

## DIGI GROUP'S BUSINESS PARTNERS CODE OF CONDUCT

### 1. Introduction

Digi Communications N.V. (the **Company or DIGI**) and its subsidiaries (collectively, **DIGI Group** or the **Group**) are committed to the highest standards of business ethics and responsibility, acting in accordance with the principles of DIGI Group's Code of Conduct and the Policy on Anti-Bribery, Anti-Corruption and Business Ethics (available in the section <https://www.digi-communications.ro/en/corporate/corporate-governance>).

Similarly, DIGI Group expects all entities and individuals with whom it engages in any form of business relationship to adhere to ethical standards consistent with those of DIGI Group, including full compliance with the Group's Code of Conduct for Business Partners (the **Code**).

This Code establishes the standards and principles assumed by DIGI according to the Group's Code of Conduct and the Anti-Bribery, Anti-Corruption and Business Ethics Policy into requirements and principles applicable to all business relationships with the Group's business partners, with particular emphasis on compliance with ethical principles, integrity, and all applicable laws.

The Code sets forth the expectation that all collaborators, consultants, agents, suppliers of goods and services and any other entities with which the DIGI Group conducts business (collectively referred to as **Business Partners**) shall comply with the principles established herein and ensure that such principles are respected throughout their entire supply chain.

The DIGI Group conducts a rigorous selection process for its Business Partners, including an assessment of their integrity profile, to ensure that all business relationships are established and maintained in accordance with the principles of business ethics and with the avoidance of conflicts of interest. Accordingly, all Business Partners are required to accept and comply with the DIGI Group's Business Partners Code of Conduct (or providing for equivalent principles within their own compliance framework), as well as to disclose any actual or potential conflict of interest prior to entering into any business relationship with DIGI Group.

Acceptance of and adherence to this Code, or to equivalent principles set out in their own internal policies, shall be deemed confirmed through the execution of contracts and/or the acceptance of purchase orders by DIGI Group, as well as through the formal execution of a commitment to comply with this Code.

### 2. Compliance with laws and regulations

Business Partners are required to comply at all times with all applicable laws, statutes and regulations in the jurisdictions in which they operate, including, without limitation, those relating to labor and human rights, anti-bribery and anti-corruption, anti-money laundering, counter-terrorist financing, international sanctions, competition, occupational health and safety, and environmental protection.

### 3. Labor and Human Rights

DIGI Group requires Business Partners to comply with all applicable labor laws and to respect and uphold the human rights for all employees, ensuring equal opportunity in the workplace and implementing effective measures to prevent, identify, and remedy any actual or potential violations of human rights and labor practices.

#### **Business Partners must comply with the following principles:**

**3.1 Non-discrimination.** Business Partners shall not tolerate any form of discrimination and shall guarantee equal opportunities for all individuals, including women and men, in recruitment, professional and personal recognition and career growth. Discrimination on the basis of race, religion, color, nationality, social or ethnic origin, age, sexual orientation, sex, gender identity or expression, marital status, social status, pregnancy, political affiliation, or disability is strictly prohibited. No individual shall be disadvantaged on the basis of any such characteristic.

**3.2 Harassment and bullying.** DIGI Group is committed to promoting respect for individuals, their integrity and their dignity and does not tolerate any inappropriate, discriminatory, offensive or abusive behavior in the workplace. Accordingly, Business Partners are required to ensure a workplace free from harassment, discrimination, threats, intimidation, retaliation, and any form of abusive conduct.

**3.3 Child labor exploitation and protection of minors.** The employment of minors under the minimum employment age as established by national law and/or the standards of the International Labor Organization, is prohibited. The Group expects that no Business Partner exploit children through labor and that all applicable regulations concerning the protection of minors are fully observed and enforced.

Business Partners shall ensure that any individuals under the age of 18 who are legally employed are provided with age-appropriate working conditions and are effectively protected from all forms of economic exploitation and from any work or activity that could endanger their safety, health, physical, mental, moral, or social development, or that could interfere with or compromise their education.

