



Supplier and Business Partner

Code of Conduct

MeDirect Group

Table of contents

1. Introduction.....	2
2. Scope and Purpose	2
3. Business Ethics and Compliance	3
4. Labour Practices and Work Environment.....	4
5. Social responsibility.....	5
6. Environmental Protection	6
7. Escalation.....	7
8. Document Review	7
9. Definitions.....	7

1. Introduction

MDB Group Ltd. (the “Group”, “MeDirect”) is committed to the highest standards of business conduct complying with all relevant laws and regulations, demonstrating business ethics and integrity as well as social responsibility in order to continue building a responsible and sustainable organisation based on sound values and ESG principles. The Group expects the same conduct from its business partners and suppliers.

2. Scope and Purpose

MeDirect Supplier and Business Partner Code of Conduct (the “Code”) sets the fundamental standards and principles expected from the Group’s suppliers and business partners with regards to:

- Business Ethics and Compliance
- Labour Practices and Work Environment
- Environmental Protection

This code underpins sustainable procurement objectives focused on fair trade, environmental impact awareness and social responsibility.

In the pre-contractual assessment stage, as part of the due diligence for the selection and onboarding of key suppliers and business partners¹, MeDirect will conduct an ESG assessment via an ESG questionnaire, with the aim of selecting vendors with ethical, environmental and social responsibility considerations within their operations. This assessment is to be included within the proposal submitted by the potential vendors for the Bank’s consideration during the selection process.

At contractual stage, ESG related clauses will be included in the contract to ensure full compliance with the Code by the selected vendor and its subcontractors.

As part of post-contractual assessment, during the monitoring and periodic reviews of the key suppliers and business partners, the vendors will be required to verify their compliance with this Code.

This Code applies to the suppliers and business partners of MeDirect Group and its group entities including MeDirect Bank (Malta) plc (“MeDirect Malta”) and MeDirect Bank NV/SA (“MeDirect Belgium”).

¹ Key suppliers and business partners are those for which the expected contract value equals or exceeds Euro 1 million

3. Business Ethics and Compliance

Suppliers and business partners should comply with all national and international applicable laws, regulations, policies and standards in the countries in which they operate. Some of the ESG standards that suppliers and business partners may comply with include but are not limited to the standards stemming from sustainability regulations including the Corporate Sustainability Reporting Directive (CSRD), Non Financial Reporting Directive (NFRD), Sustainable Finance Disclosure Regulation (SFDR), and the Corporate Sustainability Due Diligence Directive (CSDDD).

Competition should be based on quality of service and fair price, avoiding unfair practices. Suppliers and business partners should apply antitrust laws and not engage in bribery, price fixing, or any other form of corruption or competitive harm to obtain or retain business. Irregular compensations with the purpose of obtaining or retaining business should be avoided, including but are not limited to gifts and entertainment, charitable donations, sponsorships, training and hiring.

Suppliers and business partners should disclose any potential conflicts of interest, particularly those arising from business or personal relationships with MeDirect employees, clients, or other counterparties of the Group to avoid potential preferential treatment.

During the course of the business relationship, suppliers and business partners may be classified as insiders due to their exposure to inside information about MeDirect, which is defined as precise non-public sensitive information which if made public would have a significant impact on the price of an investment, which a reasonable investor would use to make an investment decision.

All suppliers and business partners that have been notified by MeDirect of their status as insiders are prohibited from:

- i. Trading in securities in relation to which inside information is held.
- ii. Unlawfully disclosing inside information, including misleading information to manipulate the price of a financial instrument.

All the above will be considered as market abuse and are unlawful and subject to sanctions. Examples of market abuse practices include pump and dump schemes, trash and cash schemes and wash trades.

MeDirect expects its suppliers and business partners to ensure data protection and security with the highest standards complying with the Group's Data Protection Procedure.

Suppliers and business partners must respect the protection of patents, copyrights, and trademarks. It is mandatory to obtain permission from the Group's authorised persons or otherwise refrain from using them.

Provided products and services should include all the necessary information allowing its users to understand the scope and costs structure acting fairly, honestly and in a transparent manner.

4. Labour Practices and Work Environment

Suppliers and business partners are required to respect and protect internationally recognised labour and human rights standards such as 'Universal Declaration of Human Rights' of the United Nations, as well as the 'International Labour Organisation (ILO) Declaration of Fundamental Principles and Rights at Work' ensuring a workplace that is free from the violation of human rights.

Working conditions must comply with the International Labour Organisation (ILO) standards². These standards define basic principles and rights at work, encompassing both binding conventions and non-binding recommendations aimed at improving working conditions globally³.

MeDirect has zero tolerance for the use forced or compulsory labour including modern forms of slavery and any form of human trafficking. Employees must not be compelled to work through force, coercion, or intimidation of any kind. In accordance with ILO standards, the employment of underage workers is also strictly prohibited.

² ILO's binding conventions include Convention No. 138 (Minimum Age Convention, 1973), which sets the minimum age for employment to combat child labour; Convention No. 182 (Worst Forms of Child Labour Convention, 1999), aimed at prohibiting the worst forms of child labour; Convention No. 29 (Forced Labour Convention, 1930), which prohibits all forms of forced or compulsory labour; Convention No. 105 (Abolition of Forced Labour Convention, 1957), focused on eradicating forced labour; Convention No. 87 (Freedom of Association and Protection of the Right to Organise Convention, 1948), which guarantees workers' rights to form and join trade unions; and Convention No. 98 (Right to Organise and Collective Bargaining Convention, 1949), protecting workers' rights to organise and engage in collective bargaining.

³ [Conventions and protocols](#)

Recruitment practises and working conditions, including payment of wages, benefits and working hours should comply with both local and international applicable laws and regulations.

Suppliers and business partners shall promote a work environment free from discrimination, harassment, bullying, sexual abuse and physical violence. Discrimination can be associated with an individuals' race, colour, sex, nationality, ethnicity, age, religion, disability, marital status, pregnancy, sexual orientation, gender identity and expression, citizenship or any other characteristic protected by law.

It is expected to ensure safe and healthy working conditions to prevent occupational accidents, injuries and illnesses among the suppliers and business partners employees caused by their state of work.

It is expected to respect the employees' freedom of association and collective bargaining without fear of reprisals.

Suppliers and business partners are expected to actively contribute to the social well-being of their employees and communities in which they operate. Suppliers need to document their actions to support their employees and society and share this information with MeDirect via the ESG questionnaire.

The supplier is responsible for the compliance of international environmental and human rights standards in its supply chain⁴, in particular if suppliers operate in countries with poor labour rights and protection⁵. MeDirect's suppliers and business partners are required to confirm subcontractors' compliance with this Code.

5. Social responsibility

Suppliers should engage and collaborate whenever possible with local organisations, supporting community development initiatives, and investing in projects that enhance the quality of life of the communities they operate in. Such engagement fosters trust and strengthens relationships between businesses and the communities they serve.

Suppliers should also prioritise initiatives that support underserved populations, including low-income individuals and minority groups. This may involve creating tailored products or services that address specific barriers faced by these communities, thus promoting economic empowerment and inclusivity.

⁴ [EBA BS 2019 xxx \(EBA Draft Guidelines on outsourcing arrangements\).docx](#)

⁵ [EBA report on management and supervision of ESG risks for credit institutions and investment firms](#)

Additionally, suppliers are encouraged to participate in programs that provide mentorship or training opportunities to help individuals gain skills and access better economic opportunities. In addition, businesses need also to recognise that business activities may result in adverse impacts to external stakeholders. To avoid these potential adverse impacts, suppliers need to have contingency plans and due diligence processes in place⁶.

6. Environmental Protection

Suppliers and business partners should comply with all applicable laws and industry standards or guidelines regarding environmental protection in the countries in which they operate.

Production, material use and service delivery as well as transportation technology should consider sustainability principles such as the responsible use of natural resources, energy and waste generation to minimise own environmental impact (e.g., carbon footprint) and environmental impact on external stakeholders (e.g., sub-contractors).

Suppliers and business partners should commit to continually improving their environmental practices. This includes setting measurable environmental goals, regularly assessing performance against these goals, and transparently reporting progress.

Suppliers should prioritize materials that are sustainably harvested or produced, minimizing the use of non-renewable resources and ensuring that their supply chains are free from practices that harm ecosystems or violate human rights.

Suppliers and business partners are encouraged to foster a culture of environmental awareness within their organisations. This includes implementing training programs for employees that emphasize the importance of sustainable practices and encourage innovative solutions to reduce environmental impact.

We expect our partners to actively seek opportunities to improve their environmental performance, such as adopting cleaner technologies, enhancing resource efficiency, and engaging in initiatives that promote biodiversity and ecosystem preservation.

⁶ [OECD-Due-Diligence-Guidance-for-Responsible-Business-Conduct.pdf](#)

7. Escalation

The supplier and business partners should immediately notify the Group of any violations against this Code by contacting MeDirect Procurement and Supply senior manager or MeDirect business owner responsible for the relationship as well as implement corrective measures to eliminate any non-compliance.

MeDirect shall initiate an investigation to assess the nature, severity and potential impact on the suppliers or business partners and MeDirect's business stability, reputation and (potential) liability/litigation risks. In doing so, MeDirect Procurement and Supply senior manager or MeDirect business owner responsible for the relationship shall consult, and where appropriate, report to the Head of Compliance, Head of Operational Risk and Head of Legal. The latter then has the responsibility to escalate to the Board of Directors, if the violation in question is deemed to be significantly material. The Board of Directors will then need to decide on the appropriate remedial measures to be taken including (where necessary) the termination of any commercial relationship with a supplier or business partner, or any other action considered necessary to resolve the violation.

8. Document Review

This Document shall be reviewed at least annually to ensure its effectiveness, alignment and consistency with changing sustainability standards, stakeholder expectations and best practices.

9. Definitions

CER - climate and environment related risks

ESG - environmental, social and governance factors

Corporate Sustainability Reporting Directive (CSRD): Directive on regular reporting on environmental and social impact of their business activities, and on the business impact of their environmental, social and governance (ESG) efforts and initiatives. This replaced the Non-Financial Reporting Directive, and is applicable to large companies based in the EU or with an annual turnover of above €150 million in the EU. Companies meeting at least two of the following three conditions will have to comply with the CSRD: 1) €40 million in net turnover 2) €20 million in assets 3) 250 or more employees.

Non-Financial Reporting Directive (NFRD): earlier EU directive requiring large public-interest companies to disclose non-financial information, focusing on their impact on society and the environment, which the CSRD has now replaced.

Sustainable Finance Disclosure Regulation (SFDR): Regulation introduced to improve transparency in the market for sustainability investment products, to prevent greenwashing and to increase transparency around sustainability claims made by financial market participants ("FMPs"), including financial advisors and portfolio management.

Corporate Sustainability Due Diligence Directive (CSDDD): EU directive that seeks to establish mandatory due diligence obligations for companies to identify, prevent, and mitigate adverse human rights and environmental impacts in their supply chains.

Child Labour – work that deprives children of their childhood, their potential and their dignity, and that is harmful to their physical and mental development according to International Labour Organisation's ("ILO")