



SUPPLIER CODE OF CONDUCT

Preamble

At EXAIL, we care about the way our suppliers act and do business. This supplier code of conduct (the “**Code**”) is the result of our ambition to set forth a collaborative framework with our suppliers in the promotion of sustainable, fair and professional practices respecting human rights, business ethics and the environment.

This Code applies to all suppliers that deliver goods and/or services to any entity of EXAIL, including their parent, subsidiary or affiliate entities as well as their respective employees and agents (hereinafter individually and collectively referred to as “**Supplier**”).

This Code introduces and defines, through five main chapters, the minimum standards and business conduct values that we expect all of our Suppliers to adhere to and follow.

We also expect our Suppliers to use their best efforts to implement these standards with their own ecosystem (suppliers, subcontractors, etc.).

The provisions of this Code do not replace nor substitute any applicable laws and regulations, and do not amend or supersede any contracted obligations.



1. LABOUR & HUMAN RIGHTS

At EXAIL, we believe that every worker in our supply chain deserves a fair, safe and ethical workplace. Therefore, we expect our Suppliers to:

Acknowledge and respect universal and inalienable human rights and fundamental employment rights as set particularly in: (i) the Universal Declaration of Human Rights (UDHR), and (ii) International Labour Organization (ILO) Declaration on Fundamental Principles and Rights at Work; and

Comply with all applicable local labour and employment laws and regulations in the countries where they operate; and

Treat people with the utmost respect and dignity, and at a minimum, comply with the below principles.

Human trafficking and forced labour: Suppliers must not demand any work or service from any person under the menace of any penalty, nor not engage or take advantage in the use of forced or bonded labour, involuntary prison labour, slavery, or trafficking of persons.

Child labor: Suppliers shall make sure that *child* labor is not, directly or indirectly, used in the performance of work. In this paragraph, the term "*child*" refers to any person under the minimum legal age for employment where the work is performed or the minimum working ages defined by the ILO, whichever is higher.

Non-discrimination: Suppliers must ban any discriminatory practice based on – inter alia – race, ethnicity, religion, gender, age, union membership, sexual orientation, gender identity or expression, marital status, family structure, genetic information, or mental or physical disability. All their workers must be treated with fairness, respect and dignity, guaranteeing equal opportunities to all.

Wages & Benefits: Suppliers shall comply with all applicable laws and collective agreements regarding wages, including those relating to minimum wages, overtime hours and benefits. In any case, Suppliers shall make sure that decent, regular and adequate wages are paid to their workers.

Working hours: Suppliers shall not require workers to work more than the regular and overtime hours allowed by the law of the country where the workers are employed or perform work.

Harassment: Suppliers shall ensure that their working environment is free from physical, psychological and verbal harassment, or other abusive conduct.

Freedom of association: Suppliers must recognize and respect the principle of freedom of association and their employees' right to collective bargaining.



2. ENVIRONMENT, HEALTH AND SAFETY

EXAIL aims to conduct its business sustainably, in compliance with applicable environmental laws and regulations, and strives to reduce its environmental footprint at every step of its value chain.

Suppliers are therefore expected to share the same values and must ensure that environmental concerns are taken into consideration when conducting their activities. To that purpose, Suppliers must:

- comply with all environmental laws and regulations applicable where they operate;
- obtain, maintain, and comply with all required environmental permits and authorizations;
- take necessary measures to: (i) prevent pollution, (ii) assess and decrease environmental risks, (iii) preserve natural resources needed to conduct their business, and (iv) implement relevant emergency response plans and procedures;
- develop, implement, and maintain environmentally responsible business practices.
- ensure their own suppliers are similarly involved in this aim.

People and environmental protection being at the core of EXAIL's business and activities, Suppliers must provide a safe and healthy working environment for any employee or sub-supplier, in accordance with all applicable laws, regulations and standards in force where they operate, and at least comply with the below principles:

Information, equipment and training: Suppliers shall make available health and safety related information on each relevant workplace, provide workers with adequate and well-maintained tools including personal protective equipment, and make sure that appropriate health and safety training is given to workers.

HSE management systems: Suppliers must adopt and improve health, safety and environmental management systems to minimize the potential for injuries and illness as well as damage to the environment, by identifying hazards and preserving workers' exposures as low as possible.

Waste, Emissions & Energy consumptions: Suppliers must ensure monitoring, measurement and control of any activity that may adversely impact human or environmental health. They shall put in place procedures and equipment to prevent or mitigate accidental spills and releases into the environment.



3. BUSINESS ETHICS

EXAIL expects to work with Suppliers driven by the desire to conduct their business in accordance with the highest ethical standards. Therefore, our Suppliers must at least comply with the following principles:

Compliance with laws: Suppliers shall comply with all applicable laws and regulations of any country in which they operate.

Corruption: Suppliers shall abide by all anti-corruption laws, directives and regulations that govern operations in the countries in which they do business, including the French Law No. 2016-1691 of 9th December 2016 (known as “Sapin II Law”), the UK Bribery Act 2010 (UKBA), and the US Foreign Corrupt Practices Act 1977 (FCPA). In particular, Suppliers must never offer or approve an illegal payment to or from anyone (including, without limitation: any customer, supplier, agent, representative or EXAIL’s employees) under any circumstances.

Conflict of interest: Suppliers are expected to avoid all conflicts of interest or situations giving the appearance of a potential conflict of interest. Suppliers must disclose to EXAIL any perceived, potential or actual conflict of interest as soon as they have been made aware.

Gifts and invitation: Suppliers shall not, in order to obtain or retain business or any advantage in the conduct of business, give, offer or promise direct or indirect payment, be it in monetary or any other form, to EXAIL’s employees: (i) with the aim to obtain an improper advantage against other potential suppliers or third parties, (ii) that violates any law or regulation, and/or (iii) that could be considered inappropriate or immoral.

Fair competition: Suppliers must conduct their activities fairly, in accordance with applicable laws that regulate competition, such as anti-trust laws. In particular, Suppliers must not: (i) fix prices or rig bids, nor (ii) exchange current, recent, or future pricing information with competitors.

Fraud: Suppliers are required to act with integrity in all their activities and must not engage in any kind of fraudulent or deceptive practices or activities.



4. ASSETS PROTECTION

EXAIL's property, information and resources (whether tangible or intangible) are essential to its long-term growth and success. Suppliers must therefore respect EXAIL's assets complying with EXAIL's requirements relating to personal data, confidentiality, security, data privacy and intellectual property protection, equipment and property safety and integrity, and at least comply with the following principles:

Physical assets: Suppliers are expected to take all necessary measures to protect EXAIL's physical assets and adhere to any guidelines, manual or procedure which may be communicated from time to time by EXAIL.

Confidential information: Suppliers shall properly protect all sensitive information, including confidential and proprietary, communicated by EXAIL. Information should not be used for any purposes beyond the scope of the business arrangement with EXAIL, without its prior authorization.

Data privacy: Suppliers must abide by all applicable data privacy laws and regulations when collecting, processing, handling and/or storing any personal information concerning EXAIL's employees, partners and clients. Any unauthorized use, disclosure, or loss of personal information must be immediately reported to the following address: dataprivacy@exail.com.

Intellectual property: Suppliers must respect EXAIL's intellectual property rights pursuant to the applicable laws and regulations and ensure that all third parties' intellectual property rights are protected.

IT security: Suppliers must adopt appropriate security procedures ensuring that all applicable security requirements are met and IT systems are protected.



5. MANAGEMENT & GOVERNANCE

EXAIL encourages its Suppliers to:

- implement all necessary measures, procedures, tools and indicators, as deemed appropriate for a company of their size and industry, to ensure compliance with this Code;
- set up their own code of conduct; and
- disseminate and promote the principles laid down in this Code amongst their own stakeholders (i.e.: employees, supply chain, etc.).

Consequently, Suppliers must at least respect the following principles:

Transparency: Suppliers are expected to create accurate records and documentation to demonstrate compliance with all applicable laws and regulations and the principles laid down in this Code.

Improvement: Suppliers are expected to continuously improve their procedures, guidelines and/or management systems to ensure compliance with this Code.

Reporting: Suppliers are invited to contact EXAIL for any question or concern regarding this Code, and/or if ethical or compliance issues arise, by sending an email at: compliance@exail.com.



COMPLIANCE WITH THE CODE

The standards and principles laid down in this Code are in addition to, and not in lieu of, provisions of any legal agreement or contract between Suppliers and EXAIL and does not create any binding obligation on EXAIL.

EXAIL reserves the right to conduct compliance surveys or audits, with or without prior notice, to assess the Supplier's compliance with this Code. Such verifications and audits may be conducted through a Supplier's self-evaluation or directly by EXAIL (or any third party appointed by EXAIL). Suppliers therefore undertake to provide all necessary information and facilitated access to conduct these audits and assessments.

Compliance with this Code is a determining condition for EXAIL to contract with any Supplier. Non-compliance with all or part of this Code may lead to appropriate measures, including the implementation of corrective action(s) and/or immediate termination of any relationship with the Supplier as per any contract or order concluded with any company belonging to EXAIL.