

# Conversant Group™ Supplier Code

(August 19, 2024)

## Introduction

The Conversant Group family of companies, including Fenix24, Grypho5, and Athena7 – and any of their majority owned subsidiaries (together referred to in this Code as “Conversant Group,” or the “Group”) – is committed to excellence in support of our clients and our colleagues within the companies. This includes holding our suppliers to the same high standards of excellence to which we adhere. Complying with this Supplier Code (“Code”) is a condition of doing business with any Conversant Group business. The Code is global. We need and require all our suppliers to act ethically and in compliance with all applicable laws. Just as the laws may evolve over time, Group leadership may interpret, change, or rescind any portion of this Code and related policies, at any time.

## Scope

This Code is applicable to direct and sub-tier suppliers working within the Group’s supply chain, including suppliers’ employees, contractors, agents, independent contractors, and sub-tier suppliers within suppliers’ supply chain (“Supplier(s)”). In cases of non-compliance by any Supplier with this Code, the Group reserves the right to take actions against Suppliers for violations, including without limitation the termination or reduction of business, onsite compliance auditing, seeking of damages, and/or termination of agreements with the Supplier without charge to the Group.

## Statement of Principles

Conversant Suppliers must comply with:

- All applicable laws, regulations, and purchasing requirements, including but not limited to relevant provisions under the US Federal Acquisition Regulation (FAR) and the Defense Federal Acquisition Regulation Supplement (DFARS) and any U.S. federal agency supplement.
- United Nations (U.N.) Conventions, including U.N. Declaration of Human Rights, U.N. Convention on the Rights of the Child and U.N. Guiding Principles on Business and Human Rights.
- UK and Australian Modern Slavery Acts.
- California Transparency in Supply Chains Act.
- Relevant International Organization for Standardization (ISO) management systems, including but not limited to ISO 9001 (Quality Management Standard), ISO 14001 (Environmental Management Standard), ISO 45001 (Occupational Health and Safety Standard), ISO 27001 (Information Security Standard), and ISO 22301 (Business Continuity Management Standard).
- NIST (National Institute of Standards and Technology) Cybersecurity Framework.

Suppliers shall meet or exceed applicable laws and with this Code. All Suppliers are expected to conduct at least annually due diligence of their respective supply chains, which includes the use of risk assessments and mechanisms to objectively measure compliance. Suppliers should highlight any risks adhering to these standards as a part of doing business with Conversant.

# 1. Securitas Summa

This is our first principle: Securitas Summa, meaning security above all. Our work is to improve security, while we enhance the ability to find and recover data. If you believe we could or should handle security better, let your leader or the Chief Security Officer know, or the General Counsel. As we all know, there are times people make mistakes or threat actors try to obtain wrongful access to data. You must notify Conversant Legal, and our Chief Security Officer, immediately, if you know or have reason to believe that the security or privacy of any personally identifiable information from Conversant has been breached.

Suppliers shall maintain security controls and risk management processes to identify and mitigate sourcing, cyber and physical security risks throughout the product lifecycle and provide product integrity. Suppliers must (1) implement and maintain counterfeit mitigation measures that substantially meet the system criteria specified in 48 CFR 252.246-7007 (Contractor Counterfeit Electronic Part Detection and Avoidance System); (2) provide to Conversant on request, information concerning such counterfeit mitigation measures; and (3) address any material deficiencies in such mitigation measures that may be identified by Conversant or by Suppliers. Suppliers must also adhere to existing Conversant security policies as applicable, including, but not limited to, data protection agreements, secure development specifications, and logistics security.

Suppliers shall drive security best practices aligned to industry standards such as ISO 27001 and NIST Cybersecurity Framework, among others, and collaborate with Conversant on continuous improvement.

# 2. Laws, Regulations, and International Standards

## COMPLIANCE WITH LAWS AND REGULATIONS

It is essential that Suppliers conduct their business legally and ethically. Suppliers shall comply with all applicable laws and regulations. To the extent more specific terms and conditions are contained in a contractual agreement, the more specific terms and conditions govern.

## TRADE COMPLIANCE

Suppliers shall comply with export control and economic sanctions laws and regulations of the United States, the European Union and other applicable jurisdictions (“Trade Compliance Laws”). This includes, without limitation, export licensing requirements, end user, end-use, and end-destination restrictions, prohibitions on dealings with sanctioned individuals and entities, including but not limited to persons on the U.S. Office of Foreign Assets Control's (OFAC) Specially Designated Nationals and Blocked Persons List, or the U.S. Department of Commerce Denied Persons and Entity Lists, as well as entities subject to military end-use restrictions. Supplier agrees not to violate the Trade Compliance Laws with respect to sourcing, licensing or delivery of products. Suppliers must maintain trade compliance policies and procedures adequate to ensure your compliance with Trade Compliance laws and regulations. Suppliers to the Group must also comply with all applicable U.S. and international laws and regulations pertaining to the detection, prevention, and reporting of potential money laundering and terrorist financing activities.

