

MANFIELD

sacha

SISSY-BOY

THE TERMEER GROUP CODE OF CONDUCT FOR SUPPLIERS

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This Code of Conduct outlines the Labor standards, social responsibilities, Environmental compliance and performance, Ethics and Business integrity requirements that Manfield, Sacha, and Sissy Boy (further: The Termeer Group) requires each party in its supply chain to meet. This Code of Conduct applies to all parties such as suppliers, companies, employers, factories, and all that provide products to the brands within The Termeer Group. The Termeer Group is a member of Amfori BSCI & BEPI programs. Therefore, the principles of the Amfori BSCI and BEPI Code of Conducts form an integral part of this Code.

Our common responsibility – Due diligence

This document gives direction to The Termeer Group and its Business Partners to conduct responsible business, and to identify, prevent, mitigate, account for, and remediate adverse human rights, as well as environmental, impacts in their supply chains.

Under the UNGPs and OECD Guidelines, enterprises bear a responsibility for preventing and reducing any adverse impact on people and the environment, caused by their own operation or business relationships in the production or supply chain. This means acting in an ethical and transparent way that contributes to the health and welfare of society. This is the baseline for our Due Diligence policy integrated in our Corporate Responsibility Program.

This Code of Conduct is based on, and refer to:

- United Nations (UN) Universal Declaration of Human Rights
- International Labour Organization (ILO) Conventions and Recommendations
- UN Guiding Principles on Business and Human Rights (UNGPR)
- OECD Guidelines for Multinational Enterprises
- UN Children’s Rights and Business Principles
- Gender Dimensions of the UN Guiding Principles on Business and Human Rights
- OECD Sectoral Guidance Documents

By endorsing this Code of Conduct, the Termeer Group and its business partners confirm that their commitment will follow the values below:

- Continuous improvement: The Termeer Group and its Business Partners undertake to implement this Code of Conduct in a comprehensive approach, embedded in their management systems and company culture, to ensure the continuous improvement of due diligence within their organisations and supply chains in a progressive manner.
- Cooperation: The spirit of cooperation is crucial in the engagement between The Termeer Group and its Business Partners and stakeholders at diverse levels, particularly to create leverage.
- Code observance: Complying with national legislation is the first obligation of business enterprises. In countries where the national legislation sets a different standard of protection than this Code of Conduct and its references, all Business Partners shall abide by the principles that provide the highest protection to the workers and the environment, without contradicting the legal framework of the country.

- Protection of vulnerable persons: The Business Partners commit to the protection and empowerment of vulnerable individuals, and members of vulnerable groups and communities, to the best of their influence. Business Partners understand that vulnerability can depend on the context, and certain individuals, groups, and communities may be vulnerable in more than one aspect.
- Transparency: All Business Partners/ Suppliers commit to being transparent:
 - With each other and with any third party involved as relevant (e.g. auditors, quality partners), and within the context of identification, prevention, and remediation of adverse human rights and environmental impacts.
 - Through reasonable disclosure to shareholders, stakeholders, and governments regarding their impacts on the supply chain and in the surrounding communities, in line with national legislation requirements where available

This Code of Conduct is implemented through the set of principles, which are in no particular order:

1. Discrimination and gender.
2. Child labour.
3. Forced labour.
4. Freedom of association.
5. Living wage
6. Safety and health in the workplace.
7. Working hours
8. No Sexual harassment and sexual and gender-based violence (SGBV) in the workplace,
9. Water pollution and use of chemicals, water, and energy.
10. Ethical trade, no bribery and corruption,
11. Grievance mechanism
12. Covid 19 Amendment – Special Working Arrangements

Buying Practices

We take our responsibility when it comes to our sourcing and buying practices. Please do let us know when our buying behaviour does not support the international social and environmental standards set out in this Code of Conduct.

We work according to below standards:

- We follow a strict year plan.
- We share purchasing plan with suppliers – when applicable, please note comments can always be submitted.
- We will inform suppliers of our clear quality & delivery standards.
- We timely share deadlines to be reached.

- We will work according to realistic lead times & production planning.
- We will ask supplier for feedback on new developments.
- We will work with photo's/ video conferencing etc to optimize our communication and thereby reduce risks of misunderstandings to a minimum.
- We will regularly review & improve our internal processes We will share clear technical specifications on the products.
- We will share target prices with suppliers.
- We will consider material costs, labour, transport, testing, costs of audits & the profit of supplier when calculating prices.
- We will pay timely & we will pay according to agreement.
- We work understanding the possible cultural differences.

Covid 19 amendment

- We will do our utmost in order not to cancel already placed orders of any kind.
- We will communicate with local partners to understand the challenges they are facing.
- We will collaborate with our partners in order to overcome production problems due to late deliveries.
- We will not engage in one sided change of buying terms – but we will look for cooperation and mutual agreements.

Supply chain visibility:

Lack of invisibility on suppliers and production sites (ex. sourcing from traders, importers) is often considered to be a risk factor, therefore The Termeer Group will always prefer to collaborate directly with suppliers. We will not allow for our production locations to outsource Sissy-Boy/ Manfield/ Sacha production to subcontractors, unless it is with a written agreement from the buyer(s).

Labour standards and social responsibilities

Supplier and Business Partners will adopt and publicly communicate a written human rights policy statement, in line with the complexity and size of operations, approved at the most senior level. They will implement a process- and risk-based due diligence management system in their business practices in line with the UNGPs and adjusted to the business model of the company. The expectations set in this Code of Conduct should be embedded in the system. They should also actively communicate their endorsement of this and the Amfori Code of Conduct through all the functions in their company, as well as to their business partners and relevant stakeholders.

Supplier shall train and incentivize all relevant departments and individuals in a manner that allows them to integrate the principles of responsible and gender-responsive business and purchasing practices in the company culture, and cascade it to their business partners.

Prohibition Child Labor and working conditions of young workers.

There shall be no use of child labour. Suppliers must install correct age verification protocols within their recruitment processes, which may not be in any way degrading or disrespectful to the worker.

This Principle aims to protect children from any form of exploitation. Particular care is to be taken on the occasion of the dismissal of children, as they can move into more hazardous employment, such as prostitution or drug trafficking. In removing children from the workplace, factories should identify in a proactive manner, measures to ensure the protection of affiliated children. When appropriate, they shall pursue the possibility to provide decent work for adult household members of the affected children's family.

ILO Conventions 10, 79, 138, 142 and 182 and Recommendation 146 specify: "The age for admission to employment shall not be less than the age of completion of compulsory schooling and, in any case, not less than 15 years." "There shall be no forms of slavery or practices similar to slavery, such as the sale and trafficking of children, debt bondage and serfdom and forced or compulsory labour. [...] Young workers [in the age of 15-18] shall not perform work which, by its nature or the circumstances in which it is carried out, is likely to harm their health, safety or morals."

Children and young persons under 18 shall not be employed at night or in hazardous conditions. Where young workers are employed, business partners should ensure that the kind of work is not likely to be harmful to their health and development; their working hours do not prejudice their attendance at school, their participation in vocational orientation approved by the competent authority, or their capacity to benefit from training or instruction programs. The Termeer Group requests its business partners to set the necessary mechanisms in place to prevent, identify and mitigate harm to young workers; with special attention to the access young workers shall have to effective grievance mechanisms.

Dutch Child Labour Due Diligence Law (Wet Zorgplicht Kinder Arbeid)

The Termeer Group fulfils all obligations from the Dutch Law on Child labour which came into effect 1st of January 2020. Dutch companies and their supply chain business partners will have to do their Due Diligence and declare that they have addressed the issue of child labour in their supply chains. By signing our Code suppliers agree to cooperate in our Due Diligence, to be transparent about sub-contractors and sub-suppliers and possible risks within the supply chain of our products in combating child labour.

