

Euro Shoe Group

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GENERAL CODE OF CONDUCT FOR COOPERATION WITH OUR SUPPLIERS

General

We wish to build up long-term business relations with our suppliers. It goes without saying that they are required to observe and comply with our code of ethical behaviour. We therefore assume that they maintain the same principles of correct and fair conduct and will not deviate from them under any circumstances. We also require that all subcontractors of our suppliers are aware of our Code. Trade suppliers must at all times give us the opportunity, at any random moment during the production process, to carry out an audit, either by our own employees or by an auditing body of our choice.

Euro Shoe Group includes the following operating companies: Euro Shoe Group NV, Bristol BV and Avance Shoes BV which represent the following brands: Shoe Discount, Avance and Bristol.

The following principles must be observed:

With regard to Euro Shoe Group and its employees:

1. **Conflicts of interest.** We rely on the confidence of our customers, suppliers and other third parties. Conflicts of interest or the appearance of conflicts of interest damage the good name of Euro Shoe Group. A conflict of interest arises in a situation where the contacts or the position of an employee within the company are used to serve personal, business or financial interests, whether or not to the detriment of the company. Every situation where a conflict (or appearance of a conflict) could arise between private interests and those of Euro Shoe Group must be reported.
2. **Bribery** and any other form of unethical business dealings are prohibited. Under no circumstances may a supplier, a manufacturer or a subcontractor make, offer, promise or authorise a payment or gift in order to gain a commercial advantage. Please be aware that even an offer, without any actual payment, already constitutes a violation of Euro Shoe Group's policies and of the law.
3. **Payment of Commissions.** It is forbidden to evade the regulation prohibiting all forms of bribery by paying a commission.
4. All payments must be justified in the relevant general ledgers, **in accordance with the company's accounting rules and the law.** Secret accounts and/or accounts outside the company's books are strictly forbidden. It is forbidden to make payments via an agent, unless the payments are part of the normal Euro Shoe Group procedure.
5. Euro Shoe Group will **not enter into any agreement** or allow any agreement that makes it possible to acquire, retain, use or administer (or which facilitates or is suspected of facilitating) any ownership of money **for the purpose of laundering income from criminal activities.**
6. Any involvement in **fraud**, in particular deliberately misappropriating, forging, omitting or removing data, money and/or goods, whereby resources or assets are illegally channelled away from the company, is strictly prohibited and will lead to prosecution.

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With regard to their own work activities and those of their contractors and subcontractors:

Certain points only concern production companies.

Terms and conditions of employment/working conditions

1. The current laws in the countries with which our suppliers do business must be observed at all times.
2. The supplier complies with the United Nations Universal Declaration on Human Rights. The supplier also complies with the International Terms and Conditions of Employment and Working Conditions as drawn up by the International Labour Organisation (ILO).
3. Euro Shoe Group complies with the UN Convention on the Rights of the Child, Article 32.1, with regard to child labour. Thus Euro Shoe Group recognises the right of every child to be protected from economic exploitation and from performing any work that will interference with the child's education, or which could be physically, mentally, spiritually or socially harmful to the child's health. Workers must not be younger than the legally permitted minimum age in a particular country and under no circumstances less than 14 years old.
4. Exploitation of and discrimination against employees and workers because of their individual inclinations or political or religious convictions or for other reasons will not be tolerated under any circumstances. Nor will psychological or physical violence be accepted under any circumstances. Forced or slave labor will not be tolerated.
5. Wages and secondary terms and conditions of employment must reflect local standards, must comply with local legislation and must be consistent with general principles of fair and honest conduct. Wages paid for a standard working week must always be sufficient to meet the basic needs of personnel and provide some discretionary income.
6. Working hours must not exceed the legally determined maximum of 48 hours per week and overtime work (maximum 12 hours) must always be voluntary and properly remunerated.
7. Employees must always remain in a safe working environment. Contractors and subcontractors must ensure that both the building in which production activities are performed and the materials and tools that are used are safe. If necessary employees' equipment shall be modified and proper training and safety instructions shall be given to every person to keep accidents to a minimum.
8. It is important for the welfare of employees that the factory is clean and free of all forms of pollution. The temperature must always be tolerable, and there must be sufficient light and adequate sanitary facilities.
9. The right of workers to form and join trade unions and to bargain collectively shall be recognized. The supplier shall, in those situations in which the right to freedom of association and collective bargaining are restricted under law, facilitate parallel means of independent and free association and bargaining for all such personnel.
10. Employees are entitled to have a written contract of employment with at least following stipulations: starting time, working hours, remuneration, vacation, security against dismissal, maternity protection.

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Environment

1. The supplier must make every effort to create a better environment and ensure that environmentally aware conduct is always the norm. Euro Shoe Group is aware of the complexity of this subject and the differences between countries. Euro Shoe Group therefore encourages all possible solutions and applications with regard to saving energy and reducing packaging waste and environmentally harmful substances.

Abuses

1. In the event that any kind of abuse is detected or if we gain the impression that the supplier's conduct is in conflict with our Code of Conduct in whatever way, we will not hesitate to immediately terminate the relationship in question and existing orders will be cancelled without discussion. We reserve the right to take legal action, if this is justified.

Signed in duplicate, of which each party confirms that it has received one signed copy.

Date:

Place:

For Euro Shoe Group

Bie Buelens
COO

Bart Rayen
CFO

Philippe Vanaudenhove
CEO

For the Supplier

Name of Supplier: