

# Samuel, Son & Co., Limited

## SUPPLIER CODE OF CONDUCT

Samuel, Son & Co., Limited (“Samuel”) stands firmly behind all laws and regulations in dealing with our suppliers and customers to ensure compliance at all levels. Samuel’s core values fall into five categories:

- Integrity
- Respect
- Courage
- Ownership
- Agility

These core values shape and guide us all in our daily operations and relationships: These simple yet essential values ensure that we conduct ourselves with the utmost integrity, delivering high-quality products while following all applicable laws, regulations, and standards of business conduct and avoiding even the appearance of impropriety.

Having sustainable and compliant supply chain practices and policies ensure that Samuel and its suppliers conduct business in line with our 5 core values.

In collaboration with our suppliers, we aim to minimize risks and create stable relationships with our business partners. Ethical and compliant supply chain policies are a key strategic lever for Samuel in safeguarding its global competitiveness and the supply of materials and services. For this reason, the company considers economic viability and environmental, social, and corporate governance practices in choosing new suppliers or continuing its relationships with existing ones.

We are committed to meeting all compliance requirements and customer expectations, and in doing so, we must trust and verify that our suppliers, representatives, and business partners do the same. This Supplier Code of Conduct sets Samuel’s expectations for how our suppliers conduct business and mirrors the standards we set for our businesses and employees.

### LAWS, REGULATIONS, AND CONTRACTS

Samuel requires that all suppliers comply with all applicable and regulations in their transactions and flow-down terms, conditions, and other provisions specified in purchase orders and contracts. In addition, suppliers must comply with local laws and regulations when performing international business or if the primary place of business is outside of the country of Samuel operations.



### ANTI-CORRUPTION

We have a zero-tolerance policy for corruption. Our policy prohibits anyone conducting business on our behalf, including suppliers, from offering or making any improper payments of money or anything of value to government officials, political parties, candidates for public office, or other persons. This includes the offer or receipt of any bribe or kickback to or from any customer, supplier, or others. We expect our suppliers not to make any illegal, improper payments. Except to the extent inconsistent with the governing law, our suppliers must comply with the Anti-corruption laws and OECD conventions that govern operations in the countries in which they do business, such as the U.S. Foreign Corrupt Practices Act, Canadian Corruption of Foreign Public Officials Act; Mexican Federal Criminal Code Article 222, the U.K. Bribery Act, and other similar laws prohibiting bribery and corruption in business dealings.

## **GIFTS/BUSINESS COURTESIES**

We compete on the merits of our products and do not use the exchange of business courtesies to gain an unfair competitive advantage. We expect the same of our suppliers in the offering or receipt of any gift or business courtesy, including cash or cash equivalents. In particular, note that our employees involved in procurement decisions are subject to even stricter limitations and may not accept any business courtesies, with the exception of very low-value promotional items. In any business relationship, our suppliers must ensure that the offering or receipt of any gift or business courtesy is permitted by law and regulation; does not violate the rules and standards of the recipient's organization; is consistent with reasonable marketplace customs; and will not adversely impact the reputation of Samuel.



## **FAIR COMPETITION/ANTITRUST**

Our suppliers must conduct business in accordance with all applicable antitrust or competition laws and regulations. This includes avoiding business practices such as entry into arrangements that unlawfully restrain competition; improper exchange of competitive information; price fixing, bid rigging, or improper market allocation.

## **PROCUREMENT INTEGRITY**

Our suppliers must maintain the integrity of our procurement and acquisition processes. Suppliers may not improperly use competitors' confidential or proprietary information for their own benefit. If a supplier becomes aware of any such confidential or proprietary information, they should promptly take steps to avoid its improper use and inform our Company as appropriate.

## **CONFLICTS OF INTEREST**

We require our suppliers to avoid all conflicts of interest or situations, giving the appearance of a potential conflict of interest in their dealings with Samuel. Therefore, we expect our suppliers to immediately disclose any situations of potential or apparent conflicts between their interests and the interests of Samuel.

## **EXPORT/IMPORT CONTROL**

Suppliers must ensure that their business practices are in accordance with all applicable laws and regulations governing the export and import of domestic and foreign-origin parts and components and related technical data. Suppliers shall provide complete and accurate information and obtain export licenses or authorizations when necessary. Furthermore, our suppliers must not participate in, cooperate with, or further the cause of any unsanctioned foreign economic boycott, in accordance with the U.S. 1977 Export Administration Act and the U.S. 1976 Tax Reform Act, the Canadian Foreign Extraterritorial Measures Act or similar legislation or regulations.

## **COUNTERFEIT PARTS**

We expect our suppliers to develop, implement, and maintain methods and processes appropriate to their products and services to minimize the risk of introducing counterfeit parts and materials into deliverable products. In addition, effective processes should be in place to detect counterfeit parts and materials and mark parts obsolete as appropriate.

Suppliers must comply with any applicable laws and regulations regarding conflict minerals and assist us in meeting our obligations under law and regulation. Our suppliers must support our efforts to conduct due diligence on the use of conflict minerals in our supply chain, including the identification of products in their supply chain that contain conflict minerals and validating the country of origin of these minerals.

## **PROTECTING INFORMATION**

Suppliers must ensure to take proper care to protect the information they receive from Samuel, including confidential, proprietary, and personal information. Information maintained on electronic systems should be protected against cyber intrusions and other unauthorized use or access through appropriate physical and electronic security procedures. Samuel's information should

not be used for any purposes beyond the scope of the business arrangement with our company without prior authorization. In addition, we expect our suppliers to comply with insider trading laws and take steps to prevent their employees from trading in securities while possessing material non-public information they may receive while doing business with Samuel.

## **CYBERSECURITY**



Suppliers must take care to safeguard and protect information entrusted to them and information generated or developed by them in support of our programs from unauthorized access, destruction, use, modification, or disclosure. We expect suppliers to have risk-based cybersecurity programs designed to mitigate emerging threats to their information systems, products and services and supply chain and to comply with all applicable contractual and legal requirements. Suppliers supporting Samuel's government procurement divisions are required to implement FARS Clause 252.204-7012 to include implementation of NIST SP 800- 171 and encouraged to become compliant to CMMC Level 2 standard.

## **FINANCIAL RESPONSIBILITY/ACCURATE RECORDS**

All of our suppliers are responsible for accurately recording, maintaining, and reporting business documentation, including but not limited to, financial accounts, quality reports, time records, expense reports, resumes, and submissions to Samuel, the customer, or regulatory authorities.

## **HUMAN RIGHTS**

We expect our suppliers to treat all people with respect and dignity, encourage diversity and diverse opinions, promote equal opportunity for all, and foster a creative, inclusive, and ethical culture.

## **HUMAN TRAFFICKING**

We expect our suppliers to not engage in the use of forced, bonded (including debt bondage) or indentured labor, involuntary prison labor, slavery, or trafficking of persons. This includes transporting, harboring, recruiting, transferring, or receiving vulnerable persons by means of threat, force, coercion, abduction, or fraud for the purpose of exploitation.

## **FORCED LABOR AND CHILD LABOR**

Samuel has a zero-tolerance policy regarding the use of forced labor and child labor and will not do business with any supplier that engages in forced labor. Forced labor involves any work or service which is exacted from any person under the menace of any penalty for its nonperformance and for which the worker does not offer work or service voluntarily. This includes indentured labor, which is work or service performed pursuant to a contract, the enforcement of which can be accomplished by process or penalties and includes forced or indentured child labor. We expect our suppliers to ensure that child labor is not used in the performance of work. The term "child" refers to any person under the minimum legal age for employment where the work is performed. Samuel's suppliers must comply with all - forced labor laws, including the Uyghur Forced Labor Prevention Act, "UFLPA" and Canadian Bill- S-211 - Forced and Child Labour, The United States-Mexico-Canada Agreement ("USMCA") and must implement policies and processes to ensure against and support efforts to eradicate the use of forced labor, directly or indirectly, in the provision of goods and services (including transportation channels) to Samuel.

Samuel's suppliers must also ensure that its supply chain of goods and services does not use forced labor indirectly or directly and can show required documentation upon request to meet regulatory assessments.

## **CONFLICT MINERALS**

We expect our suppliers to take steps to determine if their products contain conflict minerals (tin, tantalum, gold, and tungsten) and, if so, implement supply chain due diligence processes to identify sources of these minerals and support efforts to eradicate the use of conflict minerals which directly or indirectly finance or benefit armed groups in conflict or high-risk areas, including but not limited to the Democratic Republic of Congo, Sudan, Rwanda, and Angola.



## **ENVIRONMENT**

We expect our suppliers to operate in a manner that actively manages risk, conserves natural resources, prevents pollution, and protects the environment. We expect our suppliers to apply environmental management system principles to establish a systematic approach to managing risks/hazards and opportunities associated with the environment, including potential risks from regulatory non-compliance, reputational loss, and opportunities for business growth through operational and product stewardship.

## **DIVERSITY AND INCLUSIVENESS**

We expect our suppliers to provide equal employment opportunity to employees and applicants for employment without regard to race, ethnicity, religion, color, sex, pregnancy, national origin, age, military veteran status, ancestry, sexual orientation, gender identity or expression, marital status, family structure, genetic information, any characteristic protected by state or local law, or mental or physical disability when the essential functions of the job can be performed with or without reasonable accommodation. Our sourcing decisions, contracts, and management of supplier relations will reflect and promote the principles of Samuel's Diversity and inclusiveness policy. Our suppliers will be treated fairly and equally during the tendering Our suppliers will be treated fairly and equally during the tendering and purchasing process, with decisions made on clear selection criteria.

## **EMPLOYEE SAFETY & HEALTH**

Our suppliers must comply with applicable safety and health laws, regulations, policies, and procedures and provide for the health, safety, and welfare of their people, visitors, and others who may be affected by their activities.

## **HARASSMENT**

We expect our suppliers to ensure that employees may perform their work in an environment free from physical, psychological, and verbal harassment or other abusive conduct.

## **DRUG-FREE WORKPLACE**

We expect our suppliers to maintain a workplace free from illegal drugs and substances.



## **REPORTING**

We expect our suppliers to provide their employees with avenues for raising legal or ethical issues or concerns without fear of retaliation.

## **CODES OF CONDUCT & SUB-TIER SUPPLIERS**

Commensurate with the size and nature of their business, we expect our suppliers to have management systems in place to support compliance with laws, regulations, and expectations related to or addressed expressly within the Supplier Code of Conduct. Therefore, we encourage our suppliers to implement their own written code of conduct and to flow down the principles of a code of conduct to the entities that furnish goods and services to the supplier.

## **SUB-CONTRACTING AND SOURCING**

Where authorized subcontracting and third-party sourcing is used in the provision of goods and services for Samuel, suppliers must confirm that the sub-contractor and third-party source meets the minimum expectations of this Supplier Code of Conduct.

Suppliers shall take the necessary steps to obtain and maintain visibility over labor rights, human rights, forced labor, and other pillars of this Code of Conduct within their supply chain. Suppliers should maintain the right to audit and have written agreements with their supply chain partners to ensure that any further sub-contracting meets the standards set out in this Supplier Code of Conduct.

## SUPPLIER CODE OF CONDUCT AUDIT, RISK ASSESSMENTS, AND ANNUAL CERTIFICATIONS

Samuel reserves the right to conduct audits and risk assessments of its suppliers to ensure compliance with this Supplier Code of Conduct, purchase order terms, and other contractual conditions.

Recognizing differences in cultures and legal requirements, Samuel expects our supply chain partners to act ethically and responsibly in all respects. Therefore, Samuel will use various methods to review compliance with the Supplier Code of Conduct, including supplier confirmations, self-assessments, and directed audits or other inspections. In addition, we expect our suppliers to cooperate with our reasonable requests for information, certifications, or audit access.



## OUR GOAL

When there is a concern, our practice is to work with suppliers. However, when an issue cannot be corrected, or a supplier partner is unwilling to engage, we reserve the right to end our relationship.

By working closely with our suppliers, we believe we can achieve mutual success while helping communities and the wider world **THRIVE!**

If you see or suspect any conduct or business practices that could violate our Supplier Code of Conduct, please contact Samuel directly. In addition, you may raise a concern or get help by contacting your Samuel Compliance.

Ethics Hotline:

Web: <https://secure.ethicspoint.com/domain/media/en/gui/49000/index.html>

Phone: 1-800-448-1680 (English and French)  
001-855-387-0237 (Spanish)

Mail: NAVEX Global - World Headquarters, 5500 Meadows Road,  
Suite 500, Lake Oswego, OR 97035, United States

The Ethics Alert Hotline is available 24 hours a day from anywhere worldwide. Service is available in English, French, and Spanish.

Callers can remain anonymous, except where anonymous reporting is prohibited by local law.

Getting in touch with us quickly helps to prevent problems and correct any that have already occurred. We handle all reports promptly, fairly, and as confidentially as possible.

