



Supplier Code of Conduct

United States

The true foundation of VSP Global (VSP) has always been its commitment to provide the highest quality eyecare and eyewear service to our members, customers, vendors, and employees. As part of this commitment, we strive to ensure an ethical approach to VSP's delivery and management from all of its lines of business. To that end, we strive to demonstrate that we act with absolute integrity in everything that involves, or impacts, our work at VSP.

This Supplier Code of Conduct (Supplier Code) sets forth VSP's guiding corporate principles that your work and the work done within your supply chain for VSP must be performed in an ethical and legal manner. These obligations apply to our relationships with independent contractors, subcontractors, vendors, and consultants, as well as to those who support their supply chains ("Suppliers"). The Supplier Code's emphasis is on VSP's global values which guide and dictate the appropriate conduct while providing goods and performing services for VSP. It is also a key component of VSP's overall Corporate Ethics and Compliance Program. The Supplier Code is intended to be a statement that is detailed, yet easily understood. In some instances, the Supplier Code deals fully with the subject matter covered. In many cases, however, the subject discussed is complex with references to additional policies or procedures or discussion with those who are directly involved or have direct responsibility may be necessary. The expectations outlined in the Supplier Code do not replace specific terms in agreements. Rather, this Code is intended to supplement the contractual terms with Suppliers. If a contractual term is stricter than this Supplier Code, then the contractual term applies. Nothing in the Supplier Code is meant to alter any contractual terms or shall be deemed to create any express or implied contractual obligations.

As a global Company, we are committed to those ideals which are reflected in our Mission, Vision and Values Statement, VSP's Code of Conduct, this Supplier Code, and our policies and procedures. VSP is also committed to abiding by all applicable laws, statutes and regulations where we do business. We are equally committed to assuring that our actions consistently reflect our words. In this spirit, we expect all of our Suppliers' actions to reflect the high standards set forth in the Supplier Code.

No code of conduct can substitute for your own internal sense of fairness, honesty, and integrity. Thus, in your daily work with VSP and within your supply chain, if you encounter a situation or are considering a course of action which may be technically within the guidelines of the Supplier Code, but you are concerned that the contemplated action simply "does not feel right," please discuss the situation with any of the resources listed below.

Any questions regarding this Supplier Code or a situation that you believe may violate its spirit or provisions, you should immediately contact the VSP Corporate Ethics and Compliance Officer. You may also call the VSP Ethics & Compliance Line at (877) 349-7494.

In closing, we trust you as a valued Supplier to VSP. We expect our Suppliers to accept the values and principles outlined in the Supplier Code that are critical to achieving our mission. Your adherence to the spirit and intent of the Supplier Code is absolutely critical to success and future of VSP. When issues arise, we work with our Suppliers to solve problems. Depending on the nature of any noncompliance, consistent with our contracts, we reserve the right to discontinue business with Suppliers that violate our Supplier Code or who exhibit values that do not align with those of VSP.



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