

CODE OF CONDUCT FOR SUPPLIERS

1 Purpose of the Code of Conduct

1. The purpose of this Code of Conduct ("CoC") is to articulate Merima's expectations and to define the ethical, social, and environmental standards for all contractors, suppliers and business partners ("Suppliers"). These standards reflect our commitment to upholding human rights, fair labour practices, and protecting the environment in alignment with applicable regulation.
2. This CoC serves to affirm our dedication to conducting business responsibly across all business relationships, where our partners and Suppliers actively support our shared standards. Merima aims to ensure that our supply chain contributes positively to society, the environment, and sustainable growth. All Suppliers are expected to acknowledge and uphold this CoC as a prerequisite to entering into a business relationship with us, confirming their alignment with our ethical, social, and environmental standards.
3. By committing to this CoC, our Suppliers contribute to a responsible, transparent, and accountable supply chain that benefits all stakeholders. Suppliers are further required to ensure that the same obligations and standards set out in this CoC are communicated to and complied with throughout their own supply chains, including subcontractors and other business partners.

2 Our Commitment

1. Merima's commitment to integrity and ethical business practices extends to all our relationships, as we aim to work with partners who share our commitment.
2. We believe that by adhering to high ethical standards, we can achieve sustainable growth and long-term success, as well as meet our social and environmental responsibilities.
3. We seek to engage with Suppliers who not only comply with all applicable laws but also embrace the standards set forth in this CoC. These standards are fundamental to assessing and maintaining these Supplier relationships. We encourage Suppliers to adopt these standards, use them to guide their actions, and continuously strive for improvement across their organizations.
4. Suppliers must align with this CoC before entering into any business relationship with Merima as compliance with these standards is a material consideration in assessing our Supplier relationships. Any violations of this CoC are taken seriously and may lead to appropriate consequences.

3 Scope

1. While this CoC provides a general framework for conduct, it does not replace any existing rights or obligations established through written agreements or policies with our Suppliers. Merima expects that all Suppliers have management processes in place to properly manage their supply chain parties so that they can ensure they operate in accordance with this CoC.

4 Employment and Human Rights

1. We are committed to upholding of human rights principles and promoting fair employment practices throughout our operations and supply chain. We expect the Suppliers to make the same commitments in their business operations.

- I. Non-Discrimination:** Suppliers shall provide equal employment opportunities and must not engage in any form of discrimination based on race, colour, gender, age, religion, sexual orientation, nationality, disability, or any other protected characteristic.

- II. Fair Treatment:** Suppliers must ensure that all workers are treated with dignity and respect. Any form of harassment, abuse, or disciplinary action that is physically or psychologically coercive is strictly prohibited. Suppliers shall promptly address any violations.
- III. Wages and Benefits:** Compensation paid to workers must comply with applicable wage laws, including minimum wage, overtime, social insurance and legally mandated benefits. Suppliers should strive to pay wages that meet the basic needs of their workers.
- IV. Working Hours:** Suppliers must ensure that working hours comply with applicable laws and regulations, including provisions for overtime and rest days.
- V. Freedom of Association and Collective Bargaining:** Suppliers shall respect the rights of workers to form and join trade unions and to engage in collective bargaining in accordance with local laws.
- VI. Prohibition of Forced and Child Labor:** Suppliers shall not use any form of forced, bonded, or indentured labour. All work must be voluntary, and workers must have the freedom to terminate their employment. The employment of children below the legal minimum age for work is strictly prohibited, and Suppliers must comply with all applicable child labour laws.
- VII. Health and Safety:** Suppliers must provide a safe and healthy working environment for all workers. This includes implementing appropriate safety measures, providing training, and ensuring access to necessary protective equipment. Suppliers must also ensure that workers are provided with appropriate accommodation, where applicable, that meets health, safety, and hygiene standards.
- VIII. Substances:** Suppliers shall strictly prohibit the use, possession, distribution, or sale of narcotics, illegal drugs, and other prohibited substances in the workplace. The consumption or use of alcohol or other substances, as well as being under their influence during working hours or on work premises, is strictly prohibited.
- IX. Measures Against Criminal Conduct:** Suppliers shall not engage in or tolerate any form of criminal activity, including but not limited to theft, fraud, embezzlement, assault or misappropriation of assets. All business conduct must be lawful and ethical, and Suppliers must implement appropriate measures to prevent, detect, and address such misconduct.

5 Ethical Business Conduct

1. Merima upholds high standards of integrity and ethical conduct, extending these expectations to our Suppliers. We are committed to ensuring that our operations and relationships align with anti-corruption standards, including but not limited to particularly those outlined in the United Nations Convention against Corruption ("UNCAC").
 - I. Compliance with Laws and Regulations:** Suppliers are expected to fully comply with all relevant laws, rules, and regulations, including those related to anticorruption, fraud, and bribery, both locally and internationally. Adherence to legal standards is fundamental to our operations, ensuring transparency, accountability, and alignment with industry requirements and international frameworks like UNCAC.
 - II. Anti-Bribery and Anti-Corruption:** Merima has a zero-tolerance policy, which prohibits bribery, corruption, and any form of fraudulent activity, as aligned with UNCAC's anti-corruption provisions. Suppliers are prohibited from offering, accepting, or soliciting bribes, kickbacks, or any form of payment intended to improperly influence business outcomes or gain an unfair advantage.
 - III. Fair and Open Competition:** Merima values a fair, competitive marketplace and prohibits anti-competitive practices such as collusion or price-fixing or market manipulation. All Suppliers are expected to engage in open competition, fostering innovation and trust, ensuring that all business decisions and negotiations are conducted ethically.
 - IV. Impartial and Objective Decision-Making:** All Suppliers must make business decisions impartially and objectively, ensuring that all decisions are based on merit and not influenced by conflicts of interest. Suppliers should be transparent and disclose any potential conflicts of interest that could affect the fairness of business dealings.

- V. **Transparency and Good Faith Engagement:** All Suppliers are required to operate with transparency, accurately representing their products, services, qualifications, and pricing. Any omission or concealment of critical information is unacceptable and undermines the integrity of our business relationships.
- VI. **Accounting Practices:** Suppliers are required to maintain accurate books and records in accordance with applicable laws and accounting standards. This includes ensuring that all financial transactions are accurately documented and adhere to international financial regulations and anti-corruption standards outlined by UNCAC, thereby promoting accountability and preventing embezzlement or fraudulent activities within the supply chain.

6 Environmental Protection

1. Merima is committed to minimizing environmental impact and promoting sustainability across all operations. We recognize that responsible environmental management is essential to our long-term success and aligns with our core values of integrity and accountability. We expect all Suppliers to contribute actively to this commitment by adhering to the following standards.
 - I. **Compliance with Environmental Laws and Regulations:** All suppliers must comply with applicable environmental laws, including those related to emissions, waste management, resource use, and environmental protection.
 - II. **Resource Conservation:** Suppliers are expected to use natural resources responsibly, prioritize energy and water efficiency, and strive to reduce waste. Practices such as recycling, energy conservation, and sustainable sourcing are strongly encouraged to minimize our environmental footprint.
 - III. **Pollution Prevention:** Merima is committed to reducing pollution. Suppliers must take steps to prevent pollution, dispose of waste properly, and handle hazardous materials safely.
 - IV. **Continuous Improvement and Accountability:** Suppliers should aim for continuous improvement in environmental practices through regular monitoring, reporting, and assessment to ensure accountability and progress toward sustainability.

7 Safety Philosophy

1. Merima prioritizes the health and safety of all employees, contractors, partners, and visitors. We are dedicated to creating a safe and hazard-free environment, adhering to rigorous safety standards to protect every individual involved in our operations. This CoC outlines the standards we uphold to maintain safety culture and proactive risk management.
 - I. **Commitment to a Safe Workplace:** Safety is integral to Merima's operations, and we are committed to fostering a workplace free from hazards. All Suppliers are responsible for upholding safety protocols and must prioritize safety in every task and decision.
 - II. **Compliance with Safety Regulations:** Merima adheres to all relevant health and safety regulations and industry standards. Supplier's compliance with these requirements is essential to maintaining a safe work environment, and any deviations are addressed promptly.
 - III. **Risk Assessment and Hazard Prevention:** Merima emphasizes proactive risk assessment and hazard identification. Suppliers are expected to identify, report, and mitigate potential risks, ensuring preventive measures are in place before hazards arise.
 - IV. **Incident Reporting and Accountability:** Merima demands the immediate reporting of all safety incidents, near misses, and potential hazards. Transparency and accountability in incident reporting are crucial to improving safety practices and preventing future occurrences.

8 Compliance with the Code of Conduct

1. Merima reserves the right to request self-assessments from Suppliers and conduct due diligence, risk assessments, or other verification measures to ensure compliance with this CoC. Suppliers must fully cooperate and provide any necessary documentation for monitoring compliance and provide access to worksites. Suppliers are required to monitor their compliance with this CoC, and the Suppliers agree to immediately notify Merima of any breaches, and take reasonable steps to address, remedy, and prevent the recurrence of such breaches.
2. Non-compliance with this CoC may lead to the re-assessment of the contractual relationship with appropriate consequences.