**3.4 Fair treatment, prevention of human trafficking, slavery and forced labor.** Business Partners shall prevent from engaging in, supporting, or being complicit in any form of human trafficking, modern slavery or forced or compulsory labor. All forms of harsh, inhuman treatment, as well as any threats of such treatment toward employees, are not acceptable by DIGI Group. DIGI Group requires its Business Partners to adopt and enforce the same standards within their operations and supply chains.

**3.5 Wages and working hours.** Business Partners shall comply with all relevant laws, regulations, and standards governing wages and working hours and provide fair and lawful remuneration to all employees. Wages shall be paid in full, accurately, and on a regular basis, and shall not be subject to any deductions, except those permitted by applicable national law.

Business Partners shall not require employees to work in excess of the maximum working hours permitted by law and shall ensure compliance with all mandatory rest periods. Overtime work shall be properly compensated, either through additional pay or equivalent time off, in full accordance with applicable national legislation.

**3.6 Freedom of association.** Business Partners shall recognize and respect the rights of employees to freedom of association, collective bargaining and peaceful assembly, in accordance with applicable laws. Business Partners shall also ensure that employees are free to communicate openly with the management regarding working conditions, without fear of harassment, intimidation, punishment or retaliation.

**3.7 Occupational health and safety.** Business Partners are required to provide and maintain a safe and secure working environment that protects, preserves and promotes occupational health and safety of all employees, in strict compliance with applicable laws and regulations, especially those relating to fire safety, emergency situations and the prevention of occupational accidents and work-related illnesses.

#### **4. Business integrity and ethics**

**4.1 Anti-corruption.** Business Partners are required to comply with all applicable anti-corruption laws and regulations in commercial relationships. Business Partners shall establish, maintain, and effectively implement an appropriate compliance program, or standards at least equivalent thereto, designed to prevent and detect business corruption and fraud.

**4.2 Bribery and fraud.** DIGI Group applies zero tolerance approach to bribery and fraud. The Group expects its Business Partners to share the same standard and sanction any act of offering, soliciting, accepting or attempting to offer, solicit or accept any bribe or illicit payment or other improper advantage or the promise of such improper advantage to or from any employee or public official, or representative of any individual, corporation, entity or government agency in connection with existing or prospective business activities.

**4.3 Gifts and hospitality.** Purchases made by DIGI Group will be based solely on customary commercial arguments, such as quality, cost, availability, payment terms, appropriate financial terms, service, reputation and other factors that directly influence the quality and characteristics of the product or service in question. Partners will not use business gifts and hospitality to gain an unfair competitive advantage or for the purpose (real or perceived) of influencing a business decision.

In all business relationships, Business Partners shall ensure that the offering or acceptance of any gift, hospitality, or business courtesy is fully compliant with applicable laws and regulations and does not violate the internal rules, policies, or standards of the recipient organization. DIGI Group expressly discourages the offering or acceptance of cash or cash equivalent gifts under any circumstances.

Gifts or hospitality of any kind are strictly prohibited under all circumstances in connection with any auction process, tender, or contract negotiation.

**4.4 Fair competition.** Business Partners must conduct their business in full compliance with antitrust laws and the principles of fair competition and open markets governing the jurisdictions in which they operate.

**4.5 Anti-Money laundering and counter-terrorist financing.** DIGI Group expects its Business Partners to comply with all applicable laws and regulations relating to anti-money laundering and counter-terrorist financing and to take all necessary measures to prevent money laundering and terrorist financing activities in the context of their business relationships.

**4.6 Conflicts of Interest.** Business Partners shall respond honestly answer truthfully and transparently to any inquiries from DIGI Group regarding their relationships with DIGI Group employees and shall avoid any improper conduct and conflicts of interest, or situations that could create the appearance of a conflict of interest. Business Partners must refrain from engaging directly in business interactions with any DIGI Group employee whose spouse, partner, other family member<sup>1</sup> or relative holds a financial interest in the respective Business Partner.

**4.7 International sanctions.** Business Partners shall comply with all applicable international trade sanctions laws and shall not conduct business with sanctioned entities.

## **5. Environmental protection and the quality and safety of goods and services**

**5.1 Environmental protection.** DIGI Group acknowledges its responsibility to protect the environment and expects its Business Partners to undertake initiatives that promote environmental responsibility and support the development and dissemination of environmentally sustainable technologies. Business Partners shall implement appropriate measures to minimize the environmental impact of their operations on the environment and actively contribute to environmental protection, including through the prevention of pollution, the reduction of hazardous air emissions and energy consumption, effective waste management, and the protection of water resources. Business Partners operating under environmental certifications are responsible for maintaining all environmental certifications and authorizations required for conducting their activities. Any suspension, revocation, or loss of such certifications or authorizations must be promptly reported to the Group.

**5.2 Quality and safety of goods and services.** Business Partners shall at all times ensure that all goods supplied and services provided fully comply with the quality standards set forth in the applicable contractual agreements and in all relevant laws and regulations. Business Partners shall promptly implement any required modifications arising from changes in legislation or at the request of the Group. The safety, packaging, and labeling of all goods must comply with the applicable legal and regulatory requirements of the country in which the goods are delivered.

## **6. Subcontractors and Supplier Relations**

Business Partners are responsible for their own conduct in relation to DIGI Group as well as for the conduct of their subcontractors and suppliers. Accordingly, Business Partners shall require their subcontractors and suppliers to comply with the principles and requirements set forth in this Business Partner Code of Conduct and shall take such compliance into consideration when selecting and engaging subcontractors and/or suppliers. Business Partners shall ensure that these principles and standards, or equivalent requirements, are implemented and observed throughout their entire supply chain.

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<sup>1</sup> Family member means: (i) the spouse; (ii) first- and second-degree relatives of the employees: parents, children, siblings, grandparents, grandchildren; (iii) first- and second-degree relatives by affinity of the employees (relatives of the employee's spouse): parents, children, siblings, grandparents, grandchildren; (iv) persons who have established relationships similar to those between spouses or between parents and children, provided that they live together.

## 7. Use and protection of assets and equipment belonging to the DIGI Group

The DIGI Group strictly prohibits the use of any equipment or materials made provided to Business Partners for carrying out their activity for any illegal, personal, or unauthorized purposes, or for any other use that could adversely affect the reputation or image of the Group.

## 8. Audits

Business Partners establish appropriate self-monitoring mechanisms and be able to demonstrate that they comply with this Code. DIGI Group reserves the right to request information and documentation from Business Partners to verify such compliance. Accordingly, Business Partners shall permit DIGI Group, through its representatives to conduct monitoring activities, including audits, on-site inspections, and assessments of the Business Partner and/or its subcontractors for the purpose of verifying compliance with the principles stated in this Code.

## 9. Sustainability and ESG responsibility

**9.1** The DIGI Group is committed to integrating sustainability principles across all aspects of its operations, in accordance with applicable environmental, social and governance (ESG) standards. The Group assumes responsibility for actively contributing to environmental protection, respecting human rights, promoting ethical business conduct, and strengthening robust corporate governance practices.

**9.2** In the same spirit, the DIGI Group expects its Business Partners to share these values and to conduct their activities in accordance with the applicable ESG standards, as well as all relevant legal and ethical requirements. Adherence to these principles is fundamental to establishing and maintaining sustainable business relationships based on mutual trust and responsibility.

**9.3** Collaboration with Business Partners will consistently reflect their commitment to sustainable and responsible practices. A lack of alignment with these principles may impact the continuation of the business relationship, and the Group reserves the right to take any measures it deems appropriate in such circumstances.

