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CLEVER LEAVES has built its reputation as a company that requires ethical business practices and highest standards of integrity in all its commercial transactions and operations.

CLEVER LEAVES' sound reputation is grounded, not only on its own corporate conduct, but also, on the conduct of persons with whom it does businesses. With that in mind, we will only work with suppliers that share our values and commitment *vis-à-vis* ethical business practices.

The following standards apply to persons/companies that provide services or sell materials or products ("Suppliers") to CLEVER LEAVES

### **1. COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS**

Suppliers are required to comply with every law, statute, regulation and ethical standard applicable in the country of operation and in the Republic of Colombia, Canada or USA.

### **2. NO BRIBERY, COMMISSION, UNLAWFUL PAYMENT AND OTHER CORRUPT PRACTICES PERMITTED**

Suppliers are prohibited to directly or indirectly pay anything of value to any person, for the purposes of:

- a. obtaining or retaining businesses or improperly influencing acts or decisions by government officials, political parties, candidates to public office or officials in international public organizations;
- b. obtaining improper advantages; or
- c. exert unlawful influence over the actions of a person, customer, corporation or representative of a company.


Suppliers should have in place accurate and transparent records reflecting actual transactions and payments.

### **3. GIFTS AND INVITATIONS**

No gifts or invitations are needed to make businesses with CLEVER LEAVES.

The following situations are always inappropriate and expressly prohibited with respect to CLEVER LEAVES' employees:

- a. Offering gifts, making invitations or treating people differently, in view of influencing the adoption of objective decisions by any CLEVER LEAVES' employee.
- b. Offering gifts, making invitations or treating people preferentially while involved in current decision-making processes for procurement or purchase transactions (RFI, RFQ, RFP).
- c. Offering money gifts, including "gift cards".

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- d. Offering invitations to attend events where Suppliers shall not be present/represented (i.e., tickets for sport events or others).
- e. Offering recreational activities, trips or flamboyant lodging when attending Supplier-sponsored events.

Very occasionally, CLEVER LEAVES' employees may accept presents, invitations or other items of business courtesy, provided that these be small and helps improving business relations and, if they are able to respond with anything of similar value.

CLEVER LEAVES' employees are not entitled to ask for presents from suppliers, including presents in support of charitable causes.

Suppliers should not offer to any CLEVER LEAVES' employees, opportunities for purchasing products, services or financial interests under conditions not available to all of them.

#### **4. CONFLICTS OF INTEREST**

A conflict of interest arises when personal concerns or activities influence, or seem to influence, the capacity to act for the benefit of CLEVER LEAVES.


The following are situations likely to trigger conflicts of interest:

- a. Holding a significant financial investment\* in a company that competes, does businesses or seeks doing businesses with CLEVER LEAVES. (\*significant financial investments encompass voting control, ownership of over 1% of the outstanding capital stock or investments above 5% of the investor's total assets).
- b. The provision of services similar to those directly competing with CLEVER LEAVES, having access to confidential information of competitors.
- c. Relatives (partners or close persons) working for CLEVER LEAVES, other CLEVER LEAVES' customers or competitors.
- d. Suppliers are required to report any such conflicts of interest, whether existent or alleged, before CLEVER LEAVES' management. The Management shall submit the case to CLEVER LEAVES' Committee of Ethics and, if approved such approval must be recorded.

#### **5. INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION**

Any Supplier in need of exchanging confidential information with CLEVER LEAVES must previously enter into a confidentiality agreement.

The exchange of confidential information is limited to required information to satisfy requisites on contractual performance.

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No Supplier may share intellectual property or confidential information proprietary of CLEVER LEAVES, or any other information obtained in connection to CLEVER LEAVES' businesses (including information developed by Suppliers and relating to their products, customers, suppliers, pricing, costs, know-how, strategies, programs, processes and practices).

By contacting [lineaetica@cleverleaves.com](mailto:lineaetica@cleverleaves.com) Suppliers are required to promptly report any unauthorized disclosure of confidential information proprietary of CLEVER LEAVES, whether voluntarily or not.

## 6. DATA PRIVACY

In processing personal data, Suppliers are required to comply with all and any laws and regulations applicable on the matter of data privacy.

By contacting [lineaetica@cleverleaves.com](mailto:lineaetica@cleverleaves.com) Suppliers are required to promptly any unauthorized use, disclosure or loss of personal data concerning CLEVER LEAVES.

## 7. FAIR COMPETITION AND ANTITRUST

Suppliers are required to comply with all and any laws and regulations applicable on fair competition and antitrust.

