

SUPPLIER CODE OF CONDUCT

This Supplier Code of Conduct is applicable to all 'Suppliers' globally. 'Supplier' here refers to suppliers/ service providers/ vendors/ traders / agents/ consultants/ contractors/ joint venture partners/ third parties including their employees, agents and other representatives, who have a business relationship with and provide, sell, seek to sell, any kinds of goods or services to Runaya Group or any of its subsidiaries, affiliates, divisions ("Runaya").

This Code sets forth the basic requirements that we ask our Suppliers to respect and adhere to when conducting business with Runaya. This Code embodies Runaya's commitment to internationally recognized standards, including the Core Conventions of the International Labour Organization, United Nations Global Compact, United Nations' Universal Declaration of Human Rights, OECD Due Diligence Guidance for Responsible Supply Chains as well as prevalent industry standards, and all other relevant and applicable statutory requirements concerning Environment Protection, Minimum Wages, Working Condition, Human and Labour Rights, Child Labour, Forced Labour, , Anti-bribery and anti-corruption, Health and Safety, Freedom of Associations and Collective Bargaining Conflict of Interest and Anti-competitiveness, whichever requirements impose the highest standards of conduct. **LABOUR & HUMAN RIGHTS**

Adhering to all Labour Laws and Human Rights Laws, Suppliers shall:

- Comply with all applicable local, state and national laws regarding human rights and provide fair working conditions with adequate rest periods, leaves and freedom of association and collective bargaining.
- Comply with the Company's Human Rights Policy.
- Ensure that all their employees are hired on their own free will and guarantee that all their operations are free from forced, bonded, compulsory, indentured, prison labour or any other form of compulsory labour and child labour.
- Ensure that all its employees are provided equal employment opportunities, an environment conducive to their growth, free from any form of discrimination and harassment.
- Ensure compliance with minimum working hours and minimum wages prescribed by applicable laws and regulations.
- Promote overall mental and physical well-being of their workers by ensuring a safe, respectful, and supportive work environment that is free from excessive stress, physical strain, psychological harassment, or intimidation.
- Runaya has Zero Tolerance towards engaging Child Labour and forced labour scenarios and in no way business continuity will be maintained in case of any deviation.

- Comply with all slavery and human trafficking laws. Suppliers must ensure they have taken steps to ensure their business operations are free from slavery and human trafficking practices both internally and within their supply chains and other external business relationships.
- Ensure that employees are not be charged any fees or costs for recruitment, directly or indirectly;
- Suppliers are required to uphold the principles of freedom of association, allowing workers to independently select their representatives and engage in collective negotiations.
- Not confiscating or withholding worker identity documents or other valuable items, including work permits and travel documentation of any of its workers/ employees.

▪ **HEALTH, SAFETY & ENVIRONMENTAL SUSTAINABILITY**

- The Supplier shall provide its employees with a safe and healthy working environment and comply with all applicable laws and regulations regarding working conditions.
- Supplier shall follow all Environmental, Health and Safety and other operational policies of the Company while executing any work or contract at the company site.
- As Runaya is committed to deliver sustainable products and services, we are devoted to ongoing enhancement of our benchmarks, aiming to play our part in fostering a sustainable environment for generations to come. Suppliers that exhibit responsible environmental management practices will receive preferential consideration within the Runaya Group's procurement procedures.
 - Supplier shall follow all laws of the land including laws on Environment sustainability and protection while executing any work for the Company. Runaya Group's supplier expectations pertaining to environmental matters center around pollution prevention and effective waste management. Ensuring that the vision and initiatives with reduce, reuse and recycle wastes to achieve circularity. Same strategy should apply for effective energy and carbon footprint management. In addition, the Supplier must engage proactive steps for effective utilization of natural resources especially non-renewable sources and exhibit initiatives for conservation of Biodiversity in their operational areas and commit towards No Net Loss of natural habitat.
- Suppliers are expected to implement appropriate systems to monitor, measure, and maintain records of their environmental performance across relevant operational areas, including but not limited to energy consumption, greenhouse gas (GHG) emissions, water usage, waste generation, and pollution control measures.

- Suppliers are expected to:
 - Maintain accurate and up-to-date documentation of key environmental metrics in line with applicable legal requirements.
 - Establish procedures for effective data collection, management, and internal reporting on environmental performance.
 - Provide such environmental performance data to Runaya upon reasonable request for purposes such as supplier assessments, risk reviews, and sustainability reporting.
 - Promptly disclose any material environmental incidents or non-compliances that may impact operational, legal, or reputational risks.
 - Support Runaya's efforts in enhancing environmental performance across the value chain by engaging in performance reviews and related improvement initiatives as required.

In addition, suppliers are encouraged to conduct regular awareness and training programs for their employees and relevant stakeholders on topics related to Environmental, Social, and Governance (ESG) practices, including but not limited to environmental responsibility, labour rights, and health and safety standards.

