

Hiddenwell – Supplier Charter

1. Introduction	2
2. Supplier Requirements	2
3. Business Ethics, Behaviours & Legal Requirements	2
3.1 Fraud, Bribery and Corruption	3
3.2 Employment Status & Off-Payroll Working (IR35)	3
3.3 Right to work	4
3.4 Conflicts of Interest	4
3.5 Fair Competition & Trade	5
3.6 Confidentiality, Privacy & Intellectual Property	5
3.7 Cyber Security	6
3.8 Reporting issues & notification	6
4. Health and Safety	7
4.1 Occupational Health and Safety	7
4.2 Mental Health and Safety	7
5. People & Workplace Standards	8
5.1 Human Rights	8
5.2 Modern Slavery, Human Trafficking and Child Labour	8
5.3 Freedom of Association	9
5.4 Fair Pay & Working Hours	9
5.5 Safeguarding	10
5.6 Discrimination, Bullying and Harassment	10
5.7 Grievances and Concerns	11
5.8 Whistleblowing	11
6. ESG – Environmental, Social and Governance	12
6.1 Environmental Management	13
Appendix 1. General Requirements for all Suppliers	13
Appendix 2. Requirements for Food and Beverages Suppliers	14
Traceability	16
Food Fraud Prevention	16
Appendix 3. ESG Commitments	17
Appendix 4. Appendix 4. Employment Status & Off-Payroll Working (IR35)	17

1. Introduction

This Supplier Charter sets out the standards our suppliers are expected to adopt in relation to our supply relationship, managing working conditions, business ethics and their environmental impacts. It is Hiddenwell's policy to conduct every aspect of our business with honesty, integrity and openness, respecting human rights and the interests of our employees, customers and third parties.

Our suppliers are an essential partner in delivering the commitments and standards we have set. To support this effort, we expect all our suppliers to hold themselves to high standards of social and environmental responsibility.

It is our aspiration that this Supplier Charter applies to all suppliers and partners who supply products or services related to contracts or purchase orders with Hiddenwell and its subsidiaries. Where we refer to "suppliers" in this Supplier Charter, this includes suppliers, subcontractors, service providers, professional service providers, consultants, intermediaries and agents. We expect you to cascade these principles throughout your own supply chain.

2. Supplier Requirements

What are Hiddenwell's general supplier requirements?

Hiddenwell has certain basic expectations of our suppliers. Some of these may only relate to the supply of specific goods or services.

What does this mean for you?

Most of our general requirements are either normal business practice and behaviours or are a move towards best practice. Hiddenwell may decline to do business with suppliers who cannot meet all requirements, but it is more likely that, where suppliers are unable to meet all the requirements, Hiddenwell will seek to work with suppliers to support their progress towards compliance. If suppliers cannot meet the requirements, they must inform their Hiddenwell contact prior to supplying goods or services to us.

Our general supplier requirements and specific requirements for food and beverage suppliers can be found in the Appendix 1 and 2.

3. Business Ethics, Behaviours & Legal Requirements

Why does this matter?

Hiddenwell conducts its business ethically and in accordance with the law. We require our suppliers to conduct their business in the same way and in compliance with our Supplier

Charter (including when our Charter sets a higher standard than, but does not conflict with, legal requirements). Customs or local practices never take precedence over legal requirements.

What does this mean for you?

- Suppliers must ensure full adherence to all relevant laws and regulations within their jurisdiction and maintain awareness of legislative changes.
- All our suppliers should follow the Corporate Code of Ethics published by CIPS.

3.1 Fraud, Bribery and Corruption

Why does this matter?

We have a zero-tolerance approach to fraud, bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings. We expect our suppliers to undertake their work with a similar zero- tolerance approach.

What does this mean for you?

- Suppliers must adhere to all applicable anti-corruption and anti-money laundering regulations. If no such laws apply or are of a lesser standard to that prescribed in the UK Bribery Act 2010, suppliers, representatives and their employees must adhere to the UK Bribery Act 2010 and/or the US Foreign Corrupt Practices Act and/or the Canadian Corruption of Foreign Public Officials Act.
- Suppliers must implement and enforce effective systems to counter bribery and corruption, including strict rules for the offering or acceptance of gifts and hospitality.
- Suppliers must not offer or accept bribes, kickbacks, gifts or hospitality that may improperly influence – or create the appearance of improperly influencing your business decisions or those of Hiddenwell, our customers or others.
- Suppliers must not ask or encourage a Hiddenwell employee to engage in a relationship with you which could result in the reduction or diversion of any taxes from any relevant authority.
- Suppliers must not engage in any form of facilitating tax evasion, nor aid, abet, counsel or procure the commission of a tax evasion offence by another person.

3.2 Employment Status & Off-Payroll Working (IR35)

Why does this matter?

UK tax law requires businesses to establish whether the individuals who work for them are genuinely self-employed or are, in reality, employees. Under the off-payroll working rules (IR35),

Hiddenwell is responsible for deciding the employment status, for tax purposes, of individuals who provide their services through their own limited company or another intermediary.

What does this mean for you?

- If an individual will personally provide services to Hiddenwell, you must tell us before work begins so that we can assess their status using HMRC's Check Employment Status for Tax (CEST) tool and issue a Status Determination Statement.
- Self-employed individuals must provide their HMRC Unique Taxpayer Reference (UTR), and limited companies must provide their company details.
- Full requirements are set out in Appendix 4.

3.3 Right to work

Why does this matter?

All employers in the UK have a legal duty to prevent illegal working. They do this by conducting simple right to work checks before they employ someone, to make sure the individual is not disqualified from carrying out the work in question by reason of their immigration status.

What does this mean for you?

- It is your responsibility as an employer to carry out Right To Work checks on all workers.
- We reserve the right to periodically request evidence that checks have taken place.
- For more information, please find the government guidance here - [Employer's Guide to Right to Work Checks](#)

3.4 Conflicts of Interest

Why does this matter?

We all have a duty to avoid interests, activities or relationships that conflict or interfere with our judgement, objectivity or independence in performing our roles.

What does this mean for you?

- Suppliers must implement appropriate mitigations against any real or perceived conflict of interest through their work with us.
- Suppliers must disclose to Hiddenwell any actual or perceived conflicts of interest (for example, financial or other interests a Hiddenwell employee may hold in your business).

- Suppliers must disclose in advance any relationship with a Hiddenwell director, employee or person working with Hiddenwell that represents or might appear to represent a conflict of interest.

3.5 Fair Competition & Trade

Why does this matter?

Hiddenwell supports free and open competition and complies with trade laws in all countries in which we operate, including import and export laws, and sanctions. We expect our suppliers to operate to the same standards.

What does this mean for you?

- Suppliers must be committed to fair competition and must conduct their business in line with all relevant antitrust laws, competition laws or related regulations.
- Suppliers must adhere to all international trade regulations and export control regulations.

3.6 Confidentiality, Privacy & Intellectual Property

Why does this matter?

Hiddenwell is committed to treating other parties' confidential, private or intellectual property with integrity. We respect the confidentiality of the information provided to us and expect our suppliers to meet similar standards.

What does this mean for you?

- Suppliers must take all reasonable measures to prevent our confidential information, or that of our customers, business partners and stakeholders, from being disclosed to any person who does not need or have a right to that information.
- Suppliers must ensure that all workers' and business partners' privacy and valid intellectual property rights are protected, and that all uses of personal data – such as collection, registration, storage and deletion – are carried out in accordance with applicable data protection legislation.
- Suppliers must never share, create or endorse social media content that could be deemed derogatory, offensive or discriminatory, or speak on behalf of Hiddenwell without prior authorisation.

3.7 Cyber Security

Why does this matter?

We expect our suppliers to have strong cyber security measures in place to protect our business, systems and data from risk.

What does this mean for you?

- Suppliers will have a cyber security policy and adhere to industry standards. For some specific contracts, higher levels of cyber security may be required, including cyber indemnity.
- All suppliers will adhere to GDPR and may be required to complete a specific Data Protection questionnaire for specific contracts.
- Suppliers must notify Hiddenwell of any cyber incident or breach that could affect us, our reputation or our data.

3.8 Reporting issues & notification

Why does this matter?

Hiddenwell needs to be made aware of any concern, issue or situation arising within our supply chain that could affect our ability to operate our business or impact our reputation.

What does this mean for you?

