

KARIBAN

BUSINESS ETHICS CHARTER



« The approval of reason is not enough to adopt ethics. You also need the support of the heart ».

Zaki Mubarak (Poet 1892 – 1952)

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Kariban is a member of the United Nations Global Compact.



As a member of amfori, we have integrated in our processes the related Codes of Conduct¹, and we therefore encourage our business partners to join it.



Member of amfori, the leading global business association for sustainable trade.
For more information visit www.amfori.org.

¹ Cf. amfori/BSCI and amfori/BEPI Codes of conduct (<https://www.amfori.org/en>) the principles and requirements of which are notably included in its Kariban Suppliers Code of Conduct.

PREAMBLE

Considering the commitments made under its Corporate Social Responsibility (CSR), Kariban carries out its activities in accordance with internationally recognized standards of conduct. This implies, in particular, demonstrating our exemplarity by applying the high principles and requirements which are described below and which specify our CSR Charter strategic commitment number six : « ensure business ethics ».

We wish to draw the attention of our stakeholders to the fact that our Ethics Charter provisions application is part of the spirit of our company, to which are associated the values of trust and responsibility. It is therefore not simply a question of recalling the imperative need to comply with laws and regulations, but of mobilizing everyone's capacity for reflection, sense of responsibility and altruism for the success and protection of all of us. Indeed, we are convinced that such a level of ethical requirement can only have a positive impact on our entire industry, by strengthening trust within our ecosystem, the reliability of our exchanges and the solidity of our relationships.

With regard to our employees, whatever their positions and their missions in the company, we expect them to apply these provisions with sincerity in all the professional situations with which they are confronted on a daily basis and that they do their utmost to disseminate them widely, that is to say, by systematically encouraging the support of all their internal and external working partners.

That's why, in order to ensure its dissemination, its influence, and above all, its proper application, this Charter is systematically presented to all employees when they are hired. It is also made available to external stakeholders, on request, with the aim of making progress together and continuously in compliance with best CSR practices.

I. INTERNAL ETHICS

A. Conflict of interest

A conflict of interest can be defined as any situation of conflict between the collective interest of Kariban and private interests, which may have an influence on the decision-making of an employee. The mere appearance of a conflict of interest could damage the image of Kariban. Employees in this situation must always put the collective interest first. In case of doubt, employees must report to their hierarchy the potential existence of such conflicts of interest, so that a decision can be made with complete objectivity. This may, for example, result in the withdrawal of a case by an employee in a situation of conflict of interest or the establishment of support by another employee. A conflict of interest can arise, for example, when a family member works for a competitor, customer or supplier. This may also be the case when an employee holds securities in a third-party company. In these different cases, the employee must inform her/his hierarchy, so that such a situation does not cause her/him any difficulty in her/his activities and that any measures are put in place to manage it.

B. Active and passive corruption

Active corruption presupposes that an individual has entered into a relationship with a person holding public authority, charged with a public service mission or vested with a public elective mandate, in order to solicit from this public official that he fulfills (*or refrains from performing*), for remuneration, an act falling within her/his post/duties, mission or office, or even, facilitated by her/his post/duties, mission or office.

Passive corruption can be defined as the corrupt public official activity, which results in the solicitation or approval of gift(s) or any other advantage, and this, with a view to the accomplishment or abstaining from acts in links with her/his post/duties, mission or office, or facilitated by her/his post/duties, mission or office.

Beyond the repression of public corruption, the law takes care to incriminate the behavior of those who would consider corrupting people who do not have the status of public official, who would yield to such a proposal, or even who would formulate.

Kariban requires its employees and stakeholders to refrain from any actions that may result in, or be interpreted as, a corruption attempt towards public and/or private persons.

C. Money laundering

Money laundering is the act of facilitating, by any means, the perpetrator of a crime or misdemeanor property or income origin false justification, having provided him with a direct or indirect profit.

Also constitutes money laundering, the fact of providing assistance to an operation of investment, concealment or conversion of the direct or indirect crime or offence proceeds.

Kariban has a very strict policy with regard to the choice of its financing and its investments. Thus, before any operation, a prior verification of the economic context and the organizations involved is systematically carried out, in order to ensure the legality of such an operation.

