

Mike Magolnick / Flag Media **Supplier Code of Conduct** (“Supplier Code”) contains principles to promote ethical conduct in the workplace, safe working conditions, the protection of sensitive information, the treatment of workers with respect and dignity, and responsible supply chains. **As used in this Supplier Code, “Supplier” refers to any entity (Business Partners, Vendors, Contractors, and Suppliers) providing products, people or services to Flag, including its subcontractors and agents, and where applicable, the personnel of Supplier and its subcontractors and agents.** “Flag” refers to Mike Magolnick, Flag Media and its controlled affiliates and business organizations.

At a minimum, all Suppliers must operate in full compliance with the laws, rules and regulations of the jurisdictions (whether U.S. or otherwise) in which they operate or where they provide services to Flag. Where this Supplier Code sets higher standards than what the law provides, Flag expects Suppliers to adhere to such standards. It supplements, but does not supersede, the contracts between Flag and the Supplier.

## SECTION A - ETHICS AND STANDARDS OF CONDUCT

Suppliers are expected to conduct business with integrity and mutual respect and to uphold the highest standards of ethics and behavior, including:

### **1) Business Integrity**

All forms of illegal or inappropriate activity, including, but not limited to, corruption, misrepresentation, extortion, embezzlement or bribery, are strictly prohibited.

### **2) Competition, Advertising and Marketing**

Flag expects Suppliers to uphold fair business standards in advertising, sales and competition. If a Supplier, with Flag's prior written approval, engages in any advertising, marketing or promotional activities that reference or implicate Flag, its name, logo or services in any manner, such materials must be truthful and accurate, with clear and conspicuous disclosure of material terms and limitations of advertised offers.

### **3) Alcohol and Drugs**

Suppliers must not engage in any work for or on behalf of Flag, or in any fashion represent Flag, while under the influence of alcohol or other substances that may impair the ability to work safely. In addition, Suppliers may not possess illegal drugs or controlled substances while on Flag premises or while conducting business with or for Flag.

### **4) Gambling**

Supplier must not engage in gambling, including games of chance, on Flag premises or while conducting business with or for Flag.

## **5) Flag Property, Funds and Information; Records**

Suppliers must use all Flag property, including, but not limited to, equipment, funds, documents, electronic and written information and communications systems, with care and adherence to acceptable standards and Flag's rules and procedures. Suppliers are required to report any suspected or actual misuse, theft, vulnerability, improper exploitation, or sabotage of Flag property. Records prepared for Flag, including records of work time and expenses, must be accurate and complete. Flag and Supplier are required to honor a mutual non-disclosure, whereby Suppliers must not disclose to Flag clients, as to their level of involvement with the company and Flag agrees to not disclose Supplier information to clients.

## **6) International Business**

In conducting international business, Suppliers are expected to comply with all U.S. and local standards and customs, such as the U.S. Export Administration Act, the Export Administration Regulations, the Foreign Corrupt Practices Act and related international laws.

## **7) Business Courtesies**

Suppliers must not provide entertainment that could embarrass Flag or harm its reputation. Suppliers must never provide gifts or entertainment intended to improperly influence any person's business judgment or that might create the appearance of undue influence. It is never permissible to give currency as a gift. When Suppliers team with Flag in providing goods

and services to government entities, or otherwise deal with governmental officials in connection with Flag matters, gifts or entertainment of any value are not permitted without Flag's express authorization.

### **8) Conflicts of Interest**

Suppliers must avoid engaging in any activity that would create an actual or apparent conflict of interest regarding their provision of products or services to Flag. A conflict of interest exists where Flag personnel have a financial or close personal interest relating to the Supplier or its personnel, and such relationship could interfere with or influence the award, conduct or oversight of work for Flag. In the event an actual or potential conflict of interest does arise, Supplier must immediately report it to Flag.

## **SECTION B – LABOR**

Flag views it as a business imperative to uphold the human rights of workers by treating them with dignity and respect and we expect the same commitment from Suppliers. Accordingly, all participants in Flag's supply chain are expected to adhere to the following labor standards:

### **1) No Child Labor**

Suppliers must not use child labor. The term "child" refers to any person under the age of 15, or under the applicable minimum age for completion

of compulsory education, or under the minimum age for employment in any particular country, whichever is the highest.

## **2) Only Voluntary Labor**

Suppliers will not use forced labor of any type, including bonded, indentured or prison labor. Suppliers are prohibited from requiring workers to pay fees or lodge deposits for their employment, either directly or through third parties. Suppliers will not place any unreasonable restrictions on workers' freedom of movement within, or in and out of, company provided facilities. Suppliers may not hold or otherwise destroy, conceal, confiscate or deny access by employees to their identity or immigration documents, such as government-issued identification, passports or work permits, unless such holdings are required by law.

## **3) Freedom of Association and Collective Bargaining**

Suppliers must comply with applicable laws and regulations governing the legal rights of their employees to join or not to join worker organizations, including trade unions, and the right to collectively bargain, if they choose to be represented.

## **4) Non Discrimination**

Suppliers must not engage in discrimination on any basis prohibited by applicable/local law, including, without limitation, race, color, religion, age, gender, pregnancy, sexual orientation, gender identity and expression, national origin, disability, marital status, citizenship status, veteran status or military status. Flag embraces diversity and equal

opportunity as fundamental principles and key components of its corporate strategy. We strongly encourage that all Suppliers do the same. Suppliers must also maintain a workplace culture based on respect where all forms of unlawful harassment and abuse, including sexual harassment, is forbidden. Disciplinary policies and procedures in support of these requirements must be clearly defined and communicated to employees and adequate training must be provided.

#### **5) Working Hours and Wages**

Compensation paid to workers must comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. Employees should have the ability to earn fair and equal wages, as determined by applicable local law.

Suppliers are fully responsible for the quality, performance, behavior, supervision and protection of their personnel. Flag retains the right in its absolute discretion to require the removal of any individual from a Flag job site for any reason.

### **SECTION C – HEALTH AND SAFETY**

Suppliers must conform to all applicable health and safety laws and regulations, and to applicable industry codes. Suppliers must have a program or mechanism(s) to enforce and monitor compliance with health

and safety requirements. These programs or mechanisms should include at least the following elements:

### **1) Occupational Safety**

Suppliers must be committed to providing personnel with a safe place to work and making appropriate safety equipment available. They must ensure that personnel are trained and qualified to perform their work functions safely prior to initiating any work for Flag. Suppliers must have or subscribe to a written safety and health program.

### **2) Emergency Preparedness**

Suppliers must have emergency plans and response procedures that include: (i) emergency preparedness, reporting and notification; (ii) evacuation procedures, training and drills; (iii) appropriate hazard detection and suppression equipment; and (iv) adequate exit facilities from job sites. Suppliers must ensure that their personnel performing services in Flag facilities are aware of and comply with Flag emergency plans and response procedures for those facilities.

### **3) Occupational Injury and Illness**

Suppliers must have procedures and systems to manage, track and report: (i) occupational injuries and illnesses; (ii) exposure of workers to chemical, biological and physical agents; and (iii) violations and fines from the Occupational Safety and Health Administration or corresponding local regulatory agencies. Such procedures and systems must include

provisions to: (a) encourage worker reporting; (b) classify and record injury and illness cases; and (c) investigate cases and implement corrective actions. Fatalities, injuries, illnesses, property damage, vehicle incidents and near-misses occurring on Flag controlled premises while delivering services must be reported as directed by Flag.

## SECTION D – ENVIRONMENTAL

Flag considers environmental responsibility integral to delivering world class services and solutions that create shareholder and community value. Flag expects Suppliers to demonstrate a commitment to responsible environmental stewardship, including:

### **1) Compliance with Environmental Laws**

Suppliers must comply with all environmental laws and requirements, including those relating to: (i) the management and disposal of hazardous materials; (ii) contaminants in air, soil or water; (iii) the protection of natural resources, wildlife and wetlands; and (iv) recycling.

### **2) Pollution Prevention and Resource Reduction**

Suppliers must strive to reduce eliminate or prevent waste of all types, by conserving materials and modifying their production or maintenance or facility processes. Suppliers must also work to reduce the volume and toxicity of products throughout the life cycle.

### **3) Environmental Consideration in Business Decision-making**

Suppliers are to work with their own sub-suppliers to assess and address environmental and sustainability issues within their supply chains.

### **4) Assessment and Improvement of Environmental Practices**

Suppliers are to implement environmental management systems and focus on continuously monitoring and improving their performance. Well-designed “key performance indicators” and meaningful short- and long-term improvement targets are essential.

## **SECTION E – FLAG INFORMATION; ACCESS TO FLAG SYSTEMS AND PREMISES; NON-EMPLOYEE FLAG IDENTIFICATION**

All Suppliers are expected to adhere to the following requirements:

### **1) Flag’s Information**

Flag’s confidential and proprietary information concerning matters such as our business activities, strategies, plans, structure, technology, customers, financial situation and performance is critical to our success, and such information must be protected from disclosure and must not be used except in accordance with applicable regulations and contractual requirements.

Suppliers must comply with applicable compliance with all privacy, data protection, and information security laws and associated regulatory requirements as well as with Flag's privacy, data protection, and information security policies – as they are updated by Flag - whenever Flag's confidential and proprietary information, especially personal information, is collected, stored, processed, disclosed, transferred and/or shared. Suppliers must return or destroy Flag's information when the information is no longer necessary for the performance of Supplier's obligations or at the conclusion of its relationship with Flag.