Risk studies, from our sourcing countries, show that the severe risks are mainly at cotton farming and wet processing (like spinning mill) stage. The Termeer Group needs to be informed in high-risk situations, for example when cotton comes from countries or facilities where forced labour is required and so the risks on child labour occurs. We require our suppliers to share their social management systems, latest audit reports or certifications like WRAP, SA 8000, Fair Trade, GOTS, Better Cotton or Organic Content Standard, or any other standard that prevent Child labour.

Prohibition of Forced and Compulsory Labor

Suppliers must not engage in any kind of non-voluntary labour such as, forced labour, bonded labour, trafficked labour, and slavery. They will risk allegations of complicity if they benefit from the use of such form of labour by their business partners.

As a minimum, this includes:

1. No recruitment fees and costs are charged to workers.
2. Clear and transparent employment contracts
3. Workers' freedom from deception and coercion
4. Freedom of movement and no retention of identity documents
5. Access to free, comprehensive, and accurate information
6. Freedom to terminate contract, change employer, and safely return.
7. Access to free dispute resolution and effective remedies. Progressively compensate the damages incurred to the workers within a reasonable time limit, and within the framework of the same international principles, if historical or actual failure of adherence to principles is identified.

Before entering employment, supplier and factories shall provide workers with understandable information about their rights, responsibilities, and employment conditions, including working hours, remuneration and terms of payment. Suppliers and factories will act with special diligence when engaging and recruiting migrant workers both directly and indirectly. Supplier shall provide workers the right to leave work and terminate their employment with reasonable notice.

ILO Conventions 29 and 105 specify: "There shall be no use of forced, including bonded or prison, labour. All forms of forced labour, such as lodging deposits or the retention of identity documents from personnel upon commencing employment, are forbidden as is prisoner labour that violates basic human rights."

Prohibition of Discrimination

ILO Conventions 100, 111, 143, 158, 159, 169 and 183 specify: "No discrimination shall be tolerated in hiring, remuneration, access to training, promotion, termination or retirement based on gender, age, religion, race, caste, birth, social background, disability, ethnic and national origin, nationality, membership in workers' organizations including unions, political affiliation or opinions, sexual orientation, family responsibilities, marital status, or any other condition that could give rise to discrimination."

Supplier shall treat all workers with respect and dignity. Ensure that workers are not subject to any form of violence, harassment, and inhumane or degrading treatment in the workplace, as well as threats of violence and abuse, including corporal punishment, verbal, physical, sexual, economic, or psychological abuse, mental or physical coercion, or other forms of harassment or intimidation. Understand the possible grounds for discrimination in their specific context, and not discriminate or exclude persons based on sex, gender, age, religion, race, caste, birth, social background, disability, ethnic and national origin, nationality, membership in unions or any other legitimated organisations, political affiliation or opinions, sexual orientation, family responsibilities, marital status, pregnancy, diseases, or any other condition that could give rise to discrimination. Provide gender-sensitive and equal opportunities and treatment throughout recruitment and employment. Supplier will ensure early detection of gender-based discrimination in their supply chains and proactively raise awareness of gender equality and provide necessary tools to create a working environment that promotes gender equality.

These efforts from the business community do not replace, but rather complement, all societal efforts, particularly legal reforms, and education, needed to thrive in more equalitarian societies.

Covid 19 amendment: ILO guideline: “Incidents of racism and xenophobia are likely following the outbreak, in particular towards persons of certain ethnic backgrounds and persons from countries where the virus is more prevalent. However, it should be recalled that race is one of the grounds listed in the Discrimination (Employment and Occupation) Convention, 1958 (No. 111), which prohibits discrimination in all aspects of employment and occupation. This includes direct and indirect discrimination and discrimination-based harassment, and in particular racial harassment. Racial harassment occurs where a person is subject to physical, verbal, or non-verbal conduct or other conduct based on race which undermines their dignity or which creates an intimidating, hostile or humiliating working environment for the recipient.”