In addition, Kariban ensures books-keeping as well as strict compliance with tax rules, to ensure complete transparency as well as sincere and regular reporting.

D. Gift and invitation policy

As aforementioned, Kariban is a company that promotes business ethics and actively fights against corruption. This is why we exercise constant vigilance with regard to gifts and invitations. Indeed, these are important and must be authorized in the context of maintaining good business relations, as well as courtesy towards our various partners, whether public or private. For those that are for the benefit of our employees, they also remain authorized if it follows the normal course of business.

Nevertheless, to avoid any ambiguity, these gifts or invitations must be regulated in a transparent manner. Indeed, depending on their type/value, they can be considered as a means of influencing

an employee in her/his decision-making (*feeling of being indebted*). This could thus be assimilated to corruption or influence peddling, which would harm our business. This is the reason why, in the event of gifts or invitations of a certain importance, the employee must inform her/his hierarchy who determines the action to be taken on a case-by-case basis.

As a general rule, any employee who finds herself/himself in such a situation must in particular ask herself/himself whether her/his personal interests do not come into conflict with those of Kariban, and whether by an observer who has an outside view of the situation, it could be perceived as such.

Similarly, towards our external partners, we must be careful not to offer gifts that could appear or be perceived as bribery and corruption.

E. Fraudulent dealing with corporate assets

Employees undertake to use the company's assets in accordance with their intended purposes and in the interest of the company. Corporate assets should be understood broadly : they are all those owned by the company, whether tangible or intangible, movable or immovable.

The use of these goods outside the professional context (*vehicle for example*) is possible, but must be the subject of a specific authorization with a written request addressed to the employer.

In the event of fraudulent use of company property, the employee assumes liability towards the employer, as well as towards any damages that may result from this misuse of company property.

F. Equal opportunities and non-discrimination

Kariban has always made respect for equal opportunities a priority.

Thus, no form of discrimination, because of their race, sex, religious affiliation, color, trade union affiliation, nationality, social origin, handicap, etc. is taken into consideration during recruitment, salary policy, promotion policy or any other aspect of the employment relationship.

All employees, regardless of their title or responsibility, are treated fairly in terms of promotion, training, hiring, compensation and dismissal.

At Kariban, we favor the talents and success of each person based on their merits.

G. Loyalty, confidentiality and external communication

All employees have an obligation of loyalty to Kariban and must, in this regard, refrain from any action that could harm its image and reputation. Similarly, to comply with the obligation of confidentiality, they must not publicly disclose information that falls within areas considered sensitive and/or contrary to the interests of the company (*example: economic information on the volumes of business with our customers, strategy information, etc.*). In case of doubt about the sensitive nature of a data/information, they can contact their hierarchy and/or the CSR Office.

This is also the case with regard to external communication related to the image and reputation of the company. At this level, employees must take care not to denigrate and/or publicly communicate their personal opinions on behalf of the company. Indeed, only competent people and dedicated departments (*Marketing/Communication/CSR, etc.*) are authorized to speak on behalf of the company. Outside of this framework, any public communication must be expressly authorized.

II. ETHICS WITH REGARDS TO STAKEHOLDERS

A. Compliance with competition law

Kariban undertakes to respect French and European antitrust laws, and in particular, not to create agreements (*art 101 TFEU*) or abuse of dominant positions on the market (*art 102 TFEU*), because of its position on the French and European promotional textile market.

Kariban undertakes not to enter into any agreement that could distort competition, in particular on price fixing or market sharing with a competitor.

Kariban also undertakes, in its approach, not to distort the game of competition by adopting a fair attitude on the market, in particular towards its stakeholders, and takes care not to put them in a situation of economic dependence.

Thus, by committing to respecting competition law, Kariban guarantees healthy and fair competition, which makes it possible to offer customers competitive quality products under the best conditions. This is also the result of the constant search for innovation and novelty carried out by all employees, with a view to offering ever more qualitative and sustainable products.

B. Respect of human rights

Kariban is strongly committed to respecting internationally recognized human rights.

This commitment is set out in our CSR Charter and is reflected, in particular, by the United Nations Charter and Global Compact principles support.

Kariban also expects its various stakeholders to respect human rights, and in particular the rules established by the International Labor Organization (*ILO*). To do this, we ask all our suppliers to adhere to our Code of Conduct.

C. Compliance with law

As also indicated in our suppliers Code of Conduct, Kariban is committed to respecting the various laws and regulations as well as good business practices, regardless of the contexts in which it operates.

To do this, employees must be vigilant and ready to adapt to different legislation. However, if a law or regulation proves to be contrary to the values of the company or to fundamental human rights, the employee must abstain from any action and seek advice from her/his hierarchy, who

may appeal, as necessary, to the department in charge of these compliance issues (*CSR Office in particular*). Indeed, if a higher standard is applied in the current practices of the company, the employee must refer to it to find the best possible solution.

D. Protection of personal data

Kariban undertakes to process and protect all personal data provided to it during the exercise of its activities, with the greatest precaution, and this, whether it concerns its employees, its customers or its other stakeholders.

This commitment is formalized in particular through its Digital Charter.

III. IMPLEMENTATION AND AWARENESS

A. Implementation

As mentioned in the preamble, each employee must read this Charter at the time of their integration and then undertake to respect it in the context of their activities, throughout their presence in the company. Management and the HR Department ensure the proper application of this measure.

Within Kariban, we believe that ethics is everyone's responsibility and this Charter must be able to help each employee to act with integrity, by guiding and comforting them in their daily choices. Everyone must therefore be able to anticipate the risks associated with their role and responsibilities, and in particular, be able to question themselves on the attitude to adopt in any potentially sensitive and/or atypical situations that may be encountered in relationships, internal as well as external.

However, this Charter does not claim to provide for or govern all ethical or moral issues that employees may face during the exercise of their activities. Rather, it is intended to serve as a reference framework to ensure the consistency of our decisions and guarantee the protection of our values, our principles and the image of our company.

When a situation arises that is not provided for in the Ethics Charter, the following questions should be asked :

- Is my decision in accordance with the law ?
- Is my decision in line with the values and behaviors recommended by the Ethics Charter and the company in general ?
- If the decision were made public, would we be able to justify it and fully assume it without any embarrassment or ambiguity ?

These questions are an aid to reflection and help guide us on the choices to be made. In addition, it is always possible to seek the support of management or the CSR office, in order to seek advice on the direction to take.

B. Ethics awareness

Within Kariban, we consider that the company's awareness and training mission does not stop with the implementation of this Charter. It must be done regularly in order to maintain employee support to ethical values and principles, as well as their commitment and ability to correctly understand the different situations they may have to deal with.

This is why Kariban Management has entrusted the CSR Office with the task of raising employee awareness/training in ethics. This mission obviously extends to taking into account the ethical issues raised through the relationships we maintain with all of our stakeholders.

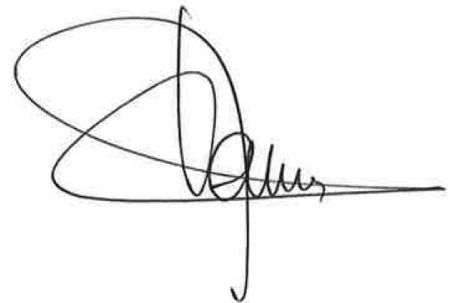
Staffs are therefore invited to share any concerns and questions related to the issues described in this Charter. The CSR Office ensures that it constantly listens to them, with a view to setting up an effective analysis of feedback. Doing so, it will be propitious for the continuous improvement of our practices as well as for the ever greater mastery of these fundamental subjects for the sustainability and influence of our company.

Date of approval :

Villeneuve-lès-Bouloc, the 25th of May 2024

Visa of approval :

Laurent Marceau
Managing Director

A handwritten signature in black ink, appearing to read 'Laurent Marceau', is written over a horizontal line. The signature is stylized with large loops and a long horizontal stroke extending to the right.

KARIBAN

Is committed to sustainable development



ANTI-CORRUPTION

- 10** Businesses should work against corruption in all its forms, including extortion and bribery.

The Ten Principles of the United Nations Global Compact are derived from: the Universal Declaration of Human Rights, the International Labour Organization's Declaration on Fundamental Principles and Rights at Work, the Rio Declaration on Environment and Development, and the United Nations Convention Against Corruption.

**WE SUPPORT THE
GLOBAL COMPACT**

