

CODE OF RESPONSIBLE BUSINESS CONDUCT

telXira GmbH or its affiliate (hereinafter referred to as “telXira”) are committed to responsible business and adhere to a number of international declarations, conventions and guidelines on human rights, labour rights and conditions, environmental responsibility and anti-corruption.

These include:

- The United Nations’ Universal Declaration of Human Rights
- The Core Conventions of the International Labour Organization
- The OECD Guidelines for Multinational Enterprises
- The UN Guiding principles on Business and Human Rights
- The United Nations Global Compact Principles
- Children’s Rights and Business Principles

These international standards form the foundation of our Code of Responsible Business Conduct, and are the standards, with which our internal policies are harmonized.

General conditions

Scope

This Code of Responsible Business Conduct specifies rules applicable by telXira and its Partners when conducting business.. For the purposes of this document, the following terms and definitions apply:

- The term telXira includes telXira as well as its subsidiaries, agents, affiliates and subcontractors;
- The term ‘employees’ includes regular employees and consultants, regardless if they are permanently employed, temporarily contracted, directly employed, students or supervised;
- This Code of Responsible Business Conduct is hereinafter referred to as “the Code of Conduct”.

Compliance

telXira shall comply with all applicable laws and regulations and the requirements set out in this Code of Conduct being understood that compliance with the requirements set forth in this Code of Conduct is mandatory, even when these requirements stipulate higher standards than those required by national laws or other applicable laws and regulations. telXira is constantly following international and industry standards and best practices. References to relevant standards are provided in the respective chapters stipulating requirements.

It is telXira’s responsibility to enforce and verify legal compliance and compliance with this Code of Conduct within its own operations and through its supply chain. In case of conflict between requirements under national law and those of the Code of Conduct, telXira will consult with the relevant Partner.

Structured management approach

telXira shall establish clear goals toward meeting the requirements set forth in this Code of Conduct.

telXira shall enforce, maintain and demonstrate its commitment and compliance through implementation of adequate management systems, effective risk management and allocation of appropriate and sufficient resources, all appropriate to the size and nature of telXira operations. telXira shall have or work toward a culture of continuous improvement in developing and implementing measures to ensure it aligns with the requirements set forth in the Code of Conduct. telXira should also have in place adequate remedial mechanisms in case of any violations of these requirements.

Reporting and communication

A Partner shall immediately report existing and/or suspected violations of applicable laws, regulations and the Code of Conduct to telXira. telXira shall keep accurate, timely and relevant information on compliance performance and progress and make it available to its Partner upon reasonable request. The Partner's reports will be handled confidentially and telXira prohibits any retaliation related to reported concerns made in good faith.

Requirements

Human rights

Aligned with the UN Guiding Principles on Business and Human Rights, telXira commits to respect human rights within its business operations. All employees shall be treated with respect and dignity and are entitled to fundamental human rights. In relation therewith, subject to applicable national laws and regulations, which may require higher standards than those set forth below (in which case such standard shall apply), telXira shall:

Policy and due diligence

1. Have in place a policy and due diligence processes to understand any adverse human rights impacts with which it may be involved;
2. Communicate and address any potential or actual adverse human right impacts by taking appropriate steps to avoid, minimize and/or mitigate them;

Freedom of expression and privacy

3. Ensure that products and business processes respect the human rights aspects of privacy and freedom of expression;
4. Not, obstruct or interfere with or retaliate against freedom of expression or privacy rights;
5. Respect the privacy rights of employees, customers and other stakeholders whenever it gathers personal data or implements employee monitoring practices;

Diversity and non-discrimination

6. Promote diversity and equal opportunities for all employees;
7. Have zero tolerance toward discrimination in hiring and any other employment practices on the grounds of ethnicity, gender, sexual orientation, marital, social or parental status, religious belief, political belief, nationality, disability, age, union affiliation or any other relevant grounds;

8. Not subject employees to any mandatory health tests (i.e. pregnancy or HIV/AIDS) that have no relevance to the job function or related to workplace safety;
9. Not tolerate nor support nor promote any form of psychological, physical, sexual or verbal abuse, intimidation, threat or harassment.

Labour rights

Aligned with ILO's International Labour Standards, telXira commits to uphold decent labour standards and provide a work environment for its employees to obtain decent and productive work, in conditions of freedom, equity, security and dignity. In relation therewith, subject to applicable national laws and regulations, which may require higher standards than those set forth below (in which case such standard shall apply), telXira shall:

Employment agreement

1. Provide individual or collective employment agreements in writing which have clear terms and conditions, specifying but not limited to working hours, overtime compensation, job description, notice period, salary and frequency of payment;
2. Ensure that employees are informed about, and fully understand, their employment conditions and rights in their own language;
3. Not contract employees through schemes such as but not limited to consecutive short-term contracts or false apprenticeship, to avoid meeting obligations to employees under applicable laws and regulations;

Working hours

4. Define a normal workweek as not exceeding 48 hours;
5. Ensure that employees do not work overtime on regular basis and that overtime is voluntary and does not exceed 12 hours per week, unless otherwise regulated in collective bargaining agreements;
6. Provide employees at least one day off in every seven-day period, leave periods and time off for legally recognized holidays;

Wages

7. Provide all employees, a living wage, sufficient to meet the basic needs of employees and to provide some discretionary income and when applicable, salary shall be based on criteria set by collective bargaining agreements;
8. Provide to all employees timely payment and clear information related to their wages and benefits for each pay period;
9. Reimburse overtime pay rates at a premium rate as defined by national laws, collective bargaining agreement or industry standards;
10. Not allow deductions from wages for disciplinary purposes or any kind of financial punishment;
11. Ensure that, in case of government authorized job trainings or apprenticeship programs, these activities are clearly beneficial to the participating individuals;

12. Have in place processes and remediation procedures, with the child's best interests in mind, in case of an encounter of a child working in conditions conflicting with these requirements;

Forced labour

13. Take active measures to ensure no use of any form of slave, forced, bonded or indentured labour, or human trafficking, in any phase of business operations. This includes the use of employment bonds aiming to recover costs related to training or educational activities necessary for running normal business operations;
14. Not restrict employees to move freely or to leave the premises after completing their working hours;
15. Acknowledge employees' right to terminate their employment provided that they give reasonable notice;
16. Not request the employees to deposit money or equivalent and/or their original identification documents, nor to pay any recruitment or employment fees or costs;

Child labour

17. Define anyone under the age of 18 to be a child being understood that children under the minimum legal working age in the relevant territory or fifteen (15) years old, whichever is higher, are strictly forbidden to be used in any phase of business operations;
18. Not to exploit young workers with work that keeps them away from schooling that they are entitled to, nor perform night shifts and overtime nor any other work that is heavy, hazardous or unsafe to their physical and mental health and development (for the sake of clarity, the term 'young worker' refers to any person over the age of 15 or the minimum legal working age in the relevant territory and under the age of 18);

Freedom of association

19. Recognize employees' right to freely form and to join, or not to join, trade unions or similar employee representative organizations, and to collective bargaining;
20. Not penalize, persecute, discriminate or harass employees when they join a trade union or act as employee representative;
21. Maintain an effective and confidential grievance mechanism that facilitates open communication between management and workers and addresses concerns early, openly, on an informed basis and encourage employees to use grievance mechanisms without fear of punishment or retribution.

Workplace health and safety

Aligned with international standards for Occupational Health and Safety, telXira commits to provide and maintain a safe and healthy workplace for its employees, visitors, contractors and any subcontractors working on its behalf. In relation therewith, subject to applicable national laws and regulations, which may require higher standards than those set forth below (in which case such standard shall apply), telXira shall:

Health and Safety management system

1. Maintain a health and safety management system, based on continuous improvement, relevant to the scope and nature of the business and risks related to the business operations;

Workplace conditions

2. Provide, at a minimum, free access to drinking water, sanitary facilities and, when necessary, rest facilities or dorms that address the needs of occupants and visitors;
3. Ensure that work premises are clean, well lit, and fit for the purpose;

Incident reporting

4. Have necessary measures in place to report, record and investigate all health and safety incidents;

Anti-corruption

Aligned with the 10th Principle of the United Nations Global Compact and the OECD Guidelines for Multinational Enterprises, telXira commits to work against corruption in all its forms and to commit to conduct its business operations in an ethical manner by maintaining a culture of integrity, transparency, openness and compliance. In relation therewith, subject to applicable national laws and regulations, which may require higher standards than those set forth below (in which case such standard shall apply), telXira shall:

Policy

1. Have a clear policy against corruption in all its forms, including but not limited to extortion, solicitation, bribery of public officials, private sector bribery, negligent financing of corruption, facilitation payments, nepotism, fraud and money laundering;
2. Not offer, promise, give, request, agree to accept, receive payments, gifts, any kind of undue benefits, charitable or political donations, directly or indirectly, to obtain or retain personal or business advantage from any public official, individual, employees of business partners;

Anti-corruption program and system of internal controls

3. Create and maintain a system of financial and accounting procedures, including a system of internal controls, reasonably designed to ensure the maintenance of fair and accurate books, records, and accounts, to ensure that they cannot be used for the purpose of bribing or hiding bribery. Not alter any record entry to conceal or misrepresent the underlying transaction represented by it;

Due diligence of third parties

4. Ensure properly documented risk-based due diligence of third parties. Not use third parties for channelling bribes to public officials or private sector bribes or negligently finance corruption
5. Neither telXira, nor any of its subsidiaries, nor any director, officer, or employee thereof, nor, to the Company's knowledge, any agent, affiliate, representative or supplier, is an individual or entity that is, or is owned or controlled by a Person that is subject to Economic sanctions as listed by the Office of Foreign Assets Control of the U.S. Treasury Department ("OFAC") or any similar sanctions imposed by any other government.

Transparency, conflicts of interests

6. Disclose to its relevant Partner information regarding any financial interest of individuals serving as government officials at public bodies or State-owned enterprises in relation to business of telXira, such as substantial ownerships, financial interests or business affiliations of individuals themselves or their family or friends in relation to telXira;

7. Disclose to its relevant Partner information regarding any personal affiliations between employees of telXira and its Partner, such as family members, relatives and friends that might create situation of conflicts of interests;

Fair competition and integrity

8. Conduct business operation in line with fair competition;
9. Not participate in any form of bid rigging or other mechanisms that limit fair competition in tender situations, any form of cartel practices with competitors, such as dividing or allocating markets or customers or price fixing.

Environment

telXira commits to operate in an environmentally responsible and efficient manner. In relation therewith, subject to applicable national laws and regulations, which may require higher standards than those set forth below (in which case such standard shall apply), telXira shall:

Environmental management system

1. Have in place an environmental management system based on continuous improvement and international standards.

Precautionary principle

2. Apply the precautionary principle by refraining from using substances, materials or processes where there is uncertainty regarding the negative environmental impact;

Life cycle approach

3. Assess the environmental impact of its business operations from a life cycle perspective, including means of assembly and end of life treatment where relevant;

Waste management

4. Ensure proper management and recycling of waste in an environmentally sound and traceable manner;

Monitoring and reporting

5. Measure, follow up and report, if requested by its Partner, environmental performance, processes, products and services provided in a transparent, reliable and timely manner;

Transportation

6. Reduce environmental impact from transportation whenever possible including but not limited to prioritization of fuel-efficient and low emissions vehicles as means of transportation and logistics.

Responsible sourcing of minerals

telXira commits to work proactively to ensure that minerals in its products and its supply chain are responsibly sourced. In relation therewith, subject to applicable national laws and regulations, which may require higher standards than those set forth below (in which case such standard shall apply), telXira shall:

Policy and due diligence

1. When applicable, have a policy and due diligence frameworks in place, consistent with the OECD Due diligence;
2. Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas;

Assessment of mineral supply chain

3. Take necessary steps in its supply chain to identify components, materials and/or products that may contain unsustainably mined minerals, meaning minerals excavated at high environmental and/or social costs or conflict minerals, meaning minerals that may directly or indirectly contribute to the financing of armed conflict, serious human rights violations and serious environmental damage;

Responsible sourcing practices

4. Promote responsible sourcing practices in its own mineral supply chain with the aim of sourcing conflict free minerals and avoid unsustainably mined minerals;
5. Support relevant industry efforts to eradicate the use of conflict minerals and develop responsible sourcing practices.