



SUPPLIER CODE OF CONDUCT

Revision Effective: November 4, 2024

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MODE Global, LLC, its affiliates, and subsidiaries ("MODE," or "we") believe a strong relationship with our suppliers is key to MODE's success. This Supplier Code of Conduct sets forth some of our core values and expectations. Simply stated, we require our suppliers to always take the high road in their dealings in connection with MODE.

This Supplier Code of Conduct applies to any company and its subcontractors who provide services or supplies to MODE. This Supplier Code of Conduct is not exhaustive—suppliers should use their own reasonable discretion to ensure compliance with unaddressed topics.

Legal Compliance; Books and Records.

MODE requires our suppliers to fully comply with all federal, state and local laws, rules, ordinances, and regulations applicable to their operation. The supplier must maintain up-to-date books and records, including financial records, to demonstrate compliance with such laws, rules, ordinances, and regulations. Further, the supplier must not falsify or make material omissions on forms or reports provided to MODE.

Business Integrity; Anti-Bribery; Anticorruption.

One of MODE's values is "We Deliver." To accomplish this, we hold ourselves, and our suppliers, to the highest ethical standards. Our rule is simple—don't bribe anybody, at any time, for any reason. Conduct business ethically. That means no bribery, embezzlement, extortion, or other corrupt practices. Suppliers must never, even through third parties, accept or offer bribes or kickbacks to obtain or gain an unfair business advantage. Suppliers must be in full compliance with all applicable foreign and domestic anticorruption laws including the U.S. Foreign Corrupt Practices Act ("FCPA").

Suppliers must conduct all business activities with integrity. MODE prohibits any form of bribery or corrupt practices, including payments, gifts, or favors intended to influence business decisions improperly.

Definitions

- Bribery: Offering, giving, receiving, or soliciting anything of value to influence the actions of an individual in a position of trust.
- Corruption: The abuse of power for personal gain or to provide an unfair business advantage.
- Facilitation Payments: Small payments made to expedite routine government actions. These are prohibited under this policy.
- Kickbacks: Payments made as part of a quid-pro-quo to improperly influence business dealings.

Examples of Prohibited Conduct

- Offering cash or gifts to a government official to expedite approval of permits.
- Providing lavish entertainment or gifts to customers or potential customers to secure a contract.
- Paying a third party knowing they will pass on part of the fee as a bribe.

Suppliers who violate MODE's Anti-Bribery and Anti-Corruption policy are subject to immediate corrective action, which may include termination of the business relationship and potential legal consequences. MODE reserves the right to cooperate fully with legal authorities in cases where bribery or corruption violations are identified.

Anti-Counterfeit Measures.

Suppliers should implement appropriate anti-counterfeiting measures within their operations as relevant to the services they provide. This may include employing secure processes, utilizing authentication techniques, and maintaining a diligent approach to identifying and preventing counterfeit activities that may compromise the integrity of the services they deliver.

Gifts and Entertainment.

Another value of MODE is "Take the High Road," and as such, we expect our Suppliers to be transparent and genuine to the core. Gifts and entertainment intended to obtain an unfair business advantage must not be accepted by or offered to the suppliers' business partners. The term "gifts and entertainment" includes anything of value, such as loans, prizes, tickets, or gift certificates. We want to avoid the possibility that the gift, entertainment, or other business courtesy could be perceived as a bribe, so it's always best to provide such business courtesies infrequently and, when we do, to keep their value moderate. Gifts or entertainment, of any value, must never be offered to government officials or in connection with government relationships without appropriate prior approval.

Anti-Money Laundering.

Suppliers must comply with all applicable anti-money laundering and anti-terrorist financing laws, regulations, and policies. Suppliers must take reasonable steps to ensure that MODE's financial transactions are not used to facilitate money laundering or terrorist financing. This includes implementing measures to identify and report any suspicious activities and ensuring that business transactions are conducted only with legitimate business partners whose operations comply with all relevant laws. Suppliers are encouraged to conduct due diligence on customers, suppliers, and other business partners and must promptly report any transactions or behaviors that may indicate suspicious financial activities.

