



JAB

Supplier Code of Conduct



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1. INTRODUCTION

- 1.1 This Supplier Code of Conduct (“**Code**”) is established, and may be amended by, the Supervisory Board.
- 1.2 This Code is complementary to applicable legislation and regulations and the Articles of Association.
- 1.3 The meaning of certain capitalized or uncapitalized terms used in this Supplier Code of Conduct is set forth in the List of Definitions attached as **Annex 1**.

2. APPLICABILITY

- 2.1 The Supplier Code of Conduct applies to all companies and individuals which supply services, goods, or materials to JAB Holdings B.V., its direct and indirect parent companies (i.e. JAB Investments S.à r.l. and JAB Holding Company S.à r.l. respectively) and its subsidiaries providing investment management services that are consolidated in the JAB Holding Company S.à r.l. group financial statements (together “JAB” or the “Company”). As an investment firm, suppliers in scope of JAB Holdings B.V. are predominantly service providers, such as advisory and accounting firms, that are highly self-regulated and subject to strict laws. You are expected to act in a manner that will enhance JAB's reputation for honesty, integrity and reliability. The Code applies in all countries in which JAB operates or conducts business. When the laws of those countries require a higher standard, such standard shall apply. Adherence to this Code is a condition of your engagement with the Company, and therefore you must acknowledge you have understood the Code and have disclosed any suspected and actual violations through appropriate channels.
- 2.2 The Code will not give answers for every ethical or legal situation. The Code is amongst others inspired by the goals as described by the Business Social Compliance Initiative (BSCI). If you have any doubts about the right thing to do, seek advice from the relevant member(s) of Compliance or from the General Counsel, as appropriate.
- 2.3 If you violate the Code, JAB policies and procedures or any of the laws that govern JAB’s business, JAB will take immediate and appropriate action up to and including termination of contract, claims for reimbursement of losses or damages and reference to criminal authorities.

3. HUMAN RIGHTS AND LABOR PRACTICES

- 3.1 JAB is a member of the UN Global Compact and includes the Ten Principles into strategies, policies and procedures. JAB expects its Suppliers to respect Human Rights in their processes and identify, manage and prevent adverse Human Rights impacts. More specifically, JAB expects its Suppliers to address exposure to human-rights related issues, by:
 - Providing and maintaining a safe work environment and integrate comprehensive health and safety management practices into their business;
 - Complying with local laws and regulations with regard to working hours, overtime and days of rest and all overtime must be voluntary;
 - Paying its employees fair wages for the work performed. The Supplier shall pay at least the minimum wage set in the country it operates, and when the local minimum wage is insufficient to meet basic needs, the Supplier will pay employees enough to meet an acceptable living condition;
 - Ensuring that all work is voluntary and forced or compulsory labor is prohibited in all its forms;

- Prohibition of child labor, and the Supplier respects the rights of the child as stated in the Convention on the Right of the Child by adhering to the minimum age of employment of the local laws;
- Preventing community harm or displacement, particularly using contested land or infringing on indigenous people's rights which could damage community support and jeopardize access to resources vital to operations;
- Preventing a hostile or discriminatory work environment which could result in legal ramifications and inhibit a company's ability to attract and retain talent, overcome business challenges, and drive innovation and competitive differentiation;
- Preventing that harsh or inhumane treatment and corporal punishment of any kind is tolerated, including the treat of such treatment.
- Managing content or applicable privacy laws, standards, or expectations which could lead to regulatory penalties and erode stakeholder trust.

3.2 Suppliers should respect the human rights of everybody in their value chain. This includes employees within and those outside the Supplier organization, without distinction whatsoever. Amongst these rights Suppliers should support the right to freedom of association and collective bargaining without interference and free from discrimination, in line with the Freedom of Association and Protection of the Right to Organize Convention (C087) and the Right to Organize and Collective Bargaining Convention (C098) as established by the ILO, e.g. to give people the right to be member of a political party or trade union.

3.3 ILO Conventions 87 and 98 - Employee organizations have the right to:

- draw up their constitutions and rules;
- elect their representatives in full freedom;
- organize their administration and activities; and
- formulate their programs.

3.4 Suppliers shall respect the rights and titles to property and land of individuals, indigenous peoples and local communities. Negotiations regarding property and land shall adhere to principles of free, prior and informed consent, as well as contract transparency and disclosure.

3.5 Suppliers shall provide a safe and hygienic work environment, as appropriate for the industry, geography and workforce:

- Adequate steps shall be taken to prevent accidents and injuries to health arising out of, associated with, or occurring in the course of work, by minimizing, so far as is reasonable practicable, the causes of hazards inherent in the work environment;
- Workers shall receive applicable health and safety training;
- Where needed, workers are to be provided free of charge with appropriate, well-maintained, personal protective equipment (PPE) and educational materials about risks associated with these hazards; and
- Suppliers shall respect workers' right to refuse unsafe work and to report unhealthy working conditions.

3.6 To promote an inclusive working environment JAB encourages Suppliers to create a diverse workforce and build awareness around equality, diversity and inclusion. This also includes providing adequate training, coaching and upskilling around ESG matters.

4. INTEGRITY ETHICS AND ANTI-CORRUPTION

4.1 Suppliers are expected to act and conduct themselves in the highest ethical manner in all business activities and transactions. Suppliers are prohibited from offering, promising, authorizing, making, soliciting or accepting, directly or indirectly through a third party, e.g. a commercial agent, shipping agent, etc., anything of value, monetary or otherwise (including gifts and other favors), to any government official or private person for the purpose of improperly obtaining or retaining business. Acting in line with the highest ethical manner includes behaving trustworthy and set a good example, it excludes money laundering, Kickbacks or any form of Bribery (as defined in the list of definitions).

4.2 Interactions with government officials present heightened corruption risk and require special attention, and often rules and processes will be more stringent. Government officials include any elected or appointed official (executive, legislative or judicial) of a local, state, provincial, regional or national government; any government personnel, part-time government worker, unpaid government worker, or anyone empowered to act on behalf of a government; any political party, party official, or candidate for political office; any official or personnel of a public international organization such as the World Bank or United Nations; and any official, representative, or personnel of a company that is under even partial ownership or control by a government. This means that all employees of government-owned companies and instrumentalities are government officials for purposes of the Code, even if the companies are operated like privately owned corporations.

4.3 A charitable donation, made at the request of, or to support a government official or commercial counterparty for the purpose of improperly influencing that person's conduct is prohibited.

4.4 Suppliers will declare any conflict of interest in any business dealings with JAB and will actively seek to avoid such conflicts.

4.5 JAB does not allow subcontracting or assigning any agreement with, or service to JAB, without JAB's prior written consent.

4.6 Antitrust and competition laws prohibit agreements that eliminate, diminish or discourage competition. JAB requires Suppliers to be committed to fair and competitive practices, and to uphold all applicable antitrust laws. You are to engage in transactions based on quality, service, price and similar and lawful factors.

4.7 Cartel conduct is considered the most serious form of illegal antitrust conduct. Cartel conduct can be a criminal offence and can result in substantial fines. Cartel conduct include the following:

- Price Fixing: Agreements among competitors, whether written or oral, which relate to prices are illegal. In other words, such agreements, by themselves, constitute violations of the antitrust laws.
- Bid Rigging: It is illegal to discuss or agree on terms of bids with competing bidders (for example with competing bidders for a concession). Decisions on whether to bid and the terms of that bid must be made independently.
- Information Sharing: The sharing of commercially sensitive business information with competitors (such as information relating to prices and costs) can amount to illegal cartel conduct and must be avoided.

- Other Conduct: Agreeing with competitors to allocate markets (either geographically or by class of customer) or to restrict output will also amount to anticompetitive cartel conduct.

5. ENVIRONMENTAL SUSTAINABILITY

- 5.1 JAB is committed to mitigate its environmental impact, guided by science-based emissions reduction targets. JAB encourages Suppliers to reduce their environmental impact and set robust emissions reduction targets. The Supplier shall optimize its consumption of natural resources, including energy and water. Supplier shall implement and demonstrate sound measures to prevent pollution and minimize generation of solid waste, wastewater and air emissions. Prior to discharge or disposal, Supplier shall characterize and treat wastewater and solid waste appropriately and according to applicable laws and regulations.
- 5.2 The Supplier shall be duly committed at all times to protect the environment and shall comply with the standards and requirements of the applicable local and international Laws and Regulations and demonstrate continual improvement of its environmental performance.
- 5.3 Suppliers shall be able to disclose the country of origin for the primary materials for all deliveries made. JAB requires suppliers for a full supply chain map in order to collect data on GHG emissions, facilitate risk assessment and gauge compliance in the upstream supply chain, including disclosure of all known facilities used to produce goods or services for JAB. At JAB's request, suppliers are expected to provide to JAB reports on the occurrence of substances in any materials supplied to JAB that may be restricted by, or require disclosure to, governmental bodies, customers and/or recyclers.
- 5.4 JAB will strive to balance environmental and financial objectives in making Green Purchasing decisions. We will promote the purchase of products, including office products, with the highest percentage of recycled content available, provided that the products meet acceptable use and performance standards. These include materials that are:
- Durable, as opposed to single use or disposable
 - Non-toxic or minimally toxic, preferably biodegradable
 - Highly energy-efficient
 - Recyclable or safely disposable
 - Made from raw materials obtained in an environmentally sound, sustainable manner
 - Manufactured in an environmentally sound manner
 - The cause of minimal or no environmental damage during normal use or maintenance
 - Shipped with minimal packaging (consistent with care of the product), preferably made of recycled and/or recyclable materials
- 5.5 JAB expects its Suppliers to have an effective environmental policy and to comply with existing legislation and regulations regarding the protection of the environment. Suppliers should wherever possible undertake initiatives to promote greater environmental responsibility.
- 5.6 JAB is willing to engage with Suppliers to educate them on implementing, improving or maintaining sustainability standards.

