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Overture Promotions, Inc

800 S. Northpoint Blvd, Waukegan, IL 60085

Supplier Code of Conduct

Policy written by the Environmental, Social, and Governance (ESG) Department

Version 2.0

Release Date: 10/10/2025

1. Introduction

Overture Promotions conducts business with integrity, fairness, and respect for people and the planet. This Supplier Code of Conduct (“Code”) sets forth the standards of ethical, social, and environmental conduct expected of all suppliers, contractors, and business partners (“Suppliers”).

In accordance with Overture’s Sustainable Procurement Policy and Human Rights Policy, this code is designed in alignment with the following standards and frameworks:

- United Nations Universal Declaration of Human Rights (UDHR)
- International Labour Organization (ILO) Declaration on Fundamental Principles and Rights at Work
- UN Global Compact (Principles 1–10)
- OECD Guidelines for Multinational Enterprises
- UN Guiding Principles on Business and Human Rights (UNGPs)
- SA8000 Standard
- ISO 14001 Environmental Management Standard
- Ethical Trading Initiative (ETI) Base Code

All suppliers are expected to read, understand, and uphold this Code throughout their operations and supply chains.

2. Scope

This Code applies to all suppliers, contractors, subcontractors, service providers, agents, and strategic business partners that supply goods or services to Overture Promotions or act on its behalf.

Suppliers must ensure their employees and sub-suppliers understand and comply with this Code. Overture may request evidence of compliance and reserves the right to audit or terminate relationships for serious violations.

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3. Legal Compliance

Suppliers must comply with all applicable local, national, and international laws and regulations, including those related to:

- Labor and employment
- Human rights and non-discrimination
- Environmental protection and pollution control
- Occupational health and safety
- Data protection and privacy
- Product safety and labeling
- Anti-corruption and fair competition

Where local laws and international standards differ, Suppliers are expected to apply the higher standard or the one offering greater protection to workers and the environment.

Suppliers must remain informed of and adhere to trade restrictions, customs regulations, and import/export controls relevant to their operations.

4. Labor and Human Rights

Suppliers must respect the rights and dignity of all people in accordance with international standards.

4.1 Humane Treatment

Suppliers must treat all workers with dignity and respect and maintain a workplace free from harassment, abuse, intimidation, or inhumane treatment.

4.2 Forced Labor and Modern Slavery

- No form of forced, bonded, indentured, or prison labor is permitted.
- Workers must be free to leave employment with reasonable notice.
- Passports and identification documents must never be withheld.
- Recruitment shall follow the *Employer Pays Principle*—no worker may pay recruitment fees.

4.3 Child Labor and Young Workers

- No person under 15 years of age or under the legal minimum age shall be employed.
- Young workers (15–17) must not perform hazardous or night work and must receive protections appropriate to their age.

4.4 Freedom of Association and Collective Bargaining

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- Workers shall have the right to form and join trade unions and to bargain collectively.
- Where restricted by law, Suppliers shall allow alternative forms of worker representation and dialogue.

4.5 Non-Discrimination and Equal Opportunity

Suppliers shall prohibit discrimination based on race, color, religion, sex, sexual orientation, gender identity or expression, age, disability, national or social origin, ethnicity, pregnancy, marital or veteran status, or any protected status under law.

4.6 Fair Wages and Working Hours

- Compensation and benefits must meet or exceed legal and industry standards.
- Working hours, overtime, and rest periods must comply with applicable laws.
- Suppliers are encouraged to work toward providing a living wage.

4.6 Safe and Healthy Workplace

Suppliers must maintain safe, secure, and drug-free work environments; provide appropriate protective equipment and training; and implement preventive health and safety measures.

4.7 Worker Grievance and Non-Retaliation

Suppliers should provide workers with a way to raise concerns and seek resolution without fear of retaliation. Reports made in good faith — meaning sincerely and honestly — shall not result in penalty or adverse action.

5. Environmental Responsibility

Suppliers are expected to minimize environmental impacts and support Overture's sustainability goals by:

- Complying with environmental laws and regulations.
- Taking reasonable steps to reduce greenhouse gas emissions, energy, and water use.
- Managing waste responsibly and increasing reuse and recycling.
- Using sustainable, recyclable, or certified materials (e.g., FSC, GRS, GOTS, OEKO-TEX).
- Encouraging measurement and disclosure of environmental performance metrics where data is available.
- Setting improvement goals aligned with recognized frameworks such as the UN Global Compact and Science Based Targets initiative (SBTi).

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6. Ethical Business Conduct

Suppliers must uphold the highest standards of ethics and transparency.

- Zero tolerance for bribery, corruption, extortion, or embezzlement.
- Avoid conflicts of interest and anti-competitive behavior (price-fixing, bid-rigging, collusion).
- Suppliers must avoid offering or accepting gifts, entertainment, or benefits that could appear to improperly influence business decisions.
- Suppliers must not offer bribes or facilitation payments to public officials in any form.
- Suppliers must not trade on or disclose material non-public information obtained through their business with Overture.
- Protect Overture's confidential information and respect intellectual property rights of Overture and others.
- Comply with all data-protection laws and report any suspected breach promptly.

7. Diversity, Equity, and Inclusion

Suppliers should promote diverse, equitable, and inclusive workplaces and are encouraged to partner with minority-, women-, veteran-, Indigenous-, and LGBTQ+-owned businesses throughout their supply chains.

8. Transparency and Reporting

Suppliers are expected to maintain accurate and complete records related to their environmental, social, and ethical performance and, upon reasonable request, provide information or documentation to Overture Promotions to support due diligence, responsible sourcing, and ESG reporting efforts.

Suppliers must ensure that all claims, statements, or representations made regarding the environmental, social, or ethical attributes of products, materials, or manufacturing processes are truthful, substantiated, and verifiable. This includes, but is not limited to, claims such as "recycled," "recyclable," "biodegradable," "carbon neutral," "ethically sourced," "sustainably produced," or the use of third-party certifications or ecolabels (e.g., FSC, GRS, GOTS, OEKO-TEX, Fair Trade, SA8000).

Suppliers shall maintain supporting evidence or documentation for such claims, including relevant certificates, audit reports, test results, chain-of-custody documentation, or equivalent third-party verifications, and must provide this information to Overture upon request. Misleading, unsubstantiated, or deceptive environmental or ethical claims are strictly prohibited and may be considered a breach of this Code.

Suppliers are encouraged to develop management systems and performance indicators consistent with recognized international frameworks such as the UN Global Compact, OECD

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Guidelines for Multinational Enterprises, UN Guiding Principles on Business and Human Rights (UNGPs), and the ISO 14001 Environmental Management Standard, to ensure the accuracy, traceability, and continuous improvement of ESG performance and product-level claims.

Overture may prioritize business with Suppliers who demonstrate transparency, measurable improvement, verified ESG performance, and adherence to recognized certification or reporting frameworks (e.g., EcoVadis, Sedex, SBTi, or equivalent).

9. Monitoring and Compliance

- Suppliers are expected to self-monitor compliance with this Code and promptly address potential non-conformities.
- Overture may request self-assessments or third-party audits (e.g., Sedex SMETA, Amfori BSCI) where appropriate.
- Suppliers must cooperate with reasonable requests for information and take corrective action if violations are identified.

Failure to comply may result in suspension or termination of the business relationship.

10. Reporting Concerns

Suppliers are encouraged to report suspected violations of this Code or related policies to their Overture point of contact or through the Overture Whistleblower process. Reports may be made confidentially and, where permitted, anonymously. Retaliation against anyone raising a concern in good faith is strictly prohibited.

11. Governance and Continuous Improvement

This Code is maintained by Overture Promotions' ESG Compliance Department and reviewed annually in coordination with Senior Leadership to ensure alignment with international standards and applicable law.

Overture recognizes that responsible business practices evolve over time. Suppliers are therefore encouraged to assess and strengthen their environmental, social, and ethical performance on an ongoing basis — including efforts to reduce emissions and waste, advance fair labor practices, enhance diversity and inclusion, and uphold integrity throughout their operations and supply chains.

Overture seeks to collaborate with suppliers who demonstrate transparency, measurable progress, and a commitment to continuous improvement consistent with recognized frameworks such as the UN Global Compact, OECD Guidelines for Multinational Enterprises, and UN Guiding Principles on Business and Human Rights.

12. Reservation of Rights

Nothing in this Code restricts any person's right to report possible violations of law, cooperate with authorities, or make legally protected disclosures under applicable whistleblower laws or regulations.

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13. Contact Information

For any questions or concerns regarding this policy, please contact:

hello@overturepromotions.com

[Signature Page Follows]

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14. Code of Conduct Acknowledgment and Endorsement

By signing below, the Supplier acknowledges that they have read and understood this Supplier Code of Conduct and commit to conduct their business in a manner consistent with its principles. The Supplier affirms that they will take reasonable steps to promote these standards within their own operations and supply chains and to cooperate with Overture Promotions in supporting responsible, transparent, and ethical business practices.

Acknowledgments of Review and Approval

On behalf of Overture Promotions:

Signed by:
Signature: *Andrew Kelly*
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Name: Andrew Kelly

Title: ESG Compliance Manager

Date: 10/27/2025

On behalf of Supplier:

Company Name:

Authorized Representative:

Signature:

Title:

Date: