

VENDOR / CONSULTANT CODE OF CONDUCT

PURPOSE AND SCOPE

Living-Centered Design (LCD) is CannonDesign's approach to designing solutions for today's greatest challenges. It allows us to address not only human needs, but the increasingly complex interdependencies that exist within life. It's an aspirational call to action that is not achievable without the cooperation of CannonDesign's consultants and vendors.

CannonDesign has established company standards, which include ethics and compliance-related initiatives, through its Code of Conduct ("Code"). The Code of Conduct applies to all CannonDesign employees, officers, owners, clients, consultants and vendors (who are also bound by the CannonDesign Vendor / Consultant Code of Conduct). As with its own employees, CannonDesign expects its consultants and vendors to embrace this commitment to ethics and transparency by complying with the CannonDesign Vendor / Consultant Code of Conduct.

Compliance with CannonDesign's Vendor / Consultant Code of Conduct

Consultants, vendors and their employees, agents and subcontractors (collectively referred to as "Vendors") must adhere to CannonDesign's Vendor / Consultant Code of Conduct while conducting business with or on behalf of CannonDesign. Vendors must promptly inform their CannonDesign contact (or contact the Ethics Line provided in the Code of Conduct or the Director of Ethics and Compliance) when any situation develops that causes the vendor to operate in violation of the Code, or the vendor learns a CannonDesign employee may be operating in violation of the Code. CannonDesign may require the immediate removal of any vendor who behaves in a manner that is unlawful or inconsistent with the Vendor / Consultant Code of Conduct or any CannonDesign policy.

Legal and Regulatory Compliance Requirements and Definitions

All CannonDesign vendors must conduct their business activities in full compliance with applicable laws and regulations while conducting business with and/or on behalf of CannonDesign and must, without limitation adhere to the following:

Antitrust: Conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they conduct business.

Boycotts: Not participate in international boycotts that are not sanctioned by the United States government.

Anti-corruption: Not participate in bribes or kickbacks of any kind, whether in dealings with public officials or individuals in the private sector. CannonDesign is committed to observing the standards of conduct set forth in the U.S. Travel Act ("ITA"), the U.S. Foreign Corrupt Practices Act ("FCPA") and the anti-corruption laws of the countries in which CannonDesign operates. Vendors must comply with all applicable anti-corruption laws, including the ITA and FCPA, as well as laws governing lobbying, gifts and payments to public officials, political campaign contribution laws, and other related regulations. Vendors must not, directly or indirectly, offer or pay anything of value to any official or employee of any government, government agency, political party, public international organization, or any candidate for public office to (i) improperly influence any act or decision of the official, employee or candidate for the purpose of promoting the business interests of CannonDesign in any respect, or (ii) otherwise improperly promote the business interests of CannonDesign in any respect.

Business Practices and Ethics

CannonDesign vendors must conduct their business interactions and activities with integrity and must, without limitation, adhere to the following:

Business Records: Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy. Create, retain, and dispose of business records in full compliance with all applicable legal and regulatory requirements. Be honest, direct, and truthful in discussions with regulatory agency representatives and government officials.

Gifts: Avoid gifts to CannonDesign employees because even well-intentioned gifts might constitute a bribe under certain circumstances, create conflicts of interest, or create an appearance of impropriety. Do not offer anything of value to obtain or retain a benefit or advantage for the giver, and do not offer anything that might appear to influence, compromise judgment, or obligate the CannonDesign employee. If offering a gift, meal, or entertainment to CannonDesign employees, always use good judgment, discretion, and moderation. Any gift from a vendor must be permissible under the policy of CannonDesign and the vendor's policy. Any gifts, meals, or entertainment must comply with applicable law, must not violate the giver's and recipient's policies on the matter, and must be consistent with local custom and practice. A vendor must not offer anything of value on behalf of CannonDesign to any public employee or government official. When in doubt, the vendor should contact CannonDesign's Ethics and Compliance Department for prior approval.

