

TOPTAINER SUPPLIER CODE OF CONDUCT

Company: TOPTAINER

Tax ID: 76.105.422-8

Effective Date: [October 1, 2025]

Version: 1_0

Approved by: Board of Directors [September 29, 2025]

Owner: Compliance Officer (CO)

Scope: All personnel and third parties (contractors, subcontractors, agents, brokers, carriers, warehouse operators, shipping lines, terminal operators, suppliers)

1. INTRODUCTION

This Supplier Code of Conduct (“Code”) establishes the principles, standards, and obligations that all suppliers, contractors, subcontractors, agents, representatives, and other third parties providing goods or services to TOPTAINER must comply with.

The purpose is to ensure that our supply chain operates ethically, transparently, and in an environmentally and socially responsible manner, and in accordance with current regulations, including CMF General Rule No. 461.

Compliance with this Code will be a requirement for the selection, contracting, and continuation of the business relationship.

2. SCOPE

This Code applies to all national and international suppliers of goods or services who collaborate directly or indirectly with TOPTAINER.

It also includes subcontractors, third-party partners, and any other entity involved in the supply chain.

3. FUNDAMENTAL PRINCIPLES

- Integrity and ethics: Honesty, transparency, loyalty; avoidance of all forms of corruption, bribery, or behavior that compromises objectivity.
- Legal compliance: Observance of labor, environmental, safety, tax, transportation, and trade regulations.
- Respect for human rights: No forced or child labor, discrimination, or harassment; respect for basic labor rights.
- Occupational health and safety: Safe working conditions and preventive measures.
- Environment and sustainability: Minimizing environmental impacts, efficient use of resources, and promoting sustainable logistics.

- Quality and technical compliance: Quality standards, traceability, safety, and adherence to deadlines.
- Confidentiality and data protection.
- Responsible business practices and fair trade: fair treatment, timely payment, and transparency.

4. SUPPLIER OBLIGATIONS

Suppliers must:

- Comply with all applicable laws.
- Maintain internal policies or commit to developing them (ethics, anti-corruption, human rights, safety, environment).
- Provide documentation and evidence of compliance (certifications, audits, permits).
- Notify of significant changes in your legal, operational, or compliance status.
- Ensure that subcontractors comply with this Code.

5. RISK MANAGEMENT AND ASSESSMENT

- Initial assessment: each supplier will be classified into a risk level (Low, Medium, High).
- Risks assessed include: technical, economic, legal, environmental, social, and reputational.
- The main risks are classified as technical, economic, legal, environmental, social, and reputational.
- **Technical Risks**
Problems arising from the supplier's capacity, quality, or safety of service/product.
 - Insufficient quality: defective inputs, transport equipment in poor condition.
 - Operational failures: non-compliance with technical specifications or safety standards.
 - Poor traceability: limited cargo tracking capacity, incomplete information.
 - Technological dependence: supplier with critical systems that are incompatible or fail.
- **Economic/Financial Risks**
 - Risks related to the supplier's economic stability and the impact on the supply chain.
 - Insolvency: bankruptcy or lack of liquidity of the supplier that interrupts service.

- Cost increases: sudden changes in input prices (e.g., fuel, spare parts).
- Economic dependence: a single or highly concentrated supplier that creates a risk of negotiating power imbalance.
- Payment defaults: delays or fraud in billing.
- **Legal and Regulatory Risks**
 - Associated with non-compliance with laws, regulations, or contracts.
 - Lack of permits: not having the necessary certifications or licenses to operate (health, environmental, maritime, transportation).
 - Litigation: suppliers sued for breach of contract or labor laws.
 - Ambiguous contracts: unclear clauses that generate disputes.
 - Non-compliance with NCG 461 or other compliance regulations (anti-corruption, free competition, crime prevention, etc.).
- **Environmental Risks**
 - Negative environmental impacts resulting from supplier practices.
 - Pollution: hydrocarbon spills, improper waste management, excessive emissions.
 - Lack of environmental management: absence of carbon footprint reduction policies, energy efficiency measures.
 - Non-compliance with environmental regulations: fines or sanctions from the SMA/DIRECTEMAR.
 - Impact on ecosystems: harmful practices in maritime transport or aquaculture.
- **Social and Labor Risks**
 - Related to the treatment of workers and communities.
 - Precarious work: informality, non-compliance with minimum wages or social security contributions.
 - Poor workplace safety: accidents due to a lack of safety protocols.
 - Discrimination/workplace harassment: absence of inclusive policies or cases of mistreatment.

- Community impact: conflicts with local communities due to noise, traffic, and pollution.

- **Reputational Risks**
 - Negative consequences for your company's image due to the supplier's conduct.
 - Association with bad practices: corruption, bribery, child labor.
 - Bad publicity: reports in the press or on social media about environmental/labor abuses.
 - Visible service failures: constant delays, non-compliance with standards for key clients.
 - Shared crisis: a critical supplier being involved in a scandal that drags your company down.
 - Suppliers with high risks will be subject to additional controls: audits, closer monitoring, improvement plans.

6. CONTRACTS AND CLAUSES

All contracts must include clauses for compliance with this Code, legal and regulatory obligations, environmental and safety clauses, confidentiality, and penalties for non-compliance.

7. REPORTING CHANNELS AND TRANSPARENCY

TOPTAINER will maintain accessible and confidential channels for suppliers, employees, or third parties to report irregularities or non-compliance, guaranteeing protection against retaliation.

8. MONITORING, AUDITING, AND CONSEQUENCES

- Continuous monitoring of compliance.
- Internal or external audits based on identified risk.
- Consequences: warnings, improvement plans, suspension, or termination of the business relationship.

9. TRAINING AND CONTINUOUS IMPROVEMENT

- Training for purchasing and supply teams on ethical principles, ESG, and regulatory compliance.
- Encouraging supplier training.
- Annual review and update of the Code.

10. COMPLIANCE WITH CMF (NCG 461)

This Code complies with the requirements of NCG 461 by:

- Reporting supplier management in the annual report.
- Including reporting channels open to suppliers and third parties.
- Incorporating environmental, social, and human rights risk management.
- Ensuring transparency in ESG policies and standards.