- Suppliers must notify Hiddenwell of any contamination incidents, microbiological failures, allergen incidents, serious customer complaints, supply chain integrity issues and any cyber incident that could affect us, our reputation or our data.
- Suppliers must notify Hiddenwell of any other material incident or circumstance that could affect the safety or legality of the goods or services supplied, continuity of supply, or expose Hiddenwell to a material regulatory, legal, or reputational risk.
- Suppliers must also notify Hiddenwell promptly of any material regulatory investigation, enforcement action or regulatory intervention, including any Improvement or Prohibition Notice, prosecution, suspension or loss of a relevant licence or registration, or suspension, withdrawal or material downgrade of relevant certification, where this could affect the supplier's regulatory standing, safety performance or ability to supply goods or services to Hiddenwell.
- It is the responsibility of the supplier to notify us immediately if it becomes aware of any defective goods which have been supplied or if a supplier becomes aware of a problem with a product that requires recall or withdrawal.

4. Health and Safety

4.1 Occupational Health and Safety

Why does this matter?

The safety and security of employees and customers is fundamental to everything we do. We believe that all injuries can be prevented and our goal is zero harm.

What does this mean for you?

We believe that everyone should be able to do their job or use our facilities safely. We expect our suppliers to take responsibility for observing, and promoting, good health and safety practices.

- Suppliers are required to adhere to all national and local Health and Safety regulation.
- Suppliers must provide workers with safe and hygienic working conditions.
- Suppliers should ensure that appropriate steps are taken to prevent accidents and injury to health.
- Where hazards cannot be adequately controlled, suppliers will provide workers with appropriate, well-maintained personal protective equipment.
- Suppliers' workers should receive regular, recorded health and safety training of an appropriate standard.
- Suppliers should have emergency response procedures in place setting out clearly the action to be taken in the event of an emergency, with regular training and practice.
- Suppliers must adhere to our on-site processes and requirements for contractors, provide evidence of competence, permits, risk assessments and method statements where appropriate.
- Suppliers must notify Hiddenwell promptly of any significant health and safety incidents occurring on our premises.
- Fatal accidents, RIDDOR-reportable incidents, HSE investigations or prosecutions relating to incidents occurring elsewhere must be reported to us if the matter is sufficiently serious that it could affect your competence, regulatory standing, or ability to safely deliver the goods or services supplied.

4.2 Mental Health and Safety

Why does this matter?

We are committed to protecting the health, safety and wellbeing of our staff and expect our suppliers to reflect this. We recognise the importance of identifying and tackling the causes of work-related stress. We also recognise that personal stress, while unrelated to the workplace, can adversely affect the wellbeing of staff at work.

What does this mean for you?

- Suppliers should provide training to help all employees understand and recognise the causes of work-related stress and mental health issues and the steps they can take to protect and enhance their own mental wellbeing and that of their colleagues.
- Suppliers should implement policies and procedures to address factors that can cause stress at work or add to personal stress.
- Suppliers should promote a culture of open communication. You should provide both formal and informal means for them to raise concerns.
- Suppliers should take account of stress and mental wellbeing when planning and allocating workloads.
- Suppliers should ensure risk assessments include or specifically address work-related stress.
- Suppliers should provide support services such as occupational health and mental health first aiders where possible.

5. People & Workplace Standards

5.1 Human Rights

Why does this matter?

We expect our suppliers to demonstrate commitment to human rights by respecting the rights and dignity of all their employees and those of their suppliers and to treat them fairly.

What does this mean for you?

Please refer to our website for full details of the policy - <https://hiddenwell.com/our-policies>

5.2 Modern Slavery, Human Trafficking and Child Labour

Why does this matter?

We are committed to recognising and preventing human rights breaches including modern slavery, human trafficking and child labour in all its forms. We have a zero-tolerance approach to any violations within our company or by business partners and suppliers.

What does this mean for you?

- Suppliers will adhere to the Hiddenwell modern slavery policy, which can be found here - <https://hiddenwell.com/our-policies>

- Suppliers should make every effort to ensure that the Hiddenwell modern slavery policy is followed down the supply chain.
- It is desirable that suppliers have SEDEX membership.

5.3 Freedom of Association

Why does this matter?

Hiddenwell is committed to respecting freedom of association. We believe that our success depends on trust and respect for each other. This includes respecting the right of employees to join a trade/labour union of their choice and the right not to join a union at all.

What does this mean for you?

