



## ***POLY-WOOD CODE OF SUPPLIER CONDUCT***

*Poly-Wood, Inc. ("Poly-Wood") strives to achieve and maintain the highest possible standards of corporate integrity and ethical behavior. Poly-Wood expects that its Suppliers will conduct their business not only in a lawful manner but also in compliance with the same high standards of integrity and ethics. In order to establish guidelines for such standards, Poly-Wood has established this Code of Supplier Conduct. This Code is not meant to be all-inclusive or exhaustive. The Code sets forth and highlights important legal, ethical, behavioral and other requirements for parties who wish to be a Poly-Wood Supplier. Poly-Wood Suppliers are further 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. Poly-Wood reserves the right to amend, modify and add to this Code of Supplier Conduct from time to time as Poly-Wood, 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. Poly-Wood reserves the right to decline to deal 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. Poly-Wood 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 Supplier's 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 regarding the rights of such employees generally 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 employee. Suppliers shall conduct at least periodic but not less than annual audits of any employment agency from which Suppliers hire employees to ensure compliance with this section.

## Fair Business Dealings; Anti-Corruption And Anti-Bribery

- **Fair Dealings.** Suppliers shall conduct all business dealings in a fair and above-board manner. Suppliers must uphold fair business standards in advertising, sales and competition and prohibit agreements or actions that unreasonably restrain trade, are deceptive or misleading, or that unlawfully reduce competition. Suppliers must compete fairly and ethically for all business opportunities and ensure all statements, communications and representations to Poly-Wood are accurate and truthful.
- **Anti-Corruption and Anti-Bribery.** Suppliers will conduct their business without engaging in any form of bribery, extortion, embezzlement or corruption, including public or private bribery or kickbacks. Supplier will abide by, and will cause all of its affiliates and the respective directors, officers, employees, agents or representatives of such affiliates, its sub-contractors and sub-suppliers, as well as any other person acting on behalf of Supplier or any of its affiliates ("Relevant Parties") to abide by the US Foreign Corrupt Practices Act ("FCPA"); the U.K. Bribery Act, the Organization for Economic Co-operation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions ("OECD Bribery Convention") and its local country enabling legislation; and any anti-corruption

and anti-bribery laws, rules and regulations in all the jurisdictions in which Supplier transacts business. Suppliers will maintain integrity, transparency and accuracy in corporate record keeping. Supplier will immediately notify Poly-Wood in the event that Supplier should become aware of any behavior by itself or any Relevant Party that violates or is likely to violate the FCPA, UK Bribery Act, the OECD Bribery Convention or any other anticorruption law, rule or regulation.

- **Conflict of Interest.** Suppliers are expected to disclose to Poly-Wood any situation that may present a conflict of interest with respect to Poly-Wood. For that reason, Suppliers must inform Poly-Wood if an employee of any Supplier, or their family member, has a relationship with a Poly-Wood employee who can make decisions that will affect such Supplier's business, or if any Poly-Wood 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.
- **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 nominal value.

## Security, Safety, and Environmental Sustainability

- **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.
- **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.
- **Environment.** 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. Poly-Wood 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, as well as a commitment to environmental restoration.
- **Conflict Minerals.** Poly-Wood strictly forbids the use of conflict minerals in its products or by its Suppliers in the making of its products. Conflict minerals are defined as cassiterite, columbite-tantalite, gold, wolframite, or their derivatives from the Democratic Republic of the Congo or any adjoining countries. In addition, if any Supplier uses any other minerals from the Democratic Republic of the Congo, such Supplier must contact the United States Government to verify those additional minerals have not been added to the U.S. conflict mineral list.

## Confidentiality And Privacy

- **Confidentiality.** Suppliers with access to confidential Poly-Wood information must not disclose such information to other parties without Poly-Wood's 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.
- **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 Poly-Wood information to Poly-Wood. "Personal confidential information" includes but is not limited to private information about individuals including name, address, birth date, identification numbers, etc.

## 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. Poly-Wood or a third-party designated by Poly-Wood 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 Poly-Wood employees or by such Suppliers, their employees or subcontractors. Reports can be filed, either by internet or phone.
- **Consequences.** If a Supplier is found to be in violation of this Code of Supplier Conduct, Poly-Wood will take prompt, remedial measures to address the violation. Poly-Wood reserves the right to terminate its relationship with any Supplier for failure to comply with this Code of Supplier Conduct.