



Totalmobile

# Board Code of Conduct Policy

## Document Version Control

	Last Modified	Last Modified By	Document Changes

## Approval

Name	Title	Date	Version
Jim Darragh	Chief Executive Officer	23.01.23	1.0
<i>(signature)</i>			

## 1 Introduction and Purpose

The Board Code of Conduct sets out the standards of behaviour and conduct to which members of the Totalmobile Ltd. Board are expected to adhere to. As a growing company operating in a changing marketplace, the Code is not meant as a set of rules for specific situations, rather as a general guide which should be used alongside members own judgement.

Board members acknowledge a responsibility to Totalmobile Ltd.'s clients, shareholders, employees, communities and to each other. Earning and maintaining the trust of these stakeholders is fundamental.

The Code articulates what the Company stands for and the culture encouraged within the workplace. It is the Board's responsibility to foster an environment that is open and diverse, where inclusion is the norm and success is built on respect, collaboration, and teamwork. All Board members bring their skills and experience to the Board when making decisions and are expected to contribute their views on the questions the Board must consider, to participate fully in its decision-making, and to ensure that they are well informed. Board members have a duty to act in good faith and in the interest of the business.

### 1.2 Related Legislation, Documents, and Policies

All Board members have the responsibility to make themselves aware of the following legislation and internal policies:

- Companies Act 2006
- Totalmobile Ltd Memorandum and Articles of Association
- Totalmobile Ltd Conflict of interest policy
- Totalmobile Ltd Gifts and Hospitality policy
- Totalmobile Ltd Expenses policy

Please contact the Chief People and Places Officer for copies of the policies

### 1.3 Personal Conduct and Development

Board members should treat each other with courtesy, and endeavour to work together in a cooperative and collaborative manner, in good faith and in a spirit of mutual trust and respect.

It is hoped that disputes will not arise, but if they do, the Totalmobile Ltd. Board will implement a complaints procedure to deal with such issues.

As a member of the Totalmobile Ltd. Board members will:

- Exhibit high standards of personal conduct at all times.
- Take into account the impact of my behaviour on employees and other stakeholders.

- Avoid behaviour which might affect the reputation of my organisation, or which contradicts its values.
- Treat others with respect, dignity and consideration, including colleagues, employees and other stakeholders

And will agree to:

- Strive to improve their competence as a director.
- Build their knowledge and skills as a director through continuing professional education.
- Consider qualifying as a Chartered Director or similar.

## 1.4 Management of Board Meetings

It is expected that all Board members attend all scheduled meetings, on time and fully prepared to contribute. Any absence from Board meetings should be fully communicated at least 48 hours in advance of the meeting.

It is agreed that each member attends at least 75% of meetings and understand that they should prepare fully for all meetings including reading papers beforehand and further research as appropriate to ensure they can fully engage and contribute to the meeting.

All members agree to:

- respect the role of the Chair as meeting leader.
- participate in collective decision making.
- accept a majority decision of the Board.
- not act individually unless specifically authorised to do so.
- complete any tasks allocated to them in a timely manner.

## 1.5 Managing Other Interests, Personal Gain and Confidentiality

Board members should always act with integrity and there should be no doubt about the management of actual or potential conflicts of interest.

Board members must avoid being in a position where there is, or might reasonably be perceived to be, a conflict between their personal interests and their duty as a Board member of Totalmobile Ltd. Where a Board member has a connection with an individual or organisation with whom or which the Totalmobile Ltd. Board is dealing, or whose interests differ from those of Totalmobile Ltd., then the interest must be declared, and any potential conflict considered. Board members should not place themselves under any obligation to outside individuals or organisations that might influence them in the performance of their official duties or, just as importantly, that could give rise to a perception that they might be so influenced. Totalmobile Ltd. Board members should avoid accepting hospitality or gifts that might call into question their independence or impartiality. Any gifts received should be disclosed in line with the company's Anti-bribery policy.

All Board Members therefore agree to:

- Act honestly, in good faith and in the best interest of my organisation.
- Place the interests of the organisation above my personal interests.

- Be open and transparent to the rest of the Board in respect of my personal interests and activities.
- Exercise independent judgment. Take reasonable steps to be satisfied as to the soundness of all Board decisions.
- Avoid conflicts of interest wherever possible and, if this is not possible, make full and prior disclosure of any conflict, or potential conflict, to the rest of the Board.
- Express disagreement on matters of concern with other Board members, including the chair, chief executive or managing director.
- Recognise that resignation or dismissal from the Board may sometimes be the ultimate consequence of sustained disagreement on a matter of conscience or judgement.
- Adhere to collective responsibility for agreed Board decisions as a loyal member of the Board.

All Board Members agree to not:

- Disclose confidential information received in my role as a director, unless that disclosure has been authorised by the Board or is required by law.
- Make improper use of information acquired by virtue of my role as a director.

## 1.6 Responsible Business

The Board members agree that the Company should act in a socially responsible manner and in doing so considers environmental concerns including climate change, and social concerns, such as diversity and inclusion.

Board members agree to:

- Gain a clear understanding of Totalmobile Ltd.'s approach to climate change and environmental impact.
- Insist that my organisation reduces its carbon footprint over a reasonable timeframe.
- Promote an inclusive approach to board composition and business practice.
- Advocate the benefits of inclusion and diversity in enhancing decision making, attracting talented employees and building societal trust.
- Avoid serving on boards that do not value an inclusive business approach.

## 1.7 Shareholders and Stakeholders

Board member's understand that responsibilities are to both shareholders and stakeholders and as such commit to:

- Understand the expectations of shareholders and endeavour to take account of them when making decisions.
- Engage with shareholders on the general strategies being adopted and on other matters of importance.
- Ensure that all shareholders or classes of shareholders are treated fairly.
- Avoid prioritising the short-term financial interests of shareholders over the interests of other stakeholders.

- Pay regard to the interests of all stakeholders with a legitimate interest in the success of the organisation.
- Build the goodwill and commitment of stakeholders towards my organisation.
- Help develop strong lines of communication and mutual understanding with relevant stakeholders.

## 1.8 Updates

The Board Code of Conduct will be reviewed on an annual basis.