No Sexual harassment and sexual and gender-based violence (SGBV) in the workplace

Our business partners are encouraged to adopt a zero-tolerance policy on sexual and gender-based violence and strict measures against sexual harassment in its own operations. The enterprise should articulate its expectations of suppliers and other business partners to likewise adopt a policy on sexual harassment and sexual and gender-based violence. Enterprises are encouraged to include the following in their internal policies:

- a commitment to foster an environment at work free from harassment, bullying and violence.
- clear consequences for breaking the enterprise’s standards.
- a commitment to hear grievances, to provide a “reprisal-free” complaints mechanism (e.g. operational-level-grievance mechanism) and to maintain the confidentiality of workers or employees who raise complaints.
- Establish disciplinary procedures in writing and explain them verbally to workers in terms and language which they understand. The disciplinary measures must be in line with national legislation,

Freedom of Association and the Right to Collective Bargaining

Suppliers shall recognize worker’s rights to unionize & to bargain collectively. If joining a union is not a possibility for any reason Supplier will implement a social dialog system with democratically elected worker’s representatives to discuss matters of the workplace.

ILO Conventions 11, 87, 98, 135 and 154 specify: “The right of all workers to form and join trade unions and bargain collectively shall be recognized. The company shall, in those situations in which the right to freedom of association and collective bargaining are restricted under law, facilitate parallel means of independent and free association and bargaining for all workers. Workers' representatives shall not be the subject of discrimination and shall have access to all workplaces necessary to conduct their representation functions.”

Payment of a living wage

Suppliers shall always aim to pay a living wage to workers, and they will ensure the payment of at least the legally mandated minimum wage, or the industry standard based on collective bargaining, whichever is higher. Suppliers commit to a timely payment of wages. The Termeer Group is committed and will work with suppliers towards the payment of a living wage.

ILO Conventions 26 and 131 specify: “Wages and benefits paid for a standard working week shall meet at least legal or industry minimum standards and always be sufficient to meet basic needs of workers and their families and to provide some discretionary income. Deductions from wages for disciplinary measures shall not be permitted nor shall any deductions from wages not provided for by national law be permitted. Deductions shall never constitute an amount that will lead the employee to receive less than the minimum wage. Employees shall be adequately and clearly informed about the specifications of their wages including wage rates and pay period. “

Working Hours

ILO Conventions 1 and 14 and ILO Recommendation 116 specify: “Hours of work shall comply with applicable laws and industry standards. In any event, workers shall not on a regular basis be required to work more than 48 hours per week and shall be provided with at least one day off for every seven-day period. Overtime shall be voluntary, shall not exceed 12 hours per week, shall not be demanded on a regular basis and shall always be compensated at a premium rate. “

Supplier will ensure that workers are not required to work more than 48 standard hours per week, without prejudice to the specific expectations set out hereunder. Exceptions specified by the ILO are recognized. Interpret applicable national legislation, industry benchmark standards or collective agreements within the international framework set out by the ILO and promote working hour practices that enable a healthy work-life balance for the workers. Use overtime as an exceptional and voluntary practice, paid at a premium rate of minimum 125% of the standard rate. Overtime shall not represent a significantly higher likelihood of occupational hazards, and in no circumstance go the limits defined under national legislation. Suppliers shall also grant their workers the right to resting breaks in every working day and the right to at least one day off in every seven days, unless exceptions defined by collective agreements apply.

Safe and healthy working conditions

Suppliers and factories observe this Principle when they respect the right to healthy working and living conditions of workers and local communities, without prejudice to the specific expectations set out hereunder. Suppliers will ensure that occupational health and safety regulations set by industry standards and domestic regulations are followed. The active cooperation between management and workers and/or their representatives is essential to develop and implement systems toward ensuring a safe and healthy work environment. This may be achieved through the establishment of Occupational Health and Safety Committees. Suppliers and factories shall ensure that there are systems in place to detect, assess, avoid, and respond to potential threats to the health and safety of workers. They shall take affective measures to prevent accidents, injuries, illnesses arising from, associated with, or occurring during work.

Suppliers and factories shall take all appropriate measures within their sphere of influence, to see to the stability and safety of the equipment and buildings they use, including residential facilities to workers when they are provided by the employer as well as to protect against any foreseeable emergency. Factories shall respect the workers’ right to exit the premises from imminent danger without seeking permission.

They shall ensure access to drinking water, safe and clean eating, and resting areas as well as clean and safe cooking and food storage areas.

Factories shall always provide effective PPE (Personal Protective Equipment) to all workers free of charge. ILO Convention 155 specifies: "A safe and hygienic working environment shall be provided. The best occupational health and safety practice known shall be promoted. Appropriate attention shall be paid to occupational hazards specific to this branch of the industry and assure that a safe and hygienic work environment is provided for. Effective regulations shall be implemented to prevent accidents and minimize health risks as much as possible. Physical abuse, threats of physical abuse, unusual punishments or discipline, sexual and other harassment, and intimidation by the employer is strictly prohibited."

Legally binding employment relations

Obligations to employees under labour or social security laws and regulations arising from the regular employment relationship shall not be avoided through the use of labour-only contracting arrangements, or through apprenticeship schemes where there is no real intent to impart skills or provide regular employment. Younger workers shall be given the opportunity to participate in education and training programs.

Covid 19 Amendment – Special Working Arrangements

- Workers who have contracted the virus should be entitled to paid sick leave.
- ILO guidelines: "Workers who are absent from work for the purpose of quarantine or for undergoing preventive or curative medical care and whose salary is suspended should be granted a (sickness) cash benefit (the Medical Care and Sickness Benefits Recommendation, 1969 (No. 134)."
- Suppliers should not require workers to use their annual holidays in order to stay home as a precautionary measure to avoid exposure to the virus.

Environmental compliance and performance

Suppliers will have effective policies and procedures that reflect their environmental responsibility. They should assess the environmental impact of their operations and will see to implement adequate measures to prevent or minimize adverse effects on the community, natural resources, and the overall environment. The Termeer Group requests suppliers to have procedures and standards in place for:

- the use of water and energy.
- handling and disposal of chemicals and other dangerous materials.
- waste management.
- emissions.
- effluent treatment (wastewater).

The procedures and standards must meet the following international guidelines and legal requirements.

Use of renewable energy sources and minimizing Green House Gas (GHG) emissions

The consumption of energy of non-renewable origin is one of the main causes of greenhouse gas emissions. The production of textile and garments is an energy intensive process. Measuring GHG emissions is a critical first step to reducing the carbon footprint of an enterprise's activities. It helps an enterprise to assess its impact on the climate and to design cost-effective emission reduction plans. Suppliers shall keep records of the current energy sources and emissions and reduce the use of energy of non-renewable sources. Supplier therefore will:

- establish an energy management plan at site-level that includes company-wide coordinated measures for energy management.
- targets will be set to work with green energy sources and thus reduce emissions to air.
- implement best available techniques (BAT) as defined by Best Available Techniques Reference Documents for the sector or sub-sector.
- implement energy efficiency & conservation measures (e.g. energy conservation technology, optimization of steam generation and pressurized air, waste heat recovery from wastewater and waste gas, process optimization, etc.).
- increase efficiencies and quality to reduce need for re-processing due to failures.

Limitations to water use and cleaning of wastewater.

Textile production consumes a huge amount of water. Most water is used for cotton cultivation (2/3 or more of the total volume) and although textile processing uses far less water, it causes most of the water pollution. This puts intense pressure on the availability and the quality of water in areas where cultivation and processing take place. Water use, the source and wastewater therefore deserve serious attention. The Termeer Group will request suppliers to:

- have a written policy on water (sourcing/use & wastewater treatment).
- measure their water use.
- to have records on their water source(s) - rain/ groundwater/ river & lake ...etc.
- promote water efficiency and reduce water dependence by implementing innovative technologies.
- comply with local/ national wastewater legislation.
- treat & test wastewater before releasing back to the environment (and keep records of it).

We request suppliers to use ZDHC (wastewater) guidelines. Chemicals/ RSL & MRSL (Restricted Substances List; Manufacturing Restricted Substances List)

Chemicals are used at every step within the textile manufacturing process. From the pesticides and fertilizers used during natural fibre production throughout the complete textile chain in bleaching, dyeing, printing, and finishing. They effect workers, water, air (effluents) and end consumer.

No hazardous chemicals shall be used during the production of any Sissy-Boy/ Manfield/ Sacha product. All suppliers should fully comply with The Termeer Group's Restricted Substances List. The restricted substances list (RSL) is intended to inform our suppliers on international (upcoming) regulations restricting or banning the use of chemicals in apparel end products including accessories. The RSL takes most of the world's regulations into account (incl. REACH, POP), as well as harmful chemicals listed by NGO's. As matter of general principle, The Termeer Group reserves the right to

select styles to be (counter) tested after production has been done. If this post-test is a “FAIL,” all the cost incurred in this testing procedure shall be borne by the supplier of the failed material or trim, including all additional cost for non-marketable styles.

Suppliers shall have a Chemical Management System which will include at least the following:

- chemical inventory & rules on correct storage.
- employees will receive correct training and the appropriate safety equipment.
- out roll of the management system to possible subcontractors.
- chemical Risk Assessment on the environment as well as on human health (the methodology of which should align with the OECD & the World Health Organization guidelines). See International Program on Chemical Safety, WHO Human Health Risk Assessment Toolkit: Chemical Hazards. Health risks are also addressed in Module 5, Occupational Health, and Safety. See OECD Environmental Risk Assessment Toolkit.

A valid health OEKO-TEX® Standard 100 product certificate covers most of legal requirements of this RSL. Processing standards are of higher value, like: GOTS, Blue Sign or Step (or similar). These standards (included in our Preferred Materials & Processes Guidelines), make sure that that no harmful chemicals are used in processing.

Ethics and business integrity requirements

Ethical trade: no Bribery or corruption

Enterprises should consider the good practices put forth in the OECD Good Practice Guidance on Internal Controls, Ethics and Compliance, which include:

- Strong, explicit, and visible support and commitment from senior management to the company's internal controls, ethics and compliance programs or measures for preventing and detecting bribery, including the bribery of foreign public officials.
- A clearly articulated and visible corporate policy prohibiting bribery, including the bribery of foreign public officials; and
- Oversight of ethics and compliance programs or measures regarding bribery, including the bribery of foreign public officials, including the authority to report matters directly to independent monitoring bodies such as internal audit committees of boards of directors or of supervisory boards, is the duty of one or more senior corporate officers, with an adequate level of autonomy from management, resources and authority.

Keep accurate information regarding their activities, structure, and performance, and disclose these in accordance with applicable regulations and industry benchmark practices to enhance transparency of their activities,

- Not falsify, or participate in falsifying any information or in any act of misrepresentation in the supply chain,
- Provide awareness to the workers about the policies, controls, programmes, and measures against unethical behaviour, and promote compliance within the company through trainings and communication

- Collect, use, and otherwise process personal information (including that from workers, business partners, customers, and consumers in their sphere of influence) with reasonable care. The collection, use and other processing of personal information must comply with privacy and information security laws and regulatory requirements.

Anti-money laundering and Terrorist financing

The Termeer Group does not tolerate any business transaction or activity that would directly or indirectly support criminal acts or violate anti-money laundering or terrorism financing laws. Suppliers are expected to refrain from engaging in or facilitating activities which may contravene the requirements of applicable anti-money laundering and terrorist financing laws. Suppliers must comply with all applicable laws and regulations pertaining to the detection, prevention, and reporting of potential money laundering and terrorist financing activities. Suppliers shall not cause The Termeer Group to facilitate or violate any applicable anti-money laundering or antiterrorist financing laws or regulations. Suppliers must maintain financial accounts of all business transactions where required by applicable law and in accordance with national or international accounting standards.

Economic Sanctions

Suppliers must comply with applicable economic sanctions laws and regulations; and refrain from engaging in any transaction with any sanctioned party or country or using another party to carry out activities that could not be lawfully performed directly due to trade sanctions prohibitions.

Conflicts of Interest

Personal interests must not interfere or influence business decisions. Suppliers must disclose any actual or potential conflict of interest to The Termeer Group. A conflict of interest exists when personal, social, financial, or civic interest could conflict, or appear to conflict with, the company's interests or compromise one's objectivity or independence with regard to the performance of their role.

Intellectual Property Rights

Suppliers must comply with all the applicable laws governing intellectual property rights assertions, including protection against disclosure, designs, patents, copyrights, and trademarks. Suppliers must not infringe, misappropriate, or misuse intellectual property of The Termeer Group and must take reasonable measures to safeguard all Sissy-Boy/ Manfield/ Sacha intellectual property from theft and unauthorized access. Suppliers must obtain written consent from The Termeer Group before using or disclosing any intellectual property to third parties. Suppliers must adhere to applicable brand guidelines, as applicable, to help deliver a unified and consistent brand experience.

Grievance mechanism

The Termeer Group is committed to hear grievances from workers, to provide a "reprisal-free" complaints mechanism (e.g. operational-level-grievance mechanism) and to maintain the confidentiality of workers or employees who raise complaints. Workers in the supply/ value chain of The Termeer Group can file complaints through Amfori Speak for Change program. The Termeer Group expects the same commitment from its suppliers. Suppliers and factories shall provide an anonymous method for workers and the community to report (workplace) grievances related to the activities of a supplier or factory and ensure that policies are in place to protect workers or others when complaints and grievances are reported in good faith. (ILO convention 190)

Management System, Monitoring, documentation, verification

The supplier company shall define and implement a management system to ensure that the requirements of this Code of Conduct can be met. Suppliers' management is responsible for the correct implementation and continuous improvement by taking corrective measures. Suppliers' management also responsible for the communication of the requirements of this Code to all employees and subcontractors. It shall also address employees' concerns of non-compliance with this Code of Conduct.

Control and access to information.

The Termeer Group expects its suppliers to ensure the adequate and effective management systems, policies, procedures, and training are in place to ensure ongoing compliance with this Code of Conduct. We reserve the right to control and audit compliance with the principles set forth in this Code of Conduct by Suppliers. These controls/ audits will be performed by The Termeer Group or duly mandated third parties. Any control or audit will be related to the business relationship between The Termeer Group and the Supplier. Supplier must commit to improving or correcting any deficiencies identified in the audit/ control. In the event of non-conformity with this Code Of Conduct by a Supplier, we reserve the right to require correction of the violations, suspend purchases, refuse to take delivery under a purchase order and return any goods from Supplier until the non-conformities have been corrected, and may terminate its business relationship with the Supplier, in addition to other rights or remedies available to Manfield, Sacha and Sissy Boy. In the event we decide not to insist upon strict adherence to this Code of Conduct, for whatsoever reason, this shall not be considered a waiver of Our rights or deprive Us of the right thereafter to insist upon strict adherence to that term or any other term of this Code of Conduct. The Termeer Group may also support supplier in implementing and applying best practices to resolve non-conformity issues. Suppliers shall provide upon first request of The Termeer Group any supporting documentation or information attesting full compliance with this Code of Conduct.

The undersigned hereby confirms that: We have read the Code of Conduct and accept the terms, conditions and obligations required of us as suppliers and will inform our sub-suppliers about this Code of Conduct and will ensure that our sub suppliers working on products of Sissy-Boy/ Manfield/ Sacha will comply with this Code of Conduct.

Date

Company name

Company stamp/ seal

Email address Supplier.

Representative Name and position:

Supplier Representative Signature: