
Supplier Code of Conduct

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Introduction

TERRE and LAC group, consisting of the company TERRE ET LAC and its subsidiaries (hereinafter "TERRE ET LAC") wishes to establish a framework for stable and lasting relationships with its suppliers, subcontractors or any other stakeholder in the value and supply chain involved in the conduct of its activities (the "Company"). To do this, the Company is expected to share TERRE ET LAC's fundamental requirements and values, particularly in terms of compliance with laws and regulations in terms of human rights, labor rights, and social rights, environmental protection and business conduct.

This Supplier Code of Conduct (the "Supplier Code of Conduct" or the "Code") forms the basis for all cooperation and collaboration between TERRE ET LAC and the Company.

TERRE ET LAC is committed to sustainable supply chains and takes its social and environmental responsibility very seriously. TERRE ET LAC defends non-discrimination, freedom of association and collective bargaining, voluntary work and is against all forms of child labor. In this Code, TERRE ET LAC defines the requirements that any Company must meet as such.

It is expected that every Company understands that compliance with the social and environmental standards stipulated in this Code constitutes the basis for successful and long-term cooperation. These standards and requirements must be met by any Company which will have to apply the same standards and implementation measures.

This Code will be incorporated into any contract binding TERRE ET LAC to the Company (the "Contract") during its drafting.

1 General framework

1.1 Compliance with laws and regulations

The Company must comply with laws, rules and regulations in the countries where it operates. TERRE ET LAC expects the Company to meet the strictest requirements between those contained in this Code of Conduct, laws, rules and regulations.

1.2 Consequences in the event of a violation

If the Contract does not contain any stipulations in case of breach of this Supplier Code of Conduct by the Company, the following provisions shall apply.

The Company undertakes to inform TERRE ET LAC without delay as soon as it becomes aware of any breach by it or by one of its subcontractors of the principles set out in this Supplier Code of Conduct.

Any failing company undertakes to remedy the practice in question and to notify TERRE ET LAC of this remediation.

If the defaulting Company does not remedy this situation appropriately and satisfactorily on its own initiative or after formal notice, or commits further violations, TERRE ET LAC may terminate the business relationship, including any subordinate agreement, by right and without formality, without liability or compensation of any kind towards the defaulting party.

1.3 Transparency

The Company agrees that TERRE ET LAC shall regularly ensure compliance with the Code, which includes the right for TERRE ET LAC to carry out or have carried out by an external contractor audits including on-site inspections, to conduct questionnaires and interviews with freely chosen workers within the Company or at any construction site or manufacturing sites and/or in other places where work is carried out on behalf of the Company.

The Company must provide in this context all necessary, complete and accurate information.

2 Human rights, labour law and social rights

The Company is committed to ensuring respect for human rights in the conduct of its business.

2.1 Refusal of forced labour

The Company undertakes to comply with International Labour Organization Convention 29 on Forced Labour, 1930, and Convention 105 on the Abolition of Forced Labour, 1957.

The Company must reject any use of forced and compulsory labor as well as all forms of modern slavery and human trafficking. No irregular or exploitative work, or involuntary servitude or imprisonment is tolerated. The employment relationship of the Company is voluntary and may be terminated by employees freely, at their own discretion and with reasonable notice.

As such, in the context of contracts relating to the purchase of photovoltaic panels, the Company undertakes not to knowingly produce or purchase extracted products, produced, or manufactured entirely or in part by forced labor practiced in the Xinjiang Uighur Autonomous Region of the People's Republic of China and to provide a traceability map to allow for compliance verification.

2.2 Denial of child labour

The Company undertakes to comply with International Labour Organization Convention 138 on Minimum Age, 1973, as well as Convention 182 on the Worst Forms of Child Labour, 1999.

The exploitation of children under fifteen (15) years and their employment (child labor) in the activities of the Company and throughout the value chain and supply are prohibited. If the national legislation imposes a higher age, it must prevail. Young employees under the age of eighteen (18) years shall not work overtime or night shifts.

2.3 Occupational health and safety

The Company undertakes to comply with International Labour Organization Convention 155 on Occupational Safety and Health, 1981, as well as Convention 187 on the Promotional Framework for Occupational Safety and Health, 2006.

It guarantees the health and safety at work of its own employees and expects the same from all its subcontractors and suppliers. This concerns in particular work equipment, work with chemical or biological substances and the safety requirements (particularly in case of fire) for factory premises. All applicable occupational health and safety provisions must be complied with. In addition, a process for the continuous reduction of work-related health risks and improvement of health, safety and fire protection must be put in place.

2.4 Working time and remuneration

The Company's working time shall be in accordance with applicable national laws and industry standards, which are subject to the strictest regulations.

Each employee shall be entitled to at least one day of rest after six (6) consecutive working days. Sufficient breaks must be arranged to prevent accidents at work resulting from physical and mental fatigue.

Overtime must be done on a voluntary basis and cannot exceed the limit set by legal requirements.

The remuneration for normal working hours and overtime shall be at least the minimum required by law. The Company also undertakes to comply with Convention No. 100 of the International Labour Organization on equal remuneration, 1951.

Unauthorized deductions from pay as well as disciplinary deductions from pay are prohibited.

2.5 Respect for freedom of association and the right to collective bargaining

The Company shall respect the right of employees to form and join organizations of their choice and to engage in collective bargaining. It undertakes to comply with the International Labour Organization Convention No. 87 on freedom of association and protection of the right to organize, 1948, as well as Convention No. 98 on the right to organize and collective bargaining, 1949.

In situations where the rights to freedom of association and collective bargaining are restricted by law, alternative opportunities must be provided for independent and free unions of employees for collective bargaining. Workers' representatives must be protected against discrimination and have free access to their colleagues' workplaces in order to exercise their rights legally and peacefully.

2.6 Combating discrimination

The Company ensures that its employees are entitled to equal treatment and opportunities. It undertakes to comply with Convention No. 111 of the International Labour Organization concerning discrimination (employment and occupation), 1958.

Any discrimination based on sex, age, religion/beliefs, philosophy, social background, health condition, disability, ethnic and national origin, nationality, membership in workers' organizations, including trade unions, political ethics or any other personal characteristic, in terms of employment, salary, access to continuing education, promotion, termination of the employment relationship or retirement is prohibited.

2.7 Action to combat harassment, abuse and inhumane treatment

The Company undertakes not to engage in any form of harassment or intimidation, and to treat its workers and employees with respect and dignity. No behaviour, speech, act or writing that may harm the personality, dignity or physical or psychological integrity of a person shall be tolerated.

3 Environment

TERRE ET LAC attaches particular importance to the preservation of the environment and promotes a culture of sustainability in all its spheres of influence, particularly among Companies.

The environmental, social and governance positioning of the Company when managing its procurement, subcontracting and purchasing activities is taken into consideration by TERRE ET LAC.

3.1 Compliance with environmental legislation

The Company is expected to comply fully with all applicable national laws and regulations and international treaties relating to resource protection and environmental friendliness.

3.2 Environmental protection and climate impact

It is expected of the Company:

- to take all necessary initiatives to reduce the impacts that its activities could have on the environment;
- to promote the efficient and sustainable use of resources such as energy, water, land, and all other raw materials;
- to manage hazardous substances responsibly and, as far as possible, replace them with less dangerous ones.

The Company is expected to integrate climate change, including adaptation to climate change, into its activities.

4 Conduct of business

4.1 Preventing and combatting corruption

The Company undertakes not to engage in or tolerate any form of corruption, particularly influence peddling, in the course of its activities.

Corruption is a criminal offence whereby a person holding public or private office solicits or accepts any gift, offer or benefit with a view to accomplishing, delaying or omitting to perform an act that is directly or indirectly related to the performance of one's duties.

Influence peddling can be defined as the act of soliciting or accepting, directly or indirectly, offers, promises, donations, gifts or benefits of any kind, for oneself or for others, to take advantage of a position in order to obtain advantages or any favorable decision from an authority or a public administration.

4.2 Preventing and combatting conflicts of interest

The Company is required to avoid any situation that would involve a conflict of interest. The Company must comply with applicable conflict of interest legislation and strive to prevent the occurrence of conflict of interest situations in its work with TERRE ET LAC.

4.3 Fair competition and compliance with antitrust regulations

The Company must respect fair and free competition, and comply with applicable competition and antitrust regulations, in particular by refraining from entering into anti-competitive agreements with third parties, to abuse a dominant market position or to exchange sensitive information with competitors. The Company must take all appropriate measures to prevent, detect and punish any act related, directly or indirectly, to corruption or influence peddling in the scope of its activities.

4.4 Protection of information

The Company must comply with national laws and international treaties in force regarding intellectual property, as well as the intellectual property rights of TERRE ET LAC. It must guarantee to TERRE ET LAC the confidentiality of all non-public information communicated within the framework of their business relationship.

The Company undertakes to respect the strict confidentiality of information relating to TERRE ET LAC, presented as confidential by the latter that it may have and/or that it may come to know in connection with a collaboration or business relationship. The Company undertakes to guarantee the protection of this information against any misuse, fraudulent or inappropriate disclosure.

The Company complies with national, European and international laws, rules and regulations applicable to the protection of personal data and ensures a level of protection at least equivalent to that imposed by the (EU) Regulation 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, for all data processing carried out in the conduct of its activities.

4.5 Export controls and international sanctions

The Company shall comply with and observe international and domestic trade restrictions and sanctions, as well as national and international laws and regulations relating to the control of exports of goods and data.

4.6 Reporting of irregularities

Any non-compliance or violation of the requirements contained in this Code of Conduct by the Company must be reported.

No sanction, dismissal or any direct or indirect discriminatory measure may be taken against an employee of the Company who reports or discloses, without direct financial compensation and in good faith, information concerning a crime, an offence, a threat or damage to the general interest, a violation or an attempt to conceal a violation of an international commitment, a unilateral act of an international organisation taken on the basis of such a commitment, European Union law, the applicable law or regulation.

5 Implementation

All the aforementioned commitments apply to the Company, which accepts them. They are included in any Contract linking it to TERRE ET LAC. Accordingly, its employees must be informed of the content of this Code to ensure that these requirements are met.

This Code is made available to all persons on EARTH AND LAKE in connection with the Company: buyers, suppliers, users, managers, project managers, etc.

It is the responsibility of everyone to ensure at all times that they are brought to the attention of the Company and that it adheres to them.

Comprehensive and reasonable risk management must be implemented across the entire value and supply chain. This management must make it possible to identify risks and take appropriate measures.

These measures include employee training, regular on-site audits and inspections (announced and unannounced). Faults must be identified, addressed and corrected immediately.

The Company shall maintain adequate records to demonstrate compliance with this Code and applicable national and international laws in its operations.

General Manager
Sébastien FENET