



Zest Dental Solutions
Code of Supplier Conduct

June 19, 2020

- **Purpose and Overview**
- **Compliance with Applicable Laws, Regulations, and Industry Best Practices**
 - **Standards Of Employment**
- **Security, Safety, Environmental Sustainability, And Conflict Minerals**
- **Ethical Business Practices**
- **Confidentiality and Data Privacy**
- **Compliance, Record Retention, And Inspection**
- **Appendix A-- Zest Dental Solutions Conflict Of Interest Policies**
- **Appendix B --- Policy Statement On Conflict Minerals**

Purpose and Overview

Zest has become the most globally recognized and trusted brand for overdenture restorations. We have earned our reputation by manufacturing quality products and upholding the highest ethical standards. More simply put, we are committed to working honestly, earning business fairly, and doing the right thing whether or not anyone is watching us. Help us meet our commitments by looking to this Code for help and guidance. In it, you will find standards for:

- Ensuring compliance with applicable laws, regulations, and policies
- Promoting integrity and the highest standards of ethical conduct
- Avoiding even the appearance of anything improper in connection with our business activities

All Zest Suppliers are required to read, understand, and meet the obligations of our Code. Zest Suppliers are furthermore expected to take reasonable and necessary steps to help ensure that their sub-contractors and sub-suppliers conduct business in compliance with this Code of Supplier Conduct. Zest Dental Solutions reserves the right to amend, modify and add to this Code of Supplier Conduct from time to time as Zest Dental Solutions, in its sole discretion, believes is appropriate.

Compliance with Applicable Laws, Regulations, and Industry Best Practices

At a minimum, Suppliers must conduct business in accordance with all applicable country, state, and local laws and regulations covering the jurisdictions in which they operate including, without limitation, laws relating to employment, human rights, the environment, health and safety, and trade. Supplier is to comply with the commercial best practices of Supplier's industry. Zest Dental Solutions reserves the right to decline working with Suppliers who do not comply with the law.

Standards Of Employment

- **Safe Work Environment-** Suppliers shall maintain a healthy, clean and safe work environment and shall not implement or utilize mental or physical disciplinary practices. Suppliers shall maintain written safety and health policies and systems to minimize work--- related injury and illness.
- **Child Labor Avoidance-** Suppliers must not employ any person younger than the legal minimum age for working in the jurisdiction in which such person is employed and must comply with all applicable minimum legal age requirements and other applicable child labor laws. Zest does support the use of legitimate workplace apprenticeship programs, but only if they comply with all applicable laws and regulations.
- **Slavery and Human Trafficking-** Suppliers must not support, promote or engage in the practice of slavery or human trafficking, and suppliers must comply with the laws regarding slavery and human trafficking of the country or countries in which they are

doing business. Additionally, the materials incorporated into Suppliers' products must comply with the laws regarding human trafficking of the country or countries in which they are doing business.

- **Wages and Benefits-** Suppliers must provide compensation, including regular wages and overtime hours, and legally mandated benefits, in accordance with all applicable laws and standards.
- **Working Hours-** Suppliers must comply with all applicable laws governing the number of maximum work hours, vacation time, leave periods and holidays. Suppliers' employees shall not work beyond the maximum working hours permitted by applicable law. Suppliers will compensate for overtime in accordance with applicable laws.
- **Respect and Dignity-** Suppliers shall take appropriate measures to promote and ensure that Suppliers workplace(s) are free from harassment of any type, harsh treatment, threats of violence, corporal punishment, or other forms of physical, mental or emotional coercion.
- **Non-Discrimination-** All conditions of employment by Suppliers shall be based upon an individual's merit and ability to perform the responsibilities of the job. Suppliers shall not discriminate on the basis of race, color, national origin, gender, religion, age, nationality, disability, social or ethnic origin, pregnancy, political affiliation, veteran status, union membership or marital status, or other factors prohibited by applicable laws and regulations.
- **Freedom of Association-** Suppliers agree to respect the rights of their employees to make decisions on whether to associate or not associate with any group or labor organization, in accordance with applicable laws and regulations.
- **Immigration Laws-** Suppliers shall only employ employees with a legal right to work in the jurisdiction(s) in which Suppliers intend to hire such employees. Suppliers shall review appropriate and relevant documentation and confirm the legal status of their prospective employees prior to hiring such prospective employees.

Security, Safety, Environmental Sustainability, And Conflict Minerals

- **Security-** Supplier shall maintain reasonably adequate security at all its facilities. Supplier shall implement and maintain supply chain security procedures designed to comply with all applicable customs principles, laws, regulations and rules.
- **Health & Safety-** Suppliers shall maintain a clean, safe, and healthy work environment to include appropriate controls, safety procedures, preventative maintenance, and appropriate protective equipment in compliance with all applicable laws and regulations. Supplier shall maintain written safety and health policies and systems to maintain such a work environment and minimize workplace accidents and injuries. Suppliers should measure, track, and improve Health & Safety performance and establish emergency response plans.
- **Environmental Sustainability-** Suppliers will act in an environmentally responsible manner. Suppliers shall comply with applicable environmental laws and regulations and remediate any environmental problems they may cause. Suppliers shall strive to

implement and maintain manufacturing operations which are environmentally friendly. Zest Dental Solutions will actively seek Suppliers that share our commitment to protecting the environment and who work to sustain, protect, and restore the environment, by such means as energy conservation, recycling, and proper disposal of waste.

- **Conflict Minerals-** As required by the Dodd--Frank Wall Street Reform and Consumer Protection Act, the U.S. Securities and Exchange Commission (SEC) adopted a rule regarding disclosure and reporting requirements. Under the rule, issuers must disclose their use of conflict minerals in the products they manufacture or contract to manufacture if the conflict minerals are necessary to the functionality or production of a product, and companies must report whether the conflict minerals originated in the DRC or adjoining countries. Zest Dental Solutions expects its suppliers to source conflict minerals from socially responsible sub-tier suppliers and manufacturers and to undertake reasonable due diligence within their supply chains to determine the origin of the conflict minerals contained in materials and products they supply to Zest Dental Solutions. See Appendix B for Zest Dental Solutions's Policy Statement on Conflict Minerals.
- **RoHS-** Supplier will also conform to the latest RoHS standards and certify that the products provided to Zest Dental Solutions, whether component, raw material, or finished goods, will comply with the current RoHS compliance. Supplied product is also prohibited from containing bisphenol A (BPA), di(2-ethylhexyl) phthalate (DEHP), di-2-ethylhexyl adipate (DEHA) or polyvinyl chloride (PVC) unless approved by Zest Dental Solutions destination site.
- **Animal Tissue-** In compliance with European Union (EU) approved Regulation 722/2012 Zest Dental Solutions identified those products that could contain animal origin materials (e.g. polishing materials, soaps, lubricants, coolants, detergents and other cleaning materials, packaging materials including glues/inks/etc., plastics release agents, and polishing leather gloves). Moreover, Zest Dental Solutions has worked to replace animal origin materials with animal origin free substitutions. We are asking our suppliers to do the same. Suppliers must declare to Zest Dental Solutions all products that "utilize" (as defined by EU approved Regulation 722/2012) tissues of animal origin. Suppliers MUST also declare any possible risk mitigation / exemptions as defined by:
 - (EU) No 722/2012 Article 1 or 2
 - (EU) No 722/2012 Annex 1
 - BS EN ISO 22442---1:2007 Annex C
 - or other EU regulations. Zest Dental Solutions reserves the right to not accept certain materials that "utilize" animal tissues and/or their derivatives.

Ethical Business Practices

Zest is committed to conducting business ethically and lawfully in countries where we operate across our supply chain. We prefer to do business with Suppliers and business partners who demonstrate a strong commitment to ethical behavior.

- **Anti-Corruption and Anti-Bribery-** We believe that all forms of bribery and other corrupt practices are an inappropriate way to conduct business regardless of local customs. Zest is committed to complying with all applicable anti-corruption laws. We do not pay or accept bribes or kickbacks, at any time for any reason. This applies equally to any person or firm who represents Zest. Suppliers are to conduct their business in accordance with the highest ethical standards and to have controls in place that prohibit and detect the misuse of company assets, corruption, bribery, improper gifts, extortion, embezzlement and even the appearance of conflicts of interest. Suppliers' business dealings should be fair, legal and honest. Supplier will abide by, and will cause all of its affiliates and the respective directors, officers, employees, agents or representatives of such affiliates, its subcontractors and sub-suppliers, as well as any other person acting on behalf of Supplier or any of its affiliates ("Relevant Parties") to abide by all applicable anti-corruption laws and regulations of the countries in which they operate, including the Foreign Corrupt Practices Act (FCPA) and applicable international anti-corruption conventions. If Suppliers and business partners extend any business courtesies to our employees, they will do so infrequently and the courtesies must be of no more than modest value. Suppliers and business partners will also accurately reflect their business dealings in their books and records.
- **Securities and Insider Trading Laws-** Suppliers that possess nonpublic information may not use or share that information to trade or enable others to trade in Zest Dental Solutions debt.
- **Conflict of Interest-** Suppliers are expected to disclose to Zest Dental Solutions any situation that may present a conflict of interest with respect to Zest Dental Solutions. For that reason, Suppliers must inform Zest Dental Solutions if an employee of any Supplier, or their family member, has a relationship with a Zest Dental Solutions employee who can make decisions that will affect such Supplier's business, or if any Zest Dental Solutions employee, or their family member, may have an interest of any kind in such Supplier's business or any kind of economic ties with such Supplier. See Appendix A for further details.
- **Gifts and Hospitality-** Suppliers must ensure that the acceptance or bestowing of any gift or offer of hospitality cannot be construed as an attempt to secure favorable treatment from or to Supplier. Suppliers or any member of their family should not accept or bestow any type of gift or any offer of hospitality related directly or indirectly to Suppliers' operations beyond that of a \$25 value.

Confidentiality and Data Privacy

- **Confidential Information-** Suppliers and business partners with access to Zest's confidential information should not disclose such information to any other person without our advance written consent. In addition, Suppliers must respect intellectual property rights and the transfer of confidential information must be done in a manner that protects intellectual property rights. Such confidential information may include, but is not limited

to, Product Pricing, Costs, Employees, Designs, Customers, Operating systems, policies and practices, Production technologies and know-how, and Engineering, technical and scientific.

- **Data Privacy-** When Suppliers handle personal confidential information in the performance of services on our behalf, we require them to ensure that such information is protected against unauthorized disclosure and is appropriately safeguarded. Suppliers must immediately report actual or possible unauthorized disclosures of personal confidential Zest Dental Solutions team member information to Zest Dental Solutions Compliance Department. "Personal confidential information" includes but is not limited to private information about individuals including name, address, birth date, identification numbers, etc. See Appendix C for Safe Harbor Policy Compliance.

Compliance, Record Retention, And Inspection

- **Audits and Assessments-** Suppliers will implement appropriate programs, policies and procedures to help ensure compliance with the standards and obligations set forth in this Code of Supplier Conduct, including designating one or more of its management staff to be responsible for monitoring their compliance with this Code. Zest Dental Solutions or a third-party designated by Zest Dental Solutions may conduct periodic audits, inspections and/or review of Suppliers' facilities for purposes of confirming such compliance.
- **Certifications-** Suppliers must certify that the materials incorporated into Supplier's products comply with the laws regarding human trafficking of the country or countries in which they are doing business.
- **Corrective Action-** Suppliers are expected to promptly take corrective action to address any deficiencies identified with respect to compliance with this Code of Supplier Conduct.
- **Compliance-** Suppliers will maintain necessary records and documentation to demonstrate such implementation and their compliance with this Code of Supplier Conduct.
- **Reporting Noncompliance-** Suppliers, their employees and their subcontractors should report any questionable behavior by Zest Dental Solutions employees or by such Suppliers, their employees or subcontractors. Reports can be filed, by calling the Zest Cares Line 1-844-913-0621.
- **Consequences-** If a Supplier is found to be in violation of this Code of Supplier Conduct, Zest Dental Solutions will take all appropriate measures to address the violation. Zest Dental Solutions reserves the right to terminate its relationship with any Supplier for failure to comply with this Code of Supplier Conduct.

Appendix A-- Zest Dental Solutions Conflict Of Interest Policies

Zest Dental Solutions utilizes a standard methodology to identify and evaluate the potential of individual suppliers to meet the criteria for providing necessary goods and/or services. At a minimum, such an evaluation must include an inquiry into the personal interests or relationships (including ownership, management, or family relationships) between the potential supplier under evaluation and any Zest Dental Solutions employee or any Dental Professional. Conflicts of interest may arise when an employee, officer or director, or members of his or her family receive any personal benefits from any third party as a result of his or her position with Zest Dental Solutions. This concept also applies to Zest Dental Solutions's interactions with Dental Professionals. Zest Dental Solutions does not take actions or make offers to Dental Professionals or any immediate family member of a Dental Professional that would induce the Dental Professional to make or influence the purchase, recommendation, referral, or use of Zest Dental Solutions Products. A conflict of interest exists when a person's private interests interferes -- or even appears to interfere -- in any way with the interests of the company; must be above reproach. The existence of a conflict depends upon the circumstances, including the nature and relative importance of the interest involved. Zest Dental Solutions requires that suppliers disclose current, relevant relationships, and situations that may constitute an actual or perceived conflict of interest. In the event that a supplier has a relationship or situation involving a Zest Dental Solutions employee or Dental Professional, either currently or in the future, that results in a potential conflict of interest; the supplier shall notify Zest Dental Solutions immediately. This information may be disclosed by contacting Zest Dental Solutions Cares Line 1-844-913-0621 or via the internet at <https://zestdent.ethicspoint.com/>. Zest Dental Solutions employees may not seek or accept any gifts, gratuities, payments, fees, services, privileges, vacations, or pleasure trips (even with an apparent business purpose), loans (other than conventional loans on customary terms from lending institutions) or other favors from any person or business organization that does or seeks to do business with, or is a competitor of, Zest Dental Solutions. Zest Dental Solutions Sourcing representatives will not practice or encourage the practice of reciprocity in purchase decisions. Zest Dental Solutions employees and Zest Dental Solutions Suppliers, may not accept anything of value in exchange for referral of third parties to any such person or business organization.

Appendix B --- Policy Statement On Conflict Minerals

The exploitation and trade of "conflict minerals" (including tin, tantalum, tungsten and gold) mined in the Democratic Republic of the Congo (DRC) and adjoining countries may be fueling human rights atrocities in the region. Zest Dental Solutions and its subsidiaries support the actions of governments and organizations to increase supply chain transparency and enable

companies to source conflict-free minerals. As required by the Dodd-Frank Wall Street Reform and Consumer Protection Act, the U.S. Securities and Exchange Commission (SEC) adopted rules regarding disclosure and reporting requirements with respect to the use of conflict minerals. Under the rules, public companies must report the presence of conflict minerals originating in the DRC or adjoining countries in the products they manufacture or contract to manufacture if the conflict minerals are necessary to the functionality or production of a product. These reports must be filed with the SEC. Zest Dental Solutions is committed to working with its suppliers to responsibly source the materials and components used in manufacturing its products. Zest Dental Solutions has initiated a comprehensive process to meet the conflict minerals regulatory requirements, taking steps to increase its supply chain due diligence measures for these minerals. Zest Dental Solutions does not typically source conflict minerals directly from mines, smelters, or refiners, and, accordingly, in most cases, is several levels removed from these market participants. Zest Dental Solutions therefore requires the cooperation of its suppliers in the implementation of this policy and in enabling Zest Dental Solutions to notify public companies that purchase our products so they can prepare the appropriate SEC disclosure and reporting obligations on a timely basis. Zest Dental Solutions expects its suppliers to source conflict minerals from socially responsible sub-tier suppliers and manufacturers and to undertake reasonable due diligence within their supply chains to determine the origin of the conflict minerals contained in materials and products they supply to Zest Dental Solutions.

In furtherance of this policy, Zest Dental Solutions's suppliers are expected to:

- familiarize themselves with the SEC's conflict minerals rules;
- implement policies that are consistent with this policy, and require their direct suppliers to do the same;
- implement procedures to trace conflict minerals at least to the smelter or refiner level, working with their direct and indirect suppliers as applicable;
- where reasonably possible, source conflict minerals from smelters and refiners validated as conflict free, and require their direct and indirect suppliers to do the same;
- maintain reviewable business records for a period not less than seven (7) years supporting the source of conflict minerals; and Refer to online documentation for the most current specification.
- from time to time, at Zest Dental Solutions's request, provide Zest Dental Solutions written certifications and other information concerning the origin of conflict minerals included in products and components supplied to Zest Dental Solutions and the supplier's compliance with this policy generally, and require their direct and indirect suppliers to do the same.

Suppliers also are encouraged to support industry efforts to enhance traceability and responsible practices in global minerals supply chains. Zest Dental Solutions reserves the right to request from any supplier at any time such information, certifications and documentation as it shall deem necessary to monitor or assess compliance with this policy. Zest Dental Solutions

understands and appreciates the importance of this issue and is committed to supply chain initiatives and overall corporate social responsibility and sustainability efforts that work towards a conflict-free supply chain. Zest Dental Solutions is encouraging its suppliers to likewise support these efforts. For more information on Zest Dental Solutions's conflict minerals program, contact: Jing.Mills@zestdent.com

Appendix C -- Safe Harbor Policy Compliance

Safe Harbor is an international personal data transfer certification program which is jointly administered by the US Department of Commerce and the European Commission. This certification program seeks to ensure "adequate" transfer of personal data, pertaining to residents of the European Union (EU), European Economic Area (EEA), Switzerland or Canada (EU Individuals), to the United States. Personal data is defined as any information that can be used directly or indirectly, singularly or combined, to identify, locate, or contact individuals. Common examples include a person's or patient's telephone number, address, social security number, email address, driver's licence number, birth date, and the like.

In support of Zest Dental Solutions Safe Harbor certification program, U.S. Sourcing affiliates must ensure that Suppliers given access to personal data of EU individuals, by virtue of their services for Zest Dental Solutions' U.S. affiliates, adhere to and uphold privacy and security safeguards for this data that are consistent with the requirements of that certification.

To ensure compliance with the Safe Harbor principles, Zest Dental Solutions U.S. affiliates' Suppliers will be responsible for the following:

1. Determining whether or not, by virtue of their services for Zest Dental Solutions, they will be or have been given access to personal data of European Union, Swiss or Canadian individuals.
2. Understanding that to the extent that the Safe Harbor standards apply to Supplier's work for Zest Dental Solutions, the Supplier is responsible for upholding the Safe Harbor standards for personal data pertaining to the residents of the EU, Canada, and Switzerland.
3. Signing and returning the Zest Dental Solutions Safe Harbor agreement – or – Providing evidence of certification through the U.S. Department of Commerce Safe Harbor website <http://safeharbor.export.gov>. Either of these actions will certify that the Supplier will adhere to and uphold privacy and security safeguards for the personal data of European Union, Swiss or Canadian individuals that are consistent with the requirements of Zest Dental Solutions Safe Harbor certification program.

For questions regarding your organisation's role in Safe Harbor compliance, please contact your Sourcing representative and/or refer to the Safe Harbor website <http://safeharbor.export.gov>.

EU, Switzerland, and Canadian Suppliers

Suppliers from the EU, Switzerland, or Canada whose personal data is collected by Zest Dental Solutions (and shared with Safe Harbored companies in the U.S.) please contact your Zest Dental Solutions' Sourcing representative to obtain a copy of Zest Dental Solutions' notice on how EU Individuals personal data is collected and processed.