▪ **BUSINESS INTEGRITY**

Anti-Bribery and Anti-Corruption: The Supplier shall not, directly or through intermediaries, take any recourse to any unethical behaviour (implicit or explicit), or offer or promise any personal or improper advantage in order to obtain or retain a business or other advantage from a third party, whether public or private, including with any employee of Runaya. More specifically:

- Shall not offer or accept bribe or use other means of obtaining undue or improper advantage, offer or accept any kickbacks, and shall not take any actions to violate or cause its business partners to violate any applicable anti-bribery laws and regulations including the Foreign Corrupt Practices Act of USA (FCPA), Bribery Act of United Kingdom and Prevention of Corruption Act of India.
- Shall not engage in money laundering, tax evasion, facilitation payments or fraudulent practices of any kind.
- Shall ensure that their employees are trained and made aware of ethical business conduct, anti-bribery anti corruption measures

Conflict of Interest: Suppliers shall not take any advantage of any family/ social/ political connections to obtain favorable treatment or for the advancement of business or obtaining any favours. Merit shall be the sole attribute of association with Runaya.

- Shall not enter into a financial or any other relationship with a Runaya employee that creates any actual or potential conflict of interest for Runaya. The Supplier is expected to report to Runaya any situation where an employee or professional under contract with Runaya may have an interest of any kind in the Supplier's business or any kind of economic ties with the Supplier.
- Shall not offer any gift, hospitality or entertainment for the purpose of obtaining any advantage, order or undue favour.
- In their own operation, suppliers are expected to implement mechanisms to prevent, disclose, and mitigate conflicts of interest.

Unfair Trade Practices: Supplier shall desist from any unfair or anti-competitive trade practices.

▪ **REPORTING OF UNETHICAL PRACTICES AND GRIEVANCE ADDRESSAL MECHANISM**

The Supplier shall establish and maintain a formal, effective, and accessible Grievance Redressal Policy that allows any worker or employee—individually or collectively—to raise concerns, complaints, or grievances without fear of prejudice, retaliation, or adverse consequences.

The grievance mechanism must:

- Be clearly communicated, available in local languages, and accessible to all workers.
- Allow for anonymous submissions where feasible.
- Ensure that whistle-blowers are protected from any form of retaliation, demotion, harassment, or reprisal.
- Provide for the recording, tracking, and monitoring of grievances in a structured and confidential manner.
- Include a process for timely and fair investigation and resolution of complaints, including corrective action and follow-up.
- Apply equally to contracted and subcontracted workers under the Supplier's operational control.
- Suppliers shall also forthwith report any unethical activity or discrimination if practiced by any Runaya employee/other Suppliers as per Runaya whistle-blower policy.

- **INTELLECTUAL PROPERTY**

- The Supplier shall take appropriate steps to safeguard and not infringe any Runaya confidential and proprietary information/intellectual property/ technology which come to its knowledge during the course of its business relationship/ dealings with Runaya. Appropriate data security and privacy measures should be implemented at every step. In case of sub-contracting, sharing of confidential information should be made with the consent of Runaya. **THIRD PARTY REPRESENTATION**

The Suppliers shall not be authorized to represent Runaya or to use Runaya's brands without the written permission of Runaya. Third parties and their employees who are authorized to represent Runaya are expected to abide by the Runaya's Code of Business Conduct & Ethics Policy in their interaction with, and on behalf of Runaya including the confidentiality of information shared with them.

- **SUPPLIER'S COMPLIANCE COMMITMENT**

Runaya expects the Supplier to adhere to all applicable laws and regulations and in particular comply with this Code in letter and spirit. It is the Supplier's responsibility to read and understand the contents of this Code and Runaya's Code of Business Conduct & Ethics Policy and declare compliance to it during onboarding and periodic reviews. As a condition of doing business with Runaya, the Supplier must comply with this Code and agree to uphold such values during its business association with Runaya.

The Supplier shall maintain adequate documentation to demonstrate compliance with the principles of this Code and allow access to Runaya to check compliance upon request with reasonable notice.

The Supplier shall notify Runaya regarding any known or suspected improper behaviour by the Supplier relating to its dealings with Runaya, or any known or suspected improper behaviour by Runaya employees.

Runaya is committed to building responsible and enduring partnerships across its supply chain. Where instances of non-compliance are identified, Runaya may, at its discretion, offer support through a structured corrective action process. This may include technical assistance, training, or capacity-building measures designed to enable the Supplier to meet the required standards within a reasonable and agreed timeframe. However, continued engagement is subject to the Supplier's demonstrable good faith efforts, cooperation, and timely implementation of corrective actions.

Runaya reserves the right to conduct audits or assessments of supplier facilities, records, and practices to evaluate compliance with this Code. In cases where material or repeated non-compliance is observed and not adequately addressed, Runaya may take appropriate actions, which may include the suspension or termination of the business relationship, in accordance with contractual terms and applicable laws.