

Vendor Code of Conduct

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Purpose

Testmo GmbH (the “*Company*”) maintains this Vendor Code of Conduct (this “*Code*”), which describes the Company’s expectations of how its vendors conduct business. All vendors engaged in providing products and services to the Company (“*Vendors*”) are expected to act in accordance with the Code, including aligning guidelines, policies and practices, and communicating and enforcing the Code provisions throughout their organization and across their supply chain, including to sub-vendors and subcontractors.

Scope

This Code applies to all Vendors of the Company’s worldwide operations. Vendors must act with integrity and are expected to demonstrate a commitment to legal, ethical, safe, fair, and environmentally responsible business practices. We seek Vendors that operate in compliance with all applicable environmental laws and focus on working with Vendors that make efficient and effective use of natural resources. We are an inclusive culture and do not believe discrimination in any form should be tolerated. Vendors are expected to demonstrate a commitment to inclusive business practices, including without limitation diversity in their workplace.

Vendor Code of Conduct

We require that our Vendors understand the requirements of this Code, operate in accordance with the expectations outlined in this Code and comply, at a minimum with all applicable laws, rules, regulations and standards within the geographies in which they operate. In instances where standards outlined in the Code differ from local laws, Vendors must respect these standards within the framework of the applicable local laws. Vendors must be open and cooperative with all regulators and comply with all global and local jurisdictional legal requirements. This document summarizes the Company’s expectations from Vendors, sub-vendors and their staff.

Ethical Business Practice

The Company is committed to conducting its business in accordance with the highest ethical standards and in compliance with all applicable laws, rules and regulations. We expect our Vendors to share our principles and uphold our standards and for each to develop policies and programs as appropriate to ensure that all workers understand and adhere to these standards.

A. Anti-Bribery

The Company does not tolerate corruption or bribery in any form and we expect our Vendors to fully comply with requirements of all applicable anti-corruption laws, including but not limited to the U.S. Foreign Corrupt Practices Act and the UK Bribery Act. Vendors will not directly or indirectly give, offer, or accept anything of value to obtain or retain business or favored treatment, to influence actions or to obtain an improper advantage for the Company, itself or any third party. This includes any benefit, fee, commission, dividend, gift, cash, gratuity, services, consideration

or any inducements of any kind to any of the Company's representatives, officers, agents or employees.

Furthermore, Vendors will ensure the same of any affiliates, retained agents, subcontractors, intermediaries or workers. This prohibition extends not only to public officials, candidates for office, and workers of state-owned enterprises, but also to workers or officers of counterparties, clients/customers, suppliers, any agent of the aforementioned parties, or any other person with whom the Company or a Vendor does or anticipates doing business.

B. Privacy and Data Security

We expect our Vendors to protect confidential information. Vendors must adopt and maintain processes to provide reasonable protections for personal, proprietary and confidential information, including information that they access, receive or process on behalf of the Company. Vendors should recognize that unauthorized use or disclosure of such information may have personal, legal, reputational and financial consequences for the Vendor, individuals whose personal information may be implicated, and for the Company. In addition, Vendors must comply with all applicable privacy/data protection and information security laws and regulations. At a minimum, this Policy requires, and the Company expects, each Vendor to comply with the following standards:

- Vendors will handle and process data only for the purposes for which it was collected or otherwise made available. Vendors shall demonstrate appropriate industry standard and best practices data security controls to ensure that all information is protected and secure from damage and unauthorized use.
- In addition to the above minimum requirements, vendors shall follow any data security requirements specified in contractual agreements with the Company.
- Vendors must respect and maintain the confidentiality of all non-public information about the Company or its activities and all non-public information obtained in the performance of the employee's duties about the Company's customers, clients or applicable third parties. For example: (a) employees and members of their families possessing material non-public information about the Company may not use nor divulge such non-public information to other persons; and (b) employees or members of their families possessing non-public information regarding studies or pending negotiations by the Company to acquire all or part of a company shall not divulge such information to other persons unless and until the studies or negotiations have been permanently terminated or completed by the Company.
- Vendors will immediately notify the Company of any known or suspected data security breaches and will work with the Company and, if applicable, law enforcement to contain the breach and determine a root cause.

C. Grievance Mechanism

We expect our Vendors to have a process through which workers can raise workplace concerns without fear of retaliation. This grievance mechanism should be transparent and understandable to workers, and should ensure the protection of whistleblowers.

Labor and Human Rights

The Company recognizes its responsibility to protect human rights. Examples of such rights are articulated in internationally recognized standards, including the Universal Declaration of Human Rights, and the International Labor Organization Core Conventions. We expect our Vendors to have similar policies and practices that apply to all workers, suppliers, and their supply chains, including migrant and temporary workers, and address the following topics:

A. Slavery, Forced Labor and Human Trafficking

The Company does not tolerate slavery, forced labor, or human trafficking in any form and the Company will not knowingly work with vendors who engage in these practices or permit their subcontractors to engage in these practices. We expect our vendors to fully comply with requirements of applicable slavery, forced labor and human trafficking laws, including without limitation the UK Modern Slavery Act 2015.

All work must be performed under and in accordance with contracts that have been entered into voluntarily. Vendors must not use involuntary labor of any kind, including prison labor, debt bondage, or forced labor by governments. Vendors must not engage in practices associated with forced labor. These practices, identified by the International Labour Organization (ILO), include withholding of wages, retention of identity documents, and restriction of movement. Vendors should put into place measures that ensure workers are not exploited by third party labor providers, such as recruiters or agencies. Such measures include: caps on or elimination of recruitment fees; provision of contracts to all workers in their native language or other language which they are able to understand; elimination of deposits paid by workers to vendors or recruiters to secure jobs.

