



Supplier Code of Conduct



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Overview

Imperial Dade is committed to furthering the lives of our employees, customers and the communities in which we operate. In support of this commitment, our policies and procedures are designed to ensure that we operate with the highest legal and ethical standards and in compliance with applicable law. We are committed to treating one another with the highest level of respect and ensuring that we continuously improve the communities that we call home. Our suppliers (“Supplier Partners”) play a critical role in allowing us to honor these commitments and must therefore at all times abide by this Supplier Code of Conduct, which reflects a foundational set of values that are critical to a successful partnership with Imperial Dade.

This Supplier Code of Conduct outlines the legal and ethical standards that must be adhered to by all Imperial Dade Supplier Partners and all of their subcontractors. Any inability to meet these standards must be escalated immediately to Imperial Dade by emailing SupplierRelations@ImperialDade.com. Further, the inability to maintain compliance may result in Imperial Dade suspending orders, cancelling outstanding orders, or terminating the business relationship in its entirety.

From time to time, Imperial Dade may add to or revise this Supplier Code of Conduct to reflect changes in our policies and to incorporate applicable legal requirements and industry standards. We expect our Supplier Partners to review this Supplier Code of Conduct on a regular basis to ensure compliance.

Imperial Dade Supplier Code of Conduct

1. Legal Standards

Supplier Partners must at all times be fully compliant with all applicable laws in all jurisdictions in which we do business, including laws pertaining to trade, export, import, labor, antitrust, and environmental standards.

2. Ethical Standards

2a: Bribery

Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act prohibits US citizens or entities from directly or indirectly giving foreign government officials anything of value with the intent to further business interests. Bribery, facilitation payments, extortion, money laundering, and all other illegal or unethical gratuities are prohibited by law and by Imperial Dade's Code of Conduct.

Other Forms of Bribery

Supplier Partners shall not engage in any improper payments, gifts or entertainment of Imperial Dade employees or contractors. Token or nominal value gifts or entertainment are acceptable provided they are not intended and cannot be construed as a bribe, kickback, or other form of compensation to the recipient.

Suppliers must disclose to Imperial Dade any existing or potential conflicts of interest from business or personal relationships with Imperial Dade's customers, suppliers, business associates, employees, or competitors.

2b: Confidentiality

Supplier Partners shall not disclose or make use of any trade secrets (e.g., product specifications, pricing) other than as required to carry out agreed upon responsibilities, consistent with applicable law and with written consent. Supplier Partners must abide by all contractual obligations to Imperial Dade, including services agreements, purchase orders, term sheets, non-disclosure agreements, and the like. Commitments such as confidentiality may extend past the relationship between Imperial Dade and a Supplier Partner.

2c: Information Security

Supplier shall implement and maintain appropriate administrative, technical and physical safeguards and other security measures to ensure the confidentiality, security and integrity of data related to Imperial Dade, its customers, and employees.

2d: Sanctions

Supplier Partners must ensure compliance with all international trade laws and sanctions. Supplier Partners must not directly or indirectly provide Imperial Dade with materials or services from a country, person or entity that would be in breach of any trade sanction, embargo, or other trade restriction.

2e: Tax

Supplier Partners must not be involved in the fraudulent evasion of any tax in any applicable jurisdiction.

3. Labor Practices

At Imperial Dade, our greatest commitment is ensuring the safety of our employees. We believe employers have a duty to provide a safe and fair workplace. We expect our Supplier Partners to provide an environment that meets or exceeds local legislative requirements as well as applicable international standards and requirements. Among other things, Supplier Partners shall not engage in any of the following unethical employment practices:

3a: Child Labor

Employees must meet applicable local minimum age requirements and Supplier Partners must follow applicable ILO standards, ensuring that employees are not exploited and are allowed to continue to further their education.

3b: Forced Labor

Employment must be voluntary and freely chosen. Forced prison labor, human trafficking, or other modern-day slavery are in violation of this Supplier Code of Conduct.

3c: Unfair Wages and Benefits

Supplier Partners must comply with all applicable law, including with respect to minimum wage, overtime, and maximum work week.

3d: Coercion

Coercion, intimidation or harassment of workers is not acceptable and violates this Supplier Code of Conduct.

3e: Discrimination

Imperial Dade is an Equal Opportunity Employer. We believe in the value of diversity to our business and the importance of valuing all individuals. We expect our Supplier Partners to commit to non-discriminatory hiring and employment practices, including adherence to all laws prohibiting discrimination on the basis of race, religion, creed, national origin, gender, sexual orientation, gender identity or expression, age, disability, or other protected status. Suppliers shall comply with these non-discriminatory and equal opportunity practices.

3f: Unsafe Working Conditions

Imperial Dade treats safety as a critical pillar of our operations. We work to continuously improve the safety of our employees, providing new forms of technology to reduce injuries, training to ensure employees are aware of injury avoidance, and offering direct coaching. Supplier Partners must provide safe working conditions for their employees, which may include emergency procedure development, safety training, accident prevention initiatives, management of hazardous materials, and sufficient housekeeping.

3g: Lack of Freedom of Association

Imperial Dade is a proud partner of unionized workforces. Our Supplier Partners must respect workers' rights to form and join organizations of their choice and to bargain collectively without unlawful interference. Suppliers will not discriminate, harass, or penalize workers or worker representatives because of their interest and/or membership in, or affiliation with, a trade union, or their legitimate trade union activity.

4. Environmental Impact

Imperial Dade aims to reduce its impact on the environment. We expect our Supplier Partners to share this goal and, at a minimum, have all applicable environmental permits required to operate. Further, we expect our Supplier Partners to continuously evaluate and improve their environmental practices in areas such as waste reduction, water use, and carbon emissions.

5. Disclosure

Supplier Partners must provide Imperial Dade with immediate notice of any breach of this Supplier Code of Conduct. Supplier Partners must ensure that no retaliatory actions are taken against employees who notify Imperial Dade of any breaches of this Supplier Code of Conduct. The inability to maintain compliance with this Supplier Code of Conduct may result in Imperial Dade suspending orders, cancelling outstanding orders, or terminating the business relationship in its entirety.

6. Monitoring and Compliance

Imperial Dade reserves the right to periodically survey Supplier Partners to confirm ongoing compliance with this Supplier Code of Conduct. Supplier Partners must respond in a timely manner, assuring accurate and complete responses to all Imperial Dade inquiries, and providing any supplemental materials required to demonstrate compliance.

Imperial Dade reserves the right to audit (directly or through independent parties) Supplier Partners' compliance with the Supplier Code of Conduct, which may include examination of records, onsite visits, and interviews with Supplier Partners' personnel (including, leadership, employees, subcontractors, and agents). Supplier Partners must cooperate with such audits in good faith.

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