



Techtronic Industries

Business Partner Code of Conduct

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Contents.

Techtronic Industries Company Limited and its majority-owned or -controlled subsidiaries and affiliates throughout the world (“TTI Group” or “the Company”), Board of Directors and Executive Management Team are committed to abiding by moral and ethical values in respect to the management of the Company. This TTI Business Partner Code of Conduct (“Policy”) reflects TTI Group’s expectations that its Business Partner must respect and adhere to the same philosophy in the management of their own companies. For the purposes of this Policy, “Business Partners” or individually “Business Partner” refers to vendors/suppliers, distributors, dealers, joint-venture partners, agents, manufacturer’s representatives, intermediaries, consultants, contractors, subcontractors, licensees and other third parties engaged to provide goods or services to TTI Group.

TTI Group seeks to work exclusively with Business Partners that agree to comply with this Policy as well as all applicable laws and regulations - and abide by the Conventions of the International Labor Organization, the Universal Declaration on Human Rights and other relevant guiding principles of international organizations, as applicable.

This Policy sets forth some basic requirements and principles which shall be complied with by Business Partners and their owners, subsidiaries, affiliates, directors, officers, employees, agents and subcontractors. Any breach of this Policy shall result in review or investigation by TTI Group (including the use of unrelated third-party auditors, attorneys and/or consultants), corrective action programme and penalties including but not limited to termination of the business relationship with TTI Group.

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Labor.

Forced Labor: The use of child, indentured, prison or any other type of forced labor by Business Partners, through the use of force, fraud, coercion and/or the threat of punishment, withholding identity papers, requiring workers to deposit a bond or any other constraint is strictly prohibited.

Child Labor: Work by children under the age of 16 is strictly prohibited. In countries where local laws set a higher age for child labor or impose mandatory education beyond the age of 16, this higher age will apply.

Harassment and Abuse: Workers shall be treated with respect and dignity. Business Partners shall not allow or engage in any kind of corporal punishment, psychological or physical harassment or any other kind of abuse or threat of abuse.

Discrimination: Business Partners shall treat all workers equally and fairly. Business Partners shall not practice any kind of discrimination in relation to hiring, access to training, promotion, or dismissal based on gender, race, religion, age, disability, sexual orientation, political opinions, nationality, or social or ethnic origin.

Wages and Benefits: At a minimum, Business Partners shall pay regular wages and pay for overtime work at the legal rate imposed by the country of original manufacture and provide its workers with the benefits required by current applicable law. If there is no legal minimum wage or overtime pay in the country of origin, Business Partners shall ensure that the wages are at least equal to the average minimum in their industrial sector and that overtime pay is at least the same as the usual rate of pay. All workers shall be provided with written and understandable information about their employment conditions in respect to wages before they enter employment and about the particulars of their wages for the pay period concerned each time that they are paid.

Working Hours: In relation to working hours and overtime, Business Partners shall comply with the maximum limits set by the laws of the country where it is located and/or the country where its workers work, whichever is lower. Business Partners must ensure that all overtime work is voluntary and compensated at prevailing overtime rates. Business Partners shall comply with the maximum working hour limits set by the countries in which they do business and/or where they are located.

Freedom of Association: Business Partners shall respect and recognize the right of each worker to negotiate collectively, to create or join the union organization of their choice and without penalty, discrimination or harassment.

Human Rights.

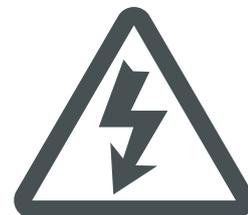
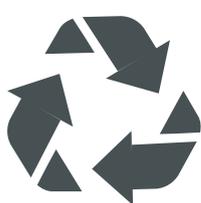
Human Rights: Business Partners shall support and respect the protection of internationally proclaimed human rights and to ensure that it is not complicit in human rights abuses. Business Partners shall comply with their local laws governing slavery and human trafficking and TTI's Policy Against Modern Slavery. <https://www.ttigroup.com/company/our-policies>

Health and Safety: Based on the specific risks present in its industrial sector, Business Partners shall provide safe and healthy workplaces to avoid accidents or bodily injuries which may be caused by, associated with, or result from the work or from handling work-related equipment. Business Partners shall set up systems to detect and avoid or neutralize any threat to its workers' health and safety and comply with applicable local and international regulations and laws currently in effect. If Business Partners provide housing to workers, the same principles shall apply and such housing shall meet the basic needs of its workers. Workers shall receive regular and recorded health and safety training, and such training shall be repeated for new or reassigned workers. Business Partners shall assign responsibility for health and safety to a senior management representative.

Environment.

Business Partners shall commit to create a clean and safe working environment. TTI Group encourages initiatives to reduce the impact on the environment, particularly through the use of environmentally-friendly technologies. Business Partners shall comply with all relevant local and international environmental regulations and standards. Business Partners shall assign responsibility for environmental matters to a senior management representative. Business Partners shall be able to prove the effective implementation of the following requirements:

- The existence of an environmental management system, possibly ISO 14001 or EMAS certified;
- Proper waste management, with special attention to hazardous waste and emissions which may not be dumped or discharged in an unlawful manner; and
- Workers whose work has a direct impact on the environment shall be trained, competent and have the necessary resources to do their jobs.



Working Methods.

Legal Requirements: Business Partners shall act in full compliance with all applicable laws. Without limiting the foregoing, Business Partners shall abide by all applicable national, local and international laws, including but not limited to laws relating to the management of their businesses, health and safety, child labor, forced labor and freedom of association.

Corruption: Business Partners shall adhere to the highest standard of moral and ethical conduct to comply with local laws and not engage in any form of deceptive or corrupt practices, including but not limited to extortion, fraud or bribery. Offering anything of value (i.e., “bribes”) or other means of obtaining undue or improper advantage are not to be offered or accepted. Business Partners shall comply with TTI Group’s Anti-corruption Policy.

<https://www.ttigroup.com/company/our-policies>

Gifts and Hospitality: TTI Group does not accept any type of gift or any offer of hospitality if the gift, or hospitality would influence or have the improper appearance of influencing TTI Group’s relationships with Business Partners. Business Partners, their representative or employees shall not give any gift, favour or anything of value, or hospitality to any person including but not limited to TTI Group’s officers, employees, agents, representatives, subcontractors, customers and their third party representatives, agents or advisers including but not limited to compliance auditors and quality assurance inspectors, or government officials in order to obtain any improper or favourable treatment.

Entertainment: The business relationship between TTI Group and Business Partners sometimes includes dining and/or entertainment. Reasonable business dining and/or entertainment expenses typically are deemed acceptable, however, impropriety may result when the value or cost is such that it affects, or could be interpreted as affecting, an otherwise objective business decision. The following are examples of appropriate social amenities that are typically acceptable under this code:

- acceptance of refreshments before or after a business meeting; and
- acceptance of meals before or after a business meeting, or when otherwise business related, provided that it is reasonable in amount and frequency.

Transportation provided in Business Partners’ aircraft, motor vehicle or boat, for other than approved business trips is prohibited, as are other non-business related travel expenses paid by Business Partners.

Conflict of Interest: Business Partners shall disclose to TTI Group any situation that may cause any conflict of interest and disclose to TTI Group if any individual hired by TTI Group has or intends to acquire any interest of any kind in Business Partners’ business or any kind of economic ties/connection with Business Partners. Business Partners shall declare any conflict of interest annually and from time to time where applicable by signing and submitting to TTI Group the “Declaration of Non-conflict of Interest” form provided by TTI Group.

Trade Compliance.

Export / Import (Customs) Control Laws Regulations and Economic Sanctions: Business Partners shall comply with applicable import (Customs) and export control laws and regulations and economic sanction laws. To the extent applicable, and to the extent permitted by applicable local laws and regulations, Business Partners shall at all times remain in compliance with: the sanctions laws and regulations administered by the U.S. Department of the Treasury’s Office of Foreign Assets Control (“OFAC”) and shall not engage in any transaction or dealing that would cause TTI Group to be in violation of any such OFAC law or regulation (as detailed on OFAC’s sanctions programs and country information webpage (<https://ofac.treasury.gov/sanctions-programs-and-country-information>)); the export, re-export and re-transfer regulations administered by the U.S. Department of Commerce’s Bureau of Industry and Security (“BIS”); and the regulations administered by the U.S. Department of Homeland Security’s Customs and Border Protection (“CBP”), and shall not engage in any transaction or dealing that would cause TTI Group to be in violation of any such BIS or CBP law or regulation.

- **Conflict Minerals:** Business Partners shall comply with TTI Group’s Conflict Minerals Procurement Policy. <https://www.ttigroup.com/company/our-policies>
- **Cobalt and Mica:** Business Partners shall comply with TTI Group’s Cobalt and Mica Procurement Policy. <https://www.ttigroup.com/company/our-policies>

Confidential Information.

Confidential Information: Business Partners shall protect the confidential information of TTI Group and shall not use any confidential information of TTI Group, without TTI Group's express written consent.

Inspection and Audit.

Inspection: TTI Group reserves the right (either directly and/or indirectly through unrelated auditors, attorneys and/or consultants) to audit, assess or otherwise check Business Partners' adherence to this Policy and to conduct compliance audits, assessments and/or checks at any time with prior notice. Business Partners shall timely supply necessary information and timely grant access to Business Partners' premises and facilities to TTI Group representatives.

Accuracy of Records and Books and Timely Access to Information: Records shall be accurate and reflect genuine transactions. Accounting controls shall be properly maintained. Business Partners shall keep proper records for at least seven (7) years or longer period (where required by local laws and regulations) to demonstrate compliance with this Policy. Business Partners shall timely provide access to complete, original and accurate files to TTI Group representatives.

Compliance Requirements and Reporting Violations.

In case Business Partners become aware of any breach of this Policy, Business Partners are encouraged to provide notice of such breach by contacting Fulcrum Financial Inquiry LLP, an independent third party retained by TTI Group to receive and process such notices. Notices to Fulcrum can be done with full anonymity.

You may anonymously report your concerns by —

Email:

✉ ttiinquiries@fulcrum.com

or Hotline:

☎ <https://www.ttigroup.com/reporting-hotline/>

or by Mail:

✉ Fulcrum Inquiry, Techtronic Complaint Resolution Department,
12121 Wilshire Boulevard, Suite 810, Los Angeles, CA 90025

or Fax:

☎ +1.213.891.1300 (US fax line)

