



# SUPPLIER CODE OF CONDUCT

*At OSI, we are committed to conducting business with the highest integrity each and every day. Integrity is the foundation on which our business success has been, and will continue to be, built. We view our Suppliers as critical participants in fulfilling our commitment, because their actions can reflect upon OSI, impacting its business, reputation and goodwill with customers.*

*Our Core Values define who we are, what we do, and how we do it and guide our actions and interactions each day. Accordingly, we choose to do business with Suppliers who demonstrate a strong commitment to continuous, ethical behavior. This Supplier Code of Conduct (“Code”) sets forth the guiding principles and minimum standards that we expect and you agree, as our Suppliers, together with your suppliers, vendors, distributors, consultants, representatives, resellers, and importers of record chains (the “Supplier” or “Suppliers”) to adhere to throughout the course of our business relationship and beyond.*

*The provisions of this Code are in addition to, and not in lieu of, the provisions of any legal agreement we may have with our Suppliers. We expect Suppliers to hold their supply chain, including their third-party labor agencies and their associated employees, agents, and/or subcontractors, to the same standards contained in this Code, at a minimum. This Code does not create any third-party beneficiary rights or benefits for Suppliers, subcontractors, their respective employees or any other party. OSI reserves the right to discontinue existing business relationships or decline future business opportunities with any Supplier that is found to be out of compliance with this Code or any applicable laws.*



## OUR CORE VALUES

- **ACT WITH INTEGRITY**
- **PUT PEOPLE FIRST**
- **STEWARD OUR RESOURCES FOR FUTURE GENERATIONS**
- **SEEK PARTNERING RELATIONSHIPS**
- **STRIVE TO CONTINUALLY IMPROVE**
- **EXPLORE INNOVATIVE SOLUTIONS**
- **WORK TOGETHER AS A TEAM**

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*File Name: Supplier Code of Conduct*

## **HUMAN RIGHTS**

**UN DECLARATION OF HUMAN RIGHTS:** We expect our Suppliers to conduct their activities in a manner that respects human rights as set out in The United Nations Universal Declaration of Human Rights. In addition, Suppliers shall uphold the following labor practices:

- **VOLUNTARY LABOR:** Suppliers shall not use any form of slave, forced, bonded, or indentured labor. They shall not engage in or support human trafficking or exploitation, or import goods tainted by slavery or human trafficking. They shall not retain employees' government-issued identification, passports or work permits as a condition of employment.
- **CHILD/UNDERAGE LABOR:** Suppliers shall ensure that no child or underage labor has been used in the production or distribution of their goods or services. A child is any person under the local legal minimum age for work or completing required education. Unless a stricter standard is otherwise required by OSI, Suppliers shall not employ anyone under the age of 15 regardless of national and/or local laws or regulations.
- **RECRUITMENT:** Suppliers shall employ workers who are legally authorized to work in their location and facility and shall have internal controls validating employment eligibility of their workers in compliance with all applicable laws.
- **FREEDOM OF ASSOCIATION:** Suppliers shall respect the rights of workers to freely associate, as permitted by and in accordance with all applicable laws and regulations.
- **WORKING HOURS:** Unless a stricter standard is otherwise required by OSI – Suppliers shall comply with local legal regulations on working hours, overtime, public holidays and leave. In the absence of local laws, workers shall be allowed a minimum of one day off in seven, but may voluntarily work on their rest day, provided that they are allowed at least one day off within the next seven days. Continuous working days shall never exceed 21 days without a rest day. Any overtime worked shall be voluntary.
- **WAGES AND BENEFITS:** Suppliers shall ensure that their workers are paid lawful wages, including overtime, premium day, and benefits that meet or exceed the legal minimum standards or collective agreements, as applicable, whichever are higher. Equal pay shall be made for equal work without discrimination. There shall be no disciplinary deductions from pay except as provided under Suppliers' company policy.
- **ANTI-DISCRIMINATION AND FAIR TREATMENT:** Suppliers shall promote and maintain a diverse workplace free from discrimination and treat their employees with fairness, dignity and respect. No form of physical, sexual, psychological or verbal harassment or abuse shall be tolerated.



## **HUMAN RIGHTS (continued)**

**SECURITY STAFF:** Suppliers shall train their security staff regarding unlawful and prohibited activities. Security staff shall treat employees with dignity and respect.

**LAND, WATER RIGHTS & FORCED EVICTION:** Suppliers shall respect the rights to water and sanitation for people who could potentially be affected by their activities, including their employees, contractors and neighboring communities. Suppliers shall seek to avoid any impacts to land, forest or water in areas where they operate and, if not feasible, adopt mitigation measures that reduce and/or remove the impact. Suppliers shall avoid forced evictions or resettlement of any acquired land for their operating activities.

## **SUSTAINABILITY**

OSI seeks to do business with Suppliers who share our commitment to sustainable business practices. Suppliers are expected to comply with all applicable sustainability laws and regulations and conduct business in a sustainable and responsible manner, striving for a net benefit for the environment wherever they operate, including, but not limited to, requirements under the regulations of the U.S. Environmental Protection Agency.

## **ENVIRONMENTAL PROTECTION**

**OPERATION OF SUPPLIER'S FACILITIES:** Suppliers shall operate their facilities in compliance with all environmental laws, including the Restriction of Hazardous Substances (RoHS) Directive, the Registration, Evaluation, Authorisation and Restriction of Chemicals (REACH) regulation, and laws/international treaties relating to: waste disposal; emissions; chemicals, mercury, discharges; resource & energy consumption, and hazardous & toxic material handling.

