



Supplier Code of Conduct

Corporate integrity, responsible product sourcing, and the safety and wellbeing of workers across the global supply chain are of paramount importance to Hudl, Inc. and its affiliates (collectively, “Hudl”). These principles apply to all aspects of Hudl’s business, and encompass all manufacturers, distributors, vendors, and other suppliers (each a “Supplier” and collectively “Suppliers”) that supply the products and materials used in products that Hudl sells.

These principles are reflected in this Code of Conduct (“Code of Conduct”), which establishes the minimum standards that must be met by any Supplier that sells goods to or does business with Hudl, regarding:

- Supplier’s treatment of workers;
- workplace safety;
- the impact of Supplier’s activities on the environment; and
- Supplier’s ethical business practices.

This Code of Conduct applies to all Suppliers that provide goods to Hudl, including for use in products sold by Hudl. Supplier is responsible for compliance with the standards set out in this Code of Conduct (“Standards”) throughout its operations and throughout its entire supply chain.

Without limiting Supplier’s obligations hereunder, Supplier shall comply with the Standards in:

- all of its facilities; and
- all of its operations, including with respect to manufacturing, distribution, packaging, sales, marketing, product safety and certification, intellectual property, labor, immigration, health, worker safety, and the environment.

Without limiting Supplier’s obligations hereunder, Supplier is responsible for compliance with the Standards by all of its suppliers, vendors, agents, and subcontractors and their respective facilities (“Partner(s)”). Supplier shall disclose to Hudl the names and contact information of its Partners on Hudl’s request.

Labor and Human Rights



Employment is Freely Chosen

Employees are free to work without threat, and employees are free to leave employment without restriction.

No Slavery

Supplier shall not support or engage in slavery or human trafficking in any part of its supply chain.

No Child Labor

Employees must meet the minimum age requirements. Supplier must comply with all applicable child labor laws.

Freedom of Association

Supplier must follow laws regarding labor unions, worker organizations, and the right to collectively bargain.

Working Hours and Wages

Employee hours and pay must be in compliance with all applicable laws.

Non-Discrimination

Supplier must not engage in discrimination on any basis prohibited by applicable law, including, without limitation, race, color, religion, age, gender, pregnancy, sexual orientation, gender identity and expression, national origin, disability, marital status, citizenship status, veteran status or military status.

Harassment

Supplier must also maintain a workplace culture based on respect where all forms of unlawful harassment and abuse, including sexual harassment, is forbidden. Supplier must have appropriate policies and procedures in support of these requirements and must communicate these policies and procedures to individuals working on behalf of Supplier, including conducting all legally-required sexual harassment training.

Well-Being

All employees should be able to perform their duties in a safe and hygienic working environment. Supplier is expected to provide a working environment that ensures the safety and quality of health of its employees.

Operating Permits and Licenses

Supplier must comply with all applicable laws and regulations with respect to the health and safety of employees. Supplier also must have all permits and licenses required to operate.

Confidentiality

Supplier respects intellectual property rights and safeguards third parties' confidential information.

Conflict of Interest

Hudl requires that decisions made on its behalf be objective and fair, and avoid even an appearance of a conflict of interest. Supplier must avoid engaging in any activity that would create an actual or apparent conflict of interest regarding their provision of products or services to Hudl. In the event an actual or potential conflict of interest does arise, Supplier must immediately report it to Hudl.

Supply Chain

Supplier's supply chain risk management, at a minimum, should ensure the secure design of supplier products or services, physical security, and personnel security. Supplier (and its suppliers) should have appropriate policies, management systems, and staffing in place to meet the expectations set forth in this Code of Conduct.

Anti-Bribery and Anti-Corruption

Hudl has a zero-tolerance policy with respect to bribery and corruption. Supplier shall not exercise improper influence or directly or indirectly offer, give or promise money or any other thing of value to any individual for an improper purpose. This prohibition applies regardless of whether the recipient is a government official or representative of a private company. Supplier shall not solicit or accept any bribes, kickbacks or other improper payments.

International Business

Supplier shall uphold all applicable internationally recognized human rights wherever their operations are based. In conducting international business, Supplier is required to comply with all applicable U.S. laws, executive orders, and regulations including the U.S. Export Administration Act, the Export Administration Regulations, the Foreign Corrupt Practices Act, the National Defense Authorization Acts, and international laws such as the U.K. Bribery Act.

Supplier shall comply with all applicable national and local laws and regulations, including laws and regulations relating to all the Standards. Where this Code of Conduct requires Supplier to meet a higher standard than set out by law or regulation, Supplier shall meet such higher standards. Supplier acknowledges that these Standards set out audit standards that Hudl may use to determine whether Supplier is meeting the requirements set out in this Code of Conduct.

Management Systems

Implementation

Supplier is responsible for implementing policies to comply with applicable laws, regulations, and customer requirements. It must mitigate risks and conform with this Code of Conduct. Furthermore, Supplier must have a process to track, measure, and drive improvements.

Accountability

Supplier must identify a company representative(s) responsible for ensuring implementation of the management systems.



Risk Assessment / Risk Management

Supplier must identify risks associated with the Supplier's operations.

Standards & Assessments

Supplier must perform regular assessment to conform to legal and regulatory requirements of this Code of Conduct.

Corrective Action Plan

Supplier must have timely correction of deficiencies identified by internal or external assessments, inspections, investigations, and reviews.

Documentation

Supplier must have documentation and records to ensure compliance with this Code of Conduct.

Code of Conduct Communication

Supplier must communicate this Code of Conduct with all necessary personnel.

Environment

Environment

At a minimum, Supplier must comply with applicable environmental laws, regulations, standards, and international treaties and maintain all required environmental permits. Supplier must control pollution and endeavor to eliminate solid waste, wastewater, and air emissions by implementing appropriate conservation practices in their facility. Supplier shall comply with all laws and regulations regarding hazardous and toxic material handling. Supplier must ensure that the goods that it manufactures (including the inputs and components that it incorporates into its goods) comply with all environmental laws and treaties. Supplier must ensure that it will only use packaging materials that comply with all environmental laws and treaties.

Conflict Minerals

Supplier must ensure any goods provided to Hudl do not contain (i) conflict minerals (as such term is defined in Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, "Conflict Minerals"), or (ii) any minerals or other resources that if included in such goods would trigger a violation of U.S. Executive Order 13671. Supplier must perform sufficient due diligence on its own supply chains to ensure that any materials sold to Hudl containing tin, tantalum, tungsten or gold are sourced from conflict-free smelters.

RoHS Compliance

Hudl requires compliance with the European Union (EU) Directive 2011/65/EU on the Restriction of the Use of certain Hazardous Substances in Electrical and Electronic Equipment ("RoHS") for any goods provided to Hudl by Supplier. The RoHS legislation restricts the use of certain hazardous substances to levels of less than 100-1000 ppm, as applicable, used in

Lead (Pb)
Mercury (Hg)
Cadmium (Cd)
Hexavalent Chromium (Cr VI)
Polybrominated Biphenyls (PBB)

Polybrominated diphenyl ether (PBDE)
Bis(2-ethylhexyl) phthalate (DEHP)
Butyl benzyl phthalate (BBP)
Dibutyl phthalate (DBP)
Diisobutyl phthalate (DIBP)



Violation of Code of Conduct

Resolve the Issue

Supplier must take prompt action to remedy any violation of this Code of Conduct, as well as other legal requirements applicable to its activities, and to inform Hudl if the violation involves goods or services provided to Hudl. Supplier has an obligation to report violations of this Code of Conduct to Hudl promptly to the Hudl contact below.

Supplier shall not retaliate or take disciplinary action against any worker who has, in good faith, reported violations or questionable behavior, or who has sought advice regarding this Code of Conduct.

Potential Consequences

A violation of this Code of Conduct, including a failure to promptly take action to remedy or report a violation, will jeopardize the supplier's business relationship with Hudl. If an audit is necessary to confirm a supplier's compliance with this Code of Conduct, Supplier shall cooperate full and in a timely manner.

Supplier acknowledges that Hudl may in its discretion conduct inspections of the facilities to confirm Supplier's compliance with this Code of Conduct. Hudl has no obligation to conduct inspections.

Communicate to Others

Hudl asks its Suppliers to make certain the contents of this Code of Conduct are shared with those in Supplier's organization who have contact with Hudl employees and/or work at Hudl facilities and with employees accountable for Supplier's relevant policies and work practices.

RAISING

Suppliers who have a serious concern regarding any issue which may breach this Code of Conduct should raise the matter with the appropriate Hudl senior management (or if