrangements as determined by the Director. You may be required, in the course of your duties, to work in excess of these times according to the requirements of your work. Time off in lieu accrued is equal to time actually worked. Scotica reserves the right at its absolute discretion to vary time off in lieu rates at any time. The minimum time which can be worked and counted towards time off in lieu is 1 day. If less than 1 day is worked in addition to your work, there is no time off in lieu given for this short period.

Occasionally staff may be required to work additional days in order to carry out their normal duties to ensure business needs are met. TOIL should not, therefore, be used where occasional additional days are required to compensate for normal fluctuations in workload.

TOIL may only be taken where the lieu earned was authorised in advance by an appropriate manager, and where the period taken off is also authorised in advance by an appropriate manager. TOIL should be taken as soon as practicably possible after it has been accrued with the primary purpose to recover from late/early working hours. No annual leave should be requested/taken until any TOIL balance is used up.

Lieu time is to be taken at times agreed in advance with your line manager and must be taken in minimum blocks of 1 day. Your request to redeem time off in lieu will be granted at the discretion of the director, taking into account the operational requirements of the business. It may not always be possible for you to take the time off when you have requested it. At least 1 day of time off in lieu must be accrued before it can be redeemed. If you want to extend an agreed annual leave period by using time off in lieu, you must make a request to your line manager and your line manager has the right to refuse this request.

You must keep a record of all time off in lieu accrued and then taken on a time off in lieu form and this should be approved by your line manager each time that time off in lieu is either accrued or approved to be taken. Any time off in lieu accrued or taken that is not approved by your line manager will not be accepted. Managers should ensure that employees are given reasonable opportunities to take any accrued TOIL within the approved period. Managers must keep a proper account of additional days worked.

Principles governing the use of TOIL:

- TOIL may only be accumulated within a plan agreed with the Directors. Any additional holidays worked must be agreed in advance. If this agreement is not in place, then the additional days will not qualify for the accrual of TOIL and will be lost
- When an employee identifies additional days which might justify TOIL, they should raise this with their Directors in advance of the requirement to work them.
- TOIL will only be granted in extenuating circumstances and is on a case by case basis
- The additional days are sporadic or required for a given period of time only
- TOIL will only accrue for full days worked and not part. Time cannot be accumulated to equal full days
- The operation of TOIL depends on mutual trust. Any suspected abuse of TOIL will be treated as a disciplinary matter
- Should there be any disputes concerning the entitlement of TOIL, the matter will be referred to a Director whose decision will be final

iii. Annual Leave

The written statement of main terms and conditions of employment outline Scotica holiday year. This is the twelve-month period during which employees accrue their holidays. Holiday entitlement is confirmed within the statement of main terms and conditions of employment.

All holiday dates must be agreed with employee's manager in advance of the holiday days requested. Employees must give as much notice as possible of the holiday days and in any event at least twice the notice as the number of days/weeks requested. Holiday dates will be agreed

after taking into account the needs of the business and its clients and ensuring that the minimum staffing levels needed to provide the best services to our clients are maintained.

Scotica must approve all holiday requests in advance; therefore, employees must not book a holiday until the request for the time off has been authorised. Scotica will not be liable for any costs incurred due to holiday days not being approved. Any holidays taken without prior permission will lead to disciplinary action being taken. The disciplinary procedure could be invoked, and the employee could be dismissed where an employee requests a holiday, which is refused, and then the employee subsequently takes that holiday without permission.

Employees will be notified on an annual basis of any need to reserve any days of their entitlement for holiday shutdown periods. Employees may be required to work on Bank or Public holiday. Payment will be made at the normal daily rate and an additional day of holiday will also be granted. Where an employee is sick while on authorised holiday they will be considered to be on holiday leave and not on sick leave, unless specifically supported by Doctor's certificate (for the period of illness) and it is agreed by a Director.

On termination of employment, employees are entitled to receive payment for all unused accrued holidays for the current holiday year only. Scotica reserves the right to require employees to take any unused annual leave within their notice period. Any payments of holiday pay made to employees in excess of the amount accrued on termination of employment, will be deducted in full from the final monies due on termination. Where the amount of the overpayment exceeds any final payment, employees must reimburse Scotica immediately.

iv. Maternity Leave

Employees are encouraged to notify the company in writing of their pregnancy or adoption at the earliest opportunity. If there are any questions in relation to the employee's qualification or entitlement to maternity or adoption leave, they should ask their manager who will assist them in obtaining the necessary information.

A job risk assessment will be undertaken for all pregnant employees as soon as possible after we are notified, to specifically address their safety at work and that of their unborn child. The risk assessment will be ongoing and employees should notify their manager if they have any concerns about the impact of the job on their health and safety.

Once employees confirm their intention to take a period of maternity or adoption leave, they will receive written details and confirmation of our understanding of their leave request, together with all Statutory Maternity Pay (SMP) or Statutory Adoption Pay (SAP) and Maternity Allowance (MA) entitlements. We comply fully with all current statutory provisions in this regard. Employees who have any questions in relation to benefits, entitlements and future

payments should contact their manager in the first instance. This includes any questions in relation to the use of paternity and maternity.

Employees have the right to take reasonable periods of time off for the purposes of antenatal care/attending adoption appointments. All requests for such leave should be made in advance of the appointments for which we may request written confirmation. Payment will be made at the normal rate of pay for all reasonable periods of time off requested and taken and at the discretion of Scotica for all subsequent periods.

Where employees encounter difficulties in continuing with their current role because of pregnancy issues or as a result of a risk assessment evaluation, we will discuss options for alternative work during the remainder of the pregnancy.

Employees who take maternity or adoption leave remain as an employee throughout the period of leave. We encourage a philosophy of maintaining contact with employees as well as encouraging employees to maintain contact during the period of leave.

We encourage employees to take advantage of the “Keeping in Touch” days that are available to employees and employers. We endeavour to use these days for the purpose of keeping employees abreast of new developments, or any appraisals and training opportunities within the company. Employees are however under no obligation to participate in or agree to attend work for “Keeping in Touch” days. Normal pay for the hours worked; inclusive of any statutory payment entitlement, will be made in the usual way.

Regardless of the above provisions, we will endeavour to ensure that employees who are on maternity or adoption leave are kept fully informed of developments within our organisation. Employees will be contacted personally by telephone, through welfare visits (where employees have no objection to this) and/or by e-mail where employees have such a facility and have confirmed that we may contact them through this means. We will also utilise these means to ensure that employees are aware of any vacancies within the company. Employees on maternity leave who are interested in any vacancy should apply in the normal way.

We currently apply the statutory provisions that are in place in relation to the duration of maternity or adoption leave and no supplementary provisions are currently in place.

Employees may have discussed an early return to work and where this has been done, it will be recorded. Employees who did not do so may still contact the company and agree to an earlier return date than that which was originally detailed. In these circumstances, employees are requested to give the company eight weeks’ notice wherever possible of such an intention. The company may, at its discretion, allow an earlier return to work.

Employees have the right to continue to accrue holiday entitlement during maternity and adoption leave. Employees should discuss with the company how best to take advantage of any entitlement due to them on their return.

Employees will normally be able to return to work after their maternity or adoption leave into their normal job and on the same terms and conditions. If there are any circumstances that mean this is not reasonably practicable, these will be discussed with the employee as far in advance as possible of the return to work to determine any alternative work that may be available. As indicated above, employees should provide the company with the appropriate prior notification of their intention to return to work to assist with the smooth transition back into working.

Payments and allowances during pregnancy and maternity/adoption leave are made in full compliance with the current statutory provisions in force. At the present time, the company does not currently provide any additional payments to supplement these statutory payments.

Shared Parental Leave is available for those employees that are eligible. Parents are entitled to share the care of their child during the first year after their birth or adoption. Full details can be obtained from your Manager should you wish to apply.

v. Paternity Leave

Following the birth of a child, the right to paternity leave and pay gives fathers and other qualifying people the right to take paid leave to care for their child or support the mother.

In order to qualify for paternity leave, you must satisfy the following conditions:

- Have or expect to have responsibility for the child's upbringing
- Be the biological father of the child or the mother's husband or partner
- Be married to or the partner of the child's mother, but not the child's father; if he has, or expects to have the main responsibility (apart from any responsibility of the mother) for the upbringing of the child.
- Have worked continuously for us 26 weeks ending with the week immediately preceding the 15th week before the expected week of the child's birth.

If the employee satisfies the criteria above, they will be entitled to take either one week or two consecutive weeks' paternity leave. Employees may choose to start their leave:

- From the date of the child's birth (whether this is earlier or later than expected)
- From a chosen number of days or weeks after the date of the child's birth (whether this is earlier or later than expected)

- From a chosen date later than the first day of the week in which the baby is expected to be born.

Paternity Leave can start on any day of the week on or following the child's birth but must be completed:

- Within 56 days of the actual date of birth of the child
- If the child is born early, within the period from the actual date of birth up to 56 days after the first day of the expected week of birth.

Only one period of leave is available to employees irrespective of whether more than one child is born as the result of the same pregnancy.

If an employee earns above the Lower Earnings Limit for National Insurance purposes, they will be entitled to Statutory Paternity Pay (SPP). The rate of SPP is the same as the standard rate of Statutory Maternity Pay.

Employees must inform their manager of their intention to take paternity leave by the end of the 15th week before the baby is expected, unless this is not reasonably practicable. The employee must give details regarding:

- The week the baby is due
- Whether they wish to take one or two weeks' leave
- When you want your leave to start.

Employees may change their mind about the date they wish this leave to start but the employee must inform their manager at least 28 days in advance. The employee must tell their Manager the date they expect any payments of SPP to start at least 28 days in advance, unless this is not reasonably practicable. Employees must give their manager a completed form SC3 as evidence of their entitlement to SPP. Employees are entitled to the benefit of their normal terms and conditions of employment, except for terms relating to wages or salary or other cash payments, throughout their paternity leave.

Employees are entitled to return to the same job following paternity leave. Scotica does not currently pay any enhancements above the level of statutory payments in this area. Prospective fathers or other qualifying people will be entitled to unpaid time off work to attend two antenatal appointments. Each appointment can last for up to six and a half hours. In the first instance employees should speak to their line manager.

Shared Parental Leave is available for those employees that are eligible. Parents are entitled to share the care of their child during the first year after their birth or adoption. Full details can be obtained from your Manager should you wish to apply.

vi. Parental Leave

Parental leave offers qualifying parents the right to take time off work to look after a child or to make arrangements for its welfare. It is aimed at helping employees strike a better balance between work and family commitments. We fully support the principles behind the provisions and comply fully with all of the provisions under the current legislation. At the present time, we do not offer any additional enhancements to the statutory provisions.

If employees consider that they are entitled to parental leave and wish to take time off, they should apply in writing to their manager, stating the period of leave that is requested and the details of the child in relation to whom the request is made.

The statutory entitlements in this area may be subject to change from time to time so if the employee has any questions surrounding their current entitlement, they should ask their manager who will assist in obtaining the information. On receipt of the employee's request, we will inform them of any additional information or documentation that we may require.

We will attempt to grant all requests for parental leave. However, unless the employee's parental leave is to start upon the birth of their child, the leave may be postponed. If we do postpone parental leave, we will notify the employee of this in writing within seven days of receiving the request and will confirm the dates on which the employee may take leave.

Parental leave is unpaid and during the period of leave the employee will not receive salary or any other cash payments normally paid to them when they are at work. In addition, the employee's entitlement to all contractual benefits, including contributions to the any pension scheme will also not apply. However, we would confirm that, for all other purposes, their Contract of Employment remains in place and that the employee and Scotica will continue to be bound by all of their contractual obligations.

vii. Emergency Leave for Dependents

Scotica operates a policy to allow employees to take reasonable time off work to deal with an emergency situation concerning a dependent.

A dependant can be any of the following:

- Employees spouse, child or parent
- Someone who lives with the employee (but who is not their employee, lodger or boarder)

- Anyone who relies on the employee, when he or she is ill or injured, either to assist them or to make arrangements for their care

Employees may take a reasonable amount of unpaid time off work in the following circumstances:

- To help when a dependant gives birth, is ill, injured or assaulted
- To make arrangements for the care of a sick or injured dependant
- To deal with the death of a dependant
- To cope when care arrangements for a dependant are unexpectedly disrupted
- To deal with an unexpected incident involving a dependent child at school

Employees may only take time off work if they tell their manager as soon as possible why they need time off and how long they expect to be away from work. When the employee returns to work, they should fill in a leave request form retrospectively. Employees may take a reasonable amount of time off work. What is reasonable will depend on the circumstances of each incident. Employees should, as far as possible, agree with their manager how long they will be away from work. Employees should note, unless stated otherwise at the time of their request, any time off taken under this policy will be unpaid.

viii. Parental Bereavement Leave

Scotica recognises that the death of a child, or a stillbirth, can be one of the most distressing experiences of someone's life. This policy explains the rights to time off for parents and other qualifying primary carers, in relation to pay, and other support offered following the death of a child under the age of 18 years or stillbirth after 24 weeks of pregnancy.

In order to qualify for parental bereavement, leave, you must satisfy the following conditions:

- Have had responsibility for the child
- Be the biological parent, adopter or a primary carer for the child that have assumed responsibility for looking after the child in the absence of parents.

If the employee satisfies the criteria above, they will be entitled to take either one week or two consecutive weeks parental bereavement leave. Employees may choose to take their leave at any time within the period of 56 weeks beginning with the date of the child's death. Parental bereavement leave can start on any day of the week on or following the child's death but must be completed within 56 weeks of the actual date of death of the child

If an employee earns above the Lower Earnings Limit for National Insurance purposes and have been with their current employer for a period of 26 weeks prior to the death of the child,

they will be entitled to Statutory Parental Bereavement Pay (SPBP). The rate of SPBP is in line with other statutory payments and is subject to change.

Employees must inform their line manager of their intention to take parental bereavement. The employee must give the following details:

- The date of child's death
- the date on which the employee chooses the absence to begin, and
- whether the employee intends that period of absence to be one or two weeks' parental bereavement leave.

Within the first 56 days of the death of the child, employees must notify the employer before they are due to start work on the first day of absence from work due to a bereavement of a child that you have responsibility for and where this is not possible then as much notice as reasonably practicable during this time. After 56 days of the death of the child, employee is required to give at least 1 week notice of their intention to take parental bereavement leave.

Employees may change their mind about the date they wish this leave to start, in the first 56 days from the death of the child, employees are required to give at least 1 day notice of their intention to cancel parental bereavement or as much notice as reasonably possible during this time. After 56 days employee must inform their manager at least 1 week in advance of their intent to cancel their leave.

Employees may be required to provide evidence to their managers of their entitlement to SPBP. Employees are entitled to their normal terms and conditions of employment, except for terms relating to wages or salary or other cash payments, throughout their parental bereavement leave. Employees are entitled to return to the same job following parental bereavement leave. Scotica does not currently pay any enhancements above the level of statutory payments in this area.

For the purpose of this policy carers are defined as; adopters, foster parents and guardians, or close relatives or family friends who have taken responsibility for the child's care in the absence of parents prior to the death of the child.

ix. Compassionate Leave, Medical Appointments and Jury Service

Scotica recognises throughout employment, there are periods when time away from the office is unavoidable for various reasons. This policy sets out Scotica provisions during these times.

The death of an immediate member of an employee's family is recognised as a time where grieving is necessary. In order to support the employee throughout this period, Scotica will

provide payment for the time required to attend any funeral arrangement. Any additional time that may be required in order to make the necessary arrangements or support may be approved. Payment for additional leave may also be made at the discretion of Scotica. All such requests will be considered on an individual basis.

All medical appointments should, wherever possible, be made outside work time. However, Scotica recognises that this is not always possible, and encourages timely medical and dentist appointments when necessary. Medical appointments will normally be unpaid. Any payments that are made will be at the discretion of Scotica. Alternatively, the employee can make up the time lost by agreement with their line manager.

If you are summoned to attend jury service, you must submit the jury service notice to your manager as soon as possible. Time off, without pay, is granted for jury service. You should claim the loss of earnings entitlement through the Court; following their procedure. If you are not required to attend Court on any particular day and it is your normal working day; you should attend work as normal. You will be paid as normal for this day. If your manager feels that such service would seriously affect Scotica; they may petition the Court for a postponement of jury service. Any additional payments made during the jury service period will be at the discretion of Scotica; all agreements will be considered on an individual basis by Scotica.

22. Flexible Working

As a responsible employer, it is our intention to support employees to maintain an effective balance of their work and home or other commitments. If you have at least 26 weeks' continuous employment and have not made a request within the last 12 months, you will be entitled to request flexible working.

Flexible working is not an automatic right but there is a legal entitlement for employees to approach Scotica in writing to request a change in their working arrangements. In the first instance employees should ask Scotica to confirm if they are eligible before making a written application. The new arrangements, if agreed, can include:

- A simple change in the number of days worked
- A change in the number of hours worked
- Changes to starting and finishing times
- A combination of part time and home working

Employees should be aware that, unless otherwise agreed, any changes will be permanent. Scotica is however prepared to consider applications that incorporate a trial period. Employees should also be aware that any flexible working application that is agreed, and which involves a

reduction in hours or alteration in duties and responsibilities, will mean a corresponding variation in pay and benefits. Scotica is prepared to initially discuss any matters in relation to flexible working on an informal basis. However, the formal process to agree flexible working initially requires a letter from the employee to their manager, outlining the flexible working request and the reasons for the request.

The application must include the following:

- Date of the application;
- The change being requested;
- When the change is to be effective from;
- What effect, if any, the change will have on Scotica and how you believe such difficulties might be resolved;
- Confirmation that this is a statutory request and, if applicable, of when the previous request for flexible working was made.

The employee's line manager will acknowledge receipt of the request and state their application is being considered. Scotica will assess all such applications on their individual merits but employees should be aware that there will be occasions when an application has to be rejected for relevant business reasons. In those circumstances, we will seek to find a mutually suitable alternative although that may not always be possible.

The manager will arrange to meet with the employee to discuss the request as soon as possible. Prior to the meeting, the proposed changes will be considered in light of the impact on Scotica. The meeting provides an opportunity to explore the work pattern requested and to discuss how best it might be accommodated. It will also provide an opportunity to consider other alternative working patterns, should there be difficulties in accommodating the requested work pattern outlined in your application. Employees are entitled to be accompanied by a work colleague at this meeting.

Following the meeting the line manager will write to the employee to either; agree to a new work pattern and confirm the date from which the change will be effective from or to outline the business reasons as to why the application has been rejected and to confirm their right to appeal. If the employee wishes to appeal against a decision, they must submit their request in writing within five days of receiving the outcome of the meeting. Scotica appeals procedure will be followed. The outcome of any such appeal will however be final.

23. Retirement

When employees look forward to and prepare for their retirement, we are committed to providing employees with a smooth transition from working life to retirement. We also wish to ensure that no employee is subjected to any form of discrimination on the grounds of age at any point during their employment and in particular in relation to their retirement from work. Scotica does not however operate a compulsory retirement age. If employees wish to terminate their employment before, at or after State Pensionable Age, they should do so by submitting their resignation in line with the normal notice provisions within their contract of employment.

During continuing employment and regardless of the employees age, we will discuss with our employees their future plans for employment with us, through workplace discussions, in order that their job aspirations and objectives may be properly evaluated. If, during such discussions, employees confirm their intention to retire from working on a particular date, we will require employees to confirm their intentions in writing and, as a minimum, to give the period of notice specified in their written statement of main terms and conditions of employment.

24. Subsistence

Scotica recognises that, from time to time, it is necessary for employees to travel and make overnight stays in order to fulfil their duties. Employees should not normally commit to any expenses without first obtaining the agreement of their line manager. Any unauthorised expenditure is entirely at an employee's personal risk. However, Scotica does recognise that employees should legitimately be reimbursed for expenses incurred on Scotica's behalf.

Travel should normally be by the cheapest mode possible. Rail tickets should be booked, where possible, in advance to achieve maximum discounts. On occasions it may be cheaper and less stressful to travel the evening before and take overnight accommodation. This has to be authorised by the Director. Travel to and from the office is not covered. Travel expenses are paid when you travel for projects, to clients, or 3rd party companies.

Accommodation should, wherever possible, be booked using Scotica's preferred hotel accommodation. This will be booked by the company. Should an employee be required to stay away from home overnight, daily allowances for meals will apply, please discuss these with the management before departing for your business travel. This will be authorised by the Director and paid by the company.

To claim expenses, details must be given in writing to the Director and submitted monthly. For all items that are being claimed, relevant receipts must be attached. Any expenses that do not have the required receipt attached will not be paid. All claims should be made within three months of the expenditure occurring and within Scotica's financial year.

25. Internet & Technology Usage

i. Internet & Email

The purpose of these rules is to ensure the proper use of our email and internet system by our employees, contractors, and other “users” who are provided with access to the system. Email and internet access is a tool for business communications, and users have the responsibility to use this resource in an efficient, effective, ethical and lawful manner. Users should not use the email and internet system for private purposes at any time.

Users will only be provided with such access to email and the internet system as is necessary to carry out their specified roles or purpose. Users who contravene this policy may be removed from the email system and be subject to disciplinary action, which, in serious cases, may include dismissal.

Email communications should follow the same standards expected in other types of written business communications. All messages should be constructed professionally in terms of spelling, and grammar. They should be filed electronically in the appropriate subject file, including attachments. Caution should be taken to ensure that messages are addressed to the appropriate recipient. It is easy to inadvertently address email messages incorrectly.

All email accounts maintained on the email systems are our sole property. We reserve the right to monitor any user’s email and internet access record where there is reasonable suspicion of any activities that are in breach of this policy.

This also applies where we have the need to protect our system security, to fulfil our own legal obligations, to detect employee wrongdoing, to comply with legal process, or protect the rights of our property. Appropriate procedures on our part shall include reviews by our managers to ensure that employee privacy is not infringed without good cause in such circumstances. Users should be aware that, despite the deletion of messages, access to deleted messages is still possible.

The following uses of the email and internet systems are strictly prohibited:

- The exchange of proprietary information, trade secrets or any other privileged information, including information relating to any potential or actual litigation, confidential or sensitive information
- The downloading or viewing of any pornographic material or any other type of offensive material. This could also constitute a criminal offence

- The downloading of any games, desktop themes or any other unauthorised software onto any company-provided computer. Any software loaded onto any system must be approved prior to its installation
- The creation and exchange of personal or non-work-related communications, chain letters and other unsolicited email
- The creation and exchange of information in violation of any copyright laws or the intellectual property rights of third parties, including registration to any servers without proper authorisation. Subscription to such a service can result in an overload of received messages, directly impacting upon the performance of the email system
- The sending or receiving of work related email messages from any non-employee's user account, except under properly approved arrangements
- Compromising the privacy of a password by giving it to others or exposing it to public view
- The use of the email system for any illegal or wrongful purposes. This includes the distribution of material which may be or is prohibited under an Act of Parliament or any other law, including material containing critical or defamatory statements about employees, clients, other companies, organisations or individuals
- The distribution of any material which depreciates the performance of the email system and servers. This includes sending non-business-related attachments, files, and junk mail
- Entering into any contractual obligations or pre-contractual obligations or representations, without prior authorisation

ii. Social Media

As a company we understand the importance of the use of IT and social media both for company and individual use. However, these systems must be used and monitored responsibly by all employees at all times. The purpose of this policy is to ensure that social media is used in a correct and responsible manner, with the best interests of Scotica in mind. Any breach of this policy can lead to disciplinary action being taken, up to and including termination of your employment.

For the purpose of this policy, social media relates to all communications made through the internet including, but not limited to, Facebook, X, LinkedIn, YouTube, blogs and Wikis. Any internet communications must be used in the best interests of Scotica.

Scotica may decide at times to promote its activities through the use of social media and internet communications. Any employee doing this on behalf of Scotica must do so in a professional manner. The following rules for using social media on behalf of Scotica apply:

- As with emails, all communications should follow the same standard as would be expected in all written communication with Scotica
- Only authorised spokespersons must post information on behalf of Scotica.
- Employees responsible for using social media for Scotica must not use it for their own personal purposes (see 'Personal Use')
- Employees must not discuss or disclose proprietary or confidential information of Scotica on any social media sites
- Any negative communication by other parties or employees that may damage Scotica must be dealt with accordingly, and if possible removed

Although social media can be used in order to promote the business, employees must not use social media sites for their own private use in working hours unless otherwise authorised. Employees are responsible for what they use social media for both at work and off duty. As with email, Scotica reserves the right to monitor all social media usage that it has access to. Any posting that violates any company policies or is otherwise seen as inappropriate may be removed or modified at Scotica's sole discretion.

Any communications made with other employees through social media outside of working hours must still be done with the best interests of Scotica in mind. If employees are posting information or photographs of other employees outside of working hours, they should still seek their permission to post these before doing so.

If creating blog posts that mention Scotica, the employee should voice their opinions with integrity and state that these are individual views that may not necessarily reflect company views.

This policy is to be treated in conjunction with the other company's policies, including code of conduct and disciplinary policies. If an employee is unsure as to what could be deemed inappropriate in terms of social media use, they should contact their manager for further information. All terms contained within this policy are to remain relevant to employees, post-employment, if employees make any reference to Scotica, derogatory or otherwise that causes any detriment to Scotica or its clients, we will look to recover any potential damages and/or losses incurred. Due to the constantly developing state of internet communications and technology, this policy is subject to change, and as such should be reviewed often by all employees.

iii. Telephones

Scotica recognises that occasionally employees will need to make personal telephone calls from their telephone, as, for example, some businesses are only open during the working day.

