

Transform SR Holding Management LLC

Code of Vendor Conduct

I. Introduction

Transform Holdco LLC and all of its subsidiaries (referred to individually and collectively as “TransformCo”) are committed to conducting business in accordance with the highest ethical standards and in compliance with all applicable laws.

TransformCo expects the same commitments from each of its vendors. For that reason, Transform SR Holoeo.foonduc2 (r).5 33.19

of conduct that TransformCo insists that its vendors, regardless of their country of domicile or origin, comply with scrupulously and without exception as a condition to doing business with TransformCo. This Code is mandatory, and if a vendor does not comply with it, TransformCo may terminate immediately its business relationship with the vendor and take any other action TransformCo may deem appropriate under the circumstances. If this Code establishes a standard of legal or business-ethics conduct that is higher than local legal or business-ethics requirements, this Code will always

its form (such as a corporation or company, partnership, or sole proprietorship) when it engages or participates, directly or indirectly, in the sale, consignment, or distribution of goods or services to TransformCo. “Vendors” includes agents, subcontractors, and other third parties, and vendors cannot avoid the responsibilities and obligations imposed by this Code by using, or associating with, agents, subcontractors, or other third parties. When we refer to “applicable” law in this Code, we mean the law, including local, state, federal, and international judicial decrees, and other governmental actions that have the force of law in each location where a vendor conducts operations with respect to, or in connection with, the vendor’s business with TransformCo.

II. Vendor Requirements

A. No Improper Influence. Vendors shall not attempt to influence a TransformCo associate, agent, or representative (each a “**TransformCo Representative**”) with respect to any business arrangement through bribery, kickbacks, favors, gifts, sporting or entertainment events, offers of future employment, or similar conduct. This prohibition means that vendors shall not engage in an action if it is intended to improperly influence, or could create the appearance of improperly influencing, a TransformCo Representative. This prohibition extends to the relatives of a TransformCo Representative and to each other

III. Reporting of Violations

It is TransformCo's clear expectation that all vendors promptly will report suspected violations of this Code, the TransformCo Code of Conduct, and the TransformCo Vendor Allowances Policy. Vendors may do so confidentially and, where possible, anonymously, by contacting TransformCo's Ethics Hotline at 1 (800) 827-7478 or via e-mail at compliance@searshc.com.

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