



2026

Joint Modern Slavery Report |
Slavery and Human Trafficking
Statement

Introduction

This joint report (this “Report”) is published by Test & Quality Solutions Group SAS (“Spherea”) and Averno Technologies Inc. (“Averno”) on behalf of the reporting entities within the Spherea and Averno group specified in Appendix A (collectively, the “Group”), pursuant to Canada’s Fighting Against Forced Labour and Child Labour in Supply Chains Act, the United Kingdom’s Modern Slavery Act 2015, and Germany’s Act on Corporate Due Diligence Obligations in Supply Chains.

With respect to Averno, this Report covers the reporting period from April 1, 2025 to March 31, 2026; with respect to Spherea, this Report covers the 2025 calendar year. Certain initiatives undertaken after the end of the reporting period with respect to Spherea are also referenced where relevant, particularly where they reflect the integration of Averno and Spherea as a consolidated Group and the continuing alignment of fiscal years, as well as supplier governance, procurement, legal and compliance processes.

Operating from different regions around the world, this strategic alliance brings together complementary expertise across multiple industries. Both companies share a strong legacy in testing and a long-standing commitment to innovation, customer focus, performance, and teamwork. The combined Group now operates with a larger and more diverse supplier base, a broader international footprint, and increased need for consistent supplier risk assessment and escalation processes.

As a leading integrator of test systems and quality assurance solutions, our clients rely on us to be dependable — and we take immense pride in being the trusted partner they turn to when faced with complex challenges. Our approach to supply chain management and human rights, as outlined in this Report, reflects a sincere understanding of our role as a global organization in ensuring that the reliability and accountability we lead with comes from within. Our goal is to ensure that as we continue to grow, we do so in a manner that is not only responsible but also forward-thinking. The human rights framework described in this Report guides and will continue to guide us throughout our development and expansion.

Structure, activities and supply chains

Spherea is headquartered in Toulouse, France, and operates internationally, including through entities in France, Germany, China, India, the United Kingdom and the United States. Avera Technologies Inc. is headquartered in Montréal, Québec, and operates through subsidiaries in the United States, Germany, Poland, Belgium, Czech Republic, India, Vietnam, China, Japan, Taiwan, Singapore, and Mexico.

In January 2026, Spherea and Avera joined forces to become a leading integrator of test systems and quality assurance solutions. Together, Spherea and Avera provide specialized test, measurement, quality, automation, integration and support solutions to customers across a broad range of industries, including aerospace and defense, transportation, automotive, telecommunications, electronics, energy, industrials, life sciences, medical devices and semiconductors.

The Group's offices all benefit from their own supply chains to better respond to the varying needs of its customers. While Avera's procurement activities by its global procurement manager, supported by local buyers, Spherea's purchasing is handled regionally by local procurement managers. Procurement activities are being integrated across the Group.

Avera's and Spherea's supply chains include both direct and indirect suppliers providing goods, components, equipment, materials and services required for customer projects and internal operations. Because the Group's customer-related activities rely on specialized and sometimes project-specific goods and services, supply chain risk may vary significantly depending on the supplier's country of operation, country of manufacture or service performance, sector, customer profiles, degree of subcontracting, and supplier materiality.

Global procurement teams are responsible for monitoring suppliers and their compliance with the Group's supplier assessment framework with the help of our Legal department; it entails supporting the procurement of parts and materials for the entire Group, identifying suppliers and assessing their suitability, as well as seeing that supply contracts are concluded in accordance with our supplier onboarding process.

Purchasing decisions and related operations remain subject to executive oversight, whether by regional Vice Presidents or by executive team members at the headquarters.

Policies, Governance, and Due Diligence Processes

This risk assessment of our suppliers relies on a prioritization exercise based on factors such as the geographic location of suppliers, the industry sector in which they operate, and the nature of the goods and services they provide. These due diligence processes are structured in line with internationally recognized standards, including the guidelines established by the International Labour Organization (ILO), the UN Guiding Principles on Business and Human Rights, and the OECD Due Diligence Guidance for Responsible Supply Chains from Conflict-Affected and High-Risk Areas. While assessments have been more comprehensive in regions with higher-risk profiles, all suppliers, including those in low-risk areas, are subject to a consistent and rigorous process of assessment and monitoring.

The Group's exposure to forced labour and child labour risk is not uniform across its activities and supply chains. Additional risk may arise where suppliers operate in higher-risk jurisdictions, where the country of manufacture or service performance differs from the supplier's headquarters, where subcontracting is used, or where the supplier acts as a distributor, marketplace or trading company and the actual manufacturer is not immediately identifiable.

The Group's 2026 review therefore focused on identifying where these risk factors overlap. Suppliers were assessed by considering country risk, sector risk, supplier type, materiality, recurrence of purchases, project criticality, available supplier documentation, and any known adverse media, sanctions or compliance indicators. Particular attention was given to suppliers in higher-risk country/sector combinations, such as electronics or manufacturing suppliers in countries with elevated human rights, labour, traceability or corruption risks, as well as service providers whose activities may involve vulnerable workers, migrant labour, temporary labour or subcontracted labour.

The assessment also distinguished between inherent risk and practical exposure. A supplier may present higher inherent risk because of its country or sector, but the response may differ depending on the value of purchases, whether the supplier is recurring or strategic, the availability of alternatives, and the Group's ability to influence the supplier. Conversely, even a supplier in a lower-risk country may require escalation if adverse media, sanctions concerns, insufficient information, labour-intensive services or other red flags are identified. Where the supplier was material, recurring, project-critical or otherwise higher risk, further review was required before continued use.

This approach allowed the Group to prioritize resources toward the suppliers and supply chain segments where forced labour or child labour risks were more plausible, while applying proportionate controls to low-risk, low-materiality or inactive suppliers. The Group intends to continue improving supplier data quality, tracking supplier commitments, documenting risk-based decisions and developing practical guidance for procurement and other relevant stakeholders as integration progresses.

Policies Addressing the Prevention of Forced and Child Labor

Contractual Controls

The Group uses contractual and procurement controls to support responsible supplier conduct. These controls may include reference to general supplier terms and conditions, which binds suppliers to commitments relating to forced labour, child labour and human rights, audit or information rights where appropriate, as well as remediation and corrective action expectations. Suspension and termination rights where serious concerns are identified are also included as part of these controls.

Group-Level Governance

Local procurement and operational teams manage supplier relationships, while Legal and management are involved where inherent supplier risk, sanctions, adverse media, insufficient information or high-risk labour categories require additional due diligence measures. As the integration of Averka and Sphera continues, the Group is working to align responsibilities, tools and escalation points so that higher-risk suppliers are identified and managed consistently across regions.

Complaint and Whistleblowing Mechanisms

The Group maintains reporting and complaint channels through which both internal and external stakeholders may report concerns relating to compliance, human rights, sustainability, our codes and policies, or other misconduct. Complaint mechanisms are publicly available; reports may be submitted anonymously or by name through various channels. Reports are handled confidentially and in accordance with applicable data protection requirements. Retaliation is explicitly prohibited.

Supplier Code of Conduct and Sphera Responsible Purchasing Charter

Averka's Supplier Code of Conduct sets out expectations for suppliers regarding legal compliance, human rights, labour standards, forced labour, child labour, ethical recruitment, health and safety, anti-corruption, responsible sourcing, environmental responsibility, reporting and cooperation. Sphera's supplier due diligence framework includes the use of a Responsible Purchasing Charter for strategic suppliers.

As part of integration, the Group intends to continue aligning these supplier commitment mechanisms so that core expectations relating to forced labour, child labour, human rights, responsible sourcing and compliance are applied consistently across the Group.

Sustainability and Corporate Responsibility Report

Both Averka and Sphera have reported on ESG matters and continue to use sustainability reporting as a tool to strengthen transparency, internal awareness, and the application of their ethical commitments. As Averka continues its integration into the Sphera Group, sustainability and responsible supply chain practices are being progressively consolidated at the Group level. Going forward, these efforts will continue to be integrated into the broader company sustainability and compliance framework, with the objective of reporting transparently on our progress, risks, and mitigation measures as a combined group.

Risk Assessment Results and Remediation Measures

Based on information available during the reporting period, the Group did not identify confirmed instances of forced labour or child labour in its own operations or in its supply chains. The supplier-level review performed for the 2026 reporting cycle identified higher inherent risk in certain areas of the Group's supply chain, particularly where country, sector and traceability risks overlap.

The Group identified two suppliers requiring corrective measures unrelated to confirmed or suspected forced labour or child labour. These matters were escalated through the appropriate compliance channels, and purchases were suspended or blocked pending Legal clearance.

Based on the due diligence and supplier risk assessment activities performed during the reporting period, the Group did not identify any confirmed instances of forced labour or child labour in its operations or supply chains. Accordingly, the Group did not implement remediation measures relating to confirmed forced labour or child labour during the reporting period. The Group also did not identify any situation where measures taken to eliminate forced labour or child labour resulted in a loss of income to vulnerable families requiring remediation.

Training and Awareness

The Group's training and awareness approach is targeted and risk-based. Employees involved in procurement, supplier onboarding, logistics, HR and recruitment, legal, and management are expected to understand the importance of supplier transparency, responsible sourcing, supplier commitments, escalation of red flags and documentation of decisions.

During the reporting period, the Group provided guidance and support to relevant employees involved in supplier review and onboarding. Awareness activities focused on identifying higher-risk countries and sectors, understanding the role of supplier commitments and purchasing conditions, documenting supplier risk decisions; and understanding when Legal must be involved. The Group intends to continue developing practical guidance for procurement and other stakeholders on how to use its risk matrix, when to request supplier information, when to escalate a supplier, and how to document risk-based decisions.

Assessing Effectiveness and Planned Improvements

The Group assesses the effectiveness of its forced labour and child labour risk management efforts by reviewing whether its policies, supplier controls, risk assessments and escalation processes are implemented in practice.

During the 2026 reporting cycle, the Group assessed the effectiveness of its measures through an annual supply chain risk review, with additional review where incidents or complaints were identified. This process relied on defined external indices and structured scoring logic to support consistency and comparability across supplier assessments.

The Group also documented supplier decisions and related measures to support traceability and supplier development. This included reviewing supplier commitments, such as signed charters or codes, and applying preventive or mitigating measures where appropriate, including supplier self-assessments, review of ESG-related information, and escalation of higher-risk matters. Complaint and reporting channels were also reviewed, and annual reporting was used to provide visibility on identified risks, mitigation measures and the effectiveness of the Group's approach.

Going forward, the Group intends to continue improving effectiveness tracking through practical indicators, including the number of suppliers assessed using the risk matrix, the number of suppliers classified as low, medium, high or critical risk, the number of suppliers requiring additional preventative or corrective measures, and the number of suppliers with missing or insufficient information. The Group also intends to track Supplier Code of Conduct and Charter signatures, supplier corrective actions or escalations, suppliers suspended, blocked, archived or replaced, reports received through complaint or whistleblowing mechanisms relating to forced labour or child labour, and completion of relevant training by procurement, HR, Legal and management stakeholders.

For the next reporting cycle, the Group also intends to continue integrating procurement and supplier onboarding processes across Spherea and Averno, with a particular focus on improving supplier master data. The Group will also deploy collaborative efforts towards improving visibility over distributors, marketplaces and trading companies, while continuing to apply risk-based due diligence for higher-risk suppliers. It also further plans to align supplier contractual terms, purchasing conditions and onboarding requirements with the updated supplier risk framework.

Approval and Attestation

In accordance with the requirements of the Fighting Against Forced Labour and Child Labour in Supply Chains Act, and in particular section 11 thereof, I attest that I have reviewed the information contained in this Report for the entity or entities listed above. Based on my knowledge, and having exercised reasonable diligence, I attest that the information in this Report is true, accurate and complete in all material respects for the purposes of the Fighting Against Forced Labour and Child Labour in Supply Chains Act, for the reporting year listed above. For purposes of the United Kingdom Modern Slavery Act 2015, this Report also constitutes the Group's slavery and human trafficking statement and has been approved and signed in accordance with the applicable governance requirements.

I have the authority to bind the reporting entities covered by this Report.

In Montréal, on 31 May 2026



[Patrice BELIE \(May 29, 2026 19:22:09 GMT+2\)](#)

Patrice Bélie

Chief Executive Officer – Spherea Group

Schedule A — Reporting Entities Covered

This Report covers Test & Quality Solutions Group SAS and its worldwide subsidiaries.

- France: Spherea Test & Services, Bridgelec, Spherea Power & Instrumentation, Get Electronique, and Sysmeca Ingénierie
- Germany: Averno GmbH and Spherea GmbH
- United Kingdom: Spherea Test & Services Ltd
- United States: Averno Test Systems Inc., VI Engineering and Spherea LLC
- Canada: Averno Technologies Inc.
- Czech Republic: Averno, a.s.
- Mexico: Averno Guadalajara S.A. de C.V.
- Poland: Averno Sp. z o.o
- Belgium: Averno N.V.
- China: Averno (Suzhou) Test Equipment Limited, Averno (Suzhou) Trading Limited, and Spherea China Co Ltd
- India: Test Mesures Spherea Solutions India PLC and Averno Test (India) Private Limited
- Vietnam: Averno Vietnam Company Limited
- Singapore: Averno Singapore Pte. Ltd.
- Taiwan: Averno Taiwan Ltd.
- Japan: Averno Japan G.K.