



Supplier Code of Conduct

November 2024

OUR PEOPLE COMMITMENT

As a fashion and homeware retailer, we recognise our responsibility to ensure ethical practices in every aspect of our business. We adhere to internationally recognised human rights principles and incorporate company-specific policies to ensure that our supply chains are free from human rights abuses and modern slavery. Our Code of Conduct provides a view of our commitment to ethical practices and the mechanisms we employ to ensure these standards are upheld. Our commitment includes compliance with global human rights standards as well as continuous improvement in our operations and supply chain as part of our goal to bring positive benefits to Our People and communities around them.

CODE OF CONDUCT

N Brown Group identified nine key human rights and modern slavery codes that require our attention and proactive management, specifically recognised in our line of work and industry. Through our risk register, we determine areas of concern and the stakeholders they may impact. This framework prioritises human rights and modern slavery considerations across our supply chain and with third-party suppliers. Our code of conduct is pivotal in maintaining ethical standards and safeguarding the rights and well-being of all stakeholders involved in our business activities. We continue to monitor its relevance as the world and industry change.

1. No Exploitation or Modern Slavery

N Brown is committed to ensuring that no exploitation or modern slavery exists in our supply chain. Given the global nature of the fashion and homeware industry, we remain vigilant on regions and areas of the industry which are susceptible to exploitation. Employment must be voluntary and free from coercion. Supplier partners must not use involuntary labour, including bonded, indentured, forced, or slave labour, or labour conducted by prisoners or through human trafficking. Workers must not be charged recruitment or employment fees, and their freedom of movement must be unrestricted, with personal documents not retained. Agencies providing workforce services must act ethically and comply with all laws. Workers should not pay fees unless agreed, must control their travel and ID documents, be informed about employment terms before starting, and be able to leave employment without penalties. Supplier partners must ensure compliance through due diligence.

2. Freedom of Association and Collective Bargaining

We uphold workers' rights to freely associate and engage in collective bargaining. This is especially important in regions where these rights are suppressed. Supplier partners must respect workers' rights to form or join associations. In places where local law restricts this right, parallel means of free association should be allowed. No discrimination or unfair discipline based on union membership is tolerated. Supplier partners must regularly engage with workers on employment rights and safety matters.

3. Health & Safety (including Hygiene)

Maintaining high standards of health, safety, and hygiene for all workers is crucial. Supplier partners and operational facilities must have a healthy, safe, and clean environment, comply with all health and safety laws, and have procedures to prevent and address risks. They must provide personal protective equipment, assign health and safety responsibility to senior management, ensure emergency safeguards, conduct regular risk assessments, offer health and safety training, and ensure access to medical assistance.

4. Wages & Benefits

Ensuring fair wages and benefits for all workers is key to our ethical practices. The fashion industry often faces issues of low wages. We work to ensure our suppliers provide wages meeting or exceeding industry standards. All workers must have written employment contracts, and temporary labour arrangements should not circumvent obligations. Wages must meet legal minimums, industry standards, or negotiated wages and include all legally mandated benefits. Overtime work must be compensated at premium rates, and wage deductions should not be used as discipline. Suppliers must ensure equal pay for equal work, document all workers legally, and ensure wages meet basic needs.

5. Secure Employment

Promoting secure employment practices builds a stable and motivated workforce. We ensure our suppliers provide secure employment contracts with clear terms, in alignment with our auditing program and industry standards. Before implementing restructuring, reorganisation, or closures, suppliers must explore alternatives and create plans to minimise negative impacts on workers during retrenchment (quiet demand periods). These plans must be non-discriminatory and involve consultation with workers. Suppliers must comply with legal and contractual requirements and ensure fair compensation during retrenchment.

6. Compensation and Working Hours

Ensuring fair compensation and reasonable working hours is essential for workers' well-being, especially in regions like China where overwork is common. The regular working week must not exceed 48 hours, and weekly overtime must not exceed 12 hours. Workers must have at least one day off every seven days. Suppliers must provide leave by-laws and standards. Working hours exceeding 60 hours in a single week are allowed only under specific conditions, such as compliance with national law and collective agreements.

7. No Discrimination

Preventing discrimination and harassment is vital for creating an inclusive workplace. Suppliers must treat all workers with respect and not engage in or support discrimination based on race, caste, national origin, migrant status, religion, disability, gender, maternity, parental status, sexual orientation, union membership, political affiliation, or age. Pregnancy tests should not be required, and pregnant workers should not be discriminated against. Suppliers should have equal opportunity policies promoting gender equity, maternity leave provisions, and childcare support. Suppliers must ensure a harassment-free workplace, prohibiting all forms of abuse, discipline, threats, and intimidation.

8. No Harassment

We strictly prohibit any form of harassment, abuse, or degrading treatment in the workplace. Suppliers and factories must not impose unreasonable restrictions on entering or exiting facilities. This commitment extends to protecting employees from physical, sexual, mental, or any other type of abuse, harassment, or physical punishment, ensuring workplaces are free from harassment and violence.

9. No Child Labour

Suppliers must not use child labour. No person below the legal minimum age for employment or the age of completion of compulsory education should be employed. No one under 15 should be employed, even if local laws allow lower limits and robust age verification must be implemented. Workers aged 15-18 may only perform tasks that do not interfere with their development and education.

MIGRANT WORKERS AND DORMITORY PROVISION

Suppliers are responsible for monitoring dormitory conditions (whether owned or rented) including ensuring the provision of fire safety procedures and equipment, first aid, hygienic toilets and personal washing facilities, safe and hygienic cooking areas, or canteen.

All expenses related to bringing workers recruited from overseas shall be borne by the employer including:

- Agency service fees both one-time and recurring, recruitment or placement service fees in both sending and receiving countries, including commissions, referral fees or expenses paid to any sub-agents
- Airfare or fare for another mode of international transportation, terminal fees, and travel taxes associated with travel from the sending country to the receiving country and the return journey at the end of the contract
- Visa, including exit clearances and certificates
- New passport (not applicable if workers already have a valid passport at the time of hiring)
- Work and/or residence permits (including renewals)
- Documentation fees including notarization, translation, and legal fees.
- Pre-deployment skills tests, certifications, background checks, or other requirements for employment by receiving country or supplier
- Sending and receiving country medical exams, including vaccinations
- Pre-and/or post-departure training or orientation

- Transportation in the receiving country to and from the airport to the supplier facility or provided accommodations
- Security deposits or bonds
- Sending and receiving country-mandated fees, levies, and insurance
- Contributions to worker welfare funds or government-provided benefits in sending countries are required to be paid by the supplier

COMPLIANCE

Our Code of Conduct is mandatory for suppliers to follow. N Brown Group may require verification of compliance with the Code by the carrying out of third-party inspections and/or audits following the terms of the Contract. Where it is agreed (in writing) that the Supplier will be responsible for auditing its own suppliers'/manufacturers' compliance with the Code, the Supplier shall provide N Brown Group with the results of such audits or inspections upon request. Any incidences of non-compliance will be raised with the supplier and an agreeable resolution will be sought. Any breach of this Code by the Supplier, its agents, sub-contractors, suppliers or manufacturers shall be a material breach by the Supplier of its Contract with N Brown and all of its group of companies. Further details of breach and liquidated damages can be found within the Supplier Charter.

ANTI BRIBERY & CORRUPTION

N Brown Group enforces a zero-tolerance policy towards bribery and corruption. Any form of bribery or corrupt payment is strictly prohibited. Supplier partners must comply with national and international anti-corruption laws, avoiding involvement in corruption, extortion, or bribery. Prohibited actions include kickbacks, facilitation payments, and secret commissions.

As part of our Risk Management framework, our policies ensure the identification and management of bribery and corruption risks, protecting the Group and its customers. Non-compliance can lead to significant fines, penalties, reputational damage, and operational difficulties. Employees may face disciplinary action, up to dismissal. Complying with legal and regulatory obligations, JD Williams & Company Limited (JDW) is regulated by the FCA and ensures compliance with its permissions. We adopt a low-risk approach to financial crime, covering bribery, corruption, money laundering, terrorist financing, sanctions violations, and fraud.

Despite our business's low-risk exposure, we remain vigilant in identifying and mitigating these risks. Failure to adhere to these policies can result in severe consequences, including fines, penalties, and adverse publicity. Employees may face disciplinary measures, including termination.

RESPONSIBLE PURCHASING PRACTICE

Our approach to sourcing is built on collaboration, transparency, and a commitment to minimising negative social and environmental impacts while supporting our suppliers' capacity to meet our shared goals.

- We maintain strong relationships with our suppliers, grounded in mutual respect and trust. With a network of sourcing partners across key regions, we emphasise local engagement to build lasting partnerships.
- We understand the critical role payment terms play in maintaining suppliers' financial stability and enabling long-term investments in workforce welfare and infrastructure. At N Brown Group, we adhere to standardised payment terms aligned with industry best practices.
- We are committed to evolving our purchasing practices to address challenges and uphold human rights throughout our supply chain. To achieve this, we regularly engage with suppliers through anonymous feedback, ensuring we understand their perception of us as a buyer. We also participate in industry-wide assessments, using the findings to refine our policies and practices.

To build internal capacity, we provide comprehensive training on responsible purchasing practices to our employees. At N Brown Group, responsible purchasing practices are integral to our vision of creating a more sustainable and equitable supply chain. We are dedicated to continuous improvement and collaboration to achieve this vision together with our suppliers.

RESPONSIBLE SUPPLIER OFFBOARDING

At N Brown Group, we value our partnerships with suppliers and are committed to encouraging a culture of responsible business conduct throughout our supply chain. We try and treat our suppliers fairly ensuring a balanced % of production to minimise over-reliance, plus we are committed to providing sufficient transparency, planning and notice. We ensure that fair communication is had with our suppliers so they are aware of any reductions in business levels, which could ultimately lead to offboarding. We also conduct regular performance reviews so suppliers are aware of their performance when they are active suppliers with N Brown.

We recognise that there are occasions when business relationships with suppliers or factories may come to an end. In such cases, it is our responsibility to conduct a fair and responsible exiting process to minimise any negative impact on workers and ensure a smooth transition.

These processes are set out, and captured by the sourcing team, and are relevant to the exiting of suppliers and main tier-one factories. Offboarding from resulting violations of N Brown's Supplier Charter, N Brown Group's Code of Conduct or Environmental Protocol are governed by our escalation procedures.

Under Responsible Offboarding, N Brown Group will:

- Implement these procedures for supplier and main tier one factory offboarding that are conducted for business reasons.
- Notify suppliers of any offboarding plans, detailing a timeline for the last order placement and the latest shipment date. This timeline will be proportional to the volume of capacity N Brown Group has occupied with the supplier or factory, allowing sufficient time for suppliers to replace our capacity and minimise any negative impact on workers.
- Carefully consider the reasons for and potential consequences of offboarding a supplier or main tier-one factory.

Under Responsible Offboarding, our suppliers and their factories commit to:

- Ensure that internal management systems, policies, and procedures are in place to support the N Brown Group Offboarding Policy.
- Inform factories transparently when an offboarding decision has been made, whether by N Brown Group or the supplier.
- Actively engage in preventing negative impacts on workers due to N Brown Group's offboarding.
- Maintain all Offboarding agreements with N Brown Group regarding order deliveries, product quality, workers' rights, and other obligations during the phase-out period.

When worker employment terminations are unavoidable, suppliers commit to:

- Conduct worker employment terminations by local legal requirements and relevant retrenchment guidelines.
- Consult with workers and their representatives before making any final decisions regarding dismissals.
- Ensure that the selection of workers for dismissal is objective and free from discrimination based on factors such as labour union affiliation, gender, religion, or political orientation.
- Provide written notice of employment termination and the reasons for it to workers at the earliest possible stage, according to local legal requirements.
- Allow workers whose employment is terminated to have time off during the notice period to apply for other jobs.
- Ensure that all wages, severance payments, and other benefits are paid to dismissed workers according to national legal requirements and that all payments are documented.

Policy Owner	Christian Wells
Role	General Counsel and Company Secretary
Published	November 2024
Reviewed	Annually
Next Review Date	November 2025