## 10. Protection of information

**10.1 Confidentiality.** Business Partners must ensure that they and their employees comply with all applicable legal and contractual provisions regarding the protection of confidential information, in particular information belonging to DIGI Group. Such confidential information, regardless of its form, shall not be disclosed to any unauthorized party. Confidential information of DIGI Group shall be used by Business Partners solely for the purpose of performing the contractual relationship and shall not be provided to third parties for the promotion of a private interest or the obtaining of a personal gain. Furthermore, personal data or other sensitive information shall be processed strictly according to the law. Business Partners shall implement appropriate measures to ensure the security of all information and shall retain such information only for as long as strictly necessary.

**10.2 Inside information.** Inside information refers to any non-public information relating to DIGI Group that, if made public, could have a material effect on the price of the Company's shares. The unlawful disclosure of inside information, trading in the Company's securities on the basis of such information, and any form of market manipulation are strictly prohibited. Business Partners shall not engage in any transactions involving the

Company's securities while in possession of inside information concerning DIGI Group. For the purpose of preventing the unlawful disclosure of inside information and market manipulation, the Company has adopted the Insider Trading Policy, available at [www.digi-communications.ro](http://www.digi-communications.ro).

**10.3 Public Communication.** Business Partners are expected to seek prior written approval from the Company's Chief Executive Officer (CEO) before issuing any press releases or other promotional materials relating to their relationship or contracts with the Group.

## 11. Governance and management

**11.1 Reporting violations and whistleblowers protection.** Business Partners may report any reasonable suspicions regarding potential violations of this Code through the reporting channel designated by DIGI Group at <https://www.digi-communications.ro/en/contact> or through equivalent channels established at the local level by each subsidiary of the Company. All reports shall be handled objectively and treated with strict confidentiality, according to the Group's Whistleblower Policy, which is available at <https://www.digi-communications.ro/en/corporate/corporate-governance>.

All violations confirmed as a result of investigations shall be addressed without delay and shall be subject to appropriate corrective measures and sanctions, in accordance with applicable policies and laws.

The DIGI Group assures whistleblowers of the confidentiality of their identity and guarantees that individuals who report concerns in good faith, based on reasonable and honest belief, shall be protected against any form of retaliation.

During the investigation of any reported violations, Business Partners shall fully cooperate with DIGI Group and, upon request, provide all relevant information regarding the reported violation. The DIGI Group may request a detailed description of the circumstances of the violation of the Code, including the individuals involved, the consequences arising therefrom, as well as any corrective measures implemented to remedy the effects of the violation.

Business Partners shall implement equivalent measures to ensure that their employees are protected from retaliation when raising or reporting, in good faith, any actual or suspected violations of this Code.

**11.2 Consequences of failure to comply with the Code.** Business Partners who engage in unlawful conduct or fail to comply with the provisions of this Code may be subject to termination of the business relationship with DIGI Group, without any liability or penalty for DIGI Group. In such circumstances, DIGI Group reserves the right to request compensation for the termination of the contractual relationship and/or for any damages incurred as a result of the breach.

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### DIGI Group's Commitment to Anti-bribery, Anti-Corruption and Business Ethics

DIGI Group is committed to upholding the highest ethical standards and to conducting its business with fairness, honesty and integrity. This commitment includes strict compliance with all applicable laws and regulations and taking a zero-tolerance approach to bribery, corruption, money laundering, and terrorist financing in any form.

All employees, officers, directors and contractors of DIGI Group are required to adhere to a set of principles and rules in the conduct of the Group's business activities and in their interactions conducted on behalf of or with the Group. These rules and principles are set out in DIGI Group's Anti-Bribery, Anti-Corruption and Business Ethics Policy as well as in the internal related implementing procedure.

Any individual or entity conducting business with or on behalf of DIGI Group is required to adopt DIGI Group's Anti-Bribery, Anti-Corruption and Business Ethics Policy or to implement equivalent rules and principles.

The DIGI Group encourages all Business Partners to report, in good faith, any concerns or suspicions relating to corruption or business ethics through the whistleblowing channels available at <https://www.digi-communications.ro/en/contact>. Reports should be submitted with sufficient detail as possible to enable an appropriate assessment and decision regarding the next steps, which may include additional internal investigations and/or reporting to the relevant authorities.