Fair Dealing.

We expect our suppliers to deal fairly with MODE and its customers, suppliers, etc. We trust that our suppliers will not take unfair advantage of MODE's relationships through manipulation, fraud, theft, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice.

Confidentiality.

In order to conduct day-to-day business with MODE, the supplier may need access to confidential/private records. The supplier must ensure this information is protected and remains confidential. Suppliers must not disclose this information unless given written permission by MODE.

Safe Work Environment.

The supplier is required to follow all general workplace standards, including health and safety, environmental, and labor standards. This commitment will help us establish and ensure a safe working environment for all employees.

Nondiscrimination; No Harassment.

Part of "Taking the High Road" at MODE means that we are respectful. Discrimination on any basis, including age, race, religion, gender, disability, nationality, veteran status, pregnancy, or any other protected class, is prohibited. Workers have a right to a workplace free of harassment. MODE requires its suppliers to prohibit all types of harassment including, but not limited to physical, verbal, psychological and sexual harassment.

No Forced Labor; No Child Labor.

Employees work on a voluntary basis. Forced labor, including prison, servitude, bonded,

and indentured labor is prohibited. Suppliers must provide their employees with an environment respectful of their fundamental rights. Suppliers must abide by all working age laws of the United States and their country of operation. To ensure compliance, the supplier must keep a record of its employees' ages.

Working Hours; Minimum Wages.

National and local laws and regulations regarding working hours, break periods, and overtime hours must be followed. Suppliers must comply with laws regarding minimum wage or the local industry standard. Employees must not work additional hours to earn minimum wage for a day's work.

Occupational Safety.

Suppliers must provide employees with a healthy and safe workplace, in compliance with all local and national regulations. Suppliers must protect employees from chemical, biological, and physical hazards, in addition to on-site accidents. To help ensure safety, the supplier must provide employees with the necessary training and protective equipment. The supplier must maintain records documenting workplace injuries and health and safety training.

Sustainability.

Suppliers should strive to minimize their environmental impact and promote sustainability practices, including improvement plans for waste reduction, recycling, and energy conservation). Suppliers should adopt responsible sourcing and production methods. Further, suppliers must comply with applicable laws and regulations regarding environmental practices, including waste management (including, but not limited to, handling, storing, and disposing of hazardous materials, wastewater, and solid waste), pollution control, and resource conservation. Employees should be trained on how to handle hazardous material. The supplier must obtain and maintain all required environmental permits and follow their reporting requirements. See also MODE's ESG Policy, located on its website.

Human Rights; Land/Forest/Water Rights; Forced Eviction

Suppliers must respect human rights, including respecting the rights of local communities and Indigenous peoples in relation to their lands, territories, and natural resources, as detailed in our Human Rights Policy. As notes therein, MODE also expects that its suppliers will cascade similar expectations throughout their own supply chains. Suppliers should not knowingly engage in or support forced evictions and should engage with local communities and seek their free, prior, and informed consent for any activities that are likely to materially impact their rights.

Penalties for Noncompliance.

Part of conducting business with MODE includes compliance with this Supplier Code of Conduct. MODE has the right to terminate business with a supplier who fails to adhere to the Supplier Code of Conduct. If it is determined a supplier does not adhere to the Supplier Code of Conduct, the Supplier must correct its actions to ensure compliance with the requirements outlined in this document.

Reporting Violations.

Suspected violations of the Supplier Code of Conduct can be reported to MODE's Chief Legal Officer at mode.legal@modeglobal.com or via the MODE Ethics Helpline at (844) 660-3898 or <http://modeglobal.ethicspoint.com>. We do not tolerate any retaliation taken against an individual who, in good faith, has reported a suspected violation of the Supplier Code of Conduct. Once a report is received, MODE will investigate it promptly and thoroughly. MODE will take corrective action, as appropriate, based on the findings of the investigation.