

# Supplier Code of Business Conduct

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# Supplier Code of Business Conduct

With business activities in many countries around the world, Rosti (“**Rosti**”) is subject to a wide range of legal requirements and expectations.

Rosti depends on its suppliers (“**suppliers**” “**supplier**”) to act at all times in a manner that is in line with the Relevant Requirements (as defined below) when supplying products to, performing services for or otherwise acting on behalf of Rosti. Suppliers shall also procure that any other person or company within their supply chain applies similar standards and complies with the Relevant Requirements.

This Supplier Code of Conduct specifies what Rosti expects and requires from its suppliers in terms of legal compliance, employment and labour practices, workplace practices, ethical business practices and environmental management practices.

## Compliance with the laws governing the supplier’s operations

Rosti requires all suppliers to comply with the laws of the countries where they operate and with all other laws, rules, regulations which are applicable to the supply of the goods, products, and services to Rosti as well as complying with this Supplier Code of Conduct (the “**Relevant Requirements**”).

Rosti also expects its suppliers not to engage in any activity, practice or conduct which would constitute an offence under the Relevant Requirements.

Suppliers shall be committed to take prompt action to investigate and address any allegations or indications of breach of the Relevant Requirements, and promptly notify Rosti thereof.

### Ethical business practices

Suppliers shall maintain a culture of honesty and opposition to fraud and corruption, including a zero-tolerance policy prohibiting all forms of bribery and/or corruption. The highest standards of integrity are to be upheld in all business interactions.

It is never acceptable to offer or accept, directly or indirectly:

- (a) Money, securities, or monetary loans.
- (b) Benefits that could be utilised by the recipient for private purposes.
- (c) Personal payments of purchase discounts, commissions, bonuses or kickbacks.
- (d) Pleasure trips or holidays.
- (e) Work for the private benefit of the recipient or to a person affiliated to the recipient.

- (f) Benefits which, due to the value thereof or any other relevant circumstances, may typically be deemed to influence the recipient's performance of his or her professional duties.
- (g) Other benefits and arrangements that generally could be considered as unethical or cause embarrassment and negative publicity for Rosti or our customer if such became known to the public.

It must be noted that the above list is not exhaustive. Other benefits may be forbidden or even illegal, depending on the circumstances. A benefit may not only be a gift, reward or similar, of material or immaterial nature but also the promise of such benefits or another advantage for the receiver.

A supplier must notify Rosti if a politically exposed person ("PEP") becomes - directly or indirectly – an owner or officer or employees of the supplier or its controlling parent company.

#### **Export Control Laws**

Rosti is subject to international laws that regulate, restrict, and sometimes prohibit business dealings with certain countries, companies, individuals and end-use applications. These restrictions can include controls on the export and re-export of goods or technical data to other countries or to employees with nationalities different from their location (trade sanctions). Special rules also apply to products or technical data used in defence and military applications (dual-use products).

Rosti expects all suppliers to be aware of and comply with applicable regulations (including US, UK, and EU trade sanctions), not take any action that violates these regulations and work with Rosti on any necessary compliance processes. This may include providing information regarding the products, end-users, raw material, ownership structure, suppliers, customs codes, banks etc.

#### **Conflict-Free Sourcing**

All suppliers shall reasonably assure that the tantalum, tin, tungsten, and gold ("Conflict Minerals") in the products they deliver to Rosti do not directly or indirectly finance or benefit armed groups that are perpetrators of serious human rights abuses in the Democratic Republic of Congo or an adjoining country, unless the Conflict Minerals were processed by a facility listed as compliant pursuant to the CFSI Conflict-Free Smelter Program.

All suppliers shall exercise due diligence on the source and chain of custody of the Conflict Minerals and make their due diligence measures available to Rosti's customers upon request.

#### **Competition Laws**

Suppliers may not engage in any practices or business activities that are or entail a risk of being in breach of relevant competition laws in any jurisdiction where the supplier, Rosti or Rosti's customers operates.

Rosti's suppliers:

- Should not make any arrangements with competitors that could restrict competition.
- Cannot discuss or exchange sensitive commercial information with competitors.
- Must be aware of the special rules which may apply on specific markets where Rosti, Rosti's customers or the supplier have a strong market position.
- Seek timely legal advice when uncertain if an arrangement would achieve a business objective in a legitimate way.

All suppliers must observe confidentiality of all Rosti's and its customer's business secrets in accordance with applicable provisions and the loyalty inherent to being a supplier of Rosti.

### Summary

- Know and follow all applicable laws and maintain awareness of any legal or regulatory changes that may impact operations.
- Ensure that supplier's employees are aware of all applicable laws, Rosti's expectations and put systems in place to monitor compliance.
- Provide timely responses to any information requests regarding products supplied to Rosti, for example for export control purposes.
- Notify Rosti if a Rosti employee ever requests or demands a business courtesy.
- Ensure, before giving a gift or other business courtesy to any Rosti employee, that it is compliant with this Supplier Code of Conduct.

### Conflicts of interest

Rosti expects to be informed promptly if a supplier has a family or close personal relationship with a Rosti employee making or influencing a business decision that may benefit the supplier.

Rosti will not conduct any business with any supplier where a relative of a Rosti employee owns, represents, or holds a senior management position with the supplier. Minor, non-controlling shareholding in companies listed on a recognised stock exchange is excluded from the above limitation.

Rosti expects suppliers who recently employed a former Rosti employee to inform us to ensure both parties' integrity.

### Summary

- Promptly notify Rosti if they become aware of any relationship that could be a conflict.

## Dignity, respect and employees' rights

### Human rights

Rosti respects and supports all internationally proclaimed human rights and strives to ensure that it is not in violation of any human rights.

### Dignity and Diversity

Rosti expects that all suppliers treat their employees and agency workers with respect, fairness, and dignity. Corporal punishment, physical or verbal abuse, other unlawful harassment and any threats or other forms of intimidation are prohibited.

Rosti expects that none of the suppliers' employees are discriminated based on race, colour, gender, age, national origin, religion, sexual orientation, marital status, pregnancy, union membership or any other legally protected characteristic.

### No forced labour

Rosti does not tolerate forced labour in any form. Suppliers' employees shall be free to leave their employment after reasonable notice as required by applicable law or contract.

All suppliers doing business with Rosti must respect the right to freedom of association (including not to join a union), to bargain collectively and all other workplace rights of employees.

### Employment terms

All suppliers shall ensure that their employees understand their employment conditions.

Suppliers must follow all applicable laws regarding working hours, wages, benefits, annual leave, working conditions and overtime pay in relation to their employees and agency workers.

### Young worker and student workers

Child labour is not to be used in any stage of manufacturing. The term "child" refers to any person under the age of 16, or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest.

Workers under the age of 18 shall not perform work that is likely to jeopardize their health or safety, including night shifts and overtime.

The use of legitimate workplace learning programs is supported. Suppliers shall provide appropriate support and training to all student workers. In the absence of local law, the wage rate for student workers, interns and apprentices shall be at least the same wage rate as other entry-level workers performing equal or similar tasks.

## Summary

- Know and follow all applicable labour laws and maintain awareness of any legal or regulatory changes that may impact operations.
- Always maintain employment agreements and payroll records documenting wages, overtime pay, and hours worked.
- Employees should be treated fair and with respect of their rights.

## Health and safety in the workplace

The suppliers shall provide a safe and healthy workplace for all their employees (including agency workers). This includes:

- Appointing a competent person to manage health, safety and environmental programs and improvements.
- Establishing appropriate organizational structures and procedures for the effective management of health, safety, and environmental risks (including for sub-contractors).
- Ensuring that all workers are sufficiently aware of risks and appropriately trained on the implementation of control measures.

The supplier shall be aware of industry specific risks, continuously carry out risk assessments, and take all reasonable precautions to protect the safety and health of employees and members of the general public.

### Summary

- Know and comply with applicable health and safety regulations.
- Be responsible for the workers' health and safety while at work.
- Provide all required training for employees, contractors and others and ensure the effectiveness of such training in a timely manner.

## Information, Intellectual Property and Personal Data

### Disclosure of Information

All business dealings should be transparently performed and accurately reflected on suppliers' business books and records. Relevant information regarding the suppliers' labour, health and safety, environmental practices, products, business activities, structure, financial situation, and performance is to be disclosed in accordance with applicable regulations and prevailing industry practices.

Falsification of records or misrepresentations of conditions or practices in the supply chain are unacceptable.

### Intellectual Property

Intellectual property rights are to be respected.

All suppliers shall keep Rosti's and/or its customers' and suppliers' information secret and confidential and not use or exploit it in any way except for the agreed business purpose. Transfer of technology and know-how is to be done in a manner that protects intellectual property rights.

### Personal Data & Privacy

Personal data shall be treated as a valuable asset and protected in a lawful and adequate manner.

Rosti expects all suppliers to only collect, process and/or transfer personal data to the extent they have a lawful, specific, definable business need for the information and in compliance with all relevant laws and rules applicable in the markets in which Rosti conducts business.

### Summary

- Treat any information provided by Rosti or Rosti's customers as confidential information to be used only for the agreed purpose(s).
- Respect other party's intellectual property rights, especially those of Rosti's customer.
- Know and comply with applicable personal data regulations.

### The environment and conservation of natural resources

Rosti expects its suppliers to meet or exceed applicable environmental laws, and to actively contribute to reducing the environmental impact of present and future products and services, and to commit to reducing the environmental impact of its manufacturing operations.

Suppliers should also seek to regularly evaluate and monitor the impact of their business activities on the environment, manage and reduce the use of energy and other resources, minimize waste and emissions, recycle materials at every stage of the product life cycle, store hazardous and combustible materials in a safe and legal manner, and reduce environmental impact through design and innovation.

Rosti encourages certification to ISO environmental standards and encourages its suppliers to develop a plan to achieve such certification status.

Rosti expects that a supplier who is (or should have been) aware of an event or situation within its company, which could result in pollution to the environment, to take immediate action to bring the matter to the attention of the relevant authorities and mitigate any damage to the environment.

### Product Safety & Prohibited Substances

Products and materials from the suppliers must fulfil agreements and legal norms and standards regarding health and safety during use, including compliance with the European Union regulation REACH (Registration, Evaluation, Authorization and Restriction of Chemicals) as well as directive RoHS (Restriction of Hazardous Substances Directive).

Rosti expects its suppliers to actively participate and assist in any recall processes requested by the relevant authorities or Rosti's customers.

### Summary

- Know and follow all applicable laws and maintain awareness of any legal or regulatory changes that may impact operations.
- Continuously evaluate the risks associated with their business activities in relation to its possible environmental impact.

## Suppliers' role in enforcing this Supplier Code of Conduct

Rosti requires the suppliers to take steps and ensure that they and their employees understand this Supplier Code of Conduct and comply with its requirements. Rosti expects its suppliers and their employees to speak up promptly and if, while working for Rosti, they learn of a violation of the law or this Supplier Code of Conduct, either by their employee or a Rosti employee.

Suppliers are expected to take responsibility for their sub-suppliers and for deploying the standards set by this Supplier Code of Conduct through their supply chain.

Suppliers are also expected to maintain an open dialogue with Rosti concerning achievements, trends, and possibilities for improvements.

### Inspections and corrective actions

To ensure and demonstrate compliance with this Supplier Code of Conduct, suppliers shall keep record of all relevant documentation, and provide Rosti with supporting documentation upon request. With the specific purpose to verify suppliers' compliance with this Supplier Code of Conduct, Rosti reserves the right to audit and inspect the supplier's operations and facilities, at Rosti's own cost and upon reasonable notice, with or without support of a third party. If the results of such an audit or inspection cause Rosti to believe the supplier does not comply with this Supplier Code of Conduct, the supplier shall take necessary corrective actions in a timely manner, as directed by Rosti. If the supplier fails to comply with this Supplier Code of Conduct, then Rosti may take action against the supplier, including suspending or terminating their activities as Rosti's supplier.

### Communication and whistleblowing

If suppliers or their employees become aware of any circumstances that they believe may violate this Supplier Code of Conduct or have any additional questions, the suppliers shall report their concerns or questions to the Rosti account manager.

Alternatively, the supplier can make an anonymous report through Rosti's external web-based Whistleblowing channel accessible 24/7 at <https://report.whistleb.com/RostiGroup>. Any violations reported in good faith will be held in strict confidentiality and will not, in any way, reflect adversely on the business relationship with Rosti's valued suppliers.

Any questions about the requirements of this Supplier Code of Conduct should be addressed to the supplier's primary contact at Rosti or to Rosti's General Counsel by sending an email to Rosti Headquarters, [sales@rosti.com](mailto:sales@rosti.com).

### Summary

- Keep documentation relating to compliance with this Supplier Code of Conduct and provide access to that documentation upon request.
- Also maintain compliance documentation of sub-contractors.
- Establish a process and policy giving employees a way to raise concerns without fear of retaliation. Where allowed by law, maintain a system that allows for anonymous reporting of concerns.

- Be aware of any circumstances that is believed to violate Rosti’s commitment to conduct business with the highest level of ethics and integrity; any additional questions or concerns shall be addressed to Rosti’s account manager.
- Know that serious breach may always be anonymous reported to Rosti through Rosti’s external web-based Whistleblowing channel.

