

# The Carlstar Group, LLC

## Supplier Code of Conduct

### OVERVIEW

This Carlstar Group, LLC Supplier Code of Conduct (this “Code”) helps to ensure that The Carlstar Group, LLC, Marastar, and subsidiaries does business with suppliers that share The Carlstar Group, LLC commitment to ethical and sustainability standards and business practices. People and companies (“suppliers”) that supply goods and/or services to The Carlstar Group, LLC or any of its subsidiaries or affiliates (“CSG”) must comply with the principles set out in this Code, as may be amended by CSG from time to time.

### CODE OF CONDUCT

#### 1. General Principles

Suppliers must operate in full compliance both with all applicable local laws and regulations at a minimum. Where local laws are less stringent than our policies, including the standards set out in this Code, we expect our suppliers to apply the more stringent standards. Suppliers must also comply with all other CSG policies that apply to their operations, including, as applicable.

#### 2. Human Rights

CSG is committed to respecting internationally recognized human rights in line with relevant standards including the UN Guiding Principles on Business and Human Rights, the United Nations Universal Declaration of Human Rights (UDHR), the International Labour Organization’s (ILO) various conventions and expects its suppliers to respect all aspects of human rights. Suppliers must comply with all applicable labor and human rights laws, regulations, and standards, including, but not limited to:

- Compliance with all laws and regulations regarding human rights in their countries and/or regions of operation.
- Compliance with applicable wage and hour labor laws, including those related to minimum wage, overtime, and legally mandated benefits.
- No unlawful discrimination or harassment in the workplace including on the basis of gender, nationality, race or any other characteristic protected by law, and compliance with applicable laws concerning discrimination, hiring and employment practices.
- No use of forced or involuntary labor, including, but not limited to, prison labor, indentured labor, slave labor, human trafficking, or other forms of compulsory labor. Suppliers must avoid the following practices: restricting worker movement, isolating workers, intimidating or threatening workers, allowing abusive

working and living conditions, retaining identity documents, withholding wages, allowing excessive or involuntary overtime and charging recruitment fees (either directly, or indirectly through business partner activities).

- Recognition of and respect for the freedom of association of workers to join organizations of their choosing or to likewise refrain from joining such organizations. This includes the rights of workers to collectively bargain through representatives of their choosing where a union has been established/chosen in accordance with applicable local law.

### **3. Health and Safety**

CSG believes that health and safety management and disaster preventions are of critical importance for securing sustainable and stable benefits for all stakeholders.

Suppliers must provide a safe and healthy work environment. This includes identifying, evaluating, and controlling worker exposure to safety and health hazards, providing personal protective equipment, conducting mandatory training on hazards and emergency procedures in a language workers can understand and anticipating and planning for emergencies, for example by conducting fire and other emergency evacuation drills.

### **4. Environment**

Suppliers must comply with applicable environmental laws in the jurisdictions in which they operate. Suppliers are expected to:

- Identify, and minimize or eliminate, the use, in their manufacturing processes and products, of substances restricted under applicable laws and regulations, including hazardous or toxic substances, and ensure full regulatory compliance, including proper management, storage and disposal.
- Be aware of any use of reportable substances in their manufacturing processes and products, and actively investigate suitable substitutes; and
- Obtain all necessary environmental permits or similar consents and comply with all conditions.

### **5. Conflict Minerals**

CSG supports ending the violence and human rights violations in the mining of certain minerals from a location described as the “Conflict Region,” which is situated in the eastern portion of the Democratic Republic of the Congo (DRC) and surrounding countries. As a result, the U.S. Securities and Exchange Commission (“SEC”) adopted final rules to implement reporting and disclosure requirements related to “conflict minerals,” as directed by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. The rules expect manufacturers who file certain reports with the SEC to disclose whether the products they manufacture or contract to manufacture contain “conflict minerals” that are “necessary to the functionality or production” of those products.

The definition of “conflict minerals” refers to gold, as well as tin, tantalum, and tungsten, the derivatives of cassiterite, columbite-tantalite, and wolframite, regardless of where they are sourced, processed, or sold. The U.S. Secretary of State may designate other minerals in the future. We support these requirements to further the humanitarian goal of ending violent conflict in the Democratic Republic of the Congo (DRC) and in surrounding countries, which has been partially financed by the exploitation and trade of “conflict minerals”.

Suppliers must comply with all laws and regulations and are expected to assess risks of conflict minerals across the whole supply chain using Conflict Minerals Reporting Template (CMRT).

## 6. Business Ethics

CSG is proud of the values with which we conduct business and are committed to conducting all aspects of our business in keeping with the highest legal and ethical standards. In addition to compliance with applicable laws, CSG always expects its suppliers to adhere to high standards of integrity, and to conduct themselves in a manner that will help protect our good name in the marketplace. These expectations include, but are not limited to, the following:

### Gifts, Gratuities and Entertainment

CSG personnel must conduct their activities in full compliance with the company's Ethics, Confidentiality and Business Conduct policy, the laws of the United States and all applicable anti-corruption laws, including the UK Bribery Act, the United States Foreign Corrupt Practices Act (FCPA) and the Criminal and Anti-Unfair Competition Laws of the People's Republic of China.

