

Supplier Code of Conduct

Overture Promotions, Inc

800 S. Northpoint Blvd, Waukegan, IL 60085

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

Version 3.0

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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 ethical, social, environmental, product integrity, data protection, and business conduct standards expected of all suppliers, contractors, service providers, global partners, third-party logistics providers, distributors, subcontractors, agents, and other business partners (“Suppliers”) that provide goods or services to Overture Promotions or act on its behalf.

This Code supports Overture’s responsible sourcing program and is intended to help strengthen transparency, accountability, and continuous improvement across our supply chain. It is designed to remain consistent with Overture’s Sustainable Procurement Policy, Human Rights Policy, ESG reporting commitments, and broader governance expectations.

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)
- Fair Labor Association (FLA) Fair Labor Code
- SA8000 Standard
- ISO 14001 Environmental Management Standard
- Ethical Trading Initiative (ETI) Base Code

Suppliers are expected to read, understand, and uphold this Code throughout their operations and, where applicable, communicate equivalent expectations to subcontractors, sub-suppliers, and business partners involved in Overture-related work.

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2. Message From Our Chief Executive Officer

At Overture Promotions, we believe how we do business is just as important as the results we deliver. Our success depends on strong partnerships with suppliers around the world, and we are committed to conducting business with integrity, transparency, and accountability across our entire supply chain.

This Supplier Code of Conduct reflects the standards we expect from ourselves and from the partners who help us serve our customers. We expect our suppliers to comply with all applicable laws and regulations, operate ethically, respect human rights, provide safe and fair working conditions, protect confidential and personal information, and demonstrate responsibility for the environmental impact of their operations. Product safety, compliance, and responsible sourcing are also fundamental expectations of doing business with Overture.

We recognize that building a responsible and resilient supply chain is an ongoing effort. It requires open communication, transparency, and a shared commitment to continuous improvement. We value suppliers who proactively address challenges, embrace accountability, and work collaboratively to strengthen their business practices over time.

As CEO, I fully endorse the principles outlined in this Supplier Code of Conduct and the important role they play in maintaining the trust of our customers, employees, suppliers, and communities. Together, we can continue building a supply chain that reflects our shared commitment to responsible business practices and long-term sustainable success.

Thank you for your partnership and for supporting these standards.



Tej Shah
Chief Executive Officer
Overture Promotions

3. Scope

This Code applies to all suppliers, contractors, subcontractors, factories, decorators, service providers, global partners, fulfillment providers, third-party logistics providers, distributors, agents, and strategic business partners that supply goods or services to Overture Promotions or act for or on behalf of Overture Promotions.

For purposes of this Code, "Overture Promotions" includes Overture Promotions, Inc. and its affiliated business units and brands, including Eco Promotional Products, Blue Soda Promo, Pride Products, and Brandon. The requirements and expectations outlined in this Code apply equally to suppliers and business partners supporting any Overture-affiliated entity, brand, or business unit.

Suppliers are responsible for ensuring that their employees, subcontractors, sub-suppliers, and other business partners involved in Overture-related work understand and comply with standards that are consistent with this Code. Overture may request evidence of compliance and reserves the right to suspend, terminate, or otherwise reconsider business relationships for serious or unresolved violations. Overture may update this Code periodically and suppliers are expected to comply with the most current published version.

4. Legal Compliance

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

- Labor, employment, and social security
- Human rights and non-discrimination
- Environmental protection, pollution control, and chemical management
- Occupational health and safety
- Data protection, privacy, and cybersecurity
- Product safety, labeling, testing, and restricted substances
- Anti-corruption, anti-money laundering, sanctions, trade compliance, and fair competition

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

Suppliers must remain informed of and adhere to trade restrictions, customs requirements, import/export controls, sanctions requirements, and other regulations relevant to their operations and Overture-related work.

5. Labor, Human Rights, and Working Conditions

Suppliers must respect the rights and dignity of all people in accordance with international labor and human rights standards. Overture's labor expectations are informed by the FLA Fair Labor Code, ILO standards, and other recognized human rights frameworks.

5.1 Employment Relationship

Suppliers must adopt and follow rules and conditions of employment that respect workers and safeguard their rights under applicable labor, employment, and social security laws and regulations. Workers should receive clear information about the terms and conditions of employment, including wages, benefits, working hours, leave, and applicable workplace rules.

Suppliers must not use temporary, contract, apprentice, migrant, or other labor arrangements in a manner intended to avoid legal obligations to workers. Suppliers must maintain accurate employment, payroll, timekeeping, age-verification, and legally required worker records.

5.2 Humane Treatment

Suppliers must treat all workers with dignity and respect and maintain workplaces free from harassment, abuse, intimidation, coercion, threats, corporal punishment, or inhumane treatment. No worker shall be subject to physical, sexual, psychological, or verbal harassment or abuse.

5.3 Forced Labor and Modern Slavery

- No form of forced, bonded, indentured, prison, trafficked, or involuntary labor is permitted.
- Workers must be free to leave employment with reasonable notice and must not be restricted from leaving the workplace or employer-provided housing outside of lawful, reasonable, and clearly communicated workplace requirements.
- Passports, identity documents, work permits, or other personal documents must not be withheld from workers.
- Recruitment shall follow the Employer Pays Principle. Workers must not be required to pay recruitment fees or related costs as a condition of employment.

5.4 Child Labor and Young Workers

- No person under 15 years of age, under the age for completion of compulsory education, or under the legal minimum working age, whichever is highest, shall be employed.
- Young workers between the ages of 15 and 17 must not perform hazardous work, night work, or work that may compromise their health, safety, education, or development.
- Suppliers must maintain reliable age-verification procedures and records.

5.5 Freedom of Association and Collective Bargaining

- Workers shall have the right to form, join, or refrain from joining trade unions or worker organizations of their choice and to bargain collectively, consistent with applicable law.
- Where these rights are restricted by law, Suppliers shall allow alternative forms of lawful worker representation, consultation, and dialogue.
- Workers shall not face retaliation, harassment, intimidation, or discrimination for exercising lawful rights to association or collective bargaining.

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5.6 Non-Discrimination and Equal Opportunity

Suppliers shall prohibit discrimination in hiring, compensation, promotion, discipline, termination, retirement, access to training, or other employment practices based on race, color, religion, sex, sexual orientation, gender identity or expression, age, disability, national or social origin, ethnicity, pregnancy, marital or veteran status, political opinion, union affiliation, or any other protected status under applicable law.

5.7 Diversity, Equity, and Inclusion

Suppliers should foster equitable, inclusive, and respectful workplaces where individuals are treated with dignity and provided equal opportunity to contribute and succeed.

Suppliers are encouraged to support fair employment practices, access to training and development opportunities, and a workplace culture that values diverse perspectives and backgrounds.

Suppliers are also encouraged to support opportunities for diverse, small, local, and historically underrepresented businesses within their own supply chains where practical and lawful.

Overture supports efforts to remove barriers to opportunity and encourages suppliers, where practical and lawful, to promote inclusion and equal opportunity throughout their operations and business practices.

5.8 Fair Wages, Benefits, and Working Hours

- Compensation and benefits must meet or exceed applicable legal requirements and prevailing industry standards, whichever is higher.
- Suppliers must provide all legally required benefits and maintain accurate wage and hour records.
- Suppliers are expected to work toward compensation practices that support workers' basic needs.
- Working hours, overtime, and rest periods must comply with applicable law. Regular working hours should not exceed 48 hours per week, and workers should receive at least 24 consecutive hours of rest in every seven-day period.
- Overtime must be voluntary, compensated at a premium rate where required by law or contract, and not requested on a regular basis. Except in exceptional circumstances, total regular and overtime hours should not exceed 60 hours in a week.

5.9 Safe and Healthy Workplace

Suppliers must provide safe, secure, and healthy work environments and take reasonable steps to prevent accidents, injuries, and illness arising out of or linked to work. Suppliers must provide appropriate safety training, protective equipment, emergency preparedness procedures, sanitation, access to clean drinking water, and preventive health and safety measures relevant to their operations.

Suppliers must responsibly manage workplace environmental conditions that may affect worker health and safety, including chemical handling, air quality, waste, noise, sanitation, fire safety, machine guarding, and exposure controls where relevant.

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5.10 Worker Grievance and Non-Retaliation

Suppliers must provide accessible, confidential, and non-retaliatory channels for workers to raise concerns, seek resolution, and report suspected violations. Reports made in good faith shall not result in penalty, retaliation, or adverse action. Suppliers are expected to review, investigate, and address concerns in a timely and appropriate manner.

6. Environmental Responsibility

Suppliers must minimize environmental impacts and support Overture's sustainability goals by:

- Complying with applicable environmental laws, regulations, permits, and reporting requirements.
- Taking reasonable steps to reduce greenhouse gas emissions, energy use, water use, waste, and pollution.
- Managing waste responsibly and increasing reuse, recycling, recovery, and other circularity practices where practical.
- Supporting lower-impact packaging, recycled or certified material options, responsible material selection, and product lifecycle considerations where applicable.
- Using sustainable, recyclable, recycled-content, or certified materials only where claims can be substantiated, including certifications such as FSC, GRS, GOTS, OEKO-TEX, Fair Trade, SA8000, or equivalent, where relevant.
- Maintaining appropriate controls for chemicals, hazardous materials, wastewater, air emissions, and other environmental impacts associated with products or operations.
- 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, GHG Protocol, ISO 14001, or Science Based Targets initiative (SBTi), where appropriate.

Upon reasonable request, Suppliers are expected to provide available information relevant to Overture's environmental reporting and responsible sourcing efforts, which may include data related to materials, packaging, manufacturing location, transportation, energy use, emissions, waste, water, certifications, or improvement initiatives.

7. Product Safety, Compliance, and Restricted Materials

Suppliers must comply with applicable product safety, quality, testing, labeling, chemical, restricted substance, and documentation requirements for products supplied to or on behalf of Overture. Suppliers must provide accurate product specifications, test reports, certificates, compliance documentation, country-of-origin information, and other supporting records upon reasonable request.

Suppliers must promptly notify Overture of any known or suspected product safety, regulatory, labeling, quality, or restricted substance issue that may affect products supplied to or on behalf of Overture, including product recalls, regulatory actions, safety notices, test failures, or other compliance issues related to products supplied to or on behalf of Overture.

8. Ethical Business Conduct

Suppliers must uphold high standards of ethics, integrity, and transparency. Suppliers must:

- Maintain zero tolerance for bribery, corruption, extortion, embezzlement, facilitation payments, fraud, money laundering, sanctions evasion, or improper trade practices.
- Avoid conflicts of interest and promptly disclose any actual or potential conflict involving Overture business.
- Avoid anti-competitive conduct, including price-fixing, bid-rigging, market allocation, collusion, or improper exchange of competitively sensitive information.
- Avoid offering or accepting gifts, entertainment, favors, or benefits that could improperly influence, or appear to improperly influence, business decisions.
- Not offer bribes, improper payments, political contributions, charitable donations, or anything of value to public officials or private parties for an improper business advantage.
- Not trade on or disclose material non-public information obtained through business with Overture.
- Protect Overture's confidential information and respect the intellectual property rights of Overture, customers, suppliers, and others.
- Comply with applicable data protection, privacy, and cybersecurity laws and promptly report any suspected breach or unauthorized access involving Overture or customer information.

9. Data Protection, Privacy, and Information Security

Suppliers that access, process, store, transmit, or otherwise handle Overture, customer, employee, or confidential information must maintain appropriate technical and organizational safeguards to protect such information from unauthorized access, disclosure, alteration, or destruction. Suppliers should implement reasonable administrative, technical, and physical safeguards appropriate to the nature of the information they process and services they provide.

Suppliers must cooperate with reasonable due diligence requests related to information security, data protection, privacy, and business continuity, particularly where the Supplier provides technology services, processes data, hosts systems, or is otherwise considered high criticality based on spend, operational relevance, or customer requirements.

10. Transparency, Traceability, and Reporting

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

Suppliers should maintain reasonable visibility into their own supply chains and be prepared to identify key production sites, subcontractors, material sources, or service providers relevant to Overture products or services upon request, particularly for higher-risk products, geographies, customer programs, or regulated categories.

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11. Product Claims and Greenwashing Prevention

Suppliers must ensure that all claims, statements, or representations regarding the environmental, social, ethical, safety, quality, or material attributes of products, packaging, materials, facilities, or manufacturing processes are truthful, substantiated, accurate, and verifiable. This includes, but is not limited to, claims such as “recycled,” “recyclable,” “biodegradable,” “compostable,” “carbon neutral,” “ethically sourced,” “responsibly made,” “sustainably produced,” or the use of third-party certifications or ecolabels.

Suppliers must maintain supporting evidence for such claims, including relevant certificates, chain-of-custody records, material composition documentation, audit reports, test results, product-level certificates, facility certifications, or equivalent third-party verification, 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 should not provide sustainability, social responsibility, environmental, certification, or product-impact claims for Overture-related use unless they can provide adequate supporting documentation upon request.

12. Monitoring, Audits, Corrective Action, and Supplier Engagement

Suppliers are expected to self-monitor compliance with this Code and promptly address potential non-conformities. Depending on risk, spend, customer requirements, product category, geography, data exposure, or operational relevance, Overture may request supplier self-assessments, ESG questionnaires, information security assessments, third-party audit documentation, certification evidence, Sedex, EcoVadis, or equivalent platform participation, or other reasonable documentation.

Overture may request third-party audits or review existing audit documentation, including but not limited to Sedex SMETA, Amfori BSCI, SA8000, WRAP, FLA-aligned assessments, or equivalent audits where appropriate. Suppliers must cooperate with reasonable requests for information and must not falsify, conceal, or misrepresent records or conditions.

Where violations, gaps, or non-conformities are identified, Suppliers may be required to develop and implement a corrective action plan, provide evidence of remediation, and participate in follow-up reviews. Overture may consider the severity, recurrence, transparency, cooperation, and remediation progress when determining appropriate next steps. Failure to comply with this Code or to address serious or unresolved violations may result in suspension, termination, or reconsideration of the business relationship.

Overture will prioritize business relationships with suppliers that demonstrate transparency, measurable improvement, responsible sourcing practices, audit visibility, effective corrective action management, and a commitment to continuous improvement in environmental, social, ethical, and compliance performance.

13. Reporting Concerns

Suppliers are encouraged to report suspected violations of this Code, applicable laws, or related Overture policies. Concerns may be raised in good faith without fear of retaliation.

Reports may be submitted to the Supplier's primary Overture point of contact or directly to the ESG Compliance Manager. If the concern involves the Supplier's primary Overture point of contact, the ESG Compliance Manager, or otherwise presents a conflict of interest, or if the reporting party believes the concern cannot be appropriately addressed through the normal process, reports may instead be submitted to the Chief Operating Officer.

Primary Contact:

Andrew Kelly
ESG Compliance Manager
AndrewK@overturepromo.com

Escalation Contact:

Brian Lisinski
Chief Operating Officer
BrianL@overturepromo.com

Overture will review reported concerns and, where appropriate, investigate and address issues in a timely and reasonable manner.

14. Governance and Continuous Improvement

This Code is maintained by Overture Promotions' ESG Compliance Department and reviewed annually in coordination with Senior Leadership to support alignment with international standards, applicable law, evolving customer expectations, and Overture's ESG program priorities.

Overture recognizes that responsible business practices evolve over time. Suppliers are therefore encouraged to assess and strengthen their environmental, social, labor, ethical, product safety, data protection, and governance practices on an ongoing basis, including efforts to reduce emissions and waste, improve workplace conditions, support responsible sourcing, enhance product transparency, 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, UN Guiding Principles on Business and Human Rights, FLA Fair Labor Code, and ISO 14001 Environmental Management Standard.

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15. 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.

16. Contact Information

For any questions or concerns regarding this Code, responsible sourcing expectations, supplier compliance requirements, or related concerns, please contact:

Andrew Kelly

ESG Compliance Manager

AndrewK@overturepromo.com

[Signature Page Follows]

17. Executive Approval and Governance

This Supplier Code of Conduct has been approved by Overture Promotions' leadership and reflects the standards expected throughout Overture Promotions and its affiliated business units and brands, including Eco Promotional Products, Blue Soda Promo, Pride Products, and Brandon. The Code is maintained by the ESG Department and reviewed periodically to support alignment with applicable laws, industry standards, customer expectations, and Overture's responsible sourcing commitments.

Approved By:

Signature: 

Name: Tej Shah

Title: Chief Executive Officer

Date: August 14, 2026

Signature: 

Name: Andrew Kelly

Title: ESG Compliance Manager

Date: August 14, 2026

Effective Date: August 1, 2026

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