Group Code of Conduct.

October 2026

Policy Details

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Group Policy Custodian:	Group Head of Compliance
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Policy Level	2

Introduction from the Chief Executive

Here at ZIGUP, our Purpose is to keep customers moving, smarter through meeting their regular mobility needs or by servicing and supporting them when unforeseen events occur.

Our Vision is to offer an imaginative, market-leading customer proposition and drive enhanced returns for our shareholders by creating value through sustainable growth.

This Code of Conduct ('Code') and the relevant policies supporting it, defines the expectations ZIGUP has of colleagues, in all our businesses, in every function, geography and role.

It demonstrates our commitment as individuals, and as a business, to operating responsibly and living by our ZIGUP Values.

The Code applies to me, the management team, our Board of Directors and to each and every one of us and non-compliance will be taken very seriously. The Board all agree on this, which is why we ask you to read and confirm your acceptance to the Code every year.

We are here to provide the highest levels of customer service and flexible solutions to keep customers mobile and focused on what is important to them.

This Code must therefore guide our decision-making and help us put into practice our commitment to always do the right thing.

Please read this Code carefully, and if you have any questions, speak with your line manager.

Thank you for your continued dedication and hard work delivering for our customers and making ZIGUP a great place to work.

Martin Ward

Group Chief Executive Officer

Applying Our Code

This Code applies to every individual employed by ZIGUP plc ('ZIGUP' 'We', 'Us' or 'Group') or one of its group undertakings, whether engaged on a permanent or temporary basis as an employee and in addition to any external contractors, agency workers or third parties.

It exists to ensure ZIGUP operates in a fair, open and honest manner always, and in compliance with our legal obligations, avoiding corrupt or exploitative practices.

All colleagues are responsible, both individually and collectively, for maintaining high standards of legal, professional and ethical business conduct within ZIGUP which means everyone must:

- Comply with this Code and our Group Policies.
- Never use position, or opportunities discovered through position and/or company resources for personal gain.
- Role model our Values at all times.

Colleagues must read and confirm acceptance of this Code every year.

Colleagues must understand failure to do so could result in the withholding of any bonus that may otherwise have been awarded.

Any breaches of this Code may itself result in disciplinary action.

Additionally, we operate a **Supplier Code of Conduct** which must be given, with a clear expectation for compliance with, to all suppliers who provide services to and on behalf of ZIGUP.

Commitment to our Purpose and Vision

Everything we do should be directed towards our Purpose and Vision.

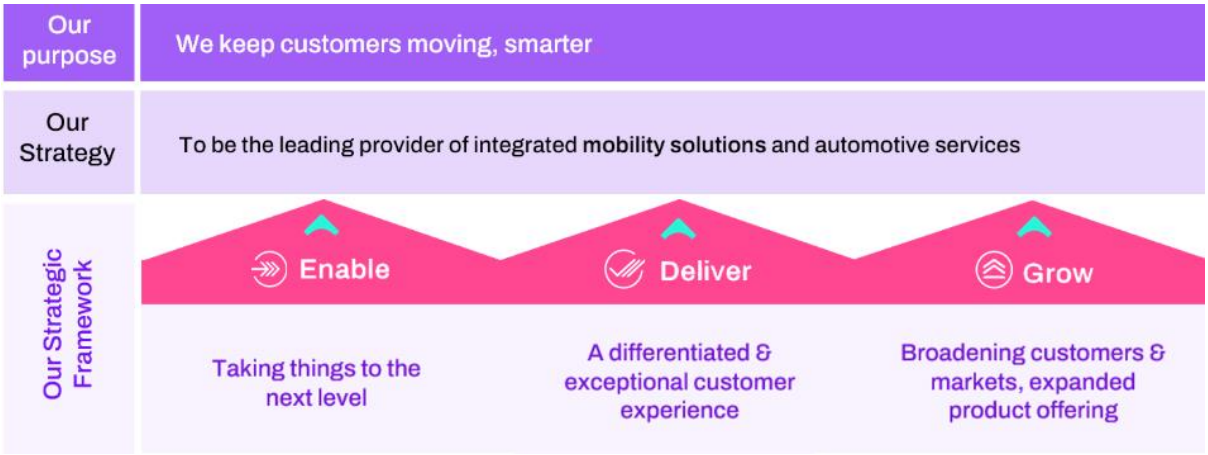
Our Purpose: We keep customers moving, smarter.

