



**CHALHOUB  
GROUP**

SINCE 1955

# CHALHOUB GROUP PARTNERS CODE

MAY 2023

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## INTRODUCTION

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Since its foundation, Chalhoub Group (“Chalhoub”) has stood out for its strong culture based on the values of respect, excellence and entrepreneurial spirit. We are committed to conduct our business with the highest ethical standards and in compliance with all applicable laws, regulations, codes and international standards. These are non-negotiable business standards in today’s environment and, most importantly, key values in our own Group and Family culture.

To uphold this commitment, Chalhoub expects the same standards from its business partners and is determined to interact only with partners that share these values and engagements. As a result, Chalhoub is committed to work with partners who agree to comply with the requirements of this Code (“Partner Code”) and with the principles of the Conventions of the International Labour Organization, the Universal Declaration of Human Rights, the United Nations Global Compact, the OECD Guidelines for Multinational Enterprises, and the United Nations Women’s Empowerment Principles.

In addition, Chalhoub expects its Partners to be always in compliance with all applicable laws, regulations and codes, including but not limited to all standards related to anti-bribery and anti-corruption, competition, export control, anti-money-laundering, intellectual property rights, data protection, confidentiality, tax, customs, health, safety, environmental protection, human rights, fair labor, discrimination.

## COMPLIANCE WITH THIS PARTNER CODE

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This Partner Code applies to all the third-party organizations and individuals Chalhoub contracts with, regardless of the spending involved, such as suppliers, distributors, wholesalers, consultants, agencies, service providers, outsourcing partners, joint venture partners, promotion partners, staffing agencies, licensing partners, and any other third parties (together, “Partners”).

Chalhoub expects its Partners to apply the Partner Code in all activities related to Chalhoub and to have in place all necessary policies, procedures, systems, training, incident-reporting and controls applicable to their activities to ensure the Partner Code effectively corresponds to business reality.

Chalhoub procurement and purchasing processes include the standards in this Partner Code as key selection criteria for Partners. In addition, Chalhoub may perform risk-based due diligence on prospective and existing Partners. Such Partners commit to providing information in connection with such due diligence which is accurate, up- to-date, complete and truthful. Any significant omission or misrepresentation of information provided in the due diligence context shall constitute a material breach of the agreement between Chalhoub and the relevant Partner.

Chalhoub or its nominee may audit its Partners to verify compliance of their activities related to Chalhoub with this Partner Code. Upon Chalhoub’s request, Partners should promptly

answer related questions and surveys, accept on-site inspections, submit related materials and records, and otherwise meet Chalhoub's requests.

When national legislation or other applicable regulations address the same issue as this Partner Code, the highest standards or most restrictive provisions shall apply. When this Partner Code is in contradiction with applicable law, the applicable law shall apply. Should Partner have specific provisions in their codes, policies and procedures which are stricter than the equivalent provisions in Chalhoub's Partner Code, they should continue to apply their own stricter specific standards in relation to those provisions and apply the Partner Code for the rest.

Partners are expected to request their own suppliers and subcontractors involved in any activities related to Chalhoub to comply with the standards contained in this Partner Code. Partners should apply the standards in this Partner Code when selecting such suppliers and subcontractors in any activities related to Chalhoub and should have in place processes to monitor their own suppliers and subcontractors' compliance. Partners remain responsible towards Chalhoub for the work performed by their suppliers and subcontractors in all activities related to Chalhoub and guarantee compliance by their suppliers and subcontractors with this Partner Code.

When a Partner becomes aware of any breach of this Partner Code, it should promptly inform Chalhoub. The Partner should conduct appropriate corrective and preventative measures and inform Chalhoub on remediation progress.

Chalhoub has a helpline for Partners workers to report potential concerns and breaches of the Partner Code: [compliance@chalhoub.com](mailto:compliance@chalhoub.com). All alerts will be treated confidentially and with professionalism. Partners' workers will be provided anonymity, if requested and to the extent possible in a specific situation. Chalhoub ensures a non-retaliation policy for all alerts made in good faith.

Should a Partner be in breach of any of its obligations under this Partner Code, Chalhoub has the right at its discretion to:

- Refuse to pay any pending invoice, reduce or reclaim the fee(s) and/or expense(s) already paid to the Partner if connected with non-compliant activities.
- Suspend the performance of its own obligations under the related agreement, without prejudice to the potential further exercise of its termination rights.
- Terminate the related agreement upon written notice with immediate effect or as determined by the applicable law, in its sole discretion.

## **LABOR AND HUMAN RIGHTS**

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Partners must respect the human and labor rights of their workers and should comply with all applicable human rights and labor-related conventions, laws, regulations and codes. Our Partners should:

- Not discriminate against their workers - as related to recruitment, remuneration, promotion, training, termination, and any other employment conditions - on any basis, including, without limitation, race, color, religion, nationality, citizenship status, language, age, gender, physical or mental disability, physical appearance, medical or personal condition, pregnancy, parenthood, marital status, genetic information, financial status, or any other additional characteristics protected by law.
- Provide a workplace that is free of abuse and harassment, including sexual harassment, sexual abuse, corporal punishment, excessive force, psychological, physical or economic coercion, and verbal abuse, or threats of such actions.
- Prevent and not engage in illegal, clandestine and/or undeclared employment.
- Not cause workers to engage in any labor which may have significant physically, psychologically, socially or morally adverse effects on them.
- Not be involved, under any circumstances, in any forced labor, including labor under conditions of slavery, labor with physical or psychological constraint, and human trafficking.
- Pay fair salaries complying at least with the minimum salary required by local laws, regulations and codes and in any circumstances at a level needed for workers and their family members to live with human dignity. If there is no legal minimum salary or rate for overtime pay in the country concerned, the Partner must ensure that the salaries are at least equal to the average minimum in the relevant industrial sector and that overtime pay is at least the same as the usual hourly compensation.
- Pay wages on a regular basis and no less than monthly, compensate workers for overtime hours at the legal rate and meet all legal requirements relating to worker benefits.
- Not require workers to work to repay a debt owed to them or to a third party. Salary deductions should not be used as disciplinary measures.
- Remunerate overtime work and should ensure that the number of working hours, breaks and rest time, including vacation time, is humane and complies with the applicable laws, regulations, codes and internationally recognized standards such as by the International Labour Organization.
- Allow their workers to freely accept or leave their work, in line with applicable laws, and should not impose advance payments or fees.
- Provide their employees with a written work document or contract, in a language they understand, that contains the key terms and conditions of their work and the respect for human rights, and includes the methods of calculation of their wage and leave time.

- Not confiscate or destroy passports, driving licenses, immigration documents, other identity papers or the work permits of their workers, unless expressly required by local law.
- Respect the right of their workers to communicate openly with management on their working conditions, without fear of retaliation, harassment or intimidation.
- Not employ or contract children who have not yet reached the age for completing compulsory education or the minimum working age stipulated in local laws, regulations or codes, whatever the higher.
- Not require any work which is hazardous or likely to negatively impact children's physical, mental or moral health, safety or morals. We expect our suppliers not to employ anyone under the legal working age.
- Maintain processes and procedures to ensure the responsible sourcing of minerals if they engage in manufacturing or are in Chalhoub's direct materials supply chain. They should avoid the purchase of minerals or substances that directly or indirectly finance or benefit armed groups or perpetrators of serious human rights abuses. When requested by Chalhoub, Partners should provide information that shows the source and origin of minerals used.
- Treat migrant workers in the same way as local workers.
- Respect the land rights, customs, culture, and religion of indigenous people in the areas where they operate.

## **HEALTH, SAFETY & SECURITY**

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Our Partners must ensure the safety of their workers and workplaces and respect all health and safety laws, regulations and codes applicable to their activities and should:

- Provide a safe and healthy working environment for their workers and should comply with all applicable health and safety conventions, laws, regulations and codes.
- Construct, responsibly maintain and continuously improve workplaces designed to respect the health and safety of their workers.
- Maintain hygiene in the workplace and should provide their workers with, as a minimum, toilets and safe drinking water.
- Identify and assess emergencies and risks in the workplace, including fires and natural disasters, and implement plans to protect workers and ensure business continuity.
- When involved in related activities – protect workers from overexposure to chemical, biological, and physical hazards in the workplace and deliver preventive education accordingly.

- When involved in related activities – implement systems and processes to avoid accident risks when operating machinery, and provide their workers with necessary protective equipment, and preventive education on safety measures.
- Whenever involved in related activities – make available safety information on hazardous materials, and educate, train, and protect workers from serious hazards.
- Also apply the above standards in any Partner-provided living quarters.
- Partners must comply with the 'Permit to Work' process before engaging in any construction, mechanical, electrical, plumbing or civil works in the Group.

## **ETHICS & COMPLIANCE OBLIGATIONS**

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Partners should foster a culture of ethics and compliance within their organizations. They must conduct their business with high ethical standards and must comply with all laws, conventions, regulations and related industry codes applicable to their activities. Our Partners should:

- Not engage in corruption, extortion, influence peddling and embezzlement; they should not pay or accept bribes, kickbacks, illegal gratuities, or participate in other illegal inducements, in any business or government relationships. In particular, they should:
  - Not secure or reward an undue business advantage, obtain or retain business, or direct business to or away from any person/organization by making, giving, offering, or promising, directly or indirectly, any payment or anything of value (e.g., gifts, samples, entertainment, hospitality, grants, donations, sponsorships, fund-raising, honoraria, discounts, rebates, fees, etc.) to any person or organization, including any government official or private individual or company.
  - Not secure or reward an undue business advantage, obtain or retain business, or direct business to or away from any person/entity by accepting, receiving or agreeing to accept or receive, directly or indirectly, any payment or anything of value from any person/organization.
  - Not provide any facilitating, expediting, or grease payment to any person, including a government official or private individual, to expedite or secure the performance of a routine government action.
  - Not make any payment or contribution to a political party, political party officer, or candidate for political office.
- Conform – when involved in marketing and promotional activities related to Chalhoub - to high ethical standards, and comply with all applicable laws, regulations and codes on fair advertisement and promotion.

- Conduct their activities consistent with fair competition, in compliance with applicable competition and antitrust laws and with fair business practices. This includes not engaging in abuse of dominant position, anticompetitive concerted practices or other unlawful agreements with competitors, distributors, customers or suppliers.
- Conduct their activities related to Chalhoub making every reasonable effort not to generate conflicts of interest or promptly address such situations.
- Not give gifts or provide entertainment to Chalhoub employees, except for courtesy gifts and hospitality, very modest in scope and value, given openly and transparently, which are customary in the industry, comply with laws, regulations and codes and are in no way capable of influencing any business decision by the Chalhoub employees.
- Comply with all applicable customs, import and export controls, sanctions, and other trade compliance laws.
- Never be involved in masking the true origin of money or assets that are connected to a criminal activity. Partners commit to taking all appropriate measures to prevent their activities from being used as vehicles for money-laundering.
- Not engage in and are committed to fighting counterfeiting.
- Implement and use adequate, proportionate, and effective compliance programs that help ensure compliance with this Partner Code, and their own legal and ethical obligations, including necessary risk assessment, policies, procedures, processes and systems, training and education, control mechanisms to monitor and manage risks in all areas addressed by this Partner Code which are applicable to their activities.
- Encourage their workers to report concerns or potential illegal and unethical activities in the workplace without fear of retaliation, through open reporting lines or helplines by the Partner. Partners should investigate and take corrective actions, as needed.
- Continuously improve their internal control environment by establishing objectives, implementing plans and taking appropriate corrective actions for any deficiencies identified by internal or external assessments, inspections, or management reviews.
- Maintain books and records in accordance with international accounting principles. Records should be complete, accurate, legible, transparent and fairly reflect actual transactions and payments. Partners should not use any “off the books” or similar funds. This includes the proper recording of all expenses and payments. If Chalhoub is being charged for a Partner employee's time, time records must be complete and accurate. Partner should not delay sending an invoice or otherwise enable the shifting of an expense to a different accounting period.
- Provide to Chalhoub only invoices, expense reimbursements and related payment documentation which are detailed, accurate, itemized and substantiated with the relevant proof of performance and which would allow Chalhoub to proceed to payment once verified and established the proof of performance, the accuracy, the relevance with the performance of the related agreement.

- Maintain documentation that demonstrates compliance with this Partner Code and applicable laws, regulations, and codes. They should make such documentation available to Chalhoub or any external authority upon request.
- Cooperate with investigating government agencies charged with enforcing compliance as and to the extent required by the applicable laws, regulations and codes.

## **CONFIDENTIALITY, PRIVACY AND INTELLECTUAL PROPERTY**

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Partners should safeguard and make proper use of confidential and proprietary information to ensure that any third-party privacy rights are protected. They must comply with data (including personal) protection and intellectual property conventions, laws, regulations and codes. Our Partners should:

- Not communicate externally about Chalhoub's prospects, performance or policies, or disclose confidential information related to Chalhoub.
- Protect any data or information, stored or processed for or from Chalhoub, and act to prevent its loss, misuse, theft, improper access, disclosure or alteration.
- Protect the confidentiality and security of the personal data and information of their employees, and of any other personal information that they become aware of as data controller or data processor as a result of their work with Chalhoub, by ensuring implementation of appropriate systems and processes, in accordance with the applicable laws, regulations and codes.
- Respect any Chalhoub's and third-parties' information protected by patents, trademarks, copyright, trade secret or other intellectual property rights, in compliance with all applicable laws, regulations and codes.
- Be extremely attentive to their public statements, particularly on the Internet and in social media, and should ensure that any statements are not attributed to Chalhoub and are consistent with their confidentiality and professional secrecy obligations.

## **QUALITY SYSTEMS**

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Partners should demonstrate commitment to a culture of quality and regulatory compliance for the services and goods they offer, and they should comply with all applicable conventions, laws, regulations and codes on quality standards. Our Partners should:

- Comply with the good manufacturing practices, good distribution practices, and good laboratory practices requirements applicable to their activities and to the relevant status of material/product, when involved in the supply, manufacturing, packaging, testing, storage and distribution of materials/products.
- Implement systems and processes to ensure full traceability of the products and services they provide, including of ingredients and raw materials.



- Make reasonable efforts to have a quality system that complies with all applicable government regulations in the countries in which their products are produced and/or distributed.
- Make reasonable efforts to have in place appropriate business continuity and crisis management plans for operations supporting Chalhoub business.

## **ENVIRONMENT**

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Partners should recognize the importance of preserving the environment and strive to preserve biodiversity, control greenhouse gas emissions, reduce waste materials and drainage, save resources, recycle, and prevent pollution. They should operate through an environmentally responsible, sustainable, and efficient business management to proactively respect the environment and minimize any adverse impact on it. They must comply with all applicable conventions, laws, regulations, and codes related to environment protection. Our Partners should:

- Obtain all necessary permits, licenses, registrations and implement all required reporting and operational systems and processes.
- Make all reasonable efforts to reduce waste (e.g., single use plastic), to recycle, and have systems in place to quantify natural resource consumption, energy consumed, and greenhouse gases emitted by their operations.
- Avoid the use of hazardous materials wherever possible and implement and employ processes to reuse and recycle materials.
- Have systems and processes in place - where involved in related activities - to ensure the safe handling, movement, storage, recycling, reuse, or management of waste, air emissions and wastewater discharges. Any waste, wastewater or emissions with the potential to adversely impact human or environmental health should be appropriately managed, controlled, tested and treated prior to release into the environment.
- Make all reasonable efforts – where involved in related activities – to have systems and processes in place to prevent and mitigate catastrophic releases and accidental spills and releases of fuels, raw materials, biologicals, chemicals, intermediates, products, and other hazardous materials to the environment.
- Comply with all applicable laws, regulations and codes on the treatment of animals, where involved in related activities. Animal testing may be performed only after serious consideration to replace animals with alternatives. They should implement systems and processes so that animals are treated humanely, with pain and distress minimized.