However, such calls should be made at lunchtime only. Scotica does not allow employees to make non-essential calls during work time.

If an employee brings their mobile telephone to work, they should ensure its use does not disturb their colleagues and does not distract them from their work. The employee should not use mobile phones when operating machinery or performing tasks that may result in an injury or cause harm.

Aside from essential use to be acceptable at manager's discretion, such as liaising with childcare, employees should ensure they do not access inappropriate websites; games, online shopping and social media sites. This is strictly prohibited during working time. Any breach of the telephone policy may result in Scotica's disciplinary procedure being invoked.

26. Company Property

Employees are not permitted to remove items or equipment of any kind from Scotica premises without prior written permission. We retain the right at our absolute discretion to require employees to pay for any company property or equipment that is damaged, lost or stolen through their own negligence.

Scotica's time, materials or equipment must not be used for any unauthorised work. Scotica must be notified immediately of any incident in which damage or injury is caused to company property, to fellow employees, clients and/or their personal effects. Scotica reserve the right to search employees and their personal belongings whilst on company premises. Any employee has the right to be accompanied by a colleague of his/her choice during such a search. Scotica accepts no liability for any loss or damage to an employee's personal property whilst on Scotica premises.

On termination employees must return all company property; documentation and PPE to Scotica by the last working day or any such date as agreed. Failure to do so may result in Scotica seeking action to recover the costs of the goods.

27. Drivers & Vehicle Usage

All employees should ensure that they drive with their safety and that of other road users in mind at all times. All employees who drive vehicles as part of their job, are required to produce their full driving licence on request. Any failure to produce the relevant documents may lead to suspension of use of the vehicle until the request is complied with and may result in disciplinary action being taken.

Employees are required to notify Scotica immediately if they incur any form of driving penalty or licence endorsement. In the event that their licence is rescinded, employees must notify Scotica immediately and must cease driving forthwith. Any potential or actual impact that this has on the proper performance of the employee's job duties and their employment in general will then be discussed. Scotica will consider all alternative arrangements that can be made to allow your continued employment by Scotica. If, however, in the sole opinion of Scotica, no alternative arrangements can be made, having followed due process Scotica reserves the right to terminate your employment.

Employees will be liable for any road traffic fines including any speed camera or parking fines incurred at any time whilst the vehicle is in their use. Any employee who commits a road traffic offence or who is the subject of a complaint from other road users during their employment may be subject to disciplinary action which, in serious situations, may lead to the termination of employment.

No employee should drive a vehicle where they are physically or mentally unfit to do so. Employees should therefore notify Scotica immediately of any condition that may affect their ability to drive. Employees must not drive when they are under the influence of alcohol or the effects of taking of any illegal drug or substance. Employees who are required to take any form of medication and who are concerned that this may impair their ability to drive safely, must again notify Scotica immediately in order that the situation can be discussed.

Employees should ensure that their vehicle is roadworthy at all times and ensure that they undertake normal routine checks on the vehicle, in particular in relation to tyre pressure, oil, water and screen wash levels. Any defect that may affect road safety should be attended to at the earliest opportunity. Employees should ensure that they use the correctly specified items when undertaking any top up of oils, fluids etc.

Employees who do not have a hands-free facility for their mobile telephones should switch their telephones off and should not make or receive any calls whilst they are driving or deemed to be in control of the vehicle for the purposes of the law. Where employees have hands free telephones, they should avoid making any telephone calls where the conditions would place them or other road users at any risk. If a call is received and the driving conditions are potentially difficult or hazardous the call should be terminated politely with an undertaking to return the call when it is safe and legal to do so.

In the event of an accident, full details should be recorded at the time, including those of any other vehicles or persons involved. No admission of any liability should be made by the employee at any time. As soon as possible after the accident, the employee should report the details to Scotica and should complete an accident report form as soon as possible or at the latest within 48 hours of the accident.

If the accident has been due to any failure or neglect on the employee's part, disciplinary action may be taken once the full facts of the incident have been obtained and discussed, particularly if a series of claims has arisen from their use of the vehicle. In some circumstances, we may also require the employee to pay in full any increased excess on our insurance policy that arises from their driving record.

Employees who use their own vehicles on company business should ensure that their personal insurance policies fully cover this type of use. We may request a copy of the motor insurance policy in place for our records. Scotica will accept no liability for any losses or liability where insufficient personal or motor insurance cover is in place.

28. Alcohol, Drug & Substance Abuse

Scotica has a duty to protect the health, safety and welfare of all employees and we recognise that in some circumstances employees may develop alcohol or drug related problems. We have adopted this policy to facilitate the early identification of alcohol, drug or substance abuse related problems to produce a constructive and preventative strategy to assist all of our employees, whatever their position.

Such problems can affect an individual's health and wellbeing and cause a wide range of social problems. In the context of this policy, alcohol, drug or substance abuse related problems are defined as any usage, either intermittent or continual, which interferes with an employee's conduct or work performance in the areas of efficiency, productivity, safety or attendance at work. When it becomes apparent that an employee has a problem of this nature that is affecting their conduct at work or work performance, that employee will be asked to discuss the matter with their line manager.

