**Baylin Technologies Inc.**

**Supplier Code of Conduct**

**1. Purpose and Scope**

This Supplier Code of Conduct (this “**Code**”) sets out the principles and expectations as to how organizations, including their employees, representatives and subcontractors (together, “**Suppliers**”), who supply goods and services to Baylin Technologies Inc. and its subsidiaries (together, the “**Company**”, “**we**” and “**our**”) are to conduct business with and to deal with the Company.

We expect Suppliers to be aware of and to comply with this Code and to operate in accordance with values compatible with ours and in a manner that is consistent with prudent business practices.

**2. Business Integrity**

 **2.1 Compliance with Laws**. In all their activities, Suppliers must operate in compliance with applicable laws, regulations and rules of the jurisdictions in which they operate, including those relating to labour, worker health and safety, anti-bribery and anti-corruption, and the environment.

 **2.2 Gaining an Improper Advantage**. In relationships with our employees, Suppliers must not try to gain an improper advantage or receive preferential treatment or improperly affect our employees’ ability to make sound, impartial and objective decisions on behalf of the Company. This includes promising, offering, giving or accepting anything of value, directly or indirectly through a third party, in order to obtain or retain business, direct business to any person or otherwise to gain an improper advantage or to receive preferential treatment.

 **2.3 Gifts and Entertainment**. Without limiting section 2.2, Suppliers must ensure that the nature of any gifts or entertainment (by their quality, quantity or amount, or timing) are not used by them to gain an improper advantage or to receive preferential treatment from our employees.

 **2.4 Anti-Bribery and Anti-Corruption**. Suppliers must not engage, directly or indirectly through any third party, in any activities that could put the Company at risk of violating anti-bribery or anti-corruption laws.

 **2.5 Conflicts of Interest**. Suppliers must disclose any situation that conflicts or could reasonably be expected to conflict with the interests of the Company. Suppliers should have clear company-wide policies or processes in place to manage conflicts or potential of interest.

 **2.6 Conflict Minerals**. The Company is committed to acting responsibly globally and implementing procurement practices to promote sustainable development within our supply chain. We monitor our supply chain to ensure Conflict Minerals are not used in our products. We require Suppliers to investigate their supply chains and **not to accept** Conflict Minerals for use in products they sell to us. "**Conflict Minerals**" includes Tin (Sn), Tantalum (Ta), Tungsten (W) and Gold (Au) that originates in the Democratic Republic of Congo (DRC) or nearby countries or regions, the revenue from the sale of which finances armed conflict in the DRC or nearby countries or regions.

**3. Responsible Business Practices**

 **3.1 Information Security**. Suppliers may not use information obtained from the Company except for the purpose for which it has been provided and in accordance with any confidentiality or non-disclosure agreement. Suppliers must notify the Company immediately of any suspected or actual privacy breaches, security breaches or loss of Company information. Suppliers must assist the Company in managing the consequences of any such breach or loss.

 **3.2. Business Continuity**. We expect Suppliers to develop, test and maintain business continuity and disaster recovery plans in accordance with prudent business practice and any applicable regulatory or contractual requirements.

 **3.3 Subcontracting and Outsourcing**. Suppliers may not subcontract or outsource their obligations without the Company’s approval. Where approval is given, Suppliers must monitor the subcontracting or outsourcing engagement to ensure compliance with the Suppliers’ contractual obligations and with this Code and, if requested, provide evidence of monitoring.

 **3.4 Environmental Management**. Suppliers must comply with all environmental laws and have appropriate policies and procedures in place to minimize impacts to the environment. Suppliers are encouraged to integrate environmental sustainability into their policies and business practices. Suppliers are encouraged to develop meaningful targets to reduce the impact on the environment of their operations, goods and services and to monitor their progress to meeting those targets.

**4. Responsible Treatment of Individuals**

 **4.1 Respect and Diversity**. Suppliers must maintain workplaces characterized by professionalism and respect for the dignity of their employees and with whom they interact, including respect for differences such as gender, gender identity, race, colour, age, disability, ethnic origin, religion, maternity or marital status. Suppliers must not tolerate, and must ensure their workplaces are free from, harassment, discrimination, violence, retaliation, abuse or other forms of disrespectful or inappropriate behaviour. Suppliers must respect the dignity of their own employees and others, adhere to principles of diversity and maintain a respectful workplace.

 **4.2 Employment Practices and Human Rights**. Suppliers must comply with applicable employment standards, labour, non-discrimination and human rights laws. Where laws do not prohibit discrimination, or where they allow for differential treatment, we expect Suppliers to be committed to non-discrimination principles and not to operate in a way that unfairly differentiates between individuals.

 **4.3 Child and Forced Labour**. Suppliers must not use child or forced labour, such as prison, indentured or bonded labour, in their operations.

 **4.4 Health and Safety**. We expect Suppliers to provide healthy and safe workplaces and to comply with applicable health and safety laws and regulations. Suppliers are also expected to provide their employees with adequate information and training on health and safety procedures and concerns and to enable their employees to meet their responsibilities for the maintenance of a healthy and safe workplace.

**5. Monitoring and Reporting of Violations**

 **5.1 Monitoring**. Suppliers agree to cooperate with any reasonable request made by us for the purpose of monitoring compliance with this Code.

 **5.2. Reporting**. Any person who believes in good faith that there has been a violation of the terms or spirit of this Code should provide information about the violation and report it to:

 E-mail: info@baylintech.com

The reporting of a violation may lead to an investigation by the Company. Suppliers who fail to comply with this Code may be subject to enhanced monitoring up to termination of their business relationship with the Company.