Additionally, vendors must not engage in or support human trafficking and are encouraged to implement due diligence measures to ensure that no human trafficking exists within their extended supply chains.

B. Child Labor

Vendors must not employ child labor, and should take the necessary preventive measures to ensure that it does not employ anyone under the applicable legal minimum age of employment. Such measures include age verification systems, training for managers, and communicating with sub-vendors and suppliers on child labor issues. The Company fully supports and abides by ILO Conventions 138 and 182, and the UN Convention on the Rights of the Child. The term “child” refers to any person under the age of 15 (or 14 where the law of the country permits), or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is higher. When employing workers over the age of 15 (or 14 where the law of the country permits) and under the age of 18, vendors must ensure that such employment is in accordance with the relevant law and must provide adequate protection against any conditions that may be hazardous to the health and safety of young workers.

C. Wages and Benefits

Vendors should provide wages and benefits that meet or exceed the requirements of local law. At a minimum, Vendors should pay workers regularly and timely, the legal minimum wage, the prevailing industry wage, or the wage negotiated in an applicable collective

agreement, whichever is higher. All other types of legally mandated benefits must be provided as required by law, including, as applicable, paid leave, pension, statutory insurance, health benefits, maternity leave, parental leave, family care leave, and childcare benefits. All overtime work must be performed and compensated in accordance with the law and the individual's employment contract or other applicable contract or collective agreement.

D. Working Hours

Workers should not be required to work in excess of the relevant legal limits on working hours, overtime hours and number of working days per week. Workers shall be granted and correctly compensated for any types of paid leave or time off to which they are legally entitled under applicable law, which may include, for example, holidays, maternity/parental leave, family care leave and sick leave.

E. Freedom of Association

We expect vendors to respect workers' rights to freedom of association by meeting or exceeding the relevant requirements of local law.

F. Inclusion and Non-discrimination

Workers should be treated with respect and dignity at all times. We require Vendors to comply with all applicable laws regarding discrimination in hiring and employment practices. We expect Vendors to maintain a workplace free of discrimination, harassment, victimization, and any other form of inappropriate behavior or abuse on any grounds including but not limited to age, disability, ethnic or social origin, gender, gender identity, nationality, race, sexual orientation, marital status, parental status, pregnancy, political convictions, religious beliefs, union affiliation, or veteran status.

G. Sanitation, Food, and Housing

The Vendor's workers must be provided with ready access to clean toilet facilities and potable water. If the vendor provides worker accommodation, it is to be maintained in a clean and safe manner, and provide appropriate emergency egress, fire safety measures, hot water for bathing and showering, adequate heat and ventilation, and reasonable entry and exit privileges.

H. Occupational Injury and Illness

Vendors must provide a safe and healthy working environment that minimizes health and safety risks and supports accident prevention and ensures the health and safety of all personnel and all others affected by their activities. Vendors are required to, and shall require their subcontractors to, comply with all applicable safety and health laws and regulations in the jurisdictions in which they operate, and to provide workers with access to appropriate personal protective equipment at no cost.

Vendor Diversity and Inclusion

The Company believes that diversity is a social and economic imperative and looks to Vendors to share this commitment in their operations and within their supply chain. Vendors are expected to take proactive steps to provide a full spectrum of businesses – based on the ownership structure

(for example, women owned, locally owned), scale (for example, small or medium enterprise) or nature of the enterprise (for example, social enterprise) – with the opportunity to compete on a fair and equal basis for business.

Environmental Stewardship and Sustainability

Environmental stewardship is a key aspect of how the Company operates its business. We encourage our Vendors to adhere to environmental efforts as appropriate to their businesses and aligned with best practices locally and globally. This includes implementing processes to identify and manage risks and opportunities related to the environment, improving its sustainability performance, focusing on reduction of waste, carbon emissions, water and natural resources consumption.

Management Systems and Governance

The Company encourages our Vendors to institute effective management systems that utilize the best available techniques and practices to adhere to this Code and continuously improve their performance. This should include a process for the identification and proactive mitigation of risks associated with compliance to this Code, as well as a process for ongoing monitoring and review of risk controls, and prompt and accurate reporting of all incidents.

A. Sanctions

By engaging in business with the Company, each Vendor represents and warrants to the Company that:

- They will comply at all times with, and will not engage in conduct that would result in penalties under or cause the Company to violate or be exposed to penalties under, all sanctions, export control, and anti-boycott laws, regulations, orders, directives, designations, licenses, and decisions of the European Union, the United Kingdom, the United States of America, and of any other country with jurisdiction over activities undertaken in connection with their engagement with the Company;
- Neither they, nor any of their Affiliates nor any of their respective directors, officers, agents, or employees are a Sanctions Target (i.e., is listed on any list of designated parties subject to trade controls restrictions maintained by (a) the EU or its Member States; (b) the U.S., including the U.S. Treasury Department’s Office of Foreign Assets Control, (c) the United Nations or (d) any other country with jurisdiction over activities undertaken in connection with their engagement with the Company);
- They are not 50% or more owned or controlled, directly or indirectly, individually or in the aggregate, by one or more Sanctions Targets;
- They are not ordinarily resident, incorporated, or headquartered in any territory that is or becomes subject to comprehensive economic sanctions, including at the time of their engagement with the Company, Cuba, Iran, North Korea, Syria, and the Crimea region of Ukraine.

Promptly upon request, each Vendor shall provide the Company with written certification reaffirming each of the foregoing representations and warranties.

Compliance and Monitoring

Vendors confirm by the signature of a person authorized to agree to this Code that they have received, read, understood and will comply with this Code.

Vendor Acknowledgement

I certify that our company has received, read and understood and will abide by the Company's Vendor Code of Conduct.

Company Name: _____

Representative: _____

Job Title: _____

Signature Date: _____