

CALYX™

**Supplier Code
Of Conduct**



I. Introduction

Calyx believes that a strong relationship with our Suppliers is critical to ensuring our company's success. This Supplier Code of Conduct (Code) communicates our requirements to our Suppliers. This will ensure that anyone who works for us and our Customers shares our values and works to the highest ethical standards.

II. Expectations

Ethical business conduct is everyone's responsibility. This Code is the foundation of our relationship with our Suppliers, creating a mutual understanding of our company's core values and beliefs and ensuring consistent compliance from all of our Suppliers.

This Code sets forth the principles and requirements for establishing and maintaining a business relationship with Calyx. Calyx reserves the right to monitor Suppliers' ongoing compliance with these principles and requirements. Our suppliers are provided with this Supplier Code of Conduct with the aim of establishing a mutual understanding of Calyx's expectations. It applies to all current and prospective suppliers.

Suppliers are responsible for ensuring that you and your employees understand and comply with the principles in this Code and that third parties you engage also apply the same or substantially similar principles.

Calyx places a high premium on ethics, and we require the same from our Suppliers. In the event a Supplier contravenes the standards and expectations set forth in this Code, the Supplier should immediately develop and implement a plan for improvement to Calyx. Should the Supplier fail to enter into or implement an improvement plan, Calyx may, at its sole discretion, terminate its agreement with the Supplier.

III. Scope

This Code applies to any company or person who provides goods or services to Calyx. We expect that you read and understand this Code and ensure that your code is substantially in alignment with this Code. If not, you must ensure that anyone who works on behalf of Calyx understands and complies with this Code.

Calyx is committed to complying with the laws of the countries in which we operate. Laws and regulations are complex and vary from country to country. Suppliers must comply with the laws and regulations in each country where you conduct business. When working across multiple countries, you must comply with the more restrictive requirements.

This Code does not provide the answer to every situation or question you may face. You have a responsibility to use good judgment, to comply with the spirit of the Code and to seek help if

you have questions or concerns. If the right course of action is not clear, consult Calyx's Legal Department. You can email us at legal@calyx.ai for guidance.

IV. Business Integrity

We hold all Suppliers to the highest ethical standards and expect them to conduct business honestly and ethically. This means doing the right thing and complying with applicable laws and regulations.

A. **Adherence to Applicable Laws and Regulations**

Suppliers must comply with all applicable laws, rules, regulations and industry standards of the countries in which they operate, including applicable U.S. laws, as well as this Code.

B. **Anti-Bribery, Anti-Counterfitting and Anti-Corruption**

Corruption in any form is strictly prohibited. There are many forms of corruption, including fraud, bribery, kickbacks, facilitation payments, and extortion. Corruption may involve cash payments or providing anything of value.

Suppliers must not, either directly or indirectly, pay, offer, promise, ask for, accept, or agree to accept any bribe or kickbacks to or from any person, including government or political party officials, officials of international organizations, candidates for public office, or representatives of other businesses or persons acting on behalf of any of the foregoing, to retain or gain a commercial advantage - or even appear to do so.

Suppliers must ensure that sound security practices are in place throughout their supply chain. They must ensure the integrity of each shipment destined for Calyx from its point of origin to its destination. Within their area of responsibility, they must take the necessary and appropriate steps to ensure that neither Calyx products including their processable components or raw materials nor the corresponding know-how fall into the hands of counterfeiters, smugglers, thieves or other unauthorised third parties and do not stray from the legitimate supply chain. Suppliers are obliged to immediately review their relationships with any third party as soon as they learn or receive evidence that they have been unwittingly involved in the manufacture or sale of counterfeit products through said third party's activities; this also applies to the export of products that are considered counterfeit products in their country of destination. Calyx expects its suppliers to assist in the investigation and prosecution of activities related to counterfeit products.

C. **Government Officials**

Calyx prohibits Suppliers or any of its employees, agents, officers or other members of its management, contractors or subcontractors from being officials, officers, agents, or representatives of any government or political party or international organization where they may be in positions of official government authority able to use that position to improperly assist or aid Calyx or its Customers to obtain or maintain business or obtain

a business advantage. Facilitation payments, either directly or indirectly, are prohibited regardless of their value.

