



IMPLUS FOOTCARE, LLC

Vendor Code of Conduct Policy Statement

Implus Footcare, LLC and its affiliates (“Implus”) conduct business in compliance with all applicable laws and regulations and in an ethical manner that recognizes and affirms the dignity of all people and the importance of protecting the environment in which we operate. To this end, we are committed to working with our Vendors and their agents, suppliers, subcontractors and representatives (collectively referred to as “Vendor”) to ensure that the products we sell are made in factories under conditions that reflect our values and standards. While this statement outlines the framework of our commitment, our Code of Conduct (or “Code”), below, sets forth the standards we pledge to uphold and require of all of our Vendors.

Implus will use the principles set forth in this Code as criteria in the selection and retention of Vendors. If a Vendor’s factory is found to be in violation of the Code, we will insist that the Vendor take corrective action within a reasonable timeframe established by Implus, and if the violation is not corrected within the required timeframe, we will not engage in, or will cease doing business with, that Vendor. In certain circumstances or for egregious or willful violations, Implus may, at its sole discretion, immediately cease doing business with a Vendor. These are referred to as “zero-tolerance” violations.

By entering into an agreement to provide products to Implus, our Vendors agree to abide by the standards set out in the Code. Implus and our Vendors commit to effectively sharing our standards to everyone engaged in the production and supply of our products or services. This information will be shared by: (1) requesting a posting of our Code in all factories producing products for Implus (see below requirement); (2) by referencing the Code in agreements with our business partners; and (3) by requesting periodic recertifications from our business partners. Furthermore, we commit to taking appropriate measures to ensure compliance with the standards, including, but not limited to, conducting on-site inspections, reviewing records and documents, and holding confidential interviews with workers.

If a Vendor factory is found to be in violation of the Code, the Vendor will be requested to take corrective action within a designated timeframe. While we prefer to support and encourage continuous improvement toward compliance, should a Vendor be unwilling or unable to meet our requirements in a timely manner, we will be forced to cease doing business with that Vendor. In these ways, Implus pledges to stay true to our values underpinning our socially accountable sourcing standards.

Vendor Code of Conduct

GENERAL REQUIREMENTS

Vendors must at all times, operate in full compliance with the applicable local and national laws of the respective countries, including all laws, rules, and regulations, including those related to labor, worker health and safety, the environment and anti-corruption measures. If the applicable law, rule, or regulation and the Code address the same issue, the more stringent provision applies.

Vendors shall post in each factory producing for Implus this Code in a space readily visible to all employees, in as many languages as necessary to ensure that the policy is understood by factory management and workers.

Vendors shall allow Implus, or its designated third-party, full access to the facilities (either announced or unannounced) used to produce their products. Implus reserves the right to take affirmative measures to implement and monitor these standards, including, but not limited to, conducting on-site inspection of production facilities, review of relevant records, and confidential interviews with workers and management, all without prior notice.

Vendors shall not contract or subcontract the production of our merchandise to any factory or facility without Implus' prior approval. All such contracted or subcontracted suppliers will be subject to the same standards and requirements outlined in this Code.

CHILD LABOR

Vendors shall not employ any person under the age of 16, or under the age of compulsory education, or under the minimum age established by the local and country labor laws, whichever is higher. Moreover, Vendors must comply with all applicable local and national laws and regulations governing working conditions for minors.

FORCED OR COMPULSORY LABOR

Vendors shall not use forced or compulsory labor of any kind, including prison, bonded, or indentured labor.

Vendors shall not engage or transact with entities that directly or indirectly use forced or compulsory labor of any kind, including prison, bonded, or indentured labor.



DISCRIMINATORY PRACTICES

Vendors shall not discriminate against any employee or candidate based on personal characteristics, such as race, gender, age, nationality, religion, disability, marital status, maternity or post-natal status, political beliefs, sexual orientation, or membership in an employee organization.

HARASSMENT AND ABUSE

Vendors must treat their workers with respect and dignity.

Vendors shall not permit any type of physical, verbal, sexual, or psychological harassment or abuse of employees.

FREEDOM OF ASSOCIATION AND COLLECTIVE BARGAINING

Vendors shall respect the rights of employees to freely join organizations of their choice and bargain collectively. Employees that choose to join or refrain from joining an employee organization shall not be threatened or coerced in their decision.

HOURS OF WORK

Vendors shall comply with applicable laws and industry standards on working hours. In any event, hourly works shall no, on a regular basis, be required to work in excess of 48 hours per week. Overtime shall be voluntary and shall not normally exceed 12 hours per week. In accordance with country laws, employees shall be compensated for overtime hours at a premium above their regular hourly rate. All employees shall receive at least one day off per seven-day period.

WAGES AND BENEFITS

Vendors shall ensure that workers are paid on a regular basis at least the legally mandated minimum wage, or the prevailing industry wage, whichever is higher, and be provided on a regular basis pay slips that clearly state the income earned, any deductions taken, and wages received. Any deductions shall be made in a transparent manner in accordance with all local and national laws. Vendors shall ensure that employees receive legally mandated benefits for leave, including paid holidays and vacation.

HEALTH AND SAFETY

Vendors shall provide a safe and healthy working environment. Vendors shall ensure that working, and where applicable, living, conditions provide for the health and safety of all employees. Where hazards exist, employees



shall be thoroughly trained to adequately protect themselves from harm, and shall be provided adequate protective equipment and training to use the equipment when needed. Emergency situations and events should be identified and assessed, and their impact minimized, by adopting appropriate emergency plans and response procedures.

ENVIRONMENT

Vendors shall comply with all applicable environmental laws, rules, and regulations, at their facilities and in the communities in which they operate, particularly with respect to water, energy, hazardous chemicals, air quality, and waste. Appropriate management and oversight systems should be implemented to ensure that manufacturing practices meet these environmental objectives and that incorporate environmentally responsible practices into all of their activities.

CORRUPTION AND BRIBERY

Vendors shall prohibit bribery in any form, whether direct or indirect, and must not make any gifts or payments to government officials that could bear the appearance of impropriety.

DOCUMENTATION

Vendors shall retain all relevant records and documentation in accordance with national and local laws and as needed to demonstrate compliance with this Code.