



Supplier Code of Conduct



TABLE OF CONTENTS

1. General requirements for all suppliers..... 3
2. Modern Slavery and Human Rights 3
3. Anti-Corruption..... 5
4. Environmental Responsibility 6
5. Responsible Sourcing of Material 7
6. Compliance With Global Chemical Regulations 8
7. Health and Safety Code of Conduct..... 9
8. Corporate and Social Responsibility (“CSR”) 9
9. Unfair Business Practices..... 10
10. Representatives..... 10
11. Data Protection 11

INTRODUCTION

Ontic is committed to conducting its business affairs with honesty and integrity and to ensuring responsible sourcing and the safety and well-being of workers in each jurisdiction in which it conducts business. These core principles are reflected in this Supplier Code of Conduct, which establishes the minimum standards of business practices that must be met by any entity that supplies products or services to Ontic.

No employee, officer, or director of Ontic or any group of company shall commit an illegal or unethical act, or instruct others to do so, for any reason. Any violation of applicable laws, rules and regulations will be dealt with swiftly by Ontic and may be required to be disclosed to the applicable law enforcement authorities.

Ontic reserves the right to modify this Code of Conduct from time to time and suppliers are required to comply with the most recent published version of this code of conduct found at <https://www.ontic.com/resources>.

1. General requirements for all suppliers

- 1.1 Ontic expects its suppliers to behave ethically, apply high standards of corporate conduct and fully comply with all relevant laws and regulations applicable to their business, including the local laws and regulations of all countries outside their home country in which operations are managed or services are provided.
- 1.2 Suppliers shall implement and adhere to their own written code of conduct, and to flow down their principles to the suppliers they work with in providing products and/or services. Suppliers will maintain effective programs that require their employees to make ethical, value-driven choices in their business dealings and are expected to reinforce those requirements through frequent communications.

2. Modern Slavery and Human Rights

- 2.1 Ontic expects all suppliers to abide by the spirit and intention of Ontic's Anti-Slavery and Human Trafficking Policy (GP-LEG-10).
- 2.2 Ontic and its supply chain partners have clear responsibilities in law (e.g. the UK Modern Slavery Act 2015) and must take appropriate steps to identify and eradicate modern slavery, in all its forms.
- 2.3 Ontic is committed to ensuring that there is transparency in its approach to tackling modern slavery throughout its supply chains. Ontic expects the same commitment from all its suppliers, and suppliers will hold their own suppliers to the same high standards.
- 2.4 Suppliers shall implement appropriate due diligence practices and provide training to identify the risk of and/or actual instances of modern slavery.
- 2.5 Suppliers shall document all the steps taken to tackle modern slavery and shall, on request, provide a report to Ontic setting out all policies and procedures

implemented, including due diligence undertaken, risk areas identified, how risks have been mitigated, training provided and consequences for third parties of non-compliance.

- 2.6 All suppliers shall ensure that, within their own organisations and throughout the supply chain:
- a) child labour shall not be used and relevant law pertaining to minimum working age legislation shall be strictly complied with;
 - b) forced labour, in any form, shall not be used and supplier workers shall not be required to lodge papers or deposits on starting work; and
 - c) physical abuse, the threat of physical abuse, sexual or other harassment and verbal abuse or other forms of intimidation or inhumane practice shall be prohibited, whether as part of a disciplinary process or otherwise.
- 2.7 In accordance with the UN Universal Declaration of Human Rights, Ontic expects its suppliers to promote universal respect for and observance of human rights and fundamental freedoms for all, without distinction as to race, gender, language or religion. All suppliers to treat people according to merit and contribution, refrain from coercion and never deliberately do harm to anyone.
- 2.8 Ontic is committed to maintaining a policy of equal opportunity and creating an inclusive workplace where no job applicant, employee or other individual is discriminated against, irrespective of their gender, race (including colour, caste, nationality or ethnic origin), disability, religion, age or sexual orientation. As such, Ontic expects its suppliers to be committed to the same principles and requires them to have policies in place to promote diversity within their own organisations and supply chain. Suppliers are to provide evidence of their commitment to these principles upon reasonable request.
- 2.9 All terms and conditions of employment must be made clear to every member of the supplier's workforce in a manner which is easily understood by that workforce. Suppliers shall ensure that:
- a) employee wages comply with relevant law pertaining to the minimum wage and that minimum wage or the prevailing industry wage (whichever is higher) shall be paid to workers as a minimum;
 - b) each employee shall be provided with all benefits under relevant law and no non-statutory deductions shall be made from wages;
 - c) the employment terms of young workers must adhere to International Labour Organisation Standards, the OECD Guidelines for Multinational Enterprises and relevant law; and
 - d) relevant law pertaining to working time and the maximum hours of work permitted to be undertaken by any employee in any period, must be complied with and any overtime shall be on a voluntary basis and at manageable levels.

