



Clean Max Enviro Energy Solutions Limited

Vendor Code of Conduct

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I. Introduction

Clean Max Enviro Energy Solutions Ltd and its controlled subsidiaries (collectively “CleanMax”) are committed to conducting business activities with honesty and integrity and in compliance with applicable legal and regulatory requirements. We expect that anyone that provides goods or services directly or indirectly to CleanMax (“**Vendors**”) adhere, at a minimum, to the same commitment to ethical business practice as set out in this Vendor Code of Conduct (“**Code**”), and to have the necessary policies and procedures in place to support such commitments within their supply chain.

If you have any questions regarding this Code, please contact your CleanMax representative.

II. Legal and Regulatory Compliance

CleanMax has global business activities and is subject to the supervision of numerous regulators. CleanMax expects all Vendors to:

- a. Understand and comply with applicable laws and regulations.
- b. Maintain all appropriate licenses, permits and other regulatory authorizations and requirements necessary to conduct the activities for which they have been hired by CleanMax.

III. Sustainability

CleanMax’s Sustainability principles are embedded throughout its operations to ensure that its business model will be sustainable. As such, we encourage our Vendors to:

- a. Have appropriate policies and programs to maintain good relationships with local communities, stakeholders, and Indigenous communities.
- b. Have strategies in place to reduce their environmental impact, including measuring, reducing, and, as may be requested by CleanMax or required by law, reporting greenhouse gas emissions. CleanMax may actively engage with individual Vendors to encourage these practices, set robust emission reduction targets, and track progress against environmental commitments.
- c. Assess the availability of, and where feasible use, equipment and components of high durability and recyclability and that are easy to dismantle and refurbish, incorporating recycled components into the manufacturing process when viable.
- d. Use resources responsibly and conduct operations with the aim to protect and preserve the environment. As appropriate, Vendors facilities must have suitable plans for notifying local authorities in the case of accidental discharge or release of hazardous materials or any other environmental emergency.
- e. Where adverse impact(s) directly linked to the Vendor’s operation, products or services could not be mitigated or were unforeseen, collaborate with relevant stakeholders to remedy impacts.

IV. Integrity, Ethics and Anti-Corruption

CleanMax has a zero-tolerance approach towards illegal activities, including bribery and corruption, money laundering, tax evasion and sanctions and export control violations and views the prevention of CleanMax being involved in, or facilitating, any illegal activities as integral to its business.

CleanMax has in place an Anti-Bribery and Anti-Corruption Policy and Program designed to prevent employees and Vendors from paying or receiving bribes or undertaking corrupt activities. We expect our Vendors to share these principles and uphold our standards and to develop and maintain policies and programs as appropriate to ensure that their representatives understand and adhere to these standards.

CleanMax expects all Vendors to:

- a. Comply with all applicable anti-bribery, anti-corruption, and anti-money laundering laws.
- b. Comply with all applicable competition and antitrust laws.
- c. Refrain from offering or making any payments of money or anything of value to any public officials, political parties, candidates for public office, charities or other business-related parties that could be considered to improperly influence any act or decision of such official or person for the purpose of promoting the business interests of CleanMax in any respect, or otherwise in violation of applicable law. This includes a prohibition on “facilitation”¹ payments of any kind.
- d. Refrain from entering into business relationships or transactions with CleanMax personnel in an individual capacity or in any way that could create the appearance of a conflict of interest or impropriety.
- e. Disclose to CleanMax and avoid or appropriately manage any actual or potential conflicts of interest arising due to either personal or business relationships.
- f. Deal fairly and honestly in their activities, behaving in an ethical manner and not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts, or any other unfair practice.
- g. Comply with all applicable tax laws and refrain from knowingly facilitating a person committing fraudulent evasion of tax.
- h. Confirm that neither they nor any related company (including parent companies) have been: (i) named or listed as the target of any economic, trade, or transactional sanctions imposed by any governmental agency; or (ii) otherwise banned or blocked pursuant to any laws that are enforced or administered by any governmental agency and promptly inform CleanMax if this changes.
- i. Comply with all applicable trade restrictions and sanctions laws, and not knowingly employ or do business with anyone suspected of being connected with criminal or terrorist activities or who is the subject of applicable trade sanctions.

¹Facilitation payments are small payments made to secure or speed up routine actions by public officials or other third parties that they are otherwise obligated to perform. This could include issuing permits, approving immigration documents, or releasing goods held in customs. Facilitation payments do not include fees prescribed by government agencies for expedited services.

