SUPPLIER & PARTNER CODE OF CONDUCT

I. PREAMBLE

As stipulated in our *Declaration on Ethics and Compliance*, the EXAIL group (or "EXAIL") places corporate responsibility at the heart of its activities and is therefore concerned with how its Suppliers and Partners (as defined below) act and do business. EXAIL also wants its Suppliers and Partners to participate in its sustainability approach (see EXAIL's *CSR Commitments*) by making a concrete commitment to actions that reduce environmental impact and improve social practices.

This *Supplier & Partner Code of Conduct* (the "**Code**") is the result of our ambition to set forth a collaborative framework in the promotion of sustainable, fair and professional practices regarding compliance with laws, labour and human rights, health and safety, commercial practices and business ethics, protection of assets and/or the environment.

This Code applies to all companies that deliver goods and/or provide services to any entity of EXAIL (such as suppliers, sub-contractors, distributors, representatives, agents or consultants) as well as to all companies with which EXAIL enters into any form of partnership agreement (such as resellers, consortium or economic interest grouping members, sponsors or sponsorship beneficiaries), all hereinafter individually and collectively referred to as "**Supplier(s) and/or Partner(s)**".

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

We also expect our Suppliers and Partners to flow down and enforce equivalent standards within their own ecosystem of suppliers and partners (with the same meaning as used herein).

The standards and principles laid down in this Code are in addition to, and not in lieu of, any legal provisions or agreement between EXAIL and any Supplier or Partner.

Compliance with this Code is however a determining condition for EXAIL to contract with any Supplier or Partner. 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 or Partner as per any contract, order or any other legal agreement concluded with any company(ies) of EXAIL.

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

II. COMPLIANCE WITH LAWS

Generally speaking, EXAIL expects from its Suppliers and Partners full compliance with all applicable laws and regulations, including, without limitation, the ones of the countries where they are registered and/or where their activities are performed or services provided.

III. LABOUR AND HUMAN RIGHTS

At EXAIL, we believe that every worker in our supply chain and partnership environment deserves a fair, safe and ethical workplace.

Therefore, we expect our Suppliers and Partners 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) the International Labour Organization (ILO) Declaration on Fundamental Principles and Rights at Work.
- Comply with all applicable local labour and employment laws and regulations in the countries where they operate.
- Treat people with the utmost respect and dignity, and at a minimum, comply with the below principles:

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

Child labour: Suppliers and Partners shall make sure that child labour is not, directly or indirectly, used in the performance of any 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 age defined by the ILO, whichever is higher.

Non-discrimination and respect for diversity: Suppliers and Partners 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 and/or mental or physical disability. All their workers must be treated with fairness, respect and dignity, guaranteeing equal opportunities to all.

Wages and benefits: Suppliers and Partners 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 and Partners shall make sure that decent, regular and adequate wages are paid to their workers.

Working hours and rest periods: Suppliers and Partners 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 and Partners shall ensure that their working environment is free from physical, psychological and verbal harassment, or other abusive conduct.

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

Respect for privacy and personal data: Suppliers and Partners shall ensure the protection of their employees' personal information in accordance with data protection laws (e.g., GDPR within the EU).

Duty of care and transparency in the supply chain: Suppliers and Partners undertake to identify, prevent, and remedy human rights risks in their own supply chains.

IV. HEALTH AND SAFETY

People health and safety being at the core of EXAIL's concerns regarding business and activities, Suppliers and Partners must provide a safe and healthy working environment for any employee or person under their duty of care, in accordance with all applicable laws, regulations and standards in force where they operate.

To that extent, they shall at least comply with the below principles:

Information, equipment and training: Suppliers and Partners 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.

Hazardous substances, wastes and emissions: Suppliers and Partners shall refrain from using any substance prohibited under applicable regulations. For any other substance considered hazardous to health and the environment, they shall nevertheless implement measures to substitute, reduce, or control these substances. They shall always provide the safety documents required by applicable laws and regulations. They shall implement processes and equipment to prevent or mitigate accidental emissions, spills, and discharges.