If an employee has an alcohol or drug problem, they should seek advice from the appropriate authorities. If the problem affects their conduct or work performance and the employee refuses the opportunity to receive support, Scotica will have no alternative but to manage the situation based on the limited information available to them. Please note the disciplinary procedure may be invoked where it is deemed relevant. If after accepting assistance the employee refuses to attend or their conduct at work or work performance reverts back to a level which is unacceptable; the matter may also be dealt with through the disciplinary procedure; up to and including dismissal.

Managers may offer the employee the opportunity to seek an external assessment or treatment from an appropriate agency. Any direct costs of such treatment will be payable by the employee; reasonable unpaid time off to seek such support will be allowed by agreement with the employee's line manager. It may also be agreed that adjustments be made to the employee's

job duties and /or hours of work on a temporary or permanent basis. Any such adjustments together with any salary adjustments will be agreed with the employee before any changes are implemented. All discussions with any employee in connection with this policy will be strictly confidential. This will equally be the case with any counselling or other treatment undertaken by the employee.

Regardless of any treatment, employees should be clear that, in order to ensure general safety and appropriate conduct within the workplace, the consumption of alcohol or the use of illegal drugs and other illegal substances whilst at work is strictly forbidden and will be dealt with through the disciplinary process. We have a duty to notify the police where they believe that there has been a use of controlled drugs on our premises or in our vehicles.

No employee should attend work in a state where they are intoxicated or still under the influence of alcohol or drugs. The drinking of alcohol is allowed within moderation at any formal or social functions where employees have been formally notified that this is permitted. This does not affect any person who is driving a vehicle and the guidance will still apply to those persons that they should not drive when they have consumed any amount of alcohol.

No alcohol or non-prescribed drugs are permitted to be brought onto the premises. Scotica reserve the right to search employees and their personal belongings whilst at their place of work or on Scotica premises where they have reasonable belief such items may be in the premises or as a random check which may be conducted from time to time. Employees have the right to be accompanied by a colleague of their choice during such a search.

Scotica reserves the right, in any circumstances, to escort the employee off the premises immediately and send the employee home without pay for the remainder of the day/shift. Scotica also reserves the right to suspend employees; pending a thorough investigation on full pay.

Employees are reminded that they have a duty of care and will be expected to report to their manager any concerns that they may have in relation to incidents relating to drink or drugs or where they suspect other staff of misuse or abuse.

29. Harassment & Bullying

Scotica recognise the need to create a working environment where all staff are treated with respect by their colleagues as well as by all guests, clients and suppliers. We therefore wish to create a working environment in which no person feels threatened or intimidated.

Scotica will not tolerate any form of harassment or bullying or not tolerate any form of retaliation, violence or victimisation against any member of staff and in particular where they

have brought a complaint of harassment or bullying under this policy. Staff who harass or bully any other member of staff will be subject to disciplinary action in accordance with Scotica's disciplinary policy. Any such actions may amount to gross misconduct leading to termination of employment without notice.

It is the responsibility of all staff and managers to ensure that this policy is fully implemented and duly trained in the undertaking of the policy and its enforcement. Managers are expected to ensure that the policy is fully understood by the staff, that it is properly implemented, and that suitable disciplinary action is taken in the event of any breach of the policy.

Harassment

Harassment may arise in many forms, some of which are not always obvious to the individual members of staff. It will usually take the form of some unwanted behaviour by one member of staff to another. The essence of harassment is that the behaviour of the individual or individuals is unwelcome, unwanted and not reciprocated in any way. Harassment can include verbal, nonverbal or physical conduct.

Bullying is a persistent course of behaviour by an individual or a group of individuals that creates a situation where people are undermined due to this threatening or intimidating behaviour. There is no single definition of what amounts to bullying. Employees who become aware of a problem of this nature should ensure that they make their manager aware of the position. If an employee is subject to unwelcome conduct or remarks they should make the person aware that they find the conduct unacceptable or offensive and inform their line manager or another suitable person.

We recognise that complaints of harassment or bullying can be of a sensitive or worrying nature. Staff may feel unable to speak directly to their line manager. If this is the case employees may wish to speak to someone in a more senior position or to any other person. Alternatively, employees may wish to put their concerns in writing and send them to the appropriate person.

All staff members should treat their colleagues with respect and comply with this policy. Wherever possible and appropriate, we will aim to try and resolve difficulties and concerns within the workplace through an initial informal approach. This informal approach will usually involve a meeting, individual or joint, involving the relevant parties to discuss the issues and to attempt to resolve the difficulties.

Where this informal approach fails, or a staff member feels that the issue is of such a serious nature that an informal approach is inappropriate, the matter will be dealt with through a formal complaint procedure in line with the grievance and appeal procedure. A formal complaint will be thoroughly investigated. Staff are reminded that they should keep full details of the alleged concerns and be specific when raising a complaint in relation to the incident or

incidents, including dates, times and parties involved where possible. All meetings necessary to investigate the facts will be undertaken.

30. Layoffs & Redundancy

In the event of a shortage of work for any reason, we reserve the right to introduce short time working or to lay off employees in order to safeguard the future viability of the organisation. Prior to any decision to implement short time working or lay offs being made; we will investigate all other methods of achieving any necessary cost savings. In all such circumstances, statutory guarantee payments will be paid where appropriate. At the present time, we do not offer any enhancements to employees, including the part or full payment of normal pay, on occasions when short time working, or lay offs are implemented.

Throughout any period of short time or layoff, we will communicate fully and regularly with all employees, in particular those employees who may be directly affected by any reduction of working hours arising from the shortage of work. The work that remains will be spread evenly between employees across the particular work group that may be affected by the shortage of work.

If a potential redundancy situation exists, and in order to affect the necessary reduction in employment costs, we will initially seek to find alternatives to redundancy, including a freeze on recruitment as well as the potential re-training or redeployment of employees. Where appropriate, applications for voluntary redundancy will be sought. In any voluntary redundancy programme, we do however reserve the right to accept or reject any application.

In the event that compulsory redundancies become unavoidable, and there is a need to choose which employees are to be retained, selection for redundancy will be based upon an assessment of a range of criteria. The range of criteria is flexible and may include:

- Relative capabilities
- Performance
- Service length
- Reliability
- Conduct
- Attendance record
- Disciplinary record
- Suitability for the work that remains

Due weight will be given to each of the above criteria and individual scores will be applied for each employee. The scores applied to an employee will be discussed with the employee

concerned. Before any final decisions are made in relation to the selection of employees to be declared redundant, a period of consultation will be undertaken. The purpose of the consultation is to inform employees that they are at risk of redundancy and to actively discuss and seek reasonable alternatives to any such proposal and/or to establish whether job losses or cost reductions could be achieved in other ways.

All employees affected will be asked to attend a meeting on an individual basis when full details of the reason for selection will be explained. If the redundancy is deemed necessary after the period of consultation, those employees affected will be asked to attend a meeting at which any alternative work available will be brought to their attention. Scotica does however adopt a flexible approach to the consultation process and will ensure that all employees are given the fullest opportunity to discuss the issues that prevail in a meaningful manner.

If employment is eventually terminated by reason of redundancy, all entitlements to notice and redundancy payments will be made to employees. Scotica will pay statutory redundancy payments only and there are therefore no enhancements to these payments. We reserve the right to pay employees in lieu of working their notice or to place them on garden leave in any redundancy situation. At all times, we will comply with the statutory obligations on employers in situations of short time working, lay off or redundancy. If employees have any questions in relation to their entitlement at any point during a situation of this type, they should first contact their line manager for assistance.

31. Bribery & Corruption

Bribery is a serious criminal offence and corrupt acts expose Scotica and its employees to the risk of prosecution, fines and imprisonment, as well as endangering Scotica's reputation. We are committed to the prohibition of such conduct. This is not just a cultural and moral commitment on the part of the organisation; it is a legal requirement.

Scotica has a strict anti-bribery and corruption policy in line with the Bribery Act (2010). A bribe is defined as: giving someone a financial or other advantage to encourage that person to perform their functions or activities improperly or to reward that person for having already done so.

If an employee bribes (or attempts to bribe) another person, intending either to obtain or retain business for Scotica, or to obtain or retain an advantage in the conduct of Scotica's business this will be considered gross misconduct. Similarly accepting or allowing another person to accept a bribe will be considered gross misconduct. In these circumstances the employee will be subject to formal investigation under Scotica's disciplinary procedures, and disciplinary action up to and including dismissal may be applied.

32. Child Labour & Forced Labour

This policy on Child Labour and Forced Labour is based on International Labour Organisation (ILO) conventions and national laws, and recognises regional and cultural differences. It reaffirms Scotica's continued commitment to restrict employment to those aged 16 or older. Our policy also includes an explicit ban on the use of any forced labour or exploitative working conditions. We believe that promoting fair and appropriate employment at Scotica and within our supply chains is a critical part of the commitments we make to our people and local communities.

Scotica strongly believes it has the responsibility to engage in employment practices that meet the highest legal and ethical standards. Nowhere is this responsibility more important than in the company's policies governing the minimum age and working conditions of its own employees and the employees of its suppliers. Scotica has developed this policy as an expression of its own commitment and the expectations we have for suppliers worldwide. In addition, we strongly encourage our suppliers to require their own suppliers to adhere to these principles as well. We will continuously seek to make these principles as relevant and effective as possible. To that end, we may amend these principles from time to time.

Scotica does not engage in or condone the unlawful employment or exploitation of children in the workplace or the use of forced labour. In accordance with the conventions of the International Labour Organisation (ILO) and national laws, Scotica will restrict employment to those aged 18 or older, or the local minimum employment age, whichever is higher. Furthermore, all temporary workers utilised by Scotica and all third party-employed workers who perform work on Scotica's premises, shall meet these minimum age requirements. Scotica also explicitly prohibits the use of forced labour, i.e., any work or service that a worker performs involuntarily, under threat of penalty.

Scotica will not tolerate the use of unlawful child labour or forced labour in the manufacture of products it sells and will not accept products or services from suppliers, subcontractors or business partners that employ or utilise child labour or forced labour in any manner. Scotica's suppliers shall not employ or utilise in any manner any individual below the minimum employment age set by national law.