



ROL

Supplier Code of Conduct

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At ROL, we are committed to upholding the highest standards of labour, human rights, environmental, and ethical business conduct. ROL's distributors, suppliers and other partners in our value chain ("Suppliers") are required to provide safe working conditions, treat employees with dignity and respect, act fairly and ethically, and use environmentally responsible practices wherever they supply goods or perform services for ROL.

ROL require its Suppliers to operate in accordance with the applicable requirements outlined in this Supplier Code of Conduct ("Code") and in full compliance with all applicable laws and regulations.

The ROL Supplier Code of Conduct has been approved by a member of ROL Group's top management with responsibility for sourcing practices.

The term "Suppliers", as used throughout this Code, refers to all suppliers delivering goods and/or services to any entity of the ROL Group, including its parent, subsidiary or affiliate entities as well as its respective employees and agents.

The term "Employee", as used throughout this Code, refers to all individuals working for the Suppliers, including, but not limited to, directly employed, subcontracted parties, trainees and temporary workers.

Introduction

Background

ROL is committed to driving positive change worldwide. We expect our Suppliers to uphold principles aligned with those we follow at ROL. This Code of Conduct is grounded in ROL's own principles and informed by internationally recognized frameworks, such as the United Nations (UN) Global Compact, Organization for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises, International Bill of Human Rights, International Labour Organization's (ILO) Fundamental Principles and Rights at Work, UN Guiding Principles on Business and Human Rights and UN Convention Framework on Climate Change (e.g. Paris Agreement).

Compliance

The Code establishes the foundation for ROL's expectations and requirements regarding social, ethical, and environmental responsibilities in business conduct. It applies to all Suppliers and forms an integral part of the contractual agreement with ROL. Compliance with its provisions is essential for initiating and maintaining business relations with ROL.

We value suppliers who actively align with our ambition by adhering to the requirements and expectations outlined in this Code. Where the requirements in the Code are stricter than existing laws or regulations, the requirements of this Code take precedence in that jurisdiction. The Code does not substitute legislation, and if any part of the Code contradicts local law where the Suppliers operates, the stricter local law takes precedence in that jurisdiction.

The Code is not all-encompassing; it does not cover every possible circumstance. Situations may occur for which there are no specific guidelines. In such cases, undertake conduct in the spirit of the Code.

Each section in the Code is structured as follows:

REQUIRED » are fundamental conditions that all Suppliers shall comply with when engaging in business with ROL. A breach of any requirement is considered a material breach of the Suppliers agreement.

EXPECTED » are practices that reflect the values and sustainability ambition of ROL. While these practices are not mandatory, they guide how ROL evaluates and prioritize Suppliers for long-term collaboration and strategic alignment.

Practical guidance:

Practical guidance help to promote a better understanding of how to meet the requirements and expectations. There may be alternative practices and measures to confirm compliance with the requirements or expectations.

Monitoring

Suppliers shall demonstrate and verify compliance with requirements upon request and cooperate with ROL in a transparent manner. ROL has the right to verify compliance with this Code at any time, through audits, onsite visits, or self-assessment questionnaires, conducted either by ROL employees or an independent third party appointed by ROL.

Suppliers shall facilitate any reviews or audits initiated by ROL. Any findings made during assessments or audits shall be remediated in a timely manner.

The Suppliers is responsible for ensuring its supply chain complies with the requirements set out in the Code. Furthermore, Suppliers are expected to evaluate and monitor their supply chain's compliance and to collect and share relevant information with ROL upon request.

Management Systems

Suppliers are expected to establish and maintain management systems including routines related to the areas described in the Code in proportion to the size, complexity and risk environment of the Suppliers' business. Risk assessments, policies, processes and procedures must clearly communicate roles and responsibilities, relevant training with instructions, and functioning control systems. ROL emphasizes the importance of having a management system founded on ISO 14001 (Environmental) and ISO 45001 (Health and Safety) principles to support the successful implementation of the Code.

Consequences of Code Violations

Suppliers agree that a breach of any of their requirements or undertakings under this Code constitutes a material breach of contract and may, in ROL's sole discretion, result in:

- The Suppliers takes necessary remedies and implements appropriate corrective actions within a reasonable time, so as to remedy the violation and to prevent similar occurrences in the future; and
- ROL taking actions against the Suppliers' violation, up to termination of the business relationship, upon written notice to the Suppliers.

The aspiration of ROL in the event of a breach of the Code is to jointly prepare a plan for remedying the breach, which must take place within a reasonable time. In a situation where Suppliers breach is of material character or is unwilling to remedy, the contract may be terminated.

Human Rights and Working Conditions

Respecting Human Rights

REQUIRED » Suppliers shall support and respect the protection of internationally proclaimed human rights outlined in the International Bill of Human Rights, coupled with the principles concerning fundamental rights in the ILO core conventions, and any applicable legal requirements on businesses to take responsibility for their human rights impacts across their supply chains.

REQUIRED » Suppliers shall have a due diligence process to identify, prevent and address any adverse human rights impacts within their operations, suppliers, and business relationships. This due diligence should be proportionate to company's size and complexity, with a focus on the areas where Employees are at the highest risk of human rights abuses.

EXPECTED » Human rights due diligence is expected to align with international standards, such as the OECD Due Diligence Guidance for Responsible Business Conduct and the UN Guiding Principles on Business and Human Rights.

Practical guidance:

- Implement and communicate policies and practices regarding human rights due diligence to Employees founded on internationally proclaimed human rights principles.
- Assess the impact of adverse human rights risks in the supply chain and address the highest risks of human rights abuses.
- Conduct a documented review of human right due diligence practices.

Prohibition of Child Labour

REQUIRED » ROL does not tolerate the use of child labour. Wherever they operate, Suppliers shall strictly adhere to applicable international standards, including the UN Convention on the Rights of the Child, ILO Conventions 79, 138, 182 and ILO Recommendation 146 and national laws on minimum age requirements.

REQUIRED » Suppliers must not offer employment to any person under the age of 15. If the relevant national legislation has set a higher age for completing compulsory education or entering into employment, that higher age shall apply. No person under the age of 18 shall be engaged in hazardous work, night shifts or any work that may be harmful to their health, safety, mental well-being or moral development.

Practical guidance:

- Implement and communicate policies and practices concerning child labour and minimum age standards to Employees founded on the UN Convention on the Rights of the Child, ILO Conventions 79, 138, 182 and ILO Recommendation 146.
- Establish systems, including verification and retention of birth certificates or other official forms of documentation, to ensure that no underage Employees are hired.
- Establish policies that clearly defined the tasks Employees under the age of 18 are permitted to perform.

Prohibition of Forced Labour

REQUIRED » ROL does not tolerate forced labour, including modern slavery, bonded or compulsory labour, servitude, and deceptive recruitment practices. Suppliers, including their recruitment agencies, shall strictly adhere to applicable international standards* and ILO Conventions 29 and 105, and must not engage in or tolerate any form of forced, bonded or illegal labour, such as human trafficking and other forms of modern slavery.

REQUIRED » Suppliers shall uphold human dignity in their operations and must prevent sexual harassment, exploitation and abuse. No Employee shall be required to pay recruitment fees or surrender financial or personal documents upon commencement of employment or at any time during employment. All Employees shall have the right to freely leave their workplaces and accommodations, if provided, freely. Punishment of any kind, whether physical or mental, is strictly prohibited.

Practical guidance:

- Implement and communicate policies and practices founded on ILO Conventions 29 and 105, emphasizing zero tolerance for forced labour, trafficking and sexual harassment, exploitation and abuse.

Remember that

*This includes, but is not limited to: the UK Bribery Act, the UK Modern Slavery Act, and the United States Uyghur Forced Labor Prevention Act, which aims to ensure that goods produced with forced labor in the Xinjiang Uyghur Autonomous Region of the People's Republic of China do not enter the United States market, among other purposes.

Ensuring Health and Safety

REQUIRED » Suppliers shall provide a safe and healthy working environment that minimizes the risk of work-related injuries and takes all feasible measures to prevent such incidents. Suppliers shall strictly comply with applicable international standards, ILO Convention 155 and ILO Recommendation 164, national health and safety laws and relevant provisions in applicable collective agreements.

