

Vendor Code of Conduct

Approved: The Executive Risk Management Committee, Nov 26, 2024
 Owner: Richard Burchill, Group Finance Director

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1. Introduction

Rezolve is committed to conducting business in accordance with the highest ethical standards and in accordance with all applicable laws and regulations of the countries in which we operate. This Vendor Code of Conduct (the “Code”) aims to provide Vendors with the principles, guidelines and expectations for establishing and maintaining a business relationship with the Rezolve Group. For the purpose of this policy, “Vendors” are defined as vendor(s), supplier(s), contractor(s), subcontractor(s), consultant(s) and/or other third parties or business partners providing goods, services and supplies to any member of the Rezolve Group.

The Code applies to any employee, agent, or other representative of a company, corporation or other entity that provides any goods, services or supplies on behalf of, at the request of, or in connection with work completed for any member of the Rezolve Group. Rezolve expects that its vendors will share and embrace our values as well as our commitment to regulatory compliance. It is the responsibility of our Vendors and their representatives to understand and adhere to Rezolve’s expectations and policies. Vendors should notify a member of the Rezolve Group management or Group Procurement team if and when any situation develops that causes the Vendor or any representative to operate in a way that may be in conflict with the Group’s expectations and policies.

Rezolve Group reserves the right to undertake compliance monitoring on its Vendors at any given time through vendor self-assessment and onsite audits. Vendors shall cooperate in a transparent manner and give access to relevant premises and information including permission to conduct interviews with employees and access to accurate and complete documentation and records related to the Code. The Company may suspend or terminate a relationship with any Vendor if such Vendor or any of its representatives behaves in a manner that we consider to be inconsistent with this Code or any Rezolve Group principles or policies.

2. Relationship with our Contractors, Suppliers and Vendors

We promote fair dealings with our Vendors:

- We conduct our business on the basis of the principles of fairness, good faith, equality, safety and integrity, and we expect the same from those we do business with.
- We provide transparent, timely and accurate information.
- We seek a fair price from our Vendors.
- We abstain from, directly or indirectly, demanding or accepting from an employee of a business partner a bribe or other undue advantage for them to obtain or retain business or other improper advantage.
- We expect third parties with whom we do business not to solicit or expect us to render a bribe or other undue advantage

3. Fair and Transparent Business Practices

Vendors and their representatives are expected to participate in procurement processes in a manner that is transparent, fair, accountable and honest and to comply with all applicable laws and regulations regarding fair competition as well as recognized standards of good procurement and labour practices. Vendors are expected to respond to tenders in an honest, fair and comprehensive manner, accurately reflecting their capability and capacity to satisfy requirements set out in contract documents. They are expected to follow all the rules established for each procurement process, and only enter into contracts if they can and will fulfil obligations of the contract. Vendors are also expected to create, retain and dispose of business records in full compliance with all applicable legal and regulatory requirements. The Rezolve Group has a zero-tolerance policy in respect of bribery, corruption and fraudulent and collusive practices.

4. Conflict of Interest

Vendors are required to conduct their business in a responsible and ethical manner and to exercise reasonable care and diligence to prevent any actions or conditions that could result in a conflict of interest. In order to comply with this Vendor Code of Conduct, Vendors must have and abide by high standards of corporate governance, carry out their business honestly and ethically, and operate in full compliance with all applicable laws, rules and regulations. A Vendor must disclose any actual or potential conflict of interest in writing, and discuss it with Rezolve Group management or the Group Procurement team before the award of any contract is concluded or, should such conflict arise during the term of a contract, immediately upon such conflict arising.

5. Financial Integrity

Disbursement of funds to a vendor's business is contingent upon a written contract signed by duly authorized representatives of both parties. All transactions related to a Vendor's contract with Rezolve and other relevant documents, reports and information provided to Rezolve must be accurately documented. Vendors shall maintain accurate and timely financial books, records and statements pertaining to its own business in accordance with applicable laws, rules and regulation. Vendors shall not engage in any kind of bribery, corruption, fraud or money laundering in the course of their business dealings with Rezolve.

6. Privacy, Security and Confidentiality

Vendors must comply with Rezolve's requirements for maintenance of confidentiality and security and follow its data privacy guidelines as a condition of doing business with the Rezolve. Vendors who have been given access to confidential information of any member of the Rezolve Group should not share this information with anyone and any such information

must be treated by Vendors, their employees, personnel, agents and subcontractors as confidential and must be used only for the intention it was provided, unless any such disclosure or use has been authorized in writing by an authorised representative of the Rezolve Group. If a Vendor believes that he/she has been given access to the Company's confidential information in error, the Vendor should immediately notify the Company and refrain from further distribution of the information. Vendors must ensure that only those of its employees and personnel (and, to the extent permitted in writing by an authorised representative of the Rezolve Group, permitted agents and/or subcontractors) to whom disclosure of confidential information is required for the Vendor's performance of its contractual obligations will have access to the confidential information, and then only to the extent necessary to perform these obligations. For the avoidance of doubt, confidential information means any all information relating to any Rezolve Group entity and its affiliates provided to a Vendor, including, without limitation, any technical, commercial, scientific information, know-how, trade secrets, business ideas, processes, designs, drawings, technical specifications, and data, in whatever form, disclosed that concern or relate to the business, operations, styles of work or any other information of the Rezolve Group, as well as information that may be acquired by a Vendor in relation to any business arrangement with the Rezolve Group (including the existence and terms of any such business relationship).

7. Bribery and Corruption

Rezolve conducts its business on the basis of fairness, good faith and integrity and expects the same from those it does business with. Rezolve has a zero-tolerance policy towards bribery, corruption, extortion and other unethical practices.

- We expect those with whom the Company does business not to directly or indirectly offer, promise or give any bribe or any other form of incentive to a Rezolve employee, representative or agent or to any third party (including without limitation government officials).
- Any payment made by us to any agent, consultant or intermediary should represent no more than an appropriate remuneration for legitimate services rendered and no part of any such payment may be passed on by the agent, consultant or intermediary as a bribe or other improper payment

8. Guidelines on Gifts and Entertainment

We refrain from accepting from or offering to any business partner (prospective or existing) gifts or any other advantages that might result in a conflict of interest.

- We prohibit Vendors from offering cash or cash equivalents to any Rezolve employee, agent, consultant or representative.
- All Rezolve employees and representatives must comply with the Group's Gifts and Entertainment Policy (Set out in Rezolve's Code of Conduct), therefore we forbid any gift or entertainment from a vendor that is not permissible under this policy.

9. Labour and Employment Practices

Vendors must conduct their employment practices in full compliance with all applicable laws and regulations, including those relating to labour and employment.

- Vendors shall ensure that they only employ workers who are legally authorized to work in that location.
- Vendors shall pay workers a fair wage and benefits that meets basic needs and that is no lower than the legal minimum wage or any threshold set in the applicable collective bargaining agreement.
- Vendors shall prohibit child labour and ensure that children are not employed by their own Vendors.
- Vendors shall refrain from any form of forced labour, debt bondage, slavery, human trafficking or involuntary prison labour;
- Vendors shall set fair working hours and a payment of fair wages and salaries in accordance with the applicable employment contract, including overtime arrangements. Deductions to such wages for any reason whatsoever should be in accordance with the applicable laws and Vendors should inform the workers concerned of any such deductions.
- Vendors shall employ workers with adequate skills and qualifications, and should not be based on personal relationships or attachments.
- Vendors shall ensure that all workers have equal opportunities in the workplace.
- Vendors must promote and maintain a working environment that is free from discrimination and/or harassment and treat their workers with fairness, dignity and respect.

9. Health, Safety and Environment (HSE)

The welfare of our employees, the employees of our contractors and sub-contractors and the protection of the environment are of the utmost importance. That's the reason why, the Company is committed to protecting the health and safety of our employees and our vendors, as well as the environment we operate.

10. Compliance with Laws and Standards

Vendors are required to always comply with all applicable laws and regulations as well as principles and standards included in this Code. The Vendors' management system should also be designed to ensure continued compliance with regards to changes in laws and regulations affecting its business operations. Vendors shall provide adequate and relevant training to their workers, agents, subcontractors, and other personnel (including management personnel) in order to facilitate compliance. In addition to the provisions of this Code,

Vendors are expected to comply with the provisions of the following laws, regulations or standards at a minimum:

- UN Universal Declaration of Human Rights.
- UK Bribery Act, 2010.
- US Foreign Corrupt Practice Act, 1977.
- US sanctions and export control laws and regulations.
- Anti-money laundering laws and international standards.
- ILO - International Labour Standards.
- IFC's Performance Standards on Social & Environmental Sustainability.

11. Whistleblowing

The Company has adopted a robust whistleblowing policy that encourages reporting of any form of mismanagement, corruption, illegality, unethical behaviour and other wrongdoing in respect of dealings with internal and external stakeholders. Vendors shall promptly report any instance of illegal or unethical behaviour noted in the course of its dealings with any member of the Rezolve Group. Concerns can be raised anonymously through the Rezolve Group Whistleblowing portal, <https://rezolve.ethicspoint.com/> the Rezolve Group Audit & Compliance team, or to the Group Procurement team. The Company will maintain confidentiality to the extent possible and will not tolerate any retaliation taken against any individual who has, in good faith, reported an unethical behaviour or a possible violation of this Code. Vendors shall make all efforts to protect whistle-blower confidentiality and prohibit retaliation.

12. Contravention of the Code

Rezolve regards any contravention of this Code or its principles as a serious offence, which may result in:

- Withholding and/or setting off any amount due and payable to the Vendor pending conclusion of any fraudulent investigation.
- Grey-listing the Vendor (Suspension of the vendor).
- Termination of contract with the Vendor.
- Blacklisting of the Vendor and discontinuation of any business relationship with the Vendor.
- Instituting legal actions against the Vendor

In trading with Rezolve the vendor agrees to comply with this Vendor Code of Conduct

Approval log:

Ver	Owner	Approver	Approval Date
1	Richard Burchill	ERMC	Oct 6, 2021
2	Richard Burchill	ERMC	Nov 26, 2024