- 2.10 Suppliers must provide workers with clear, fair and uniformly applied disciplinary practices and grievance procedures.
- 2.11 Suppliers shall provide sufficient evidence, promptly on request from Ontic, that they have implemented appropriate procedures to manage all labour-related issues within their supply chain to ensure that they comply with relevant law and this Code of Conduct.
- 2.12 Suppliers shall demonstrate, through supply chain transparency, that its employees and workers are dealt with ethically and lawfully and that goods are traded fairly and meet the environmental aims detailed in this Code of Conduct.

3. **Anti-Corruption**

- 3.1 Ontic expects all suppliers to abide by the spirit and intention of Ontic's Anti-Bribery and Corruption Policy (GP-LEG-07).
- 3.2 Suppliers must comply with the anti-corruption laws, directives, and regulations that govern operations in the countries in which they do business, regardless of local customs, including, but not limited to, the UK Bribery Act 2010 and the U.S. Foreign Corrupt Practices Act. Suppliers shall conduct due diligence to prevent and detect bribery and corruption in all business arrangements, including partnerships, the engagement of contractors and sub-contractors, joint ventures, offset agreements and hiring of third-party intermediaries, such as agents or consultants.
- 3.3 With regard to anti-bribery and anti-corruption measures, suppliers shall put in place appropriate policies and procedures which prohibit workers from:
 - a) the offering, giving, soliciting or receiving of a bribe at any time (including the making of facilitation payments or the bribery of public officials) whether for the benefit of the supplier or for the benefit of the worker, a member of the worker's family, friends, associates or acquaintances;
 - b) the use of a gift or hospitality to induce a fraud or other wrongdoing to secure a personal or business benefit;
 - c) the use of sponsorship or advertising agreements to exercise undue influence; or
 - d) unapproved or unauthorised charitable donations or political donations of any kind on behalf of the business.
- 3.4 With regard to anti-money laundering and counter terrorist financing measures, suppliers shall put in place appropriate policies and procedures which:
 - a) verify the legitimate origin of goods and services within their supply chain; and
 - b) verify the identity and the legitimate nature of the businesses with which the supplier contracts.

- 3.5 With regard to tax evasion, suppliers shall have adopted a tax strategy that demonstrates a willingness to pay the right amount of tax, in the right place at the right time.
- 3.6 With regard to measures to prevent the criminal facilitation of tax evasion, suppliers shall put in place appropriate policies and procedures which:
- a) regularly assess the opportunity, motive and means within their business for the criminal facilitation of tax evasion;
 - b) implement reasonable preventative measures by developing procedures that are appropriate to mitigate the identified risks; and
 - c) effectively communicate the expectations of the suppliers' management, being that compliance with such policies and procedures is mandatory and that the business takes a zero-tolerance approach to any breach.
- 3.7 Suppliers shall encourage workers to promptly report to an appropriate senior manager if they know of or suspect any business activity that is in contravention of the supplier's policies and procedures referred to in this section 3 and shall implement disciplinary action for any worker failing to comply with such procedures.
- 3.8 Suppliers shall make sure that workers do not suffer any adverse consequences for whistleblowing or refusing to pay a bribe, even if such refusal may result in the supplier losing business.
- 3.9 Suppliers shall keep sufficiently detailed records relating to the identification and prevention of financial crime and shall promptly notify Ontic upon becoming aware of any instance or suspected instance of financial crime connected to the business relationship between Ontic and such supplier.
- 3.10 Ontic has a responsibility to detect and prevent financial crime, accordingly, suppliers shall comply with Ontic procedures relating to due diligence and the verification of the legitimate nature of:
- a) suppliers' entities; and
 - b) payment processes and funding arrangements and any other aspects of the goods and service provision by the suppliers, as are notified to the suppliers from time to time.

4. Environmental Responsibility

- 4.1 Ontic expect suppliers to conduct their business in a manner that actively manages environmental risks across their operations, products, and supply chain. Suppliers shall maintain an appropriate environmental management system, including policies and procedures aimed at effectively managing their environmental performance and integrating environmental considerations into their product designs and services, which shall include:
- a) an assessment of the environmental impact of all historical, current and likely future operations;

- b) steps to continuously improve environmental performance and to reduce pollution, emissions and waste; and
- c) raising awareness and training workers in environmental matters.

4.2 The Suppliers' environmental policies and procedures shall be:

- a) reviewed annually;
- b) signed and dated by senior management; and
- c) provided to Ontic on request.

4.3 Suppliers shall comply with all applicable environmental laws and international treaties pertaining to the environment and shall operate their businesses in an environmentally responsible way.

4.4 Suppliers shall take a proactive approach to working with Ontic towards reducing its environmental impact.

4.5 Suppliers shall:

- a) adopt such practices and utilise such systems that minimise the use of resources (e.g. water efficiency and energy efficiency);
- b) ensure that they and their suppliers use environmentally friendly working practices, tools and equipment, consumables and replacement parts, wherever possible;
- c) ensure where practicable that all consumables originate from a sustainable or recycled source;
- d) ensure there are facilities or arrangements in place, either directly or through their suppliers, to ensure that used packaging *can be*; recycled, reused or environmentally friendly disposed of or returned to supplier; and
- e) ensure that any hazardous or toxic waste that is produced is properly identified and disposed of by licensed and competent bodies via authorised and/or licensed means.

4.6 Suppliers shall carry out annual reviews and audits of their environmental performance and the environmental performance of their suppliers and shall keep a record of all findings and any remedial action or improvements in processes or procedures that can be made to reduce any negative environmental impact. Such records shall be provided to Ontic on request.

4.7 Suppliers shall identify and make known to Ontic a senior manager within their organisation who shall have overall responsibility for the supplier's environmental performance.

5. Responsible Sourcing of Material

5.1 Ontic expects all suppliers to abide by the spirit and intention of Ontic's Conflict Minerals Policy (GP-SC-01).

5.2 Suppliers shall comply with applicable laws and regulations regarding direct and indirect sourcing of critical material (such as rare earth elements as well as

other minerals or metals (such as bauxite, cobalt, titanium and lithium) and conflict minerals (such as tin, tungsten and gold)).

- 5.3 Suppliers shall establish a policy and a management system to ensure that the critical material and conflict minerals, which may be contained in the products they deliver, are sourced responsibly (i.e. with limited environmental impacts and not being detrimental to human rights).
- 5.4 Suppliers shall support efforts to eradicate the use of any conflict minerals which directly or indirectly finance or benefit armed groups that are perpetrators of human rights abuses.
- 5.5 Suppliers are expected to conduct due diligence and provide Ontic with supporting data on their sources and supply “chain of custody” for these minerals when requested and to identify to Ontic any potential doubt on the origin and/or on the production and means.
- 5.6 In the event that the material chain of custody supplied is “indeterminable” or otherwise unknown, the supplier is expected to either attain the appropriate certifications or phase out that source of mineral.

6. **Compliance With Global Chemical Regulations**

- 6.1 Suppliers shall comply in all respects with the provisions of the following *and* any of their amendments wherever they may apply:
- REACH Regulation (1097/2006/EC);
 - REACH Candidate List of SVHC;
 - REACH Annex XIV – Authorisation List;
 - REACH Annex XVII – Restriction List;
 - RoHS Directive (2015/863/EU) where applicable;
 - California Proposition 65 (Safe Drinking Water and Toxic Enforcement Act of 1986);
 - U.S. Toxic Substances Control Act (TSCA Section 6(h)); and
 - Aerospace and Defence Declarable Substance List (AD-DSL),
- (collectively the “Global Chemical Regulations”).
- 6.2 Suppliers expressly undertake to provide relevant information in accordance with the relevant Global Chemical Regulations for any chemical substance, materials or product supplied, including but not limited to information provided in the relevant safety data sheet or any similar material document, unless otherwise agreed in writing by Ontic.
- 6.3 Suppliers undertake to inform Ontic in a prompt and timely manner of any restrictions set forth by the Global Chemical Regulations or otherwise undertaken by the relevant authorities in the implementation of the relevant

Global Chemical Regulations , including but not limited to any restriction on use or authorization which may impact or is likely to impact the use, sale or other disposal of any substance contained in the products and/or materials supplied to Ontic.