REQUIRED » Employees shall have the right to refuse a work situation if they have reasonable cause to believe it poses an imminent and serious health and safety risk. Suppliers shall ensure safe practices by systematically applying management systems and controls to identify and understand potential risks (e.g. fire hazards, chemical exposure, other physical risks) to prevent incidents and injuries.

Practical guidance:

- Develop, implement and communicate health and safety policies and hygienic practices to Employees, founded on ILO Convention 155 and ILO Recommendation 164 in a language(s) they understand.
- Implement health and safety routines, protocols, and provide regular training for all Employees to ensure fulfillment.
- Take appropriate health and safety measures at the operating site(s) to create a safe and healthy workplace, with a focus on continuous improvements.
- Investigate, document and report work-related injuries, recommend remedial actions, and implement appropriate measures to prevent any recurrence.
- Provide Employees with personal protective equipment free of charge.
- Adopt safe and responsible practices for the careful management of hazardous chemicals and other substances.

Non-Discrimination and Anti-Harassment

REQUIRED » Suppliers shall treat all Employees and applicants for employment with fairness, dignity, and respect and evaluate individuals according to their job-related skills and qualifications when making employment decisions. Suppliers shall strictly comply with applicable international standards, including ILO Conventions 100 and 111, the UN Convention on the Elimination of All Forms of Discrimination Against Women (CEDAW), and any other legal requirements applicable to businesses.

REQUIRED » Suppliers must not discriminate in hiring or employment practices on grounds such as gender, age, religion, ethnicity, nationality, sexual orientation, or any other status protected by law. Suppliers must not tolerate humiliating treatment or corporal punishment nor allow any Employee to be subject to verbal, psychological, physical, or sexual harassment or abuse. Measures shall be established to protect Employees from all forms of discrimination and harassment.

Practical guidance:

- Implement and communicate policies and practices promoting non-discrimination, equal opportunities, and zero tolerance for harassment, founded on the ILO Conventions 100 and 111, and the UN Convention on the Elimination of Discrimination Against Women.

Working Hours and Compensation

REQUIRED » Suppliers shall strictly comply with applicable international standards, including ILO Conventions 1, 14, 30 and 131, as well as national laws, industry standards and collective bargaining agreements regarding working conditions, working and resting hours, and overtime compensation. Additionally, Suppliers must adhere to any other applicable leave regulations concerning annual vacation, illness, or parental absence or similar.

REQUIRED » Suppliers shall provide Employees with clear information about their employment terms and conditions, such as, a written employment contract, including their rights, obligations and benefits, in a language they understand.

REQUIRED » Suppliers shall pay fair wages and benefits consistent with market standards and, at a minimum, meet national legal standards wherever they operate. Employees must be paid regularly and are entitled to be informed of the salary payment schedule.

Practical guidance:

- Implement and communicate policies and practices regarding working hours and compensation to Employees, founded on ILO Conventions 1, 14, 30 and 131, national laws, industry standards and collective bargaining agreements.
- Document and provide Employee records of actual working hours to ensure compliance with applicable legal requirements on working hours.
- Document and provide Employee records of actual financial compensation to ensure compliance with legal standards on minimum compensation, and alignment with living wage benchmarks.
- Inform Employees of employment terms and working conditions through written contracts.

Freedom of Association and Collective Bargaining

REQUIRED » Suppliers shall respect their Employees’ rights to freely associate and engage in collective bargaining, without distinction and interference, in accordance with international standards, including ILO Conventions 87, 98, 135 and 154, as well as national laws.

REQUIRED » Suppliers shall allow Employees to appoint independent work representatives and communicate openly with management regarding working conditions without fear of harassment, discrimination, intimidation, or retaliation.

Practical guidance:

- Implement and communicate policies and practices regarding freedom of association and collective bargaining, founded on ILO Conventions 87, 98, 135 and 154, and national laws.
- Document supporting evidence that Employees have the right to organize and bargain collectively.



Business Ethics

Anti-Corruption and Anti-Bribery

REQUIRED » Suppliers must not engage in or tolerate any form of corruption or bribery. Suppliers must not offer or accept any form of improper benefits in any business relationship intended to influence decision-making.

REQUIRED » Suppliers shall take measures against any form of money laundering, tax fraud and tax evasion, or other illegal financial activities.

Practical guidance:

- Implement and communicate anti-corruption and anti-bribery policies and procedures to Employees.
- Ensure relevant Employees receive appropriate training and understand their obligations under the Supplier Code of Conduct, including anti-corruption and anti-bribery policies.
- Provide evidence that relevant Employees have received anti-corruption and anti-bribery training.

Conflict of Interest

REQUIRED » Suppliers must avoid all potential conflicts of interest* while engaged with ROL and must notify of any potential conflicts of interest. Suppliers shall conduct business in a manner that avoids situations where personal, family or financial interests interfere with the job responsibilities of the Employee.

Practical guidance:

- Implement and communicate policies and procedures related to conflict of interest to Employees.
- Ensure relevant Employees receive appropriate training and understand their obligations under the Supplier Code of Conduct, including conflict of interest policies.

Remember that

*This includes, but is not limited to, self-dealing, nepotism, favoritism, outside employment or consulting, insider trading, investments, gifts and other types of hospitality.

Antitrust and Fair Competition

REQUIRED » Suppliers shall conduct business in full compliance with antitrust and competition laws and regulations. Suppliers must not engage in anti-competitive practices such as price-fixing, bid-rigging, market or customer allocation, abuse of market power, or other illegal practices.

Practical guidance:

- Implement policies and procedures related to fair competition and antitrust compliance.

Export Controls and Trade Sanctions

REQUIRED » Suppliers shall comply with all applicable laws and regulations regarding export control and trade sanctions*, including but not limited to those issued by the United Nations, European Union, United States, and United Kingdom. Suppliers must not engage in, nor cause ROL to engage in, any transactions that would violate trade sanctions or other trade-related laws. Suppliers shall not engage in or support terrorism, and no affiliated individuals or entities shall appear on terrorist watchlists**.

REQUIRED » Suppliers shall share accurate trade data and documentation related to their products and company ownership upon request.

Practical guidance:

- Implement policies and procedures to ensure compliance with applicable export controls and trade sanctions.
- Maintain records of trade data, documentation, and other relevant information to support legitimate trade activities.

Remember that

* This includes, but is not limited to, the United Nations Security Council Consolidated List, European Union Sanctions, the U.S. Department of the Treasury – Office of Foreign Assets Control, and the UK Sanctions List.

** This includes, but is not limited to, the European Union List on Specific Restrictive Measures Directed Against Certain Persons and Entities with a View to Combating Terrorism, the United Nations List Pursuant to Security Council Resolutions, the U.S. Treasury Department’s Specially Designated Nationals List, and the U.S. State Department’s Terrorist Exclusion List.

Environment

Minimizing Environmental Impact

REQUIRED » Suppliers shall adopt preventive measures and take immediate action whenever there is reason to believe that an activity may cause adverse environmental impact.

EXPECTED » Suppliers are expected to plan, measure, control and document their practices to minimize environmental impacts across its supply chain. This includes adopting a risk-based approach to identify and address environmental matters with the highest potential for adverse impacts, including those related to their products, services, and activities across the supply chain. This includes, but is not limited to, the following areas:

- Climate change and energy use
- Pollution to air, water and soil
- Biodiversity and ecosystem services
- Water and marine resources
- Circularity and resource use

Practical guidance:

- Conduct a materiality assessment for identifying key sustainability matters to address based on adverse impacts and risks.
- Define environmental targets and establish measures to track progress on material sustainability matters.
- Document the risk-based approach to reducing and minimizing the business's environmental impact, including plans and progress reports.
- Implement and communicate environmental policies and procedures to Employees and Suppliers related to minimizing environmental impact.
- Obtain and maintain environmental permits and ensure timely submission of required reports.

Greenhouse Gas Emissions

REQUIRED » Suppliers shall measure, monitor and reduce greenhouse gas emissions from their own operations and, where deemed material, across their supply chain to mitigate climate change impacts.

EXPECTED » Suppliers with material greenhouse gas emissions are expected to set reduction targets for Scope 1 and Scope emissions, and Scope 3 where relevant. They should also establish transition plans and be prepared to disclose progress toward these targets upon request by ROL.

EXPECTED » Suppliers are expected to support the development of life cycle assessments (LCAs) on products by providing product-specific data upon request by ROL.

Practical guidance:

- Develop, implement and communicate environmental policy that includes the management of greenhouse gas emissions.
- Identify the greenhouse gas emissions related to its Scope 1, 2 and 3.
- Define and evaluate actions to reduce greenhouse gas emissions in absolute terms.
- Set reduction targets for greenhouse gas emissions in line with the Paris Agreement goal of limiting global warming to 1.5°C, including a transition plan outlining the actions needed to meet the target.

Circularity and By-Products

REQUIRED » Suppliers shall incorporate circular business practices and use natural resources responsibly and efficiently by reducing and eliminating waste wherever possible.

EXPECTED » Suppliers are expected to adopt a waste management strategy based on the following hierarchy:

1. Prevention
2. Reduction
3. Reuse
4. Recycling
5. Energy recovery
6. Incineration without energy recovery
7. Safe and responsible disposal

EXPECTED » To support the transition from a linear to a more circular economy, Suppliers are expected to continuously explore and facilitate the use of post-consumer material in the goods, including packaging, delivered to ROL.

Practical guidance:

- Develop, implement and communicate environmental policy including management of waste and by-products.
- Monitor and track the treatment methods of generated waste at the fraction level.
- Ensure responsible waste management practices that treat waste as a valuable resource.
- Ensure safe handling and disposal of hazardous materials.
- Explore and facilitate circular business practices and document progress and improvements.

Biodiversity and Ecosystems

REQUIRED » Suppliers shall assess and mitigate potential impact on biodiversity where such impacts are deemed material to their own operations or across their supply chain. This includes, but is not limited to, activities in or near protected areas and those involving sourcing of natural resources such as wood or minerals.

REQUIRED » Suppliers shall establish appropriate policies, due diligence practices, and risk management processes to ensure compliance with all applicable laws and regulations related to responsible forestry when providing wood or wood-based goods to ROL. This includes, but is not limited to, the prohibition of sourcing harvested wood from regions with high risk of deforestation, high conservation value forests, genetically modified forests, and all forms of illegal harvested wood. Upon request by ROL, Suppliers shall provide documentation verifying responsible forestry practices.

EXPECTED » Suppliers are expected to adopt a zero-harm approach by avoiding activities that threaten natural ecosystems, refraining from conversion of such areas, and actively contributing to the restoration of natural environments.

Practical guidance:

- Develop, implement and communicate environmental policy that include the management of biodiversity and ecosystems.
- Map the supply chain down to origin and source of all relevant materials and minerals, such as the specific mines used for primary ore extraction or the specific land area used for wood harvesting.
- Maintain chain-of-custody documentation verifying that the origin of wood or wood-based products is not associated with high-risk or red-listed areas, supported by internationally recognized tools (e.g., WWF Wood Risk Tool, FSC Risk Assessment Tool).
- Identify and assess impacts on biodiversity and ecosystems across the supply chain.
- Minimize impacts on natural ecosystems and actively restore natural environments by investing in nature-based solutions, following a zero-harm approach.

Responsible Sourcing Practices

Sourcing of Materials and Minerals

REQUIRED » Suppliers shall comply with all applicable laws and regulations concerning responsible sourcing of 3TG (tin, tantalum, tungsten and gold) and/or cobalt. Suppliers are required to determine the origin and source of such minerals and provide information on the smelters, melters and refineries used, upon request by ROL. The assessment of all smelters, melters, and refineries must align with the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas. Suppliers must ensure that all goods supplied to ROL containing 3TG and/or cobalt minerals are certified as conflict-free.

EXPECTED » Suppliers are expected to ensure full transparency of their supply chains, including traceability down to the country of origin for all relevant materials and minerals. Upon request, they must provide detailed supply chain mapping for goods delivered to ROL. Suppliers should exercise robust due diligence practices for the extraction, handling, and sourcing of these materials and document their findings in formal reports.

REQUIRED » Suppliers shall identify and assess high-risk areas throughout the supply chain, tracing down to the origin of raw material extraction. Suppliers must not use any materials or minerals associated with practices classified as Red Flag risks, including, but not limited to:

- Conflict risks: Direct or indirect financing or benefit to armed groups responsible for serious human rights abuses consistent with the OECD Guidance.
- OECD Annex II and human rights risks: Forced labour, human trafficking, the worst forms of child labour, illegal taxation, and widespread gross human rights abuses, including sexual violence, as well as other human rights violations.
- Sanctioned countries or High Risk Entities: Countries or entities classified as sanctioned parties and/or supporters of terrorism including, those issued by the United Nations, European Union, United States, United Kingdom, and other jurisdictions where ROL operates.

Environmental risks:

- Activities in biodiversity-sensitive areas (e.g., Natura 2000 sites, UNESCO World Heritage sites, key biodiversity areas) without verified regenerative and responsible practices supported by third-party assurance.
- Water- or marine-intensive processes in water-stressed regions (as identified by WRI Aqueduct, WWF Water Risk Filter, or similar tools) without responsible water management practices supported by third-party assurance.

Practical guidance:

- Compare the list of used smelters, melters and refineries against internationally approved lists (i.e. Responsible Minerals Initiative).
- Map the supply chain down to origin for all relevant raw materials and minerals, such as specific mines used for primary ore extraction or land area used for deforestation.
- Incorporate the OECD Due Diligence Guidance for Responsible Business Conduct and the UN Guiding Principles on Business and Human Rights to ensure robust due diligence practices.
- Conduct and document risk assessment related to relevant materials and minerals.

Substances of Concern

REQUIRED » Suppliers shall comply with all regulations regarding banned or restricted substances in goods delivered to ROL including, but not limited to, the scope and restrictions levels of:

- RoHS - Directive 2011/65/EU including amendment 2015/863/EU
- REACH - Regulation (EC) No. 1907/2006
- Proposition 65 – Proposition 65 List (State of California – OEHHA)
- POP - Regulation (EU) No. 2019/1021
- Applicable Per- and Polyfluoroalkyl Substances (PFAS, PFOA, PFOS, PTFE) regulations
- Other substances of concern and restrictions levels defined by ROL.

REQUIRED » Suppliers shall ensure compliance with all applicable laws and regulations concerning restricted substances and substances of concern in the specific markets where products are delivered.

REQUIRED » Suppliers shall identify and declare any potentially harmful substances present in goods provided to ROL, and upon request actively work to eliminate and phase out identified substances of concern. For all applicable goods* delivered to ROL, a valid and up-to-date Safety Data Sheet (SDS) must be provided, following the most recent standard. Suppliers are responsible for ensuring that each SDS accurately reflects the true content of the goods and is kept current at all times.

Practical guidance:

- Secure valid and up-to-date Safety Data Sheet (SDS) on all applicable goods.
- Document compliance of substances of concern with applicable regulations and restrictions levels.
- Proactively evaluate and propose more sustainable alternatives to phase out substances of concern.

Remember that

*This applies to materials, components, or finished products, including chemicals.

Reporting of Concerns

Reporting of Concerns

REQUIRED » Suppliers shall make appropriate grievance channels and remediation mechanisms available to Employees and other stakeholder, allowing anonymous reporting of concerns or complaints without fear of retaliation. Such concerns or complaints may relate to illegal or unethical business practices, including human rights violations, health and safety violations, discrimination, harassment, adverse environmental impacts, or any other breach of the requirements outlined in this Code.

ROL does not tolerate retaliation against anyone who raises a concern or reports a possible violation of the requirements in this Code.

Practical guidance:

- Implement and communicate policies and practices for reporting concerns, complaints and grievances to Employees.
- Develop, implement and ensure systems for reporting concerns, complaints and grievances, such as an independent whistleblowing line with investigations and appropriate actions and protect whistleblowers against reprisal or retaliation.

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