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Overture Promotions, Inc

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Sustainable Procurement Policy

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

Version 2.0

Release Date: 7/31/2025

1. Executive Introduction

At Overture Promotions, we believe sustainability is not only an imperative responsibility, but a strategic advantage contributing to long-term growth, resiliency, and market leadership. As a leading promotional products distributor with comprehensive in-house capabilities including global sourcing, design, webstore development, decoration, kitting, and fulfillment, we recognize that our purchasing decisions directly influence environmental outcomes, social equity, and ethical business practices across our value chain.

This Sustainable Procurement Policy reflects our commitment to integrating environmental, social, and governance (ESG) principles into every aspect of our procurement process. It supports our broader ESG strategy by guiding how we select, evaluate, and collaborate with suppliers and partners to promote responsible sourcing, reduce negative impacts and drive continuous improvement across our operations.

Through our Preferred Supplier Program, we prioritize partnerships with vendors who share our values, which include transparency, respect for human rights, environmental stewardship, information security, and ethical conduct. Suppliers are expected to adhere to our Code of Conduct and meet performance and transparency expectations related to ESG and data protection.

This policy also represents a step toward greater accountability and transparency, both internally and externally. Aligned with globally recognized frameworks such as the United Nations Global Compact, Sustainable Development Goals, and Universal Declaration of Human Rights, this policy intends to reinforce Overture's commitment to meaningful engagement with internal and external stakeholders as we strive to create a more inclusive, ethical, and sustainable supply chain.

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2. Scope

This Sustainable Procurement Policy applies to all individuals and entities involved in the procurement of goods and services on behalf of Overture Promotions, including:

- Procurement and Purchasing Employees
- Sales and Client Services Teams
- Operations and Warehouse Staff
- Senior Leadership and Executive Management
- Contracted Staff and Temporary Workers
- All Business Units, Subsidiaries, and Affiliate Entities (e.g., Eco Promotional Products)
- Third-Party Vendors, Manufacturers, and Suppliers
- Business Partners and Agents acting on behalf of Overture

This policy covers all procurement activities and stakeholder interactions across Overture's operations. All listed parties are expected to review, understand, support, and uphold the principles and requirements outlined herein.

3. Material Sustainable Procurement Topics

Overture Promotions has identified a set of material environmental, social, and governance (ESG) topics that inform this policy. These topics reflect the sustainability risks and opportunities most relevant to our business model, supply chain footprint, and stakeholder expectations. They were identified through internal review, supplier engagement, and market research, and align with globally recognized frameworks such as EcoVadis, the UN Global Compact, and the International Labour Organization (ILO) conventions.

Overture intends to conduct periodic materiality assessments to ensure these topics remain current, relevant, and responsive to evolving operations, stakeholder input, and industry trends.

Material sustainable procurement topics include:

- **Environmental Impacts:** Greenhouse gas emissions, waste generation, water usage, hazardous materials, sustainable material sourcing, plastic pollution, and packaging.
- **Human and Labor Rights:** Health and safety, fair wages, freedom of association, prevention of forced labor and child labor, and ethical working conditions.
- **Diversity and Inclusion:** Sourcing from diverse-owned businesses, including Indigenous, BIPOC, veteran, LGBTQ+, and women-owned enterprises.

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- **Ethical Practices:** Prevention of corruption, fraud, data breaches, and anti-competitive behavior.
- **Product Integrity:** Avoidance of greenwashing through substantiated environmental claims and use of verified third-party certifications.
- **Traceability and Transparency:** Conflict mineral due diligence, disclosure of raw material origins, and social compliance audits for high-risk suppliers.
- **Waste and Circularity:** Promotion of recyclable, reusable, or compostable product and packaging options; consideration of end-of-life product impacts.
- **Partnerships and Collaboration:** Engagement with responsible sourcing platforms (e.g., Sedex), environmental certification bodies, social audit organizations, and networks of diverse suppliers.

These topics guide our procurement strategy, supplier expectations, audit practices, and reporting efforts as we work toward a more responsible, resilient, and inclusive value chain.

4. Policy Commitments

Overture Promotions is committed to embedding sustainability, ethics, and transparency into our procurement practices. We expect our suppliers, contractors, and partners to support these principles through their operations, business practices, and supply chains.

