

Supplier Code of Conduct

The Suddath Companies and all of its subsidiary companies ("**Company**") holds itself to the highest ethical standards, which standards are embedded in the way Company engages in its business practices. This Supplier Code of Conduct ("**Code**") guides and informs Company in its supplier sourcing strategy. The Code memorializes Company's commitment to engage only those valued suppliers who share Company's ethical philosophy and corporate values of **caring, agility, teamwork, innovation, and trust**. Strict compliance with this Code and all applicable laws will allow Company and suppliers to work together and grow a meaningful, safe, healthy and responsible business relationship.

Suppliers' Responsibilities

Suppliers must take responsibility for acting with integrity, even if it means making difficult choices. Company expects its suppliers to act in a professional, trustworthy, legal, caring and ethical manner when engaging with Company. Suppliers must create an innovative work environment that focuses on teamwork and values trust, effort, respect and communication.

Human Rights

Company recognizes the benefit of fair, honest, and balanced working relationships. Suppliers must respect and support basic human rights and dignity and refrain from engaging in any conduct that constitutes child labor, human trafficking, human slavery, or forced labor. Suppliers must not traffic individuals or in any way exploit individuals by means of threat, force, coercion, abduction, or fraud.

Equal Employment and Diversity

Company values diverse backgrounds, talents, and innovation in the workplace. Suppliers must not discriminate on the basis of race, color, national origin, gender, sexual orientation, religion, disability, medical condition, age, political opinion, pregnancy, marital or family status, veteran status, or similar factors in hiring and business practices, including, but not limited to, job applications, medical tests, promotions, job assignments, training, wages, benefits, and termination.

Harassment-Free Workplace

All individuals deserve to be treated with respect and dignity. Suppliers must not engage in, or permit, physical, verbal, or psychological abuse or coercion, including threats of violence, sexual harassment, or unreasonable restrictions on entering or exiting work and residential facilities.

Drugs and Alcohol

Suppliers must not provide any services to or for Company while under the influence of alcohol, illegal drugs or other controlled substances that may impair the ability to work safely. In addition, suppliers must not possess alcohol, illegal drugs, or other controlled substances while on Company's premises, or while providing services to or for Company.

Health and Safety

Suppliers must provide individuals with a safe and healthy work environment which is free from threats, intimidation, and violence. At a minimum, suppliers must comply with applicable laws regarding working conditions.

Confidentiality, Privacy and Intellectual Property

Suppliers must protect the intellectual property, trade secrets and confidential information (including personal data and personally identifiable information) of Company and its customers. Suppliers who have access to intellectual property, trade secrets and confidential information as part of the business relationship with Company must protect such information and must not share it. If a supplier believes it has been given access to Company's intellectual property, trade secrets and/or confidential information in error, the supplier must immediately notify Company and refrain from further distribution of the information.

Business Record Management

All business records must be accurate and maintained in compliance with all legal and ethical obligations, including compliance with generally accepted accounting principles and data protection regulations.

Antitrust/Competition

Company believes in vigorous, but fair and legal competition in the marketplace. Suppliers must not engage in activities that are illegal or unfairly limit or prevent competition or give the appearance of doing so.

Bribery

Suppliers must not offer or accept bribes from third parties to win business or influence business decisions anywhere in the world. Suppliers must comply with laws governing international trade and those prohibiting bribery, including import and export controls, the U.S. Foreign Corrupt Practices Act, and the U.K. Bribery Act 2010.

Money Laundering

The term "**money laundering**" is the process by which individuals or entities try to hide the proceeds of illegal activities or attempt to make the source of illegal funds appear legitimate. Company prohibits all forms of money laundering and suppliers must not engage in any money laundering activities, either directly or indirectly.

Trade Controls

Suppliers must comply with all laws and regulations regarding the import and export of goods (tangible and intangible), including government-imposed export controls, trade embargoes, economic sanctions, and boycotts.

Conflicts of Interest

The term “**conflict of interest**” describes any circumstance that could cast doubt on a supplier’s ability to act with total objectivity with regard to Company’s interest. Suppliers must be free from any conflicts of interest. Suppliers must use good judgment, high ethical standards, and honesty in all business dealings. Observance of these principles and adherence to applicable laws such as the U.S. Foreign Corrupt Practices Act and U.K. Bribery Act 2010 will help to avoid conflicts of interest. If a supplier identifies an actual or potential conflict of interest, supplier must report all pertinent details to Company.

Gratuities and Business Courtesies

Suppliers are responsible for ensuring that the offer or acceptance of any business gratuities or courtesies is proper and could not be construed as an attempt to secure favorable treatment or otherwise violate applicable laws and regulations. Employees of Company are prohibited from accepting anything more than modest gifts, meals and/or entertainment from Suppliers. Gifts of cash or cash equivalents, such as gift cards, are never allowed.

Environment

Suppliers must comply with all applicable environmental laws and regulations. Suppliers should implement innovative systems designed to minimize and reduce the negative impact of their operations on the environment.

Contact Information and Resources

Suppliers have a responsibility to speak up in the event of uncertainty and/or good faith concerns regarding this Code or violations of it. Company expects that Suppliers will immediately report any violations of this Code. In keeping with Company’s ethical philosophy and corporate values, Company takes all matters relating to this Code seriously and will not tolerate or condone retaliation against any individual or entity that raises good faith concerns regarding the Code or violations of it.

Company recognizes that this Code may not answer all questions or address all situations suppliers may encounter while engaging with Company. If suppliers have any questions or concerns regarding the Code or their ability to comply, suppliers must contact Company.

Contact Information:

Compliance Helpline: Suddath.ethicspoint.com or 844-407-7265*

*Outside the United States, please use the following access codes prior to dialing the toll-free number:

- China
 - North - 108-888
 - South - 10-811
- France
 - Hotels 1 - 0-800-99-1011

- Hotels 2 - 0-800-99-1111
- Hotels 3 - 0-800-99-1211
- Hotels – Paris Only - 0-800-99-0111
- Orange - 0-800-99-0011
- Telecom Development - 0805-701-288
- Germany - 0-800-225-5288
- India - 000-117
- Singapore
 - SingTel - 800-011-1111
 - StarHub - 800-001-0001
- Spain - 900-99-0011
- Switzerland - 0-800-890011
- UK - 0-800-89-0011

Compliance Email: compliance@suddath.com

Chief Compliance Officer: Joanna K. Aman, Esq. +1 904 390 7120

Date Created	January 2020
Revised	
Revised	
Revised	