

CLOUTH GROUP

Global Supplier Code of Conduct

GLOBAL SUPPLIER CODE OF CONDUCT

PREAMBLE

Clouth Group is committed to conducting business in an ethical, legal, environmentally sustainable and socially responsible manner. This Supplier Code of Conduct outlines the Company's expectations of suppliers to Joh. Clouth GmbH and its businesses (collectively, "Clouth Group"). Clouth Group expects all such suppliers and subcontractors to share the principles which are expressed in this Supplier Code of Conduct and that comprise an important component of supplier selection and evaluation. Moreover, Clouth Group expects its suppliers to take reasonable measures to ensure that any suppliers from which they source act in accordance with these principles.

Each supplier is responsible for communicating the contents of this Supplier Code of Conduct to its officers, directors, employees, agents, subcontractors, and next-tier suppliers who are involved in the procurement and production process related to products and services provided to Clouth Group.

If a supplier violates any of the requirements contained in this Supplier Code of Conduct, Clouth Group may immediately terminate its relationship with that supplier. Please direct questions regarding this Supplier Code of Conduct to the Company's General Manager at the following address:

Joh. Clouth GmbH
Stefan Wurth
Johann Clouth Str. 1-5
D- 42499 Hueckeswagen

Mail: compliance@clouth-group.com

ETHICS

To meet social responsibilities, suppliers are expected to conduct business in an ethical manner and to act with integrity.

Business Integrity

Suppliers will not engage in any corruption, extortion, or embezzlement, in any form, including bribery and kickbacks. Suppliers must comply with applicable anti- corruption laws and regulations of the countries in which they and Clouth Group operate, including the U.S. Foreign Corrupt Practices Act and applicable anti-bribery and anti- corruption laws adopted by such countries. Suppliers must avoid and disclose all conflicts of interest or situations giving the appearance of a conflict of interest in its dealings with Clouth Group employees. Suppliers will not offer or accept bribes or employ other means to obtain an undue or improper advantage. Suppliers will not offer to Clouth Group employees, directors or agents costly gifts or any other kind of personal or professional benefit resulting from the relationships with the suppliers.

Antitrust and Competition Laws

Suppliers must avoid agreements or actions that illegally limit trade or competition, including collusive bidding, price fixing or unfair trade practices.

Securities and Insider Trading

If a supplier learns of any material non-public information while working with Clouth Group, it must not share that information with others or use it for market trading.

Privacy and Intellectual Property

Suppliers will safeguard and make only appropriate use of confidential information and ensure that all employees' and business partners' privacy and valid intellectual property rights are protected.

Conflict Minerals

Suppliers are expected to ensure that products supplied to Clouth Group do not contain metals derived from minerals or their derivatives originated from conflict regions that directly or indirectly finance or benefit armed groups. Suppliers are expected to assist Clouth Group, upon request, with its efforts to comply with its Conflict Minerals Policy and applicable laws.

Security

Clouth Group strongly encourages its suppliers to implement security controls to secure their international supply chain to comply with anti-terrorism laws in the countries and regions of the world in which they operate and transact business.

LABOR

Suppliers are expected to protect the human rights of their employees and to treat them with dignity and respect. Clouth Group is opposed to all human trafficking and slavery in its suppliers' operations or elsewhere.

Child Labor Avoidance

Clouth Group will not tolerate the exploitation of children or use of children as workers by suppliers. Suppliers must comply with applicable local child labor laws and employ only employees who are over the age of 15 and who meet the applicable minimum legal age requirement for their location.

No Undocumented Workers

Suppliers shall only utilize workers who have a legal right to work in the country in which their work is performed.

Freely Chosen Employment

Forced, slave, bonded, or indentured labor or involuntary prison labor must not be utilized by Clouth Group's suppliers. Suppliers must comply with local laws prohibiting forced or involuntary labor and human trafficking.

Working Hours, Wages and Benefits

Suppliers must comply with all applicable local laws and regulations with respect to wage and hour laws, including those related to minimum wages, overtime hours, piece work, maximum hours worked per day or maximum days worked per week, and other elements of compensation or legally mandated benefits. Unless otherwise provided by local laws, deductions from basic wages as a disciplinary measure will not be permitted (this does not exclude the entitlement of damages on a contractual or legal basis). Suppliers are expected to provide their employees with fair and competitive compensation and benefits.

Fair Treatment

At all times, workers shall be treated with respect and dignity. Suppliers will provide their employees with a workplace free of harsh and inhumane treatment, without any sexual harassment, sexual abuse, corporal punishment or torture, mental or physical coercion or verbal abuse of employees, or the threat of any such treatment.

