



SUPPLIER CODE OF CONDUCT VDL GROEP

VERSION 1.0 - OCTOBER, 2025

STRENGTH THROUGH COOPERATION



TABLE OF CONTENTS

FOREWORD	3
1. FOR WHOM IS THIS CODE OF CONDUCT INTENDED?	4
2. ETHICAL AND RESPONSIBLE BUSINESS CONDUCT	5
3. PLEASANT AND SAFE WORKING ENVIRONMENT	7
4. RESPECT FOR THE ENVIRONMENT AND SOCIETY	8
5. GENERAL PROVISIONS	9

FOREWORD

Strength through cooperation. This is the basis of VDL Groep, the international industrial family business with more than one hundred operating companies ("VDL"). VDL is a multinational enterprise with a flat organizational structure and the open, informal working atmosphere of a family business.

VDL attaches great importance to certain values and standards. We treat one each other and our business associates in a fair and respectful manner. These values and standards are set out in this Supplier Code of Conduct.

We strive to build long-term relationships with our suppliers that are based on trust and mutual respect. We encourage our suppliers to maintain high standards, and to continually strive for improvement in the areas of ethical and responsible business conduct, working conditions, and environmental protection.

For us, our suppliers play a vital role in our success. By working together, we achieve our business goals while having a positive impact on society and the environment. We expect suppliers to comply with this Code of Conduct and to pass on these values and standards in the supply chain.

Strength through cooperation.

Board of Management VDL Groep B.V.

1. FOR WHOM IS THIS CODE OF CONDUCT INTENDED?

This Supplier Code of Conduct applies to all suppliers that provide products and/or services to VDL Groep B.V. and/or its subsidiaries (the "Supplier").

Every Supplier must comply with this Code of Conduct, communicate it to its employees, and monitor compliance. In addition, the Supplier shall ensure that its own suppliers, subcontractors, and other business partners act in accordance with this Code of Conduct. To this end, the Supplier shall inform its own suppliers, subcontractors, and other contractors of the contents of this Code of Conduct and ensure compliance, so that all links in the supply chain meet the same standards.

This Supplier Code of Conduct forms an integral part of the agreement between the Supplier and VDL. In the event of any differences or contradictions between national legislation and this Code of Conduct, the stricter standard shall always apply.

2. ETHICAL AND RESPONSIBLE BUSINESS CONDUCT

In addition to producing and delivering high-quality products and services, we expect a high standard of professionalism and integrity from our Suppliers. We comply with laws and regulations and expect the same from our business partners.

2.1. Competition Law

The Supplier shall never participate in illegal business practices. Suppliers must respect fair competition and abide by all competition laws and regulations. Price fixing, market sharing, and abuse of power are not permitted.

2.2. Gifts and representation

Suppliers may not make arrangements that directly or indirectly benefit individuals. Gifts may only be accepted if they comply with applicable laws, do not compromise independence and the value the gifts are not disproportionate. No consideration should be expected or given in return for receiving gifts.

2.3. Anti-bribery and corruption

Suppliers are expected to conduct their business with ethics and integrity. No bribes are accepted or paid. All anti-bribery and corruption laws are observed. Suppliers must have internal control systems in place to detect and prevent fraud and corruption.

Suppliers shall make decisions based on objective criteria and avoid conflicts of interest. The Supplier must immediately inform VDL of any request received that could constitute or be considered a violation of anti-corruption laws.

2.4. Trade compliance

The Supplier represents and warrants that it will at all times comply with all applicable export control and economic sanctions laws, including but not limited to extraterritorial export control laws imposed by the United States of America, the United Kingdom, and the European Union ("Export Control Laws").

The Supplier shall not do anything that brings VDL into conflict with these laws and shall indemnify VDL for any consequences of non-compliance. If the Supplier becomes subject to sanctions, it shall immediately inform VDL; in that cases, VDL may immediately suspend or terminate the agreement without VDL being liable for any damages.

2.5. Anti-money laundering measures

Suppliers shall conduct transactions with transparency and integrity. They must know their business partners and be alert to suspicious payment requests or constructions, such as cash payments or third-party payments.

2.6. Trade secrets, information security, and intellectual property

The Supplier shall keep all confidential information obtained within the scope of the relationship with VDL strictly confidential, even after the relationship has ended. Any business information received shall be returned upon request. The Supplier shall take appropriate technical and organizational measures to protect personal data and business information against unauthorized access, modification or loss. The Supplier may only engage subcontractors who meet equivalent security standards.

In the event of a (suspected) data breach, VDL shall be immediately informed by the Supplier and all relevant information shall be provided upon request.

2.7. Traceability

The Supplier may not outsource any work without the written permission of VDL. If work is outsourced, the Supplier remains responsible for compliance with this Code of Conduct by all engaged parties. Further outsourcing by subcontractors is not permitted without permission.

3. PLEASANT AND SAFE WORKING ENVIRONMENT

3.1 Human rights

The Supplier is required to act in accordance with international human rights treaties. Supplier conducts due diligence to identify, prevent, mitigate, and, where necessary, remediate negative impacts on human rights.

3.2 Child labor

The Supplier guarantees that neither it, nor any party within its supply chain, is involved in child labor, in line with the UN Convention on the Rights of the Child and ILO standards, which require, among other things, that children be protected from work that is hazardous, interferes with schooling, or is harmful to the child's health or development.

The Supplier is required to actively combat child exploitation and strictly prohibit child labor within its supply chain. In addition, the Supplier shall promote awareness and report any violations immediately to the authorities.

3.3 Working conditions

All labor must be voluntary. The use of forced labor, bonded labor, or involuntary prison labor is strictly prohibited. The Supplier guarantees that all goods and services provided comply with applicable laws on working conditions, working hours, and labor standards. Employees must have access, at a minimum, to drinking water and clean sanitation facilities.

3.4 Diversity, equal opportunity, and prohibited conduct

We expect our Suppliers to promote equal opportunities for their employees and to refrain from arbitrary or discriminatory treatment of color, national origin, religion, age, marital status, disability, sexual orientation, nationality, political affiliation, gender and other personal characteristic.

Employees are treated with fairness, respect, and dignity. Inappropriate behavior such as bullying, discrimination, violence, or harassment will not be tolerated. Employees must have the ability to report misconduct or inappropriate behavior (anonymously) to an independent agency or confidential advisor.

3.5 Privacy

The Supplier shall comply with VDL's privacy policy and all applicable data protection laws. Personal data shall not be provided to third parties without a lawful basis.

3.6 Health and safety

VDL is committed to a safe and healthy working environment without accidents for all its employees and expects its Suppliers to do the same. The Supplier must take all necessary measures to ensure that its operations, facilities, and employees comply with applicable legal requirements. Appropriate workplace safety systems must be in place to prevent accidents and health hazards. If necessary, personal protective equipment and training must be provided. Suppliers must have a process to report and manage safety incidents.

4. RESPECT FOR THE ENVIRONMENT AND SOCIETY

Through the development, production, and global sale of innovative and competitive products and services, VDL aims to add value for the world around us and bring people and organizations together to develop products, services, and solutions that improve the well-being and prosperity of us all.

The Supplier recognizes that minimizing negative impacts on communities, environment, and natural resources is essential to preserving nature and human health. The Supplier is required to comply with all relevant environmental laws, including but not limited to:

- (a) obtaining and maintaining environmental permits and complying with related regulations;
- (b) managing, transporting, and disposing of hazardous materials; and
- (c) regulating, treating, and remediating air, wastewater, and other waste emissions.

The Supplier must ensure that its activities do not harm the environment or pose a risk to public health.

The Supplier shall perform due diligence to identify, prevent, and mitigate adverse impacts on communities, environment, and natural resources resulting from its own or indirect activities.

5. GENERAL PROVISIONS

5.1. Reporting requirements

The Supplier shall provide free of charge complete, timely, and accurate information on its environmental, social, and governance (ESG) practices, including data on working conditions, energy consumption, emissions, and waste management. The information provided must comply with applicable ESG frameworks and the Corporate Sustainability Reporting Directive (CSRD).

5.2. Audits

The Supplier shall provide complete, timely, and accurate information regarding its ESG practices, including data on working conditions, energy consumption, emissions, and waste management. The Supplier shall provide all necessary resources and access to required information and business locations.

5.3. Relationship to national legislation

This Code of Conduct sets minimum standards and is governed by Dutch law. The obligations under this Code are in addition to any contractual obligations. If national or contractual provisions provide a higher standard of protection, the higher standard applies.

5.4. Reporting violations of this Code of Conduct

Any violation of this Code of Conduct must be reported by the Supplier as soon as possible, and no later than 48 hours after discovery. Violations may be reported to the contact persons listed below.

5.5. Consequences of a violation

In case of serious or repeated violations, VDL reserves the right to terminate the contractual relationship in whole or in part, without any liability. Products manufactured in violation of this Code of Conduct shall be considered non-conforming and may be rejected.

5.6. Amendments to the Code of Conduct

VDL may periodically amend this Code of Conduct. The Supplier will be informed of such amendments, and the most recent version shall apply.

5.7. Questions regarding this Code of Conduct

If there are any questions regarding this Code of Conduct, the following persons may be contacted:

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