



# Code

of Ethics and Business Conduct

## Table of Contents

Averna's Commitment.....	1
For our Executives .....	1
For Assistance with this Code .....	1
Reliability and Accountability in the Workplace.....	2
Our Guiding Principles .....	2
Equality, Diversity and Inclusion.....	2
Conflict Resolution .....	2
Company Records.....	2
Use of Business Assets .....	3
Intellectual Property and Operational Assets .....	3
Dealing with Customers and Suppliers.....	3
Conflicts of Interest.....	4
Reliability and Accountability with Others.....	4
Anti-bribery .....	4
Compliance with Laws and Internal Policies .....	4
Protection of Personal Data.....	5
Supply Chain and Supplier Selection .....	5
Media and Electronic Communications .....	5
Administration of this Code.....	5
Review and Signature by Employees .....	6
Whistleblowing and Reporting Violations.....	6
Annex 1 – Examples of situations of conflict interest.....	7
Annex 2 – Whistleblowing & Grievance Mechanisms.....	8
Annex 3 – Policy for the Prevention and Treatment of Psychological Harassment and Sexual Violence in the Workplace .....	12

# A Message from the Chief Executive Officer

## What Avera Is About



Dear teammates,

I am privileged to address you regarding an essential aspect of the Avera journey – our updated Code of Ethics and Business Conduct.

As a worldwide Test & Quality leader, our clients rely on us to be dependable. Our ability to provide innovative solutions not only solves immediate problems but also elevates outcomes, enhances brand reputation, and optimizes quality and financial performance. We take immense pride in being the trusted partner that our customers turn to when faced with complex challenges.

This Code of Ethics and Business Conduct is a reminder that the reliability and accountability we lead with come from within. You will recognize in it the important role that each one of us plays in valuing the diversity of backgrounds, competencies, and regions to which we owe our success. You will also recognize in this Code the four pillars that our core values rest upon: teamwork and commitment, innovation and knowledge, performance and leadership and customer satisfaction. Ultimately, whether we are developing groundbreaking automation technologies or simply interacting with each other from both ends of the world, our commitment stays the same – it is in our DNA.

Being members of the Avera team, we all share the important responsibility to embody these values in everything we do by fulfilling the obligations in this Code of Ethics and Business Conduct. As we move forward, let us recommit ourselves to reliability and accountability. Let us continue to innovate, collaborate, and deliver exceptional results. After all, this is what Avera is about.

With all of us working together and claiming our place within this rich mosaic, exceeding expectations is a guarantee. Thank you for being part of this journey with me.

Sincerely,

A handwritten signature in black ink, which appears to read "F. Rainville". The signature is fluid and cursive.

François Rainville  
Chief Executive Officer

## A Culture of Reliability and Accountability

### Averna's Commitment

This Code of Conduct and Business Ethics (“Code”) applies to all of us working for or at Averna Technologies Inc. (“Averna”) across the world, regardless of our location, role, or level of seniority. This includes all employees, consultants, managers, and external workers. This Code also applies to our representatives, distributors, and agents. Our suppliers, sub-contractors, or other third-party service providers should refer to our [Supplier Code of Conduct](#).

At Averna, we strongly believe in holding ourselves accountable for our actions. Every two years, employees will be asked to acknowledge their commitment to compliance with this Code and its amendments, if any. Between those two years, we all share a responsibility to familiarize ourselves with the requirements of this Code, participate in mandatory training, and ask questions when we need clarification. No information request is irrelevant; we encourage open dialogue and value every question.

No senior member of Averna, regardless of their position, has the authority to request non-compliance with this Code or issue any instructions to that effect. If such a situation arises or if you have any concerns, please do not hesitate to inform us.

This Code is not a comprehensive rulebook and is not intended to cover all of Averna's internal rules. We trust each other to rely on our good judgment and other corporate documents and policies. Such documents and policies are referred to throughout this Code and are available in our intranet.

### For our Executives

As a manager, director, or vice president, you play a special role in guiding employees toward compliance with this Code. Your position comes with the privilege to lead by example and to foster an environment where your teams not only understand their responsibilities, but also feel empowered to uphold them and free to speak up about any concerns they may have.

### For Assistance with this Code

Our colleagues in the Legal and the HR departments are happy to help you better understand the requirements of this Code and how they apply to real-life situations.

