



Code of Conduct



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01 Message from the Founders

Dear Optorians,

Our mission is to make retail more sustainable by eliminating all waste from returns. This northstar guides us in all we do, but equally important is how we accomplish that mission – by working together with honesty & integrity, and by providing a workplace which is inclusive, safe and fair.

To memorialize these values, we have created the Optoro Code of Conduct. The Code of Conduct sets forth how we will conduct ourselves as we accomplish our audacious goals. By publishing this publicly, this Code exists as a promise that Optoro will be good to the world, to our partners, and to one another.



Best,

Tobin Moore & Adam Vitarello



02 Introduction

The Optoro Code of Conduct (“Code”) serves as an important public resource to ensure our daily business interactions are conducted with integrity. The Code applies to all Optoro, Inc. (“Optoro”) people, including directors, officers, and all employees of Optoro and its subsidiaries and also applies to our agents, consultants, contractors, and suppliers when they are representing or acting for Optoro (“Optorians”). Vendors and partners providing services and goods to Optoro are also subject to similar requirements, as adherence to the Optoro [Vendor Code of Conduct](#) is a condition for conducting business with Optoro.

The Code recognizes and outlines Optoro’s values and commitment to honesty and integrity in its business practices. This Code is intended to be a summary statement to clarify Optoro’s relevant protocols, guidelines, and other policies and procedures as Optoro strives to maintain ethical standards and comply with applicable laws and regulations. Each Optorian has a personal responsibility to incorporate this Code and Optoro’s values into their work and to encourage other Optorians to follow in kind.

While this Code differs from the [Employee Handbook](#) and the [Information Security Policy](#), Optorians should review and refer to both internal documents for additional information regarding specific areas of the Code. The [Employee Handbook](#) is a set of workplace rules and standards that incorporate employment-related laws and regulations and the [Information Security Policy](#) covers Optoro’s approach to the confidentiality, availability and integrity of Optoro’s information.

2.1 Mission

Our mission is to make retail more sustainable by eliminating all waste from returns.

2.2 Values

COLLABORATIVE

We go further by working together.

RESOURCEFUL

We do more with less and find clever ways to solve problems.

UNCONVENTIONAL

We think, not just outside the box, but outside the warehouse.

SENSIBLE

We use sound judgment, honesty and integrity when making decisions.

HUNGRY

We seek out and are energized by big challenges.

2.3 Principles

The success of our business is dependent on the trust and confidence we earn from our employees, customers and shareholders. When considering any action, it is wise to ask:

- Will this reflect positively on Oporo's reputation and promote conducting business with integrity and honesty?
- Will it help create a sustainable working environment in which Oporo can succeed over the long term?



03 Responsibilities

3.1 Be a Good Steward to the Planet

We believe in operating a sustainable business and that by eliminating all waste from retail returns we can make positive change to the use of our planet's resources. In addition, we prioritize sending returns to their best disposition – reuse, recycle and disposal in compliance with environmental laws and regulations. We ask Optorians to consider the environmental impact of all business decisions.

3.2 Be a Good Corporate Citizen

We believe in servicing the communities around us by giving our time. Optoro employees commit 1% of their time by volunteering through various events and organizations.

3.3 Conflict of Interest

Optorians should not engage in any activity where there is the potential for their outside and personal interests to adversely influence their actions and judgments on behalf of Optoro or interfere with their ability to act in the best interests of Optoro.

For example, Optoro employees may not be employed by or act as a consultant to a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while employed with Optoro or serve as a board member, own, or have a

substantial interest in a competitor, supplier, or contractor. Optoro employees must also use reasonable judgment in determining whether to accept gifts, discounts, favors or services from a customer, potential customer, competitor, or supplier.

Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek approval from their immediate supervisor and the Talent & Culture team.

Possible areas of conflicts of interest include:

- Personal Investments
- Outside Employment
- Business Opportunities
- Inventions
- Co-worker Relationships
- Accepting Gifts
- Use of Optoro Products and Services

Additional information on Conflicts of Interest is available in the Employee Handbook.

3.4 Antitrust & Fair Dealing

In the spirit of fair competition and to encourage an honest and successful business growth, Optoro and Optorians will always comply with all applicable antitrust, competition, and fair dealing laws. Policies and prices will never be agreed, formally or informally, with competitors or other unrelated parties, whether directly or indirectly, and will always be set ethically and independently. Optorians will ensure that customers, territories, or products markets will always be a result of fair competition and will not be allocated between Optoro and its competitors.

3.5 Anti-Corruption

Optorians are expected to act with integrity and are strictly forbidden from authorizing, offering, promising, or giving money, gifts, loans, rewards, favors or anything of value to any person, entity, customer, vendor, government official, government agency, or political

party (either inside or outside the United States) in order to influence such individual, entity, government official or government agency to act favorably towards the Optoro. Individuals offering or paying a bribe may subject Optoro and themselves to civil and criminal penalties. Similarly, employees and third parties acting on Optoro's behalf are strictly forbidden from accepting bribes.

Any Optorians who receives any offer of money or gifts or anything else of value that is intended to influence a business decision at or for Optoro should seek approval from the General Counsel before determining whether to accept. In certain limited circumstances, routine gifts may be acceptable.

3.6 Confidentiality & Intellectual Property

With the exception of business discussions protected under Non-Disclosure Agreements, Optorians may not disclose to any person or entity outside of Optoro any confidential information without first receiving permission from their immediate supervisor. The purpose of this policy is to protect Optoro's competitive advantages; this policy does not prohibit Optorians from discussing their wages or other terms and conditions of employment. Additional information on how to identify and treat confidential and intellectual property may be found in the Employee Handbook.

Nothing in this section is intended to replace the obligations outlined in Optoro's Employee Proprietary Information, Inventions, Non-Solicitation And Non-Competition Agreement ("PIIA"). Employees who signed a PIIA remain subject to the terms of that agreement. Any questions about an employee's PIIA or this Confidentiality Policy may be directed to Optoro's General Counsel.

3.7 Customer Privacy

Optoro is committed to the privacy of our customer's information. Specific details of Optoro's commitment is detailed in Optoro's Privacy Policy. Optorians are responsible for knowing what customer information is, how to protect it, and appropriate methods for handling, storing, and destroying this data. Optorians are required to comply with all policies, standards and guidelines concerning data privacy and protection to ensure our customer's privacy. Violation of our Information Security Policy or Privacy Policy may be subject to disciplinary action up to, and including, dismissal and/or legal action if applicable.

3.8 International Trade Controls

Optorians need to understand and comply with applicable international trade control laws and regulations in the United States and in other locations where we do business to ensure that the conduct of Optoro's business addresses the national security and foreign policy concerns set forth in the countries in which we conduct business.

3.9 Insider Trading

During the course of business, Optorians may learn material, non-public information regarding Optoro and other companies, the use of such material, non-public information for personal or financial benefit is prohibited. This means that material, non-public information may not be used to buy or sell stocks, or be passed along to others to buy or sell stocks - such actions may be considered insider trading.

3.10 Public Disclosures & Business Records

All Optorians have a responsibility to honestly, accurately and correctly maintain and record business results, especially those in financial or operational roles. If you suspect any irregularity relating to the integrity of our records, you need to report it immediately to your supervisor, the General Counsel or the Head of Talent & Culture or via the anonymous service through the web hotline: www.lighthouse-services.com/optoro, by telephone: 833-520-0004, or email: reports@lighthouse-services.com. Anonymity is guaranteed for hotline reports.

3.11 Non-Discrimination

Optoro provides equal employment opportunities to all employees and applicants for employment without regard to race, color, national origin, ancestry, sex (including pregnancy), sexual orientation, gender identity or expression, age, religion, disability, genetic information, marital status, citizenship status, status as a covered veteran, or any other status protected by applicable federal, state and local laws. This commitment applies to all aspects of the employment relationship, including, but not limited to, hiring, placement, promotion, termination, layoff, recall, transfer, leaves of absence, training, compensation, and benefits.

3.12 Anti-Harassment

Optoro will not tolerate workplace harassment in any form. Optorians have the right to work in a professional atmosphere and to be treated with respect.

Optoro's anti-harassment policy applies to all conduct in the workplace or in work-related settings by supervisors, co-workers, and other persons with whom Optoro has a relationship. Please refer to the Employee Handbook for our in-depth policy on anti-harassment.

Any Optorians who witnesses harassment or who feels that he or she has been the victim of harassment should notify Optoro in accordance with the complaint procedures set out in the Employee Handbook. Optoro prohibits retaliation or discrimination against any Optorians who opposes or reports harassment or any other unlawful discriminatory conduct.

3.13 Employee Privacy

Optoro collects and stores employee personal information which should only be accessed per Optoro policies and local laws. The use and handling of employee personal information is limited to legitimate business purpose with proper approval. Additional information may be found in the [Employee Privacy Policy](#).

3.14 Health & Safety

Optoro is dedicated to providing a healthy, safe, and secure work environment. This means that Optoro does not tolerate acts or threats of violence, intimidation or hostility. Nor are weapons or hazardous devices permitted at any Optoro facilities, events, or on company business unless legally allowed and cleared with prior written company approval. Optorians should not come to work impaired and should ensure that their behavior is appropriate and does not endanger the safety of others or violate any laws. Optoro will comply with all applicable occupational and environmental health and safety laws.

3.15 Security of IT Assets

Optorians are expected to safeguard Optoro IT assets. Optoro IT assets include electronically stored information, software, and applications; communication systems and equipments; and computing equipment, IT networks and memory storage devices.



04 Conclusion

4.1 Reporting & Retaliation

Any breach of this Code may result in disciplinary action in accordance with Optoro Policies.

All employees are responsible for reporting possible violations of the Code to contacting the Head of Talent & Culture or the General Counsel, or anonymously through the web hotline: www.lighthouse-services.com/optoro, by telephone: 833-520-0004, or email: reports@lighthouse-services.com. Anonymity is guaranteed for hotline reports.

There will be no form of reprisal for reporting any suspected violations. Optoro will investigate all alleged violations and take appropriate action in accordance with the Code and other Optoro Policies. Optorians are expected to participate fully in any investigation relating to the reported misconduct.

Optoro's policy against retaliation does not mean that those involved in improper conduct can exempt themselves from consequences by reporting the wrongdoing and claiming that any discipline is retaliation. However, Optoro encourages self-reporting and in many circumstances self-reporting may be a mitigating factor when Optoro assess disciplinary measures to be taken with regard to the improper conduct.

Failure to report a known violation of law, the Code, or any Optoro policies by someone else may result in disciplinary action for employees and termination of your employment/relationship with Optoro, in accordance with applicable law.