## ANTI-CORRUPTION – Laws and Conflicts

The Group does not tolerate bribes, kickbacks or extortion of any kind. Business decisions involving Conversant shall always be made based on the merits of Conversant products and services. Suppliers must comply with all applicable anti-bribery, anti-kickback, and anti-corruption laws, including without

limitation, the U.S. Foreign Corrupt Practices Act, the United Kingdom Bribery Act of 2010, and those in effect anywhere you do business related to activities with Conversant (“Anti-Corruption Laws”).

Suppliers must never offer, promise, request, authorize or accept a bribe, directly or through a third party, for any reason. A bribe can be anything of value, including cash payments, gifts, travel or lodging expenses, donations, entertainment, or job opportunities, intended to improperly influence, secure, or reward a decision or action of the recipient. Suppliers shall maintain and enforce reasonably adequate policies, procedures, and internal controls to ensure compliance by yourself and your own supply chain. Do perform reasonable due diligence to prevent misconduct from happening, and do not work with any individual or entity that engages in, or is suspected of engaging in, bribes, kickbacks, fraud, or other improper activities. All gifts, meals, travel, or entertainment offered or provided by Suppliers must comply with Anti-Corruption Laws and local laws, rules, and regulations. Gifts or hospitality shall never be offered or provided under circumstances that create the appearance of impropriety.

Alongside the law, our policy is that Suppliers must avoid both actual and potential conflicts of interest. A conflict of interest is any circumstance, including a personal relationship, the giving or receiving of lavish business courtesies, a business investment, or other financial interest that may compromise a Supplier’s ability to act with objectivity and in the best interests of Conversant. Suppliers must promptly disclose to Conversant all pertinent details of any situation that is or may become a conflict of interest.

## PRIVACY AND PERSONAL DATA PROTECTION

Suppliers must inform themselves and comply with all relevant laws and regulations related to privacy and data protection. Suppliers must access, collect, use, share, transfer and store the personal information of others (a) only when specifically authorized and only as necessary for legitimate business purposes (b) only with the appropriate notices and/or consents required for the purposes for which that personal information will be used, and (c) only within contractual usage limits. Each Supplier shall hold accountable its own subcontractors to at least the same requirements including those in your contracts with the Group, and must have contracts protecting data privacy where required to move personal data internationally. This also includes complying with the applicable Standard Contractual Clauses, and the data protection promises in our standard supplier Data Processing Agreement for Suppliers, at [www.conversantgroup.com/supplierDPA](http://www.conversantgroup.com/supplierDPA) -- unless an appropriate alternative safeguard, instead, expressly applies to protection of personal or private data under the your supply agreement with Conversant. You must notify Conversant promptly should a suspected or actual breach of data security or privacy occur involving personal data received from, or collected for the benefit of, Conversant.

## PROTECT CONFIDENTIAL AND PROPRIETARY INFORMATION

Suppliers must always protect Conversant assets, confidential information and intellectual property. The following are examples of information that Suppliers must not disclose without Conversant’s express authorization (absent requirement by law or court order to disclose, and coordination with Conversant prior to such disclosure unless such coordination notice to Conversant is barred by law or court order):

- The terms and conditions of your agreement(s) with Conversant;
- Conversant plans, pricing, costs, terms, customer lists or other competition sensitive information;
- Security or data recovery information or methods; and
- Personal information of Conversant employees, contractors or customers.

Conversant confidential information may only be shared with those with a need to know the information to fulfill the purpose for which Conversant engaged Supplier.

Suppliers must also respect and protect the intellectual property rights of Conversant including, without limitation, patent, trademark, copyright, and trade secret rights, and use those rights only in accordance with valid licenses, or other relevant contractual provisions. Suppliers must notify Conversant immediately of any known unauthorized use of Conversant confidential information by any third party.

## COMPLY WITH ANTITRUST AND COMPETITION LAWS

Conversant is committed to observing the applicable antitrust or competition laws (“Competition Laws”) of all countries in which it conducts business and expects Suppliers to share that commitment. The Competition Laws prohibit actions which are deemed to unreasonably restrain trade, such as, but not limited to, fixing prices or allocating customers. The penalties for failing to comply with these laws can be severe and include significant fines and possible jail time for certain infractions.

## NON-DISCRIMINATION

At Conversant, we will never unlawfully discriminate, period. We expect and require the same of our vendors. Each Supplier shall provide a workplace that is free from direct or indirect discrimination and inhumane or discriminatory treatment or threat thereof; including but not limited to sexual harassment, sexual abuse, corporal punishment or other enforcement or coercive measures that compromise an individual's physical or mental integrity. This requires that everyone in the workforce is treated with respect regardless of gender, religion, age, disability, nationality or cultural differences, sexual orientation and/or other characteristics. We require vendors to conduct non-discrimination and harassment training required by law or regulation. To the extent that any specific information about this requirement needed from a supplier, we expect prompt cooperation.

## 3. Certain Policy Commitments and Supplier Requirements

Conversant imposes specific requirements on its Suppliers with respect to the following issue areas:

### FEDERAL ACQUISITION REGULATION (FAR)

If Conversant is providing Supplier's products or services under a United States government prime contract or subcontract, Supplier shall comply with the applicable provisions of the Federal Acquisition Regulation, published in the version of Title 48 of the United States Code of Federal Regulations (“CFR”) at 52.244-6 in effect on the date Conversant issues its order to Supplier. It is Supplier's responsibility to stay up-to-date on the clauses in 52.244-6. Suppliers shall also comply with the requirements of 41 CFR §§ 60-1.4(a), 60-300.5(a) and 60-741.5(a), which prohibit discrimination against qualified individuals based on their status as protected veterans or individuals with disabilities, and prohibit discrimination against all individuals based on their race, color, religion, sex, or national origin. Supplier shall also comply with the provisions of 48 CFR 52.204-21, 48 CFR 252.204-7012, 48 CFR 252.204-7019, 48 CFR 252.204-7020, and 48 CFR 252.204-7021 if: (i) Supplier's performance involves access to “Federal contract information” or “covered defense information” (as those terms are defined in 48 CFR 52.204(a) and 48 CFR 252.204-7012(a), respectively); and (ii) Supplier is providing other than Commercial Off-The-Shelf items. Conversant may require Supplier to separately certify its compliance with any of the above cited regulations.

## RESTRICTED SOURCES AND TECHNOLOGIES

Supplier represents that it does not provide: (1) covered telecommunications equipment or services, or (2) any equipment, system, or service that uses covered telecommunications equipment or services as a substantial or essential component of any system, or as critical technology as part of any system, as defined in FAR 52.204-25 and any applicable United States Executive Order. Supplier also represents that it does not provide to Conversant any products, solutions, software or technologies (or any substantial/essential component thereof) that are sourced from anyone restricted as a source by FAR. Supplier shall immediately notify Conversant directly if it sources from any supplier restricted by FAR.

## WORKING CONDITIONS, FORCED LABOR AND HUMAN TRAFFICKING

Conversant is committed to upholding the human rights of workers at any tier of its supply chain, and to treating them with dignity and respect. Workers include direct employees, temporary workers, migrant workers, student workers, contract workers, and any other person(s) providing labor and employment services to Supplier. This commitment also encompasses (but is not limited to) the following core tenets:

- Forced, bonded (including debt bondage) or indentured labor, involuntary prison labor, slavery or trafficking of persons of any age shall not be used at any tier of the supply chain, including use of recruitment fees by suppliers or labor agents recruiting workers.
- No misleading or fraudulent practices by employers or labor agents during employee recruitment.
- Child labor is prohibited in any tier of the supply chain.

## MINERALS AND RESPONSIBLE SOURCING

Suppliers must take reasonable measures to determine whether the products they supply to us contain tantalum, tin, tungsten, or gold, and, if so, implement supply chain due diligence processes to identify the sources of these metals and to support efforts to eradicate the use of minerals that finance – directly or indirectly-- armed conflict in the Democratic Republic of Congo or adjoining countries.

## 4. Continuity & Sustainability Programs

We expect all suppliers to develop and maintain business continuity and resilience plans (BCRP) in accordance with your agreement(s) with Conversant and / or business continuity best practices.

Suppliers shall comply with all applicable environmental, waste, and sustainability laws and regulations. Suppliers shall make reasonable efforts consistent with their size and their business activities, towards the goal of reducing any harm to the environment. Suppliers must provide information about efforts to comply with this section, when requested.

## 5. Assessments and Reporting Violations

### FINANCIAL INTEGRITY AND ACCURATE RECORD KEEPING

Suppliers must maintain and provide upon request proper, accurate, complete and reliable financial and business records to Conversant relating to any transactions or expenditures relevant to any Conversant business. Using any false or misleading accounting practices is grounds for terminating a Supplier.

## ENSURING SUPPLIER SUITABILITY & ASSESSMENTS

Conversant may conduct risk-based due diligence on Suppliers at any time. Suppliers must comply with Conversant's due diligence and provide complete, accurate, and timely information where requested to facilitate such efforts. Upon request, you agree to certify compliance with relevant laws and this Code, and perform any reasonably requested mitigation, in a manner and timeline acceptable to Conversant. Upon notice, Conversant may audit Supplier, in a non-disruptive fashion, concerning compliance with applicable laws, and this Code. You are required to cooperate, and to provide reasonable assistance and records regarding compliance with your obligations to Conversant.

### Speaking Up and Reporting Suspected Violations

If a Supplier knows of, or suspects, a violation of applicable laws or regulations or this Code, the Supplier shall report the matter as follows:

- Send an email to [LegalNotices@conversantgroup.com](mailto:LegalNotices@conversantgroup.com) or
- Write the General Counsel or send a notice by overnight courier, to: 1513 Cowart Street, Chattanooga, Tennessee, 37408.

Supplier must promptly notify Group if Supplier is debarred, suspended, or proposed for debarment or suspension by any governmental department or agency. Conversant will not retaliate against anyone who provides information or otherwise assists in an investigation or proceeding regarding any conduct the person reasonably believes constitutes a violation of applicable laws or this Code. Each Supplier must provide reasonable assistance to any investigation by the Group of a violation of this Code or applicable laws, and shall allow the Group reasonable access to all facilities and records concerning compliance with this Code.