Our purpose is the reason why we are here. We keep customers moving, whether that's by renting one of our cars or vans, managing a customer's fleet, servicing and repairing their vehicles, helping with insurance, help dealing with the consequences of an accident, like breakdown or legal help, or selling off unwanted fleet. Looking for ways to utilise our mobility platform or expertise to do things smarter.

Our Vision: To become the leading supplier of integrated mobility solutions and automotive services.

On our customers' side; fixing their problems; thinking ahead, to make things better and easier.

Our strategic pillars of **Enable**, **Deliver** and **Grow** should help us to build on what we have already achieved and focus us all on the important things, like delivering a differentiated and integrated customer experience, enabling stronger connections through our future digital capabilities and seizing every opportunity to grow.



Commitment to Being a Sustainable Business

Our Purpose is to keep people moving smarter. We are very conscious of our significant responsibilities as a business to our people, the planet, our customers and the communities in which we operate.

As a leading provider of responsible and integrated mobility solutions, we consistently strive to deliver positive environmental, social and economic outcomes to our stakeholders.

We empower our people to reduce environmental impact, positively influence our surrounding communities and demonstrate industry leadership. Following our policies and procedures is essential to meeting our environmental, social, and governance (ESG) obligations.

Our ESG approach is linked to the UN Sustainable Development Goals and is defined through the 3 pillars on environment, social and governance.

Our approach and the accompanying sustainability strategy align with the UN Sustainable Development Goals, which strive to create a more just, prosperous, and sustainable future for all.

We identify the following as being of particular relevance to us:



You can learn more within the Sustainability pages on our corporate website - Sustainability - ZIGUP plc

Commitment to our Values

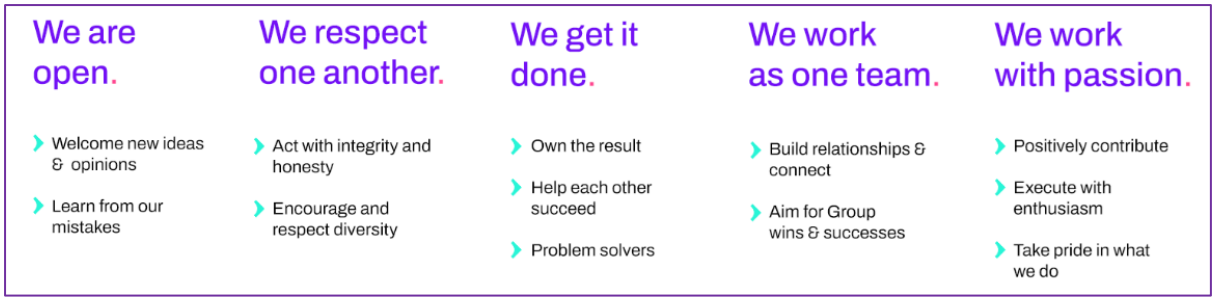
Our Values are an internal reflection of how we should conduct business and ourselves.

They should shape how we all behave, regardless of which business or team we work for because how we do things around here is equally as important as what we do.

By living our Values, we build a consistent culture across our group of businesses.

A culture where everyone can thrive and colleagues actively seek out and address what is wrong and create a climate where everyone feels able to speak out about any genuinely held concerns regarding actions or decisions, they think are wrong.

Our Values are:



Commitment to our People

Colleagues should be supported every step of the way, whether that is welcoming them from day one, encouraging development and career growth or supporting health and wellbeing.

Dignity and Respect

Colleagues must treat each other with dignity and respect at all times. We must always consider whether our words or conduct could be offensive to another colleague.

Allegations of harassment or bullying will be taken very seriously, addressed promptly and could lead to dismissal for gross misconduct.

Harassment (including sexual) - is any unwanted physical, verbal or non-verbal conduct, which has the purpose of violating a person's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment for them. In the case of sexual harassment, this would be conduct that can be considered sexual in nature regardless of the intent. It also includes treating someone less favourably because they have submitted or refused to submit to such behaviour in the past.

It may be a single incident, or multiple incidents amounting to a course of conduct. Conduct can amount to harassment even if it is only unwanted by, or offensive to, one individual. A person may be harassed even if they were not the intended 'target' (e.g, a person may be harassed by racist jokes about a different ethnic group if they create an offensive environment).

Bullying - is offensive, intimidating, malicious or insulting behaviour so as to make a person feel vulnerable, upset, humiliated, undermined or threatened. It may involve the misuse of power (e.g., a position of authority, personal strength or the power to coerce through fear or intimidation).

Bullying can take the form of physical, verbal and non-verbal conduct.

Diversity, Equity and Inclusion

Diversity of thought, background and experience drives innovation and leads to better decision-making. We recognise the importance of listening to diverse voices, challenging the status quo and continuously improving our practices to create a truly inclusive environment for all.

We must all commit to creating a diverse, inclusive and equitable environment where others feel valued and respected and where differences are celebrated, and every individual has the opportunity to thrive and reach their full potential.

Our commitment to diversity, equity and inclusion should extend beyond our internal operations to how we engage with customers, partners and the community at large.

Learning and Development

We invest in group-wide learning and development programmes to empower our employees to learn, innovate, and provide exceptional customer service.

We are committed to being at the forefront of advancing automotive technology through industry-leading technical training, development and apprenticeship schemes.

Early Careers

Our mission is to attract people to our industry and provide them with a set of knowledge, skills and behaviours that will future proof our business, and provide a long-lasting career.

We identify the key to retaining apprentices and trainees is to create an environment where they can develop and thrive. To enable this, we have mentor training which is formally recognised by the Chartered Management Institute.

Management Development and Succession Planning

We aim to promote from within our own talent pool and operate an in-house leadership programme with development pathways which are strongly linked to succession planning and help identify and retain talented individuals.

Wellbeing

We value our employees' mental, social, and financial well-being and foster a workplace where they feel engaged, truly valued, and cared for.

We listen to colleagues to understand what is important to them and how we can support their overall well-being. How we recognise their value, reward their efforts and ensure their well-being, together with how they can be supported to learn and grow at work, are each key parts of the long-term relationship we seek to build with each and every colleague.

The Voice Network

The Voice Network provides a platform for the voice of our colleagues to be heard in discussions about initiatives which affect our people.

Representatives come from all areas across the Group to act as a sounding board for new ideas and initiatives. The Network is empowered as a group to design and deliver projects which will improve things for our people and the Business.

Speaking Up

We seek to create an open and honest working environment where everyone is committed to conducting business with honesty and integrity at all times.

Colleagues can raise concerns in the following ways:

- Seek guidance from their line manager.
- Speak to a senior leader in their business area.
- Raise a concern confidentially or anonymously, via the Whistleblowing function.

ZIGUP operates a **Group Whistleblowing Policy** to help promote and make clear that colleagues can raise any concerns they have about illegal or improper behaviour without fear of victimisation, discrimination or disadvantage. The Policy provides the relevant procedure for colleagues to follow when raising such concerns.

Whistleblowing is about raising concerns relating to wrongdoing, risk or malpractice witnessed in the workplace; and reasonably believed to be in the public interest. If the concern is about a grievance relating to a personal position or matter, colleagues should refer to their line manager and ZIGUP's **Grievance** policies and procedures for support.

The Group Whistleblowing Policy and Grievance policies and procedures can all be accessed by colleagues via MyHub and provide further detail on how to raise concerns.

Commitment to Conducting Business Responsibly

Combatting Financial Crime

Colleagues must act professionally, fairly and with integrity in all business dealings and seek to uphold all laws relevant to countering financial crime in those countries in which we operate.