## 8. GUIDELINES ON EMPLOYMENT PRACTICE

Suppliers are required to treat CLEVER LEAVES' employees with dignity and respect.


Suppliers are required to comply with all and any laws and regulations applicable on the matter of employment, including statutes that ban discrimination at the workplace.

Suppliers are forbidden to hold, use or sell illegal drugs at CLEVER LEAVES' premises; similarly, it is forbidden to perform tasks under the effects of alcohol or illegal drugs.

Suppliers are not entitled to produce or manufacture products or services (or embody materials so produced or manufactured) in breach of laws on workers' human rights, including trafficking in persons and slavery.

Regular full-time employees should be at least 18 years of age.

CLEVER LEAVES restricts any form of intimidation or hostility and shall not tolerate any behavior by Suppliers likely to harass, disrupt or interfere with other people's work.

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## **9. ENVIRONMENT, HEALTH AND SAFETY**

Suppliers are required to comply with all laws and regulations applicable on the matter of environment, health and safety.

Suppliers working with CLEVER LEAVES or at CLEVER LEAVES' premises should perform their tasks in such a manner that guarantees their own safety and that of others and, in line with legal and CLEVER LEAVES requisites applicable in connection to environment, health and safety, including, without limitation, CLEVER LEAVES' Rules on Health and Safety in the Workplace

It is required to promptly report CLEVER LEAVES as to any environment, health or safety emergency.

## **10. INTERACTIONS WITH THE MEDICAL COMMUNITY**

When CLEVER LEAVES' Suppliers interact with the medical community on behalf of CLEVER LEAVES, they must comply with all and any applicable standards on business ethics in the pharmaceutical industry.

Any payment or benefit made or granted to a member of the medical community, on behalf of CLEVER LEAVES, should be in line with the legal requirements and the pharmaceutical industry code applicable in the country where the medical community member resides or practices the medical profession.

No payment should ever be used as bribe, reward or inducement for selling or prescribing purposes.

## **11. COMPLIANT AND ACCURATE BUSINESS RECORDS**

All financial books and records of CLEVER LEAVES' Suppliers should be consistent with the generally accepted accounting principles.


Suppliers' records must be accurate in all material respect.

Records should be legible, transparent and reflect actual transactions and payments, and furthermore, should not be concealing nor permit false or missing entries.

## **12. USE OF MOBILE DEVICES, ELECTRONIC MEDIA, INTERNET AND E-MAIL**

In the event where Suppliers have access to CLEVER LEAVES' electronic media (i.e., Intranet, e-mail, voice mail or the like) they shall be bound to:

- a. Protect CLEVER LEAVES' confidential information and electronic media;
- b. Codify or protect data by means of passwords;

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- c. Rely on mobile devices, kept in hand or under lock, while travelling;
- d. Comply with every domestic law on data protection;
- e. Use any such tools solely for CLEVER LEAVES' business affairs and never for the following purposes:
  - I. Download, view or forward, deliberately, any material of discriminatory, harassing, threatening, sexual, pornographic, racist, sexist or defamatory nature or otherwise offensive. Electronic means must be essentially used for business purposes.
  - II. Disclose protected data (personal information or trade secrets) in such a manner that recognizes information confidentiality, as well as the possibility of accessing the same with no authorization and in furtherance of domestic laws on data protection. Suppliers shall be responsible for holding secrecy of all and any CLEVER LEAVES provided passwords.
- f. Be aware that some documents, software, e-mails and other websites may introduce harmful computer viruses into CLEVER LEAVES' network.
- g. Not to severe, decompile, execute/open or install, deliberately, any files or software on CLEVER LEAVES' systems nor open attached files containing harmful computer viruses.
- h. Not to download or disclose any Internet material, unless the relevant copyright owner has so consented.
- i. Comply with every deadline and method for retaining and deleting CLEVER LEAVES' data stored in electronic means.

### **13. INFORMATION AND NOTIFICATION**

CLEVER LEAVES requires that all Suppliers promptly notify any breach to this Code of Conduct or any illegal or criminal activity concerning our business.

Failure to comply with CLEVER LEAVES' Supplier Code of Conduct may be grounds to terminate any relationship with Suppliers, depending on the seriousness of the breach and the surrounding circumstances.

If required to procure information or counseling regarding the standards hereunder or, if willing to report a potential breach, please contact us by clicking [www.cleverleaves.com](http://www.cleverleaves.com) or writing to [lineaetica@cleverleaves.com](mailto:lineaetica@cleverleaves.com)