## **2) Special Duties for CPNI and Personal Information**

If Flag provides a Supplier access to Customer Proprietary Network Information ("CPNI") or personally identifiable information pertaining to Flag customers and/or employees, Supplier may only disclose such information to its personnel with a need to know such information in the performance of their work for Flag, and only if permitted to do so by its contract with Flag. Supplier must adopt effective technical, physical and organizational measures that achieve these results. For this purpose: (i) "CPNI" is as defined in 47 U.S.C. Section 222(h)(1); and (ii) "personally identifiable information" is information that, either alone or in combination with other data, identifies or uniquely relates to an individual, such as an individual's name, social security number, financial account numbers (e.g., credit or debit card number or bank account information), account passwords and pass codes, driver's license and/or

government-issued identification number, mother's maiden name, date of birth and healthcare records.

Upon request, Suppliers and their personnel must complete CPNI compliance training provided by Flag. In the event of an unauthorized disclosure of CPNI or personally identifiable information, Supplier must provide immediate notice to its account manager at Flag and by electronic mail sent to [help@getredflag.com](mailto:help@getredflag.com). We must receive this email notification within forty-eight (48) hours. Upon request, Supplier must provide Flag with a certification of compliance with its CPNI obligations under the law, its contract and this Supplier Code.

### **3) Flag's Information Systems**

Suppliers who access the information systems or applications of Flag, or any Flag customer, may do so only as expressly authorized in writing by Flag and in accordance with contractual or other then-current requirements of Flag. Flag-issued access credentials such as passwords, user IDs or PINs must be protected at all times, and access to Flag systems and information must be immediately removed for any Supplier personnel who have been terminated or reassigned.

### **4) Building Keys, Access Devices and Non-Employee Identification**

Building keys, access devices, and non-employee identification cards may be issued to Supplier personnel who have a recurring business need to gain entry to Flag premises without escort, and/or a need to identify

themselves to third parties as performing work for Flag. If Flag issues a building key or access device, the key or access device must: (i) be safeguarded; (ii) be used only by the authorized recipient; (iii) not be transferred without the consent of Flag; (iv) not be duplicated; and (v) be returned to Flag immediately when the employment of its holder is terminated, when its holder no longer requires such building key or access device, or at the request of Flag. If Flag issues non-employee identification cards, Supplier personnel must wear such identification whenever they are at a Flag or Flag customer premises, and that identification must be returned to Flag immediately: (i) when the employment of its holder is terminated; (ii) when its holder no longer requires such identification; or (iii) at the request of Flag. Non-employee identification must be used strictly in accordance with all contractual requirements and limitations on its use.

## **SECTION F – COMPLIANCE MANAGEMENT**

Suppliers must manifest their commitment to implementation of the principles of this Supplier Code with an appropriate compliance management process. The management process must be designed to ensure ongoing compliance with applicable laws, regulations, and customer requirements related to Supplier operations and products; as well as conformance with this Supplier Code. The management process should support the continual identification and mitigation of operational risks related to this Supplier Code and must ensure prompt corrective

action. Suppliers should create and maintain appropriate documentation and records to track and ensure compliance with this Supplier Code.

As a key element of managing compliance, Suppliers must take steps ensure their sub-suppliers' own compliance. Flag expects that Suppliers will work to establish responsible supply chains in all respects, from the materials in products delivered to Flag to the treatment of people that deliver Supplier's goods and services. Further, Suppliers must use all reasonable efforts to avoid modern slavery and human trafficking in their supply chains.

## **SECTION G – REPORTING CONCERNS; ENGAGEMENT WITH FLAG**

Suppliers must promptly report concerns and potential or actual violations of this Supplier Code. Suppliers should contact the Flag Compliance Office by phone at (+1.214.799.0730) or through email at [help@getredflag.com](mailto:help@getredflag.com). Suppliers must provide reasonable assistance to any investigation by Flag of a violation of this Supplier Code. Suppliers must protect anyone who works for them, either as an employee or a contractor, from any form of retaliation for reporting suspected or actual violations.

We have designed the above compliance hotline to handle questions from any concerned party, including Suppliers and members of the public. We encourage anyone with a question or concern regarding this Supplier

Code to contact us using the above methods. Your question or concern will be documented and submitted to Flag where an assessment will occur to assure a prompt and effective response.

Please see Section E for separate reporting requirements with respect to breaches regarding CPNI or personally identifiable information.

Flag reserves the right to review or audit Supplier's compliance with this Supplier Code. Suppliers are to promptly respond to requests for information from Flag, or a third party working on our behalf, regarding matters covered by this Supplier Code. These may include surveys, questionnaires, requests for supporting documentation and other measures intended to increase visibility into our supply chain.

Flag will incorporate ongoing Supplier Code compliance into its business relationships and procurement decisions. Violations of this Supplier Code will require the prompt establishment of corrective action plans or training, may affect Supplier's standing with Flag, may lead to disqualification from future opportunities with Flag, and may even result in the termination of the Supplier's business relationship with Flag.