

II:II SYSTEMS

Supplier Policy (Supplier Code of Conduct)

VERSION 1.0



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Purpose

This Supplier Policy (Supplier Code of Conduct) applies to all suppliers, vendors, contractors, service providers and consultants who do business with 11:11 Systems worldwide. 11:11 Systems is committed to acting ethically and conducting its business with integrity. We expect our suppliers to do the same.

Policy Details

Business Conduct

In general, suppliers are expected to comply with the following:

- ▶ **11:11 Systems Procurement Process:** Suppliers will be onboarded through an enterprise spend management solution and will promptly and fully comply with the Supplier Onboarding process and requests for documentation. Suppliers will abide by our internal Procurement procedures for issuing purchase orders prior to commencing work. All pricing and agreement negotiations must be coordinated through 11:11 Systems Procurement team. All supplier agreements must be reviewed and approved by members of the Legal and Procurement team.
- ▶ **References:** 11:11 Systems' name or logo cannot be used anywhere without having prior written consent.
- ▶ **Business Continuity:** We expect our suppliers to have business continuity plans in place to ensure that their business operations will continue with minimal disruptions in the event of a disaster.
- ▶ **Reciprocity:** No supplier is required to purchase our products or services in order to compete for our business.
- ▶ **Competition:** Fair competition is important to 11:11 Systems. It is the policy of our corporation to use competitive bidding practices in the procurement of goods and services.

Legal Compliance

Suppliers must comply with all applicable laws and regulations and will also be expected to do what is right in any given situation. 11:11 Systems expects suppliers to adhere to both the letter and spirit of laws specifically those around safety, labor, environmental, export compliance, security, privacy, intellectual property and anti-trust laws and regulations. In particular suppliers must abide by the following:

- ▶ **Anti-corruption:** 11:11 Systems is committed to conducting its business legally and ethically and free from corruption. "Corruption" generally refers to obtaining or attempting to obtain, a personal benefit or business advantage through improper means. Suppliers must comply with all applicable international anti-corruption laws and regulations. Where it is foreseeable that the Supplier may interact with non-U.S. government entities or officials on 11:11 Systems' behalf, Suppliers must undergo certain anti-corruption due diligence review.
- ▶ **Conflict of Interest:** Suppliers must avoid any situation or relationship that may involve an inappropriate conflict or the appearance of a conflict with the interests of 11:11 Systems. For example, a conflict may exist when 11:11 Systems employees and their family members hold any significant economic interest in any entity that does business with 11:11 Systems.

Suppliers are required to disclose any situation that may appear to be a conflict of interest prior to entering into any business transaction. The disclosure requirements include the reporting of non-business relationships with 11:11 Systems employees who can make decisions impacting the supplier's business, or employees or family members of the supplier who serve as officers, directors, employees, agents or consultants of 11:11 Systems.

- ▶ **Gifts:** Suppliers shall not offer or provide gifts, hospitality or entertainment to any 11:11 Systems employee or family member of our employees. Our employees or their families cannot ever receive any personal benefit. That includes, but is not limited to, a payment; cash equivalents such as gift cards; gifts, favors or travel. We allow gifts of promotional items of nominal value, with nominal defined as less than \$75 U.S. (e.g., pens, paperweights and t-shirts) or a meal or entertainment, which can only be of nominal value and is reasonable and customary within ethical business practices. Nominal value means unmistakably inexpensive. We expect our suppliers to support our policy.
- ▶ **Insider Trading:** Suppliers must ensure that non-public information obtained in the course their relationship with 11:11 Systems is not used for the personal benefit of the supplier, their employees or other persons.
- ▶ **Intellectual Property:** Suppliers must not misuse trade secrets or proprietary or confidential information of 11:11 Systems' for their own purposes or disclose such information to unauthorized third parties.
- ▶ **Confidentiality:** Suppliers must protect our information, not disclose it to any unauthorized third party, and use it only for the business of 11:11 Systems. A signed mutual Non-Disclosure Agreement (NDA) is required prior to engaging with any employee.
- ▶ **Export Controls:** Suppliers must strictly comply with all export restrictions applicable to our software and services and reflected in relevant contracts and as required by applicable laws and regulations.
- ▶ **Fair Competition:** Suppliers shall not propose or enter into any agreement any competitor to fix prices, margins, or terms and conditions or to divide up any markets or customers, or to restrict resale pricing of our products.

Social Responsibility

11:11 Systems Procurement will evaluate each supplier based on their ability to meet the business' needs in an efficient and socially responsible manner. This includes understanding their environmental, social and ethical responsibilities as well as actively pursuing ways in which they can positively contribute to society.

- ▶ **Environmental Sustainability:** We expect our suppliers to conduct a business relationship with 11:11 Systems under sound sustainability practices. Suppliers must have a commitment to reduce their environmental impact. This includes continuously integrating sustainability practices into their workplace and business operations which result in a reduction of greenhouse gas emissions. We expect suppliers to maintain total transparency in their progress towards environmental sustainability.
- ▶ **Human Rights and Labour:** Suppliers shall not engage in any form of human trafficking and slavery and also ensure that there is no slavery or human trafficking in its supply chains. Drawing on works by the United Nations and the International Labour Organization, we expect all suppliers to respect the human rights of their employees and provide them equal opportunity. This entails fostering an inclusive environment that condemns any type of discrimination, child and forced labour.
- ▶ **Occupational Health and Safety:** Suppliers must remain cognizant of the impact their operations may have on the health and safety of its employees, contractors, suppliers, customers and visitors. Suppliers shall conduct all of their business operations activities with a perspective of prevention and reduction of accidents and risks of all types.

- ▶ **Supplier Diversity:** 11:11 Systems' policy is to provide all suppliers equal access to purchasing opportunities. We expect our suppliers to do the same with their supplier base specifically when doing business for 11:11 Systems.

As a government contract / subcontractor, 11:11 Systems requires Suppliers comply with the current final rules, amendments and provisions of Executive Orders 11246, 13496, the Rehabilitation Act of 1973, including Section 503, the Vietnam Era Veterans' Readjustment Assistance Act of 1974, the 2002 Jobs for Veterans Act (JVA), and their implementing regulations at 41 CFR Part 60.

Suppliers shall not discriminate against any employee or applicant for employment because of race, color, creed, religion, sex, age, national origin, marital status, citizenship, physical and mental disability, criminal record, sexual orientation, gender identity or expression, status as a disabled, recently separated, active duty wartime or campaign badge, Armed Forces service medal or other protected veteran, genetic information, predisposition or carrier status, status with respect to receiving public assistance, domestic violence victim status or any other characteristics protected under applicable law.

Monitoring & Compliance

11:11 Systems will monitor Suppliers' compliance with this policy and require its Suppliers to certify to their compliance with this Policy. Any violations of this policy may result in 11:11 Systems discontinuing its relationship with the supplier.

You may submit a report of suspected violations of this policy by phone or web by accessing the [EthicsPoint - 11:11 Systems Inc. Helpline](#).

Questions regarding the Supplier Policy should be directed to Procurement.

Definitions

“Supplier”: any person or organization providing services or materials to 11:11 Systems, including but not limited to, vendors, contractors, service providers and consultants.

Other Related Documents

[Environmental, Social & Governance Policy](#)