



Arcos Partners LLC

SUPPLIER CODE OF CONDUCT

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INTRODUCTION

Arcos Partners LLC (ARCOS) take our legal and ethical standing in the business community very seriously and in turn, we choose to work with partners who share the same values and commitment. The Supplier Code of Conduct (SCOC) is not a contract; its purpose is to clearly set out ARCOS's values and basic expectations regarding the standards of business conduct and social responsibility of our suppliers, service providers and third-party labor providers. By acting consistently with the guidelines listed here, ARCOS and our suppliers can each do their part to assure that we earn our reputation as companies that conduct our businesses with the utmost integrity. ARCOS recognizes that many suppliers have their own code of conduct or business ethics requirements, which may include similar standards to those found here. Suppliers should read the SCOC, become familiar with its content, and understand how the document may apply to their own activities. In some cases, it may become necessary to supplement the supplier's current Code of Conduct to address gaps in coverage of key subjects.

We recognize the choices we make for our material and service providers must also reflect these values. The SCOC applies to all our suppliers and business partners, and we ask that they share in our commitment to socially responsible and sustainable operations and practices.

Fundamental to conforming to this set of principles is the understanding that all activities of business must operate in full compliance with the laws, rules, and regulations of the locations in which they occur. Suppliers must maintain compliance systems and be able to demonstrate a satisfactory record of compliance with laws and regulations in conducting their business.

Compliance with the SCOC is essential for any vendor of materials or services to ARCOS, anywhere in the world. Our suppliers are also expected to hold their subcontractors and their supply chain accountable to the same set of principles, and to communicate these requirements to their employees, suppliers, contracted workers and agencies. ARCOS will monitor its suppliers' conformance to these principles at its discretion, which may include requests for self-audits, formal audits through corporate or on site at the supplier's manufacturing locations, or requests for specific data regarding performance of any element. If ARCOS becomes aware of non-conformance to the SCOC, ARCOS will work with the supplier to remedy the situation. We would expect the supplier to develop a corrective action plan to bring its operations into code conformance so that our companies can maintain a business relationship.

This SCOC should not be read to alter, amend, or otherwise change the terms of any contract between ARCOS and a supplier. Likewise, it should not be read to create any other relationship beyond what is contained in any written agreement between ARCOS and any supplier or business partner, and it should not be read to diminish the responsibility suppliers have to manage their operations and to be fully accountable for how they accomplish that mission.

LABOR & HUMAN RIGHTS

Fair employment practices do not just keep ARCOS and our suppliers in compliance with the law, they also contribute to our culture of mutual respect, inclusion, cooperation, and accountability. We must all be committed to providing a workplace free of discrimination or harassment. This means we will act professionally without regard to race, color, religion, gender (including pregnancy), sexual orientation, gender identity, age, national origin, disability, veteran status, genetic information, and family medical history, or any other basis prohibited by law.

ARCOS is also committed to complying with all applicable laws including those pertaining to freedom of association, privacy, collective bargaining, immigration, wages, and hours, as well as those prohibiting forced, compulsory, indentured or bonded labor, involuntary prison labor or child labor. This includes laws pertaining to transportation, harboring, recruitment, transfer, or receipt of persons by means of threat, force, coercion, abduction, fraud, or payments to any person having control over another person for the purpose of exploitation. This obligation includes the responsibility to maintain awareness of those regulations that apply to the suppliers' operations in each country where they operate. ARCOS expects suppliers with whom we do business to uphold the same standards of compliance and fair practices stated herein by ARCOS.

Human Rights and Anti-Human Trafficking

ARCOS is committed to human rights and anti-human trafficking efforts and ensuring that its supply chains reflect ARCOS's values and respect for human rights. ARCOS is also committed to ensuring responsible and ethical business practices and instituting anti-human trafficking measures. In our business award decisions, we consider the added value of suppliers who consistently demonstrate respect for basic human rights.

Working Conditions

ARCOS expects suppliers to commit to a workplace free of unacceptable worker treatment such as harassment, discrimination, physical or mental punishment, any other form of abuse or coercion, or unreasonable restrictions on entering or exiting company provided facilities. Suppliers should also provide workers with clean facilities for basic hygiene needs, access to potable water and sanitary food preparation and storage facilities. Dormitories or other housing provided by a supplier directly or through an agency should be clean, safe, and of adequate size per person, and equipped with emergency egress, heat, and ventilation, and reasonable entry and exit privileges.

Wage and Hour Practices

ARCOS expects suppliers to comply with all applicable wage and hour laws, rules and regulations, including minimum wage, minimum worker age, restrictions and requirements for workers in hazardous workplaces, overtime and maximum hours per work period, along with all legally mandated benefits. This applies to all types of workers, including but not limited to full-time, part-time, temporary, apprentice, student, contracted, seasonal and migratory workers.

ENVIRONMENTAL

In addition to full compliance with all applicable environmental laws, ARCOS expects suppliers to integrate environmental responsibility and sustainable practices into their operations. Suppliers should endeavor to minimize adverse impacts on the community, environment and natural resources and ensure the protection of the health and safety of all workers, contractors and subcontractors, and residents of the locations in which operations are conducted. Suppliers are asked to identify and act on opportunities to reduce their environmental impacts in a meaningful way, and to share those results with us.

Environmental Permits and Reporting

All required environmental permits, approvals, and registrations must be obtained and maintained. This includes the obligation to establish when these may be required based on location and type of operations. Operating limits and reporting requirements should be adhered to as stipulated by the appropriate authorities in the prevailing jurisdictions.

Hazardous Materials & Waste Management

Chemicals and other materials (including wastes) posing a hazard to humans or the environment should be identified, labelled and managed to ensure their safe handling, movement, storage, use, recycling or reuse and disposal. Suppliers should be required to will provide the safety data sheet (SDS) for all products used and/or supplied, and should have documented procedures and practices to identify, manage, and responsibly dispose of or recycle all forms of waste.

Transportation

Suppliers must comply with applicable laws governing the transportation of goods and materials. If handling hazardous materials, suppliers are expected to be registered with the appropriate local authorities as a hazardous materials shipper and are expected to be trained, tested, and certified. All suppliers are encouraged to take steps to improve their transportation environmental footprint, and to share those improvements. In the event of spills during transportation, suppliers or their contractors should be required to report these incidents promptly to the proper authorities and to collaborate with responders to minimize the threat to people and the environment.

HEALTH & SAFETY

Suppliers must fully comply with all applicable health and safety laws and are expected to have defined methods and documented results regarding the reduction of injury, death, and illness in the workplace.

Suppliers should be committed to the health and safety of all workers in their facilities and ensure that required training has been completed prior to beginning any work activity.

Occupational Safety

Worker exposures to safety hazards, including but not limited to chemical, biological, stored energy, combustion, rotating equipment, vehicular collision, excessive noise, walking / working surface hazards, should be identified, evaluated, and mitigated, wherever is possible, by design and engineering methods, administrative controls and safe work practices. Rotating equipment should be guarded at all potential points of contact. Personal protective equipment should only be deployed when higher level controls are not deemed workable. Written procedures and methods should be adequate to identify, report and reduce occupational injury and illness, including the encouragement of worker reporting, incident investigation and corrective action tracking, and facilitation of worker's return to work.

Drug and Alcohol Policies

Suppliers are expected to have documented procedures and methods to ensure that employees do not work while under the influence of alcohol, illegal drugs, or misused medications, whether prescription or non-prescription. Suppliers should prohibit employees from possessing, transferring or selling illegal drugs, alcohol or improperly held medication, prescription or otherwise, while in the supplier's facilities or while working.

Health, Safety and Wellbeing Communication

ARCOS's priority is the health, safety, and well-being of all individuals involved in its operations and supply chain, whose talents and hard work help us produce and deliver our products and services. Suppliers are expected to provide workers with appropriate workplace health and safety information and training in a language the worker can understand, for all identified workplace hazards to which workers might be exposed. Health and safety related information should be clearly posted in the facility, visibly posted in a location identifiable and accessible by workers. Training should be provided to all workers prior to the beginning of work and regularly thereafter. Workers should be encouraged to raise safety concerns, and documented methods are expected to be in place to capture and address all concerns brought forward.

ETHICS & COMPLIANCE

As the global business landscape constantly evolves, ARCOS seeks to continuously improve ARCOS's policies, practices, and training to adapt to the ever-changing regulatory and compliance environment. Ethics and compliance extends through the entire ARCOS organization across all geographic locations and facilitates and aids in the identification and resolution of compliance issues and matters of concern. It was created with the goal of laying a foundation of uncompromising honesty and integrity.

Anticorruption Compliance

ARCOS is committed to full compliance with global anticorruption laws, including but not limited to the U.S. Foreign Corrupt Practices Act. Accordingly, third parties doing work on ARCOS's behalf are expected to uphold the highest standards of honesty and integrity. Suppliers should conduct appropriate risk-based diligence prior to engaging service providers or other suppliers to ensure that all parties comply with the ARCOS's SCOC and all anti-corruption laws. Under no circumstances will ARCOS tolerate the payment of bribes or corrupt practices of any nature. Suppliers are expected not to engage in any form of bribery, kickbacks, corruption, extortion, money laundering or embezzlement. Bribes or other incentives for the purpose of obtaining undue or improper advantage are not to be given or accepted, promised, offered, or authorized through any third party. Social or charitable contributions are not to be made or solicited on behalf of ARCOS without pre-approval from ARCOS Management.

Suppliers must use caution when interacting with government officials and government employees (including employees of state-owned enterprises), political party officials, candidates for public office, and officials of public international organizations. Before making any kind of payment or offering anything of value (including gifts, entertainment, or travel) on behalf of ARCOS for any reason, suppliers must obtain prior approval in writing from the ARCOS Management.

Controls

Suppliers are expected to have adequate controls regarding accounting and corporate assets. Invoices and other documentation submitted to ARCOS by suppliers should reflect the true nature and amount of the transaction. Payments received from ARCOS may not be used to make or reimburse improper payments, and suppliers should not use their own funds to make payments prohibited by the SCOC in connection with ARCOS's business.

Records Accuracy

All business dealings should be transparently performed and accurately reflected on supplier's books and records, and supplier may not alter records to conceal or misrepresent the relevant transaction. All records in all formats should fully and accurately represent the appropriate transaction or event. Archives of records are expected to be retained in accordance with a defined supplier standard, and in compliance with all applicable laws and regulations.

Fraud

Fraud is a violation of trust that, in general, refers to intentional acts or omissions committed to secure an improper personal or business advantage. Fraudulent conduct generally involves an act of deception or dishonesty, false representation, corruption, collusion, or concealment of material facts. Fraud may also include an omission of a fact necessary to make a statement or representation look clear of misleading information. ARCOS has a “no tolerance” policy for fraud. All fraudulent conduct or suspected fraudulent conduct must be investigated and/or reported to local authorities as necessary.

Global Trade and Regulatory Compliance

Suppliers are encouraged to ensure supply chain security and comply fully with all applicable global trade rules and import / export laws regarding goods, services, software, and technology, and must be aware of and abide by all applicable sanctions and embargoes. Governments around the world maintain lists of these restricted persons, groups, and entities. Sanctions may pertain to domestic and/or international business. ARCOS and its suppliers shall share a mutual commitment to supply chain security that demonstrates incorporation of guidelines from programs establishing secure global trade. Examples of these programs include WCO SAFE Framework of Standards, the U.S. Customs-Trade Partnership Against Terrorism, or the European Authorized Economic Operator programs. ARCOS follows such guidelines globally to protect the international supply chain from terrorism, illegal contraband, and other threats.

Antitrust and Competition

The protection of competition is becoming a global concern. Most of the countries in which we operate have enacted antitrust and competition laws. ARCOS is committed to compliance with applicable antitrust and competition laws of the countries in which it operates and requires suppliers, service providers, and third-party labor providers to respect the principles of fair competition. Generally, global antitrust and fair competition laws prohibit any activities that may limit a business’ independent judgment or restrain free trade. Suppliers, service providers and third-party labor providers should not:

- Propose to or agree with competitors to allocate or restrict customers, suppliers, markets, products, purchases, services, or sales territories and should not discuss these types of matters with a competitor.
- Propose to or agree with competitors to set prices or price-related terms or conditions and should not discuss these types of matters with competitors.
- Propose or enter into “tying arrangements,” in which a customer is required—as a condition of purchasing one product—to purchase a second, distinct product.

Each supplier, service provider and third-party labor provider should become familiar with the competition laws applicable to it in the countries in which it operates, and ensure that its activities conform with those laws. Suppliers, service providers, and third-party labor providers should not offer or agree to provide confidential or proprietary information regarding its other clients, particularly those who are direct competitors of ARCOS.

Ethical Treatment of Suppliers

As important business partners and contributors to our own successful, sustainable operations, relationships with our suppliers should all be transparent, fair, and built on the concept of growing mutual trust. Suppliers

are evaluated competitively and using objective criteria, based on value potential with consideration for all elements of quality, cost, service and safety. Terms and conditions defining our relationship with suppliers are communicated early in the supplier selection process and agreements to such terms and conditions, or any mutually accepted changes to them, are expected to be in place before commencing work on any contracted service or materials. These terms and conditions address ARCOS's expectations regarding commercial and legal items such as payment terms, confidentiality, intellectual property, risk management, and others, as well as the points set forth in the SCOC.

Conflicts of Interest

Suppliers should not allow any interaction with ARCOS employees, our agents or other suppliers that could create an actual or perceived conflict of interest. This is to be avoided in any setting where the interests or relationships could exert or appear to exert an inappropriate influence on decisions made by ARCOS employees. The perception of a conflict of interest between an ARCOS employee and a supplier could adversely affect the business interests and reputations of one or both parties.

Gifts, Entertainment and Travel

Suppliers are asked to not offer any gift, entertainment, or travel provisions to an ARCOS employee that might influence, or appear to influence, an ARCOS employee's decision in relation to the supplier. Gifts, including meals or entertainment, may be offered to an ARCOS employee infrequently and accepted only if they are approved in accordance with policy. Cash or cash equivalents may never be offered or accepted. ARCOS employees must never solicit gifts of any kind from a vendor or supplier.

Responsible Sourcing of Agricultural Materials

Suppliers are expected to provide evidence that any agricultural (including animal byproducts) / plant-based materials or extracts or derivatives of those materials incorporated into supplier's goods or consumed within supplier's operations, are responsibly and legally sourced, harvested, and exported from their country of origin. Materials of this type should be obtained by methods which minimize environmental impacts and using fair labor practices, consistent with the supplier's commitment to protect basic human rights.

Privacy

Suppliers shall not misappropriate or misuse the intellectual property, confidential information, or any personally identifiable information exposed to or shared by ARCOS. Suppliers in possession of such information must take appropriate actions to safeguard against the unauthorized disclosure or misuse of all such information. All ARCOS non-public information should only be used by suppliers for ARCOS's business purposes and may not be disclosed by suppliers for their own financial gain or that of friends, relatives, or others. This includes the prohibition of suppliers and their employees using or disclosing material, nonpublic information in order to trade securities. Suppliers are all public disclosure, statements, or releases of documents on behalf of ARCOS unless specifically authorized to do so in advance in writing by ARCOS. Suppliers will not use publicly for publicity, promotion or otherwise, any logo, name, trade name, service mark, or trademark of ARCOS, including but not limited to, the terms and the company logo, or any simulation, abbreviation or adaptation of the same, or the name of any ARCOS employee or agent, without ARCOS's prior, written, express consent, which ARCOS

may withhold in its absolute discretion. Contracts and other written agreements should include a description of the aspects of prior knowledge on confidentiality and the extent to which that may limit responsibilities.

Suppliers are expected to protect and respect the personal information of everyone they do business with, including but not limited to all rights in the confidential information (e.g., personal medical information, personal financial information, etc.) and intellectual property (including patents, copyrights, trade secrets and trademarks) of business partners and other suppliers, customers, employees and other workers.

Suppliers are in material compliance with all applicable state, federal, and international data privacy and security laws and regulations, and suppliers have taken commercially reasonable actions to prepare to comply with, and are in compliance with such laws. To ensure compliance with the privacy laws, suppliers have in place, comply with, and take appropriate steps reasonably designed to ensure compliance in all material respects with their policies and procedures relating to data privacy and security and the collection, storage, use, disclosure, handling, and analysis of personal data. Suppliers are committed to making all required disclosures to users or customers required by applicable laws and regulatory rules or requirements.

Quality

Suppliers will be diligent in their efforts to provide services and materials that fulfill all ARCOS expectations and quality specifications. Quality standards and procedures should be implemented to ensure that all standards are met, to find and intercept defective goods, perform root cause analysis on the defects and to implement corrective and preventive actions. Suppliers are encouraged to utilize appropriate methods and processes to detect counterfeit components / materials, to reduce the risk of introducing counterfeit items into finished goods, and to prevent resale of counterfeit components/materials to any customer, including ARCOS.

Reporting

Suppliers concerned about the ethical behavior of an ARCOS employee are invited to contact the ARCOS Office by:

- Emailing: mario@ntrpartners.com
- Calling **(310) 341-7194**; or
- Accessing ARCOS's website at www.arcosrsw.com

MANAGEMENT SYSTEMS

Suppliers are encouraged to implement an effective management system to comply with the principles set forth in this document. At a high-level, an effective management system should be designed to ensure:

- Compliance with customer specifications and requirements;
- Compliance with laws and regulations applicable to the supplier’s business, operations, products and services;
- Conformance to the SCOC; and
- Identification, investigation, and mitigation of risks and exposures related to fulfilling all of the above.

Components of an effective management system may include (are further described in the following sections):

- Assigning company commitment and management responsibility;
- Performing an initial and ongoing assessment of risk;
- Training;
- Communication;
- Audits and corrective actions;
- Documentation and records; and
- SCOC Communication responsibilities.

Company Commitment & Management Responsibility

Suppliers should have sustainability, social and environmental policies which illustrate their commitments in each area, endorsed by executive management and shared appropriately within the supplier’s organization. For example, suppliers should consider identifying appropriate company representatives accountable for operation and maintenance of management systems and may conduct and document periodic management reviews.

Risk Assessment & Risk Management

Processes should be implemented to identify the risks associated with supplier’s ongoing and proposed operations. For example, these processes should likely include evaluation of the relative risk level and implementation of appropriate controls to ensure safe, reliable operations that deliver to customer expectations and remain in full regulatory compliance.

Training

Programs should be in place for training new employees and workers and for ongoing training of all levels of workers to effectively implement supplier’s policies, procedures and improvement objectives, and to comply fully with legal and regulatory requirements and with the SCOC.

Communication

Programs should be in place for training new employees and workers and for ongoing training of all levels of workers to effectively implement supplier's policies, procedures and improvement objectives, and to comply fully with legal and regulatory requirements and with the SCOC.

Audits & Corrective Actions

Periodic evaluations are expected to be conducted, using internal or external resources, to assess conformance to legal and regulatory requirements and to the SCOC. ARCOS will conduct annual or other announced assessments of suppliers to evaluate performance of any stated product or service requirements, and/or to the elements addressed in this document. Based on the outcome of such assessments, a follow-up conversation may be scheduled with the supplier to understand their strategy efforts and possible corrective action plans. We would expect the supplier to develop a corrective action plan to bring its operations into code conformance so that our companies can maintain a business relationship.

Documentation & Records

Processes and controls be documented by suppliers to ensure accuracy of records in all forms, along with effectiveness in the development and maintenance of records to ensure legal and regulatory compliance, conformance to company and customer requirements, along with appropriate confidentiality to protect privacy.

SCOC Communication Responsibilities

Suppliers are encouraged to develop process to communicate the ARCOS SCOC requirements through all parts of the supply chain and to likewise set forth expectations that their suppliers will adopt management systems and practices for compliance with these same principles.

RECEIPT AND ACKNOWLEDGEMENT

I acknowledge that I have received a copy of the Arcos Partners LLC **Supplier Code of Conduct** (SCOC) and that I have read, understand and will abide by the SCOC. I understand that each employee, contract laborer or other agent representing or acting for the company is responsible for knowing and adhering to the principles and standards of the SCOC. I also understand that violations of the SCOC are cause for corrective action, which may result in disciplinary action up to and including termination of contract.

Supplier Acceptance

Signature

Printed Name

Title

Date