

CODADA BUSINESS PRINCIPLES

1. Purpose and Scope

CODADA operates across international markets and works with clients, partners, distributors, importers, service providers, and other third parties in connection with market entry, business development, market representation, and related commercial activities.

These Business Principles set out the standards of conduct expected in connection with CODADA's business activities. They apply to CODADA, its employees, representatives, contractors, consultants, and, where relevant, to third parties acting for or on behalf of CODADA or engaged in connection with CODADA's services.

These Business Principles are intended to support lawful, transparent, and professional conduct across CODADA's business activities.

2. Core Principles

CODADA conducts business based on the following principles:

- a) integrity in all business dealings;
- b) compliance with applicable laws and regulations;
- c) transparency in communication and conduct;
- d) independence in commercial judgment;
- e) professionalism in market conduct and representation; and
- f) respect for clients, partners, counterparties, and applicable business standards.

3. Legal and Regulatory Compliance

CODADA and persons acting for or on behalf of CODADA must comply with applicable laws and regulations in connection with CODADA's business activities.

This includes compliance, where applicable, with:

- a) anti-bribery and anti-corruption laws;
- b) competition and antitrust laws;
- c) sanctions, export control, and trade compliance rules;
- d) data protection and privacy laws;
- e) import, export, customs, and regulatory requirements; and
- f) applicable accounting, tax, and recordkeeping obligations.

No person acting for or on behalf of CODADA may knowingly engage in conduct that violates applicable law or exposes CODADA or its clients to unlawful or improper practices.

4. Business Conduct

CODADA shall conduct its business in a professional, accurate, lawful, and commercially proper manner.

This includes:

- a) acting in good faith in business dealings;
- b) communicating accurately and without intentional misrepresentation;
- c) avoiding misleading statements regarding market access, relationships, capabilities, approvals, or outcomes;
- d) respecting the agreed role and scope of engagement with each client; and
- e) avoiding conduct that could damage the legitimate interests or reputation of CODADA or its clients.

CODADA does not support or tolerate dishonest, deceptive, abusive, or unlawful business practices.

5. Anti-Bribery and Anti-Corruption

CODADA does not engage in bribery or corruption in any form.

No person acting for or on behalf of CODADA may, directly or indirectly:

- a) offer, promise, give, request, receive, or accept any payment, gift, hospitality, benefit, advantage, or anything of value for the purpose of improperly influencing a business or official decision;
- b) make or receive improper facilitation payments;
- c) use third parties, intermediaries, distributors, agents, consultants, or other persons to do anything that would be prohibited if done directly; or
- d) engage in any conduct that could reasonably be understood as an attempt to secure an improper business advantage.

These principles apply to dealings with both public and private sector counterparties.

Reasonable and proportionate business hospitality may be permitted only where lawful, transparent, infrequent, and clearly unrelated to any improper purpose. Such hospitality must never influence, appear to influence, or be intended to influence any business or official decision improperly.

6. Conflicts of Interest

Business decisions must be made independently and in the legitimate interests of the relevant engagement.

Any actual, potential, or perceived conflict of interest must be disclosed promptly. Conflicts of interest must be avoided where possible and managed appropriately where they cannot be avoided.

Disclosed conflicts of interest must be documented appropriately. Any person affected by such a conflict must not participate in related decision-making where independent judgment could reasonably be affected.

Examples may include:

- a) personal or financial interests in a distributor, importer, agent, supplier, or service provider being considered for a client;
- b) undisclosed family, personal, or business relationships that may influence judgment;
- c) hidden commissions, referral fees, or personal benefits from third parties connected to CODADA's activities; or
- d) prioritising one party for reasons unrelated to merit, commercial suitability, or the agreed engagement.

CODADA shall not promote, recommend, or prioritise any third party based on undisclosed personal benefit.

7. Third-Party Conduct

CODADA works with and alongside a range of third parties in different markets. These may include distributors, importers, agents, consultants, local service providers, regulators, logistics providers, and other commercial counterparties.

CODADA expects third parties engaged by CODADA, engaged through CODADA, or acting for or on behalf of CODADA to conduct themselves lawfully and professionally.

CODADA shall not knowingly engage, recommend, retain, or continue working with a third party where there are reasonable grounds to believe that the third party:

- a) engages in corruption, fraud, or deceptive conduct;
- b) acts unlawfully or without required approvals;
- c) misuses confidential information;
- d) makes improper payments or demands;
- e) misrepresents products, services, approvals, or relationships; or
- f) creates unreasonable legal, regulatory, or reputational risk.

Where appropriate, CODADA may carry out reasonable checks, ask reasonable questions, request clarification, or require supporting information before engaging or continuing to work with a third party.

8. Confidentiality and Information Handling

Non-public information received in the course of business must be handled carefully and confidentially.

Such information may include:

- a) commercial information;
- b) pricing or strategy information;
- c) product information;
- d) technical information;
- e) financial information;
- f) market information;
- g) contract terms;
- h) business correspondence; and
- i) personal data.

Confidential information must be used only for legitimate business purposes connected to the relevant engagement and must not be disclosed except to persons who reasonably need access for that purpose, unless disclosure is authorised or required by law.

Information must not be copied, forwarded, shared, or discussed except as reasonably necessary for legitimate business purposes.

9. Fair Competition and Market Conduct

CODADA supports fair and lawful competition.

No person acting for or on behalf of CODADA may:

- a) coordinate prices, margins, or commercial terms unlawfully with competitors or counterparties;
- b) exchange sensitive competitive information unlawfully;
- c) participate in market-sharing or customer-allocation arrangements;
- d) encourage anti-competitive conduct by clients, distributors, or other third parties; or
- e) misuse commercially sensitive information obtained in confidence.

Market conduct must remain independent, lawful, and commercially proper.

10. Financial Integrity and Proper Records

CODADA expects business activities, payments, reimbursements, and commercial arrangements to be transparent and properly documented.

This includes:

- a) accurate invoicing;
- b) proper approval of expenses where required;
- c) clear documentation of agreed payments;
- d) proper recording of business expenses and reimbursements; and
- e) avoiding misleading descriptions, false invoicing, hidden commissions, or undocumented payments.

Payments must be made only for legitimate, documented business reasons and, where applicable,

to the proper contractual counterparty or another clearly justified recipient.

Cash payments should be avoided unless clearly justified, lawful, properly documented, and approved in advance where required.

CODADA does not support:

- a) fictitious invoices;
- b) disguised personal payments;
- c) false expense claims;
- d) off-book arrangements; or
- e) payment structures designed to conceal the true nature of a transaction.

11. Respectful and Lawful Business Practices

CODADA expects respectful, lawful, and professional conduct in all business interactions.

This includes:

- a) treating counterparties professionally and without harassment or abuse;
- b) avoiding discriminatory or unlawful conduct;
- c) respecting cultural and market differences without compromising lawful or ethical standards; and
- d) acting in a manner consistent with professional business practice.

CODADA does not tolerate threats, coercion, intimidation, or abusive behaviour in connection with its business activities.

12. Data Protection and Privacy

Where personal data is processed in connection with CODADA's activities, such data must be handled in accordance with applicable data protection and privacy laws.

Personal data must be:

- a) processed only where there is a legitimate basis to do so;
- b) limited to what is reasonably necessary;
- c) handled securely and confidentially; and
- d) disclosed only where authorised, necessary, or legally required.

Where required by applicable law or by contract, CODADA may enter into separate data processing arrangements.

13. Reporting Concerns and Violations

Any person connected with CODADA's business activities who becomes aware of conduct that may violate these Business Principles, applicable law, or legitimate compliance expectations must report the

matter promptly through a reporting channel designated by CODADA or, where no such channel is designated, to management or another appropriate internal contact.

Reports must be made in good faith.

CODADA shall treat reported concerns seriously and, where appropriate, confidentially.

No person shall be retaliated against for raising a genuine concern in good faith.

14. Review, Response, and Enforcement

CODADA may review reported concerns, request clarification, require corrective action, suspend cooperation, or terminate relationships where violations are identified, reasonably suspected, or insufficiently clarified.

Violations of these Business Principles may result in:

- a) internal corrective measures;
- b) removal from a project or engagement;
- c) suspension or termination of cooperation;
- d) contractual action; and/or
- e) reporting to relevant authorities where required or appropriate.

15. Final Provisions

These Business Principles may be updated by CODADA from time to time.

Where these Business Principles are expressly incorporated into an agreement, they shall apply as part of that agreement, and a material violation may constitute a material breach of that agreement.

These Business Principles set out CODADA's standards of conduct and policy commitments. They do not create third-party rights or independent causes of action and do not create binding obligations except where expressly incorporated into a written agreement.

Nothing in these Business Principles limits any stricter obligation contained in applicable law, regulation, or contract.