



Vendor and Supplier Code of Conduct

Introduction

This Vendor and Supplier Code of Conduct (“**Code**”) is to communicate the expectations of Element Fleet Management Corp. and its subsidiaries (“**We**,” “**Element**,” or the “**Corporation**”) for vendors and suppliers of goods and performing services (collectively, “**You**,” “**Vendors**” or “**Suppliers**”) for, or on behalf of Element. This Code applies to all Vendors and Suppliers, their parent, subsidiary and affiliated companies, and their respective employees, contractors, and agents.

Vendors’ and Suppliers’ commitment to, and fulfillment of, the principles set out in this Code is critical to Element and will be assessed and factored in when Element considers entering a commercial relationship. We will apply this Code on a global basis, and we will integrate this Code into the various practices involved in Element’s qualification, evaluation, selection, and management of our Vendors and Suppliers. We may require you to provide information, complete training, and perform other activities in connection with the expectations set out in this Code before, during or after you supply goods or perform services for Element. In addition, any Vendors or Suppliers working on Element sites or directly with Element personnel must comply with Element’s Code of Conduct and Ethics.

Ethics

Element is committed to upholding the highest moral and ethical principles and expects you to adhere to the same fundamental principles, including all legal compliance, fairness, honesty, and anti-corruption.

Suppliers must comply with all applicable laws, regulations, codes, rules and other governmental requirements in their respective jurisdictions and those in which they conduct business with and for Element. Suppliers must also comply with international and industry standards relating to the sourcing of goods and the performance of services, including but not limited to human rights and sustainable sourcing.

In your dealings with Element, or on Element’s behalf, you must be honest, transparent and respectful with Element employees and the members of the communities in which it carries on its activities. All consultations and negotiations should be carried out in good faith and with no intention to mislead or be deceitful.

Element expects you to refrain from:

- a) the use of funds, assets, or personnel for any unlawful, improper, or unethical purpose;
- b) offering, giving or promising anything of value, including entertainment, travel expenses or gifts, to an Element employee or representative with the intent to obtain or retain any business or any other advantage;
- c) offering, giving or promising, directly or indirectly, any commercial bribe to any person; and
- d) making any “facilitation” or other payments to government agencies or officials to expedite or secure the performance of a routine governmental action.

Health, Safety, Environment and Community Management

Protecting and fostering the environment, the safety and health of people and our relationships with local communities are core values of Element. Element expects the same principles to be upheld and applied by

you in a manner appropriate and proportional to the nature of the activities, the goods you supply and the services you perform.

You should establish, maintain and enforce practices that protect worker health and safety. Vendor and Supplier personnel should be adequately trained, certified, prepared and competent to perform their duties safely to themselves and those that may directly or indirectly impact. Any risks to worker health or safety should be identified, assessed and eliminated or managed throughout the activities involved in sourcing and supplying goods and the performance of services by you. We expect you to strive for continual improvement in safety performance by regularly reviewing and updating your safety programs and practices in a manner that ensures ongoing compliance with law and industry standards.

You are expected to be responsible stewards of the environment in your communities and those you work in on Element's behalf. Accordingly, you should establish, maintain and enforce practices prioritizing environmental protection and sustainability. You should have robust environmental controls in place to deal with unplanned maintenance, repairs, releases and other possible non-routine circumstances associated with your activities, the goods you supply and the services performed. You should have processes to identify and assess opportunities to reduce or eliminate any environmental impacts, the goods supplied, and the services performed.

Preparedness is the key to responding to emergencies in a manner that mitigates and minimizes any potential loss or injury. We expect you to:

- a) identify inherent hazards and potential emergencies that could arise;
- b) establish and maintain emergency-related plans and resources that are appropriate and proportional to the nature and scale of their activities, the capabilities and availability of their personnel and external emergency response agencies and the potential impacts on affected communities;
- c) take the necessary steps to identify, assess and manage the causes of incidents or emergency situations in the workplace and follow the necessary notifications, response, and recovery efforts to minimize the likelihood of any future incidents of a similar nature;
- d) refrain from making any "facilitation" or other payments to government agencies or officials to expedite or secure the performance of a routine governmental action.

Human Rights

Element is committed to respecting and observing the human rights of its employees, community members, and others affected by our activities. We continue to advance our Human Rights Policy, which outlines Element's principles regarding human rights, including prohibitions against child labour, forced labour and discrimination. Element conforms to the United Nation's Guiding Principles on Business and Human Rights and is committed to a safe working environment and the freedom of association of its employees. In addition to our Human Rights Policy, we developed a Statement on Modern Slavery, which sets out that Element is committed to understanding and preventing forced labour, child labour and human trafficking ("Modern Slavery") in its operations or supply chain in any of our jurisdictions.

Element expects Vendors and Suppliers to share this commitment and to implement practices that reflect a respect for human rights, comply with the International Labour Organisation standards and the United Nations Guiding Principles on Business and Human Rights. Vendors and Suppliers are expected to comply with applicable laws related to Modern Slavery and take steps to assess and mitigate the risk of Modern Slavery in their supply chains.

We will continue to monitor the risks of modern slavery practices in our operations and supply chain, as well as educate our staff and suppliers. Element procurement and sourcing practices will take steps to ensure our suppliers are aligned with Element's policies.

Supplier Diversity

Small and diverse businesses drive our economy. **Vendors and suppliers with certifications** will have the opportunity to contribute to an environment where Element values small and diverse businesses. Element's policy ensures that minority, women-owned businesses, small businesses, and other underrepresented groups have the maximum practicable opportunity to participate in our business activities. Element will take steps to accomplish fair competition by fostering an inclusive procurement process that provides the maximum opportunity for small and diverse businesses to participate as partners and suppliers of goods and services. Additional benefits, such as lower costs and improved levels of innovation, service, flexibility and product quality, can be gained when ensuring that diverse vendors and suppliers are included in the procurement process. Whenever possible, small and diverse businesses will be considered and included in sourcing/procurement processes. Learn more: [Supplier Diversity Policy](#).

Sustainability

Element will build relationships with vendors and suppliers to drive environmentally conscious procurement and sourcing practices that benefit Element by using fewer resources and less energy through continuous improvement and innovative solutions. We will strive to procure and source from legal and sustainable sources and procure with a preference for materials from recognized, responsible vendors and suppliers. We will ensure that environmentally conscious goods and services are heavily considered when sourcing any goods and services.

Privacy and Information Security

Unless disclosure is authorized or legally mandated (for example, by court order), Vendors and Suppliers should protect the confidentiality of employee and customer information in compliance with applicable privacy legislation, irrespective of whether the information and data was provided by the employee or customer or was created by the Vendor or Supplier. Vendors and Suppliers should consider all non-public information to be confidential. You must have appropriate information security policies and procedures to secure access to Element's information. These policies and procedures are subject to Element's audit and review when requested. You must use Element information only in a manner agreed to by Element and notify us within 24 to 72 hours of actual or suspected privacy breaches, security breaches, or losses of our information.

Supplier Assessment and Monitoring

Element reserves the right to assess and monitor the vendor's and supplier's practices annually with advance written notice, barring any interruption on normal business operations, regarding this Code on an ongoing basis. Element may request the vendor or supplier to complete a self-assessment questionnaire. Element or a third party designated by Element may conduct onsite or virtual audits of selected vendor or supplier facilities that provide Element products or services. Onsite audits may include a review of relevant vendor or supplier records, policies and work practices, as well as an inspection of the facilities for compliance with this Code. In case of observed non-compliance with this Code, the Vendor or Supplier will take all reasonable measures to meet the standards diligently exposed in this Code.

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