



STARBOARD[™]
GROUP



onboard
MEDIA

Supplier code of conduct

Starboard and On-Board

Supplier Code of Conduct

Starboard Holdings, LTD Inc. (the “**STB**”)¹ and On-Board Media, Inc. (the “**OBM**”) provides and/or sells exceptionally high quality products or services. STB and OBM attach great importance to ensuring that its suppliers (including, but not limited to service providers, dis-tributors, manufacturers, landlords, as well as any third party which has a relationship with any entity within Starboard Holdings, LTD, Inc. and On-Board Media, Inc.) and their subcontractors (collectively, “**Suppliers**”) share a set of common rules, practices, and principles with Starboard and On-Board with respect to labor standards and social responsibility, protection of the environment, and ethics and business integrity.

Consequently, Starboard establishes and promotes exemplary relations with all its Suppliers anchored in responsibility, fairness, and integrity.

Starboard Holdings, LTD Inc. and On-Board Media, Inc. therefore requires its Suppliers to respect the principles set forth in this Supplier Code of Conduct (“**Code**”) and to ensure that their own suppliers do the same in the conduct of their activities for Starboard.

In the conduct of its activities, Starboard is committed to complying with all applicable laws, regulations, and national and international conventions, as well as with best practices, in particular with regards to labor standards and social responsibility, protection of the environment, and ethics and business integrity.

STB and OBM expect its Suppliers to apply the same respect for applicable laws, regulations, conventions, and ethics and business principles in the management of their own companies. Hence, Starboard requires strict compliance with these standards by its Suppliers.

When national legislation or other applicable regulations and this Code address the same topics with different standards, the highest standards and the most restrictive provisions shall apply.

STB and OBM work with Suppliers which agree to comply with the requirements of this Code and with the principles stipulated in the Conventions of the International Labour Organization, the Universal Declaration of Human Rights, the United Nations Global Compact, the OECD Guidelines for Multinational Enterprises and the United Nations Women’s Empowerment Principles and agree to ensure that their own suppliers do the same in the conduct of their activities for Starboard.

In the event of non-conformity with this Code by a Supplier, each of the entity(ies) within STB and OBM which has a business relationship with such Supplier reserves the right to require correction of the violations, suspend purchases, refuse to take delivery under any purchase order and return any goods from the Supplier until the non-conformities have been corrected, and may terminate its business relationship with the Supplier, in addition to any other rights or remedies available to such entity(ies) within STB and OBM.

1. Labor Standards and social responsibilities

STB and OBM require its Suppliers to exhibit exemplary social responsibility in their conduct.

PROHIBITION OF CHILD LABOR

Work by children under the age of 16 is strictly prohibited. In countries where local laws set a higher age for child labor or set an age for completion of compulsory education higher than 16, the highest age is applicable. Workers under the age of 18 shall not perform any overtime or hazardous work or work a night shift. Suppliers may use lawful, legitimate, properly-managed workplace apprenticeship programs, such as student internships.

PROHIBITION OF FORCED LABOR AND HUMAN TRAFFICKING

STB and OBM do not tolerate any form of abusive or illegal labor in its supply chain such as forced labor or human trafficking. All forms of forced labor, slavery, servitude or trafficking in human beings by Suppliers, as well as withholding identity papers or work permits or requiring workers to deposit a bond or the use of any other constraint, is strictly prohibited. All workers are entitled to accept or leave their employment freely. Suppliers must respect workers freedom of movement. Suppliers cannot require workers to work to repay a debt to them or to a third party.

PROHIBITION OF ILLEGAL, CLANDESTINE, AND UNDECLARED EMPLOYMENT

Suppliers are required to comply with all applicable regulations to prevent illegal, clandestine, and undeclared employment.

PROHIBITION OF HARASSMENT AND ABUSE

Suppliers are expected to treat their workers with respect and dignity. Suppliers must refrain and prohibit any behaviors and practices that cause any form of corporal punishment, physical, sexual, verbal, or psychological harassment or any other kind of abuse.

PROHIBITION OF DISCRIMINATION

STB and OBM expect its Suppliers to treat all workers equally and fairly. Suppliers may not engage in any kind of discrimination – in particular with regards to wages, hiring, access to training, promotion, maternity protection, and dismissal – based on sex, race or ethnic origin, religion, age, disability, sexual orientation, political affiliation, union membership, nationality, gender identity, ancestry or social background.

FAIR WAGES AND BENEFITS

Suppliers must at minimum pay accurate wages in legal tender, in a timely manner and on a regular basis, no less than monthly, compensate workers for overtime hours at the legal rate, and meet all legal requirements relating to worker benefits. If there is no legal minimum wage or rate for overtime pay in the country concerned, Suppliers must ensure that the wages are at least equal to the average minimum in the relevant industrial sector and that overtime pay is at least the same as the usual hourly compensation. Wages must be sufficient to meet the workers' basic needs and provide some discretionary income. Wage deductions shall not be used as a disciplinary measure. Suppliers must communicate pay structure and pay periods to all workers. STB and OBM require its Suppliers to guarantee that all workers receive benefits stipulated by applicable law or in any applicable collective bargaining agreements, company agreements, and other applicable negotiated individual or collective agreements.

WORKING HOURS

Suppliers must comply with all local laws and regulations applicable with respect to working hours, which shall not in any case exceed the maximum set by internationally recognized standards such as the International Labour Organization. Suppliers cannot impose excessive overtime hours. The total number of hours worked per week including overtime cannot exceed legal limits. Workers are entitled to at least the minimum number of days off established by applicable laws and at minimum must have at least one day off in every seven-day period.

FREEDOM OF ASSOCIATION

STB and OBM require its Suppliers to respect and recognize the right of workers to negotiate collectively, and to create or join labor organizations of their choice without any sanction, discrimination, or harassment. When applicable, Suppliers must provide workers' representatives with appropriate means to exercise their rights. Intimidation, threats, or discriminatory practices against workers' representatives are prohibited.

ENSURING HEALTH AND SAFETY

Suppliers are expected to provide their workers with a safe and healthy workplace environment in order to avoid accidents, bodily injuries, or dangerous expositions which may be caused by, related to, or result from their work, including during the operation of equipment, of chemical products, or during work-related travel. Suppliers are expected to set up procedures and trainings to detect, avoid, and mitigate as much as possible any hazards that constitute a risk to the health, hygiene, and safety of staff. Suppliers are required, at a minimum, to comply with all applicable local and international regulations and laws in this regard. Health and safety instructions must be put in place and widely communicated. Compliance by workers must be regularly evaluated. Workers must be provided with protective equipment appropriate to their activities. These same principles are applicable to housing provided by Suppliers.

PROTECTING LOCAL COMMUNITIES

As a responsible and committed group present around the world, Starboard Holdings LTD, Inc. strives to have a positive influence on the societies and regions in which it operates, prevent any damage to local communities and requires its Suppliers to apply the same behavior. When operating with indigenous communities, as defined by the United Nations Declaration on the Rights of Indigenous Peoples, Suppliers must seek free, prior, and informed consent (FPIC) and ensure their human rights capacity.

2. Environmental compliance and performance

STB and OBM has established an environmental strategy and takes concrete measures to protect the environment within the scope of a specific program which includes cooperation with its Suppliers to ensure application of best practices throughout the supply chain.

STB and OBM expect its Suppliers to share this commitment. It encourages initiatives by its Suppliers to reduce the environmental impact of their activities, notably through the use of green technologies and to share environmental figures with the entities within STB and OBM with which they have a business relationship when needed.

STB and OBM require that its Suppliers respect applicable local and international environmental laws, regulations, and best professional standards, obtain all requisite environmental permits, and that they be able to prove effective implementation of the following:

OPERATIONS (SITES, MANUFACTURE...)

- Application of an environmental management system (such as LWG certification for tanneries, ZDHC program for fashion and leather goods Suppliers or ISO 14001 certification);
- Improvements in the environmental performance of their sites and production resources, in particular through proper waste management, elimination of air, waste water, and soil pollution (including aquifers), reduction of greenhouse gas emissions with an emphasis on use of renewable energies, reduction of water and energy consumption;
- Measures to ensure that workers whose activities have direct environmental impact are trained, skilled, and have the resources required to effectively perform their work in consideration of these environmental commitments.

RAW MATERIALS, COMPONENTS, AND PRODUCTS

- Contributions to continuous improvements in environmental performance throughout the lifecycle of the products of STB and OBM. For instance, Suppliers are committed to share with the entity(ies) within STB and OBM with which they have a business relationship the most responsible options (certified materials, recycled materials, materials sourced with regenerative agriculture practices..), when reasonably available. Finished or semi-finished products bearing distinctive trademarks, design rights or other intellectual property assets belonging to entities within STB and OBM that have not been ordered or have been refused, should be managed as instructed by the relevant contact person within STB and OBM;
- Measures to ensure safe chemical management and chemical compliance of products and raw materials with either applicable national and international regulations and best professional standards, including REACH regulations;
- Measures to preserve biodiversity and ensure compliance with relevant environmental international standards and regulations such as CITES;
- Measures to ensure a zero illegal deforestation and zero deforestation in high risk areas;
- Measures to guarantee traceability, share information with regard to raw material origin, and compliance for raw materials and substances used;
- Measures implemented across the supply chain to respect animal welfare and implementation of the requirements of the Universal Declaration on Animal Welfare (UDAW).

3. Ethics and business integrity requirements

STB and OBM require exemplary integrity from its Suppliers in the conduct of their business activities. It is expected for Suppliers to act in full compliance with applicable local, national, and international laws and regulations in the conduct of their business, in particular in the following areas: prohibition of corruption and money-laundering, respect of competition, prevention of insider trading and protection of personal information.

PROHIBITION OF ALL FORMS OF CORRUPTION

STB and OBM apply a zero-tolerance policy concerning corruption and influence peddling. Starboard expects its Suppliers to take appropriate measures to prevent, detect, and discipline any corruption or influence peddling, directly or indirectly, across the scope of their activities. This includes a prohibition of so-called facilitation payments or other benefits provided to public officials for routine non-discretionary actions.

GIFTS AND INVITATIONS

Gifts or invitations may be considered acceptable expressions of courtesy within the context of good business relations as long as they are limited in scope and value, given openly and transparently, permitted under applicable law and regulations, customary in the location in which they would be given, provided to reflect esteem or gratitude, and not offered with an expectation that something will be offered in return. In some cases, these practices might be subject to anti-corruption regulations or other legal requirements, making it essential for Suppliers to commit to comply with applicable rules and regulations within the scope of their business relationship with any member of STB and OBM.

PREVENTION OF CONFLICTS OF INTEREST

STB and OBM require its Suppliers to be committed to make every effort to prevent the occurrence of situations that create an actual, perceived, or potential conflict of interest within the scope of their business relationship with any member of Starboard.

PROHIBITION OF MONEY-LAUNDERING

STB and OBM require its Suppliers to take all appropriate measures to prevent their operations from being used as vehicles for money-laundering.

RESPECT OF COMPETITION

Suppliers commit to take all appropriate measures to prevent abuse of dominant position, concerted practices, or unlawful agreements between competitors, such as the setting of prices or price ranges (price fixing) or market allocations or boycotts limiting the production of certain products.

CONFIDENTIALITY

STB and OBM require its Suppliers to commit to taking all necessary measures to guarantee the confidentiality of professional secrets and other non-public information they receive in the course of their business relationship with Starboard.

PROTECTION OF PERSONAL INFORMATION

STB and OBM require its Suppliers to take all appropriate measures to comply with all

applicable laws and regulations concerning the protection of personal information.

CUSTOMS AND SECURITY AUTHORITIES

STB and OBM require its Suppliers to comply with applicable customs laws and regulations, including those relating to imports and the ban on transshipment of merchandise to the importing country.

TRADE RESTRICTIONS AND INTERNATIONAL SANCTIONS

STB and OBM require its Suppliers to respect all applicable international trade restrictions and economic and trade sanctions, taking into account any changes in these measures, as well as all applicable laws and regulations concerning export and import controls.

PROTECTION OF ASSETS

Suppliers are required to take all necessary measures to protect the resources and assets of the entities within STB and OBM with which they have a business relationship, in particular their brand image and intellectual property rights.

PUBLIC STATEMENTS

STB and OBM expect its Suppliers to be extremely attentive to their public statements, particularly on the Internet and in social media, and to ensure that none of those statements be attributed to any entity belonging STB or OBM or their investors, directors, officers or employees, and are consistent with Suppliers' commitment to both confidentiality and respect of professional secrets.

INFORMATION TRANSPARENCY

Suppliers are required to provide clear and accurate information regarding the methods and resources used, production sites, and characteristics of the products or services supplied, and to refrain from making any misleading claims.

4. Supplier grievance mechanism and Starboard Alert Line

SUPPLIER GRIEVANCE MECHANISM

Suppliers must establish processes or mechanisms by which workers and stakeholders can raise issues of concern without fear of retaliation or negative impact.

STARBOARD ALERT LINE

Suppliers which become aware of violations (or risk of violation) of the Starboard and On-Board Supplier Code of Conduct, guidelines, principles and policies and/or of applicable laws and regulations are invited to raise their concern to their contact person(s) in the entity(ies) within STB and OBM with which they have a business relationship.

The Starboard Alert Line, which is also open to Starboard and On-Board's Group's employees can be accessed .

5. *Control and access to information*

STB and OBM expect its Suppliers to ensure that adequate and effective management systems, policies, procedures, and training are in place to ensure ongoing compliance with this Code.

CONTROL

Each of the entities within Starboard reserves the right to control compliance with the principles set forth in this Code by Suppliers. These controls will be performed by such entities of Starboard or duly mandated third parties. Any control or audit will be related to the business relationship between the relevant entity within Starboard and the Supplier. If a Supplier is subject to specific professional obligations pursuant to law, any control or audit will be carried out taking into consideration these professional obligations. Suppliers must commit to improving or correcting any deficiencies identified. Starboard may also support Suppliers in implementing and applying best practices in order to resolve non-conformity issues.

ACCESS TO INFORMATION

Suppliers shall provide upon request any supporting documentation or information attesting full compliance with this Code.

6. *Acknowledgement*

As a condition of doing business with an entity within Starboard Holdings LTD, Inc. and/or On-Board Media, Inc., the below Supplier certifies that it will comply with this Code and its requirements.

Executed as of this (Day) of (month), (year)

Supplier Name:

Supplier Address:

Supplier DUNS #:

Supplier Representative Name and Position:

Supplier Representative Signature:

Chop (if applicable):