

Supplier Code of Conduct

Smart Eye is committed to conducting business ethically, honestly and with integrity. Our supplier code of conduct reflects our approach to ensuring the highest standards of responsible business conduct and ethics in global operation, and Smart Eye expects suppliers to understand, align, and commit to these values and principles. This includes compliance with local laws and regulations, internationally recognized human rights, and alignment of their business practices with the following supplier code of conduct across the four pillars of responsible sourcing:

- Human rights
- Health and safety
- Sustainability and environmental protection
- Business integrity

Who must follow our supplier code of conduct?

Our “Suppliers” refer to any business, company, or other entity or person that provides, or seeks to provide, a kind of good or service to Smart Eye across its global operations, and it extends to suppliers’ employees, directors, agents, subcontractors, and other representatives, as well as their own suppliers.

Ensure supplier code of conduct in the supply chain. Suppliers shall ensure that this standard is implemented on their suppliers and sub suppliers. Suppliers shall ensure that this standard is passed along the supply chain.

Human Rights

Smart Eye believes the protection of human rights throughout our supply chain is non-negotiable and a critical part of our business integrity and mission. We expect our Suppliers to protect and respect fundamental human rights, including those principles in internationally recognized human rights standards such as the [Universal Declaration of Human Rights](#) (UDHR), the [U.N. Guiding Principles on Business and Human Rights](#), and the International Labour Organization's (ILO) [Declaration on the Fundamental Principles and Rights at Work](#). We expect Suppliers to uphold these standards:

Voluntary employment. Suppliers commit to providing voluntary or “at-will” employment relationships to employees through employment agreements or other written employment terms, in workers’ native language, stating that the employee can terminate the work agreement voluntarily at any time.

No forced labor. Suppliers will not use forced, bonded (including debt bondage), indentured, or involuntary prison labor, and will not engage in slavery or trafficking of any person. Suppliers will not withhold workers’ personal documentation (e.g., government-issued identification, passports, or work permits), and will pay any agency recruitment/employment fees. If any such fees are found to have been paid by workers, such fees shall be repaid to the worker.

No child labor. Suppliers will not use child labor. We consider child labor to be anyone under 15 unless local law sets a higher threshold. Supplier agrees that workers under 18 will not be hired through labor agencies, work overtime, or perform night work or physically demanding labor. Supplier commits to assigning young workers only to an apprenticeship or vocational activities.

Freedom of association. In conformance with local law, participants shall respect the right of all workers to form and join trade unions of their own choosing, to bargain collectively and to engage in peaceful assembly as well as respect the right of workers to refrain from such activities. 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.

Humane treatment and dignity. Smart Eye has a zero-tolerance policy on harsh or inhumane treatment including violence, gender-based violence, sexual harassment, sexual abuse, corporal punishment, mental or physical coercion, bullying, public shaming, or verbal abuse of workers. Suppliers will comply with all applicable laws and will not engage in any harsh or inhumane treatment listed above. Disciplinary policies and procedures in support of these requirements and grievance mechanisms shall be clearly defined and communicated to workers.

No discrimination. In their hiring, employment, and promotion practices, Suppliers will guarantee equal employment opportunities and will not discriminate against candidates and/or workers based on race, color, age, gender, sexual orientation, gender identity and expression, ethnicity, disability, pregnancy, religion, political affiliation, union membership, covered veteran status, protected genetic information, marital status, or any other category protected under applicable law. Workers or potential workers should not be subjected to medical tests or physical exams that could be used in a discriminatory way.

Wages and benefits. Suppliers will provide workers with compensation that includes wages, applicable withholding, overtime pay, and benefits that meet or exceed the legal minimum standards. Employees should be paid in a timely fashion.

Work hours and overtime. Suppliers will ensure that work schedules and overtime are consistent with all applicable laws, including maximum hour and rest periods. Overtime work should be voluntary and compensated at a pay rate greater than regular hourly rates.

Responsible sourcing of minerals. Suppliers should adhere to the [Organisation for Economic Cooperation and Development \(OECD\) Due Diligence Guidance](#), comply with applicable laws and regulations related to conducting due diligence on the source and chain of custody of conflict minerals used in their products (tin, tantalum, tungsten, and gold), and provide details of their diligence measures to address the possible risk of human rights abuses.

Health and Safety

Ensuring workers' health and safety is of utmost importance to Smart Eye. We expect Suppliers to provide employees with a safe, clean, and healthy work environment and promote a safety culture, through best practices to minimize accidents and other incidents. Suppliers are responsible for integrating comprehensive health and safety management practices, on-site risk assessment, and job-specific safety training into their operations. It is expected that Suppliers meet or exceed applicable laws, regulations, and industry standards in this area, and clearly define and communicate preventive and responsive procedures to all workers. Employees should have the right to refuse and report unsafe or unhealthy working conditions.

Occupational safety. Suppliers should identify and control worker exposure to potential safety hazards through proper design, engineering and administrative controls, preventative maintenance and safe work procedures, and ongoing safety training.

Emergency preparedness. Suppliers should implement and communicate to all workers the emergency action plan and procedures at the workplace, including emergency reporting, employee notification and evacuation procedures, worker training and drills, appropriate audits to fire detection and suppression equipment, adequate means of egress, and recovery plans.

Occupational injury and illness. Suppliers should implement procedures and systems to prevent, manage, track, and report occupational injury and illness following applicable laws and regulations.

Industrial hygiene. Suppliers should identify, evaluate, and control worker exposure to any chemical, biological, and physical agents.

Physically demanding work. Suppliers should conduct risk assessments and identify, evaluate, and control worker exposure to the hazards of physically demanding tasks, including manual material handling and heavy or repetitive lifting, prolonged standing, and highly repetitive or demanding assembly tasks.

Machine safeguards. Suppliers should provide physical guards, interlocks, and barriers where machinery presents a hazard, and ensure these protections are properly maintained.

Sanitation and food. Suppliers should ensure that workers are provided with ready access to clean toilet facilities, potable water, and sanitary food preparation, storage, and eating facilities.

Housing. If applicable, worker dormitories or other housing provided by Suppliers or Suppliers' agents should be well-maintained, clean, and safe. Any such housing should feature appropriate emergency egress and fire protection/suppression, potable drinking water, clean toilet facilities, hot water for bathing and showering, adequate heat and ventilation, and reasonable personal space along with reasonable entry and exit privileges.

Sustainability and Environmental Protection

At Smart Eye, our goal is to continually reduce our environmental footprint and contribute to mitigating the impacts of climate change. In addition to complying with all applicable environmental laws and regulations, we expect Suppliers to commit to addressing any adverse (and potentially adverse) effects that their operations cause to the community, environment, and natural resources. This may include the following:

Environmental permits. Suppliers should obtain, retain, and renew as necessary all required environmental permits, approvals, and registrations and comply with applicable operational and reporting requirements.

Pollution prevention, air emissions, and resource reduction. Suppliers should set practices to reduce or eliminate operational waste of all types and increase resource efficiency and conservation, including water and energy. If applicable, Suppliers should mitigate and routinely monitor pollution associated with their practices, including air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting substances, and combustion byproducts generated from operations through practices such as modifying production, maintenance and facility processes, materials substitution, and recycling and reusing materials.

Hazardous substances. Suppliers should identify and manage chemicals (and other materials that would pose a hazard to the environment and human health if released) to ensure their safe handling, movement, storage, use, disposal, and, when appropriate, recycling or reuse.

Solid waste. Suppliers should implement a systematic approach to identify, manage, reduce, and responsibly dispose of or recycle non-hazardous solid waste.

Water management. Suppliers should implement a water management program that documents, characterizes, and monitors water sourcing, use and discharge; seeks opportunities to conserve water; and controls channels of contamination. All wastewater is to be characterized, monitored, controlled, and treated as required prior to discharge or disposal.

Materials restrictions. Suppliers will adhere to all applicable laws, regulations and customer requirements regarding prohibition or restriction of specific substances in products and manufacturing, including proper compliance and guidelines for labeling, recycling, and disposal.

Energy consumption and greenhouse gas (GHG) emissions. Suppliers should adopt internal procedures for monitoring, analyzing, and reducing their energy consumption and GHG emissions from sources controlled by the Supplier as well as indirect GHG emissions associated with the purchase of electricity, steam, heat, or other cooling. Suppliers should set analyze performance and set targets to reduce GHG emissions, including through operational efficiencies and usage of renewable energy.

Business Integrity

Smart Eye will not tolerate any activity that violates any laws, rules, or regulations that can adversely impact our business practices and relationship with stakeholders and collaborators. We uphold to the highest standards of business integrity, included in our Code of Business Conduct and Ethics. We expect Supplier to adhere to and ensure compliance with all laws, rules, and regulations, including but not limited to those covering bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, illegal political contributions, antitrust prohibitions, and foreign corrupt practices. This may include the following:

Legal compliance. Suppliers should operate with the highest standards of business integrity and comply with all laws that apply to their business and their work with us, including but not limited to all anticorruption, anti-bribery, anti-money laundering, anti-terrorist financing, and antitrust and competition laws. Suppliers should also assist Smart Eye in its compliance with the economic sanctions and export control laws of the European Union and other jurisdictions. All dealings will be transparently performed and accurately reflected on Suppliers' books and records. Suppliers cannot offer, pay, solicit, or accept any bribe, kickback, or favor when dealing with government officials or in any business arrangements, or engage in any corruption, extortion, fraud, or embezzlement.

Conflicts of interest. Smart Eye forbids both actual and apparent conflicts of interest. Suppliers should not directly engage with any Smart Eye employee whose spouse, domestic partner, relative or other family member is employed by or holds a significant financial interest in the Supplier.

Gifts. Suppliers should not give gifts, regardless of value, to any Smart Eye employee working in procurement or supply chain management. Moreover, Suppliers should avoid gifts to any Smart Eye employee when the circumstances create or appear to create a conflict of interest. For example, Suppliers should not offer anything of value during a bid process or contract negotiation. Gifts offered or given at such times may appear as attempts to improperly influence Smart Eye employees. Any gifts, meals, or entertainment must comply with applicable laws, and should be consistent with local custom and practice. Cash and cash equivalents, such as gift cards, are never acceptable.

Privacy and data protection. Suppliers shall take appropriate measures to protect the reasonable privacy expectations of personal information of everyone they do business with, including suppliers, customers, consumers, and employees. Suppliers shall comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted, or shared.

Intellectual property & confidential information. Suppliers should respect intellectual property rights. Suppliers should transfer technology and know-how in a manner that protects intellectual property rights and conforms to the most stringent information protection requirements under their applicable agreements with Smart Eye. Suppliers should use appropriate means to safeguard customer information, in accordance with the most stringent information-protection requirements under their applicable agreements with Smart Eye.

Counterfeit components. Suppliers shall develop and operate effective methods and processes suitable for their products to avoid the risk of counterfeit components and material being integrated in their products to be supplied.

Disclosure of information. Suppliers should disclose information regarding business activities and structure, financial situation, and performance in accordance with applicable law and prevailing industry practices. Falsifying records and misrepresenting conditions or practices in the supply chain are prohibited.

Fair business, advertising & competition. Suppliers will obey applicable laws and uphold industry and regulatory standards of fair business, advertising, and competition. Suppliers shall not engage in collusive bidding, bid rigging, price fixing, price discrimination, or other unfair trade practices. Similarly, Suppliers should not share pricing information, allocate markets, or allocate customers with Suppliers' competitors. Suppliers are expected to understand and comply with all applicable antitrust and fair competition laws, including those related to marketing and advertising.

Training and communication. Suppliers should implement training and communication programs to educate their employees regarding the requirements of this Supplier Code of Conduct and Suppliers' own related policies. Suppliers should maintain a process for communicating clear and accurate information about their practices, policies, and expectations to their workers, next-tier supplier(s), and customers.

Whistleblower protections. Suppliers should prohibit unlawful retaliation against employees who report a compliance or ethical issue learned during the course of work performed for Smart Eye, or who cooperate in good faith with the investigation of a complaint.

Suppliers' subcontractors. We expect Suppliers to apply similar standards to their own suppliers and subcontractors by communicating the expectations contained in this Supplier Code of Conduct and holding them accountable. This includes contract and seasonal workers and temporary agencies.

Origin mapping. Suppliers should be capable of disclosing potential sources of primary origin associated with the products or services provided to Smart Eye. We reserve the right to ask Suppliers for supply chain mapping back to the origin to facilitate an assessment of upstream supply chain compliance. If Suppliers do not have this capability today, we expect them to share with us their future plans.

Compliance

Smart Eye expects all of its Suppliers to develop and implement appropriate internal business processes to ensure compliance with this Supplier Code of Conduct.

Smart Eye may use independent third parties to assess Suppliers' compliance with this Supplier Code of Conduct. These assessments generally include confidential interviews with employees and on-site contract workers. We may also request that Suppliers complete a self-assessment questionnaire.

Suppliers should be able to demonstrate compliance with this Supplier Code of Conduct upon our request, and we expect them to take action to proactively adhere to these principles and correct any non-compliance. We reserve the right to terminate any agreement, arrangement, or relationship with a Supplier if compliance with this Supplier Code of Conduct cannot be demonstrated.

For any questions about this Supplier Code of Conduct please contact us at compliance@smarteye.ai.