D. Accuracy of Business Records

Suppliers must maintain up-to-date books and records, including proper accounting for all payments and expenses made on behalf of or from funds provided by Calyx, to demonstrate compliance with applicable laws and regulations and Generally Accepted Accounting Principles. Suppliers must have accounting and financial internal controls to ensure records are accurate and complete in all material respects.

E. Gifts and Entertainment

In the normal course of business there may be occasions that involve the giving or receiving of infrequent, nominal value, business-related entertainment or gifts. The following guidelines govern the giving or acceptance of entertainment and gifts to or from any person or organization associated with Calyx.

Calyx Suppliers may offer or accept entertainment only when it is permitted by local laws and codes, is infrequent, of customary and reasonable value, and not intended to influence decision-making or obtain an unfair advantage.

- Permissible gifts include items of nominal value (e.g. branded items); and
- Perishable items of reasonable value (e.g. food, candy or flowers).

Business meals attended by both Supplier and Calyx representative(s) are permissible if they are modest, infrequent, not excessive or lavish in nature, are for appropriate business purposes (e.g. to promote business relations), and do not violate applicable laws, regulations or codes.

Any gifts, entertainment or hospitality provided must not be intended to influence decision-making or obtain unfair advantage, and must not create, or be perceived to create a conflict of interest with Calyx's business interests.

Hospitality, gifts and entertainment in the contract "pre-award" or negotiating period, other than permissible business meals, are not permitted.

Except as permitted above, Suppliers must not offer, and Calyx colleagues (and members of their immediate family) must not accept or solicit, directly or indirectly, from any Supplier, current or potential, any gifts, including but not limited to the following:

- Any lavish or excessive entertainment, gifts, or hospitality
- Cash payments
- Cash equivalents (e.g. gift certificates/cards, vouchers, checks, lottery tickets)
- Travel and accommodations
- Vacations
- Services / Favors

- Job Opportunities
- Loans
- Discounts that are not available to all Calyx colleagues

Gifts, business meals, or entertainment, of any value, must never be offered to or from any government official or their associates. Special care is required when dealing with Healthcare Professionals (HCPs). In many countries, HCPs are government officials subject to special rules and regulations. Gifts and entertainment to or from HCPs are not permitted. Business meals for HCPs may be permissible provided they have been approved by Calyx in advance.

Questions regarding permissible gifts, entertainment, or hospitality can be addressed to legal@calyx.ai or to your Calyx Procurement contact.

F. **Sanctions**

Suppliers must not at any time, directly or indirectly, use or engage in any capacity, in connection with the goods or services provided to Calyx, any entity or person in any U.S. Office of Foreign Assets Control (OFAC) or other non-US government (European Union, United Nations, etc.) sanctioned country or with any entity or person that is found within the US Treasury Department's Specially Designated Nationals List (SDN). Suppliers must have appropriate due diligence policies and procedures in place that ensure they do not hire, engage, or work with any country, individual, or entity on any applicable sanctions list.

G. **Trade Compliance**

Suppliers must comply with all applicable laws and regulations regarding import and export controls, licensing, sanctions, denied parties, embargoes, anti-boycotts and other trade restrictions that have been approved by recognized national and international authorities. Each country may have different requirements for clearing goods and for keeping records. Suppliers must maintain complete and accurate import/export records.

H. **Conflicts of Interest**

Suppliers are responsible for avoiding situations that present, or create the appearance of, a conflict between their interests and their obligations to Calyx and our obligations to our business partners.

If a Supplier becomes aware of any actual, apparent or potential conflict of interest between the Supplier's interest, duties, obligations or activities, including that of an individual employee, Calyx must be notified immediately.

I. **Fair Competition and Antitrust**

We believe that fair competition is in everyone's best interest. We require Suppliers to abide by all global fair competition and anti-trust laws and regulations and to compete fairly.

J. **Confidential Information**

Confidentiality is crucial to Calyx and our Customers. Suppliers shall have processes in place to ensure that the confidentiality of all information is guaranteed by all Suppliers and their representatives. Approved confidentiality agreements must be entered into by Supplier if confidential information is to be shared. Sharing of such information with authorized recipients must only be on a “need to know” basis. All other sharing of confidential information is prohibited.

