



Supplier Code of Conduct

1.0 Guideline Statement

The Supplier Code of Conduct (SCOC) outlines Vendella's fundamental expectations of its suppliers regarding their activities in the production and delivery of goods and services supplied directly to VENDELLA. The Supplier Code of Conduct supports Vendella's values, purpose, and strategy, as well as internationally recognised standards and appropriate codes of practice. By accepting and abiding by this SCOC, suppliers affirm that they are committed to working with VENDELLA and are aligned to its values, purpose, and strategy. It is the supplier's responsibility to achieve and maintain the minimum standards outlined in this SCOC, and train employees and contracted parties on their consequential rights and responsibilities.

The SCOC covers People, Environment, Community, Corporate Governance and Supply Chain.

VENDELLA will continue to evaluate suppliers on capability and commercial acumen, while taking into consideration compliance to the Supplier Code of Conduct where relevant.

2.0 Scope

This guideline applies to Significant Suppliers of goods and services to VENDELLA, whether local, national, or international.

3.0 Definitions

In this Supplier Code of Conduct, unless the context otherwise indicates:

Significant Suppliers means organisations that are under contract (via a Master Supply Agreement, Specialist Service Agreement, Design & Construction Contract, or a Purchase Order) and constitute a significant portion of total operating spend to VENDELLA. They are usually difficult to replace without significant effort and they are relied upon to provide essential goods and/or services to VENDELLA. They are organisations that pose the highest level of social, environmental, or economic risk.

4.0 People

4.1 Human Rights

The VENDELLA Group is committed to creating and supporting a culture and work environment in which people have opportunities to do their best work.

- > Suppliers must comply with all relevant local and national laws and regulations with regard to employment practices, benefits, health and safety and anti-discrimination.
- > Suppliers will commit to provide a workplace free of any form of harassment.
- > Suppliers shall not use any form of forced, bonded, indentured or prison labour. All work must be voluntary, and workers shall be free to leave work or terminate their employment with reasonable notice.
- > Suppliers must strive to support the principles in the UN Global Compact.

4.2 Diversity

The VENDELLA Group is committed to encouraging diversity in the workplace and the provision of a work environment that is free from discrimination and promotes equal opportunity to all.

- > Suppliers are to promote an inclusive workplace where employee differences in areas like gender, sexual preference, age, culture, disability, and lifestyle choice are valued.
- > Suppliers must strive to provide a workplace that is free of direct or indirect discrimination, harassment or bullying.

4.3 Learning & Development

The VENDELLA Group is committed to supporting the career development of its employees through continuous learning, by providing opportunities to develop skills and experiences, assisting them to achieve their career goals.

- > Suppliers must be committed to the provision of relevant training, learning and development opportunities for all employees.

4.4 Workplace Health and Safety

The VENDELLA Group is committed to a zero-harm approach in terms of the health and safety of our employees, contractors, tenants, and visitors to our assets.

Suppliers must support and demonstrate their commitment to:

- > prevent worker exposure to potential safety hazards.
- > comply with all relevant local and national laws and regulations with regard to occupational health and safety and the provision of health-related benefits to employees.
- > have written safety and health policies and standards.
- > have a documented system to record and reduce work-related injury and illness.

5.0 Environment

Suppliers are to manage the minimisation of their environmental impact in the course of doing business, and to support and encourage others where it can meaningfully do so.

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All required environmental permits and registrations are to be obtained, maintained, and kept current.

5.1 Climate Change and Energy

The VENDELLA Group aspires to identify and respond to climate change risks and opportunities in managing our property portfolio and work towards carbon neutrality in our operations, development, and business activities.

> Suppliers will commit to reduce their carbon emissions in areas within their control, and to imbed a preference for carbon neutral products and services in their purchasing process.

5.2 Waste & Resource Management

The VENDELLA Group aspires to utilise resources optimally for maximum lifecycle and disposal of waste without environmental harm.

Waste

> Suppliers will commit to maximising the reuse and recycling of materials while minimising waste volumes with an aim to minimising waste to landfill.

Resource

> Suppliers will commit to utilise resources optimally for maximum lifecycle, and to only use what is needed.

5.3 Biodiversity

The VENDELLA Group aspires to positively contribute to sustainable and resilient communities and ecosystems through the protection of biodiversity.

> Wherever possible, Suppliers will make a positive contribution on biodiversity, in relation to the products and services they provide.

5.4 Water

The VENDELLA Group aspires to employ best practice approaches to sustainable use and management of water resources.

> Suppliers will commit to sustainable use and management of water resources in all areas that it has control over, and to support and encourage others where it can meaningfully do so.

6.0 Community

6.1 Community Engagement & Development

The VENDELLA Group aims to make a net positive contribution to our communities, people, and environment.

> The supplier will commit to contribute to the local communities which the Supplier impacts and support their sustainable development.

7.0 Corporate Governance, Business Conduct and Ethics

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VENDELLA regards good corporate governance as being of critical importance to all of Vendella's stakeholders and a fundamental component to Vendella's commitment to security holders. Vendella's Board strives to ensure that VENDELLA meets high standards of governance across its operations.

- > Suppliers must strictly comply with all laws and regulations on bribery, corruption, and prohibited trade and business practices.
- > Suppliers must conduct their business in accordance with high ethical standards.
- > Suppliers must have effective and transparent allocation of responsibilities between Board and management, where an applicable management structure exists.
- > Suppliers must have effective processes in place to prevent or immediately disclose a conflict of interest or the appearance of a conflict of interest related to its relationship with VENDELLA as soon as possible to VENDELLA.

8.0 Supply Chain

VENDELLA is committed to working in partnership with our suppliers to realise the full value of our relationships and to positively contribute to our stakeholder communities and the environment.

- > Suppliers must adopt similar principles to those outlined in this SCOC in dealing with their own Significant Suppliers.
- > Suppliers must adhere to acceptable business practices with their own suppliers, including providing timely payment.

9.0 Reporting Concerns

The standards of conduct described in these guidelines are critical to the ongoing success of VENDELLA. If you have any concerns about compliance or ethics issues while working for or with VENDELLA or want to report illegal or unethical activities:

Email – jamie@vendella.co.nz

All matters raised in good faith through these reporting lines will be handled in a confidential and non-retaliatory basis.

10.0 Performance Targets & Continuous Improvement

To support continuous improvement and ensure alignment with VENDELLA's sustainability objectives, Suppliers are expected to work towards the following measurable performance targets.

VENDELLA will periodically review supplier performance against these targets and may request supporting evidence.

10.1 Environmental Targets

- > Suppliers should demonstrate progress toward:

- Carbon Emissions
 - Reduce greenhouse gas emissions by 20% by 2028 (from a 2024 baseline or first year of measurement)
- Waste Management
 - Reduce waste sent to landfill by 30% by 2028
 - Implement recycling programmes where facilities exist
- Sustainable Materials & Packaging
 - Achieve 80% recyclable, reusable, or sustainably sourced packaging by 2027
- Resource Efficiency
 - Monitor and reduce energy and water consumption year-on-year where feasible

10.2 Social and Ethical Targets

- Supplier Code Compliance
 - Maintain 100% compliance with this Supplier Code of Conduct
- Supplier Audits
 - Ensure 100% of key or significant suppliers are assessed or audited at least every 2 years
- Modern Slavery & Labour Standards
 - Maintain zero tolerance for forced, bonded, or involuntary labour
 - Provide evidence of policies and controls where requested
- Health & Safety
 - Maintain documented systems to track incidents and demonstrate continuous reduction in workplace injuries

10.3 Governance and Implementation

- Suppliers are encouraged to:
 - Set internal targets aligned with the above
 - Track and report progress when requested by Vendella
 - Cascade these expectations through their own supply chain
- Vendella recognises that suppliers may be at different stages of maturity and expects **reasonable, good-faith efforts toward continuous improvement**, rather than immediate full compliance.

Having read the above **Vendela International Supplier Code of Conduct** I hereby agree to follow the above and understand it is the **supplier's responsibility** to achieve and maintain the minimum standards outlined in this SCOC, and train employees and contracted parties on their consequential rights and responsibilities.

Supplier Name: _____ Signature: _____