Labor Practices and Human Rights

CannonDesign expects its vendors to share its commitment to human rights and equal opportunity in the workplace. All CannonDesign Vendors must conduct their employment practices in full compliance with all applicable laws and regulations, and must, without limitation, adhere to the following:

- Cooperate with CannonDesign's commitment to a workforce and workplace free of harassment and unlawful discrimination. We require that vendors not engage in discrimination in hiring, compensation, access to training, promotion, termination, and/or retirement based on race, color, sex, national origin, religion, age, disability, gender identity, or expression, marital status, pregnancy, sexual orientation, political affiliation, union membership, veteran status, any other characteristic protected by applicable law, or any other benefit, term, or condition of employment, or in any employment actions, including hiring.
- Use only voluntary labor. The use of forced labor, whether in the form of indentured labor, bonded labor, or prison labor by CannonDesign vendors is prohibited. Also prohibited is any form of human trafficking of involuntary labor through threat, force, fraudulent claims, or other coercion.
- Not require workers to lodge "deposits" or their identity papers (i.e. government-issued identification, passports, or other work permits) with their employer. Workers should be free to resign their employment in accordance with local and national laws or regulations without unlawful penalty.
- Comply with all local and national minimum working age laws or regulations and not use child labor.
- Not engage in physical discipline or abuse. Physical abuse or discipline, the threat of physical abuse, sexual or other harassment, and verbal abuse or other forms of intimidation are prohibited. Any supervisor or manager who receives a complaint or information about suspected sexual harassment, or observes conduct that may be sexually harassing behavior, is required to take appropriate steps to address the conduct and to report such suspected sexual harassment to CannonDesign's Director of Human Resources or any member of the Human Resources team. In addition to being subject to discipline if they engaged in sexually harassing conduct or retaliation themselves, supervisors and managers will be subject to discipline for failing to report suspected sexual harassment or otherwise knowingly allowing sexual harassment to continue.

- Pay applicable legal wages under humane conditions. All disciplinary measures should be recorded. Wages and benefits paid for a standard working week must meet, at a minimum, local and national legal standards. Vendors must ensure overtime is voluntary and paid in accordance with local and national laws and regulations. Vendors shall keep records in accordance with local and national laws or regulations and provide in a timely manner, via pay stub or similar documentation, the basis on which employee are paid.

Reporting Questionable Behavior

If you wish to report questionable behavior or a possible violation of the Vendor / Consultant Code of Conduct, or any activity that is unethical, illegal, or unsafe, you are encouraged to work with your primary CannonDesign contact in resolving your concern. If that is not possible or appropriate, please contact CannonDesign through any of the following methods:

- **Telephone:** Contact the Director of Ethics and Compliance, Paul Moskal, at (716) 774-3295, or pmoskal@cannondesign.com.
- **Anonymously through the CannonDesign Ethics Line:** NAVEX Global at 1(855) 502-1878.

CannonDesign conducts its business with integrity, honesty, respect, and complies with all applicable laws. In order to maintain this workplace environment, and to preserve the reputation and continued success of CannonDesign, it must be informed about and be able to address any breach or potential breach of CannonDesign's policies or applicable laws. To this end, all third-party vendors must speak up promptly if they have reason to suspect that such misconduct has occurred.

The CannonDesign Non-Retaliation Policy is designed to foster a safe and confidential environment for employees and vendors to make such reports. CannonDesign takes seriously, and will investigate, all complaints of retaliation of any kind against an employee or Vendor who reports or discloses possible improper or illegal activities. This also applies to complaints of interference with a vendor's attempt or right to make a report or disclosure. CannonDesign will not tolerate retaliation against a vendor for making a report or participating in an investigation of reportable conduct, nor will CannonDesign tolerate an employee or vendor using their authority or influence to prevent another employee or vendor from making such a report or disclosure or impeding such an investigation.

This Policy applies to all employees and vendors of CannonDesign. All vendors are required to report concerns and assist in investigations that relate to issues of ethical standards, compliance, or any other conduct in violation of CannonDesign policies or applicable laws, rules, or regulations. CannonDesign prohibits any acts of retaliation against an employee or vendor who has reported a concern or assisted with an investigation.

Revised 09/18/20

Responsible Department Contact Information

Compliance Department: (716) 774-3200
 Human Resources: (716) 774-3209
 Legal Department: (716) 774-3391
 Policy Owner: Ethics and Compliance Department
 Effective Date: July 28, 2016, Revision Dates 04/29/20, 08/24/20, 09/18/20, 6/12/25
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