- Suppliers must recognise the rights of workers to choose whether or not to be represented by a trade union and to organise and engage in union activities.
- Where workers' representation and collective bargaining are restricted by law, suppliers should facilitate open communication and direct engagement between workers and management to ensure that workers' rights, needs and views can be considered and acted upon.

5.4 Fair Pay & Working Hours

Why does this matter?

We believe that everyone should be fairly rewarded for their skill, contribution and performance and not required to work excessive hours to provide an adequate standard of living for themselves and their families.

What does this mean for you?

- Workers should be fairly and reasonably paid in line with applicable wage laws relating to minimum wages, overtime hours and legally mandated benefits.
- Compensation and benefits should aim at providing an adequate standard of living for workers and their families. Workers should be paid in a timely manner documented via pay slips or similar.
- Working hours (including overtime) for suppliers' workforce must not exceed the standards set in applicable local and national law and, in any event, should not be excessive.
- Suppliers should recognise the principle of equal pay for equal work.

5.5 Safeguarding

Why does this matter?

Hiddenwell is committed to safeguarding and promoting the welfare of children, young workers and adults at risk. Safeguarding is everyone's responsibility. We have a zero-tolerance approach to abuse, neglect, exploitation, and any behaviour that places an individual at risk of harm.

What does this mean for you?

- Suppliers should promote a positive culture of safeguarding and ensure appropriate safeguarding governance, policies and resources are in place.
- Suppliers should ensure young workers are appropriately supported and supervised.
- Suppliers should clearly communicate employment conditions to their workers in a language / format the worker understands.
- Suppliers should ensure confidentiality and respect for privacy and dignity during disciplinary processes.
- Suppliers should demonstrate commitment to reasonable adjustments, especially for disabled workers.

5.6 Discrimination, Bullying and Harassment

Why does this matter?

We believe that everyone should be treated with dignity and respect and should feel safe in the workplace. Hiddenwell does not tolerate discrimination, harassment, unwanted sexual advances or victimisation in the workplace, particularly based on race, colour, religion, age, gender, disability, national origin or sexual orientation. We value and promote difference and diversity and believe everyone is entitled to employment opportunities based on individual abilities and merit. We expect our suppliers to follow these principles.

What does this mean for you?

- Suppliers must not discriminate in hiring and employment practices such as promotions, rewards or access to training.
- Workers should not be discriminated against based on disability, ethnicity, caste, national origin, religion, age, race, gender, gender identity, gender expression, marital status, sexual orientation, union membership or political affiliation.
- Suppliers must ensure they have zero tolerance of violence and intimidation.
- Suppliers must ensure their staff do not verbally or physically abuse or harass Hiddenwell employees or other suppliers.

- Suppliers must have clearly defined disciplinary procedures which are effectively communicated to workers and must offer employees a confidential whistleblowing procedure.
- Suppliers must ensure there is protection in place to prevent retaliation for raising concerns or grievances.

5.7 Grievances and Concerns

Why does this matter?

You should ensure that employees have every opportunity to raise issues relating to their employment and that all grievances are properly heard and resolved.

What does this mean for you?

- You should have a grievance procedure in place to encourage good working relations and the quick and fair resolution of grievances concerning work related matters.
- You should seek to provide clear points of contact and time scales to assist with resolution of issues.
- Your grievance procedure should provide employees with an opportunity to have problems or concerns about their work, working environment or working relationships raised and addressed.
- If a resolution cannot be achieved informally, then the employee should be able to request in writing that the matter is referred to a formal process.

5.8 Whistleblowing

Why does this matter?

It is important to have a way of reporting and exposing illegal acts, corruption, and safety risks that would otherwise remain hidden.

What does this mean for you?

- If you are ever asked to be involved in anything which is in potential breach of this Charter, or is otherwise unethical or illegal, then we encourage you to raise your concerns with your normal Hiddenwell contact. The same applies if you or your colleagues are treated unfairly while working for Hiddenwell.
- Similarly, if you become aware of any Hiddenwell supplier, or supplier staff, in potential breach of this Charter or who is otherwise behaving in an unethical or illegal manner, we encourage you to raise concerns with your normal Hiddenwell contact.

- Alternatively, you can contact our Chief People Officer or our Guest Services Team. The Guest Services phone number is: 01283 576522. Or if you wish to contact us by email: reservations@hiddenwell.com
- Concerns can be reported anonymously – however, it is helpful if you are willing to provide your name and how you can be contacted as this may assist in the investigation of the issue raised.
- We hope that concerns will be adequately addressed, however, if individuals are not fully satisfied, and feel it is right to take the matter outside of Hiddenwell, the following are possible contact points:
 - Public Concern at Work (www.pcaw.co.uk) which is an independent whistleblowing charity, and it can also provide a list of prescribed regulators for reporting certain types of concern.
 - Relevant professional bodies or regulatory organisations.
 - A solicitor; or
 - The Police

6. ESG – Environmental, Social and Governance

Why does this matter?

We believe in the power of sustainability and are dedicated to making a positive impact on the environment and our community. Sustainability is not just a commitment, but a journey that we are excited to embark upon. Our collective efforts will not only reduce our environmental impact but also contribute to the well-being of our community and future generations. We promote and champion the benefits of reducing our carbon footprint and we provide and closely manage the environmental impacts arising from our business activities.

What does this mean for you?

- Hiddenwell encourages all suppliers to comply with our ESG Policy and contribute to our goals and ambitions. We will advise and support suppliers to work towards this goal, where they cannot comply initially.
- Hiddenwell encourages all suppliers to be champions of Diversity and Inclusion within their operational workforce where possible.
- Suppliers should have a ESG Policy or Strategy and actively seek to be environmentally responsible.
- Details of Hiddenwell's ESG commitments are in Appendix 3.

6.1 Environmental Management

Why does this matter?

Hiddenwell has an important role in encouraging the uses of sustainable, low carbon options throughout our supply chain. We constantly seek to reduce our carbon footprint and other environmental impacts through improvements in our services and practices and expect our suppliers to work with us to achieve those reductions.

What does this mean for you?

- Suppliers must be aware of, and comply with, all relevant environmental laws and regulations.
- Suppliers must implement appropriate management, operational and process controls to minimise the release of harmful emissions to the environment.
- Suppliers should maintain and test appropriate spill response procedures.
- Suppliers should aim to measure, report and reduce their greenhouse gas emissions wherever possible.
- Suppliers should consider the environmental impact of their operations, prevent pollution and reduce energy, water and waste wherever possible.
- Suppliers must ensure that their operations take place under appropriate environmental permits and approvals in accordance with applicable environmental laws.

Appendix 1. General Requirements for all Suppliers

Most of the requirements stated below are either normal business practice and behaviours or are a move towards best practice in the industry. Hiddenwell may decline to do business with suppliers who cannot meet all requirements, but it is more likely that - where suppliers are unable to meet all the requirements - Hiddenwell will seek to work with and support suppliers to ensure progress towards the requirements.

What does this mean for you?

- All suppliers should be able to receive orders by email.
- We do not allow any of products or ingredients of products, to be tested on animals.
- All suppliers should have a tested Business Continuity plan and, where relevant, should contribute to and assist Hiddenwell in maintaining its robust Business Continuity plan.
- All suppliers should have relevant insurances in place. Our minimum insurance standards are as follows:
 - Public liability: £5,000,000
 - Employers' liability: £5,000,000 (legal UK minimum)
 - Product liability: £1,000,000 (where applicable)
 - Professional Indemnity: £1,000,000

- Cyber Indemnity: £1,000,000 (where applicable)

These minimum levels may vary for specific contracts and can be agreed with discussion.

- Supplier Audits – suppliers will have appropriate audit processes in place to ensure adherence with all laws and regulations. Additionally, suppliers will allow Hiddenwell to both have access to the audit outcomes and, where requested, to audit the processes.
- Hiddenwell may obligate suppliers to adhere to specific supplier performance targets and to report against agreed KPI's. These requirements will be specific to individual contracts and will be regularly reviewed to ensure continuous improvement.
- Suppliers will provide requested documentation, participate in supplier reviews, cooperate fully with investigations, and implement corrective actions within agreed timescales.
- Suppliers will comply with industry standards and/or agreed levels of confidentiality.
- Suppliers must notify Hiddenwell of any material specification, manufacturing or other change that could affect the safety, legality, regulatory compliance or risk profile of the products or services supplied, including, where relevant, changes to formulation, allergen status, manufacturing location, key subcontractors or relevant certification/accreditation.
- Suppliers will adhere to industry packaging standards and, where appropriate take an environmentally friendly approach to packaging changes.
- Suppliers must provide all requested documentation prior to supplying goods or services to us and Hiddenwell reserves the right to suspend or remove suppliers where appropriate if documentation cannot be provided.
- Suppliers must ensure employees are competent, trained and regularly refreshed on compliance, H&S, food safety (where relevant), safeguarding and ethics.
- We expect suppliers to confirm where a brand name, trademark or registered term can be declared on menus and/or at point of sale and be able to provide sufficient evidence to substantiate such claims, prior to offering the product.

Appendix 2. Requirements for Food and Beverages Suppliers

The requirements in this section are relevant for food and beverage suppliers specifically.

What does this mean for you?

In addition to other general requirements, Hiddenwell has the following specifically for Food and Beverage Suppliers:

- All suppliers should have a fully managed account on Procure Wizard.
- All products should have a specification sufficiently detailed to permit safe and legal use.

- All food products should have allergen and nutrition information completed on Procure Wizard. Allergen details should be provided for all beverages and nutritional information provided for soft drinks and low/no alcohol products.
- Suppliers must inform Hiddenwell immediately if there are any changes to the ingredients, allergens or nutritional data provided.
- Suppliers should have robust allergen management systems and procedures in place, which should include, but not be limited to, risk assessments, validated cleaning processes, allergen segregation, allergen verification, change control and the use of precautionary allergen labelling only where it is justified.
- All Food and Beverage packaging must adhere to legal requirements in the UK. All labelling needs to be legal and up to date, containing all required information.
- Suppliers must have adequate Food Defence policies and procedures (e.g. to prevent deliberate or accidental contamination).
- Similarly, suppliers will have adequate Foreign Body Prevention and Detection policies and procedures.
- Suppliers should have certification to a Global Food Safety Initiative (GFSI) Standard e.g. BRC or SALSA.
- All suppliers must notify us of any change in certification grade as soon as they receive official confirmation from the relevant body.
- Suppliers must be fully compliant with all relevant food legislation e.g., food additives, food labelling, food flavours and colours.
- Where applicable, animal welfare policies and evidence of compliance throughout the supplier's supply chain must be provided.
- Suppliers must be able to provide evidence supporting menu claims and accreditations such as provenance, sustainability, Fairtrade, vegetarian, vegan.
- Suppliers will provide information relating to production premises addresses and will inform us of any changes in advance of those changes taking effect.
- Suppliers will adhere to the following storage and delivery temperatures:
 - Chilled goods: 1-5°C
 - Frozen goods: -18°C or below.
- Products are not allowed to:
 - contain the artificial flavour enhancer mono sodium glutamate (MSG).
 - include added artificial flavours and colours.
 - contain the Southampton Six colours.
- Suppliers will ensure all meat adheres to UK Animal Welfare Act 2006.
- All fish and fish products supplied must be from sustainable sources, ideally MSC accredited and/or rated 3 or above on Marine Conservation Society Good Fish Guide.
- Hiddenwell will not accept caged eggs.
- All palm oil used in products should be RSPO certified and evidence of certification must be provided upon request.
- Suppliers must ensure all products achieve the relevant Office of Health Improvement and Disparities (OHID) 2024 salt targets.
- Suppliers will either achieve or be working towards UKFR/EUDR readiness and carbon footprint data. Suppliers will work in cooperation with Hiddenwell and support us in our own UKFR/EUDR readiness.

- Suppliers will use a HACCP (Hazard Analysis and Critical Control Point) system.

Traceability

Why does this matter?

Suppliers must have systems and procedures in place to ensure traceability of all ingredients from their suppliers through all stages of manufacturing, processing and delivery to Hiddenwell.

What does this mean for you?

- There must be adequate identification of all raw materials, packaging, processing aids, semi-processed products and finished products, to ensure traceability.
- The traceability system must be tested to determine its effectiveness – from raw material, including primary packaging, to finished product and vice versa.
- A quantity check/mass balance must be included.
- If requested, full traceability details must be available within twenty-four hours.
- Suppliers must ensure that their suppliers also have effective traceability systems.

Food Fraud Prevention

Why does this matter?

We should all be able to trust the origin and content of the Food and Beverage items we use. For example, there have been occurrences where suppliers and/or caterers have sold meat such as Halal when this is not the case.

What does this mean for you?

- Suppliers must have robust systems in place to identify, assess and reduce the risk of food fraud throughout their supply chain. This includes preventing the deliberate substitution, adulteration, misrepresentation or counterfeiting of food and ingredients for economic gain.
- Suppliers must be able to demonstrate appropriate assessments, risk-based controls, and full traceability, and notify Hiddenwell immediately of any suspected or confirmed food fraud incident that may affect products supplied.
- We may require you to undertake food fraud assessments if we deem it to be relevant or necessary.

Appendix 3. ESG Commitments

On its journey towards maintaining sustainability, Hiddenwell is committed to:

1. **Necessity:** We pledge to ensure that all our purchases are made with a clear understanding of their necessity, preventing unnecessary waste.
2. **Supplier Selection:** We are committed to selecting suppliers who share our sustainability values, adhering to strict criteria that reflect our dedication to responsible purchasing.
3. **Regional Preference:** Wherever possible, we will seek and give preference (other factors being equal) to regional suppliers at every opportunity, recognising the importance of supporting local businesses.
4. **Packaging:** We are actively collaborating with our suppliers to minimize packaging, reducing the environmental impact of our supply chain.
5. **Supplier Engagement:** We maintain an ongoing dialogue with our key suppliers to ensure they are actively contributing to our sustainability goals.
6. **Reducing Deliveries:** We are committed to consolidating deliveries to reduce carbon emissions and minimize our environmental footprint.
7. **Recycled Materials:** Our purchasing decisions prioritize products made from recycled materials, supporting the circular economy.
8. **Zero-Waste Alternatives:** We are continuously seeking innovative, reduced/zero waste alternatives for our most frequently used products.
9. **Energy and Water Efficiency:** We constantly look for ways to reduce our energy and water consumption, engaging in best practice and seeking outside advice.
10. **Chemical Reduction:** We strive to minimize chemical usage without compromising the quality of service and cleanliness we provide.
11. **Fair Trade:** We aspire to work with suppliers who engage with fair trade activities and FairTrade pricing for suppliers in the supply chain.
12. **Sustainable Products and Processing:** Hiddenwell encourage and are eager to work with suppliers who use sustainable approaches to manufacturing, packaging and delivery options.
13. **Zero Waste Management:** We currently do and commit to always working with waste companies that send zero product to landfill.

Appendix 4. Appendix 4. Employment Status & Off-Payroll Working (IR35)

The requirements in this section apply wherever an individual personally provides services to Hiddenwell, whether they work for themselves or through their own limited company, a partnership, an agency or another intermediary.

Why does this matter?

UK tax law requires every business to establish whether the people who work for it are genuinely in business on their own account or are, in reality, employees. Under the off-payroll working rules (commonly known as IR35), medium and large organisations such as Hiddenwell are responsible for deciding the employment status, for tax purposes, of individuals who provide their services through an intermediary. If status is decided incorrectly, unpaid Income Tax, National Insurance contributions, interest and penalties may become payable, and both Hiddenwell and its suppliers can be exposed to financial and reputational risk.

Getting the status right also protects individuals, ensuring that people who should be treated as employees for tax purposes are paid correctly, and that genuine independent businesses are able to trade with us as suppliers.

Who does this apply to?

- Self-employed individuals and sole traders engaged directly by Hiddenwell to provide services personally.
- Individuals who provide their services through their own limited company (a personal service company, or PSC), a partnership or another intermediary.
- Agencies, umbrella companies and other suppliers who place such individuals with Hiddenwell.
- It does not normally apply to suppliers who deliver goods, or who deliver services through their own employed workforce on their own payroll (for example, a food wholesaler or a contract cleaning company). If you are unsure whether this section applies to you, please speak to your Hiddenwell contact.

Supplier or employee?

Employment status is decided by looking at the whole picture: the written contract and how the work is actually carried out in practice. A job title, an invoice, a limited company or a statement in a contract that someone is self-employed does not, on its own, decide status. No single factor is decisive.

Factors that tend to indicate a genuine supplier (self-employed / outside IR35):

- The individual has a genuine right to send a suitably qualified substitute, and Hiddenwell cannot reasonably refuse it.
- The individual decides how the work is done and has meaningful freedom over when and where it is done.
- The individual carries real financial risk, for example fixed-price work, correcting poor work at their own cost, or investing in their own equipment and business.
- The individual works for several clients, markets their own business and is engaged for a defined piece of work or outcome.
- The individual is not integrated into Hiddenwell's organisation and does not receive employee benefits, line management or internal staff privileges.

Factors that tend to indicate employment (inside IR35 / employed for tax purposes):

- The work must be done personally, with no genuine right of substitution.
- Hiddenwell directs how, when and where the work is done, in the same way as for an employee.
- The individual is paid by the hour, day or week regardless of outcome and carries no real financial risk.
- The individual works for Hiddenwell on an ongoing basis, in a role an employee would otherwise do, and appears to others as part of the team.
- The individual has previously been employed by Hiddenwell and returns to carry out substantially the same role.

How Hiddenwell will determine status:

- Before any engagement begins, Hiddenwell will assess the engagement using HMRC's Check Employment Status for Tax (CEST) tool (<https://www.gov.uk/guidance/check-employment-status-for-tax>), together with a review of the proposed contract terms and the actual working arrangements.
- Each engagement will be assessed individually. A group determination will only be used for roles that are genuinely identical in their terms and working practices.
- Hiddenwell will issue a Status Determination Statement (SDS) setting out its conclusion and the reasons for it, to the individual and to the organisation Hiddenwell contracts with.
- Determinations will be reviewed whenever the role or working arrangements change, when an engagement is extended, and at least every twelve months.
- Hiddenwell will take reasonable care when making every determination and will keep records of each determination and the reasons for it.
- Where Hiddenwell qualifies as a small company under the Companies Act 2006, the responsibility for determining status under the off-payroll rules rests with the individual's own intermediary. Hiddenwell will tell you which rules apply to your engagement.

What does this mean for you?

- Suppliers must tell their Hiddenwell contact, before work begins, if any individual will personally provide services to Hiddenwell, and must provide the information needed to complete a status assessment.
- Self-employed individuals must provide their 10-digit HMRC Unique Taxpayer Reference (UTR) and evidence of it, such as an HMRC letter or a screenshot of their HMRC online account. Guidance on finding a UTR is available at <https://www.gov.uk/find-utr-number>.
- Individuals working through a limited company must provide the company name, Companies House registration number, company UTR and VAT number (where registered), as well as the details of the individual carrying out the work.

- Agencies and other suppliers in the contractual chain must pass the SDS on to the next party in the chain and confirm to Hiddenwell who is responsible for paying the individual's intermediary (the "fee-payer").
- Where an engagement is determined to be inside IR35, the fee-payer must deduct Income Tax and employee National Insurance contributions, and pay employer National Insurance contributions (and the Apprenticeship Levy where applicable), before paying the intermediary. Fees for such engagements will not be paid gross.
- Where an engagement is determined to be outside IR35, or an individual is self-employed, the supplier remains fully responsible for accounting for its own tax and National Insurance contributions.
- Suppliers must ensure that contract terms accurately reflect how the work is actually carried out, and must notify Hiddenwell promptly of any change in the role, duration, hours, location, level of control, right of substitution or other working arrangements, so the determination can be reviewed.
- Work falling within the Construction Industry Scheme (CIS) will be handled under the CIS rules, which include a separate HMRC verification process.
- Please note that status for tax purposes is separate from status for employment rights. An SDS does not, by itself, decide an individual's employment rights.

Disagreeing with a determination

- If an individual, or the fee-payer, disagrees with Hiddenwell's determination, they may tell Hiddenwell in writing, giving their reasons, at any time up to the last payment for the engagement.
- Disagreements should be sent to your normal Hiddenwell contact or to our Chief People Officer.
- Hiddenwell will consider the representations and respond within 45 days, either confirming the determination with reasons or withdrawing it and issuing a new SDS. The original determination continues to apply while the disagreement is being considered.

Supplier confirmation

By agreeing to this Supplier Charter, suppliers who provide the personal services of an individual to Hiddenwell confirm that they will:

- Provide accurate and complete information for status assessments, including a valid UTR where applicable.
- Co-operate fully with Hiddenwell's status determination process and pass on any SDS to the relevant parties in the chain.
- Operate the correct tax and National Insurance deductions where they are the fee-payer for an engagement inside IR35.
- Notify Hiddenwell of any change that could affect an individual's employment status.
- Not enter into, promote or use any arrangement that seeks to avoid the off-payroll working rules or the correct payment of tax. Full guidance is available from HMRC at <https://www.gov.uk/guidance/understanding-off-payroll-working-ir35>.