

Modern Slavery Report

Fiscal Year Ended December 31, 2023



Introduction

This document constitutes The Fertility Partners Holdings Inc. (“TFPH”)’s Modern Slavery Report (the “Report”), covering our fiscal year ended December 31, 2023. This is a joint report with the following indirect subsidiaries of TFPH, TFP Midco Holdings ULC and TFP Midco Inc. (together, “TFP”, “TFP entities”, “we”, “us”, or “our”).

We make this Report pursuant to sections 11(1) and 11(3) of *Fighting Against Forced Labour and Child Labour in Supply Chains Act* (the “Modern Slavery Act” or the “Act”). We do not report under similar legislation in any other jurisdiction. We do not have a website.

Capitalized terms used herein and not defined have the meanings given in the Act.

Corporate Structure

We elected to file a joint report as each TFP entity is an indirect shareholder for companies operating fertility clinics or providing complementary services, and no TFP entity carries on any operations for the public or other business, including related corporations. As of December 31, 2023, none of TFPH, TFP Midco Holdings ULC, or TFP Midco Inc. had any employees. The date and jurisdiction of incorporation for the TFP entities are set out below:

Entity	Jurisdiction	Incorporation Date
The Fertility Partners Holdings Inc.	<i>Canada Business Corporations Act</i>	December 11, 2019
TFP Midco Holdings ULC	<i>Business Corporations Act (British Columbia)</i>	December 1, 2021
TFP Midco Inc.	<i>Canada Business Corporations Act</i>	December 1, 2021

The place of business for each TFP entity is 21 St. Clair Avenue East, Suite 900, Toronto, Ontario, M4T 1L9. The registered office for The Fertility Partners Holdings Inc. and TFP Midco Inc. is 199 Bay Street, Suite 4000, Toronto, Ontario, M5L 1A9, and is Suite 2600, Three Bentall Centre 595 Burrard Street, P.O. BOX 49314, Vancouver, British Columbia, V7X 1L3, for TFP Midco Holdings ULC. TFP Midco Inc. is controlled by TFP Midco Holdings ULC which is controlled by The Fertility Partners Holdings Inc.

Philosophy

TFP established itself on the principles of good governance, integrity, and ethical stewardship, all of which require evolving practices, frequent reassessment, and continuous improvement to maintain. A component of these principles is the treatment of people, whether directly engaged by its subsidiaries or indirectly by the suppliers retained. We recognize the multifaceted and hidden nature of forced labour, encompassing practices such as servitude, forced labour, and exploitation of vulnerable individuals, including children.

Activities and Supply Chain

Each TFP Entity is a holding company and does not produce, distribute, or sell goods in Canada or elsewhere, nor does any TFP Entity import goods into Canada (“Reportable Activities”). TFP does not have a supply chain to manage.

TFP does not directly contract with suppliers or employees, save for financial auditors, legal counsel, financial institutions, and its appointed officers and board of directors, and has no supply chain. TFP retains external providers based in Canada and the United States of America, as applicable, with strong reputations, most of whom hold professional designations required to perform the specialized services.

Our reporting obligations under the Act arise by virtue of our subsidiaries, some of whose activities include Reportable Activities. Any subsidiary company that is a reporting entity will be filing its own report. The operations of the subsidiary companies are located primarily in Canada and one subsidiary corporate operates in the United States of America.

Policies and Due Diligence

TFP does not have direct supply chains or operations to manage however, it does indirectly control the actions of its subsidiaries that do, and it is responsible for establishing the framework in which those entities operate. TFP has a Code of Conduct and ethical reporting program to manage and resolve issues that arise within any TFP affiliated entity. The Code of Conduct addresses ethical conduct in our work environment, business practices, and relationships with external stakeholders. The Code of Conduct details the standards of behaviour expected from everyone to whom it applies in their daily activities and in dealings with others. The Code of Conduct is enforced and overseen by TFP's ethical reporting program, a whistle blower program established for all TFP affiliated entities. TFP has also caused its subsidiaries to establish an environmental, social, and governance advisory committee which has a mandate to monitoring the implementation of TFP values and strategy with respect to corporate sustainability. Activities of the TFP subsidiaries are routinely monitored by the board of directors of TFP. The individual reports submitted for its subsidiary companies will set out the concrete actions taken on these principles.

We plan to continue to review our statements, policies, procedures, and practices periodically to determine whether any enhancements should be made to reinforce our commitment to developing a culture within our subsidiaries to prevent Forced Labour from taking place within our corporate group.

Steps Taken to Reduce Forced Labour and Child Labour

TFP does not produce or import any goods. As such, there were no potential risks to mitigate.

Employee Training on Forced Labour and Child Labour

TFP does not have any employees and as such, no employees underwent training.

Assessing our effectiveness and Remediation Efforts

We consider the risk of Forced Labour within TFP's operations to be very low. We have no personnel, beyond our board of directors and officers, consume no physical goods, import no goods, manage no supply chain, and our third-party contracts are limited to service providers, such as professional services and financial services. Our assessment of our business and professional suppliers for the risk of Forced Labour did not identify any instances of Forced Labour. As such, no steps were required to remediate the presence of Forced Labour, or the loss of income associated with remediation efforts.

Approval and Attestation

This Report was approved pursuant to subparagraph 11(4)(b)(ii) of the Act by the Board of Directors of The Fertility Partners Holdings Inc., on May 29, 2024, for its own behalf and on behalf of TFP Midco Holdings ULC and TFP Midco Inc. In my capacity as a Chief Executive Officer of TFP, and not in my personal capacity, I make this attestation for and on behalf of The Fertility Partners Holdings Inc., TFP Midco Holdings ULC, and TFP Midco Inc. in accordance with the requirements of the Modern Slavery Act. In accordance with the requirements of the Act, and in particular section 11 thereof, I attest that I have reviewed the information contained in the report for the entities listed above.

Based on my knowledge, and having exercised reasonable diligence, I attest that the information in the Report is true, accurate, and complete in all material respects for the purposes of the Act, for the reporting year listed above.

Dated this May 30, 2024.

A handwritten signature in blue ink, appearing to read "Derek Larkin", written over a horizontal line.

Derek Larkin, Chief Executive Officer

I have authority to bind The Fertility Partners Holdings Inc., TFP Midco Holdings ULC, and TFP Midco Inc.
