

CODE OF CONDUCT AND BUSINESS ETHICS

JANUARY 2026

POLICY NUMBER: TMG-SEC-021

APPROVAL AUTHORITY: BOARD OF DIRECTORS



THE MAZI GROUP

1. PURPOSE

This Code of Conduct and Business Ethics establishes the ethical standards and behavioral expectations for everyone at The Mazi Group. Our reputation and success depend on the integrity of our people. This Code guides our decisions and actions, ensuring we conduct business ethically, legally, and in alignment with our values across all brands: Mazi Beauty, Glam Switch, On The Go Mists, and Upvendo.

2. SCOPE

This Code applies to:

- All employees at every level
- Officers and directors
- Contractors and temporary workers
- Agents and representatives
- All brands and business units
- All geographic locations

3. OUR VALUES

The Mazi Group is built on these core values:

- **Integrity:** We do the right thing, even when no one is watching
- **Excellence:** We strive for the highest quality in everything we do
- **Innovation:** We embrace creativity and continuous improvement
- **Respect:** We treat everyone with dignity and fairness
- **Responsibility:** We are accountable for our actions and their impact
- **Collaboration:** We work together to achieve shared goals

4. ETHICAL DECISION-MAKING

When facing ethical dilemmas, ask yourself:

- Is it legal?
- Does it comply with our policies?
- Is it consistent with our values?

- Would I be comfortable if it were made public?
- Would I be proud to tell my family about it?
- Does it treat others fairly and with respect?

If the answer to any question is "no" or "I'm not sure," stop and seek guidance.

5. COMPLIANCE WITH LAWS

- Comply with all applicable laws and regulations
- Understand the laws relevant to your role
- Never ask anyone to violate the law
- Report suspected legal violations
- Cooperate with legal and regulatory inquiries

6. WORKPLACE CONDUCT

6.1 Respect and Dignity

- Treat all colleagues with respect
- Value diverse perspectives and backgrounds
- Communicate professionally and constructively
- Support an inclusive work environment

6.2 Harassment and Discrimination

- Zero tolerance for harassment of any kind
- No discrimination based on protected characteristics
- Report harassment or discrimination immediately
- See TMG-SEC-023 for detailed policy

6.3 Health and Safety

- Maintain a safe work environment
- Follow safety procedures and guidelines
- Report safety hazards and incidents
- Never work under the influence of drugs or alcohol
- Violence and threats are prohibited

7. CONFLICTS OF INTEREST

7.1 Identifying Conflicts

A conflict of interest exists when personal interests interfere with company interests, including:

- Financial interests in competitors, suppliers, or customers
- Outside employment that conflicts with job duties
- Personal relationships affecting business decisions
- Business opportunities that belong to the company

7.2 Managing Conflicts

- Disclose potential conflicts to your manager and HR
- Recuse yourself from affected decisions
- Obtain approval before engaging in potentially conflicting activities
- See TMG-SEC-037 for detailed policy

8. GIFTS AND ENTERTAINMENT

8.1 Receiving Gifts

- Modest gifts of nominal value may be accepted
- Never accept cash or cash equivalents
- Decline gifts that could influence business decisions
- Report gifts over \$100 to your manager

8.2 Giving Gifts

- Business gifts must be modest and appropriate
- Never give gifts to improperly influence decisions
- Follow local laws and customs
- Special rules apply to government officials (see TMG-SEC-004)

8.3 Entertainment

- Business entertainment should be reasonable and appropriate

- Both parties should be present
- Document business purpose
- Avoid excessive or lavish entertainment

9. ANTI-CORRUPTION

- Never offer or accept bribes
- No facilitation payments
- Extra caution with government officials
- Accurate books and records required
- See TMG-SEC-004 for detailed policy

10. PROTECTING COMPANY ASSETS

10.1 Physical Assets

- Use company property responsibly
- Protect against theft, damage, and misuse
- Personal use should be minimal and appropriate
- Return company property upon departure

10.2 Information Assets

- Protect confidential and proprietary information
- Follow information security policies
- Do not share confidential information without authorization
- Maintain confidentiality after employment ends

10.3 Intellectual Property

- Protect company intellectual property
- Respect others' intellectual property rights
- Report inventions and innovations
- See TMG-SEC-013 for detailed policy

11. ACCURATE RECORDS

- Maintain accurate and complete business records
- Never falsify documents or records
- Report financial information honestly
- Retain records per retention policies
- Cooperate with audits and investigations

12. FAIR COMPETITION

- Compete fairly and honestly
- Never engage in price-fixing or market allocation
- Do not share competitively sensitive information with competitors
- Gather competitive intelligence ethically
- Comply with antitrust and competition laws

13. INSIDER TRADING

- Do not trade securities based on material non-public information
- Do not share inside information with others who might trade
- Applies to The Mazi Group and other companies
- When in doubt, consult Legal

14. EXTERNAL COMMUNICATIONS

14.1 Media and Public Statements

- Only authorized spokespersons speak for the company
- Refer media inquiries to Communications
- Do not disclose confidential information publicly

14.2 Social Media

- Be thoughtful about company-related posts
- Do not share confidential information
- Identify personal opinions as your own

- Follow social media guidelines

15. POLITICAL ACTIVITIES

- Personal political activities are on your own time
- Do not use company resources for political purposes
- Do not imply company endorsement of political views
- Company political contributions require approval

16. ENVIRONMENTAL RESPONSIBILITY

- Comply with environmental laws and regulations
- Minimize environmental impact
- Support sustainability initiatives
- Report environmental concerns
- See TMG-SEC-006 for detailed policy

17. HUMAN RIGHTS

- Respect human rights in all operations
- No forced or child labor
- Support freedom of association
- Fair wages and working conditions
- See TMG-SEC-007 and TMG-SEC-010 for related policies

18. REPORTING CONCERNS

18.1 Speak Up

If you see something wrong, say something. You can report concerns to:

- Your manager
- Human Resources
- Legal Department
- Ethics Hotline (anonymous option available)
- compliance@mazigroup.us

18.2 Non-Retaliation

- No retaliation for good-faith reports
- Retaliation is a serious violation
- Report any suspected retaliation
- See TMG-SEC-027 for whistleblower protections

18.3 Investigation

- All reports are taken seriously
- Investigations are conducted fairly and confidentially
- Cooperate with investigations
- Do not conduct your own investigation

19. CONSEQUENCES OF VIOLATIONS

Violations of this Code may result in:

- Disciplinary action up to and including termination
- Civil or criminal liability
- Damage to personal and company reputation

20. LEADERSHIP RESPONSIBILITIES

Leaders have additional responsibilities to:

- Model ethical behavior
- Create an environment where people feel safe to speak up
- Address concerns promptly and fairly
- Never pressure employees to violate the Code
- Ensure team members understand and follow the Code

21. TRAINING AND ACKNOWLEDGMENT

- All employees receive Code of Conduct training
- Annual acknowledgment required
- Additional training for specific roles

- Training records maintained by HR

22. RELATED POLICIES

This Code should be read in conjunction with:

- TMG-SEC-004: Anti-Corruption and Anti-Bribery Policy
- TMG-SEC-013: Intellectual Property Protection Policy
- TMG-SEC-022: Diversity, Equity, and Inclusion Policy
- TMG-SEC-023: Anti-Harassment and Non-Discrimination Policy
- TMG-SEC-027: Whistleblower Protection Policy
- TMG-SEC-037: Conflict of Interest Policy

23. CODE REVIEW

This Code shall be:

- Reviewed annually by Legal and HR
- Updated as needed for legal and business changes
- Approved by the Board of Directors
- Communicated to all employees

For questions or to report concerns:

Ethics Hotline | compliance@mazigroup.us

Human Resources Department