



UPL Supplier Code of Conduct

A. PURPOSE:

As part of efforts of UPL Limited and its group companies to foster relationships with suppliers who share our values, we introduce the UPL Supplier Code of Conduct. It emphasizes good workplace policies that comply with local labor laws, applicable environmental laws, other requirements and ethical corporate behaviour. UPL is a signatory to United Nations Global Compact and Responsible Care Initiatives and we expect our suppliers to make similar commitments to adhere to these principles and continuously improve their environmental, health and safety performance.

For the purposes of this document, reference to UPL shall mean UPL Limited and its worldwide group companies.

B. SCOPE:

It applies to all suppliers of goods and services to UPL, including suppliers, contractors, contract manufacturers, tollers and joint venture partners with whom we share a contractual and commercial relationship. Suppliers are also expected to apply these principles to their subcontractors and third-party agents they work within providing goods and services to UPL.

C. UPL SUPPLIER CODE OF CONDUCT PRINCIPLES:

1. Ethics:

Suppliers are expected not to practice or tolerate any form of corruption, extortion or embezzlement. Suppliers will not offer or accept bribes or other unlawful incentives to/from their business partners and shall keep accurate records of its business dealings with UPL and other business partners. Suppliers are expected not to offer to UPL employees gifts or any kind of personal benefit resulting from relationships with the suppliers. Suppliers are expected to disclose to UPL any situation that could constitute a conflict of interest with any UPL employee not acting in the best interests of the company.

2. Confidential Information and Intellectual property:

Suppliers will safeguard and make appropriate use of confidential information and ensure that their business partners' privacy and valid intellectual property rights are protected. Suppliers shall handle all and any personal information about individuals, such as UPL's consumers or employees with full respect for protection of their privacy, relevant privacy laws and regulations. Further, suppliers acknowledge that all inventions and innovations during the course of business will belong to UPL. All suppliers should take precaution to prevent any loss of UPL's intellectual property rights, where applicable, and seek counsel from their contact persons at UPL when needed.

3. Legal and Other requirements:

Suppliers shall comply with all applicable laws, other requirements and regulations in providing goods and services to UPL including those related to international trade, export controls, data protection and anti-trust/competition laws.

4. Employment and Labour practices: Suppliers are expected to have clear and effective guidelines, policies relating to following employment practices:

- a. Minimum age for employment – UPL has a strict 'No Child Labour' policy. Suppliers shall not employ anyone under the legal working age as defined by the local law. Further, Suppliers shall adhere to contracts that they enter into with UPL that incorporate non-negotiable clauses prohibiting use of child labour.
- b. Forced labour - Suppliers shall not use any form of forced or involuntary prison labour, bonded labour and slave labour.
- c. Abuse and harassment – Suppliers shall not use corporal punishment or other forms of physical or sexual harassment or abuse of their employees.
- d. Discrimination - Suppliers shall not discriminate based on any condition or characteristic, which is protected by applicable law or regulation.
- e. Freedom of association - Suppliers shall recognize and respect each employee's right to associate with any legally sanctioned organization. The rights of labour unions and collective bargaining must be respected.
- f. Work hours, work-week and payment of wages - Suppliers shall comply with all applicable local laws and support equal pay for work of equal value.

g. Health and safety - Suppliers shall provide their workers with safe, healthy and hygienic working conditions in order to prevent accidents, occupational illness and injuries arising out of, linked with, or occurring in the course of work or as a result of the suppliers' operations.

5. Health, Safety, Environmental and Quality Practices:

- Suppliers will comply with all applicable quality, health, safety and environmental regulations. All required permits, licenses and registrations will be obtained, maintained and kept up-to-date. Suppliers will fulfil their operational and reporting requirements under such licenses and registrations.
- Suppliers are expected to have systems in place to ensure safe and secure transportation of materials in compliance with local regulations.
- We expect our suppliers to conduct business in a manner, which embraces sustainability, circular economy and reduces environmental impact through pollution prevention, waste reduction, water and energy conservation. Suppliers shall practice sustainable sourcing of raw materials thereby minimizing the impacts on natural resources, land resources and biodiversity.
- As much as feasible, suppliers are encouraged to adopt sustainable packaging alternatives and put in place mechanisms to collect and recycle plastic waste generated from product packaging.
- UPL has made commitments towards reducing operational environmental footprint focusing on greenhouse gas emissions, energy use, water and material efficiency in its operations. Suppliers are expected to embrace similar sustainability commitments and to develop and implement plans and programs to not only achieve these commitments but also to correct any non-compliances.

6. Conflict minerals:

Suppliers are expected to ensure that products supplied to UPL do not contain metals derived from minerals or their derivatives originated from conflict regions that directly or indirectly finance or benefit armed group.

7. Communications and Disclosure:

We expect our suppliers to take appropriate steps to communicate the UPL Supplier Code of Conduct to

their employees and its direct suppliers through formal policies, appropriate training programs and posting these principles in the local language in an accessible place. Suppliers are also encouraged to externally disclose their economic, social and environmental impact in line with the principles set forth in this UPL Supplier Code of Conduct.

8. Monitoring and Compliance:

As part of the implementation of UPL Supplier Code of Conduct, these principles will be included in all new or renewed commercial agreements between suppliers and UPL and its affiliates. Suppliers shall be expected to certify their compliance with the UPL Supplier Code of Conduct principles at UPL's request and to authorize UPL and / or its designated agents (including any third parties) to engage in monitoring activities, including on-site inspections. When UPL becomes aware of any actions or conditions not in compliance with the UPL Supplier Code of Conduct principles, such actions and conditions shall be reviewed and appropriate corrective measures shall be implemented. Suppliers are also expected to strive for continual improvement by driving various initiatives including effective management systems, a risk assessment process and training programs in accordance with these principles.

If the suppliers have any concerns about a UPL employee who has acted contrary to principles mentioned herein, the supplier is encouraged to report its concerns to UPL's grievance redressal mechanism. Details of this mechanism are included in UPL's Global Code of Conduct (available on [UPL Supplier Code of Conduct.pdf \(upl-ltd.com\)](#))

A supplier's relationship with UPL will not be affected by an honest report of potential misconduct. Investigations will be conducted with appropriate confidentiality and will be respectful and fair.

This code is reviewed periodically to determine whether revisions may be required due to changes in the law or changes in our business or the business environment.

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