



Code of Conduct and Ethics

Approved by the Board of Directors March 26, 2024

Scope	<p>This Code of Conduct and Ethics (the “Code”) applies to the Board of Directors, officers and employees of BID Group Holdings Ltd. and its subsidiaries (collectively, the “Company”). For convenience, each of these persons is referred to as an “employee”.</p>
Purpose	<p>The Company requires that its employees act with integrity and observe the highest ethical standards of business conduct in their dealings with shareholders, lenders, customers, suppliers, business partners, competitors, and fellow employees.</p> <p>This Code is intended to provide clear guidance on the Company’s business principles and existing compliance policies, and to help employees recognize and address ethical issues. While the Code does not, and cannot, deal with every situation that may arise, it provides a baseline for honest and ethical decision-making.</p> <p>The Company may establish additional and more specific standards and policies which apply over and above this Code. These may include location/division specific policies which take into consideration local laws and practices.</p>
Manager Responsibilities	<p>If you are a manager, you have additional responsibilities. You should lead by example and act as a resource person for your group. You are expected to provide timely guidance to employees on ethics and compliance concerns and/or direct them to the right source of information. You should encourage employees to ask questions and get advice before they act.</p>
Ethical Conduct and Fair Dealing	<p>Employees must deal honestly, ethically and fairly with all shareholders, lenders, customers, suppliers, business partners, competitors and fellow employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.</p>
Compliance with Applicable Laws	<p>The Company is committed to complying with applicable laws, rules and regulations (“Applicable Laws”). You must not engage in any conduct, transaction or matter that would cause the Company to violate any Applicable Law. You are expected to use good judgment and common sense in seeking to comply with Applicable Laws and to ask a manager for advice if you are uncertain.</p>



Conflicts of Interest

Employees must avoid situations where their personal interest (or the interest of a family member or friend) conflicts, or appears to conflict, with the interests of the Company. While it is not possible to detail every situation where a conflict of interest may arise, ask yourself if you (or a member of your family, or a friend) stands to gain personally from your actions. Also ask yourself if you would feel uncomfortable or embarrassed with the situation if it were reported to your supervisor or to senior management. Below are examples of common situations where conflicts of interest arise.

Corporate Opportunity. Do not take for yourself personally (or for a family member or a friend) an opportunity that is discovered using Company assets, time, property, information or through your position unless you have disclosed all the circumstances and obtained prior authorization from the Company's Chief Financial Officer or General Counsel or, if you are a director or officer, from the Board of Directors.

Gifts and Entertainment. Only accept gifts or entertainment that are appropriate given the circumstances, given openly and transparently, and which will not compromise or influence (or be perceived as compromising or influencing) the decisions you make on behalf of the Company. Do not accept personal favors, services, costly gifts, or compensation (e.g. cash, negotiable instruments) of any kind from any customer, contractor or supplier. If you are unsure, seek guidance from your manager.

Outside Interests. You must avoid outside interests that impair (or could appear to impair) your responsibilities to the Company. For example, you must not have a direct or indirect (including through a family member or friend) financial interest in a supplier, competitor, or customer of the Company unless you have disclosed the details of the interest and received authorization from the Company's Chief Financial Officer or General Counsel or, if you are a director or officer, from the Board of Directors.

Company Property. You should protect the Company's assets and use them solely for legitimate, authorized business purposes. This includes the Company's confidential information (as described in more detail below) and all information technology equipment.

Anti-Bribery and Anti-Corruption

The Company is committed to complying with applicable anti-bribery and anti-corruption laws. These laws prohibit the offer, payment, acceptance, or receipt of a bribe or improper payment in exchange for a business advantage. You must never (directly or indirectly): (a) offer, promise, give or authorize anything of value to any person for the purpose of obtaining or retaining any business advantage; (b) solicit, accept, or agree to accept anything of value from any person in return for providing any business advantage; (c) otherwise use illegal or improper means



(including bribes, favors, kickbacks, inducements, or secret commissions) to influence the decisions of any government official or business partner. These laws are complex, and violations may result in serious consequences, including criminal charges. You are encouraged to seek guidance from your manager if you are uncertain about their interpretation or application.

Confidential Information

Employees must protect all confidential information they receive or have access to in the course of their employment. Unauthorized use or disclosure of confidential information can directly harm the Company, including through loss of competitive advantage, or by damaging relationships with customers or other business partners. Confidential information is any form of information or knowledge that is developed or in the possession of the Company that has not been disclosed to the public. It may include financial information, business plans, technical information, trade secrets, engineering and manufacturing ideas, designs, databases, records, and information concerning the Company's business partners.

You are expected to safeguard all confidential information in your possession and to use it only for authorized business purposes. You may not disclose confidential information outside the company unless you are authorized by your manager and appropriate protections are in place (e.g. a confidentiality agreement) or if you are required by law.

Safety; Respect in the Workplace

Ensuring a safe and respectful workplace is paramount to our Company's values. Employees are expected to prioritize safety in every aspect of their work and be familiar with and follow all safety policies and practices applicable to their workplace and position.

Our commitment to safety includes providing a working environment and culture free from bullying, harassment, discrimination, and violence of any kind. Employees are expected to treat all individuals they interact with in the course of their employment with dignity and respect; this includes fellow employees, customer, suppliers, and other business partners. It is the responsibility of each employee to report any incidents or concerns related to safety, bullying, harassment, discrimination, or workplace violence promptly.

Human Rights

The Company will not tolerate acts of discrimination based on race, color, ethnic origin, religion, nationality, gender, sexual orientation, age, physical ability, health condition, marital status or any other basis prohibited by Applicable Law.

The Company is opposed to all forms of modern slavery, including forced labor and child labor, and is committed to ensuring it does not take place anywhere within its business activities. The Company expects its suppliers and other business partners to share this commitment. You must follow the Company's policies and practices concerning the identification of risks related to modern slavery before entering into



any contractual relationships with suppliers. If you identify any risks, you must consult with your manager before proceeding.

Anti-Trust and Competition

The Company is committed to complying with all applicable antitrust, competition and trade laws. These laws are intended to preserve fair competition and prohibit practices that could unreasonably limit competition. These laws are complex, and violations can result in criminal penalties and heavy fines. You must not discuss, even informally, pricing, costs, discounts, or contract terms with a competitor. Do not enter into any agreement (written or oral, express, or implied) with a competitor concerning pricing, other terms of service, costs or profits.

Reporting Violations

If you are aware of a violation of this Code or have reason to believe one has occurred, you have an obligation to report it. The Company will investigate all reported violations.

Violations may be reported through the following channels:

- **Manager / Human Resources.** You are encouraged to report the concern through established channels of communication (i.e. to an appropriate manager or human resources representative in your business unit or location). The manager or HR representative will escalate the report and/or seek guidance from the Company's legal department as necessary.
- **General Counsel / Executive.** If you are uncomfortable or unsure about reporting the violation to a manager or human resources, you may report it directly to the Company's General Counsel and/or the Company's Chief Financial Officer.
- **Confidential Compliance Hotline – NAVEX.** The Company has established a process for confidential reporting through an independent third-party, NAVEX. You may submit a report to NAVEX through the channels below. If you elect to remain anonymous, your identity will not be disclosed to the Company. You will be assigned a code that will allow you to follow up on your report and check for feedback or questions. Reports will be directed to the Chair of the Board of Directors, the Chief Financial Officer and the General Counsel.

Mobile Intake QR Code



Web Intake Site:

bidgroup.ethicspoint.com

Telephone Hotline:

United States: (833) 223-7066

Canada: (833) 223-7032



Prohibition on Retaliation

The Company will not take or permit any acts of retaliation (including demotion, discipline, or discrimination) against an employee who, in *good faith*, reports any known or suspected violation of this Code. Any act of retaliation will itself be considered a serious breach of this Code and subject to disciplinary action.

Consequences of Violations

Compliance with this Code is mandatory for all employees. If it is determined that an employee is in violation of the Code, the Board of Directors or Executive management may take such disciplinary action as it determines appropriate, up to and including termination.

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