6. MONITORING, COMPLIANCE TO CODE AND HOW TO RAISE A CONCERN

- 6.1 JAB requires all Suppliers to fully comply with all laws and regulations applicable to the Supplier's business activities. When the laws of those countries require a higher standard, such standard shall apply.
- 6.2 In case of a deviation from the Code, the Supplier should notify JAB's General Counsel about it and corrective actions that are being taken.
- 6.3 As part of the ongoing relationship with the Supplier, JAB's Partner requesting the supplied service has regular meetings with senior representatives of the respective service provider to evaluate the current state of affairs. Further monitoring will be carried out when deemed necessary. Given the risk-based approach of this policy, clear insignificant providers in terms of amounts spent fall out of scope with regards to monitoring. JAB reserves the right to request Suppliers to provide documentation supporting their adherence to this Code.
- 6.4 JAB requires Suppliers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Suppliers are responsible to report in good faith any and all actual or potential violations of laws, regulations, policies, procedures or this Code ("**Reportable Items**"), including and especially concerns as to accounting or auditing irregularities or fraud and corruption. If you have a problem or concern or become aware of any potential or actual violation of the Code, raise the issue with Compliance, the General Counsel, or through the Whistleblower mechanism, confidentially and anonymously, which is operated by an external party and can be found on the website [here](#).
- 6.5 JAB's General Counsel is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. The General Counsel will advise the Board of Directors and Supervisory Board of all complaints and its resolution. The General Counsel, Board of Directors or Supervisory Board may, at its sole discretion, escalate issues arising from ethical conduct to the Ethics Committee on a case by case basis. The Ethics Committee shall provide advice and recommendations and remediation actions to the extent necessary.

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ANNEX 1

1. LIST OF DEFINITIONS

1. In this Code, the following terms have the following meanings:

Bribery, a bribe means an inducement or reward offered, promised or provided in order to influence a business outcome. A bribe can be anything of value or any type of advantage, financial or otherwise. Bribes can take many forms including money, certain gifts and hospitality, job offers, holiday charitable or political contributions. Bribery and corruption can be direct, or indirect through third parties like suppliers, contractors, agents, intermediaries or other associated persons acting on behalf of the Company. For liability to arise, a payment does not need to occur, an offer, authorization or promise is sufficient. Bribery also includes facilitation payments even though in some countries facilitation payments are legal.

Code means this Supplier Code of Conduct.

Company means JAB Holdings B.V., its direct and indirect parent companies (i.e. JAB Investments S.à r.l. and JAB Holding Company S.à r.l. respectively) and its subsidiaries providing investment management services that are consolidated in the JAB Holding Company S.à r.l. group financial statements.

Facilitation payments are small payments to government officials to expedite or secure a non-discretionary routine governmental action, even if only ministerial or clerical duties.

General Counsel means the general counsel of JAB.

Green Purchasing is the practice of procuring goods and services that cause less harm to the environment, and the living beings that depend upon it for survival.

Hospitality may include incidental business meals, gifts and entertainment, including tickets to sporting, recreational or other events used to build a constructive relationship with organizations and individuals doing business, or seeking to do business with the Supplier.

Human Rights, as defined by the United Nations, are rights inherent to all human beings, regardless of race, sex, nationality, ethnicity, language, religion, or any other status. Human rights include but are not limited to the right to life and liberty, freedom from slavery and torture, freedom of opinion and expression, the right to work and education. Everyone is entitled to these rights, without discrimination.

JAB means JAB Holdings B.V., its direct and indirect parent companies (i.e. JAB Investments S.à r.l. and JAB Holding Company S.à r.l. respectively) and its subsidiaries providing investment management services that are consolidated in the JAB Holding Company S.à r.l. group financial statements.

Kickbacks are typically payments made in return for a business favor or advantage.

Reportable Items has the meaning attributed to it in 6.4.

Supervisory Board means the supervisory board of JAB Holdings B.V.

Supplier means all companies and individuals which supply goods, materials or services to JAB

2. Save where the context dictates otherwise, in this Code:
 - a. unless a different intention clearly appears, a reference to a Clause or Annex is a reference to a clause or annex of this Code;
 - b. words and expressions expressed in the singular form also include the plural form, and vice versa;
 - c. words and expressions expressed in the masculine form also include the feminine form; and
 - d. a reference to a statutory provision counts as a reference to this statutory provision including all amendments, additions and replacing legislation that may apply from time to time.
3. Headings of clauses and other headings in this Code are inserted for ease of reference and do not form part of this Code for the purpose of interpretation.