



CODE OF ETHICS AND CONDUCT

Contents:

Introduction	1
Mission, Vision, Principles and Values	1
With our clients.....	2
With our collaborators.....	2
a) Respect for individuality.....	2
b) Development and values.	2
c) Security.....	3
d) Clarity and responsibility in functions.....	3
e) Training and human development.....	3
f) Information and confidentiality	3
g) Conflicts of interest.	3
h) Zero tolerance for corruption.	4
i) Sentimental relations between collaborators.....	4
With our suppliers	4
a) Selection and development.	4
b) Conditions.	4
c) Trust.	4
d) Policies for suppliers.	5
With our competition	5
With the government	5
a) Respect for the law.	5
b) Government sales.	5
With society	5
About productivity	5
a) Austerity.....	6
b) Asset Protection.....	6
Due diligence	6
Financial statements and accounting	6
Violations of the Code of Ethics and Conduct.....	6
Complaint channels	6
Expected behaviors.....	7

Introduction

At Lazzar USA we consider integrity as the highest value that distinguishes us and we declare ourselves a corruption-free company.

This Code of Ethics and Conduct constitutes a guide on the way in which we must relate to our co-workers, superiors, clients, suppliers and with each of the actors with whom we have contact when carrying out our work, reflecting the way we live our values in daily practice.

Those of us who collaborate in this company are convinced that our success and growth depend on our commitment to the principles and values expressed here, so it is everyone's obligation to respect them and lead by example.

No collaborator, including senior management, is above this Code, so its compliance applies equally to everyone regardless of hierarchical level.

Mission, Vision, Principles and Values

Mission:

Dress the best companies in the world.

Vision:

Being an international company committed to the satisfaction of our customers, quality and innovation.

Our principles are:

- > Teamwork.
- > Quality.
- > Service.
- > Win-win.
- > Effective communication.
- > Development and growth.

Our main values are:

- > Integrity.
- > Loyalty.

- > Commitment.
- > Respect.
- > Honesty.
- > Responsibility.
- > Confidence.

Every activity we carry out at Lazzar USA is done under these principles and values, which allows us to establish a greater bond of trust and credibility with internal and external people and institutions.

With our clients

Our clients are our strategic allies and for this reason we strive so that our business proposal fosters their growth and development.

Your satisfaction is essential to our success; it is the most important priority in our company, which is why we always seek to exceed your expectations. This means manufacturing to high quality standards, delivering on time, and addressing any concerns the customer may have. To satisfy it, it is necessary to cover the tasks of each area under a model of excellence, from providing a great service when the order is taken until it is delivered.

At Lazzar USA we are firmly committed to advising our clients on the best clothing options that really meet their specific needs. We promise to meet the delivery dates, guaranteeing the quality and durability of our products, as well as the precise supply of the requested models, quantities and sizes. Innovation in designs is an essential part of our commitment to the client, as well as providing a fair price according to the cost - benefit that we offer.

In our dealings with clients, we do not allow any form of corruption, bribery or any activity that is contrary to the law and good customs.

With our collaborators

At Lazzar USA we seek that every collaborator is respected and that they find an adequate space for their development, making our work a satisfying and

rewarding experience. Those of us who work here have the same development opportunities, while we operate in a harmonious and respectful environment, which reaches our customers and suppliers.

The main values that govern our behavior and dealings with collaborators are based on honesty, trust, commitment, responsibility, respect and loyalty. Those collaborators who wish to make a suggestion about how to improve the experience of these values, can do so freely through their immediate boss.

All collaborators understand that our roles and responsibilities are subject to the professional and ethical requirements defined by the company.

a) Respect for individuality.

We believe that each person has unique value and we recognize that their individual contribution is essential to the Lazzar USA team. We are inclusive and respectful, we do not allow any type of discrimination due to age, religion, gender, race, sexual preference or any condition that is protected by law. This provision applies to all aspects of employment, including the processes of recruitment, selection, change of position, transfers, termination of the employment relationship, compensation, education, training and in general to all working conditions.

b) Development and values.

