

Keyloop's Supplier Code of Conduct & Ethics

Keyloop are committed to ethical business conduct and set out the standards of behaviour we expect of each of our suppliers and third parties in our supply chain within this Code of Conduct. We always want to ensure we protect the hard-earned reputation of our business and the trust of our customers and employees.



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Supplier Code of Conduct & Ethics

Keyloop prides itself on being an ethical business and on adopting practices and principles which are ethically sound and enable us to do well by doing good. Keyloop has built a culture of compliance, honest business conduct and solid business ethics alongside its reputation for service, quality and fair dealing.

We expect that members of our supply chain will already have very similar principles and codes of conduct in place. This Code of Business Conduct and Ethics (“Code”) is not intended to override an organisation’s own policies and procedures but sets out the minimum level of commitment that we expect to see.

Acts or omissions contrary to the principles of business ethics as enshrined in this Code by Keyloop suppliers can damage Keyloop’s business and reputation. Keyloop is providing this Code to Keyloop suppliers in an effort to ensure that the expectations and standards upheld at Keyloop are understood and adhered to.

Keyloop encourages Keyloop suppliers to review the Code carefully, become familiar with its content and draw guidance from, and understand, Keyloop’s expectations of ethical and responsible behaviour.

As an organisation, we always comply with all applicable laws and regulations. If a law or regulation requires us to do something, we do it. If a law or regulation prohibits us from doing something, we don't do it. Simple. We therefore have a ‘zero tolerance’ policy when it comes to unethical business behaviour, such as bribery and corruption. As a supplier, you must comply with all applicable laws and regulations in the relevant jurisdiction, the requirements set out in this Code, any other code/policy/rule communicated to you by Keyloop from time to time and your contractual obligations to us.

Keyloop's Global Ethical Principles

- ✓ Always act with integrity
- ✓ Use good judgment and common sense
- ✓ Treat others with respect and dignity
- ✓ Comply with this Code, Keyloop policies, and the law at all times
- ✓ Ask for help if you have questions
- ✓ Be accountable for your actions
- ✓ Report anything that doesn't seem right

Each one of us must hold ourselves accountable and set an example for others. When we act in a way that reflects the values described in this Code, we are helping protect our reputation and culture.

Ethical Practices

We do the right thing!

Integrity is everything and we strive to conduct our business with the highest level of integrity.

Wherever we work and whatever supplier we work with, adhering to this Code helps keep us safe and protects the good reputation of Keyloop, our customers and our supply chain.

We respect our differences and each country's customs and business practices. We always win business fairly by delivering value and excellent service to our customers, not by purchasing favours. We always comply with each country's laws and regulations, but the Code goes further than that and helps guide us in our behaviours and our decision-making, so we are able to do the right thing in an open and transparent way. We expect our suppliers to adopt customs and business practices that also ensure they can 'do the right thing'.

Bribery & Corruption

We take a zero-tolerance approach to bribery & corruption.

These behaviours are unacceptable and illegal. We expect our supply chain to succeed on own merits and not based on bribery and illegal payments.

Suppliers should never bribe, promise, offer or give (directly or through a third party) anything of value to anybody to improperly influence any decision to get or keep business or secure any improper advantage even if refusing to pay means losing business. This includes small bribes or facilitation payments, for example, payments made to induce somebody, frequently a government official, to perform or expedite a routine duty or function, even if such payments are considered customary in a geographic location or industry.

Gifts & Hospitality

In your dealings with Keyloop, you must use discretion and care to ensure that expenditures on or by Keyloop personnel or representatives are permitted under this Code and could not reasonably be construed as bribes or improper inducement or otherwise violate applicable laws and/or regulations.

When travelling and conducting business on behalf of Keyloop, Keyloop Suppliers are expected to only incur expenses which are subject to Keyloop's prior approval and are in line with expenses policies in force.

Gifts to Keyloop employees, no matter how well-intentioned, might constitute a bribe under certain circumstances or create conflicts of interest. Do not offer anything of value to obtain or retain a benefit or advantage for the giver, and do not offer anything that appears to influence, compromise judgment or obligate the Keyloop employee.

Any gift must be permissible under the Keyloop policies referenced above. Any gifts, meals or entertainment must comply with applicable law, must not violate the giver's and/or receiver's company policies.

International Trade Compliance

Keyloop abides by all applicable laws and regulations governing international trade. These laws and regulations cover the import, export and re-export of products, services, software, technology, and technical data, as well as sanctions and anti-boycott requirements.

Keyloop requires that you comply with all applicable foreign export/import laws or any applicable international trade regulations or treaties. Failure to comply could result in the loss or restriction of your, or Keyloop's, export/import privileges.

You are responsible for understanding how the international trade laws apply to your business and services and for conforming to these laws, ensuring that no direct or indirect exports/imports are made in violation of these laws or will be used for any purpose prohibited by these laws.

Fair Competition

Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. Keyloop is committed to obeying both the letter and spirit of these laws in the countries in which we work and do business. Competition laws are designed to ensure that businesses compete fairly and honestly. They prohibit conduct seeking to reduce or restrain competition. We comply with all competition laws, and we avoid all actions that give even the appearance of wrongdoing.

You must never engage in practices or discussions of matters which could, or do, breach competition laws, with Keyloop, other Keyloop partners, or representatives of other companies. Keyloop also prohibits the use of unfair methods of competition and deceptive practices such as making false or misleading representations about products or services, making product or service claims without facts to substantiate them.

Conflicts of Interest

The term “conflict of interest” describes any circumstance that could cast doubt on your ability to act with total objectivity with regard to Keyloop’s interests.

We expect our suppliers to be free from any conflicts of interest. Conflict of interest situations may arise in many ways. If you feel that you have an actual or potential conflict with Keyloop or any of its employees, you must report full details to Keyloop promptly. You shall also use all reasonable efforts to remove such conflict of interest at the advice of Keyloop if we become aware of it.

Dealing with Government & Political Activities

You must strictly observe the laws, rules, and regulations that govern the acquisition of goods and services by any governmental entity of any country and the performance of government contracts where you are providing such goods and/or services. If you deal with any governmental entity in connection with your relationship with Keyloop, you are responsible for learning and complying with all rules that apply to government contracting and interactions with government officials and employees. You must also assure compliance with all applicable legislations and adhere to stipulations of standards and certification schemes the relevant Government is committed to.

Lobbying is generally any activity that attempts to influence laws, regulations, policies, and rules. In certain jurisdictions, however, the legal definition of “lobbying” can also cover procurement and business development activity. You may not lobby any government official on behalf of Keyloop unless specifically retained by Keyloop for that purpose through a written agreement.

Protecting Intellectual Property & Confidential Information

Keyloop respects the intellectual property rights of others and expects other companies to respect Keyloop's intellectual property rights. You must respect the intellectual property of Keyloop and not use Keyloop's technology or reproduce copyrighted software, trademarks, documentation, or other materials without written permission. In the course of working with or for Keyloop, you must not use proprietary information, patented technology or copyrighted software, documentation, or other materials of Keyloop's or third parties without authorisation.

You are also required to protect any Keyloop (or its customers') confidential information that you have access to in connection with the provision of your products and services to Keyloop. You must safeguard confidential information by not transferring, publishing, using, or disclosing it other than as necessary in the ordinary course of business or as directed or authorised by Keyloop.

When requested by Keyloop, you are required to enable an evaluation by the Keyloop Information Security Team or Procurement Department to be carried out to ensure appropriate policies, security standards and procedures are followed when accessing, processing, or managing Keyloop confidential information, Keyloop networks, or the networks and confidential information of a Keyloop customer.

If we discover such intellectual property rights of any third party have been utilised without proper authorisation, or if you have shared our confidential information without authority, then it would be considered a breach of this Code and also a breach of our underlying contract with you.

Protecting Personal Data: Trust & Respect

Keyloop collects a large amount of data, including information relating to our colleagues, our customers, our suppliers and other third parties. Keeping this information and data secure is a key foundation of the trust that the parties we work with place in us.

If your services to us involve the processing personal data it you must properly store, use, and transmit this information according to the terms of our contract with you, applicable legislation and local data protection and retention guidelines. You should follow, at all times, any instructions we give you relating to the retention of personal data that belongs to us or our customers, and any other local instructions and guidance relating to the retention of data (including the instructions of any data controllers we are processing the data of).

It is critical that you follow the right steps if you suspect that a data incident has occurred within your organisation that might have an impact on Keyloop's, or its customers', personal data so always ensure you report any incidents to your Keyloop account contact and also to our Keyloop Data Protection Officer immediately: DPO@keyloop.com

Information Security

Protecting the information and data we collect, process and store from an information security perspective is as important as the steps outlined above. This is a critical responsibility for us all, especially our supply chain. We expect our supply chain to treat our company property, both tangible and information assets, with the same care and respect that you do your own.

Cyber threats are everywhere. That's why we all need to be diligent guardians of Keyloop hardware, software, and electronic communication systems. We must be all vigilant and use sound judgement. We expect our suppliers to comply with any reasonable instructions contained in information policies or guidelines we may provide you with from time to time if you are processing our data and information or accessing our systems.

Record Keeping & Accurate Reporting

Honest and accurate records are critical for making sound business decisions, complying with applicable legal requirements, reporting to government agencies, and upholding the reputation and credibility of Keyloop. That's why we expect you to keep good records. You should not falsify, forge, or improperly alter company or official documents. This includes business and financial records, such as company books, records, accounts and financial statements.

If you become aware of a mistake or inaccurate records, you must Speak Up!

Keyloop is required to maintain records for several reasons, including business needs, reporting to its customers and for legal and regulatory requirements. You will have in place your own record retention and management policy, but you should also ensure that you comply with the following:

- Ensure that all books, records and accounts are complete and accurate.
- Never knowingly make a false or misleading entry into a timesheet, report, accounting record or expense claim.
- Keep records for the period specified in the contractual terms or per our instructions.
- Preserve all records that need to be kept for legal and regulatory reasons.
- Securely dispose of all records that are no longer needed after the retention period has expired and only if the record is not required to be preserved for legal and regulatory reasons.

Anti-Money Laundering, Financial Crime & Fraud

Keyloop has a zero tolerance to any form of financial crime.

Money laundering is against the law and our payment and sales practices are designed to ensure Keyloop resources are not used to violate these laws. You should also adopt payment and sales practices designed not to violate them.

If you become aware of any unusual transactions, including requests to make payments to, or receive money from different companies to the ones we are contracting with, make sure you raise your concerns and exercise good judgment. Keyloop must only do business with organisations that are willing to provide us with proper information so that Keyloop can determine whether the payments are appropriate.

To commit fraud usually means that you have committed theft by using dishonest behaviours, such as deception, forgery, lying and taking unfair advantage by manipulation or misuse of information. Keyloop expects our suppliers to be equally committed to preventing, detecting and investigating all occurrences, and suspected occurrences, of fraud and any intentional act committed to secure an unfair or unlawful gain.

Supply Chain

We expect our suppliers under all circumstances procure goods and services in a responsible manner. In particular, you will select your own suppliers (where they may be involved in providing goods or services directly or indirectly to Keyloop) based on them agreeing to adhere to standards comparable to those set out in this Code.

It is important that the whole supply chain acts in accordance with these important ethical principles.

People

Ensuring Fair Employment Practices

Keyloop is dedicated to supporting human rights and ethical labour practices across our supply chain and our business activities. We do not participate in or tolerate the deprivation of a person's liberty for commercial gain, including slavery, forced and compulsory labour and human trafficking and we expect our suppliers to not tolerate these either.

We expect our suppliers to follow all applicable wage and hour laws, including minimum wage, overtime and maximum hour rules.

You must also respect every employees' right to choose to join or not to join a trade union, or to have recognised employee representation in accordance with applicable law.

Promoting Respect, Equality, Diversity & Inclusion

At Keyloop we believe that we are all unique and we all make valuable contributions to the workplace. All employees have the right to be treated with respect and dignity and to work in an environment free from all forms of unlawful discrimination. All third parties we work with or do business with, should do so fairly and without discrimination or unconscious bias.

Our suppliers are expected to be dedicated to providing a harassment-free and inclusive environment, providing working environments for everyone regardless of gender identity and expression, sexual orientation, disability, neurodiversity, physical appearance, body size, ethnicity, nationality, race, colour, age, religion, veteran status, marital status, health status or any other legally protected category.

“Harassment” is a behaviour which creates a hostile work environment that can unnecessarily interfere with another person’s work performance and personal life. It may be physical, or verbal and it may be done in person or by other means, such as emails or social media. We do not tolerate harassment in any form in our supply chain and you must avoid in engaging in harassing activities.

The Workplace & the Environment

Workplace Health & Safety

Every employee has the right to feel safe and secure in the workplace. People are any organisation's most valuable asset and we all have a role in creating and maintaining a safe and secure environment for ourselves, our colleagues, our visitors and other people we work with or who visit our premises. This is equally applicable if you are working remotely.

Every country we do business in has health and safety laws and regulations with which we comply. Health and safety incidents can have a serious personal impact on people's lives, as well as causing disruption for the business, causing absences for example.

You must all follow Keyloop health and safety procedures, as well as applicable laws and regulations, whilst you are visiting any Keyloop premises. For more information see our Keyloop Health & Safety Policy which will be available to you during a visit in any local policies that apply in the countries that you work within.

It is vital that you also adopt equivalent standards of protection of the health and safety of your workforce, visitors, customers and supply chain.

We expect you to promptly notify us of incidents which may cause you to be in breach of this Code or which may have an impact on the products and services you provide to Keyloop.

Violence in the Workplace, Drugs & Alcohol

You should not tolerate any form of workplace violence.

Physical and verbal acts or threats of violence, whether made seriously or in jest to an employee or anybody else, are never acceptable. Violence can include actual violence as well as threatened violence, acts of violence, intimidation or attempts to instil fear into others.

If you know of, or suspect, incidents or threats of workplace violence, or if somebody is in imminent danger, contact your local Keyloop account contacts straight away, and the emergency services if appropriate.

Keyloop maintains a drug-free and alcohol-free workplace and we expect the same from our suppliers.

Protecting the Environment

Any global business has an impact on the environment and Keyloop is conscious of the impact we have. We all desire to take steps to reduce the impact we have on the environment and expect to see a strong commitment to do so from our supply chain as well.

We are committed to protecting our environment and we only wish to work with suppliers who have an equivalent level of commitment, employing measures such as:

- Reducing waste through re-use and recycling and by purchasing products which are recycled, recyclable or re-furnished where alternatives are available, economical and suitable.
- Managing the disposal of waste responsibly within the strict guidelines of the relevant legislation, ensuring a closed loop product life cycle where applicable.
- Promoting the efficient use of materials and resources throughout supplier facilities including water, electricity, raw materials and other resources, particularly those that are non-renewable.
- Reducing unnecessary use of hazardous materials and products, seeking substitutions when feasible.
- Taking all reasonable steps to protect human health and the environment when such materials must be used, stored and disposed of.
- Purchasing and using environmentally responsible products accordingly.
- Striving to continually improve environmental performance by periodically reviewing environmental policies and impact.

Implementation of this Code of Conduct

Breaching this Code

Compliance with this Code is essential to protecting the reputation and culture of Keyloop so we take a strict approach to breaches of this Code. Keyloop suppliers must be familiar with and perform their duties according to the requirements of this Code.

Suppliers must report to the Legal & Compliance Team within Keyloop any conduct you reasonably believe to be in actual, apparent, or potential violation of the Code. Keyloop will seek to handle all such matters confidentially.

Investigations

Keyloop reserves the right, at its own expense, to inspect our supplier's books, records and other documents as necessary to verify compliance with this Code. Such audits shall be conducted either by Keyloop or an approved third party and we expect our suppliers to cooperate and assist with these audits and investigations willingly. In the event an audit identifies a violation, we expect you to promptly act to remedy the situation to our reasonable satisfaction.

If the results of such an audit or inspection cause us to be of the opinion that you do not comply with this Code, you shall take necessary corrective actions in a timely manner, as directed by us. If you fail to comply with this Code, we may take suitable action against you, including suspending or terminating your activities as one of our suppliers.

Acceptance of the Code

In continuing to provide Keyloop with goods and/or services after receiving this Code you acknowledge your acceptance of this Code, which is required to maintain your status as a Keyloop supplier.

How to Raise a Concern

If you know or suspect that any incident referred to in this Code, or a breach of this Code, has occurred or may occur, you must notify your Keyloop account manager and the Keyloop Legal & Compliance Team as soon as possible.

Your conduct and doing the right thing by reporting it reinforces an ethical atmosphere and positively influences the conduct of fellow employees.

Once your report has been submitted, it will be immediately forwarded to the appropriate individuals within Keyloop for review.

Who	Why	Contact Information
Legal & Compliance Team	For general questions about this Code of Conduct, information about laws and regulations in different jurisdictions, approvals, submitting concerns and general enquiries about compliance.	legal@keyloop.com
Procurement Team	For any procurement / supplier related questions	Procurement@keyloop.com

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