

Let's
make it
yours!

**Supplier Code of
Conduct**

vermaat

Foreword

We are Vermaat. Our mission is to make our guest enjoy food & beverage together responsibly every day. Together we are united by sharing our core values: driven, entrepreneurial, skilled, inventive and personal. All of which we express in our own unique way. We believe that together we can make a difference through our Food Vision with our ambitions for a sustainable, healthy and social future. The Food Vision complements our comprehensive Code of Conduct which guides our employees to do the right thing and upholds our commitments to ethical behaviour and human rights.

To make a difference, we have created this Supplier Code of Conduct which will support our long-term partnerships with suppliers/partners that share the same values and are partnering with us to realize our strong ambitions and challenging goals.

Let's see this Supplier Code of Conduct as a guide showing us the way to success in the right manner. Together, as partners, we can make a positive impact on the world around us.

Thank you for partnering with us. Let's make this Supplier Code of Conduct yours!

Rick Zeelen

CEO Vermaat Group

1. Introduction and purpose

1.1 **We¹ act professionally, fairly, and with the utmost integrity, in all business dealings and relationships, wherever we operate. In addition, we believe that together we can make a difference through our Food Vision with our ambitions for people, product and planet.**

We expect our suppliers/partners to align with this approach as we recognize the importance of understanding and managing material impacts, risk and opportunities within our supply chain.

1.2 **What do we want to achieve with this Supplier Code of Conduct**

This Supplier Code of Conduct sets the standards we expect our suppliers/partners to adhere to and the behaviour we expect from them.

We build strategic and sustainable partnerships together with our suppliers/partners to reduce risks in the supply chain of practices that do not align with our standards and, at the same time, increase the positive impact on people, product and planet.

Increasing positive impact takes time. We recognize that change requires dedicated time, effort and support. We therefore provide support wherever we can,

We do this by, among other things:

- strategic partnerships: building long-term collaborative relationships with suppliers/partners to share knowledge and risks and align with sustainability goals, ensuring mutual benefit and stability of the supply chain;
- supplier diversification: sourcing from multiple suppliers to reduce the risk of disruptions and ensure access to sustainable options across different regions;
- risk assessments and audits: regularly evaluating suppliers for financial stability, ethical practices and environmental impact to identify and mitigate risks;
- collaborating on innovation to drive opportunities: working with suppliers/partners to develop sustainable products and processes, fostering innovation that benefits both business and people, product and planet.

This Supplier Code of Conduct also provides guidance on how to speak up in case needed.

1. When "we," "us," or "our" are used in this Supplier Code of Conduct, we refer to Vincent Topco B.V. and all companies that it controls at any time (the "Vermaat Group"). This currently includes all Vermaat Group companies in the Netherlands, also including Vermaat M.S.T. Services B.V., Expo Houten B.V., Stach B.V., Vermaat LP B.V. (La Place), OSP B.V., and Join Program B.V. the Serenest and Imperial companies in France and TMC, Kochmanufaktur, and L & D in Germany. In the context of this Code of Conduct, "we," "us," or "our" refers to the entities within the Vermaat Group and all our employees and representatives.

1.3 Who does this Supplier Code of Conduct apply to?

We require all our suppliers/partners to adhere to the principles set out in this Supplier Code of Conduct.

We understand that our suppliers/partners have their own principles regarding the topics covered in this Supplier Code of Conduct. We are not asking our suppliers/partners to discard those principles and replace them with what is stated in this Supplier Code of Conduct, but we ask you as supplier/partner to embrace the principles and standards as set out in this Supplier Code of Conduct and to work with us to uphold these principles and standards and to improve our positive impact on people, product and planet.

Reference to our Supplier Code of Conduct will be included in our procurement terms and conditions. We reserve the right to terminate the contract with any supplier/partner who is unwilling or ultimately unable to comply with the principles and guidelines set out in this Code of Conduct.

1.4 Speak up

As a supplier/partner, you are important to us, and we take you seriously. Speak up if something does not feel right or if you have concerns about potential misconduct, criminal activities, unethical behavior, or other inappropriate circumstances, including situations that may not align with this Supplier Code of Conduct or our values. We will assess and address any concerns appropriately. You can reach us at legal@vermaatgroup.com or through available speak up channels.

1.5 Consequences of a breach of this Supplier Code of Conduct

We understand that it sometimes requires effort to adhere to the principles and standards outlined in this Supplier Code of Conduct. For every supplier/partner, we are eager to partner together to achieve this. This Supplier Code of Conduct is also a guide for doing the right things and taking steps toward a more sustainable and socially responsible business. We expect a proactive approach from all our suppliers/partners in this respect.

Failure to adopt a proactive approach toward the Supplier Code of Conduct and unwillingness to comply or work towards compliance with this Supplier Code of Conduct may harm our reputation and could also lead to a violation of the Supplier Code of Conduct

If we see insufficient improvement or if a supplier/partner structurally fails to live up to the principles or meet the standards set out in this Supplier Code of Conduct, we may refuse to collaborate with that supplier/partner or terminate an existing agreement.

1.6 Review of compliance with this Supplier Code of Conduct

We will discuss adherence to, and actions taken in respect of, this Supplier Code of Conduct in our supplier/partner meetings.

We will occasionally ask certain suppliers/partners to share information with us or to participate in an audit or evaluation concerning our partnership. In the context of EUDR we expect our suppliers/partners to provide us with the relevant proof of compliance when requested.

Moreover, we appreciate receiving data on a regular basis to gain data around the products we procure from you as supplier/partner, enabling us to better direct our efforts. Annex 1 outlines the data we wish to receive from our suppliers/partners.

We monitor compliance with this Supplier Code of Conduct. We may conduct internal reviews and audits from time to time in this respect, subject to restrictions under local laws.

2. Food Vision

There is still a lot to win in our world of F&B. We have articulated our goals in our Food Vision. Our Food Vision has 3 pillars: people, product and planet. Within each pillar, we have 2 focus areas.



The pillars and focus areas outlined in our Food Vision play a significant role in working together and choosing our suppliers/partners.

It is essential for us that our suppliers/partners share our vision and contribute positively to our focus areas. We aim to build long-term relationships in which we can mutually benefit and support. This approach will enable us to achieve our Food Vision goals, make impact together and drive change together in our supply chain.

2.1 People

We aim for an open culture in which everyone feels welcome and enjoys working.

2.1.1 Diversity

We believe that an organisation must be diverse for all of its employees to grow and feel at home. Additionally, diversity in management enriches insights and improves the quality of decisions made.

We expect our suppliers/partners to pursue diversity within their organisation. In the event of equal suitability, suppliers/partners from underrepresented groups will be selected.

2.1.2 Inclusivity

We are committed to giving everyone a chance to put their talents and skills to good use. We pay extra attention to people with a disadvantage in the labour market. As a socially committed organisation, we work with suppliers/partners to give a helping hand to people whose active participation in society is not self-evident.

In the Netherlands, we have achieved the Prestatieladder Sociaal Ondernemen (PSO) step 3 certification in this respect.

We expect our suppliers/partners to commit to creating an open and inclusive work environment where people feel valued and to ensure social safety for those who work for them. Furthermore, we prefer suppliers/partners who actively seek to employ individuals with a disadvantage in the labour market.

2.1.3 Diversity and inclusion

We believe that diversity and inclusion drive innovation. Vermaat needs a broad base of suppliers/partners that positively reflect the world in which we live and work. We are committed to creating a level playing field where diverse businesses can become valued suppliers/partners.

We expect our suppliers/partners to commit to promoting supplier diversity, including the development and utilization of diverse supplier/partner networks.

2.2 Product

We aim to positively impact the well-being of our guests.

2.2.1 Health and well-being

Our goal is to positively influence the well-being of our guests by serving a healthy range of products.

The choices we make can have a positive impact on the health and well-being of our guests. By informing our guests and encouraging them to make healthier choices, we help our guests live healthier, more active and to be more productive.

Healthy means that our offerings in the Netherlands meet the reference intake levels for a balanced diet. We work toward this by gradually reducing salt, saturated fats and sugar while increasing fiber content in specific groups of products.

We expect our suppliers/partners to work with us and to contribute to the development of new, more healthy products and the improvement of existing recipes in this respect .

2.2.2 Responsible sourcing

We aim to create positive impact on the well-being of people, planet and animal welfare through responsible sourcing.

Through responsible sourcing, we help transform the food chain, reduce the footprint of our guests and clients and encourage fair trade.

Responsible sourcing for us means:

- **People:**
We focus on ensuring a living wage, good working conditions and transparency in our supply chain through, for example, requesting a fairtrade certification or the issuance of a transparency report;
- **Planet:**
 - We aim to lower the share of animal-based proteins in the products we offer and focus on seasonal products sourced locally.
 - We aim to minimize deforestation.
To the extent applicable, our supplier/partners shall comply with Directive 2023/1115 (EUDR) of the European Union concerning the prevention of deforestation.
- **Animal welfare:**
Products derived from animals should meet our animal welfare expectations:
 - ample living space that supports the animal's natural behaviour;
 - ready access to water and a diet to maintain health and vigour;
 - minimal use of antibiotics.

These requirements can for example be met through an organic certification;

We aim to ensure that products sourced from outside Europe meet at least the following criteria:

- Coffee/tea/cocoa: 100% Fairtrade certified or certified by a comparable transparency report of the supply chain;
- Tropical fruit and nuts: 100% Fairtrade certified or similarly certified by meeting the standards of SIFAV;
- Palm oil: palm oil and palm fats, as well as palm oil used in processed products, must be at least RSPO certified;
- Soy: RTRS certified. Note that we prefer soy sourced from Europe, including when soy is used as animal feed in the livestock industry. If this is not possible, the soy must be at least RTRS certified.
- Pasta & rice: SRP certified. Note that we prefer European origin (with at least 95% of raw materials sourced from Europe).

We expect our suppliers/partners to provide insight, wherever possible, into how they address the above topics so that we can make the best possible choices. If a supplier/partner does not immediately see ways to meet our guidelines, we will initiate a dialogue to develop a joint action plan to address this.

2.3 Planet

We aim to reduce our impact on the planet.

2.3.1 Food and general waste

We aim to minimize food and general waste by reducing it throughout the entire supply chain. Our primary focus is to significantly reduce food and plastic waste, because this is where we can make the most significant impact. To measure progress toward our goals, we require data related to waste.

We expect our suppliers/partners to collaborate with us on reducing food and plastic waste throughout the supply chain, including during production, packaging and transportation. Together with our suppliers/partners, we aim to assess various packaging materials and explore opportunities for reusable packaging or high-quality recycling. We expect our suppliers/partners to take a proactive approach in this regard.

2.3.2 Greenhouse gas emissions

We aim to minimize our greenhouse gas emissions.

To reduce our greenhouse gas emissions, we focus on:

- the ratio of animal-based versus plant-based products/proteins in our assortment;
- emission-free (electric) transportation;

- sourcing locally.

To gain better insights into the actual scope 3 emissions, which mainly originate from our food and beverage offering, we collect data from databases such as Agribalyse, EcoInvent, and the PS Impact Score. Our preference is to work with actual LCA data from our suppliers/partners, which we can receive via an API or through the PS Impact Score, as described in Annex 1.

We prefer to collaborate with suppliers/partners who have goals to reduce their environmental impact in line with the Paris Agreement and can share relevant data with us in this respect.

We ask our suppliers/partners to collaborate with us on finding alternatives to animal-based proteins.

We aim to collaborate with our suppliers/partners toward emission-free delivery of products to our locations.

3. Other principles and standards governing ethical and sustainable business practices

3.1 Business integrity and social impact

In addition to the Food Vision focus areas, we comply with all applicable (inter)national laws and regulations.

We support and promote the main international ethics standards and guidelines such as the Universal Declaration of Human Rights, the International Labour Organisation Declaration on Fundamental Principles and Rights at Work, the 10 principles of the UN Global Compact, the UN Sustainable Development Goals and the UN Convention against Corruption.