We recognize that trust is the basis for a close and lasting relationship and that it is based on the integrity of the person. At Lazzar USA we believe in the good faith of the other unless proven otherwise.

We take care of our words and actions, we do not tolerate any type of harassment or conditioning of the staff, nor that the success of a person depends on favoritism, privileges or bribes. Our commitment is to maintain a work environment against harassment or any form of violence, including language or conduct that may be intimidating, discriminatory and/or offensive.

We trust that this position of respect will provide our personnel with the necessary security in their employment, which will allow them to trust the company

and dedicate themselves to their tasks with care and tranquility. In addition, we provide our staff with the pertinent facilities so that they can develop their talent and skills and apply it to take on greater responsibilities within the opportunities that arise.

c) Security.

The physical integrity of any member of Lazzar USA has priority over the efficiency of the operation and the results of the company. Therefore, we are committed to providing a safe work environment and continuously generating a culture that preserves the physical and mental health of our employees. To achieve this, they are provided with the security equipment they require to carry out their work with the necessary protection for their performance and care, and there are security and protection brigades in all locations.

d) Clarity and responsibility in functions.

We recognize the importance of transmitting to each person the information they require to fulfill their duties, because only then can they be involved with the company's priority objectives and projects. We also strive to keep our policies, processes and procedures up to date, as well as to promote effective communication that allows the correct development of the company's organizational culture.

e) Training and human development.

We invest in the training of our staff and we do everything possible to keep the jobs of those who perform their duties properly and maintain a positive attitude. We always seek the development of the person, including family, work, sports, health and wellness aspects, among others.

f) Information and confidentiality.

When a new person joins our organization, they assume the commitment to give responsible and legitimate use to the information to which they have access, keeping the confidentiality and security of the information as intellectual property and industrial secret of the company. Even in the event that any collaborator quit working with Lazzar USA, he must maintain this

commitment to which he is subject by professional ethics and observance of the laws; therefore, the collaborator signs a confidentiality agreement with the company when hired.

Protecting and preserving the information of the company, customers and suppliers is the obligation of each of the collaborators and should never be provided to any third party, unless required by law or authorized by a hierarchical superior. The handling of personal data must comply with the guidelines of the respective laws, as well as be handled responsibly for the company's own objectives, so the necessary preventive measures must be taken to avoid disclosures unauthorized.

g) Conflicts of interest.

The conflict of interest arises in those situations in which the judgment of a collaborator is unduly influenced by their private interests, which are frequently of an economic or personal nature, opposing those of the company and affecting the integrity of their decisions.

It is therefore prohibited:

- > Obtain a personal benefit, for oneself or for a third party, by offering, giving, demanding or accepting gifts, loans or credits, rewards, commissions or any other incentive.
- > That the particular interests of the organization's personnel interfere or seek to interfere with the interests of the company.
- > Any external activity that interferes and/or makes it difficult to carry out the company's own activities objectively.

In order to avoid conflicts of interest, all Lazzar USA collaborators are responsible for declaring any personal, economic, family or other interest that may conflict with the company. If any collaborator considers that there are personal interests that may influence their performance at work or decisions, they must notify their immediate boss so that the necessary preventive measures can be taken.

h) Zero tolerance for corruption.

At Lazzar USA we have a zero tolerance policy for all forms of corruption, such as the payment of bribes, collusion, influence peddling, bribery, the delivery of facilitating or accelerating payments, and in general any activity, conduct, action or omission that implies a payment in money or in kind, granting of advantages, privileges, provision of services, assumption of debts or obligations or excessive attention, directly or through third parties, to government entities, public officials or representatives of the private sector, as well as with other related third parties; in exchange for avoiding or evading compliance with a legal, administrative or judicial provision, or that has the purpose of obtaining an unfair advantage in business.