Suppliers must not discriminate against any worker in their hiring and employment practices based on race, color, religion or belief, sex, ethnic or national origin, gender identity or expression, sexual orientation, marital or civil partner status, nationality, ethnic or national origin, disability (including but not limited to disabled veteran or other protected veteran status), age, or any other characteristic protected by applicable law.

Freedom of Association

Suppliers will be committed to an open and constructive dialogue with their employees and workers' representatives. In accordance with local laws, suppliers will respect the rights of their employees to associate freely, join labor unions, seek representation, join works councils, and engage in collective bargaining. Suppliers will not disadvantage employees who act as workers' representatives.

Identification of Concerns

Suppliers will provide means for their employees to report concerns or potentially unlawful activities in the workplace. Any report should be treated in a confidential manner. Suppliers will investigate such reports and take corrective action if needed.

HEALTH, SAFETY, ENVIRONMENTAL AND PROTECTION

Suppliers are expected to provide a safe and healthy working environment, free from recognized hazards and assure compliance with all applicable laws regarding working conditions, including worker health and safety, sanitation, fire safety, risk protection and electrical, mechanical and structural safety, and, if applicable, safe and healthy company living quarters. Suppliers are expected to operate in an environmentally responsible and efficient manner in compliance with applicable law and in concert with internationally acceptable standards.

Health, Safety, Environmental, Sustainability of Resources and Quality Regulations

Suppliers must comply with all applicable quality, health, safety, and environmental regulations in the countries in which they operate. All required permits, licenses, and registrations will be obtained, maintained, and kept up-to-date; and suppliers will fulfill their operational and reporting requirements.

Product Quality and Product Safety

All products that a supplier manufactures on behalf of or sells to Clouth Group shall be designed and produced to be safe for their intended uses and for other reasonably foreseen uses. Clouth Group is committed to providing products that meet applicable regulatory specifications and quality standards.

Process and Product Safety

Suppliers will have safety programs in place for managing and maintaining all their production processes in accordance with the applicable safety standards. Safety data sheets containing all necessary safety-relevant information will be made available by suppliers for all hazardous substances and will be provided to Clouth Group and other parties in case of a legitimate need.

Security

Suppliers will have good security practices across their supply chains. Suppliers will maintain processes and standards that are designed to assure the integrity of each shipment to Clouth Group from its origin through to its destination and all points in between. Suppliers are expected to implement the necessary and appropriate measures in their area of responsibility to ensure Clouth Group products, their workable components or raw materials, and the corresponding know-how do not end up in the hands of counterfeiters or third parties and do not leave the legal supply chain.

MANAGEMENT SYSTEMS

Suppliers are expected to implement management systems to facilitate compliance with all applicable laws and to promote continuous improvement with respect to the expectations in this Supplier Code of Conduct.

Compliance with Laws and Regulations

Suppliers must comply with all laws, regulations, rules, guidelines, and applicable standards for their business in the countries where they do business. Suppliers are expected to conduct trade-related activities, including sales and shipments of products and transfers of technology, in a manner intended to satisfy their obligations under trade sanctions, export laws and applicable regulations of the countries in which they are engaged in business.

Risk Management

Suppliers are expected to implement mechanisms to identify, determine, and manage risks in all areas addressed by this Supplier Code of Conduct and with respect to all applicable legal requirements.

Audits and Assessments

Suppliers will perform periodic evaluations of their facilities and operations, and the facilities and operations of their subcontractors and next-tier suppliers to ensure compliance with this Supplier Code of Conduct and the law. Suppliers will permit Clouth Group and/or a third party designated by Clouth Group to periodically evaluate suppliers' facilities and operations, and those of their subcontractors and next-tier suppliers, to the extent they are providing goods or services to Clouth Group, for Clouth Group's benefit, or for use in Clouth Group products. If a supplier fails to uphold any aspect of this Supplier Code of Conduct, the supplier is expected to implement corrective actions.

Training and Competency

Suppliers will establish appropriate training measures to allow their employees to gain an appropriate level of knowledge and understanding of the contents of this Supplier Code of Conduct, the applicable laws and regulations and generally recognized standards.

Continuous Improvement

Suppliers are expected to continuously improve their performance and sustainability by implementing appropriate measures to create value and mitigate risk.

Confirmation of Agreement to Clouth Group Global Supplier Code of Conduct

The undersigned hereby confirms that the Clouth Group Global Supplier Code of Conduct has been received, reviewed and agreed to in its entirety.

I, the undersigned, am an authorized signatory of _____ (the “Supplier”) and on behalf of the Supplier agree that any products and/or services supplied by the Supplier to Clouth Group are in full compliance with the Clouth Group Global Supplier Code of Conduct. The Clouth Group uses this declaration for all its companies, including subsidiaries and sub-subsidiaries.

Signed:

Name:

Title:

Date:

Last Updated: February, 22nd 2024