K. Protection and Use of Information

While conducting day-to-day business with Calyx, a Supplier may be given access to Calyx’s or our Customers’ confidential information, including intellectual property, study data and documents, and personal information. Personal information means any information relating to an identifiable individual person.

Suppliers shall process Calyx’s and our Customers’ personal data solely in accordance with Calyx’s and our Customers’ instructions. Supplier must not use any personal data for their own purposes.

Suppliers must have adequate data privacy and security measures to ensure that confidential and personal information is protected and remains confidential and must only use such information as is appropriate for the delivery of goods and services to Calyx. Suppliers must not disclose this information or transfer it unless given written permission from Calyx. Suppliers must comply with all applicable data privacy laws and regulations.

L. Data Privacy and Data Protection

Supplier information systems containing confidential information or data concerning personal data must be appropriately managed and protected from access, use, disclosure, modification or destruction by unauthorised parties. Suppliers must collect personal data for legitimate business purposes only, use it in a legal, transparent and secure manner, disclose it only to persons authorised to access it, protect it under security policies, store it only as long as necessary, and bind third parties to protect such personal data insofar they have access to it.

M. Intellectual Property

Suppliers shall respect Calyx’s and our Customers’ intellectual property rights, including processes, information, copyrights, trademarks, patents, in-house developed software, trade secrets, decision rights, logos, and brands and know-how. Suppliers are required to take the necessary precautions to safeguard any intellectual property they develop or possess on behalf of Calyx.

N. Insider Training

Supplier may be given access to material or non-public information about Calyx, our Customers and other companies that we do business with. Material information is information that a reasonable investor would consider important to a decision to buy, hold or sell stock or other securities and which could therefore reasonably affect the price of stock or other securities. This is sometimes known as “insider information”.

Suppliers, your employees and representatives must not buy or sell securities in your own account or any account over which you exercise control (alone or with others), when you are in possession of non-public, material information associated with stock or other securities. In addition, you may not pass along any non-public, material information or advise anyone to buy or sell securities while in possession of this non-public, material information.

O. **Political Contributions**

All political contributions must be made in compliance with applicable laws, regulations and industry standards. Suppliers are prohibited from giving any political support (e.g., financial or resources) on behalf of Calyx or our customers.

V. Labor and Human Rights

Suppliers are required to follow all general workplace standards, including those governing hiring, separation, compensation and the treatment of employees. This commitment establishes and ensures a supportive working environment for all employees.

A. **Non-Discrimination**

Suppliers shall provide a workplace free from discrimination. Discrimination on any basis, including race, religion, gender, sexual orientation, marital status, disability, nationality, veteran status, trade union membership, political opinion or any other protected class is prohibited.

B. **Anti-Harassment**

Workers have a right to a workplace free of harassment or discrimination in any form. Calyx requires that its Suppliers prohibit all types of harassment including, but not limited to, physical, verbal, visual, psychological, sexual harassment or other conduct of any kind that creates an intimidating, offensive or hostile work environment.

C. **Human Rights**

Suppliers must respect human rights and warrant that all employees work on a voluntary basis and must prohibit all forms of human rights abuses, including child labor, forced, involuntary, or indentured labor, slavery, human trafficking and physical punishment.

Supplier's must respect employees' rights to join, not join, or form a trade organization for the purpose of collective bargaining and will not discriminate, interfere, retaliate or harass any employee who exercises their right.

Suppliers shall encourage and facilitate the reporting of concerns or illegal activities in the workplace and shall promptly investigate any reports received. Suppliers must ensure that employees can report such concerns without fear of retaliation or reprisal of any kind.

D. **Wages, Benefits and Working Hours**

Suppliers shall comply with all applicable wage and hour laws and regulations.

E. **Diversity**

Suppliers must be committed to building and promoting an environment that is inclusive of all people and their unique abilities, strengths and differences. Inclusion means creating a workplace where people can be themselves regardless of their gender, gender identity, religion, age, race, color, disability, ethnicity, cultural affiliation, sexual orientation or beliefs.

Calyx may, from time to time, ask Suppliers to participate in our Diversity Survey. It is incumbent on the Supplier to return the Diversity Survey to Calyx in the time outlined in the directions.

F. **Avoidance of Child Labour**

Calyx does not tolerate child labour in its supply chain. In line with the core labour standards outlined in the International Labour Organization (ILO) and the principles of the United Nations Global Compact, all our suppliers are required to avoid any form of child labour in their business operations. If a local law stipulates a higher minimum age for work or mandatory education, the higher age applies.

Suppliers must establish practices designed to avoid the hiring or otherwise retaining of child labour.

G. **Employment by Choice**

Calyx does not tolerate slavery, servitude, forced or compulsory labour or human trafficking in our supply chain. Similarly, we shall not tolerate bonded or indentured labour or unwarranted prison labour. Dishonest practices such as the withholding of personal property, passports, wages, training certificates, work papers or other documents are unacceptable.

Suppliers must establish internal controls to assist

H. **Freedom of Association**

Suppliers must commit to an open and constructive dialogue with their employees and their employees' representatives. Suppliers must, in conformity with local laws, respect the rights of their employees to associate, to establish or join trade unions, to appoint representatives, to adhere to works councils and to conduct collective negotiations. To ensure that they can fulfil their functions without fear of reprisals or discrimination, none of the Supplier's employees who serve as workers' representatives must be put at a disadvantage.

I. **Local Communities**

Suppliers should heed the concerns of local residents and ensure healthy and safe living conditions. Where possible, Calyx encourages its suppliers to create jobs and purchase materials locally, to provide education and develop infrastructure.

J. **Fair Treatment**

Suppliers must ensure that their workforces are not subjected to or threatened with any rude or inhumane treatment, sexual harassment or abuse, corporal punishment or torture, mental or physical coercion and verbal abuse at their workplace. Suppliers are also expected not to terminate any employment contract unfairly or to claim, without clear evidence, that the termination of an employment contract based on an employee's work performance is permitted by law. Employees may terminate their employment at their discretion subject to the statutory notice periods. The work performed up to the time of their departure shall be remunerated punctually and in full as provided by the applicable laws,

VI. Environmental, Health and Safety Practices

Suppliers must provide their employees with a healthy and safe workplace in compliance with all local and national health and safety regulations and ensure safety management systems are in place to prevent work-related personal injuries.

A. **Worker Safety and Protection**

Suppliers must protect employees from chemical, biological and physical hazards, in addition to the prevention of onsite accidents. To help ensure safety, Suppliers must provide employees with the necessary training and protective equipment.

Suppliers must maintain records documenting workplace injuries and health and safety trainings. Suppliers must implement emergency response plans, including evacuation drills, fire detection equipment, and first aid supplies, to ensure the safety of workers.

B. **Sustainability and Natural Resource Preservation**

Calyx seeks to create a sustainable environment and we require our Suppliers to do the same. Suppliers must comply with laws regarding environmental practices and should strive to consistently improve their own environmental performance and reduce their environmental footprint.

Suppliers are expected to commit to natural preservation. Suppliers must use natural resources sparingly (e.g. water, energy sources, raw materials) and to conserve them. To safeguard the conservation of renewable natural resources, suppliers should apply generally recognised sustainability standards and certifications established by a wide range of stakeholders. Negative impacts on the environment and climate created by suppliers or within their supply chain should be minimised or remediated at their source. Where possible, practices should be consistent with the principles of the circular economy. These include the reduction, substitution, collection, sharing, maintenance, reuse, redistribution, refurbishment, and recycling of materials. Suppliers should promote the development and application of environmentally safe and climate-friendly products, processes and technologies.

C. **Pollution Prevention, Waste, and Emissions**

To promote a sustainable environment, Suppliers shall strive to reduce their resource consumption and use, including implementing improvement plans for waste reduction, recycling and water and energy conservation policies.

Suppliers must ensure the safe and proper handling, storage, shipment, disposal, recycling, reuse and management of waste, air emissions and wastewater. Any activity that may have an adverse effect on human health and the environment must be appropriately managed, measured and controlled. The release of hazardous substances must be minimised, whenever possible. Accidental leakage of liquid and gaseous hazardous substances must be prohibited or limited by the supplier.

