



VENDOR CODE OF CONDUCT

Indigo Books & Music Inc. (together with its subsidiaries, "Indigo") is committed to doing business in a legal, ethical, socially responsible and sustainable manner. In turn, Indigo expects its suppliers, agents, service providers, and contractors (collectively, "Vendors") to embrace this commitment to integrity by complying with the standards detailed in this Vendor Code of Conduct (the "Code") and communicating these standards to their workers and suppliers. We insist that our Vendors and their suppliers uphold the highest ethical standards in their workplace, business practices, conduct and policies. In addition to adhering to this Code, Vendors must always comply and stay updated with local laws and regulations in each of the countries in which they do business. Where there is a differing standard between this Code and the local legal requirements, Vendors must comply with the higher standard.

This Code is based on the United Nations Universal Declaration of Human Rights, International Labor Organization Conventions and Recommendations and other internationally accepted standards.

GUIDING PRINCIPLES

Vendors' business and labour practices must comply with the laws and regulations of the countries in which they conduct business. Furthermore, Vendors must comply with the requirements of this Code, even when this Code exceeds the requirements of those applicable laws and regulations.

LABOUR PRACTICES

Child Labour

Indigo will not tolerate the use of child labour. Vendors, and any subcontractors they use, shall not employ in any of their facilities any person under 15 years of age. Where the minimum age for work or mandatory schooling is higher than 15 years of

age by local law (where work is performed), such stipulated higher age applies in that locality. Workplace apprenticeship programs must comply with all applicable local laws and this Code. **ILO Conventions 79, 182 apply.**

Forced Labour

Vendors shall not engage in or support forced or compulsory labour, including slave, prison, trafficked, indentured, or bonded labour in any of their facilities or their subcontractor facilities. Workers must not be coerced to work (regular or overtime hours) by means of violence or intimidation, and must have sought work on their own free will and have the freedom to leave work or terminate their employment with reasonable notice. Neither the Vendor nor any entity supplying labour to the Vendor shall withhold any part of any personnel's salary, benefits, property or documents in order to force such personnel to continue working for the organization. Workers must be given clear contracts in a language understood by the worker. **ILO Conventions 29 and 105 apply.**

Due to forced and underage labour in the Uzbekistan and Turkmenistan cotton regions, all vendors supplying cotton or products containing cotton ("Cotton Products") to Indigo must certify that any Cotton Products sold to Indigo do not contain and are not sourced from cotton that originates from the countries of Uzbekistan and Turkmenistan.

Discrimination/Human Rights

Vendors shall not engage in or support discrimination in hiring, remuneration, access to training, promotion, termination, discipline, retirement or any other term or condition of work (other than legitimate occupational requirements allowed by law) on the basis of race, colour, national or territorial or social origin, ethnic origin, citizenship, religion, faith, political opinion, gender, sexual orientation, age, marital status, same-sex partnership status, family status, disability, or any other condition that could give rise to discrimination. **ILO Conventions 100, 111 and 156 apply.**

Disciplinary Practices

Vendors shall treat all personnel with dignity and respect. Vendors shall not engage in or tolerate the use of corporal punishment or other forms of mental or physical coercion, or verbal abuse of their workers.

Harassment & Abuse

Vendor shall not abuse or harass workers, whether physical, psychological or sexual. No harsh or inhumane treatment will not be tolerated.

Wages and Benefits

Vendors must compensate all workers with wages, including overtime, that meet or exceed minimum legal standards in the countries in which they conduct business, or by their collective agreements, whichever is greater. The wage paid shall be sufficient to cover the basic needs of workers and their families. Illegal deductions from wages including deductions as a disciplinary measure are prohibited. Wages must be disbursed in a convenient and timely manner to workers with the detail of pay provided on a pay slip or similar documentation. Vendors must also provide all legally mandated benefits. **ILO Conventions 26, 95 and 131 apply.**

Working Hours

Vendors shall comply with the applicable local laws of working hours of the countries in which they conduct business, or with industry standards and relevant ILO conventions, whichever standards are more stringent. In either case, a worker's weekly hours must not exceed 48 hours or 60 hours with overtime, on a regular basis. Workers must be permitted to receive at least one (1) day (24 hours) of rest following each six (6) consecutive days of work. Overtime must be voluntary and vendor must compensate workers for overtime at the legal premium rate. **ILO Conventions 1 and 14 apply.**

Freedom of Association/ Worker Representation

Vendor shall respect the right of workers to form or join at their own discretion an association or organization dedicated to protecting and promoting worker interests. Vendor shall not interfere with or inhibit the workers' pursuit of freedom of association and collective bargaining, where legally permitted. Where restricted by law, workers must be allowed to pursue parallel means to freely associate for bargaining purposes. Vendors must provide an open and anonymous communication channel for workers to report grievances. **ILO Conventions 87, 98, 135, 154 apply.**

HEALTH & SAFETY

Vendors shall provide a safe and healthy working environment in structurally sound buildings consistent with all applicable local building, fire, electrical and chemical safety laws and regulations. Vendors shall also protect workers by ensuring they are not exploited, nor exposed to dangerous, unsafe or hazardous conditions. Vendors shall adopt required measures and implement adequate systems to prevent, detect and avoid potential health and safety incidents and occupational injury or illness arising out of, associated with or occurring in the course of work. Vendors must guarantee that workers are provided regular training on health and safety requirements. Factories must provide good ventilation, access to clean drinking water, sufficient and clean toilets and washing facilities, first aid supplies, and personal protective equipment. Where housing or dormitories are provided for workers, they must be separate from production areas and must be kept safe, healthy and sanitary. **ILO Convention 155 applies.**

ENVIRONMENTAL PROTECTION

Vendors must comply with all applicable, local environmental laws and regulations, and shall commit to using practices to protect the environment by preventing contaminations due to hazardous materials or other dangerous substances resulting from production and operations within their facilities. Vendors shall maintain processes and standards for waste management, emissions, wastewater treatment, handling and disposing of chemical and hazardous substances, and for reporting any environmental accidents that may occur during operations.

ETHICAL CONDUCT

Vendors shall not engage in, or allow, any unethical practices such as fraud, bribery, corruption, or any matters that may pose a conflict of interest when dealing with Indigo or any worker, agent, public official, or an individual in the private sector. Vendors shall provide a mechanism or means by which workers may report anonymous workplace grievances and shall protect worker whistleblower confidentiality and prohibit retaliation.

SUB-CONTRACTING

Vendors must ensure that all permitted subcontractors comply with the requirements of this Code.

MANAGEMENT SYSTEMS

Vendors must develop and maintain management systems to implement, monitor and ensure compliance with this Code. This must include clear processes, policies, documentation, appointment of staff responsible for implementation, ongoing monitoring, and worker feedback and participation. In the event of any violation of the Code's requirements, Vendors must document and take prompt remedial action. Documentation and records must be maintained and be readily available upon request.

Indigo is committed to ensuring that our vendors and their suppliers uphold the highest ethical standards in workplace conditions and labour practices. Our sourcing policies are subject to change at any time in Indigo's sole discretion.