- j. Adopt and implement appropriate policies and exercise due diligence to ensure that minerals used in Vendors' supply chains originating from conflict-affected and high-risk areas have not directly or indirectly financed or benefited armed groups or other actors that that might contribute to human rights abuses or other violence. Any minerals originating in a conflict-affected and high-risk area shall be responsibility sourced in accordance with these requirements (including but not limited to tantalum, tin, tungsten, and gold). Vendors are encouraged to align their policies and due diligence with the OECD Due Diligence Guidance for Responsible Business Conduct, OECD Due Diligence Guidance for Responsible Supply Chains for Minerals from Conflict-Affected and High-Risk Areas, and/or IFC Performance Standards, where high risk is present or where relevant.

V. Responsible Labor Practices

CleanMax requires that workers be treated with dignity, respect and in accordance with applicable laws and its Human Rights Policy and in a manner that respects human rights. CleanMax expects our Vendors to respect human rights and maintain processes to identify and prevent adverse human rights impacts including modern slavery that could arise from their or their suppliers' operations. Our Vendor Code of Conduct expectations are integrated into CleanMax's Human Rights Policy .

CleanMax expects Vendors to:

- a. Provide a safe and secure workplace for employees, contractors, and representatives that complies with all applicable health and safety laws, regulations, and practices.
- b. Provide fair compensation, fair benefits, overtime pay, time off, breaks, leave, and holidays in the context of local market factors that allows workers to cover their essential needs, at a minimum, comply with applicable laws and regulations, including those pertaining to withholding taxes, minimum wage, labor relations, insurance, health and occupational safety, and timely compensation. Wage deductions will not be used as a disciplinary measure.
- c. Provide training as necessary to ensure personnel have the required skills and certifications to perform the assigned work.
- d. Adhere to age-related standards set by the International Labor Organization and not use child labor or any form of forced¹ or involuntary labor, human trafficking, slavery, or servitude.
- e. Provide workers with clear, documented employment terms and not withhold workers' documentation including identity or immigration documents.
- f. Respect freedom of movement allowing workers to voluntarily leave work at any time or terminate their employment upon reasonable notice without penalty.
- g. Provide a workplace free from discrimination and harassment, whether on the basis of gender, age, disability, ethnicity or cultural affiliation, sexual orientation, belief, educational background, or any other basis prohibited by applicable law.
- h. Respect the right for freedom of association and/or collective bargaining unless restricted under local law, without fear of discrimination or reprisal.

¹ Forced labor includes the transportation, harboring, recruitment, transfer, receipt, or employment of persons by means of threat, force, coercion, abduction, fraud, or payments to any person having control over another person for the purpose of their exploitation.

- i. Provide fair and appropriate pay, benefits and working conditions.

VI. Workplace Health & Safety

CleanMax expects its Vendors to assess potential hazards to its workers and provide a workplace that seeks to prevent injury and ill-health and, at a minimum:

- a. Provide and maintain a clean, safe, and healthy working environment that complies with applicable laws, directives, and regulations, and minimizes occupational hazards. Working conditions must include reasonable access to sanitary facilities, fire exits, potable water and sanitary food preparation, storage and eating facilities, and adequate lighting and ventilation.
- b. Ensure that any Vendor-provided residential spaces are sanitary and safe, and equipped with adequate emergency egress, lighting, heat and ventilation, hot water for bathing, and reasonable personal space and entry/exit privileges.
- c. Obtain, keep current and comply with all required health and safety permits.
- d. Eliminate or control potential hazards through design, engineering, administrative controls, preventative maintenance and/or safe work procedures. When this is not possible, protect worker health through appropriate personal protective equipment programs.
- e. Implement procedures and related measures designed to prevent injury to workers, including providing adequate work training and personal protective equipment as appropriate and safeguards against infectious disease.
- f. Provide workers with appropriate workplace health and safety training in their language (or a language the worker can understand) for all identified workplace hazards that may be encountered in the course of their work.
- g. Post required health and safety information in the work facility or a location identifiable and accessible by all workers.
- h. Maintain reporting systems for workers to document, track and report health and safety hazards, incidents, and occupational injuries, and encourage workers to raise safety concerns without fear of retaliation or reprisal for so doing.
- i. Enforce workplace health and safety rules, and promptly and suitably address workplace health and safety-related deficiencies, hazards, or risks.
- j. Promptly inform CleanMax of any material health and safety incidents that occur while performing services for, or delivering goods to, CleanMax or its clients.

VII. Confidentiality

Vendors will protect personal, proprietary, and confidential information ("Confidential Information"), including information that they access, receive or process on behalf of CleanMax. Vendors must adopt and maintain processes to provide reasonable protections for such information and a degree of care that would apply to Vendor's own confidential information, but in any event, a reasonable degree of care.

VIII. Data Protection and Information Security

The safeguarding of CleanMax Confidential Information and privacy is of paramount importance to CleanMax. CleanMax expects Vendors to:

- a. Comply with applicable laws and regulations, including those relating to the data protection, privacy, security or the processing of personal data and information (“Global Data Protection Laws”) and not take any action that would prevent CleanMax from complying with its obligations thereunder.
- b. Provide services, where Vendors have access to CleanMax Confidential Information, in accordance with an industry recognized information security framework and information security policy. Maintain appropriate administrative, technical, organization and physical safeguards to preserve and protect CleanMax Confidential Information.
- c. Vendors must notify CleanMax immediately of any privacy breaches, security breaches or loss of CleanMax Confidential Information.

IX. Business Continuity and Disaster Recovery

We expect our Vendors to have adequate business continuity and disaster recovery plans in place designed in accordance with industry standards to maintain continuity of services to a reasonable degree after the occurrence of an event that results in an interruption or suspension of services. Upon request by CleanMax, Vendors will disclose in reasonable detail and discuss the elements of their business continuity plans.

X. Insider Trading

Information provided to Vendors by CleanMax may include material information that is not available to the public (“MNPI”) and that could influence an investor’s decision to buy or sell securities. Our Vendors agree not to, and will not permit their employees, contractors and agents who are in possession of CleanMax MNPI to (a) buy or sell any securities based on MNPI; or (b) recommend that any other person buy or sell any securities while in possession of MNPI.

If Vendors have any employees, contractors or agents located physically on-site at a CleanMax office, they may be subject to additional trading restrictions.

XI. Insurance

Vendors will maintain all required insurance coverage needed to provide services to CleanMax. Vendors will upon request promptly provide documentation to CleanMax that demonstrates such insurance coverage is in place.

XII. No Publicity

Vendors will not use any of CleanMax or its affiliates’ name, marks or other proprietary trademarks in any public or promotional materials without the prior written consent of CleanMax.

XIII. Ethics Reporting Hotline

CleanMax maintains an Ethics Reporting Hotline for its employees, Vendors, partners, and various other interested parties to anonymously report any concerns or raise any issues free of discrimination, retaliation or harassment pertaining to (i) accounting, auditing, or other financial reporting irregularities; (ii) unethical business conduct (including safety, environment, conflicts of interest, theft, and fraud); or (iii) violations of applicable law.

The CleanMax Ethics Hotline may be accessed by telephone (toll free) at the numbers listed in Appendix A or by submitting an anonymous report online at the website mentioned in Appendix A. CleanMax will investigate all reports in compliance with applicable laws or as it otherwise deems necessary.

XIV. Compliance with this Vendor Code of Conduct

Vendors will ensure that their personnel, contractors, agents, and other representatives understand and comply with this Code. We expect our Vendors to share our commitment to the minimum standards and principles in this Code and to have their own internal policies and procedures in place to support and monitor their compliance with such commitment. CleanMax reserves the right to monitor, assess and audit all Vendors according to this Code. Where incorporated into any contract, this Code will survive the contractual term. CleanMax expects that Vendors will:

- a. Promptly notify CleanMax as soon as it becomes aware of any actual or suspected breach of this Code.
- b. Ensure that the contents of this Code are additional to and do not in any way affect or prejudice any of CleanMax's rights and remedies under any applicable agreement with Vendors. In the event of any non-compliance with the requirements of this Code or breach of any applicable agreement, CleanMax reserves its rights and retains the sole discretion to exercise any rights under this Code, any relevant agreement and/or local laws and regulations. The failure or omission by CleanMax to insist upon strict performance and compliance with any provision of this Code shall in no way constitute a waiver of its right to do so. For further information on reporting, see Section 13, Ethics Reporting Hotline.
- c. Cooperate with CleanMax to ensure its compliance with applicable laws and regulations. This includes responding to CleanMax's reasonable requests for information, maintaining adequate documentation of compliance programs and obtaining compliance certifications as reasonably requested.
- d. In the event of any conflict or ambiguity between any provision of this Code and the provisions of any relevant agreement with any Vendor, the provisions of that agreement will prevail.
- e. This Code is subject to modification from time to time.

APPENDIX A

ETHICS REPORTING LINE:

*For Indian locations, the helpline contact info is as follows –

Phone Line (toll-free): 1800-202-8303

Web reporting portal: <https://cleanmax.integritymatters.in>

Email: cleanmax@integritymatters.in

*For locations outside India, the helpline contact info is as follows -

The Phone line is accessed in two stages:

1. Dialing the country-specific access code:
 - For Thailand - 1-800-0001-33
 - For Dubai - 8000-555-66
 - For Bahrain - 800-00-001
 - For any other locations outside India, refer: [Access code list](#)
2. Entering the toll-free hotline phone number, 800-603-2869, once prompted

Web reporting portal: <https://report.syntrio.com/cleanmax>

Email: reports@syntrio.com (please include company name 'CleanMax' in the email)

Vendor	Coverage	Language	Support availability
Syntrio	All offices outside India	English, Thai, Arabic	24/7
Integrity Matters	India	English, Hindi	24/7
		Indian Regional Languages	Mon - Fri (10 am to 7 pm) Other timings: Voicemail