We expect our suppliers/partners to comply with all applicable (inter)national laws and regulations. This includes all laws and regulation related to business integrity, such as anti-bribery and corruption, anti-competitive behaviour, conflict of interest, fraud, tax evasion, financial reporting, sanctions, export controls and money laundering.

We expect our suppliers/partners to uphold, at a minimum, fundamental (inter)national human rights including ensuring that no part of our supply chain takes part in modern slavery, forced labour and/or child labour, proper working hours, freedom of association and employee representation. We expect our suppliers/partners to treat their employees fairly.

Suppliers/partners shall provide an internal mechanism for their employees to speak up in case of misconduct.

3.2 Quality and safety of products

To ensure the quality and safety of products for our guests, we set high standards in areas such as food safety. This can only be achieved if the food and beverages we purchase also meet high food safety standards, and we have transparent product information available to us, for example product details as made transparent in relevant databases.

We expect our suppliers/partners to comply with all applicable laws and regulations regarding quality and safety.

Additionally, we ask F&B suppliers to provide us with a recognized GFSI (Global Food Safety Initiative) certificate and, upon request, to complete an annual supplier survey around quality and safety. If a supplier/partner is unable to meet this requirement, we require at least the following:

- a quality management measurement system being in place at the supplier/partner;
- the annual submission of a sampling plan;
- specifications and migration tests for items upon request;
- cooperation in potential supplier/partner audits related to food safety;
- in case of complaints, recalls or incidents, cooperation in finding a solution.

For the Netherlands, we prefer to work with product information from the PS in Food service database. We expect our suppliers/partners to share as much of their product information as possible via this database. At a minimum, this should include allergens, nutrients, sustainability certifications, product origin and packaging materials. Additional product information required from our suppliers/partners is outlined in annex 1.

We expect our suppliers/partners to be able to trace products and their source in their supply chain in the event of a recall and collaborate with us in such a recall situation.

We expect our suppliers/partners to track hazardous and non-hazardous chemical emissions.

3.3 Invoicing

We value clear agreements, including when it comes to invoicing. This means we expect suppliers/partners to provide clear and accurate invoices so that we can ensure payments to suppliers/partners are made on time according to the agreed terms.

To achieve this, we work according to the following guidelines:

- clear agreements: all contracts and purchase orders must clearly outline payment terms. These terms should align with what has been contractually agreed upon between the parties.

- for the Netherlands: centralized invoice processing: all invoices are processed centrally. To ensure this runs efficiently, suppliers/partners should send their invoices digitally to facturen@vermaatgroep.nl. Only one invoice in .pdf format can be sent per email.
- for the Netherlands: automation and reminders: incoming invoices are forwarded to the responsible person within the Vermaat Group via a digital approval system. This system sends automatic email reminders to help ensure timely approval and, consequently, payment of invoices.
- open communication: if an invoice is unclear or if a payment is unexpectedly delayed, both parties will engage in discussions. Maintaining clear communication helps eliminate any misunderstandings and fosters mutual understanding. We ask suppliers/partners to actively contribute to this process.

3.4 Information security and data privacy

We are committed to protecting confidential data and respecting the privacy rights of our employees and business partners.

We expect our suppliers/partners to manage and protect confidential data, including data from the Vermaat Group and its people, with appropriate care. Confidential data obtained during our collaboration may only be shared with individuals who need the data for their specific tasks and under non-disclosure obligations

We expect our suppliers/partners to respect the privacy rights of our employees and business partners. Our suppliers/partners will only use personal data for authorized purposes. Personal data obtained from us should not be processed outside the European Economic Area (EEA).

In the event of a data breach, you will inform us within 24 hours if an incident occurs that potentially impacts our services or our clients/employees.

3.5 Sustainable partnerships

We wish to build strategic and sustainable partnerships together with our suppliers/partners. Improving our positive impact takes time. We recognize that change requires dedicated time, effort and support. We therefore provide support wherever we can in terms of for example training, tools or knowledge sharing. We do this as we aim to build long-term relationships in which we can mutually benefit and support each other to improve our business and our positive impact on people, product and planet.

We expect our suppliers/partners to work with us together in this respect. We appreciate our suppliers/partners and welcome feedback either formally or informally. Feel free to reach out to your contact person with any feedback, comments or questions regarding this Supplier Code of Conduct. Let's cater for the future together!

