

Supplier

Code of Conduct

Averna

For Value-Based Partnerships

Averna is committed to fostering a culture of reliability and accountability with both internal and external stakeholders. In addition to closely adhering to the UN Guiding Principles on Business and Human Rights, we deploy continuous efforts to minimize compliance and environmental risks in our operations. As a key aspect of our social and sustainability performance, the ongoing improvement of our supply chain is integral to this commitment.

This Supplier Code of Conduct (this "**Code**") applies to suppliers and service providers who engage in business with Averna Technologies Inc. or any of its subsidiaries or affiliates (collectively, "**Averna**"), regardless of their location.

By adhering to the minimum conduct requirements of this Code, you directly support our efforts in upholding shared values with our business partners. You further commit to passing on these requirements to your affiliates and subsidiaries as appropriate, and throughout your own supply chains. Any compliance issues must be promptly reported to Averna.

As a valued member of our community, our Whistleblowing & Grievance Mechanisms are also available to you. Through this recourse, you can raise concerns of any kind while being assured that protection against retaliation is guaranteed at every step of the process.

Where applicable local laws impose greater obligations than this Code, suppliers must further comply with such laws. The content of this Code may change at any time without prior notice.

This Code was last updated in May 2026.

Integrity and Business Ethics

Prevention of Corruption

Suppliers must comply with all anti-corruption laws and regulations applicable to them. Any form of corruption, extortion, embezzlement, or bribery is strictly prohibited.

Conflicts of Interest

Suppliers must avoid conflicts of interest and disclose any potential conflicts of interest to Averna. Suppliers must not offer or provide gifts, hospitality, entertainment, or other favors to Averna employees, contractors or their family members that could be perceived as intended to influence business decisions or activities.

Fair Competition and Antitrust

Suppliers must comply with all applicable anti-trust and competition laws, and must not engage in anti-competitive behavior, such as price-fixing, bid rigging, or market allocation.

Fraud and Anti-Money Laundering

Suppliers must comply with all applicable laws and regulations governing fraud and anti-money laundering. Suppliers must have adequate prevention and detection measures, and promptly report fraud, money laundering, or other suspicious activities to Averna.

Financial Responsibility and Disclosure

Suppliers must maintain accurate financial and non-financial records and disclose all relevant financial information truthfully and promptly.

Global Trade

Suppliers must comply with all applicable import and export controls. Suppliers must not violate economic sanctions or other trade restrictions imposed by Canada, the United States, the European Economic Area or other countries in which they operate.

Counterfeit Parts

Suppliers must implement appropriate measures to minimize the risk of counterfeit parts and materials being delivered, which should include rigorous quality assurance processes, sourcing from reputable suppliers, and maintaining accurate and up-to-date records of all parts and materials used in production.

Information Security and Protection of Personal Data

Suppliers must comply with all confidentiality obligations, including with respect to intellectual property, outlined in our Supplier Terms & Conditions, as well as in any non-disclosure or other agreement concluded with Averna. Suppliers who process personal data on behalf of Averna must also enter into a Data Processing Agreement or Standard Contractual Clauses, in compliance with applicable data protection regulations.

Governance and Accountability

Due Diligence

Suppliers are expected to undertake appropriate due diligence measures in all areas covered in this Code and in their supply chain, including their subsidiary suppliers. Suppliers are encouraged to regularly review and update their policies and procedures as part of those due diligence measures.

Compliance with this Code

Suppliers are expected to ensure and monitor compliance with this Code and maintain appropriate documentation to demonstrate such compliance, including relevant training programs for employees. Suppliers are further required to implement a whistleblowing and grievance mechanism, along with the appropriate measures to encourage and protect employees from retaliation.

Communication

Suppliers must implement processes to effectively communicate the principles and requirements of this Code to their suppliers and sub-suppliers, as well as their personnel.

Audit and Verification Rights

Averna reserves the right to verify compliance with this Code, which may include audits, inspections, and review of relevant documentation, conducted either by Averna or by a third party appointed by Averna. Suppliers shall cooperate with Averna through such audits and inspections, including granting access to their facilities, relevant records, and employees. Any findings of non-compliance will require immediate rectification by the supplier, and repeated non-compliance may result in the termination of the business relationship.

Environmental Responsibility

Compliance with Environmental Laws

Suppliers are required to comply with all applicable environmental laws and reporting regulations in the countries in which they operate.

Sustainable Practices

Suppliers are encouraged to implement sustainable practices in their operations, such as waste reduction, resource conservation, and minimizing their carbon footprint through renewable energy. This should include efforts to reduce, reuse, and recycle wherever possible.

Environmental Impact and Innovation

Suppliers are encouraged to develop and offer products and services that have a reduced carbon footprint and environmental impact.

Continuous Improvement and Transparency

Suppliers should continuously seek to improve their environmental performance, namely by setting environmental targets, implementing energy or greenhouse gas management systems, and responding to feedback from stakeholders. We count on our suppliers to implement environmental management systems that include regular monitoring and reporting on their environmental impact.

Labor Practices and Human Rights

Human Rights Abuses

Suppliers are expected to conduct their business and operations in a way that respects human rights by treating their workers and those within their supply chain with dignity. Suppliers must further ensure that their operations do not cause or contribute to human rights abuses and that appropriate prevention and remediation measures are in place to mitigate risks of adverse impact on human rights.

Responsible Sourcing and Conflict Raw Materials

Suppliers are required to uphold the highest standards of human rights by implementing rigorous responsible sourcing practices, such as regular risk assessments, supply chain audits and surveys, as well as on-site audits, as required. Suppliers shall also refrain from sourcing minerals originating from conflict-affected or high-risk regions and commit to identifying and substituting any materials or products containing such minerals in accordance with internationally recognized standards and Averna's relevant policies. Where applicable, Suppliers are expected to continuously work towards achieving a conflict-free status.

Ethical Recruitment

Suppliers must not charge employees fees, recruitment costs or deposits, directly or indirectly, as a precondition of work. Foreign migrant workers must receive their employment agreement prior to departing from their country of origin, with no substitution or changes upon arrival in the receiving country, unless these changes are made to meet local law and provide equal or better terms.

No Forced Labor or Slavery

Use of forced, bonded, or compulsory labor or any form of modern slavery by the Supplier is strictly prohibited. This includes prison labor, indentured labor, and slave labor, as well as work or services not voluntarily performed that are exacted or coerced from a person under threat, force, or penalty, or threatened abuse of law or legal process.

Human Trafficking

Suppliers are prohibited from engaging in or benefitting from any form of human trafficking. Suppliers must not require from their workers, as a condition for employment, the deposit or surrendering of any government-issued identification, passports, work permits or any other documents necessary for free movement and termination of employment.

Child Labor

Suppliers must not use child labor. The term "child" refers to any person under the age of 15, or under the age for completing compulsory education, or under the minimum age for employment in the applicable jurisdiction, whichever is greatest.

Working Conditions and Employment

Harassment and Bullying

Suppliers are expected not to engage in or condone any form of physical, mental, verbal, sexual or any other abuse, inhumane or degrading treatment, corporal punishment, or harassment in their work environments. Suppliers shall take active steps to prevent such behaviors and establish clear policies and procedures to handle issues if they arise.

Disciplinary and Grievance Mechanisms

Suppliers are expected to implement a whistleblowing and grievance mechanism available to both internal and external stakeholders, along with a disciplinary process for employees that includes a right to appeal decisions.

Diversity, Equity and Inclusion

Suppliers are expected to promote diversity, equity and inclusion within their organization, namely by providing employees with reasonable accommodation for religious practices and disabilities. Any form of discrimination in employment based on personal characteristics such as age, race, religion, gender identity, nationality or ethnicity, sexual orientation, disability, marital or family status, pregnancy, pardoned conviction, veteran status, or any other characteristic protected by law is strictly prohibited.

Associating Freely and Collective Bargaining

Suppliers must recognize and respect the rights of employees to freely associate, organize and bargain collectively in accordance with local laws. Workers and/or their representatives shall be able to openly communicate and share ideas and concerns with management regarding working conditions and management practices without fear of discrimination, reprisal, intimidation, or harassment. Where the right of freedom of association and collective bargaining is restricted by applicable laws and regulations, workers shall be allowed to elect and join alternate lawful forms of worker representations.

Wages, Benefits and Working Hours

Suppliers must respect all applicable labor and employment laws regarding wages, benefits, and working hours. This includes minimum wage and overtime pay requirements, as well as rest periods. For each pay period, employees shall be provided with a timely and understandable wage statement that includes sufficient information to verify accurate compensation for work performed. Deductions from wages as a disciplinary measure shall not be permitted. Suppliers must provide their personnel with clear and understandable documentation outlining their terms and conditions of employment.

Health and Safety

Suppliers must provide a safe, clean, and healthy work environment and abide by all applicable laws concerning occupational health and safety. Suppliers should strive for continuous improvement in safety performance and regularly review and update their safety programs and practices in a manner that mitigates risks and ensures ongoing compliance with law and industry standards.

Let Us Know We Can Count on You

I am authorized to sign this Supplier Code of Conduct on behalf of _____
and agree to abide by the principles outlined in this document.

Signature: _____

Name: _____

Title: _____

Date: _____