



Supplier Code of Conduct

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Supplier Code of Conduct

JAB Holdings Company S.à r.l. and its wholly owned subsidiaries (“**JAB**”) are committed to high standards of social and environmental responsibility and ethical conduct. JAB has created the JAB Supplier Code of Conduct (“**Supplier Code of Conduct**” or “**Code**”) as an extension of our own Code of Conduct to form the cornerstone of our commitment to responsibly source our products and services.

The Code defines the universal standards that we require our suppliers to adhere to when conducting business with JAB. The requirements laid out in the Code are based on internationally recognized standards, including the UN Guiding Principles on Business and Human Rights, the Universal Declaration of Human Rights, the UN Global Compact Principles and the International Labour Organisation (ILO) Declaration on Fundamental Rights and Principles at Work.

The Code applies to all companies and individuals which supply services, goods, or materials (“**Supplier**”) to JAB. The Code is applicable to all workers and employees of such Suppliers (including permanent, temporary, contract agency and migrant workers), regardless of the employer of record. This includes all workers providing work at a supplier location, such as under an employment agency or service provider. It also applies to any subcontractors and third-party labour agencies.

As an investment firm, Suppliers in scope of JAB are predominantly service providers, such as advisory and accounting firms, that are highly self-regulated and subject to strict laws. We expect our direct Suppliers to support our commitment to full compliance with this Code via the development and implementation of an equivalent policy and risk-based due diligence and monitoring process over their own supply chains.

The Code applies to all jurisdictions in which JAB operates or conducts business. Where local law and this Code address the same topic, the Supplier should meet the requirement which affords the greatest protection possible.

Adherence to this Code is a condition of any supplier engagement with JAB.

1. Definitions

Bribe: Anything of value, regardless of amount, offered or given to any person for the purpose of obtaining or retaining business, or securing an improper advantage. Anything of value includes (but is not limited to) cash, cash equivalents (such as gift cards), gifts, meals, entertainment, travel, transportation, favors and services, loans, job offers, and reimbursement of debts. Anything of value can also include a promise or guarantee of something of value.

Bribery: The provision or offering of a Bribe.

Cartel Conduct: Cartel conduct includes 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.

Facilitation payments: A type of bribe, also referred to as “grease payments,” generally used to facilitate or expedite the performance of routine, non-discretionary government action. These payments are typically demanded by low-level officials in exchange for providing a service that is ordinarily and commonly performed by that official.

Government Official: 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.

Human Rights: as defined by the United Nations, human rights 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.

Kickbacks: A type of bribery that often takes the form of a payment made to someone for providing help, a job, or a piece of business.

2. Principles

JAB expects its Suppliers to comply with the following principles while conducting business with or on behalf of JAB:

Workplace Regulations

- Suppliers shall support the right to freedom of association and collective bargaining without interference and free from discrimination.
- Suppliers shall comply with local laws and regulations regarding working hours, overtime and days of rest.
- Suppliers shall pay their employees fair wages for the work performed.

Labor Practices and Universal Human Rights

- Suppliers will respect human rights and seek to confirm that neither its operations nor its suppliers utilize child or forced labor in alignment with ILO Forced Labor and Minimum Age Conventions.
- Suppliers shall prevent community harm or displacement, particularly by preventing using contested land or infringing on indigenous people's rights which could damage community support and jeopardize access to resources vital to operations.

Non-discrimination

- Supplier shall not tolerate discrimination in its workplace, including discrimination based on an individual's race, color, religion, sex, age, national origin, gender, sexual orientation, physical or mental disability, pregnancy, medical condition, genetic information, ancestry, citizenship status, marital status, or any other status protected by applicable law.
- Suppliers shall prevent a hostile or discriminatory work environment which could result in legal ramifications.
- Suppliers shall prevent tolerance of harsh or inhumane treatment and corporal punishment of any kind, including the threat of such treatment.

Health and Safety

- Suppliers shall provide and maintain a safe work environment and shall integrate comprehensive health and safety management practices into their business.

Data Privacy

- Suppliers shall take reasonable and appropriate steps to safeguard personal information obtained through their business relationship with JAB. Suppliers are expected to collect, process, use, store and retain personal information only as necessary and in compliance with all applicable data privacy and data protection laws.

Anti-bribery and anti-corruption

- Suppliers shall comply with and adopt policies with respect to anti-bribery, anti-corruption and anti-money laundering laws and regulations.
- Suppliers shall ensure that their own counterparties, such as consultants, sub-contractors and agents, understand and comply with applicable anti-bribery, anti-corruption and anti-money laundering laws.

- Suppliers shall not do business with sanctioned persons, entities or countries.
- 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 setting a good example, it excludes money laundering, **Kickbacks** or any form of **Bribery**.
- 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.

Anti-trust and competition

- Suppliers are required to be committed to fair and competitive practices, and to uphold all applicable antitrust and competition laws. You are to engage in transactions based on quality, service, price and similar and lawful factors. **Cartel Conduct** is strictly prohibited.

Environmental

- JAB encourages its Suppliers to reduce their environmental impact. Suppliers should seek to optimize their consumption of natural resources, including energy and water. Suppliers should seek to implement measures to prevent pollution and minimize generation of solid waste, wastewater and air emissions.
- Suppliers should protect the environment and comply with the standards and requirements of the applicable local and international laws and regulations.
- Suppliers should wherever possible promote greater environmental responsibility.

3. Monitoring, Compliance and How to Raise a Concern

JAB requires Suppliers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Suppliers are responsible for reporting in good faith any and all actual or potential violations of laws, regulations, policies, procedures or this Code, 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 JAB's Chief Legal Officer or through the Whistleblower mechanism, confidentially and anonymously, which is operated by an external party and can be found on the website [here](#).

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.

JAB may conduct reasonable inquiries of its Suppliers to assure compliance with this Code.

JAB
HOLDING
COMPANY