

SUPPLIER CODE OF CONDUCT

THE FUNDAMENTAL
ETHICAL AND BUSINESS
CONDUCT REQUIREMENTS
FOR OUR SUPPLIERS

Version 03
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INTRODUCTION

Yondr Group and its divisions, business units and affiliates (“Yondr”) is committed to ensuring it delivers best value and quality to its clients while ensuring Environmental, Social and Governance considerations are at the forefront of everything we do.

Yondr is firmly committed to conducting business with the highest integrity and in compliance with the letter and spirit of the law. As an industry leader and a responsible business, Yondr seeks to use its position to promote the highest standards of ethics and business conduct wherever Yondr operates. As an existing or potential supplier of products and/or services to Yondr, your company (the “Supplier”) is critical to Yondr’s success. For Yondr to provide services in a responsible manner, Yondr requires the Supplier and their supply chain and subcontractors to comply with this Supplier Code of Conduct (this “Code”).



OVERVIEW

This is a reflection of the Yondr values and provide expectations of its supply chain with regards to the following topics:

- / Speak Up Policy
- / Confidentiality
- / Anti-Bribery and Corruption incl Gifts and Gratuities
- / Unfair Business Practices
- / Trade and Sanctions
- / Data Privacy and Information Security
- / Labour, Human Rights and Working Conditions
- / Health & Safety
- / Environmental and Sustainability
- / No PO, No Pay
- / Supplier Compliance Management



SUPPLIER CODE OF CONDUCT

This Code sets forth Yondr's fundamental ethical and business conduct requirements for its suppliers. This Code is not intended to be an exhaustive list of all requirements to be followed by the Supplier but is intended to be a high-level overview of such requirements. All references in this Code to "Laws" means all applicable laws, regulations, directives, rules, decrees, and governmental orders.

The Supplier is responsible for ensuring that their directors, officers, employees, agents, representatives, supply chain, subcontractors, and other business partners understand and comply with the requirements set forth in this Code. The Supplier will notify Yondr immediately without delay in writing of any known or suspected violation of this Code.

The Supplier must cooperate with Yondr, its appointed advisors/consultants and/or any government agencies or regulatory bodies to review and address any such instances that come to the attention of their organisation.

Yondr has the right to modify this Code from time to time, and the Supplier will be provided an updated version in writing (writing includes email) or via its compliance platform.



01. **Speak up**

Yondr encourages its suppliers to raise any genuine concerns or suspicion of behaviour that is not in line with this Code. The Supplier has a duty to report any actual or suspected unethical or illegal conduct to Yondr, either through Yondr's Speak Up Policy or by informing Yondr's Procurement team (see page 12 for contact details). Please note that our Speak Up Policy provides for anonymous reporting through Safecall (<https://www.safecall.co.uk/file-a-report/>). Furthermore, suppliers should ensure that their employees feel safe to raise any concerns of unethical or illegal conduct through this process without the fear of repercussions. The Supplier shall not retaliate or take disciplinary action against any employee who has, in good faith, reported breaches of this Code or questionable conduct or who has sought advice regarding this Code.

02. **Non-Disclosure Agreement**

The Supplier shall sign an NDA with Yondr, as required by Yondr, and must fully comply with it. If the Supplier suspects a breach of the NDA by a member of their organisation (including their employees, representatives and subcontractors), they must immediately inform their local Yondr contact of Yondr's Procurement team.

03. **Anti-Bribery and Corruption**

Yondr is committed to doing business with integrity and transparency wherever we operate. We have a zero-tolerance approach to bribery, corruption, fraud, anti-competitive behaviour and other unethical business practices.

The Supplier must compete strictly based on the merits of their products and services. The Supplier must never offer, promise, authorise or provide, directly or indirectly, anything of value (including, without limitation, business gifts or courtesies) with the intent or effect of inducing anyone (including, without limitation, a Yondr client, Yondr employee, government official, other supplier, or any other third party that might influence the Supplier's business with Yondr) to forego their duties and provide unfair business advantage to Yondr, the Supplier, or others. Accordingly, the Supplier will and will cause its employees, representatives, and subcontractors to comply with the requirements set out by Yondr in this Code as well as all applicable Laws, codes and regulations relating to the prevention of bribery corruption in the countries in which any affiliated business or associate of the Supplier conducts business.



04. Gifts and Gratuities

Yondr prohibits the offer or receipt of gifts, hospitality or other benefits that could affect either party's impartiality, influence a business decision or lead to the improper performance of an official duty.

The Supplier shall not give to or receive from any director, employee, or representative of Yondr any gift, entertainment, or other favour of material value or any commission, fee, or rebate with the intent or effect of inducing anyone to forego their duties and provide unfair business advantage to Yondr, the Supplier, or others.

05. Unfair Business Practice

The Supplier must not engage in any anti-competitive conduct or deceptive trade practice for any reason whatsoever, whether on behalf of Yondr, the Supplier, or others. This includes market collusion, price manipulation or providing or exchanging competitively sensitive information (including, without limitation, price, cost, and technical data) with Yondr, its competitors or competitors of the Supplier.

The Supplier must also refrain from abusing their market power, whether for their benefit or for the benefit of others, by refusing to deal fairly, engaging in predatory or discriminatory pricing practices, conditioning the sale or provision of a particular product or service with that of another product or service, or undertaking similar unethical business tactics. Further, the Supplier must never misrepresent the products or services of Yondr, the Supplier or others. Similarly, the Supplier must never denigrate Yondr's competitors or the Supplier's competitors or their products or services.

06. Trade and Sanctions

The Supplier must comply with all applicable Laws relating to trade, sanctions, and conflict minerals to ensure that products are not produced, in whole or in part, in violation of these Laws or in a way that would cause Yondr to violate such Laws. The Supplier is responsible for conducting due diligence to ensure that their supply chain adheres to all applicable trade, sanctions, and conflict minerals.



07. Data Privacy and Information Security

The Supplier must follow all applicable data protection, privacy and information security Laws in the countries in which it operates and be committed to respecting and protecting the privacy of individuals (including, without limitation, a Yondr client, Yondr employee or other supplier). The Supplier may only collect personal data for business-related purposes in connection with the specific services being provided to Yondr. The Supplier shall retain personal data only for as long as necessary to fulfil the business-related purposes in connection with the services being provided to Yondr. The Supplier may disclose personal data to third parties only as needed to provide services to Yondr or as may be required by applicable Laws, and the Supplier shall take all appropriate actions to ensure that a third party protects personal data that Yondr discloses to it. The Supplier shall collect, use, maintain, disclose (internally and externally), and destroy personal data in a manner that limits the risk of loss, theft, misuse, or unauthorised access. The Supplier shall dispose of personal information upon the completion of services to Yondr or when no longer needed for the business-related purposes.

The Supplier shall have in place appropriate measures to:

- (a) Protect the integrity and confidentiality of information (including information belonging to or supplied by Yondr) held on its systems (which include physical and online or electronic systems); and
- (b) Ensure that there is no unauthorised access of the information by third parties.
- (c) Notify Yondr of any actual or suspected cybersecurity incident as soon as reasonably practicable and, in any event, no later than 24 hours after the Supplier becomes aware of the incident.

The notification must include, at a minimum:

- / A detailed description of the cybersecurity incident, including the nature, date, and time of occurrence
- / The specific data, systems, or services affected
- / The scope and impact of the cybersecurity incident, including any potential data breaches, unauthorised access, or data loss
- / The immediate actions taken to contain and mitigate the cybersecurity incident
- / Contact information of the Supplier's incident response team or designated representative



08. Conflict of Interest

The Supplier must avoid all conflicts of interest or situations giving the appearance of a conflict of interest when doing business with Yondr. The Supplier shall not, without prior written notification to Yondr, enter into any business relationship with any director, employee, or representative of Yondr that may create or be deemed to represent a conflict of interests between such director, employee, or representative of Yondr. In the event of a potential, actual or perceived conflict of interest being identified, the Supplier must immediately report to Yondr.

09. Labour and Human Rights

Yondr is committed to respecting international human rights standards, as defined by the UN Guiding Principles on Business and Human Rights, which include the UN Declaration of Human Rights and the International Labour Organisation Declaration on Fundamental Principles and Rights at Work.

The Supplier is required to comply with this approach, which applies to, without limitation, all directly employed personnel, temporary or contract workers and any other type of worker of the Supplier. The Supplier is required to periodically review where their activities could negatively impact human rights, identify preventative and mitigating strategies, and strive towards best practice. The Supplier is also responsible for conducting due diligence against their supply chain to ensure adherence to Yondr's labour and human rights requirements detailed in this Code.

Where there is a conflict between local or regional Law(s) and international human rights standards, the Supplier must undertake a comprehensive assessment to identify actual or potential human rights impacts, and actions to address these impacts. The Supplier must strive to identify and adopt a suitable approach, or combination of approaches, by which they can honour the principles of internationally recognised human rights whilst adhering to local or regional legal requirements.

The Supplier must cooperate with any modern day slavery and/or child labour site assessments undertaken by Yondr or its appointed consultants and must deliver all recommendations and actions raised within the timescales set by Yondr. The Supplier must conduct training around modern day slavery and child labour if requested to by Yondr.

Modern Slavery

Yondr has a zero-tolerance approach to all forms of modern-day slavery and human trafficking. The Supplier will respect the free choice of all persons and, strictly prohibit modern



day slavery in all forms and hold their suppliers and subcontractors to the same standard. The Supplier will not do business with, tolerate, or associate with organisations or entities that condone or are engaged in the practice of modern-day slavery.

The Supplier must adhere to the 'Employer Pays Principle', ensuring that no worker should pay for a job (i.e. the recruitment costs should not be borne by the worker and/or staff but by the employer).

Child Labour

Yondr has a zero-tolerance policy for all forms of child labour and will never knowingly utilise suppliers who use child labour (Yondr refers to child labour as defined by the International Labour Organisation's definition of child labour).

The Supplier shall adhere to the following requirements:

- / The Supplier shall ensure no person will be employed at any age younger than 16, or younger than the national age of completing compulsory education (whichever is older)
- / Yondr supports the development of legitimate workplace apprenticeship/traineeship programs for people over the age of 16. In this case, the Supplier must comply with all Laws and regulations applicable to such apprenticeship programs
- / Yondr supports short-term unpaid work experience opportunities for young people, provided the Supplier can evidence it and has approved the activity with the young person's school and legal guardian(s)
- / The Supplier shall ensure no person under the age of 18 will be employed to conduct hazardous work, for example, (including, but not limited to) working from heights, unguarded or moving machinery, or where there is a high risk of electrical hazards.
- / The Supplier must observe all legal requirements for the work of authorised minors, particularly those relating to hours of work, wages, minimum education, and working conditions
- / The Supplier shall hold their own suppliers and supply chain to these requirements and shall provide such evidence of compliance to Yondr on request

10. Working Hours and Wages

The Supplier will comply with this Code and all applicable Laws in the regions in which the Supplier operates with regards to the wages the Supplier pays its employees and the hours they work. The Supplier will be committed to being an ethical employer that strives to improve labour standards, respects its employees' contributions, and rewards them fairly.



11. Freedom against Prejudice and Discrimination

The Supplier will strive to maintain an inclusive workplace free of harassment and discrimination based on a person's race, colour, religion, national origin, gender, sexual orientation, gender identity, age, disability, veteran or military status or other characteristics protected by Law. The Supplier shall ensure that it has policies and practices to foster a harassment and discrimination-free environment.

12. Freedom and Association

The Supplier will respect the rights of employees and comply with all applicable laws concerning freedom of association and collective bargaining.

13. Health & Safety

Yondr is committed to health and safety as a central part of its business activities and to promoting a safe and secure environment throughout our operations and supply chains. We require our suppliers to share our commitment to health and safety.

The Supplier shall adhere to the following requirements:

- / Comply with all legal obligations and current health, occupational, and safety laws relevant to its activities
- / Comply with Yondr's health and safety policies, requirements and management systems, and any relevant site rules when working on any Yondr site
- / Take all reasonable steps to ensure the health and safety and safe working conditions (including preventing safety incidents and accidents, injuries and ill health) of its employees, clients, subcontractors, third parties, visitors, and members of the public and maintain comprehensive policies and programs designed to monitor, prevent, address, and rectify safety incidents that may occur due to its work and associated activities
- / Deploy and maintain design services and facilities that minimise health and safety risks throughout the lifecycle of a project
- / Provide information, systems, training and the necessary equipment to its employees and subcontractors to undertake their roles and responsibilities safely and effectively
- / Encourage, implement and actively promote health and safety best practices, innovations and improvement initiatives throughout its business and supply chain
- / Create and maintain a positive health and safety culture, and ensure this is a high priority that is communicated across all levels of its business



- / Implement robust health and safety management systems in accordance with recognised international standards (e.g. ISO 45001)
- / Record, track, and report all occupational injuries, safety incidents, and illnesses as required by applicable laws, and implement preventative and corrective actions to eliminate their causes
- / Plan for emergency scenarios by designing and deploying emergency response systems and emergency plans (including providing adequate emergency training to its employees and subcontractors on an annual basis)

14. Environment and Sustainability

Yondr is committed to fulfilling our sustainability and compliance obligations, including operating its business in a sustainable and environmentally responsible manner. We require our suppliers to support Yondr's approach to the environment and sustainability.

The Supplier shall adhere to the following requirements:

- / Comply with Yondr's environmental and sustainability requirements and management systems in the delivery goods/services to Yondr
- / Comply with all relevant legislative and regulatory requirements
- / Undertake all reasonable measures to protect the environment and promote sustainable business practices, endeavouring to prevent pollution and nuisance and to protect and enhance biodiversity
- / Take all reasonable steps to eliminate waste and reduce the consumption of energy, water and other utilities
- / Strive to benefit and enhance local communities and environments
- / Encourage the use of walking, cycling, public transport or other forms of sustainable transport to reduce and avoid harmful impacts on the environment
- / Maintain procedures and provide appropriate training for the safe and responsible handling, identification, transportation, storage, disposal, and recycling of environmentally hazardous substances
- / Record, track, and report, as required, environmental performance, including waste handling/removal, water use, energy use and operational emissions
- / Review and implement robust energy and environmental management systems and strive to achieve recognised international standards (e.g. ISO 14001, 50001)



15. No PO, No Pay

Yondr operates a No PO, No Pay policy and will not issue payment to a supplier without a valid PO being in place. If a supplier submits an invoice without referencing a valid PO number, Yondr will inform the supplier that one is required to process payment.

It is the responsibility of the Supplier to ensure that they are in possession of a valid Yondr PO for the delivery of goods and/or services. Any goods and/or services delivered without a valid PO are undertaken at their own risk.

16. Compliance Management

Yondr operates a supplier onboarding and compliance management process through the Canopy system. In Canopy, suppliers are required to provide essential compliance information based on the goods/services they provide, which is reviewed by designated assessors within Yondr. After the assessment is complete and the Supplier has been deemed to meet Yondr's minimum compliance requirements, the Supplier is 'published' in Canopy and becomes available to receive POs from Yondr for the provision of goods/ services.

Once registered in Canopy, suppliers are responsible for maintaining accurate and up-to-date compliance information. If a supplier fails to update or provide the required information in the system, their status will change to 'non-compliant' and they will become unavailable as a supplier to Yondr. It is therefore important that the supplier has a process in place to ensure your compliant status is maintained in Canopy.

The Supplier is responsible for reviewing and ensuring full compliance with the requirements set out in this Code. The commitment and adherence to this Code will be considered when reviewing and appraising existing relationships and in the selection of new suppliers. Any supplier that violates this Code may be subject to consequences, up to and including termination of business with Yondr. Yondr reserves the right to audit or inspect suppliers at any time to determine whether they are complying with this Code.

For any questions about this Code including its application to specific circumstances in connection with your organisation's performance or work for Yondr, or to report any suspected violations, please contact:

Yondr Procurement

procurement@yondrgroup.com

