



## CODE OF VENDOR CONDUCT

Approved by the board of directors of BMTC Group Inc. on April 25<sup>th</sup>, 2024.

BMTC Group Inc. and its retail banner division Tanguay operating under BMTC Group Inc., (the “Company”) is committed to conducting its business in accordance with a high standard of business ethics and in compliance with all applicable laws. The Company expects its vendors to do the same. Moreover, the company conducts its business with a regard for human rights and seeks vendors that have a similar reputation and standards.

While the Company recognizes that different cultural, legal and ethical systems exist in the countries in which the Company purchases merchandise, the Company’s Code of Vendor Conduct applies to all vendors that provide goods and/or services to the Company and all their places of doing business, regardless of domicile.

Each vendor is required to sign the Code of Vendor Conduct at the beginning of its relationship with the Company, or upon renewal of existing contracts, which incorporates the Code of Vendor Conduct, by reference. All vendors are required to review the Code of Vendor Conduct and agree to abide by its terms as a condition of doing business with the Company. Vendors are responsible to ensure the compliance of their employees and suppliers with this Code of Vendor Conduct for the duration of the relationship with the Company. Vendors will report any existing or potential noncompliance with this Code of Vendor Conduct to the Company.

**Compliance with the Law and Code of Vendor Conduct.** This Code of Vendor Conduct sets out specific standards for: quality; safety; labour standards; environmental and ethical business practices. Vendors will carry on their businesses with integrity and will comply with all applicable laws and regulations and this Vendor Code of Conduct. The Company will not knowingly engage with any Vendor that does not conform to the requirements of applicable laws and regulations and the key requirements of the Code of Vendor Conduct.

**Safety and Health.** Conditions in all work and residential facilities must be safe, clean and consistent with industry standards, all applicable laws and regulations and the provisions of this Code of Vendor Conduct

**Child Labor.** Vendors must be in compliance with all standards and requirements relating to child labour set or recommended from time to time by the International Labour Organization.

**Forced Labour.** The use of forced or compulsory labour is unacceptable. Employment must be voluntary and free of any financial penalties or coercion.

**Harassment or Abuse.** Disciplinary practices must be fair and workers must be treated with respect and dignity. Factory and corporate policies shall ensure that no worker is subject to any physical, sexual, psychological, or verbal harassment or abuse.

**Discrimination.** Employees are expected to be hired based on merit. Cultural differences, personal characteristics and beliefs must be respected. Discrimination in employment, including recruitment, hiring, training, working conditions, job assignments, pay, benefits, promotions, discipline, termination, or retirement on the basis of gender, race, ethnicity, social origin, religion, age, disability, sexual orientation, national origin is prohibited and victims have recourse through accessible legal means.

**Working Hours.** Except in extraordinary business circumstances, workers shall not be required to work more than the legally prescribed weekly hour limitation, and vendors shall operate within International Labour Organization standards and guidance. Vendors shall comply with applicable local laws that entitle workers to vacation time, leave periods, holidays and overtime pay.

**Wages and Benefits.** Wages are essential for meeting the basic needs of workers. Vendors shall compensate their workers by providing wages and benefits that satisfy all applicable laws and regulations.

**Freedom of Association.** Vendors shall comply with all applicable laws regarding freedom of association and assembly of employees, and with all applicable collective bargaining agreements.

**Whistleblowing and Non-Retaliation.** Vendors shall have in place policies and procedures to protect the confidentiality and anonymity of whistleblowers, and to allow employees to raise issues, ideas and concerns, and to report any actual or suspected misconduct without any fear of retaliation or reprisal.

**Environmental Compliance.** At a minimum, Vendors must comply with all local laws protecting the environment. The Company encourages its Vendors to conduct business to minimize the impact on the environment, including reducing waste and maximizing recycling initiatives.

**Anti-Corruption.** All vendors are required to comply with all applicable anti-corruption laws, including the *Corruption of Foreign Public Officials Act* (Canada). The Company has a zero-tolerance policy for practices that reward or otherwise encourage non-compliance with such applicable laws and regulations.

**Money Laundering.** All Vendors shall not engage in the financing of terrorism or money laundering activities, and will comply with all applicable laws, accounting standards and banking requirements related to fraud, terrorism financing and money laundering.

**Conflicts of Interest.** The Company employees owe a duty of loyalty to the Company and are bound by a Code of Conduct and Code of Ethics which requires them to avoid placing themselves in a situation of conflict of interest, actual or apparent. Consequently, employees must not be put in a position where personal, political, or financial incentives or interests may impair their judgment and ability to make sound

and unbiased business decisions in the best interest of the Company. We expect vendors who do business or seek to do business with the Company to respect these ethical principles and to not offer business courtesies (such as gifts and entertainment).

**Confidentiality.** Vendors must hold all confidential information regarding the Company which may be communicated to them or to which they may have access in strict confidence and are also expected to take reasonable means to protect such information. Confidential information includes all non-public information about the Company. Vendors may not disclose, share or use this information other than for the benefit of the Company. The vendor will not disclose the terms of the vendor's supply of products to the Company and shall not make use of its association with the Company for publicity, advertising, marketing or other purposes without the prior written consent of the Company, which may be withheld in the Company sole and unfettered discretion.

**Notice and Record Keeping.** Vendors are expected to ensure that the standards outlined in the Code of Vendor Conduct are communicated, understood and implemented within their organization. The Company reserves the right to assess and monitor vendor compliance with these standards. To this end, the Company requires vendors to post this Code of Vendor Conduct in a location accessible to their workers (in the appropriate local language) and to grant the Company and/or its designated agent with unrestricted access to facilities, records and workers for inspection purposes. Workers must be protected from any form of retaliation based on disclosures made to the Company to assess compliance with the Code of Vendor Conduct, in accordance with the Company policies protecting whistleblowers. Vendors must maintain current sufficiently detailed records to enable the Company to determine their compliance with this Code of Vendor Conduct and make these records available to the Company representatives upon request.

**Violations.** If the Company determines that a vendor has violated the Code of Vendor Conduct, the vendor will be required to propose and implement a corrective action plan to bring its business up to the Company standards within a reasonable timeframe. The Company also reserves the right to cancel purchase orders, to terminate the relationship with a vendor who is unwilling or unable to comply with the Code of Vendor Conduct or to remediate a situation of non-compliance within a reasonable timeframe, or to terminate the relationship immediately in case of serious violation or gross negligence.

To report suspected violations of this Policy, contact the Company at:

*Mr. Tommy Chambers  
Director of Human Resources Department  
BMTC Group Inc.  
8600 Place Marien  
Montréal, Qc, H1B 5W8*

I certify that, understand and agree with this Code of Vendor Conduct

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Signature

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Name (Printed)

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Date (Printed)

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Company Name (Printed)