Suppliers should be aware that:

- Gifts, gratuities, entertainment, or other personal incentives are unnecessary in the context of obtaining or retaining CSG's business.
- Excessive gifts, gratuities, entertainment, or other personal incentives are contrary to good business practices, are detrimental to the interests of our stakeholders, customers and associates and violate both CSG policy and this Code of Conduct.

In general, suppliers should refrain from providing gifts to CSG associates. Gifts of cash or cash equivalents, such as gift cards or gift certificates, are absolutely prohibited. A gift of nominal value (less than \$75 USD or its equivalent) is not prohibited, as long as it:

- Is customary and would not appear extravagant, improper, or inappropriate to the recipient or an objective observer.
- Is not linked to any business decision by CSG and imposes no sense of obligation on the giver or recipient.
- Does not result in any special or favored treatment between the giver and recipient.
- Complies with any additional specific limits established by CSG.
- Does not otherwise violate the internal policy of the giver or recipient.
- Is otherwise in accordance with the CSG Ethics, Confidentiality and Business Conduct policy.

Entertainment, such as meals and, if infrequent, events, that are business-related and occur under appropriate circumstances for the conduct of business may also be permitted, provided they comply with the requirements listed above and, in addition, are attended by supplier and held at a venue appropriate for business discussions.

### Anti-Corruption/Anti-Bribery

Suppliers must comply with all applicable laws regarding bribery and corruption, including, but not limited to, the U.S. Foreign Corrupt Practices Act and UK Bribery Act, and CSG's Anti-Corruption Policy. Suppliers must never offer or pay any money or anything of value to a government official or any other person for the purpose of obtaining or retaining business, gaining favorable treatment, or for any other improper purpose. This includes a prohibition on facilitating or "grease" payments intended to expedite or secure performance of a routine governmental action. Suppliers must maintain a written accounting of all payments (including any gifts, meals, entertainment, or anything else of value) made in connection with work done for CSG and must provide a copy of this accounting to CSG upon request.

## **Competition Laws**

Suppliers must conduct their business in accordance with all applicable competition and antitrust laws.

## **Conflicts of Interest**

CSG associates are expected to act in the best interest of CSG. Accordingly, suppliers must avoid any relationship with a CSG associate that might conflict, or appear to conflict, with the associate's obligation to act in the best interest of CSG. For example, suppliers must not employ or otherwise retain CSG associates, and must ensure that any gifts and entertainment provided to CSG associates comply with CSG requirements. If a supplier employee or contractor is a family relation (spouse/partner, parent, sibling, child, grandchild) or shares a household with a CSG associate, the supplier must disclose this fact to CSG.

## **Reporting and protection against retaliation**

Suppliers must provide a complaint reporting mechanism, including for anonymous reporting, for supplier workers to report workplace grievances or other compliance concerns, in accordance with local laws and regulations. Suppliers must maintain reporter confidentiality and prohibit retaliation against workers who report matters in good faith.

## **7. Privacy and data protection**

Suppliers must maintain the confidentiality of information entrusted to them by CSG. Suppliers must comply with applicable privacy and information security laws and CSG policies and must implement appropriate measures to protect confidential information and personal data against loss and unauthorized access or use.

## **COMPLIANCE VERIFICATION**

CSG may, from time to time, request information or access for purposes of verifying suppliers' compliance with this Code. In the event CSG provides such a request and is not reasonably satisfied with a supplier's response, CSG may, take the actions described under "Violations" below.

## **APPLICATION TO EMPLOYEES, AGENTS, SUBCONTRACTORS AND OTHERS**

Suppliers must ensure that any person who performs services for them or on their behalf in any capacity, including employees, agents and representatives, complies with this Code. This Code also applies to each supplier's subcontractors and sub suppliers for work that is directly related to CSG, and each supplier must ensure such subcontractors and sub suppliers comply with the provisions of this Code as if they were the supplier itself.

## **VIOLATIONS**

Suppliers must promptly take necessary corrective actions to remedy any noncompliance with this Code. In the event of any noncompliance, or in the event a supplier is unwilling or unable to comply with this Code, CSG reserves the right, in its sole discretion, to decline to make further purchases under any agreement between CSG and the supplier, terminate any such agreements and/or terminate its business relationship with the supplier, in addition to exercising any other available remedies.

## **NON-COMPLIANCE REPORTING**

### **Who at CSG would be the contact?**

Violations of this Code and/or other questions or concerns regarding compliance and ethics issues may be confidentially reported, including anonymously, through The Carlstar Ethics Point Hotline at [www.carlstar.ethicspoint.com](http://www.carlstar.ethicspoint.com). In the United States and Canada, you can call toll-free: 1-844-286-0067.

China: 400-888-0764

Europe: 068-002-1136

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