

# Supplier Code of Conduct

February 19, 2024

## 1. Introduction

Corporate integrity, responsible product sourcing, and the safety and well-being of workers across the global supply chain are of paramount importance to Terviva, Inc. and its subsidiaries (collectively, “**Terviva**”). These principles apply to all aspects of Terviva’s business and encompass all manufacturers, distributors, vendors, and other suppliers (each a “**Supplier**” and collectively “**Suppliers**”) that supply Terviva with goods or services. This supplier code of conduct (“**Code**”) outlines the principles and standards that we expect all Terviva Suppliers to abide by.

## 2. Applicability

This Code applies to all Suppliers that provide goods or services to Terviva. Suppliers are responsible for compliance with the standards set out in this Code (“**Standards**”) throughout their operations and their entire supply chain.

Each Supplier must comply with the Standards in:

- all of its facilities where goods destined for Terviva are manufactured, distributed, packaged, or otherwise handled (“**Facility(ies)**”); and
- all of its operations, including with respect to manufacturing, distribution, packaging, sales, marketing, product safety and certification, intellectual property, labor, immigration, health, worker safety, and the environment.

Suppliers are responsible for compliance with the Standards by each of their suppliers, vendors, agents, subcontractors, and the respective Facilities (“**Partner(s)**”).

For the purpose of this Code, “**Employees**” include workers and employees including full-time, part-time, permanent, temporary, migrant, or contract.

## 3. Human and Labor Rights

Terviva recognizes and upholds the rights enshrined in the United Nations (“**UN**”) [\*International Bill of Human Rights\*](#) and the core conventions of the International Labor Organization (“**ILO**”).

### 3.1 **Health & Safety**

Suppliers must provide all Employees with a safe, healthy, and sanitary working environment. Suppliers must implement procedures and safeguards to prevent workplace hazards and work-related accidents and injuries, including procedures and safeguards to prevent industry-specific workplace hazards and work-related accidents and injuries that are not specifically addressed in these Standards. Suppliers must provide Employees with appropriate personal protective equipment to protect against hazards typically encountered in the scope of work. Suppliers must comply with all applicable health and safety laws, regulations and standards.

### 3.2 **Work Hours and Leave**

Suppliers must adhere to applicable laws regarding working hours, overtime, sufficient breaks and rest time, sick leave, and annual holidays, as well as parental leave and mandatory benefits (e.g. social security), and have appropriate records of these in place.

### **3.3 Compensation and Benefits**

Suppliers must adhere to applicable laws regarding minimum wages, overtime, paid time off, and mandatory benefits (e.g., social security) and have appropriate records of these in place.

Supplier will not make any deductions from wages, except income tax withholding and those that are legally allowed.

### **3.4 Freedom to Organize**

Suppliers must respect, and not interfere with, the rights of Employees to decide whether to lawfully associate with groups of their choice, including the right to organize and join trade unions, to carry out their representative functions, and to negotiate collectively in accordance with applicable laws. There must not be any negative repercussions, reprisal, discrimination, intimidation, or punishment against Employees who promote association or unionization of workers and there should be no obstruction of Employee representatives' meetings.

### **3.5 Child Labor**

Suppliers should not employ individuals under the age of fifteen (15) or under the local legal minimum age for work or mandatory schooling, whichever is higher. Young workers (ages 15 through 18) should not undertake work at night that is unsafe or hazardous to their health, depriving them of attending school. Work that is undertaken should be age-appropriate.

### **3.6 Forced Labor, Slavery and Human Trafficking**

Suppliers must not support or engage in any form of forced or bonded labor, slavery, involuntary prison labor, or human trafficking. Suppliers must not retain Employees' original identification documents nor any part of their compensation or benefits and employment should never be linked to a third party's debt.

Suppliers must implement and maintain a reliable system to verify the eligibility of all Employees, including (a) age eligibility and (b) legal status of foreign workers. Additionally, Suppliers must implement and maintain a reliable recordkeeping system regarding the eligibility of all Employees.

### **3.7 Freedom of Movement and Freedom to Terminate Employment**

Suppliers must ensure that Employees have the right to freedom of movement without:

- delay or hindrance; or
- the threat or imposition of any discipline, penalty, retaliation, or fine or other monetary obligation.

Employee freedom of movement rights include each Employee's right to leave the Facilities without retaliation:

- at the end of each workday;
- based on reasonable health and safety-related justifications; and
- based on any reasonable circumstances, such as personal or family emergencies.

Suppliers must allow workers to terminate their employment or work arrangement:

- without restriction; and
- without the threat or imposition of any discipline, penalty, retaliation, or fine or other monetary obligation.

### **3.8 Free, Prior, and Informed Consent**

In all interactions regarding land, property, or business with indigenous peoples and communities, the supplier will adhere to the principles of Free, Prior, and Informed Consent

("FPIC")<sup>1</sup>, (b) transparency, and (c) disclosure in all interactions with indigenous peoples and communities.

### **3.9 Respect in the Workplace (No Discrimination, Abuse, or Harassment)**

Suppliers must treat all employees with respect and dignity. Harassment and abuse in any form are not tolerated. Suppliers must not discriminate in hiring, compensation, training, advancement or promotion, termination, retirement, or any other employment practice based on gender, race, color, sexual orientation, gender identity, disease, disability, marital or pregnancy status, age, religion, political affiliation, military status, caste, social background, ethnic and national origin, nationality, or any other personal characteristics other than the Employee's ability to perform the job. Suppliers must not subject workers to corporal punishment or physical, verbal, sexual, or psychological abuse or harassment. Supplier must not condone or tolerate such behavior by its Partners.

## **4. Ethical Business Practices**

Terviva maintains the highest ethical standards and expects its Suppliers

### **4.1 Compliance with Local and International Laws**

Suppliers are required to comply with all applicable laws and regulations in the countries in which they operate.

### **4.2 Gifts and Entertainment**

Supplier must not offer to Terviva's Employees or those acting on behalf of Terviva, such as distributors and auditors, gifts or anything else of value to obtain improper advantages or influence in Supplier's favor. Gifts include but are not limited to cash, favors, free goods and services, and entertainment.

### **4.3 Anti-bribery and Anti-corruption**

Suppliers must never offer, either directly or indirectly, any illegal payments, kickbacks, or any other advantages to any official of any government, political party, or government-controlled entity, nor to any person working for a private sector entity for the purpose of improperly obtaining, retaining or directing business or other services. Without limiting the foregoing, Suppliers must comply with all applicable anti-bribery and anti-corruption laws, including but not limited to relevant acts such as the U.S. Foreign Corrupt Practices Act or the UK Bribery Act.

### **4.4 Fair Competition**

Suppliers must be committed to a fair and competitive free market system and will compete in a fair manner in compliance with all applicable antitrust laws and regulations.

### **4.5 No Money Laundering**

Suppliers must abide by all anti-money laundering laws and have required processes and controls in place.

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<sup>1</sup> As defined in the United Nations [Declaration on the Rights of Indigenous Peoples](#) ("UNDRIP")

#### **4.6 Financial Fraud**

Suppliers must be committed to preventing, detecting, and reporting fraud.

#### **4.7 Grievance Mechanisms**

Suppliers are expected to have grievance mechanisms in place for all employees, subcontractors, and vendors to address grievances in a timely and fair manner.

#### **4.8 Confidentiality**

Suppliers must maintain the confidentiality of sensitive, confidential or proprietary information shared with them by Terviva, its clients, or its customers.

#### **4.9 Transparency and Traceability**

Terviva requires open and transparent dialogue and information exchange with its Suppliers. Suppliers must be able to provide traceability and sourcing information and data to Terviva upon request for any goods supplied to Terviva. Suppliers will not falsify such information and data.

#### **4.10 Avoiding Conflicts of Interest**

The Supplier will avoid any situations where a conflict of interest between the Supplier and Terviva may exist, including interactions and/or actions. In any such case, the Terviva Employee's duty is to act in Terviva's best interest. The Supplier will disclose to Terviva any potential or existing conflict of interest situation in its relationship with Terviva.

### **5. Environmental Sustainability**

Terviva is committed to conserving natural resources, sustainable agricultural practices and reducing adverse impacts on the environment. Terviva expects its Suppliers to understand, manage, and address the environmental risks, impacts, and responsibilities associated with the goods and services they provide. Suppliers must develop, implement, and maintain an effective environmental program (including policies and procedures) to mitigate environmental risks and promote environmentally responsible business practices, including working with their Partners to assess and address environmental and sustainability issues within their supply chains.

#### **5.1 Laws and Treaties**

Suppliers must:

- comply with and must ensure that their operations, Facilities, goods, and services comply with all applicable environmental laws, regulations, and treaties.
- obtain, keep current, and comply with all required environmental permits.
- comply with all relevant local legislation and regulations implementing the Nagoya Protocol.

#### **5.2 Waste & Recycling**

Suppliers must monitor, control, and appropriately treat any air emissions, wastewater, or solid waste resulting from their operations and Facilities. Handling of waste streams must comply with local regulations.

Suppliers are encouraged to implement procedures to:

- reduce waste;
- reuse materials where feasible;
- use environmentally friendly and non-toxic materials whenever feasible;
- recycle materials whenever feasible and required by law; and

- and reduce excess packaging.

### 5.3 Biodiversity and Ecosystem Health

Suppliers are expected to reduce the negative environmental impacts of their operations on biodiversity and ecosystem health.

Suppliers must develop, implement, and maintain procedures for:

- the proper use and management of land to prevent soil degradation;
- the prevention of deforestation or conversion of natural ecosystems (more information on *Terviva's Zero Deforestation Policy* can be found [here](#)); and
- the implementation of regenerative and sustainable agricultural and business practices;

Without limiting the foregoing, Suppliers involved in the collection or harvesting of “wild” pongamia are expected to manage such in a manner that ensures the regrowth of wild species.

### 5.4 Pesticides and Hazardous Substances

Suppliers must comply with all applicable laws and regulations regarding the prohibition and restriction of substances, including pesticides and hazardous substances.

### 5.5 Greenhouse Gas Emission Reductions

Suppliers should undertake greenhouse gas (“GHG”) emission monitoring, management, and reduction measures where reasonable.

## 6. Implementation and Communication

We expect our suppliers to support our commitment to work towards compliance with this Code by ensuring they and their employees have full knowledge of its contents and abide by it. We also expect our suppliers to communicate the requirements of this Code through their supply chains back to the primary production level to ensure they also comply with the principles set out in the Code.

Terviva reserves the right to confirm Supplier adherence to this Code through a desktop or on-site audit. If on-site audits are required, the Business Partner will be given sufficient warning and the audit will not unnecessarily disrupt their operations.

We encourage suppliers to raise concerns about ethical compliance or behavior of a Terviva employee or representative and to report such concerns to us. This can be done by contacting the usual business contact person at Terviva. In addition, ethical compliance concerns can be raised in confidence to Terviva's legal department by emailing [legal@terviva.com](mailto:legal@terviva.com).

Any additional questions, comments, or concerns should be directed to the usual business contact person at Terviva.