



**Distributor Code of
Business Conduct and Ethics**

For empowerment inspired by fashion, walk Du North

1. Objective

Du North has established this Code to assist its Distributors in understanding and carrying out a mandate for honesty, integrity, and high standards of conduct.

2. Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which Du North Designs' ethical standards are built. All Distributors must respect and obey the laws and regulations.

3. Conflicts of Interest

The existence of a conflict depends upon the circumstances, including the nature and relative importance of the interests involved. A conflict of interest situation can arise when a Distributor takes actions or has interests that may make it difficult to perform his or her work objectively and effectively.

Although it is not practical to list every activity or interest that might present a conflict of interest, the following are examples of specific situations in which conflicts of interest could arise, and sets forth Du North's policy with respect to such conflicts of interest. If you are uncertain if a situation might present a conflict of interest, speak with your Team Leader or with Du North directly. Failure to report a conflict of interest, including those not listed in this document, may be subject to disciplinary action, including immediate termination.

3.1. Interests in Other Companies

Distributors shall not acquire, own or have any financial interest in any business organization that does or seeks to do business with Du North or is a competitor of Du North, unless:

- (a) such position, employment, or affiliation has been fully disclosed in writing to the CEO; and
- (b) the CEO notifies the Distributor that it has been determined that such position, employment, or affiliation is permissible.

3.2. Employment by Other Companies

Distributors shall not serve or accept an offer to serve as directors, partners, consultants of, in any managerial position, any other form of employment, or affiliation with any business organizations that does significant business with, or is a competitor of Du North, unless:

- (a) such position, employment, or affiliation has been fully disclosed in writing to the CEO; and
- (b) the CEO notifies the Distributor that it has been determined that such position, employment, or affiliation is permissible.

3.3. Conducting Business with Related Companies

Distributors shall not conduct business on behalf of Du North with a member of his or her family, or a business organization with which he, she, or a family member has an interest or

employment relationship that calls for disclosure under the Code standards described above or that otherwise could be considered significant in terms of potential conflict of interest, unless:

- (a) such business dealings have been disclosed in writing to the CEO; and
- (b) the CEO notifies the Distributor that it has been determined that such transaction is permissible.

4. Competition and Fair Dealing

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, or inducing such disclosures by past or present employees of other companies is prohibited. Distributors should endeavor to respect the rights of, and deal fairly with, Du North Distributors, employees and customers.

5. Discrimination and Harassment

The diversity of Du North's work force and management is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any discrimination or harassment, including but not limited to:

- national or ethnic origin, race, ancestry, place of origin, colour;
- disability (physical and/or mental);
- religion, creed, political belief, association;
- sex, sexual orientation, gender identity, or pregnancy;
- age;
- marital or family status.

Any violation of Du North's discrimination and harassment policy may be referred to the authorities for investigation.

6. Confidentiality

Distributors must maintain the confidentiality of confidential information entrusted to them by Du North, its business partners, Distributors and customers, except when disclosure is authorized by the CEO, or legally mandated by laws and regulations. Distributors who have access to confidential information have an obligation to safeguard the information from unauthorized access, and:

- not disclose this information to persons outside of Du North;
 - I.E: Exercise caution when discussing company business in public places where conversations can be overheard. Recognize the potential for eavesdropping on cellular phones.
- not use this information for personal benefit or the benefit of persons outside of Du North;
- not share this information with other Distributors except on a legitimate "need-to-know" basis.

Written approval from the CEO is required before confidential information can be released outside Du North. This includes, but is not limited to, speeches, technical papers for publication, Du North references, endorsements of other products and services, and information Du North has received from other companies under an obligation of confidentiality.

Du North has systems in place for the release of information in a timely and appropriate manner, Distributors have an obligation to ensure that information to be released is not released early, or discussed before the official announcement has been made. Any violation, whether intentional or accidental should be reported to the Communications and Customer Relations Manager immediately.

7. Protection and Proper Use of Du North Assets

7.1. Social Media

Distributors must exercise proper care and good judgment when using social media. It is important that you do not give the improper impression that you are individually speaking on behalf of Du North from your personal account when using social media, unless expressly authorized to do so by Du North.

7.2. Proprietary Information

Distributors' obligation to protect Du North assets includes its proprietary information. Proprietary information includes but is not limited to, our trademarks including our brand name and logos, copyrights, trade secrets, customer lists/ documents, marketing plans, designs, databases, records, any unpublished financial data and reports, manuals and other materials developed for business use. Unauthorized use or distribution of this information may destroy the information's value, harm Du North's competitive position, or constitute breaches of agreements. It could also be illegal and result in civil or even criminal penalties.

8. Reporting any Illegal or Unethical Behavior

Distributors are encouraged to talk to their Team Leaders or to Du North directly about observed illegal or unethical behavior, and when in doubt about the best course of action in a particular situation. All Distributors should report violations of laws, regulations, rules, or this Code. It is Du North policy not to allow retaliation for reports of misconduct by others made in good faith by Distributors. Distributors are expected to cooperate in internal investigations of misconduct.

Any allegations that prove to be unsubstantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious offense that may result in disciplinary action, up to and including termination.

9. Disclosure by Du North Distributors

Du North Distributors are required to disclose of interests held in companies doing business or seeking to do business with the company or competitors of the company.

Distributors have agreed by “Click to Agree” on our website the Acknowledgment and Disclosure statement to attest that they:

1. Fully understand the Code and will abide by it while they are under the employ of the organization;
2. Will ensure the Code is understood by those they manage;
3. Will provide advice and guidance on interpreting the Code;
4. Will uphold and promote the requirements of the Code;
5. Will individually sign their acceptance of the Code each year.

The Code will be reviewed on an annual basis and resubmitted to Distributors.