These commitments are guided by our assessment of material environmental, social, and governance (ESG) topics and are supported by measurable targets tracked through our supplier engagement, auditing, and reporting practices. We also encourage all suppliers to pursue continuous improvement in their ESG performance, and we may require corrective actions where gaps are identified.

Our sustainable procurement commitments are organized into the following pillars:

4.1 Environmental Responsibility

Overture seeks to reduce the environmental impact of its supply chain by prioritizing the use of environmentally preferable products and materials, sustainable packaging, and practices that reduce greenhouse gas emissions, water usage, waste, and hazardous substances throughout the product lifecycle.

Suppliers must ensure any environmental or sustainability-related claims made about products, materials, or packaging are supported by recognized third-party certifications (e.g., FSC, GRS, GOTS, OEKO-TEX, Cradle2Cradle) or documented test results. Self-declared terms such as “eco-friendly,” “biodegradable,” or “green” may not be used without qualifying information and verifiable substantiation.

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4.2 Social Responsibility

Overture prioritizes ethical, inclusive, and human rights–respecting supply chains. We are committed to:

- Upholding international labor standards, including the Universal Declaration of Human Rights and ILO Conventions
- Prohibiting child labor, forced labor, and unsafe working conditions
- Supporting fair wages, reasonable working hours, and the right to collective bargaining
 - Promoting sourcing from diverse-owned businesses, including Minority-, women-, veteran-, and LGBTQ+-owned suppliers, Indigenous and Native American-owned businesses, Unionized or worker-owned operations, Certified B Corporations.

Suppliers identified as operating in high-risk countries or sectors must undergo a recognized third-party social compliance audit, such as a Sedex SMETA audit, Amfori BSCI audit, or equivalent. Overture uses the Sedex platform to assess supplier risk, review self-assessment questionnaires (SAQs), and monitor corrective actions. Suppliers may be required to provide documentation of audit results or progress updates on remediation efforts.

4.3 Ethical Business Conduct and Governance

To maintain integrity and transparency in our operations and partnerships, Overture enforces strict standards around:

- Zero tolerance for corruption, bribery, fraud, or money laundering
- Prevention of anti-competitive practices, such as price-fixing, collusion, or bid-rigging
- Responsible information security practices and protection of sensitive data

We also maintain a zero-tolerance policy for the use of conflict minerals. Suppliers must exercise due diligence to ensure that any tin, tantalum, tungsten, or gold (3TG) used in products sold to Overture is not sourced from conflict-affected or high-risk regions. Upon request, suppliers must disclose the country of origin of any high-risk raw materials or minerals used in the manufacturing of products we sell or procure.

5. Supplier Expectations

Overture Promotions expects all suppliers, contractors, and third-party partners to operate in alignment with our sustainability, ethical, and information security standards. These expectations apply to all vendors in our supply chain, with additional requirements for participants in our Preferred Supplier Program.

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5.1 General Supplier Requirements

All suppliers must:

- a) Conduct business in a manner consistent with international labor and human rights standards, including the ILO Core Conventions and the Universal Declaration of Human Rights
- b) Comply with applicable environmental laws and regulations and demonstrate efforts to reduce environmental impacts
- c) Uphold ethical business practices, including anti-corruption, anti-bribery, and fair competition
- d) Commit to responsible information handling and data privacy, especially where sensitive or customer personal data may be involved
- e) Avoid the use of conflict minerals and, upon request, disclose the country of origin for high-risk raw materials used in product manufacturing
- f) Substantiate any environmental or sustainability-related claims made about products or packaging with recognized third-party certifications or documentation

Suppliers may be asked to complete ESG assessments, participate in self-assessment questionnaires, or provide documentation of relevant certifications and audit findings.

5.2 Preferred Supplier Program Requirements

- a) Suppliers invited to join Overture's Preferred Supplier Program are subject to enhanced expectations and formal onboarding requirements. These include:
- b) Execution of a Master Service Agreement (MSA).
- c) Signing of a Data Processing Agreement (DPA), committing to the protection of customer and employee data, including personally identifiable information (PII).
- d) Signing of the Overture Supplier Code of Conduct, which affirms the supplier's commitment to labor rights, environmental stewardship, business ethics, and inclusion.
- e) Participation in supply chain transparency and audit practices, either through:
 - a. Membership in Sedex and completion of the Sedex Self-Assessment Questionnaire (SAQ), which is used to evaluate ESG and social compliance risk.
 - b. Or, provision of regular third-party ethical supply chain audits aligned with a recognized framework (e.g., Amfori BSCI, SA8000).
- f) Completion of Overture's Information Security & ESG Assessment, administered through Whistic, to ensure alignment with Overture's standards for cybersecurity and overall ESG performance

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Note: Suppliers determined to be high-risk—based on factors such as sector, geography, or assessment results—will be required to undergo a SMETA audit or an equivalent social compliance audit, regardless of Sedex membership or SAQ completion.

Overture reserves the right to reevaluate supplier status and request additional documentation or corrective actions as needed. Ongoing participation in the Preferred Supplier Program is contingent on meeting these expectations and demonstrating continuous alignment with our values.

6. Quantitative Targets & KPIs

Overture Promotions has established measurable targets to support the implementation and monitoring of this Sustainable Procurement Policy. These KPIs reflect our priority ESG topics, risk-based supplier engagement strategy, and commitment to continuous improvement. Targets will be reviewed periodically to ensure ongoing alignment with business needs and stakeholder expectations.

6.1 Policy Adoption & Supplier Participation

- **Code of Conduct Signature Rate:**
Achieve 75% signature rate for Overture's Supplier Code of Conduct among Preferred Suppliers by the end of 2026 (baseline: 2024).
- **Sedex SAQ Completion:**
Ensure 50% of Preferred Suppliers have completed the Sedex Self-Assessment Questionnaire (SAQ) by the end of 2030.
- **High-Risk Supplier Auditing:**
Ensure that 50% of suppliers identified as high-risk based on sector and region complete a recognized ethical supply chain audit (e.g., SMETA, Amfori BSCI) by the end of 2030.

6.2 Risk-Based Information Security & ESG Assessments (Whistic)

- **High-Risk Supplier Assessment Completion:**
Ensure that 100% of high-risk suppliers—defined as those with access to Overture customer PII—complete Overture's Information Security & ESG Assessment (via Whistic) by the end of 2027.
- **Low-Risk Supplier Assessment Completion:**
Ensure that 50% of low-risk suppliers complete the Information Security & ESG Assessment by the end of 2030.

6.3 Preferred Supplier Spend Optimization

- **Preferred Supplier Spend Rate:**
Increase the percentage of procurement spend with Preferred Suppliers from a 2024 baseline of 60% to:

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- 70% by end of 2026
- 80% by end of 2028
- 90% by end of 2030

6.4 Inclusion, Diversity & Continuous Improvement

- **Diverse-Owned Supplier Participation:**
Increase the number of certified diverse-owned suppliers in the Preferred Supplier Program by 25% by the end of 2027 (baseline: 2024).
- **Audit Remediation Response Rate:**
Ensure that 100% of audited high-risk suppliers with non-conformities provide a corrective action plan within 90 days of audit receipt.

7. Policy Implementation & Review

Overture Promotions is committed to ensuring this Sustainable Procurement Policy is actively implemented, maintained, and continuously improved across our operations and supplier relationships. To ensure its effectiveness and accountability, the following implementation and governance practices will be followed:

7.1 Roles and Responsibilities

- The **ESG Department** is responsible for managing implementation of this policy and overseeing key supplier engagement programs, including:
 - Administration of the Preferred Supplier Program in collaboration with the Director of Sales.
 - Oversight of the Sedex platform, including onboarding, SAQ review, and audit tracking
 - Coordination of Master Service Agreement (MSA) execution and documentation
 - Monitoring supplier risk and ESG alignment
- The **ESG Department and IT Department**, in collaboration, are responsible for the administration and completion of supplier Information Security & ESG Assessments via the Whistic platform. This includes evaluating cybersecurity and ESG practices for high-risk suppliers and managing follow-up as needed.
- The **Procurement and Purchasing Teams** are responsible for ensuring sourcing decisions align with this policy and for partnering with the ESG Department to prioritize spend with compliant Preferred Suppliers.

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- **Senior Leadership** is accountable for endorsing the policy, providing adequate resources for implementation, and ensuring alignment with Overture's broader ESG and business strategies.

7.2 Communication and Internal Engagement

- This policy will be shared with all internal stakeholders involved in supplier engagement, including Procurement, Sales, Operations, and IT.
- It will be included in onboarding and recurring training for applicable departments, emphasizing how team members can support sustainability, ethical sourcing, and risk mitigation.
- Internal performance updates and progress toward targets will be communicated through regular ESG reporting and internal stakeholder meetings.

7.3 External Communication and Supplier Engagement

- This policy will be shared with suppliers during onboarding and as part of supplier qualification processes.
- Preferred Suppliers will be required to comply with expectations outlined in this policy and relevant documents such as the Supplier Code of Conduct, Sedex onboarding materials, and Information Security assessments.
- This policy may be made available to customers, partners, or stakeholders upon request. Overture reserves the right to control access and may require a signed non-disclosure agreement (NDA) prior to distribution.

7.4 Review and Continuous Improvement

- The ESG Department will formally review this policy annually in coordination with internal stakeholders to ensure relevance, performance, and alignment with evolving ESG standards and business priorities.
- Revisions may be made in response to:
 - Legal or regulatory changes
 - Supplier performance data or risk insights
 - Changes in corporate strategy or stakeholder expectations
- All updates will be documented and communicated appropriately to internal teams and external stakeholders, as needed.

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8. Acknowledgment & Governance

This policy is formally endorsed by Overture Promotions' Senior Leadership and reflects our continued commitment to responsible sourcing, ethical business practices, and ESG performance across the supply chain.

8.1 Internal Acknowledgment

- Relevant employees, including those in ESG, Procurement, Sales, Operations, and IT, are expected to review and understand this policy.
- The policy will be included in training and onboarding for applicable staff.
- All internal stakeholders involved in supplier engagement must uphold the expectations outlined in this policy and collaborate on implementation where applicable.

8.2 Supplier Acknowledgment

- The expectations described herein are reflected in the Supplier Code of Conduct, the signing of which is required for continued enrollment in the Preferred Supplier Program. The standards outlined in this policy apply to all supplier partners and service providers of Overture Promotions, regardless of program status.
- By signing the Supplier Code of Conduct and/or participating in Overture's Preferred Supplier Program, suppliers affirm their commitment to comply with ESG, information security, and compliance expectations described in this policy and associated assessments or documentation.

8.3 Policy Governance and Version Control

- This policy is maintained by the ESG Department and reviewed annually in collaboration with Senior Leadership.
- Updates are tracked through a version control process. The current version, including review date, may be made available to external stakeholders upon request and subject to appropriate confidentiality controls.

8.4 Contact Information

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

hello@overturepromotions.com

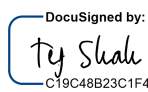
[Signature Page Follows]

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9. Policy Acknowledgment & Endorsement

This Sustainable Procurement Policy has been reviewed and approved by the Senior Leadership of Overture Promotions. The signatories below affirm the organization's commitment to implementing and maintaining the practices, expectations, and procedures outlined in this policy. This endorsement reflects our collective responsibility to promote sustainability, transparency, and ethical conduct across all procurement and supplier engagement activities.

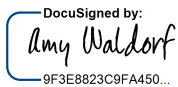
Acknowledgments of Review and Approval

Signature:  DocuSigned by:
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Name: Tej Shah

Title: Chief Executive Officer

Date: 9/11/2025

Signature:  DocuSigned by:
9F3E8823C9FA450...

Name: Amy Waldorf

Title: Vice President of Sales

Date: 9/17/2025

Signature:  Signed by:
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Name: Andrew Kelly

Title: ESG Compliance Manager

Date: 9/11/2025

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10. Revision History:

Revision History and Review Date	Summary of Change	Author
July 16, 2025	Version 2.0 drafted & submitted for approval	Andrew Kelly, ESG Compliance Manager
August 04, 2025	Added Appendix A: Indigenous & Native American Supplier Inclusion & Reconciliation.	Andrew Kelly, ESG Compliance Manager

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11. Appendices

Appendix A: Indigenous & Native American Supplier Inclusion & Reconciliation

Overture Promotions recognizes the importance of contributing to economic reconciliation with Indigenous and Native American communities through our procurement practices.

As part of our commitment to responsible sourcing and supplier diversity, we will:

- Actively seek and include Indigenous- and Native American–owned businesses in our supplier selection process, particularly for culturally relevant projects or partnerships.
- Prioritize Indigenous-owned suppliers for consideration within our Preferred Supplier Program where they meet product, quality, and service standards.
- Track and evaluate our engagement with Indigenous-owned vendors as part of our broader ESG and supplier diversity goals.

We will review these commitments periodically to ensure they remain practical, measurable, and aligned with our operational capacity and ESG objectives.