**INPUTS AND COMPONENTS:** Suppliers must ensure that the goods that they manufacture (including the inputs and components that are incorporated into their goods) comply with all environmental laws and treaties. Suppliers must ensure that they will only use packaging materials that comply with all environmental laws and treaties.

## **ANIMAL WELFARE**

Suppliers shall use humane procedures and sound animal husbandry practices designed to prevent the mistreatment of animals used in OSI food products and to routinely verify their success through audits.

## **PRODUCT SAFETY AND QUALITY**

OSI believes, providing a safe and healthy work environment is of fundamental importance. Our Global Quality Expectations require that our employees are properly trained in order to ensure the highest product safety and quality. The health and safety of our Suppliers' employees must also be prioritized. Visitor Good Manufacturing Practices (including safety) and biosecurity procedures at every plant location must be reviewed and acknowledged prior to any on-site visit.



## **WORKPLACE & ENVIRONMENT**

Suppliers shall provide workers with a safe and healthy work environment and shall ensure that all workers receive communication and training on emergency planning and safe work practices. In addition, Suppliers shall have systems to prevent, detect and respond to potential risks to the safety, health and security of all employees. Accommodations provided for their workers shall offer adequate, safe and healthy conditions.

## **BUSINESS INTEGRITY**

**COMPLIANCE WITH LAW:** Suppliers' business activities shall comply with all applicable laws, rules, and regulations (including, but not limited to the Federal Food, Drug, and Cosmetic Act of 1938, as amended and the Fair Packaging and Labeling Act, as amended) in the countries and jurisdictions in which they operate. This Code applies to activities in the locations where Suppliers' goods are produced, where any related services are performed, and where the goods enter the supply chain.

**ANTI-BRIBERY & CONFLICT OF INTEREST:** Suppliers shall not engage in any form of bribery, kickbacks, corruption, extortion, embezzlement or other criminal activity. Suppliers shall not take any action that would violate, or cause OSI to violate, any applicable anti-bribery law or regulation, including the U.S. Foreign Corrupt Practices Act. Suppliers must remain free from the influence of actual or potential conflicts of interest; or, remain free from being in the appearance of a conflict of interest.

**FAIR TRADE:** OSI rejects competitive advantages due to unfair business practices. As such, OSI does not tolerate any anti-competitive agreements and expects Suppliers to act in accordance with all applicable antitrust laws. Further, Suppliers shall act in accordance with all applicable import and export control regulations and comply with legal requirements for the prevention of money laundering.

**AUDITS AND ASSESSMENTS:** OSI reserves the right to audit compliance with this Code. Audits may include facility inspections, employee interviews and a review of Supplier records and business practices. Such audits are conducted by OSI or an approved third party. If an audit identifies a violation of this Code, OSI expects that such violation will be promptly addressed and resolved to OSI's reasonable satisfaction. Depending on the severity of the violation, Supplier may be subject to remedial action, up to and including termination of the business relationship.



**BUSINESS INTEGRITY (continued)**

**RISK MANAGEMENT:** Suppliers shall maintain at all times appropriate levels of insurance for any business conducted with OSI and shall provide evidence of the same upon reasonable request.

**TAX LAW:** Suppliers are responsible for compliance with all applicable tax provisions under all applicable laws.

**BEHAVIOR WITH EQUITY INVESTMENTS:** Suppliers shall act with integrity, diligence, respect, honesty and in good faith in their professional dealings, including, but not limited to equity investments.

**BOOKS AND RECORDS:** Suppliers shall maintain accurate and transparent books, records and accounts to demonstrate compliance with applicable laws and regulations and this Code.

**CONFIDENTIALITY, DATA PRIVACY AND SECURITY:** Suppliers shall safeguard all OSI information, including its proprietary and confidential information, by keeping it safe, protected, secure, by restricting access, and by never discussing or revealing any such information with any third party. The information of OSI's employees, customers, agents and business partners is all considered OSI information. These requirements also extend after the conclusion of a Supplier's business relationship with OSI. Any Supplier that becomes aware of an actual or possible unauthorized disclosure of information, including accidentally or unintentionally, must report it immediately to [osidataprivacy@osigroup.com](mailto:osidataprivacy@osigroup.com).

**REPORTING REQUIREMENT:** OSI's grievance procedure allows individuals to report violations of human rights, environmental or ethical rights. Suppliers shall create and maintain internal programs for handling reports of potential or alleged violations of this Code, including anonymous reports (where legally permitted), and shall promptly notify OSI of any potential or alleged violation of this Code or any law or regulation pertaining to this Code. Notice of any potential or alleged violation shall be promptly provided to either the OSI Make It Right Hotline (<https://MakeItRightOSI.tnwreports.com>), or the OSI Legal Department ([legalresource@osigroup.com](mailto:legalresource@osigroup.com)) to facilitate an investigation if deemed necessary.

**WHISTLEBLOWER PROTECTION:** Suppliers are responsible for prompt reporting (including to OSI, as applicable) of actual or suspected violations of law, this Code, or the Global Business Standards for OSI's employees. This includes violations by any employee or agent acting on behalf of either the Supplier or OSI. Such programs shall protect worker whistleblower confidentiality and prohibit retaliation.