You can reach out to the Compliance & Privacy Counsel by sending an e-mail to [compliance@averna.com](mailto:compliance@averna.com). To contact an HR employee, you can send an e-mail to [hr@averna.com](mailto:hr@averna.com).

## Reliability and Accountability in the Workplace

### Our Guiding Principles

At Avera, we treat each other as well as our environment with respect, honesty, dignity, and integrity.

Everything we do and every decision we make is underlined by the highest ethical standards. This means making sure that our colleagues are physically safe from hazards and violence, but also safe from emotional and psychological harm, such as bullying, discrimination, and harassment. It also means that we must always conduct ourselves in a way that respects the human rights of our colleagues and those of our business partners' employees.

Our policy on preventing and dealing with psychological harassment, set out in [Annex 3](#) of this Code, is an integral part of our guiding principles.

### Equality, Diversity and Inclusion

We strive to uphold hiring practices and employment conditions that are free from discrimination or harassment based on age, sex, gender expression, race, ethnic origin, religion, marital status, pregnancy, sexual orientation, disability, or any other grounds protected by applicable local laws. Any conduct in contradiction with these principles is strictly prohibited.

All of us have a responsibility to take advantage of the opportunities, training sessions, or workshops available to us and that could enhance our sensitivity to differences in the workplace or unconsciously held beliefs that may be harmful to others.

### Conflict Resolution

We do not tolerate physical or physical violence.

We must resolve disagreements calmly, through respectful discourse. Your colleagues, especially employees of the HR department, are always available to help you if a disagreement with another individual becomes tense.

### Company Records

Avera's financial and non-financial records outline the decisions we make and reflect on our commitment to reliability and accountability. Some examples of such records include but are not limited to ESG documentation, time sheets, expense reports, performance evaluations, as well as employee surveys.

In all cases, we are responsible for ensuring that our records are complete, accurate, and properly stored. They must also respect applicable laws, rules, and regulations, including those relating to accounting and auditing.

Averna employs auditors to ensure that the way we conduct our business and maintain records is consistent with relevant accounting standards. As employees, it is part of our job to fully cooperate with them.

### Use of Business Assets

All employees share the responsibility of making sure that our business assets (such as mobile devices, laptops, products, supplies, premises, and data) are put to good use and properly maintained. This responsibility extends to Averna's reputation and goodwill.

Such assets are generally not meant to be used for personal benefit, sold, loaned or otherwise disposed of without proper authorization. Similarly, we must ensure at all times that expenditure of company funds is prudent, reasonable, necessary and in accordance with this Code.

### Intellectual Property and Operational Assets

Averna relies on all of us to vigorously safeguard and protect our intellectual property rights and those of others. This includes patents, copyrights, trademarks, and industrial designs, and extends to observing the terms and conditions of license agreements.

Whether working in or outside our offices, we are each responsible for ensuring that we always do business in a way that is secure way and that limits the risks of any leakage or loss of confidential data and of any damage to or misuse of our information systems. We should be particularly careful in protecting confidential business data that refers to any information that Averna has not disclosed or made generally available to the public and that, if disclosed, could harm the interests of Averna. For further clarification, please refer to our internal IT and information security policies, as well as your employment agreement.

### Dealing with Customers and Suppliers

Our adherence to this Code is crucial to maintaining our business relationships and partnerships.

When dealing with customers or suppliers, we prioritize fairness and the interests of Averna over personal preferences and base interactions solely on the merits of individuals and their businesses. Favoritism and exploitation of a customer or supplier through deceit, misuse of confidential information, or unfair approaches are prohibited practices.

We must also refrain from engaging in activities that may directly or indirectly compromise Averna's reputation, image or interest.

## Conflicts of Interest

A conflict of interest arises when personal interests, activities, or potential gain influence, or seem to influence, decision-making in our work responsibilities. This includes situations where personal interests or activities clash with obligations to Avera or under this Code.

All business decisions and actions must prioritize Avera's best interests and should never be driven by personal gain. Employees should avoid putting themselves in situations that could be perceived as conflicting with Avera's interests or that could potentially create such a conflict.

We should always prioritize open dialogue, proactivity and transparency when resolving cases of conflict of interest. Mistakes can happen, but it is important to promptly report them to the relevant manager, department head, or legal department to minimize harm. Failing to disclose a conflict of interest is a violation of this Code.

Practical examples of situations where a conflict of interest arises or may arise can be found at the end of this document under [Annex 1](#).

## Reliability and Accountability with Others

### Anti-bribery

No employee may give or authorize directly or indirectly any illegal payment to government or public officials of any country, including the country in which they are employed.

Any contravention of this section not only constitutes a violation of this Code but may also be a civil or criminal offence. This is why we count on you to immediately bring such violations to the attention of Avera's legal department by sending an e-mail to [legal@avera.com](mailto:legal@avera.com).

## Compliance with Laws and Internal Policies

We believe that legal compliance is everyone's business and everyone's responsibility.

As employees, we must understand and comply with all applicable laws, rules and regulations of any government, regulatory organization, licensing agency, or professional association governing our professional activities in the cities and countries in which we operate. This includes, but is not limited to, laws pertaining to anti-trust and fair competition, global trade, export controls and economic sanctions, counterfeit parts, fraud, corruption, as well as money laundering. Knowingly participating or assisting in the violation of any laws, rules, or regulations is strictly prohibited.

This responsibility extends to any policy, procedure, or instruction issued by Avera.

## Protection of Personal Data

We are committed to protecting the privacy and security of the personal data of its stakeholders, whether they are employees, clients, candidates, or simply visitors on our website.

At Avera, we count on each other to adhere to and respect our internal data protection directive, and to always act in accordance with the highest data privacy standards. By staying vigilant and respecting data protection guidelines in every task, we contribute to securing each other's trust and that of our community.

## Supply Chain and Supplier Selection

Being a multi-national entity, Avera bears an important responsibility to respect human rights and foster sustainability at all operational levels. This entails closely adhering to the [UN Guiding Principles on Business and Human Rights](#) and deploying continuous efforts to minimize compliance and environmental risks in our operations.

The ongoing improvement of our supply chain is one of such efforts: as a key aspect of our social and sustainability performance, it is crucial to fostering a culture where reliability and accountability are not just promoted, but actively thriving.

Our mandatory supplier onboarding process has been carefully designed to prevent any inadvertent support of organizations whose practices go against our values. We all share the responsibility to ensure that it is always followed, both through our own actions and in guiding our colleagues accordingly.

## Media and Electronic Communications

Protecting our name, our reputation and the hard work of our marketing department is on us.

We only interact with the media if we have been authorized to do so by our Director of Marketing. We always maintain professionalism in all electronic communications and system usage, and avoid any content that could harm Avera's image or the image of a colleague, customer, or supplier.

## Administration of this Code

The Code is designed to ensure consistency in how we conduct ourselves at Avera. Nothing in this Code should lead to the contravention of local laws, which, wherever contrary, will prevail.

A violation of this Code may result in disciplinary measures, up to and including termination of employment for cause without additional notice or pay in lieu thereof.

## Review and Signature by Employees

This Code undergoes regular reviews to ensure its relevance and effectiveness, with all of us signing it every two years to reaffirm our commitment.

## Whistleblowing and Reporting Violations

If you see something, you have the right and the responsibility to say something. Our whistleblowing and grievance mechanisms are outlined in [Annex 2](#), while our policy on preventing and dealing with psychological harassment can be found in [Annex 3](#).

No matter who you reach out to, your report will be treated seriously, discreetly, and with the utmost respect for your confidentiality and well-being. We will also protect you against retaliation.

Any colleague who retaliates or discourages reporting or seeking help will face disciplinary action.

## Annex 1 – Examples of situations of conflict interest

### Gifts and Entertainment

We may not give, whether directly or indirectly, cash or cash equivalent gifts, to any person or business. Cash or cash equivalent gifts may also not be accepted by an employee or an employee's family member at any time.

Non-cash gifts and entertainment which support a valid business purpose may be given if they are: (a) consistent with customary business practice, (b) not of significant value, (c) not in violation of law, and (d) not embarrassing to Avera if disclosed.

Non-cash gifts that do not meet such criteria must be turned over to Avera for appropriate action. Normal business entertainment, such as lunch, dinner, or social invitations, are acceptable if they are reasonable and customary in nature, and not of significant value. However, the purpose of such entertainment must be to hold or foster genuine business discussions or relations.

### Working for a Competitor, Customer or Supplier

It is a conflict of interest to work for a competitor, a supplier, or a customer. We should further refrain from working for a consultant or Board member.

The best policy is to avoid any direct or indirect business connection with our business partners or competitors except on Avera's behalf.

### Interests in Other Businesses

We should avoid any situations in which we or a family member might profit personally, or give the appearance of profiting personally, from Avera's relationships with its customers or suppliers. This includes situations where we have, or a family member has, a financial interest in a company which does, or seeks to do, business with Avera.

Insignificant holdings of a publicly traded company do not constitute a conflict of interest.

### Outside Activities

We should not engage in outside activities that adversely affect the quality of our work, compete with Avera's activities, imply sponsorship or support by Avera, or adversely affect the good name of Avera. Any non-conflicting outside activities we participate in may not be done using Avera time, facilities, resources or supplies for such activity.

Any circumstances that could reasonably result in an actual, potential or apparent conflict of interest should be promptly discussed with the relevant executive or promptly reported in accordance with our Whistleblowing & Grievance Process in [Annex 2](#).

## Annex 2 – Whistleblowing & Grievance Mechanisms

### Purpose and Scope

If you see something, you have the right and the responsibility to say something.

Whistleblowing focuses on the disclosure of misconduct in the interest of the public and organizational integrity. Grievances (or complaints), on the other hand, are generally focused on resolving individual or interpersonal issues within the workplace environment. Our whistleblowing and grievance mechanisms are also governed by, and form an integral part of, our [policy on preventing and dealing with psychological harassment and sexual violence in the workplace](#).

Both processes are crucial to for maintaining transparency, accountability, and fairness within organizations.

### Contact Points

You can reach out to us using the table below:

Concern or issue	Contact point
General	<a href="mailto:legal@averna.com">legal@averna.com</a>
Data privacy	<a href="mailto:privacy@averna.com">privacy@averna.com</a>
Legal compliance & ESG	<a href="mailto:compliance@averna.com">compliance@averna.com</a>
Harassment or sexual violence	<a href="mailto:hr@averna.com">hr@averna.com</a>

In addition to our internal whistleblowing and grievance procedure, Avera has also created a communication channel to enable employees to raise issues even when they are uncomfortable with reporting them locally or if they fear retaliation. You may submit such issues to our Chairman of the Board, who is independent from Avera's management, by sending an e-mail to [ethics@averna.com](mailto:ethics@averna.com). This channel is anonymous from Avera's perspective.

Ultimately, no matter who you reach out to, the same rule applies: your report will be treated seriously, discreetly, and with the utmost respect for your confidentiality and well-being, just like we will all protect you against retaliation.

Avera does not take reprisals lightly – any colleague who engages or participates in retaliation and/or who discourages another colleague from reporting or seeking help will face disciplinary action.

## Reporting About a Colleague

We understand and appreciate your concern for your colleagues' well-being. We strive to address legal or compliance issues with genuine consideration of their impact on the individual, which is why we will always focus on bridging legal and compliance gaps, and not on assigning blame. We are here to help and guide, not to police or shame.

You help us ensure that Avera operates ethically and responsibly – we commit to reciprocating this sense of ethics and responsibility when handling your reports. You trust us and we trust you.

## Structure of the Whistleblowing and Grievance Process

The receipt of your whistleblowing or grievance by the contact point you have chosen triggers a diligent process that puts emphasis on careful and secure documentation, tactful communication with the relevant parties, and appropriate follow-up actions to address the issue and prevent recurrence.

In general, you can expect the following steps to take place after submitting a complaint:

1. Within 24 hours of submission, you will receive an acknowledgment of your complaint via encrypted e-mail.
2. Within 72 hours after acknowledgement, your complaint will be confidentially transferred to the employees who are relevant to evaluating and investigating the complaint on an “absolutely need to be informed” basis. Except in situations where we have a legal or operational obligation to disclose your identity, your complaint will remain anonymous throughout the transfer.
3. After a diligent assessment of your complaint and the matters it pertains to, we will develop an adequate resolution plan with your collaboration. The plan will be submitted to you within a maximum delay of three (3) months.
4. If you accept the resolution plan, we will proceed with its implementation in a way that respects your privacy and that does not allow you to be identified.
5. During and after the implementation of the resolution plan, we will ensure continuous monitoring and follow-ups as necessary.
6. Finally, if required by the nature of your complaint or flagged risks, we will put in place the proper company-wide mechanisms (such as targeted training or new policies) to prevent or limit the possibility of its recurrence.

Steps 3 to 5 may each take anywhere between a few days and a few weeks to be completed depending on the nature of the complaint and its scope, while step 6 may require up to a few months, depending on the mechanism implemented. In all cases, your grievance will remain high on our list of priorities.

At any point during the process, you should feel entirely comfortable bringing up any additional issues or concerns you might have. Please note, however, that doing so may impact the timeline of the process.

### Appealing a Resolution Plan

If you do not accept our proposed resolution plan, you have the possibility to appeal it by communicating your refusal to us through the communication channel used throughout the grievance process. An appeal will immediately trigger a review of the resolution plan, in which case we will work together until we reach an alternative that is satisfactory to all of us.

Appealing a resolution plan may increase the processing time of your complaint.

### Complaint Withdrawal

While we strive to do our best to adapt our resolution approach to the context of your grievance and to accommodate your needs throughout the process, it may not be feasible or appropriate to withdraw your complaint due to the seriousness or significance of the issue raised.

Before reporting or whistleblowing, please keep in mind that once a complaint is made, it may need to be addressed or investigated regardless of any subsequent change of mind or desire to retract it, especially if it involves matters of legal or ethical importance.

### Evaluation and Continuous Improvement

Our whistleblowing and grievance process is subject to evaluations at least once every 12 months and on an ad hoc basis. This responsibility is shared by our legal team, relevant executives, and Board of Directors.

Evaluations focus on the aspects and metrics identified in the table below, which is not exhaustive.

Aspects	Metrics
Timeliness	<ul style="list-style-type: none"><li>• Average time taken to acknowledge receipt of a grievance or whistleblower report.</li><li>• Average time taken to investigate and resolve grievances or whistleblower reports.</li><li>• Percentage of grievances or reports addressed within established timelines.</li></ul>

Aspects	Metrics
Fairness and objectivity	<ul style="list-style-type: none"> <li>• Number of grievances or reports resolved in favor of the complainant.</li> <li>• Number of grievances or reports resolved through mediation or arbitration.</li> <li>• Percentage of grievances or reports where the investigation process was perceived as fair by all parties involved.</li> </ul>
Quality of resolution	<ul style="list-style-type: none"> <li>• Percentage of grievances or reports that result in satisfactory outcomes for all parties involved.</li> <li>• Rate of recurrence of similar grievances or reports after resolution.</li> <li>• Feedback from employees on the effectiveness of the resolution process.</li> </ul>
Confidentiality and anonymity	<ul style="list-style-type: none"> <li>• Measures taken to protect the confidentiality of whistleblowers and complainants.</li> <li>• Feedback from whistleblowers and complainants on their confidence in the confidentiality of the process.</li> </ul>
Employee satisfaction and trust	<ul style="list-style-type: none"> <li>• Employee survey results related to their perception of the organization's commitment to addressing grievances and whistleblowing.</li> <li>• Trust levels in the organization's leadership and HR department regarding handling grievances and whistleblowing.</li> <li>• Employee turnover rates and correlations with grievances or whistleblowing incidents.</li> </ul>
Legal compliance	<ul style="list-style-type: none"> <li>• Number of grievances or reports related to legal violations or compliance issues.</li> <li>• Percentage of grievances or reports where legal requirements for reporting and investigation were met.</li> <li>• Outcome of legal actions or settlements resulting from grievances or whistleblowing incidents.</li> </ul>
Training and awareness	<ul style="list-style-type: none"> <li>• Percentage of employees who are aware of the grievance and whistleblowing policies and procedures.</li> <li>• Frequency and effectiveness of training programs on grievance handling and whistleblowing.</li> <li>• Feedback from employees on the accessibility and clarity of the grievance and whistleblowing policies.</li> </ul>

## Annexe 3 – Policy for the Prevention and Treatment of Psychological Harassment and Sexual Violence in the Workplace

### Purpose and Scope

Averna is committed to maintaining a work environment free from psychological harassment and violence of a sexual nature, and where each individual feels empowered to raise any concerns in this regard.

This policy details the measures put in place to prevent psychological harassment and sexual violence within the company. It also sets out the procedures implemented to ensure that we respond with discretion, professionalism and respect for dignity, while ensuring that affected parties remain protected from retaliation.

This policy applies to all persons affected by psychological harassment or sexual violence in the course of their interactions with Averna employees, whether they be colleagues, customers, business partners, suppliers, or any other third parties who may be in direct or indirect contact with Averna employees.

### Applicable Definitions

#### Psychological Harassment

Psychological harassment is defined as vexatious behaviour in the form of repeated, hostile or unwanted conduct, verbal comments, actions or gestures, which affects an employee's dignity or psychological or physical integrity, and which results in a harmful work environment for the employee.

Psychological harassment includes such conduct when it manifests itself in words, acts or gestures of a sexual nature. A single act of serious conduct may also constitute psychological harassment, even if it is not repeated, if it causes such harm and has a continuing harmful effect on the employee.

#### Sexual Violence

Sexual violence is any form of sexual violence or other misconduct, including unwanted sexual gestures, practices, words, behaviors or attitudes, whether occurring on a single occasion or repeatedly, including violence related to sexual and gender diversity.

## Methods and Techniques Used to Identify, Control and Eliminate Risks of Psychological Harassment and Sexual Violence

### Employee Surveys

Each year, Avera conducts anonymous employee surveys in all its offices to measure employee satisfaction and detect any signs of psychological harassment or sexual violence. The survey results are analyzed by our Human Resources team, which identifies departments or teams at risk and enables appropriate corrective action to be taken if necessary.

The questions asked to employees are reviewed at least once a year on an *ad hoc* basis to ensure their relevance.

### Whistleblowing and Grievance Mechanisms

Avera has put in place [whistleblowing and grievance mechanisms](#) enabling any stakeholder, whether internal or external, to report incidents of psychological harassment or sexual violence confidentially and without fear of reprisal.

Documents relating to the handling of a situation of psychological harassment or sexual violence are kept for a minimum of two years.

### Exit Interviews

Exit interviews are another method used by Avera to identify risks of psychological harassment or sexual violence within the employment relationship. These interviews aim to understand the reasons for the employee's departure and are conducted in such a way as to encourage an exchange with a member of the Human Resources team. The information gathered during these interviews is used to improve the company's policies and practices.

### Ongoing Training and Awareness

Managers and members of our Human Resources are encouraged to observe interactions between colleagues and to intervene promptly in the event of suspicious behavior. Our managers and Human Resources staff receive specific training in identifying signs of harassment and adopting a proactive approach and can benefit from additional training as required.

Training is regularly offered to all employees.

## Conduct at Social Events

At Avera, we rely on each other to behave professionally and respectfully at the social events we host at work. These occasions, though often more informal, must remain extensions of the professional environment where the same standards of behavior apply.

As colleagues, we expect everyone to show courtesy and mutual respect, and take care to avoid any behavior that might create an uncomfortable or intimidating environment for others. It is also important to maintain an inclusive and caring attitude, to exercise moderation in the consumption of alcohol, and to respect each other's personal boundaries.

Generally, these principles of conduct should guide all our interactions, whether virtual (Teams, Outlook, etc.) or face-to-face.

In case of doubt about how to conduct ourselves, it is our responsibility to refer to the principles of this Code or to the appropriate resources, i.e. the Human Resources department at [hr@avera.com](mailto:hr@avera.com) or the Legal department at [legal@avera.com](mailto:legal@avera.com).

Any form of harassment, sexual violence or inappropriate behavior at our social events will be taken seriously and investigated in accordance with company policies and the processes described in this Code and its appendices. Any investigation under this policy may result in disciplinary action up to and including dismissal for cause, without notice or compensation.

## Your personal commitment

Adherence to the Code of Ethics and Business Conduct and respect for the standards and principles it contains is the responsibility of each and every one of us, and a condition directly linked to continued employment.

Any violation of this Code may result in disciplinary action up to and including dismissal for cause, without notice or compensation. Since the elements contained in this Code are structured according to legal requirements, a violation of this Code or any other Avera policy may also constitute a violation of the law.

## Employee declaration

I, the undersigned, acknowledge having received a copy of Avera's Code of Ethics and Business Conduct and confirm having read it in its entirety.

I understand the importance of my ongoing commitment to this Code and hereby undertake to abide by it. If I become aware of any violation of the Code, I undertake to contact my immediate superior or to follow the procedure described in Appendix 2 of this Code ("Whistleblowing and Grievance Mechanisms").

I acknowledge that the Code of Ethics and Business Conduct is not intended to change the nature of my employment with Avera, nor to modify my employment contract.

---

Signature

---

Full name

---

Date

