

STEMCELL Supplier Code of Conduct

Purpose

STEMCELL Technologies' mission is to advance the pursuit of scientific knowledge by supplying high-quality, innovative reagents, tools, and services that enable life science research. Acting with integrity underpins this mission and ensures that STEMCELL continues to be a company that is valued and trusted by our customers and by the communities in which we operate. We take this responsibility to mean that we must conduct our business and operations with innovation and responsiveness to the issues that face humanity and our planet. With that lens, we work with suppliers that strive towards these same ends.

We believe in nurturing relationships with organizations that help us achieve our business objectives while adhering to greater ethical, labor, environmental, health and safety, and compliance standards for the well-being of our employees, contractors, customers, suppliers, communities, and the environment.

STEMCELL's Supplier Code of Conduct reflects principles of good corporate conduct and accountability. This document is influenced by internationally recognized standards of environmental and social governance and ethical business practices, including the International Labour Organization (ILO) Labour Clauses¹, the United Nations (UN) Guiding Principles on Business and Human Rights², the UN Global Compact and related Sustainable Development Goals (SDGs)³, and the Pharmaceutical Supply Chain Initiative (PSCI) principles⁴.

The purposes of this Supplier Code of Conduct are to:

- Bring collective awareness to STEMCELL's Suppliers so they are aware of, and can adhere to our Supplier Code of Conduct.
- Ensure compliance with all local and national laws, rules, and regulations applicable to the countries where STEMCELL's suppliers and their sub-suppliers operate.
- Reinforce that STEMCELL does not condone improper conduct and behavior by our supply chain partners, including but not limited to: illegal, fraudulent, dishonest, unethical behavior and/or conduct, and serious negligence.
- Maintain and evolve our supply chain practices that are committed to honest, impartial, respectful, professional, ethical, and legal behavior, both in working together and in serving our customers to meet the current and emerging requirements in these regards.

This Supplier Code of Conduct applies to all suppliers, vendors, companies, and individuals that STEMCELL procures goods and services from. This code is not intended to constrain or interfere with the usual business operations of our supplier partners and their supply chains, nor is it intended to inhibit good-faith dealings. STEMCELL will review and amend this Code on an annual basis and reserves the right to evolve the Code as necessary to meet any requirement changes in its business environment. We intend to meet the emerging future's realities in our business practices and partnerships.

Human Rights, Fair Labor, and Employment

As part of the impact journey that STEMCELL has committed to, and in alignment with STEMCELL's UN Global Compact membership to push forward social justice issues, we are embedding the below obligations within our supply chain partners. The ILO conventions have informed this section of the Code.

Freely Chosen Employment, Forced Labor and Anti-Trafficking:

Employment must be freely chosen. Suppliers are not to use any form of forced or trafficked labor anywhere in their operations or supply chain, including transporting, harboring, recruiting, transferring, or receiving vulnerable persons via threat, force, coercion, abduction, or fraud for the purposes of exploitation. This prohibition applies to forced, bonded and indentured labor, involuntary prison labor, and slave labor.

No supplier is to retain or withhold any employee's original identity documents or restrict access to such documents. No person shall be required to pay any monetary deposits for the purpose of obtaining employment with any supplier.

Suppliers shall ensure that third-party agencies providing workers are compliant with the provisions in this Supplier Code of Conduct and the laws of the sending and receiving countries. Suppliers shall ensure that contracts for both direct and indirect contract workers clearly convey the conditions of employment in a language understood by the worker.

Child Labor and Young Workers: Suppliers are not to engage or support any forms of child labor.

Fair and Humane Treatment: Suppliers will not threaten any individuals in their operations with, or subject any employee to, harsh or inhumane treatment, including sexual harassment, sexual abuse,

1. <https://www.ilo.org/global/lang--en/index.htm>

2. <https://unglobalcompact.org/library/2>

3. <https://unglobalcompact.org/sdgs/about>

4. <https://pscinitiative.org/principles>

corporeal punishment, mental coercion, physical coercion, verbal abuse, or unreasonable restrictions on entering or exiting company-provided facilities.

Diversity, Equity, and Inclusion: Suppliers will not tolerate any form of discrimination, racism, or oppression and will treat all employees with equal rights regardless of gender, gender identity or expression, age, national or ethnic origin, race, religion, sexual orientation, physical appearance, Indigenous identity, genetic characteristics, health, disability, trade union activity, political opinions, nationality, marital or family status, or a criminal conviction where a pardon has been granted or where a record suspension has been ordered.

Working Hours, Wages, and Benefits: Suppliers must comply with all applicable laws as they relate to minimum wage, overtime hours, and legally mandated benefits. Where no wage laws exist, workers must be paid at least the minimum local industry standard.

Freedom of Association and Collective Bargaining: Workers have the right to freely associate and suppliers shall not penalize, restrict, threaten, or interfere with workers' lawful efforts to join associations of their choosing or to bargain collectively. Where the right to freedom of association and collective bargaining is restricted or prohibited under law, employees must at least be permitted and enabled, by way of an alternative, freely and independently, to associate for bargaining purposes.

Supplier Diversity and Inclusion: Suppliers will, as possible, seek supply chain partners that are diverse across regions, gender, gender identity, age, origin, religion, sexual orientation, physical appearance, health, disability, trade union activity, political opinions, nationality, and marital or family status.

Environment

Protecting the health of all life on our planet is a STEMCELL priority. We do this by adopting good environmental management practices, reducing waste, and minimizing STEMCELL's contribution to climate change. We comply with all applicable environmental legislation and regulations and have adopted a continuous improvement environmental management system. Following our ISO 14001 certification and our pledge to support the SDGs, STEMCELL now seeks to bring our supply chain in line with our internal commitments to sound stewardship and protection of the environment. In addition to monitoring our Scope 1 and 2 emissions, our climate strategy is expanding to include formalizing efforts to monitor and measure our Scope 3 greenhouse gas (GHG) footprint as it relates to our supply chain. Our aim is that through ongoing collaboration, our supply partners will continue to enhance their commitments by developing environmental strategies as appropriate to their business and industry, as well as voluntarily and publicly declaring their carbon management and reduction strategies.

Climate Action Information Request: Suppliers agree to disclose environmental policies, plans, goals, and metrics to STEMCELL, including but not limited to participating in questionnaires, providing proof of compliance, providing supporting evidence, etc.

Waste Management and Emissions to Air, Land and Water: Suppliers will work in a way that, as far as is practical, avoids the use of hazardous materials; minimizes waste generation through refusal, elimination, reuse, and/or recycling; and avoids and minimizes emissions of greenhouse gasses.

Safe handling, movement, storage, disposal, recycling, reuse, or management of waste, must be ensured. In addition, air emissions, and wastewater discharges should be managed in environmentally sound ways. Waste management shall favor prevention, recycling or recovery of waste, and use of recovered materials.

Suppliers are expected to work toward minimizing their resource use (e.g., energy, including fossil fuels, water, forest products, and other raw materials) to preserve natural resources and biodiversity through their purchased raw material policy.

Responsible Material Sourcing: Suppliers shall exercise due diligence on relevant materials in their supply chains to reasonably ensure that they are not from an illegal or unethical origin or source.

Due diligence shall be conducted at the material processing level to determine whether relevant materials originate from regions with high risks, which include areas associated with conflict, the worst forms of child labor, forced labor and human trafficking, gross human rights violations such as widespread sexual violence, and/or other reasonably objective high-risk activities, including severe health and safety risks and negative environmental impacts.

Conflict Minerals: Suppliers will exercise responsible sourcing in their supply chain, acting in reasonable and practical accordance with the Organization for Economic Cooperation and Development's (OECD) Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas, where applicable, and provide information as may be requested by STEMCELL to enable STEMCELL to accurately report on the source and chain of custody of conflict minerals (including but not limited to tin, tantalum, tungsten, and gold).

Palm Oil and Palm Oil Derivatives: Suppliers of Palm Oil and Palm Oil Derivative products shall adopt/adhere to the principles of ethical and sustainable policies and practices by taking appropriate steps to ensure palm oil is sourced according to the guidelines set out by the Roundtable for Sustainable Palm Oil (RSPO).

Emergency Preparedness: Considering the gravity of climate change and the realities of larger and more frequent climate catastrophes, protecting our communities and workers from undue harm requires that emergency preparedness plans are in place. Further, all chronic or accidental events presenting an environmental risk (air, soil, water, and groundwater) inside or outside the Supplier's operations and premises must have appropriate and meaningful risk mitigation and preparedness plans.

Ethics

Good governance is foundational to running our global business in accordance with STEMCELL's corporate values. Our leadership is committed to acting fairly and ethically in all our business endeavors. Our suppliers must maintain high standards of courtesy, professionalism, ethics, and honesty in all their interactions with customers, shareholders, suppliers, employees, governments, and the communities they operate in.

Conflict of Interest: Suppliers shall avoid any conflict of interest relating to any interests of STEMCELL and cannot receive improper benefits through our relationship. All conflicts of interest with STEMCELL, of which the Supplier is aware, must be declared.

Animal Research and Welfare: Our suppliers must work progressively toward adopting healthy and humane animal welfare practices. Suppliers that use animals for research or product development are required to adhere to the highest standards of animal welfare and the guiding principles of ethical animal research, the Three R's: Replace, Reduce, and Refine. The use of wild-caught, non-human primates or Great Ape species is not in keeping with ethical animal research.