When requested, Calyx requires suppliers to participate in data collection on emissions.

D. **Permits and Reporting**

Suppliers shall obtain and maintain all required environmental permits and follow applicable reporting requirements.

E. **Quality**

Suppliers must provide high-quality, safe, and effective goods and services complying with all applicable laws and regulations. This includes the following aspects:

Suppliers must comply with generally accepted quality standards and contractually agreed quality requirements. They must deliver goods and services that consistently meet the requirements of Calyx and its clients. Suppliers must immediately address any critical problems that might impact on the quality of their goods and services. Suppliers must inform Calyx about any changes in their production or supply processes that might affect the specifications of goods and services they provide.

VII. Management Systems

Suppliers are required to have appropriate and effective management systems to enable adherence to this Code.

A. **Commitment and Accountability**

Suppliers will demonstrate commitment to the principles contained within this Code by allocating appropriate resources and maintaining adequate documentation to demonstrate conformance with the principles and values within this Code and compliance with all laws, regulations and standards.

B. **Subcontractors**

Calyx must be informed in writing of all subcontractors involved in providing goods or services to Calyx. Suppliers will only accept ethical and lawful behavior from all persons or entities who may act on your behalf to perform services for Calyx. This Code must flow down to your subcontractor contracts.

C. Risk Management

Suppliers shall have a risk management plan to identify, assess, and manage risks in all areas on an ongoing basis. This includes assessing risks associated with persons or entities who act for you.

D. Business Continuity and Disaster Recovery

Suppliers shall implement and maintain business continuity and disaster recovery plans for all operations supporting any goods or services provided to Calyx or our Customers. Business continuity plans and disaster recovery plans must be tested regularly.

E. Audits and Inspections

Calyx reserves the right to audit Suppliers upon reasonable notice to ensure compliance with the standards in this Code. Suppliers shall provide Calyx with necessary information and allow Calyx or its representative access to the Suppliers' relevant premises and documentation in order to verify that the Suppliers, their employees and subcontractors comply with this Code. Findings inconsistent with this Code must be promptly corrected. Suppliers must fully investigate any non-compliances and incidents and take corrective and preventative actions, as needed.

F. Legal and Other Requirements

Suppliers must understand and comply with all applicable international, national, and local laws and regulations and internationally accepted standards. In addition, they must, at all times, conform to generally accepted industry standards. They must also secure, maintain, and update all required permits, certificates, licenses, and registrations, and comply with permit restrictions and requirements.

G. Systems

Suppliers should develop, implement, and maintain management systems and controls related to the content of this Supplier Code of Conduct, and document this to the extent necessary to prove their compliance with the principles set out in this Code of Conduct.

Further, Suppliers should work to ensure that the principles set out in this Code are applied in their own supply chains.

I. Continuous Improvement

Suppliers should set measurable performance targets, carry out implementation plans, and use adequate corrective actions to address any deficiencies identified through internal or external assessments, inspections, and management reviews.

J. Transparency and Disclosure

Where available, Calyx expects its suppliers to provide reports on their economic, social and environmental impacts as defined in the principles set out by this Code.

K. Training

Suppliers must establish, implement, and update appropriate training measures to enable their executives and staff to have adequate knowledge and understanding of the applicable principles set forth in: (a) this Code; (b) applicable law and regulations; and (c) generally accepted standards.

VIII Speaking Up and Ethics Hotline

A. Ethics Hotline

Calyx encourages individuals to report any questions or concerns, including concerns regarding violations of this Code, via <http://www.calyx.ethicspoint.com/> to file a web-based report. These reports can be filed from within or outside the Calyx network.

Suspected violations of this Supplier Code of Conduct can also be reported to legal@calyx.ai.

B. No Retaliation

Calyx prohibits and does not tolerate any retaliation taken against an individual who, in good faith, has reported a suspected violation of this Supplier Code of Conduct.

When a potential violation has been reported, Calyx will investigate the report to the fullest extent possible and respond appropriately.