



## Supplier Code of Conduct

Dear johnnie-O Suppliers:

Since 2005, johnnie-O (“JO”) has built a reputation of honesty, integrity and fairness by conducting our business according to the highest ethical standards. The JO Statement of Principles of Conduct and this Supplier Code of Conduct embody these core values and reflect JO’s commitment to operate with the highest level of integrity. As part of this commitment, JO requires our business partners to share in these same core values and business practices.

This Supplier Code of Conduct governs any company or entity that sells or seeks to sell any products or services to JO and/or any of its affiliates whether directly or indirectly through its employees, affiliates, distributors, subcontractors, agents, or other representatives (defined hereafter as “Suppliers” or “Supplier”). JO expects its Suppliers to operate using the highest ethical and legal principles. Suppliers are responsible for ensuring that any employees, affiliates, distributors, subcontractors, agents, or other representatives of Supplier providing products or services to JO or to johnnie-O’s customers on behalf of JO, read and comply with the JO Supplier Code of Conduct.

johnnie-O is a global company and conducts business in many countries throughout the world. johnnie-O Suppliers must comply with applicable laws, rules and regulations in all countries where JO and its affiliates conduct business. Specifically, we expect all JO Suppliers to adhere to the following:

- **CHILD LABOR:** Suppliers will not directly or indirectly employ workers that are younger than the applicable required minimum age.
- **FORCED LABOR:** Suppliers will not knowingly source materials from supply chains associated with human trafficking and will take reasonable efforts to ensure that their own suppliers comply with this requirement.
- **WAGES AND WORKING HOURS:** Suppliers must comply with all applicable wage and hour laws, including those relating to minimum wage, overtime hours, and other elements of compensation, and must provide all legally mandated benefits. Suppliers will not require employees to work more than the maximum number of hours permitted under applicable laws.
- **FREEDOM OF ASSOCIATION:** Suppliers must respect workers’ rights to associate freely and in compliance with existing local laws and without intimidation, reprisal or harassment.
- **DISCRIMINATION:** JO expects its Suppliers to treat their employees with respect and dignity and to refrain from any unlawful harassment. To the extent prohibited by applicable law, Suppliers will not discriminate against any person because of their race, color, sex, religion, national origin, age, disability, sexual orientation, gender identity, genetic information, veteran status, or any other basis.
- **ENVIRONMENTAL, HEALTH AND SAFETY LAWS:** Suppliers must comply with all applicable environmental, health and safety laws and regulations and must provide workers with a safe and healthy work environment. Suppliers must strive to reduce their negative impact on the environment through the conservation of natural resources, reduced energy consumption and other means. While a Supplier, its affiliates, agents or representatives are on-site at any JO location or at a JO customer location on behalf of JO, all Suppliers shall comply with JO policies and applicable site requirements.
- **INTERNATIONAL ACTIVITIES:** Suppliers must comply with all export-import laws, customs duties and all other laws pertaining to their international business activities.
- **GIFTS AND IMPROPER PAYMENTS:** Suppliers are prohibited from engaging in corruption, extortion or embezzlement in any form. Suppliers must comply with all applicable anti-corruption laws and regulations of the countries in which they operate such as the U.S. Foreign Corrupt Practices Act, and as applicable, the UK Anti-Bribery Act, the OECD Anti-Bribery Convention and any other international anti-corruption conventions. Suppliers will not offer or accept bribes or employ other means to obtain



an undue or improper advantage. Bribes, kickbacks, facilitating payments and similar payments to government officials or to JO employees or agents acting on JO's behalf are prohibited.

johnnie-OJO discourages its employees from accepting gifts of more than minimal value or lavish entertainment from suppliers. When business meals and entertainment are appropriate to further business relationships, those expenses may not be extravagant in nature.

- **INTELLECTUAL PROPERTY RIGHTS:** Suppliers must respect and refrain from infringing upon the intellectual property rights of others, including patents, trademarks, copyrights and other proprietary rights.
- **FAIR DEALINGS AND COMPETITION LAWS:** Suppliers should not take unfair advantage of anyone else through manipulation, concealment, abuse, misrepresentation of material facts or any other unfair dealing. Supplier will not engage in collusive bidding, price fixing, price discrimination or other unfair trade practices in violation of applicable antitrust and competition laws. Supplier will uphold fair business standards in advertising, sales and competition.
- **CONFIDENTIALITY:** Suppliers must protect the Confidential Information entrusted to them by JO, its affiliates, customers or suppliers. Confidential Information may only be used and disclosed in a manner authorized by JO. Confidential Information includes any business information of JO, its customers or suppliers that is not generally known to the public.
- **CONFLICT MINERALS:** JO is committed to complying with federal laws and regulations requiring disclosure of the use of conflict minerals and expects the same commitment from its Suppliers. Upon request of JO, Suppliers shall determine whether any products provided by Suppliers contain tin, tantalum, tungsten, gold or any other material that is designated under applicable rules of the Securities and Exchange Commission as a "conflict mineral." Supplier shall also take such necessary actions and provide such additional information in the format requested by JO as may be necessary in order for JO to be or remain compliant with applicable laws, rules and regulations relating to conflict minerals.
- **MONITORING COMPLIANCE:** Suppliers must establish and maintain a process of ensuring compliance with the JO Supplier Code of Conduct. This includes communicating the requirements of this Code to all employees, affiliates, agents and subcontractors of the Supplier. Supplier must maintain all documentation necessary to demonstrate its compliance with the JO Supplier Code of Conduct. Upon JO's request, Supplier should be prepared to provide JO or its affiliates access to such documentation.

Any violation of the JO Supplier Code of Conduct may result in immediate termination of the Supplier's relationship with JO. If you wish to report any violations of this Code, please file a report with JO by sending an email to [accounting@johnnie-O.com](mailto:accounting@johnnie-O.com).

Supplier confirms by signature below that supplier complies with the johnnie-O Supplier Code of Conduct:

Supplier Signature \_\_\_\_\_

Supplier Name \_\_\_\_\_

Supplier Representative Name and Title \_\_\_\_\_

Date \_\_\_\_\_