Human Tissues: Suppliers of material derived from humans must comply with applicable laws and regulations regarding the procurement, use, and storage of human tissues. Human tissues must be ethically sourced with full prior and informed consent.

Anti-Bribery and Anti-Corruption: Suppliers will not engage in bribery, corruption, extortion, or embezzlement in any form. Suppliers will not offer or accept bribes, kickbacks or participate in other illegal inducements in business or government relationships.

While gifts and entertainment are commonly offered as gestures of gratitude and tokens of appreciation, it must be ensured that no gift (entertainment, travel, in-kind) be perceived as persuasive nor creating an improper advantage. We expect suppliers to have policies or guidelines in place that define under which circumstances, and within what limits, employees are allowed to receive gifts or favors from external companies with whom the company does business.

Health and Safety

STEMCELL is committed to developing and applying effective health and safety standards, systems, and practices to eliminate or minimize the hazards associated with its business activities. We are dedicated to maintaining a safe environment that promotes employees' physical, social, and mental well-being. Furthermore, we are determined to work with suppliers who are demonstrating the same commitment towards health and safety.

Worker Protection and Safety: Suppliers shall identify, evaluate, and manage occupational health and safety hazards

through a prioritized process of hazard elimination, substitution, engineering controls, administrative controls, and/or personal protective equipment.

Safety Training: Suppliers will have in place appropriate safety training programs and practices as appropriate to the roles and responsibilities of their employees. Training will be completed and regularly updated to ensure a safe environment for all employees.

Emergency Prevention, Preparedness, and Response: Suppliers should have plans in place to prevent, prepare for, and respond to emergencies, ensuring the safety of workers and communities.

Management Systems and Reporting

Essential to the safeguarding of the social, environmental, ethical, and health and safety practices of our business and by extension our supply chain, we require that each Supplier implement the appropriate management systems across these considerations to effectively identify risks and hazards in their business practices. Suppliers must develop meaningful and fair mitigation plans to support planning, prevention, management of, and remediation of these types of issues as related to their business. We understand that, across business size, industry type, issue stance, and region, what is fair may be different. Critically, there should be progress toward improved practices and the ability to respond to STEMCELL information requests.

Integrity of Records and Sound Accounting Practices:

Accuracy and reliability in the preparation of all accounting and business records are of critical importance to the proper discharge of financial, legal, regulatory, and reporting obligations. All accounting and business records, expense accounts, invoices, bills, payroll, STEMCELL Supplier records, and other reports are to be prepared with care and honesty.

Compliance and Corrective Action: Suppliers shall undertake periodic self-evaluations to identify and take necessary corrective actions to eliminate deficiencies related to this Code. Both the onboarding and continuing commercial relationship between a Supplier and STEMCELL are determined by the Supplier's respect of, and adherence to, this Code of Conduct.

Responsible Data Practices: Privacy and information security is of utmost concern to STEMCELL and all Suppliers will implement all safeguards that reasonably and appropriately protect the confidentiality, integrity, and security of STEMCELL data.

Suppliers will have in place appropriate practices and protocols to ensure that privacy and contractual requirements regarding the storage, transmission, protection, and disclosure of all STEMCELL information are honored.

Suppliers must comply with information security best practices, including but not limited to the use of network security, intrusion detection and prevention, encryption at rest and in transit, and

technical controls to protect data. They must also ensure, using best efforts, that these systems are maintained, monitored, and up to date. Sufficient awareness and training will be provided to all employees who may be responsible for the use and management of STEMCELL data and information.

Suppliers are expected to provide a description of the information security and privacy controls implemented upon STEMCELL request. In the event of a privacy or information security incident or suspected breach that may involve STEMCELL data, the Supplier shall immediately report it to STEMCELL in writing, including a detailed explanation of the impact of such breach to STEMCELL. Suppliers shall mutually cooperate in incident investigation and remediation up to, and including, the possibility of an audit.

Our Shared Responsibility

Our goal in implementing our Supplier Code of Conduct and Supplier Sustainability and Diversity, Equity and Inclusion program is to support ourselves, and our supplier partners, by promoting innovation and opportunities through collaboration and partnerships. We value the diversity of our supplier base and the tailored policies and practices that each has developed in promoting responsibility and agency while improving their environmental and social governance and actions thus far. In the spirit of continuous improvement and collaboration, STEMCELL welcomes proactive suggestions for improvements to this Code, our business processes, and our sustainability and DEI practices. We hope that over time we can work together with our supplier partners to deepen our impact collectively.

Links and Contact Information

For any questions or concerns about this Code or to report suspected misconduct or violations, please contact us at suppliersustainability@stemcell.com.



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