Those of us who are part of Lazzar USA clearly understand that to avoid these acts, we must remove any anomaly in our processes so that there is no reason to fall into an act of corruption. We understand that being part of the chain of corruption to obtain some benefit seriously harms the company, affecting its development and calling into question its reputation and that of all its collaborators.

i) Sentimental relations between collaborators.

In order to prevent any conflict of interest, in the event that a sentimental relationship arises between two Lazzar USA collaborators, and one of them has an external commitment with another person, whether civil (marital) or consensual union couples, both collaborators will be discharged. Likewise, in the event of a sentimental relationship between two Lazzar USA collaborators without external commitments, one of the two collaborators must leave the company.

With our suppliers

With our suppliers we are committed to conducting honest and equitable negotiations, without discrimination and/or impositions. Every supplier will always be treated with respect, fairness, trust and integrity.

a) Selection and development.

All the proposals that our suppliers make will be reviewed comprehensively considering the price, the added value, the quality and the service they offer in order to choose the best option for the company.

We are committed to protecting the rights of suppliers regarding the confidentiality of the information provided, expecting in return that suppliers and manufacturing centers comply with Lazzar USA's policies.

b) Conditions.

One of our main commitments with suppliers and manufacturing centers is timely payment for their services and products. We aspire to have suppliers that in each transaction obtain fair benefits that promote their development.

We also hope that they offer products of excellence, therefore, we work with those that guarantee us the highest quality standards and compliance with delivery dates.

c) Trust.

At Lazzar USA we seek to obtain from the supplier only the benefits corresponding to the same negotiation, without obtaining personal advantages at the expense of the assignment of contracts and the acquisition of goods and/or services; this relationship must always be win-win. The best recognition that can be received from a supplier is that it complies with what has been agreed with the company.

Our relationships with suppliers are based on mutual trust and are also free from corruption. Any doubtful situation must be reported immediately to the direct manager and before carrying out any transaction.

Supporting this concept, we make our suppliers participate in our principle of integrity and therefore we ask them to assume the responsibility of not offering remuneration or gifts.

Likewise, we are open to hearing your comments, suggestions and complaints in a confidential framework.

d) Policies for suppliers.

It is vitally important to the good performance of the company that suppliers respect Lazzar USA's customers. This entails not closing a direct sale between any supplier and client of the company, complying with the agreed quality and delivery times, as well as maintaining the exclusivity of the clothing models that have been developed in the company or for the Lazzar USA company.

With our competition

All advertising or promotion of our products is based on truth. We compete through quality, service and business strategy, according to our values. We respect our competitors, and whenever we have to talk about them we will use based on facts information. Any comparison with the competition will be made using exact terms, without qualifications and without using misleading information or arguments.

Our business strategies seek healthy and active competition, commercial policies are focused on the benefit of customers and we reject any agreement with other companies to their detriment.

It is forbidden to support any activity that represents unfair competition or that violates the economic competition laws.

With the government

a) Respect for the law.

At Lazzar USA we know that compliance with laws and regulations is essential. We keep ourselves informed of the applicable regulations, we comply with them and we make the internal adjustments that are necessary to avoid incurring in any violation.

This principle applies to all business areas without exception and we understand that non-compliance with the law can cause the company severe economic and property damage and deterioration of its image. It is the duty and responsibility of each collaborator to know, understand, communicate and comply with the rules, as well as to report any violation of them.

b) Government sales.

It can only be sold to government entities, in terms of the respective legislation and complying with the following policies:

- > Acceptance of 50% advance payment.
- > Establish and agree delivery times.
- > Based on catalog products.
- > Full payment settlement, before delivery.
- > Orders must be supported by a purchase order.
- > Deal with transparency, without bribery or gifts.
- > Comply in a timely manner to avoid penalties.

Likewise, the company must refrain from participating directly or indirectly in any public procurement in which there are suspicions of corruption, and notify the authorities and other contestants or bidders of any irregularities that arise.

With society

Our daily actions are based on principles and values that seek to strengthen ties with the society in which we live, to which we owe ourselves and for whom we work.

In addition, we promote volunteerism among our staff and support various foundations to improve our community.

About productivity

At Lazzar USA we want to build a highly productive and fully human company. We understand that in order to fulfill our internal and external responsibilities, we must make productive and sustainable use of our resources.

a) Austerity.

We are convinced that business and daily operations must be carried out in a context of simplicity, so our commitment is to carry out all our business processes under the principles of austerity, efficiency and effectiveness.

We make efficient use of the available resources within our reach, avoiding waste, seeking to keep them in perfect functional state, striving to maximize their capacity and prolong their useful life. Our objective is the functionality of the expenses, always taking care that the dignity of the collaborators and their safety are respected.

b) Asset Protection.

Our commitment is to protect and optimize the value of the investment, mainly through the prudent and profitable use of resources. The custody and preservation of Lazzar USA's assets is the responsibility of each and every one of us.

We are also committed to the protection of intellectual property such as manufacturing processes, information systems, financial information, business strategy, designs, garment models and, of course, our products. Also taking care of machinery, buildings or furniture is part of protecting the company's assets.

Due diligence

The actions of third-party collaborators, suppliers, intermediaries, consultants, agents, sales representatives, managers, among others, may affect the reputation of the company, for which it will implement internal controls in order to verify that those persons comply with the applicable laws and the guidelines established to guarantee the integrity and sustainable development of the business.

Any activity related to resources of illicit origin or that are linked to money laundering is prohibited. Employees should only engage in lawful business activities.

Financial statements and accounting

The accounts, books, records and financial statements must faithfully reflect all the transactions carried out on behalf of the company and meet the requirements established by the applicable regulations. The expenses must have the necessary support and it is forbidden to distort the nature of any transaction or falsify documentation.

In the event of an audit, truthful, reliable and complete information must be provided.

The accounting documents must be kept according to the applicable regulations, their deliberate destruction being prohibited before the term established by law.

Violations of the Code of Ethics and Conduct

Compliance with this Code is strictly mandatory. The bosses at any level will be an impeccable example of their compliance, of constantly disseminating it and of taking the corresponding disciplinary measures when any of their collaborators fails to comply.

Any collaborator who carries out business practices in terms other than those established in this Code will be subject to responsibilities that may extend to the termination of the employment relationship and/or legal action.

At Lazzar USA we will always have the freedom to consult our bosses about situations where doubts arise.

Complaint channels

Lazzar USA has an "ethics hotline" to receive and address complaints or reports of possible violations of the Code of Ethics and Conduct, current regulations or internal policies or procedures, as well as fraud, corruption or bad practices by employees or outsourced; through the following means:

1. Physical mailboxes installed in each of the work centers.
2. To the email: rbecerra@lazzarusa.com
3. In the form on our website.
4. Via intranet.

In the complaints, the circumstances of manner, time and place must be indicated; that is, how the event occurred, who was involved, where and when it happened, and may be accompanied by test data, indications or evidence on which the accusation is based, such as images, documents, audio, video, among others.

The complaints filed will be made known to senior management and the cases that merit it will be investigated, granting the necessary guarantees of confidentiality and impartiality, as well as so that the collaborators who report these facts are assured that there will be no reprisals against them. .

If an offense is confirmed, the corresponding disciplinary measures will be applied in accordance with the laws of the matter, ranging from a reprimand to justified dismissal.

Expected behaviors

The company expects all employees to adhere to and comply with the Code of Ethics and Conduct.

Each collaborator must sign this adherence at the time of hiring and when their employment situation changes.

**Integrity is
doing the right
thing, even
when no one is
watching.**

(C. S. Lewis)



*Lazzar USA, Inc., November 2022
(210) 990-0198*