

Supplier Code of Conduct

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Background: Our purpose is to build a better working world. To stay true to that purpose, we will continue to enhance the way we engage with our suppliers to encourage the continual improvement of the way we, and our supplier base, address and manage important issues. Our revised expectations and minimum standards within the enclosed document are the product of not only the increasing regulatory environment globally with respect to particular issues, but also the increasing expectations of our clients and the wider community.

Exalca values our supplier relationships and is committed to working with, and supporting, our suppliers to achieve mutual objectives. A supplier's performance and adherence to high business standards is an important and integral part of the value chain for Exalca. Exalca promotes and expects the application of high legal, ethical, environmental and employee-related standards within our own business and among our suppliers.

Our commitment to integrity and professionalism is set forth in our Global Code of Conduct, which provides a clear set of standards for all of our business conduct. Our Global Code of Conduct can be found on exalca.com. We believe that deviations from, or violations of, the Global Code of Conduct are unacceptable, and that our clients or suppliers should feel able to raise issues without any fear of retaliation or discrimination. To that end, we provide an [ethics hotline](#) to deal with sensitive ethical issues.

This Supplier Code of Conduct sets forth the minimum standards of business conduct that we expect from all of our suppliers:

- 1. Compliance with laws:** Suppliers shall comply fully with all laws and regulations applicable to them.
- 2. Environmental sustainability:** Exalca expects its suppliers to demonstrate a clear understanding of the environmental risks, impacts and responsibilities associated with the products and services they provide:
 - 2.1 Suppliers should have in place an effective environmental policy, statement or program to mitigate environmental risks, the implementation of which should be evident throughout all levels of the company.
 - 2.2 Suppliers should have processes in place to ensure that their operations conform to all applicable environmental legislation. All required environmental permits, approvals and registrations are to be obtained, maintained and complied with in accordance with the conditions and requirements defined therein.
 - 2.3 Environmental performance should be measured, monitored and reviewed regularly. The supplier should endeavor to make continuous improvements in environmental performance through practicable measures and employ leading practices where possible.
 - 2.4 Suppliers should make practical efforts to minimize the use of energy, water and raw materials. Where possible, these should be renewable or sustainably sourced.
 - 2.5 Emissions to air that are likely to cause pollution or contribute to climate change should be monitored, controlled and minimized where possible.
 - 2.6 Suppliers shall make practical efforts to eliminate or reduce levels of generated waste and should reuse and recycle waste materials wherever possible. The handling, storage, movement, treatment and disposal of all waste must be carried out in accordance with applicable regulations and in an environmentally responsible manner.
 - 2.7 Suppliers should consider the environmental credentials and performance of vendors within their own supply chain and require them to operate to a minimum set of standards.

2.8 Products and services provided to Exalca should include options that offer reduced environmental impact by utilizing environmentally sound technologies, processes and sustainable materials, etc.

- 3. Diversity and inclusiveness:** Our sourcing decisions, contracts and management of supplier relationships will reflect and promote the principles of the Exalca Diversity and Inclusiveness policy (incorporating equal opportunities) in that they will seek to ensure that suppliers do not victimize, harass or discriminate against any employee or party to the contract due to their sex, gender identity/expression, marital or civil partnership status, race, ethnicity or national origin, disability, religion, sexual orientation, age or part-time status. Suppliers will be required to meet the requirements of any applicable discrimination legislation. Our suppliers will be treated fairly and equally during the tendering and purchasing process, with decisions made on the basis of clear selection criteria:

3.1 Exalca expects suppliers to have a policy in place to consider usability by, and inclusion of, individuals with disabilities when designing products and/or delivering services to Exalca. As part of the policy, there are accessibility standards and/or processes in place that conform to disability guidelines when suppliers are designing products and/or delivering services.

3.2 Exalca expects suppliers to have a policy that explicitly bans discrimination/bullying and harassment based on sexual orientation, race, gender or gender identity/expression. In addition, suppliers are also encouraged to have evidence of diversity and inclusiveness training that is inclusive of sexual orientation and gender identity/expression.

3.3 Our Inclusive Procurement strategy's key objective is to identify, develop and utilize certified diverse businesses (defined below) that can enhance our competitive advantage and provide innovative and cost-effective products and services for us and our clients. It is our expectation that all suppliers use their best efforts themselves to procure diverse businesses to compete for goods and services to become preferred suppliers to the supplier and/or as its subcontractor(s). In accordance with the terms of its agreement with an Exalca entity, suppliers commit to comply with all relevant regulatory agency requirements, as well as with any local diversity regulations and programs.

3.4 For the purposes of this Supplier Code of Conduct, a "diverse business" is a company that is certified to be at least 51 %-owned, -operated and -controlled by one or more minority, woman, LGBT+ person, person with a disability, veteran, service-disabled veteran, or aboriginal or indigenous person. In addition, historically underutilized business and social enterprises as defined by the local country will be included in the diverse-business classification.

3.5 It is our commitment that diverse business enterprises shall have equal opportunity to compete for all goods and services to become preferred suppliers and/or subcontractor(s) for the organization. Exalca is committed to the development and growth of diverse business enterprises to build a better working world and to expand networks to build trusted and enriched relationships.

3.6 Exalca expects suppliers to have equivalent policies to promote diversity in their supply chains and purchase from diverse businesses. Suppliers agree to make a reasonable effort to utilize diverse suppliers and provide evidence to EY upon request.

4. **Ethics:** The highest standard of integrity is expected in all of our business dealings. Any and all forms of corruption, extortion, bribery (including facilitation payments), and embezzlement are strictly prohibited and may result in immediate termination and legal action:

- 4.1 Suppliers will not offer or provide money or anything of value to any person if the circumstances indicate that it is probable that all or part of the money or other thing of value is being given to another individual or entity to influence official action or to obtain a business advantage.

- 4.2 Suppliers are expected to understand relevant Exalca gift and hospitality policies before offering or providing Exalca personnel with any gift and/or business entertainment. Gifts or entertainment should never be offered to Exalca personnel or representatives under circumstances that create the appearance of impropriety.

- 4.3 Suppliers must comply with all applicable trade control laws and regulations in the import, export, re-export or transfer of goods and services (including software and technology). All invoices and any customs or similar documentation submitted to Exalca or governmental authorities in connection with transactions involving Exalca must accurately describe the goods and services provided and the price thereof.

- 4.4 Suppliers shall not share or exchange any prices, costs or other competitive information, or undertaking of any collusive conduct with any other third party to Exalca with respect to any proposed, pending or current Exalca procurement.

- 4.5 Suppliers will use only subcontractors or other third parties who comply with all applicable laws and regulations, and who adhere to the same (minimum) standards set forth in this guide.

5. **Monitoring:** Exalca may conduct annual compliance surveys to confirm compliance with this Supplier Code of Conduct. However, Exalca expects that suppliers will actively audit and monitor their day-to-day management processes with respect to the Exalca Code of Conduct and provide evidence to Exalca upon request.