All colleagues have responsibility for mitigating the risk of the Group, or its businesses being used to commit or being victims of fraud, bribery, corruption, tax evasion or the facilitation of tax evasion.

ZIGUP operates a **Group Anti-Fraud Bribery and Corruption Policy** which sets out our requirements for the detection and prevention of financial crime.

All colleagues must notify their line management immediately where they identify incidents of actual, potential, or suspicious acts of fraud, bribery, corruption, tax evasion or any other form of financial crime.

We support colleagues who speak up in good faith. No colleague will suffer detrimental treatment for reporting, for refusing to take part in, or for refusing to aid and abet fraud, bribery, corruption, tax evasion or any other form of financial crime.

We will not tolerate colleagues who threaten, bully, victimise, retaliate against, or otherwise cause a detriment to, another individual who has refused to commit an offence, or who has raised concerns.

Details for how to make a report are detailed in the Group Anti-Fraud Bribery and Corruption Policy.

Bribery

Bribery is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

- An ‘advantage’ includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.
- A person acts ‘improperly’ where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

It is a criminal offence to offer, promise, give, request, or accept a bribe and individuals found guilty can be punished by up to ten years' imprisonment and/or a fine.

As an employer, if we were found to have failed to prevent bribery, we could face an unlimited fine, exclusion from tendering for public contracts, and reputational damage.

Gifts and Hospitality

We do not encourage our employees in accepting or giving gifts or hospitality and colleagues must never accept gifts or hospitality, however big or small the value, where they suspect it is being made to gain commercial advantage.

Where a colleague suspects they have been offered a gift or hospitality with corrupt intent, they must immediately inform their line manager.

We accept on occasion the giving and acceptance of gifts and hospitality may be a legitimate contribution to good business relationships, but it must never influence our business decision-making and must never be excessive or inappropriate as this could leave us open to accusations of unfairness, partiality, or both.

Where we do give or receive gifts or hospitality, this must always be done openly and without any attempt to mislead or hide their nature, value, purpose or identify of the giver and recipient.

ZIGUP operates a **Group Gifts and Hospitality Policy** which details the process all colleagues must follow in respect of recording and reporting the giving and receiving of gifts and hospitality.

Fraud

Fraud is a wilful act committed by an individual or entity by deception, misrepresentation, suppression, cheating or any other fraudulent or other illegal means, thereby causing wrongful loss to someone and wrongful gain to someone.

Fraudulent activity whether it is committed against the Group or is intended to benefit the Group will not, and must not, be tolerated.

This includes, but is not limited to where an individual commits, encourages, or wilfully turns a blind eye to:

- Acts of fraud by false representation, by failing to disclose information, or by abuse of position.
- Obtaining of services dishonestly.
- Participation in a fraudulent business.
- False accounting.
- False statements by company directors.
- Fraudulent trading.
- Tax evasion, including the facilitation of tax evasion.

Facilitation of Tax Evasion

Tax evasion and facilitation is defined as:

- Tax evasion – the offence of cheating the public revenue by evading tax. It is a criminal offence. The offence requires an element of fraud, which means there must be deliberate action or omission with dishonest intent.
- Foreign tax evasion – evading tax in a foreign country, provided the conduct is an offence in that country and would be a criminal offence if committed in the UK. As with tax evasion, the element of fraud means there must be deliberate action or omission with dishonest intent.
- Tax evasion facilitation – not having in place reasonable procedures to detect or prevent the evasion of tax by another person who wholly or in part is using the Group as part of that offence.

To guard the Group from committing a corporate offence, colleagues (or someone acting on their behalf) are not permitted to:

- Knowingly engage in any form of facilitating tax evasion or foreign tax evasion;
- Aid, abet, counsel or procure the commission of a tax evasion offence or foreign tax evasion offence by another person;
- Fail to promptly report any request or demand from any third party to facilitate the fraudulent evasion of tax (whether UK tax or tax in a foreign country), or any suspected fraudulent evasion of tax (whether UK tax or tax in a foreign country) by another person, in accordance with this Policy;
- Engage in any other activity that might lead to a breach of this Policy; or
- Threaten or retaliate against another individual who has refused to commit a tax evasion offence or a foreign tax evasion offence or who has raised concerns under this Policy.

Money laundering

Money laundering is the process used to convert illegal funds obtained from criminal activities into other assets in such a way as to conceal their true origin so that it appears the money has come from a legitimate or lawful source.

To protect against the crime of money laundering, all colleagues must comply with the following requirements at all times:

- If you know or suspect a source of funds is a consequence of a third party having benefitted from criminal conduct, the colleague must report their suspicion immediately to their line manager (but only if their line manager is not involved or the subject of their suspicions). A financial crime report

should then be submitted via TOPdesk using the following link Financial Crime - Group IT Portal or by submitting the Financial Crime Incident Reporting for available on MyHub and sending to group.compliance@zigup.com.

- A colleague must not enter into or become concerned in an arrangement which they know, or suspect will facilitate the acquisition, retention, use or control of criminal property by or on behalf of another person.
- A colleague must not inform anyone over and above their line manager and/or Group Compliance that a suspicious transaction has been reported; or if there is a law enforcement investigation intended or underway. To do so would likely prejudice any investigation that may be conducted following the disclosure having been made. This may be considered as 'Tipping Off' which could be a criminal offence.
- 'Tipping Off' is to inform a person suspected of money laundering that they have made a lawful disclosure e.g., a SAR or there is a money laundering investigation taking place where the tipping off is likely either to prejudice any investigation arising from the disclosure or to prejudice the investigation disclosure to the person suspected of money laundering.

Sanctions

International sanctions (restrictions) are political and economic decisions that are part of diplomatic efforts against states or organisations to bring about a change in those parties' activities or policies. Sanctions are often in response to needing to protect national security interests in response to breaches of international law or human rights or where democracy is deemed under threat. The restrictions can be lifted when the motivating security concern no longer applies, or when no new threats have arisen.

ZIGUP and its subsidiaries must only accept and make payments via a reputable bank, in order to reduce the risk of dealing with sanctioned parties.

All colleagues must:

- Disclose any knowledge or suspicion of a sanctioned activity to Group Compliance promptly via the following link Financial Crime - Group IT Portal or by submitting the Financial Crime Incident Reporting for available on MyHub and sending to group.compliance@zigup.com; and
- Ensure the funds, economic resources and financial services are not made available to a person if there is any knowledge or suspicions that a person or entity has financial sanctions against it.

Insider Dealing

ZIGUP plc shares are admitted to trading on the London Stock Exchange. This means the Company is an 'issuer' for the purposes of the UK Market Abuse Regulation.

The Board has zero tolerance for the misuse of information about the Group which colleagues may have awareness of but is not available to other investors.

We operate appropriate governance frameworks to ensure our colleagues do not misuse, or place themselves under suspicion of misusing, information about the Group in breach of the laws and regulations applicable to share-dealing in the UK.

ZIGUP operates a **Group Securities Dealing Policy** and failure to comply with this Policy could lead to internal disciplinary procedures and in some circumstances civil and/or criminal charges.

If in doubt, colleagues should seek advice or guidance from the Group Company Secretary.

Modern Slavery

Modern slavery is a crime and a violation of fundamental human rights.

It takes various forms, such as slavery, servitude, forced and compulsory labour and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain.

The Board has a zero-tolerance approach to modern slavery, and we are committed to acting ethically and with integrity in all our business dealings and relationships and to implementing, enforcing and enhancing our effective systems and controls to ensure modern slavery is not taking place anywhere in our own business or in any of our supply chains.

The ZIGUP Statement on Modern Slavery and Human Trafficking can be found on our corporate website www.zigup.com.

We are also committed to ensuring there is transparency in our own business and in our approach to tackling modern slavery throughout our supply chains, consistent with our disclosure obligations under the Modern Slavery Act 2015.

We expect the same high standards from all of our contractors, suppliers and other business partners and we expect that our suppliers will hold their own suppliers to these standards.

ZIGUP operates a **Group Anti-Slavery and Human Trafficking Policy** forms part of our ethical and sustainability (ESG) policies framework, and exists to reduce risks to our employees, suppliers, communities and customers and contribute to fair and positive societal outcomes.

Conflicts of Interest

A conflict of interest arises when a colleague's personal and/or financial interests, contacts or outside activities have the potential to impair their ability to do their work or make objective decisions on behalf of the Group or its business.

Even the perception of a conflict of interest may be a problem; in such cases the reputation of the Group and our colleagues is potentially at risk.

Colleagues must maintain the highest possible standard of integrity in their business relationships, both inside and outside the Group.

Colleagues should reject any business practice which might ordinarily be deemed improper and always act with impartiality, independence and integrity.

In considering whether there is a conflict of interest (actual or potential) consider whether the business, or a relevant person, or a person directly or indirectly linked to the business:

- Is likely to make a financial gain, or avoid a financial loss, at the expense of a customer.
- Has an interest in the outcome of a service provided to a customer.
- Has an interest in the outcome of a transaction carried out on behalf of a customer.
- Has a financial or other incentive to favour the interest of a customer or group of customers over the interests of another customer.
- Carries on the same business as a customer.
- Receives, or will receive from a person, other than a customer an inducement in relation to a service provided to a customer, in the form of monies, goods or services, other than the standard remuneration for that service.

ZIGUP operates a **Group Conflicts of Interest Policy** which provides instruction to colleagues of what to do, including where to report, when a conflict of interest (actual or potential) arises.

Supplier Management

We are committed to carrying out business in a fair, open, and honest manner. Robust supplier management is fundamental in effectively managing performance and risk within the supply chain, as our suppliers provide integral services and are an inherent part of our activities.

We expect suppliers that supply products and/or services to the Group to conduct their business lawfully and in accordance with the **ZIGUP Supplier Code of Conduct**.

We maintain high ethical standards including corporate integrity, responsible sourcing and the safety and wellbeing of workers which suppliers must adhere to when interacting with ZIGUP or when acting on our behalf.

Where colleagues buy goods or services on behalf of the Group, they must disclose at the outset of any procurement activity if they:

- Have any ownership or other financial interests that might appear to reduce their ability to make objective decisions.
- Have a personal relationship with the current or prospective supplier.
- Have received gifts or hospitality from the current or prospective supplier.
- Owe money to the current or prospective supplier.
- Have a professional or legal obligation to the current or prospective supplier.

Where colleagues buy goods or services they must not for private purposes, purchase goods or use the services of any contractor or supplier retained by the Group, except under:

- The normal terms and conditions (including price) of the contractor/ supplier.
- Special arrangements negotiated by the Group for the benefit of all involved colleagues.

Information Security

Protecting the Group and its businesses from malicious and accidental harm is an essential responsibility which is shared by all colleagues.

The **Group Information Security Policy** provides guidance and direction to help us all maintain a secure environment which protects the confidentiality, integrity, and availability of all our information.

Acceptable Use

Our IT Systems and Information should only be used for appropriate and legitimate ZIGUP business purposes.

Reasonable personal use is allowed but any misuse or excessive personal use of our systems (e.g., email, internet) will not be tolerated.

ZIGUP operates a **Group Acceptable Use Policy** which sets out how we must all manage and handle the Group's IT equipment and data, and the standards that must be observed when using and/or accessing them.

Data Privacy

Our businesses handle a significant amount of personal data about our customers; colleagues and a range of third parties we interact with or receive information about.

All colleagues are responsible for the protection of data from deliberate, unintentional or unauthorised access, modification, destruction and disclosure.

ZIGUP operates a **Group Data Protection Policy** which sets out the basis upon which ZIGUP, and its subsidiaries will process and protect any personal data we collect, or that is provided to us by other sources.

To ensure compliance with this, colleagues must at all times abide by the following principles which requires 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 overseas, without appropriate safeguards in place (transfer
- limitation).
- Made available to data subjects and allow data subjects to exercise certain rights in relation to their personal data (data subject's rights and requests).