GENERAL NOTICE

- This Supplier Code of Conduct is owned and kept up to date by Vermaat Group’s ESG department.
- Any changes to this Supplier Code of Conduct require approval from Vermaat Group’s ESG department.
- This Supplier Code of Conduct is regularly reviewed.
- The governing language of this Supplier Code of Conduct is English. Any translations of this Supplier Code of Conduct are made for informative purposes only. In case of any inconsistencies, the English version will prevail.

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Accountable for implementation	ESG department Vermaat Group
REVIEW	
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CONTACT

For information or questions in respect of this Supplier Code of Conduct, please contact the ESG department of Vermaat Group via e-mail foodvisionservicedesk@vermaatgroep.nl or by phone at (+31) (0)30 688 0181.

REVISION HISTORY

Version	Date	Author	Details
1	November 2022	EGS specialist	First version approved by Executive Board.
2	January 2023	ESG specialist	General notice added.
3	March 2023	ESG specialist	Diversity and inclusion in the supply chain added.



4	May 2023	ESG specialist	Clarification annex 1 regarding the supplier data requirements.
5	January 2024	ESG specialist	Amendment annex: adding non-food supplier data requirements.
6	December 2024	ESG specialist, CSR expert, General Counsel	Amendments relating to CSRD. Amendment annex due to changes in the supplier data to be delivered. Align to be apply in countries other than the Netherlands. Alignment with Code of Conduct.



Annex 1

We have developed a KPI dashboard in the Netherlands to provide real-time data on sales, responsible sourcing, people, as well as sustainability, CO₂-eq (greenhouse gases), and healthy eating. This gives us even more tools to succeed and achieve our Food Vision goals. We also need data from our suppliers for this dashboard. Ideally, we work together to establish a connection between your system and ours to make this data available in the Netherlands but also in the other countries where we operate (although the data below is mainly requested for the Netherlands, but it gives an idea what we would like to achieve in other countries too).

In the description below, we explain the methodology we use for collecting the data and which data we would like to receive from you. To begin the data exchange process, please contact the procurement department to explore the available options.

Methodology for data submission

We use various methods for data exchange. When we retrieve data from our supplier/partner, the available options are API, (S)FTP, FTPS (SFTP preferred), cloud storage (Azure, AWS, Google) or through a direct (cloud) database connection. We can also process data sent by the supplier/partner to us via: SFTP, email, or an Azure Storage Account container. We work with the following formats: CSV, XML, JSON, Excel or EDIFACT. Unfortunately, we do not process PDF files.

Packing slip or invoice information

We would like to receive the following data daily, or at least weekly. Preferably on the day of delivery or one day later. The bold terms are the minimum requirements.

- **Location number/cost center**
- **Location name**
- **Delivery date (or invoice date or order date)**
- **Supplier name**
- **Item number**
- **Item name**
- **Number of products (units)**
- **Weight per item**
- **Item price location (invoice price, excluding VAT)**
- **Total price location (invoice amount, excluding VAT)**

- Order/Delivery/Invoice number
- Item group number
- Item group name
- EANCE/GTIN/UAC/GS1 • EANHE
- Weight unit (if different from weight per item)
- Units per outer box (if applicable)
- Tax percentage %
- Information required for handling of any applicable waste fee (such as information about packaging material etc.)

If your product portfolio is fully managed through a wholesaler, we may already receive the above information via the packing slip from the wholesaler.

Product data

In addition, we would like to gain insight into the actual sustainability and health impact of our product range. In the Netherlands, this information can be declared in the PS in Foodservice database. If your company is based outside of the Netherlands, the data can be submitted according to the aforementioned methodology. The data can be provided in a separate file monthly or at least when an update of the data is available. In both cases, the following data is required:

- **CO₂-eq per kg product**
- **Nutrients per 100g (for fresh items, please use the NEVO or a similar table)**
- **Allergens**
- **Certifications/sustainability labels**
- **Country of origin**
- Packaging information (material)
- Other available sustainability data such as water usage, land use, etc.