

Bata

Global Code of Ethics

Business Practices & Conduct

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Bata is one of the world's leading footwear retailers and manufacturers with Operation across 5 Continents

Ethics and Conduct

This Code of Ethics is designed to clarify various matters of business and personal conduct, which may concern us in relation to our position in Bata.

Its purpose is to preserve one of the strengths of the Companies in the Bata Group, which is their reputation for integrity and fair dealing.

We may already have relationships within the Retail or related industries when we join Bata, or they may develop during our career.

We may also have other outside relationships or financial interests, which, while primarily personal, may also touch on our business life.

While every situation affecting you cannot be exhausted here, the principles of good conduct are universal. Thus, it will not be difficult for us to perceive those situations, which are clearly in conflict with the best interests of the Company.

However, situations do arise in which the ethical course is less clear.

The Code of Ethics attempts to clarify some of these questions and to establish an atmosphere of mutual understanding between Bata and its employees.

It is intended to help in preserving and perpetuating good business and personal relationships.



*"We believe that
the fundamental vitality and strength
of our organization lies in our people."*

Tomáš Baťa

Our Values

COUNT ON ME

Our founder, Tomáš Bata, understood that in order to do a job well, we must lead by example. We have never forgotten our founder's words, and today we still hold the same beliefs to be true. The decisions we take are made with our long-term future in mind, not for immediate gain.

A great team needs more than just great leaders: it needs everyone to work together to get the job done.

At Bata we know that all our personnel share our values of integrity, taking responsibility and leading by example. This attitude allows us to constantly evolve and stay competitive.

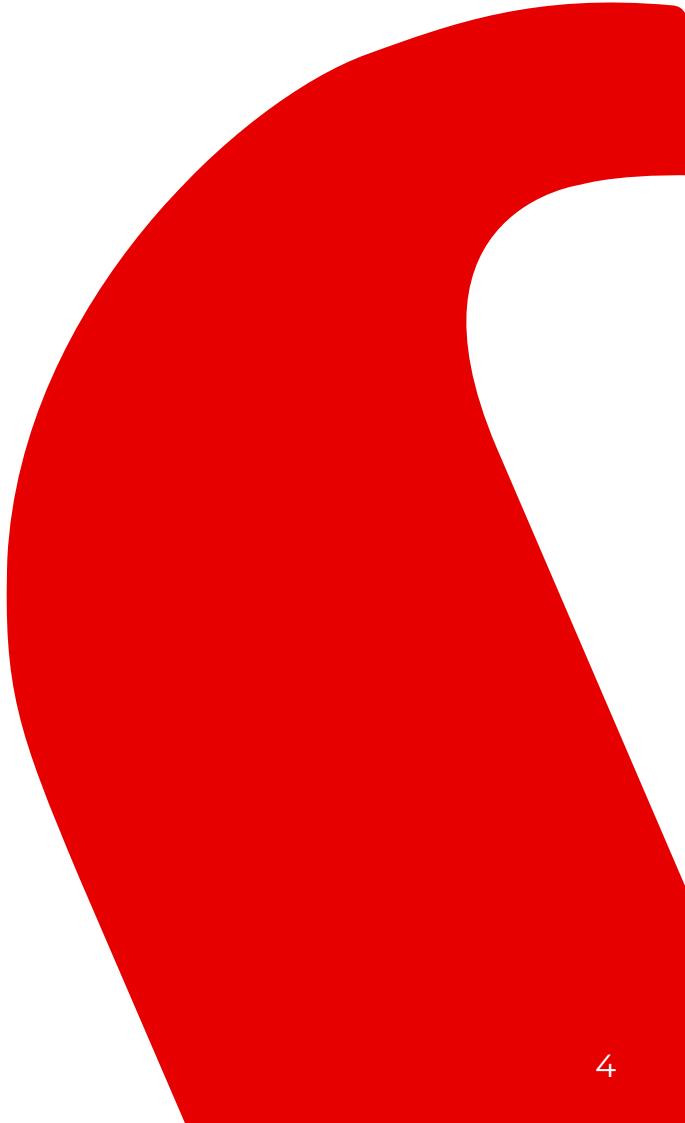
IMPROVING LIVES

The core philosophy of Bata for over 120 years has been making people's lives better. We at Bata believe in displaying respect for our customers, suppliers, employees and the communities we touch. We believe that we can make a difference in the lives of everyone we touch through openness and tolerance to race, religion or cultural differences.

We offer an inclusive and supportive work environment to our employees where individuality is valued, where people can 'be themselves', and where everyone is encouraged to grow.

BE BOLD

Courageous Innovation has always been the cornerstone of our company, from the canvas shoes Tomáš Bata proposed when everyone else in Europe was selling leather or wood, to the pioneering expansion to new continents starting in the 1930's. At Bata, our rich heritage inspires us to be creative and entrepreneurial as we go forward. By learning and embracing new ideas, we gain a competitive advantage for our business and the environment in which we live and work.



EXCEED CONSUMER EXPECTATIONS

Bata believes in pushing boundaries, in going the extra mile. We take pride in recognizing and rewarding excellence, promoting a 'can do' culture throughout our organization. This is true of our products, our services and our personnel.

We know that different consumers have different needs, and it is our aim not only to satisfy them, but to exceed them, building intrinsic value into every product we make. We want to put smiles on the faces of our consumers, to show them we understand that they are all different, and that we are constantly working to make our shoes the best they can possibly be.

SERVE WITH PASSION

For Bata, the shoe industry has been a lifelong family passion, requiring hard work by a close-knit, determined team, listening to our consumers' needs and understanding how best to satisfy their requests. It is from this desire that we continue to offer the best products and services, keeping us at the forefront of our industry. We at Bata love what we do and are constantly looking for ways to do it even better. Put simply: we get a kick out of shoes.





CEO Message

Dear All,

At BATA, we depend on the trust of our customers and consumers, and also on the trust of the communities where we operate. Our aspiration is to be the most dynamic, flexible and market responsive worldwide footwear organization.

To ensure our successful journey ahead, we have reviewed our Code of Conduct. Over the years, our work culture and success has always relied on our core values: Count on Me, Improving Lives, Be Bold, Exceed Consumer Expectations and Serve with Passion. We treat each other with respect, and we value the contribution of every member of our team, because we know that we can only be successful if we create an inclusive, fair, and engaging working environment.

In the marketplace, we compete vigorously, but we are always lawful and ethical. We honour our promises and do what is right, not just what is easy. Above all, we always act with integrity towards the communities where we live and operate. Our Values and Behaviours are the foundation for our code.

They define how each of us should act to ensure BATA sustains and strengthens its reputation as a trusted company. Every employee is expected to comply with the Code of Conduct as part of their employment duties. This updated version of the Code of Conduct will give you a better understanding on recent developments in certain areas, such as privacy and personal data protection; provide clarity on commonly asked questions, such as conflict of interest; giving you practical guidance on individual responsibilities.

I would like to offer you one piece of personal advice – if you are ever in doubt, speak up. Do not hesitate to ask questions about the rules in the code, and if you ever observe potential violations of the code, report them immediately. This can be done anonymously if you so wish.

I welcome each one of you to join me in making a personal commitment to living our values and abiding by this Code in everything we do. This will not only promote the success of BATA, but also allow us to share a genuine sense of pride, in coming to work for our company everyday.

Sincerely,

**Sandeep Kataria
CEO of Bata**

Company's Good Name

PRINCIPLES OF CONDUCT

Each of us is expected to avoid any investment, interest or association — direct or indirect — which might reflect or be seen to reflect unfavourably on Bata's good name and reputation or on our own.

This ranges from activities, which are clearly illegal to matters of personal conduct, which may be less easy to define.

The laws and social customs of the country we are working in must always be adhered to.

Because it is difficult to spell out exactly what is appropriate under all circumstances, consult your supervisor or manager on any aspect of this Code of Ethics, which seems unclear, or in any situation where you believe the Code might be contravened.

The responsibility for disclosing areas of possible conflicts rests squarely on our shoulders. It is also our responsibility to make sure that management is kept up to date, i.e. in the case of management change, the onus for full disclosure is still on us.

Our mission is to be successful as the most dynamic, flexible and market responsive worldwide organization with footwear as its core business.

Protecting you and your Company's Good Name

DEFINITIONS

The areas in which possible conflicts of interest are most likely to arise are in relationships with customers, competitors, and suppliers, particularly the latter.

A **Customer** is any company, firm or person purchasing goods or services from Bata.

An **Employee**, for the purposes of this Code, refers not only to us as a paid employee of the Company, but also to all members of your family and household by blood or marriage and to any company, firm, and trust of which we or they are direct or indirect shareholders, partners, or beneficiaries.

A **Supplier** is any company, firm or person supplying goods or services to Bata, including any landlord.

A **Competitor** is any company, firm or person having any competitive interest whatsoever, direct or indirect, in any aspect of Bata 's business activities.

Our constant ambition is to be the closest friend in the world for our customers' everyday fashion footwear and more...

Common Sources of Conflict

The most common conflicts of interest generally arise when a employee/ contractor:

Accepts gifts of more than token or nominal value from an actual or potential customer, supplier or competitor.

Has a significant direct or indirect financial interest in, or relationship with, an actual or potential customer, supplier or competitor.

Conducts business on behalf of the Company with a customer, supplier or competitor in which a shareholder, director, partner, employee or agent is a relative of the employee.

Is concerned with the selection of candidates, or with other personnel procedures, in which a relative may be involved.

Misuses information obtained in the course of employment.

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What to do about gifts

Most of the gifts and services offered to a employee are because of his or her position in the Company. As a result, we must exercise great discretion in accepting any offers of gifts or services. Acceptance of such offers may lead the donor to believe that he or she can expect preferential business treatment from you in turn.

All gifts offered or received should be reported to the immediate manager with copy to HR Manager. If the gift is not acceptable, your manager will return it or send to HR manager who will donate it to local charity.

Money in any form is not acceptable under any circumstances.
Traditional seasonal or holiday gifts are acceptable if they are of reasonable Or token value, openly presented and accepted.

Such gifts will preferably be of a promotional rather than personal nature. We may accept only one such gift from the donor in any given year.

Advertising novelties (Calendars, paperweights, diaries, etc.) may be accepted. No advantage in any form should be sought from a customer or a Supplier.

Guidelines for Social Activities

It is expected to exercise the greatest discretion in accepting and offering entertainment. This is unquestionably the “grey area” of business relationships; the one where preferential treatment in return is often implied but never spelled out. Because this perception is current and widespread in all societies, it is most important for us to be seen to avoid such situations.

Companies in the BSO neither expect nor offer preferential treatment as a result of “social” business relationships; We are expected to represent this policy.

In general, we may offer or accept entertainment if:

Your manager has approved it.
The entertainment is reasonable in nature, frequency and cost.
The entertainment does not violate the other party's own rules or code.

Business meals are acceptable if they do not exceed accepted Company and community standards considering the company role and seniority of concerned person.

The entertainment does not have the purpose, effect or appearance of causing either party to do business or change the terms of business because of it.

It is impossible to cover all the offers of entertainment and other services which could conflict in any way, actual or perceived, with the Code of Ethics.
The following examples are therefore meant to serve primarily as guidelines:

We may, for example, invite a prospective customer to dinner provided the event is not unusually lavish or extravagant by accepted Company and community standards.

Depending on circumstances, we may provide lodging and meals to executives visiting a Company from elsewhere, provided the purpose of the visit is the conduct of business. If ever in doubt of the premise behind an invitation by a supplier for a restaurant dinner, offer to pay for the meal.

Offers of entertainment and other services are unacceptable when:
The entertainment or service offered either exceeds, or could be perceived to exceed, accepted community standards of appropriate conduct.

The form of entertainment violates the law or could prove publicly embarrassing or be misconstrued by any third party.
The offers of entertainment are frequent, or one party is unable to reciprocate, thereby inducing a sense of obligation.

Bata's shared culture, shared values and shared beliefs have been the foundation of its approach to its customers, its employees/Contractors/ Vendors and the communities in which it operates.

Potential Conflict is Still Conflict

A conflict of interest exists when our duty to give commercial loyalty to Bata is prejudiced by actual or potential personal benefit from another source.

Conflict also exists if we take advantage of your position in the Company for personal financial gain.

Conflicts of interest may arise in your dealings with customers and competitors but are most frequent in relationships with suppliers.

Any financial interest in the shares of a corporate customer, supplier or competitor which is not publicly traded, or any interest in a partnership or sole proprietorship constitutes a potential conflict of interest.

Any interest of 1% or less of any class of shares listed on a securities exchange, or regularly traded over the counter, is not regarded as significant and thus does not constitute a conflict of interest.

If there are other complicating factors, they should be reported.

No employee may receive money or any other benefit from a supplier in return for advice on purchases by any company in the Bata Organization or for any other activity for the supplier.

Any employee who owns, directly or indirectly, any financial or other significant interest in any actual or potential customer, supplier or competitor may not occupy a position in the Company in which he or she could influence decisions with respect to that party.

Companies in the Bata Organization do not condone or sanction solicitations or hidden "commissions" in any form. No employee may accept such a commission, or other goods or services from any supplier.

No employee may accept any discount on personal purchases of the supplier product if the discount can be construed as being offered because of the business relationship. Nor may any employee accept any personal benefit for dealing with a supplier.

We believe in dealing fairly and with integrity with all our customers and suppliers and in all our business relationships.

Consult your Manager

Each situation, which holds the possibility of conflict of interest must be reviewed on its own at all as to the propriety of an investment or involvement of financial interest in another company, firm or sole proprietorship, direct or indirect, we should consult our manager. Other relationships which could compromise an employee's performance and integrity could include serving as a director of, or advisor to, a company in areas closely related to BSO business. Such situations should also be discussed & approved by manager.

We strive to conduct our business in a manner that earns the respect and confidence of our people, customers and the community.



A Matter of Ethics

"Self-dealing" covers any area of conduct, which, while it may not directly prejudice Bata business, could seem to interfere with our relationship to Bata or with the exercise of your good judgment in Bata's interests. Self dealing need not be illegal to be unacceptable.

Employee must not use for his/her own financial gain, or disclose for the use of others, any inside information about Bata obtained through their employment in Bata.

Outside work such as free-lance self-employment may, in some instances, compromise their relationship to Bata and could thus constitute self-dealing. In any of the situations described above relating to gifts, entertainment, financial conflict or self-dealing, or in any situation resembling those described, it is our responsibility to make sure that manager is informed of and has approved the activities.

We encourage the involvement of employees in public and voluntary service organizations such as hospitals, schools, charities and community groups. However, direct or indirect conflict with Company interests may sometimes arise and employees must be sensitive to situations in which Bata's interests may pull one way and outside interests another. If in doubt, do not hesitate to discuss matters of conduct with your Company Manager.

Securities and Insider Trading

Insider trading is prohibited by the law and is a clear violation of the Code of Conduct.

Insider Trading generally involves the act of subscribing or buying or selling of Company's Shares/ Securities, when in possession of any unpublished price sensitive information about the Company.

It also involves disclosing any unpublished price sensitive information about the Company to others ("tipping") who could subscribe or buy or sell the Company's Shares/ Securities.

Insider Trading invokes severe civil and criminal penalties not only on the insider but also on the Company in certain circumstances under the Regulations issued in as per the Law of Land and guidelines of body that governs the basic principles of Securities/Shares

The interest of investors and other stakeholders is safeguarded by not getting involved in insider trading or any other undesirable and offensives practices.

Data Privacy and Confidential Information

Information within Bata is held in many different formats, including on paper, electronically in documents or in IT applications & systems. Our requirements to protect information apply to all formats. Bata has Information Classification & Information Handling standards in line with the Data Management Policy, which defines how information within Bata must be classified, handled and protected.

When handling Bata information employees must:

- Understand the nature and classification of the information; understand and adhere to the handling requirements detailed in the Data Management Policy; and take personal responsibility for the proper collections, usage, circulation, retention, protection and disposal of BATA information
- Only distribute or share Bata's information on a need to know basis, ensuring that only employees or others working for Bata, or authorised third parties, with a genuine business need, have access to the information. While sharing any information with any third party, ensure that a confidentiality agreement is duly signed between both parties
- Take care not to disclose information in public places, including taking all necessary steps to protect information in documents and on IT devices away from the workplace
- Attend the Information Security and Privacy Training modules as guided by HR and/or IT teams
- Report any events which you suspect could impact the security of Bata information by following the Cyber Security reporting procedures. For example, information being shared with someone who was not authorised to view it; if you have received or responded to a suspicious email, text message, phone call, instant message or MFA prompt; or any other relevant event as per the below matrix

When handling Bata information employees must not:

- Disclose Bata's information externally to third parties unless in accordance with Bata's Data Management Policy and Third Party Security Management Policy
 - Use Bata's information for anything other than a legitimate business purposes or as required by law
- Personal data** relating to employees, consumers and other individuals is subject to specific laws and regulations in most countries and requires special handling.

If in doubt about how to handle any Bata's information, restricted or otherwise, employees must seek advice from their Line Manager in correspondence with the Business Information Security Officer and / or Legal Business Partner and refer to the Bata's Data Privacy Policy.



Acknowledgment

1. I have read and understand the Bata Code of Ethics.
2. I have no conflict of interest with any company within the Bata Shoe Organization and I do not otherwise contravene the Code of Ethics.
3. I will immediately notify my Manager or HR in the event that I am in a conflict of interest with any company within the Bata Shoe Organization or in the event I otherwise contravene the Code of Ethics.
4. I will also immediately discuss with my Manager or HR in any situation in which I am uncertain whether I am in a conflict of interest with any company within the Bata Shoe Organization or if I am uncertain whether I otherwise contravene the Code of Ethics.
5. I realize that adherence to the Code of Ethics is a condition of my employment.

Signature

Current Location:

Designation:

Date:

Department:

Region:

Name in Full:

Control Number: