



Supplier Code of Conduct

10 February 2020



Supplier Code of Conduct Overview

At Tata Consumer Products (“TCP”), we believe that adhering to the highest possible standards of integrity and ethical behaviour is the only way to succeed, and so we have set the highest standards for the way we conduct business, in areas from corporate and social responsibility to sound business ethics, by strict compliance with our Tata Code of Conduct as well as our broader Values:

 Empathy	Understanding every individual's needs before acting, respecting diversity of thought and the value of collaboration for business
 Agility	Being proactive, adaptive and quick to respond to the market, while blending perspectives for dynamic thinking
 Ownership	Taking pride and initiative, holding ourselves accountable for our actions, and nurturing the communities we work in
 Integrity	Remaining fair, transparent, responsible and ethical in our conduct; everything we do must stand the test of public scrutiny
 Excellence	Staying fully engaged and passionate about delivering the highest standards for the company and our own development

We also believe that that integrating sustainability into our products and in the way we do business is the right thing to do. Sustainable products are good for people, good for the planet and also good for business. Consumers today are increasingly aware and interested in the sustainability of the products they purchase. Has it been sourced, manufactured and packaged responsibly, is it a healthy product, is it eco-friendly.

Because the conduct of TCP supply partners, delivery partners, distributors, stockists, and other third-party vendors with whom TCP conducts business (collectively, “Suppliers”) can be attributed to TCP and its reputation, our expectation is that our Suppliers will lawfully conduct their business with the same standards of integrity and ethical behaviour as TCP. This Supplier Code of Conduct (the “Code”), while not exhaustive, is established to provide a guideline of expectations, highlighting some key laws and regulations, as well as outlining additional requirements that TCP expects its supply partners to meet. While TCP understands that our Suppliers function in varied geographies and with a wide range of cultures and ways of operating,



all Suppliers must ensure that their own supply partners and sub-contractors act in accordance with this Code.

Corporate Responsibility

TCP makes the following commitments to our Suppliers:

- TCP will select our Suppliers fairly and transparently.
- TCP will respect our obligations on the use of third party intellectual property and data.
- TCP will conduct our business with honesty and integrity. We operate a global zero tolerance approach to bribery and corruption. We will ensure that any gifts or hospitality received from, or given to, our suppliers comply with TCP's Gifts and Hospitality policy.

TCP expects our Suppliers to make the following commitments:

- To comply with all the requirements laid out within this Code and to confirm agreement to it in writing; whether this be through a contract with TCP, a separate written communication confirming agreement to these requirements or agreed documentation showing that the Supplier has a similar policy which meets or exceeds all TCP requirements.
- To trade with their own suppliers in a way which is consistent with the requirements within this Code (this shall include all subsidiary companies of the Supplier).
- To represent TCP only with duly authorised written permission from TCP.
- To respect the confidentiality of information shared by TCP.
- To have in place management systems to monitor Supplier performance and any retained subcontractor performance against these requirements and, where required, implement corrective action.
- To conduct their business with honesty and integrity, including a global zero tolerance policy towards bribery and corruption. Such a policy will ensure full compliance with the UK Bribery & Corruption Act, the U.S. Foreign Corrupt Practices Act, the Indian Prevention of Corruption Act, 1988, as amended 2018, and such other anti-bribery and corruption legislation as is in force, or may be implemented, in the countries in which TCP or the Supplier operates.
- To respect human rights in all of their worldwide operations and comply with the minimum labour standards detailed later in this Code.
- To acknowledge their effect on the environment and recognise the need to minimise any adverse impact their operations may have on it.
- To comply with the laws of the countries in which they operate and any other laws which apply to them.



Human Rights, Workplace, and Labour Standards

TCP's Code of Conduct reflects its longstanding commitment to act ethically and with integrity in all of its business relationships and to implement and enforce effective systems and controls to ensure slavery and human trafficking is not taking place anywhere in its supply chains. Our Code specifically states "We do not employ children at our workplaces. We do not use forced labour in any form." TCP is committed to good corporate citizenship and actively assisting in the improvement of the quality of life of the people in the communities in which it operates, and hence TCP: (i) partners with the United Nations Children Emergency Fund (UNICEF) as well as the Ethical Tea Partnership to promote child rights and child protection in its supply chain, and (ii) on an ongoing basis reviews and when necessary amends its programs and policies to ensure compliance with the MSA and all related legislation including the California Transparency in Supply Chain Act. As such, TCP's Suppliers must comply with the following requirements:

- Suppliers must respect the human rights and dignity of all stakeholders. Proper measures must be taken to promote a workplace free of harassment, harsh treatment, threats of violence, corporate punishment, or other forms of physical coercion.
- Suppliers shall not use forced labor in any form, including bonded, indentured and involuntary prison labor, inclusive of human trafficking and slavery. Any work performed by an employee that is involuntary and/or performed under threat of physical harm or other penalty is prohibited.
- Suppliers will not confiscate personal documents of their employees, force them to make payment to the Supplier in order to secure employment or to work with the Supplier. All employment with the Supplier shall be freely chosen and employees will be free to leave the Supplier after a reasonable notice period.
- Suppliers shall not employ anyone under the age of 15 in any of the Supplier's workplaces except where the law provides. Suppliers must ensure proper employment of minors at all stages of farming, manufacturing, delivering and processing finished goods.
- Suppliers shall not unfairly discriminate on any ground, including color, race, caste, religion, colour, ancestry, marital status, gender, gender identity or expression, sexual orientation, age, nationality, social or ethnic origin, disability, pregnancy, political affiliation, veteran status, union membership, or any other category protected by applicable law. All conditions of employment must be based on an individual's ability to do the job, not on the basis of personal characteristics or beliefs.
- Suppliers shall ensure that opportunities for career development will be based solely on performance, merit, competence and potential.
- Suppliers must ensure that working conditions for their employees are safe, healthy, and hygienic, this shall include unrestricted access to drinking water and toilet facilities. Suppliers must implement appropriate controls, safe procedures, and preventative maintenance and protocols for providing appropriate protective equipment in



compliance with all applicable laws and regulations, and take all appropriate measures to prevent accidents and minimise hazards.

- Suppliers shall comply with all applicable laws governing the number of maximum work hours, vacation time, leave periods, and holidays. Supplier employees shall not work beyond the maximum working hours permitted by applicable law. Suppliers will compensate for overtime hours, and legally mandated benefits in accordance with all applicable laws and standards.
- Suppliers shall not tolerate any form of harassment, whether sexual, physical, verbal or psychological.
- Suppliers shall recognize and respect the rights of employees to freely associate, organize and bargain collectively in accordance with all applicable laws, and allow employees the freedom to join a union, or collective bargaining group acting for them, or allow them to decline if they choose to.
- Suppliers shall comply with all relevant aspects of the GB Modern Slavery Act 2015 and any related laws or regulations.
- Suppliers shall only employ workers with a legal right to work, which must be validated by Suppliers before the employment by reviewing the relevant documentation.

Anti-Bribery and Corruption

TCP's commitment to our supply partners and to the world community generally is one characterized by honesty, fairness, and ethical business practices. We are committed to operating our business with integrity, respect, accountability and honor. Ethical business is everyday business at TCP. Our Core Values stated above, which define who we are, what we do, and how we do it, guide our actions and interactions each day. We do business with Suppliers who demonstrate a strong commitment to ethical behaviour.

As such, we require each Supplier to conduct its business in accordance with the highest ethical standards and to have controls in place that prohibit and detect the misuse of company assets, corruption, bribery, improper gifts, extortion, and embezzlement. All Supplier' business dealings should be fair, legal, and honest. TCP's Suppliers must comply with the following minimal requirements and take all reasonable steps to prevent and eradicate risk relating to bribery and corruption in their supply chains:

- Suppliers, including all of their agents and intermediaries, shall not, directly or indirectly, offer or receive any illegal or improper payments or comparable benefits that are intended or perceived to obtain undue favours for the conduct of their business.
- Suppliers shall comply with all applicable anti-bribery laws for all countries in which they and TCP operate.
- Suppliers shall not do, or omit to do, anything which would cause or lead to TCP being in violation of any anti-bribery laws; specifically, but not limited to, the UK Bribery and Corruption Act, the U.S. Foreign Corrupt Practices Act and the Indian Prevention of Corruption Act, 1988, as amended 2018



- Suppliers shall not make, directly or indirectly, facilitation payments. Facilitation payments are payments or a provision of benefit of any kind paid (normally to government officials) to expedite or facilitate non-discretionary actions or services, such as by way of example only: issuing permits, processing papers such as a visa, loading or unloading of cargo or releasing goods held in customs.
- Suppliers shall ensure that all gifts and hospitality given or received are modest in value and appropriate and, when involving any employee of TCP, are in compliance with TCP's Gifts and Hospitality Policy.
- TCP recognizes that business gifts and hospitality are sometimes used in the normal course of business activity. However, if offers of gifts or hospitality (including entertainment or travel) are frequent or of substantial value, they may create the perception of, an actual conflict of interest or an 'illicit payment'. We expressly discourage entertainment that could appear excessive or could appear to influence a business decision. No Supplier employee shall give or receive any gift or favour that could reasonably be viewed as being given or received to gain a business advantage, including Supplier incentive programs. Suppliers must promptly report to TCP any request or demand for any financial or other advantage of any kind received by the Supplier in connection with the performance of its obligations to TCP.
- Suppliers shall put in place adequate policies and procedures to ensure compliance with all applicable anti-bribery laws and enforce them as required.

The Environment

TCP makes dedicated efforts to engage with the communities where we operate and to partner with other stakeholders to minimize any adverse impact that our business operations may have on a local community and the environment more generally. In order to support TCP's commitment to operating in an environmentally conscious and community respectful approach consistent with its values, principles and the Tata Code of Conduct, all Suppliers must comply with the following minimal requirements and take all reasonable steps to prevent and eradicate risk relating to the environment in their supply chains all TCP Suppliers must at a minimum:

- Comply with all applicable environmental and related laws and regulations.
- Avoid pollution and prevent the wasteful use of natural resources.
- Minimise impact on the environment.
- Apply the principle of sustainable development and meeting the needs of the present without compromising future generations.
- Monitor environmental performance and set targets for improvement.



Data Protection

TCP takes data protection seriously and is committed to protecting personal data when working with Suppliers. This section applies where personal data is exchanged between TCP and its Suppliers. TCP is committed to ensuring that we comply with all applicable data privacy laws, including where applicable the General Data Protection Regulation (GDPR). TCP expects its Suppliers to do the same. This means that in any data sharing or data processing arrangement with TCP, Suppliers must:

- Act only on the written instructions of TCP (unless required by law to act without such instructions).
- Take appropriate measures to ensure the security of processing.
- Assist TCP in providing subject access and allowing data subjects to exercise their rights under any applicable law.
- Assist TCP in meeting its legal obligations in relation to the security of processing, the notification of personal data breaches and (where applicable) any data protection impact assessments.

Management Systems

In order to monitor all Suppliers' performance against the requirements in this Code and, where necessary, improve their performance and implement corrective action plans, Suppliers are expected to have management systems in place to strategically address Human Rights, Workplace and Fair Labour Standards, Anti-Bribery and Corruption, the Environment, and Data Protection.

These systems, subject to review and audit by TCP, should include:

- Policies approved by executive management which detail the Supplier's commitments and objectives to protecting human rights and the environment and to thwarting bribery and corruption and data breaches.
- Performance objectives with measures and plans for their implementation.
- Responsible individuals for each of these areas including those who can facilitate an audit of compliance and/or inspection of Supplier facilities.

Suppliers shall maintain sufficient and accurate records substantiating compliance with this Management System requirement including but not limited to a documented process for effective management of and compliance by subcontractors where retained. Suppliers shall permit TCP reasonable access to such records upon request.

TCP reserves all rights to ensure the Supplier's compliance with this Code through monitoring, independent third-party verification, and audit. TCP expects our Suppliers to implement a continuous improvement strategy and will seek to work with our Suppliers in this way.

If a Supplier identifies any areas covered by this Code where their performance has fallen below the requirements laid out, then corrective action plans should immediately put into place



and the shortfall rectified to the reasonable satisfaction of TCP's Procurement, Legal and Compliance management.

If any material breaches of the requirements laid out in the Code occur, the Supplier immediately shall inform TCP about all facts relating to the incident, including the parties involved and a specific statement as to the nature of the infraction, and provide a written strategic plan to correct this breach. Such action plan shall be subject to approval by TCP management.

TCP reserves the right to immediately terminate its relationship with any Supplier for any Supplier's breach not addressed to the reasonable satisfaction of TCP, where a serious breach occurs and TCP is not immediately informed, where a Supplier's conduct creates repeat material breaches, or where a Supplier's breach is so material as to offend Tata's Code of Conduct and related ethics and compliance policies.

TCP may consider resuming business with a Supplier only after an audit satisfactory to TCP has been completed. A plan for sustainable improvement may be required.

TCP Ethics & Compliance Helpline

Where Suppliers identify material breaches of this Code's requirements by their own employees or by third parties including TCP, they are strongly encouraged to report the incident using one of the methods below, in accordance with TCP's Ethics & Compliance Helpline process:

Phone:

India -1800 3000 0053

US and Canada - 1-844-371-0217

UK - 0808-234-1815

Other countries - +2712 543 5809

Email:

All countries TCPI@ethicshelpline.in

Web Portal

All countries www.in.kpmg.com/ethicshelpline/TCPI/

Ownership

This Code is owned by the Chief Procurement Officer of TCP as supported by the management of Legal, Compliance, and Human Resources.

TCP will communicate the Code, and raise awareness of it, both internally and externally through educational trainings, revisions to master services agreements and other contractual documents, and direct written correspondence. In addition, TCP will include the Code on its Internet and Intranet and ensure that it is incorporated by reference in its Standard Terms and Conditions.



This Code supplements but does not supersede any rights or obligations established in any agreement we may have with our Suppliers.

I acknowledge that I have read and will adhere to the TCP Supplier Code of Conduct.

Date: _____

Supply Partner name: _____

By Authorized Signature: _____

Title: _____