Health & Safety management system: Suppliers and Partners must ensure monitoring, measurement and control of any activity that may adversely impact human health and safety. To that extent, they must implement and continuously improve a suitable health & safety management system to minimize the potential for injuries and illness, by identifying hazards and preserving workers' exposures as low as possible.

V. COMMERCIAL PRACTICES AND BUSINESS ETHICS

EXAIL expects to work with Suppliers and Partners driven by the desire to conduct their business in accordance with the highest ethical standards.

Therefore, our Suppliers and Partners must at least comply with the following principles:

Communication: Suppliers and Partners are expected to systematically provide a clear, complete, accurate and sincere information with regard to the expressed needs and expectations of EXAIL, updating the same as required in due time.

Quality management system: Suppliers and Partners must implement and continuously improve a suitable quality management system to ensure the compliance of activities and deliverables (such as products, services or documentation) with regard to the requirements and expectations of EXAIL.

Corruption: Suppliers and Partners shall abide by all domestic and foreign laws, directives and regulations against bribery, corruption and influence peddling that govern their operations and/or are applicable in the countries in which they do business or operate, including, without limitation, 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). Whether directly or indirectly through any third party, Suppliers and Partners shall never propose or approve any offer, promise, gift, present or benefit to anyone, for himself or any other person, with the purpose of obtaining any undue advantage or favourable decision. Suppliers and Partners shall neither solicit nor accept for themselves or any other person, any offer, promise, gift, present or benefit to make an illegitimate use of their position or influence. Suppliers and Partners undertake to exert reasonable due diligence to prevent and detect corruption and influence peddling in all business arrangements taken, including without limitation any partnerships or the hiring of intermediaries like agents, representatives or consultants.

Conflict of interest: Suppliers and Partners are expected to avoid all conflicts of interest or situations giving the appearance of a potential conflict of interest. Suppliers and Partners must disclose to EXAIL any perceived, potential or actual conflict of interest as soon as identified.

Gifts and invitations: Suppliers and Partners are expected to act and compete relying on the fair merits of their products and services. The exchange of business courtesies such as gifts and invitations may not be used to gain an unfair competitive advantage. In any business relationship, Suppliers and Partners must ensure that the offering or receipt of any business courtesy is permitted by applicable laws and regulations, that these exchanges do not violate the rules and standards of the recipient’s organization and are consistent with reasonable marketplace practices.

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

Export control: Suppliers and Partners must ensure that their business practices are always compliant with all applicable laws, directives and regulations governing the import, export or re-export of material, parts, components, products, technical data and/or technical services. They shall provide truthful, accurate and updated information

regarding import, export and re-export control matters and shall make their best efforts to obtain in due time all necessary licenses, permits and/or other consents whenever applicable.

International restriction(s) and sanctions: Suppliers and Partners, as well as all parts of their own supply chain, including but not limited to subcontractors, must comply with the restrictions and requirements set forth in applicable United Nations (UN) and European Union (EU) sanctions, and whenever also applicable, United Kingdom (UK) and United States of America (U.S.A.) sanctions. Neither Supplier, Partner or any part of its own supply chain can (i) itself be, (ii) be directly or indirectly owned or controlled by (individually or in the aggregate) or (iii) act on behalf of, one or more persons or entities which is/are specifically designated, blocked or otherwise targeted by applicable UN, EU, UK or U.S.A. sanctions.

Prevention of counterfeit parts and materials: Suppliers and Partners are expected to implement and continuously improve effective methods and processes, appropriate to their supplies, to minimize the risk of introducing counterfeit parts and materials into the same. Upon becoming aware of the presence of counterfeit items in any of their supplies, Suppliers and Partners shall notify EXAIL without delay.

Responsible sourcing of minerals: Suppliers and Partners must comply with applicable laws and regulations regarding sourcing of minerals such as tin, tungsten, tantalum and gold extracted from conflict areas. They are expected to implement and continuously improve effective methods and processes, appropriate to their supplies, to minimize the risk of introducing such conflict minerals into the same.

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

VI. ASSETS PROTECTION

EXAIL's property, information and resources (whether tangible or intangible) are essential to its long-term growth and success.

Suppliers and Partners must therefore respect EXAIL's assets, complying with EXAIL's requirements relating to personal data, confidentiality, security, intellectual property, equipment and property safety and integrity. To that extent, they shall at least comply with the following principles:

EXAIL personal data: Suppliers and Partners must abide by all applicable personal data privacy laws and regulations when collecting, processing, handling and/or storing any personal information obtained from EXAIL. Any unauthorized use, disclosure or loss of personal data must be reported without delay to compliance@exail.com.

Confidential information: Suppliers and Partners shall properly protect all sensitive information, including confidential and proprietary ones, communicated by EXAIL.

Information should not be used for any purpose beyond the scope of the business arrangement with EXAIL without its prior formal authorization.

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

Physical assets: Suppliers and Partners 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.

IT security: Suppliers and Partners must adopt appropriate security procedures ensuring that all applicable security requirements are met and that IT systems are protected, including with regard to reasonable cybersecurity threats.

Where applicable, Suppliers and Partners also undertake to comply with the *EXAIL Group's Information System Usage Charter*.

VII. ENVIRONMENT

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.

EXAIL's Suppliers and Partners are committed to adopting environmentally friendly practices that reduce their ecological footprint.

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

- Comply with all environmental laws and regulations applicable where they operate.
- Obtain, maintain and comply with all required environmental permits, licenses and authorizations.
- Develop, implement and maintain environmentally responsible business practices.
- Take necessary measures to (i) prevent pollution, (ii) reduce wastes and emissions, (iii) assess and decrease environmental risks, (iv) preserve natural resources needed to conduct their business and (v) implement relevant emergency response plans and procedures.
- Refrain from using any substances considered hazardous with regard to the environment, always providing any related safety documentation or marking as required by applicable laws and regulation.
- Contribute, as appropriate, to the reduction of greenhouse gases emissions throughout its activities and operations.
- Implement and continuously improve a suitable environment management system.

- Ensure their own suppliers apply the same requirements.

VIII. MANAGEMENT AND GOVERNANCE

EXAIL encourages its Suppliers and Partners to:

- Set up their own code of conduct and any appropriate set of documentation regarding corporate responsibility matters.
- Implement all necessary policies, processes, procedures, measures, controls, tools and indicators, as deemed appropriate for a company of their size and industry, to ensure compliance with this Code. This could include, as relevant, any certifiable management system(s) such as, without limitation, ISO 9001, ISO 14001 or ISO 45001.
- Disseminate and promote the principles laid down in this Code amongst their own stakeholders (i.e. employees, affiliates, supply chain …).
- Provide their employees with avenues for raising legal or ethical issues or concerns without fear of retaliation. Suppliers and Partners are also expected to take action to prevent, detect, and correct any retaliatory actions, in accordance with any applicable domestic status and regulation

Suppliers and Partners must always respect the following principles:

Accurate records: Suppliers and Partners are expected to create accurate records, including to demonstrate compliance with all applicable laws and regulations and the principles laid down in this Code. They shall never alter any record entry to conceal or misrepresent the underlying transaction. All records, regardless of format, made or received as evidence of any business transaction must fully and accurately represent the transaction or event being documented. Records should be retained based on applicable retention requirements.

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 any ethical or compliance issue arises. More specifically, Suppliers and Partners undertake to notify EXAIL, in a timely manner and by all means at their disposal, of any suspected violation of the Code that might impact their relationship with EXAIL, whether it is allegedly committed by EXAIL employees, their employees and/or the ones of their own suppliers and partners (as herein defined). To this end, Suppliers and Partners may send an email to compliance@exail.com and/or use the specific reporting provisions put in place by EXAIL, in accordance with its *Internal Alert Procedure*, available via the EXAIL website.

Supplier relationship mediation: In the event of any difficulty, dispute, or situation likely to affect the quality of the relationship with EXAIL, Suppliers may contact the suppliers relationship mediator at the following address: supplier.mediation@exail.com. This

process is intended to foster dialogue and facilitate the search for amicable solutions, in accordance with the EXAIL's CSR commitments.