- 6.4 Upon written request of Ontic, Suppliers shall as soon as reasonably practicable provide Ontic with the information Ontic requires to ensure its compliance under the relevant Global Chemical Regulations .

7. Health and Safety Code of Conduct

- 7.1 Ontic expects suppliers to establish an appropriate workplace safety management system (e.g. ISO 45001 or equivalent), including policies and processes to ensure compliance with all applicable health and safety laws and regulations (e.g. the UK Health and Safety at Work Act 1974 and the US Occupational Safety and Health Administration Act). Suppliers shall protect the health, safety and welfare of their employees, contractors, visitors and others who may be affected by the Supplier's activities and shall strive to eliminate fatalities, work-related injuries and exposure of individuals to safety hazards.
- 7.2 Consistent with applicable laws and regulations, suppliers must ensure that each employee's performance and safety is not impaired by alcohol, controlled substances, or drugs, whether legal or illegal.

8. Corporate and Social Responsibility ("CSR")

- 8.1 Suppliers shall be committed to: -
- a) minimising the impact and maximising the benefits that they have on the local environment and the people around them;
 - b) integrating CSR considerations into all business decisions;
 - c) complying with all applicable legislation, regulations and codes of practice; and
 - d) striving to continually improve their CSR performance.
- 8.2 Ontic expects its suppliers to encourage sustainability and wherever possible to purchase products and services that have the least impact on the environment. By embracing CSR, suppliers will actively look for opportunities to improve their environment and contribute to the well-being of the community in which they operate.
- 8.3 Suppliers should actively look to be guided by the following principles:
- a) Continuous improvement – measure current CSR performance and set targets for improvement; and
 - b) Demonstrating compliance - as a minimum Ontic will expect suppliers to meet or exceed all relevant legislation. Where no legislation exists, suppliers should seek to develop and implement their own standards.

8.4 Policies and programs should be developed by suppliers to reflect day-to-day activities and the wider involvement with society, as follows:

- a) Environment – to recognise the need to deliver services in an environmentally sustainable way;
- b) Relationships – to develop strong relationships with all organisations and individuals they work with, ensuring they are conducted with integrity and courtesy and that they honour commitments;
- c) Communities – to build relationships with the communities they serve, to act on behalf of third parties where it may encourage them to consider the needs of others in their day-to-day business; and
- d) People - to respect their staff and encourage their development and training, to promote and maintain equality and to have constant regard to their happiness, welfare, health and safety, empowerment and communication.

9. Unfair Business Practices

9.1 Suppliers shall comply with all competition laws that are applicable to their business, including the local laws and regulations of all countries outside their home country in which operations are managed or services are provided.

9.2 Suppliers shall not enter into arrangements for:

- a) current or future price-fixing or rigging bids; or
- b) company-specific sales or cost information.

10. Representatives

10.1 Suppliers shall carry out appropriate due diligence on prospective representatives that will form part of Ontic's upstream supply chain. Such due diligence shall include:

- a) investigations into prospective representatives' stance, public statements and actions on human rights, treatment of workers, bribery, ethical behaviour and environmental outlook; and
- b) risk assessments for countries from which materials, components or finished goods are sourced.

10.2 In their dealings with their representatives, suppliers shall:

- a) ensure that agreements with representatives include provisions that require the representatives to comply with applicable provisions of this Code of Conduct, having due regard to the risk profile of the transaction, the representative's ability to comply with these provisions and the consequences where the representative fails to meet those requirements; and
- b) ensure that it has measures to monitor that those representatives are complying with those compliance-related provisions and that it has systems in place to address any deficiencies or breaches of those requirements.



11. Data Protection

11.1 Suppliers shall comply at all times with all relevant laws and regulations concerning the protection of personal data, including where applicable:

- a) The EU’s General Data Protection Regulation 2016/679;
 - b) The UK’s Data Protection Act 2018;
 - c) The UK’s General Data Protection Regulation; and
 - d) The California Consumer Privacy Act,
- each as may be amended or updated from time to time.

12. Anti-Harassment

Ontic’s policies for recruitment, advancement and retention of employees are against discrimination on the basis of any criteria prohibited by law, including but not limited to race, religion, sex and age. Ontic’s employees should be treated, and treat each other, fairly and with respect and dignity. In keeping with this objective, conduct involving discrimination or harassment of others will not be tolerated whether from Ontic staff or the staff of third parties who interact with Ontic staff as part of their work.

Supplier Name:

Signed:

Date: