

**“Exhibit 2”**

**BOSTON MARKET CORPORATION**

**Code of Conduct for Suppliers**

**and**

**Guidelines for Suppliers Regarding Gifts, Favors and  
Business Entertainment**

## **Boston Market Corporation**

### **Code of Conduct for Suppliers**

Boston Market believes that all employees deserve to be treated with dignity and respect. In each and every aspect of the employment relationship, employers need to act towards their employees as they would themselves want to be treated. The 100% satisfaction of our internal customers – our employees – is essential to the 100% satisfaction of our external customers. Moreover, Boston Market is committed to a policy of complying with the law wherever it does business, and to maintaining high standards of business conduct. As a result, Boston Market has established a well-respected record and reputation for business honesty and integrity. These principles apply everywhere, form the basis for Boston Market's own ethical business practices, and are cornerstones to Boston Market's success.

Boston Market strongly believes that those suppliers who are approved to do business with the Boston Market System should follow the same philosophy, and, in the best interest of the System, Boston Market will refuse to approve or do business with those who do not uphold, in action as well as words, the same principles. Boston Market recognizes that its suppliers are independent businesses. Indeed, it honors that very independence because it provides strength to the relationship. Nonetheless, actions by those with whom Boston Market does business are sometimes attributed to Boston Market itself, affecting its reputation

and the goodwill it has with its customers and others. It is only natural then that Boston Market expects its partners in business to act with the same level of honesty and integrity.

For these reasons, Boston Market has established the following policy. Compliance with this policy is required of all suppliers, and is the responsibility of each individual supplier. Suppliers must also ensure that their Subcontractors comply with this policy for employees working on products supplied to Boston Market. Failure to comply with this policy will be sufficient cause for Boston Market to exercise its right to revoke a supplier's approved status. Boston Market reserves the right, as a condition of continuation of approval, to conduct (or have its designee conduct) periodic, unannounced inspections of suppliers and their facilities and business practices to verify compliance with these standards.

### **COMPLIANCE WITH APPLICABLE LAWS AND STANDARDS**

All business activities of Boston Market's suppliers must conform to all applicable national and local legal requirements, customs, and published industry standards pertaining to employment and manufacturing. If statutory requirements and published industry standards conflict, suppliers must, at a minimum, be in compliance with the one, which, by law, takes precedence.

### **EMPLOYMENT PRACTICES**

**Prison or Forced Labor:** The use of prison or forced labor by a supplier is absolutely forbidden. Likewise, the use of labor under any form of

indentured servitude is prohibited, as is the use of physical punishment confinement, threats of violence or other forms of physical, sexual, psychological or verbal harassment or abuse as a method of discipline or control. Suppliers will not themselves utilize factories or production facilities that force work to be performed by unpaid or indentured laborers or those who must otherwise work against their will, nor will they contract for the production of products for Boston Market with Subcontractors that utilize such practices or facilities.

**Child Labor:** The use of child labor by suppliers is strictly prohibited. Suppliers are prohibited from using workers under the legal age of employment for the type of work in the country where the supplier performs work for Boston Market. If the country in which the supplier is doing business does not define “child” for purposes of minimum age of employment, the minimum age of employment shall be 15 years of age, and the employment of any individual in the production of products for Boston Market below that age is strictly prohibited. If local law allows the minimum age of employment to be 14 years of age or younger, the minimum age of employment shall be 14 years of age, and the employment of any individual in the production of products for Boston Market below that age is strictly prohibited. In either situation, minors between the ages of 14 and 16 may only be employed to work, and only be permitted to work, during periods of time when they are not required by law to attend school (except as may be permitted under apprenticeship or other similar programs in which the minor is lawfully participating).

**Working Hours:** Suppliers must ensure that all employees working on products supplied to Boston Market do so in compliance with all applicable national and local laws and with published industry standards pertaining to the number of hours and days worked. Such employees are to be provided with reasonable daily and weekly work schedules and adequate allowance is to be made for time off. Except in extraordinary business circumstances, employees will not be required to work more than either (a) the limits on regular and overtime hours allowed by local law; or (b) 60 hours per week, inclusive of overtime. Adequate time off must be at least one day off per week, except in extraordinary business circumstances. In the event of conflict between a statute and a published industry standard pertaining to this issue, compliance must be with the one taking precedence under national law.

**Compensation:** Supplier employees working on product supplied to Boston Market must be fairly compensated and provided with wages and benefits that comply with applicable national and local laws. This includes appropriate compensation for overtime work and other premium pay situations required by applicable national and local laws. If local laws do not provide for overtime pay, suppliers will pay at least regular wages for overtime work.

**Non-Discrimination:** Suppliers must implement a policy that conforms to local and national law prohibiting discrimination in hiring and employment practices on the ground of race, color, religion, sex, age, physical ability, national origin, or any other applicable prohibited basis.

**Workplace Environment:** Suppliers must provide their employees with safe and healthy working and, where provided, living conditions. At a minimum, potable drinking water, adequate, clean restrooms, adequate ventilation, fire exits and essential safety equipment, an emergency aid kit, access to emergency medical care, and appropriately-lit work stations must be provided. In addition, facilities be constructed and maintained in accordance with the standards set by applicable codes and ordinances.

**Notification to Employees:** Suppliers must notify employees of the terms of these standards and post the terms, on the supplier's letterhead and in the local language, in a prominent place accessible to all employees.

## **INSPECTIONS**

**By Suppliers:** Each supplier must designate one or more of its management staff to be responsible for monitoring their factories and production facilities, and the production facilities of their Subcontractors used in the production of products for Boston Market, for compliance with the standards set forth herein. Each supplier must conduct such monitoring no less frequently than on an annual basis, and must complete, and submit, on an annual basis, a completed verification of compliance, in the form attached, to the Boston Market contact designated on the succeeding "Acknowledgment Page".

**By Boston Market:** Boston Market reserves the right to conduct or have its designee conduct unannounced inspections of suppliers' and their business practices, records, facilities, and, where provided by supplier,

housing accommodations, as well as private interviews with employees. Suppliers will keep all information necessary to document compliance with these standards readily accessible. Any supplier who refuses to allow such inspections or interviews, or who does not comply with these standards, is subject to immediate termination of its status as an approved supplier.

**ACKNOWLEDGMENT PAGE**

**ACKNOWLEDGMENT OF TERMS OF CODE OF CONDUCT FOR  
BOSTON MARKET CORPORATION SUPPLIERS**

Accepted and agreed to on behalf of \_\_\_\_\_,  
I acknowledge that I am authorized to bind such company\* to the terms  
herein.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Title

\_\_\_\_\_  
\_\_\_\_\_  
Company Address

\_\_\_\_\_  
Executive Responsible for Social Compliance

**\* Please attach a list of all supplier/manufacturing locations and their  
products or services represented by your signature.**

Please return this executed signature page to the Boston Market  
representative whose name appears below:

**Tim Jordan  
14103 Denver West Parkway  
Golden, CO 80401-4086**

## COMPLIANCE CERTIFICATE

In accordance with the Code of Conduct for Suppliers of Boston Market Corporation (the "Code of Conduct"), signed by the Company identified below; the undersigned hereby declares that the operations of the Company and its third-party manufacturers and suppliers (collectively "Manufacturers") of any products used by the Company in producing products for Boston Market Corporation were assessed for compliance during the one year period preceding the date below, and that the following statements are true and correct:

- (1) Company and Manufacturers only employed persons in the production of products for Boston Market whose presence was voluntary. Company and Manufacturers did not use prison, forced, unpaid, indentured or other involuntary labor.
- (2) Company and Manufacturers did not employ child labor in violation of the Code of Conduct.
- (3) Company and Manufacturers complied with the Code of Conduct requirements and all applicable wage and hour Laws, including minimum wage, overtime, maximum hours and rest time.
- (4) Company and Manufacturers did not discriminate in employment in violation of any aspect or characteristic of the Code of Conduct.
- (5) Company and Manufacturers provide employees with a safe and healthy work environment (and living environment, where provided) in compliance with the Code of Conduct and all applicable Laws.

The term "Laws" as used herein means any and all applicable laws, rules, regulations, codes or other obligations of a local or national basis pertaining to the Company's or Manufacturer's activities in connection with providing products for Boston Market Corporation.

\_\_\_\_\_  
Company Name

\_\_\_\_\_  
By: Authorized Signatory

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
Company Address

\_\_\_\_\_  
Title

\_\_\_\_\_  
Product/Category Supplied

\_\_\_\_\_  
Date

**(Please attach a list of all supplier/factory locations to this certificate.)**

**BOSTON MARKET CORPORATION GUIDELINES FOR SUPPLIERS REGARDING GIFTS, FAVORS  
AND BUSINESS ENTERTAINMENT**

Boston Market's reputation for integrity and high business ethics is among our most important assets. To that end, Boston Market Corporation's Standards of Business Conduct for its employees sets forth the guidelines by which we expect our employees to act in order to safeguard those assets. As a valued partner, and because we recognize that integrity and ethical business conduct are of equal importance to you, we would like to share our expectations of Boston Market's suppliers/vendors/agencies/consultants/etc. ("Suppliers") regarding Boston Market's policy on gifts, favors and entertainment. The policy on gifts, favors and business entertainment can be found in the Standards of Business Conduct and provides the following:

**Gifts, Favors & Business Entertainment**

*We will not pay bribes, or provide anything of value in order to influence or appear to influence the judgment or actions of another. We exercise good judgment and moderation in providing business gifts or entertainment. We respect the policies of the recipient's organization.*

*The purpose of business gifts and entertainment in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. No gift, entertainment or other personal benefits should be offered, given, provided or accepted by any Company employee, family member or an employee of agent unless it*

- 1. is not cash,*
- 2. is consistent with customary business practices,*
- 3. is not excessive in value,*
- 4. cannot be construed as a bribe or payoff, and*
- 5. does not violate any laws or regulations.*

*Please discuss with your supervisor any gifts, proposed gifts or other personal benefits that you are not certain are appropriate. If there are circumstances where it would be embarrassing to refuse a gift or other personal benefits, accept the gift or personal benefit, and advise your supervisor who will determine what you should do with it.*

Boston Market requires all of its employees to abide by its Standards and we ask that our Suppliers and potential Suppliers assist Boston Market employees in complying with the Standards by limiting gifts, favors and business entertainment. We realize that gift giving and business entertainment are a way to build or maintain business relations, but Boston Market's goal is to discourage third parties from offering gifts or special favors to its employees that, if accepted by an employee, may violate or may be interpreted as violating Boston Market's Standards.

These guidelines should help you identify the types of gifts, favors or entertainment that may not be appropriate under Boston Market Standards. This is not an exclusive list and we ask that you be both conservative and cautious before offering a gift, favor or

business entertainment to a Boston Market employee. If you would like further clarification in following these guidelines, please contact Boston Market's Legal Department at 303-278-9500.

☒ No merchandise or product that is *excessive in value* should be offered to or can be accepted by a Boston Market employee or a family member.

Examples of items that would be *acceptable* under Boston Market's policy may include but are not limited to:

- Generally available business related articles such as pens, generic mugs, cups, bowls, calendars or desk products, generic notebooks, briefcases, card holders with corporate logo (items such as Mont Blanc pens, fine crystal, or items made of fine leather would be considered excessive in value and are discouraged).
- Inexpensive bottles of wine, baskets of fruit or box of candy (total cost under \$100.00)
- Small "thank you" floral bouquet
- Gifts of reasonable value (less than \$100) related to commonly recognized event such a promotion, new job, retirement, wedding, Christmas, etc.

☒ Neither suppliers, nor their agents or companies that are directed by them, can provide personal service or favors to our employees. (For example, it is inappropriate for a Boston Market employee who is directly responsible for making supplier choices to accept any personal service or favor from an existing or prospective supplier.)

☒ Inviting a Boston Market employee to a sporting event, play golf, theatre or other venues as well as lunch and dinner invitations are appropriate so long as they are reasonable in nature and are for the purpose of conducting bona fide business discussions. Boston Market employees cannot accept Supplier's tickets for an event for personal use. Please do not offer Boston Market employees tickets to an event or invitations to entertainment where the host is not present.

Examples of offers that are **NOT** appropriate:

- Offer of airfare and/or accommodations to attend any functions business or personal.
- Tickets to major events (such as, Super Bowl, World Series, Stanley Cup, NCAA Championship, Masters Golf Tournament; or major entertainment award ceremonies like the Grammy's and Academy Awards, Broadway tickets) cannot be accepted by Boston Market employees.

- The purchase of personal articles for employees (attire, etc.).
- Airfare and/or hotel accommodations to an employee who is speaking at a conference.

☒ Boston Market employees must pay for their travel expenses. In those unique situations where the use of a private or corporate aircraft is needed to efficiently travel to a supplier's remote location, Boston Market employees must obtain approvals pursuant to Boston Market guidelines. In no event, however, may a Boston Market employee use the private or corporate aircraft of a supplier for any personal travel or any social event.

☒ Gifts to an employee's family member are likewise inappropriate if they would be inappropriate if given to the employee.

☒ No gift, favor or entertainment should be given that will influence or that may *appear* to influence the Boston Market employee's decision on the use of a particular Supplier. Please be aware that Boston Market officers are held to a higher level of scrutiny and we discourage Suppliers from giving or offering them gifts, favors or business entertainment that would not be considered inappropriate as outlined in these guidelines.

☒ Give Kids the World events. Suppliers may invite a Boston Market employee to a Give Kids the World-sponsored event as the Supplier's guest, however, Boston Market employees are required to make a contribution to Give Kids the World consistent with guidelines Boston Market has established for employees when accepting these invitations.

Boston Market employees are asked to consult with their immediate supervisor prior to accepting anything that may not be acceptable under the terms of Boston Market's Standards of Business Conduct and are required to disclose the receipt of gifts, favors or business entertainment from third parties.

In the event you observe an employee of Boston Market failing to comply fully with these guidelines or Boston Market's Standards of Business Conduct, please notify Boston Market Corporation's business integrity hotline at 1-866-895-4116, or Boston Market Corporation's Legal Department at 14103 Denver West Parkway, Golden, CO 80401 or via facsimile at 303-216-5339.

Please be assured that your cooperation with Boston Market in regard to the Standards and these guidelines will not compromise or disadvantage your organization in any way.

**ACKNOWLEDGMENT PAGE**

**ACKNOWLEDGMENT OF TERMS OF GUIDELINES FOR SUPPLIERS  
REGARDING GIFTS, FAVORS AND BUSINESS ENTERTAINMENT**

Accepted and agreed to on behalf of \_\_\_\_\_,  
I acknowledge that I am authorized to bind such company\* to the terms  
herein.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Title

\_\_\_\_\_  
\_\_\_\_\_  
Company Address  
\_\_\_\_\_