

MIDIS Group

Supplier Code of Conduct

Introduction

At MIDIS Group, we work collaboratively with our Suppliers to conduct business with integrity and transparency. The following guidelines set forth the framework of acceptable conduct MIDIS Group expects from its Supplier.

These guidelines are based on MIDIS Group's commitment to integrity and sustainability, as expressed in our internal Code of Conduct mandatory for all our employees. All business transactions involving a member of MIDIS Group's must comply with this Supplier Code of Conduct and all applicable laws, rules, regulations, and policies. MIDIS Group also expects Suppliers to conduct all business activities fairly, ethically, and responsibly.

Furthermore, MIDIS Group requires that Suppliers (1) implement effective business controls to prevent and detect unlawful conduct; (2) comply with contractual provisions requiring strict adherence to all applicable anti-corruption laws and other laws relevant to their business; (3) grant MIDIS Group appropriate audit rights to review the Supplier's compliance with such requirements; and (4) promptly report to MIDIS Group any actual or potential violations of this Supplier Code of Conduct of which they become aware.

Definition

The term "Supplier", as used in this Supplier Code of Conduct, comprises all entities providing products or services whether to or on behalf of MIDIS Group.

The term "Supplier" includes the Supplier's employees, temporary employees, and any party acting on behalf of the Supplier.

I. Compliance with Laws

1- Anti-Corruption Laws

Suppliers must comply with all relevant anti-bribery, anti-kickback, and anti-corruption laws, including but not limited to the U.S. Foreign Corrupt Practices Act, the UK Bribery Act, and applicable laws in the jurisdictions where the Supplier operates.

Suppliers shall not make, authorize, promise, or provide any bribe, kickback, payments of money, or anything of value, either directly or indirectly through a third party, to any person, including any official, employee, or representative of a government, public or international organization, or to any other third party in the public or private sector, for the purpose of improperly obtaining or retaining business or otherwise securing an improper advantage.

Suppliers must establish appropriate controls governing business amenities, including gifts, meals, entertainment, and other hospitality. Such controls must include appropriate thresholds and approval requirements and must ensure that business amenities offered to or received from MIDIS Group employees or third parties are reasonable, provided in the ordinary course of business, given openly and transparently, and not unlawful or contrary to ethical business principles. Suppliers must ensure periodically review and update such controls to ensure continued compliance with applicable laws and regulations.

2- Anti-trust and Competition Laws

Suppliers must comply with all applicable anti-trust and competition laws. Generally, such laws prohibit agreements or actions that unreasonably restrain trade, are deceptive or misleading, or unreasonably reduce competition.

Supplier must not enter into any agreement or arrangement with competitors or other market participants concerning prices, customers, territories, bids, output, or other competitively sensitive matters where such conduct is prohibited by applicable law.

Suppliers must not share with market participants MIDIS Group confidential or competitively sensitive information, including pricing, conditions of sale, costs, market information, organizational processes, or other information from which other market participants could obtain competitive advantage over MIDIS Group.

Suppliers may only use lawful means to gather information about products, activities, and plans of market participants and must not seek, obtain, or use information that is known or reasonably believed to be confidential or obtained improperly.

3- Intellectual Property Laws

Suppliers must respect and protect the intellectual property rights of MIDIS Group and third parties and must not infringe or misuse trademarks, copyrights, patents, trade secrets, or other intellectual property rights. Any transfer or use of technology, software, documentation, or know-how must be conducted in a manner that protects applicable intellectual property rights. MIDIS Group and Vendor information must be appropriately safeguarded.

4- Human Rights, Labor Laws, and Labor Practices

Suppliers should respect internationally recognized human rights in its operations and supply chain and comply with all applicable labor and employment laws and regulations.

Suppliers must, without limitation, prohibit forced labor, child labor, human trafficking, harassment, and unlawful discrimination; respect applicable requirements relating to wages, working hours, and freedom of association; and provide fair and lawful working conditions.

Suppliers must also take reasonable measures to promote respect for human rights within their supply chain.

5- Trade Compliance Laws and Regulations

Suppliers must comply with all applicable economic, financial, and trade sanctions as well as import and export control laws and regulations, in connection with business conducted with or on behalf of MIDIS Group.

Suppliers must not provide controlled technologies, products, software, or technical data to MIDIS Group without providing applicable notice of any applicable restrictions or controls necessary for MIDIS Group to maintain compliance with applicable laws.

Suppliers shall promptly notify MIDIS Group of any material changes to its ownership, beneficial ownership, control, sanctions status, or other circumstances that may affect compliance with applicable sanctions, export control, import control, or anti-money laundering requirements.

II. Business Conduct

1- Financial Integrity

Accurate and reliable financial and business records are of critical to meeting MIDIS Group's financial, legal, and business obligations. Suppliers must not make or permit any false, misleading, or inaccurate entries in books or records relating to transactions with or on behalf of MIDIS Group.

Supplier shall maintain complete, accurate, and transparent books, records, and supporting documentation relating to transactions conducted with or on behalf of MIDIS Group.

Supplier's business records must be retained in accordance with applicable record retention requirements and all applicable laws and regulations.

2- Conflicts of interest

A conflict of interest arises when any personal, financial, or other external interest interferes, or appears to interfere, with the Supplier's ability to act in the best interests of MIDIS Group in an objective, impartial, and professional manner.

Suppliers must avoid situations where their judgment or decision-making could be influenced, or perceived to be influenced, by considerations unrelated to their contractual obligations with MIDIS Group. Even the appearance of a conflict of interest can undermine trust and must be treated with the same level of seriousness as an actual conflict.

Supplier must promptly disclose to MIDIS Group any actual, potential, or perceived conflict of interest relating to its business relationship with MIDIS Group.

MIDIS Group reserves the right to assess conflicts and determine appropriate mitigation measures, which may include restrictions, monitoring, or termination of the business relationship if the conflict cannot be adequately managed.

III. Safeguarding of MIDIS Group Resources

1- Confidential information

MIDIS Group's confidential information must be protected and shall be used by Supplier only for authorized business purposes. Suppliers must not use such information for gain or advantage or disclose it without appropriate authorization from MIDIS Group.

Suppliers must safeguard confidential information and must not transfer, publish, use, or disclose such information except as necessary for authorized business purposes or otherwise directed or authorized by MIDIS Group.

2- Data privacy

Suppliers must comply with all applicable privacy and data protection laws and regulations when collecting, accessing, using, storing, transferring, or otherwise processing personal data in connection with their business relationship with MIDIS Group.

Suppliers must implement appropriate safeguard to protect personal data and confidential information against unauthorized access, use, disclosure, alteration, loss, or destruction. Access must be limited to individuals with legitimate business need to know.

IV. Health and Safety

Suppliers must comply with all applicable occupational health and safety laws and regulations and provide a safe and healthy work environment. Supplier must take appropriate measures to identify, assess, and mitigate workplace health and safety risk and protect workers from potential hazards.

V. Environment

Suppliers must comply with all applicable environmental regulations and laws and conduct their business operations in a manner that seeks to minimize adverse impact on the environment.

Suppliers also must comply with all applicable laws and regulations regarding the prohibition or restriction of specific substances used in manufacturing process, products, or packaging.

VI. Compliance Management System

Suppliers shall adopt or maintain a management system appropriate to the nature, size, and risk profile of its business and designed to support with this Supplier Code of Conduct.

Suppliers shall, upon reasonable request, provide MIDIS Group with information and evidence regarding its compliance management systems where MIDIS Group has reasonable grounds to suspect a breach or where an actual breach of this Supplier Code of Conduct has occurred.

The compliance management system shall be designed to ensure:

- (1) Compliance with applicable laws and regulations
- (2) Documentation of the conformance with the requirements of this Supplier Code of Conduct
- (3) Appropriate risk assessment, monitoring, and corrective action processes; and
- (4) Reporting and escalation mechanisms for potential compliance concerns.

VII. Third-Party Due Diligence and Cooperation

Suppliers shall cooperate with MIDIS Group's due diligence, compliance screening, risk assessment, and monitoring activities, as reasonably requested.

Suppliers shall provide accurate, complete, and timely information relating to its ownership structure, beneficial ownership, management, business operations, and other information reasonably required by MIDIS Group to assess compliance risks.

Suppliers shall promptly notify MIDIS Group of material changes to its ownership, beneficial ownership, management, legal status, sanctions exposure, regulatory status, or other circumstances that may affect its relationship with MIDIS Group.

VIII. Audit and Monitoring

Suppliers shall maintain records sufficient to demonstrate compliance with this Supplier Code of Conduct and applicable laws and regulations.

Upon reasonable notice and to the extent permitted by applicable law, Supplier shall cooperate with compliance reviews, audits, investigations, assessments, and requests for information conducted by or on behalf of MIDIS Group relating to compliance with this Supplier Code of Conduct.

IX. Reporting concerns and raising questions

Suppliers must promptly report any actual or suspected violations of applicable laws, regulations, this Supplier Code of Conduct, or other compliance concerns relating to MIDIS Group business activities through the [Midis Integrity Line](#) or by contacting compliance@midisgroup.com.

MIDIS Group prohibits retaliation against any individual who, in good faith, reports a concern, raises a question, provides information, or participates in an investigation relating to potential misconduct.

Suppliers should contact MIDIS Group if they have any questions about this Supplier Code of Conduct.