

## **UMECC's Supplier Code of Conduct**

UMECC and its subsidiaries (collectively, "UMECC") are committed to ensuring that working conditions in its operations and in its supply chains are safe, that all workers are treated with respect and dignity and that business operations are environmentally responsible and conducted ethically. That is why UMECC mandates the following requirements for its UMECC Manufacturing Group Members (each a "Supplier") based on widely accepted international standards as well as UMECC's values.

We will assess a Supplier's commitment to compliance with these requirements when making sourcing and procurement decisions. Our goal is to work with each Supplier to improve conditions through communications, training, monitoring and follow-up assessments. However, failure to comply with the requirements outlined herein may result in termination of the relationship.

Each Supplier must in all of its activities follow the laws, rules and regulations of the countries in which it operates. In addition, Supplier will comply with this Supplier Code of Conduct (the "Supplier Code") and require compliance with these requirements in their agreements with their suppliers, sub-manufacturers, service providers, contractors and subcontractors (collectively, their "Supply Chain").

### **The Supplier Code of Conduct:**

#### **A. LABOR**

UMECC is committed to upholding the human rights of workers and to treating them with dignity and respect as understood by the international community. This applies to all workers, including temporary, migrant, student, contract, direct employees and any other type of worker.

The labor standards are:

1. **Freely Chosen Employment; Anti-Human Trafficking**  
Supplier will not use or permit any form of forced, bonded (including debt bondage) or indentured labor, involuntary prison labor, sex trafficking, slavery or trafficking of people in any stage of its manufacturing. This includes transporting, harboring, recruiting, transferring or receiving any person by means of threat, force, coercion, abduction or fraud for the purpose of exploitation. All work must be voluntary and all workers, including student interns, must be free to leave work at any time or terminate their employment without reprisal. Workers will not be required to surrender any government-issued identification, passports, or work permits as a condition of employment. Excessive fees are unacceptable and Supplier will disclose all fees charged to workers.
2. **Child Labor Avoidance; Student Interns**  
Supplier will not use child labor in any stage of its manufacturing. The term "child" refers to any person under the age of 15 (or 14 where the law of the country

permits), or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. Supplier may use legitimate, voluntary workplace apprenticeship programs, such as student internships, as long as they comply with all laws and regulations. Workers under the age of 18 will not perform work that is likely to jeopardize their health, safety or well-being.

**3. Working Hours**

Supplier's workweeks will not exceed the maximum set by local law. Further, Supplier's workweek should not be more than 60 hours per week, including overtime, except in emergency or unusual situations. Workers must receive at least one day off per seven-day week.

**4. Wages and Benefits**

Compensation paid to workers must comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. Supplier will compensate workers for overtime consistent with applicable local law. Supplier will not permit deductions from wages as a disciplinary measure. Supplier will provide workers with the basis on which workers are paid via pay stub or similar documentation.

**5. Humane Treatment**

Supplier will not tolerate harsh and inhumane treatment, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers, including the threat of any such treatment. Supplier will clearly define and communicate to workers the disciplinary policies and procedures in support of these requirements.

**6. Non-Discrimination**

Supplier will be committed to a workforce free of harassment and unlawful discrimination. Supplier will not engage in discrimination based on race, color, age, gender, sexual orientation, ethnicity, caste, disability, pregnancy, religion, political affiliation, union membership or marital status, in hiring and employment practices such as promotions, rewards and access to training. In addition, Supplier will not subject workers or potential workers to medical tests that could be used in a discriminatory way.

**7. Freedom of Association and Collective Bargaining**

Open communication and direct engagement between workers and management are the most effective ways to resolve workplace and compensation issues. Supplier will respect the rights of workers to associate freely, bargain collectively, join or not join labor unions, seek representation and join workers' councils in accordance with local laws. Supplier will permit workers to openly communicate and share grievances with management about working conditions and management practices without fear of reprisal, intimidation or harassment.

**8. Immigration Law and Compliance**

All of Supplier's employees, including migrant and foreign workers, must be employed in full compliance with applicable immigration and labor laws.

## B. HEALTH and SAFETY

Supplier recognizes that in addition to minimizing the incidence of work-related injury and illness, a safe and healthy work environment enhances the quality of products and services, consistency of production and worker retention and morale. Supplier also recognizes that ongoing worker input and education is essential to identifying and solving health and safety issues in the workplace.

The health and safety standards are:

1. **Health & Safety Management System**

Supplier will have procedures and systems in place like a Health & Safety Management System in accordance with OHSAS 18001, ISO 45001 or equivalent.

2. **Occupational Safety**

Supplier will control worker exposure to potential safety hazards through proper design, engineering and administrative controls, preventative maintenance and safe work procedures and ongoing safety training. It is of the utmost importance that Supplier will provide workers with appropriate, well-maintained, personal protective equipment and enforces the proper use of it. Workers will not be disciplined for raising safety concerns.

3. **Emergency Preparedness**

Supplier will identify and address potential emergency situations and events, and will minimize their impact by implementing emergency plans and response procedures, including emergency reporting, employee notification and evacuation procedures, worker training and drills, appropriate fire detection and suppression equipment, adequate exit facilities and recovery plans.

4. **Occupational Injury and Illness**

Supplier will have procedures and systems in place to prevent, manage, track and report occupational injury and illness, including provisions to encourage worker reporting, classify and record injury and illness cases, provide necessary medical treatment, investigate cases and implement corrective actions to eliminate their causes and facilitate return of workers to work.

5. **Industrial Hygiene**

Supplier will identify, evaluate, monitor and control worker exposure to chemical, biological and physical agents. Supplier will use engineering or administrative controls to control overexposures. When Supplier cannot adequately control these hazards by such means, Supplier will protect worker health by appropriate personal protective equipment programs.

6. **Physically Demanding Work**

Supplier will identify, evaluate, monitor and control worker exposure to ergonomic and physical stressors, including manual material handling and heavy or repetitive lifting, prolonged standing and highly repetitive or forceful assembly tasks.

**7. Machine Safeguarding**

Supplier will evaluate production and other machinery for safety hazards. Supplier must provide and properly maintain physical guards, interlocks and barriers where machinery presents an injury hazard to workers.

**8. Sanitation, Food and Housing**

Supplier will provide workers with ready access to clean toilet facilities, potable water and sanitary food preparation, storage and eating facilities. Supplier will ensure that worker dormitories are clean and safe and provided with appropriate emergency egress, hot water for bathing and showering, adequate heat, and ventilation and reasonable personal space along with reasonable entry and exit privileges.

**C. ENVIRONMENTAL**

UMECC recognizes that environmental responsibility is an important part to producing world-class products. In manufacturing operations, Supplier will minimize adverse effects on the community, environment and natural resources while safeguarding the health and safety of the public.

The environmental standards are:

**1. Environmental Management System**

Supplier will have procedures and systems in place like an Environmental Management System (“EMS”) in accordance with ISO 14001 or equivalent.

**2. Environmental Permits and Reporting**

Supplier will maintain and keep current all required environmental permits (e.g., discharge monitoring), approvals and registrations and Supplier will follow their operational and reporting requirements.

**3. Hazardous Substances**

Supplier will identify and manage chemicals and other materials posing a hazard to human health, human safety or the environment to ensure their safe handling, movement, storage, use, recycling or reuse and disposal.

**4. Wastewater and Solid Waste**

Supplier will characterize, monitor, control and treat as required prior to discharge or disposal all wastewater and solid waste generated from operations, industrial processes and sanitation facilities.

**5. Air Emissions**

Supplier will characterize, monitor, control and treat as required prior to discharge all air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting chemicals and combustion by-products generated from operations.

**6. Product Content Restrictions**

Supplier will adhere to all applicable laws, regulations and customer requirements regarding prohibition or restriction of specific substances, including labeling for recycling and disposal.

**7. Resource Efficiency**

UMECC is committed to using resources efficiently, supporting renewable power and purchasing high quality carbon offsets. UMECC wants Suppliers who share our commitment to the environment and who conduct their business in a similar way. Supplier must work to reduce consumption of resources, including raw materials, energy and water, throughout all aspects of the product lifecycle.

**8. Materials Disposal**

Supplier will manage and dispose of all materials in accordance with applicable laws, rules, regulations and directives, and in an environmentally responsible and secure manner, protective of the environment. At UMECC's request, Supplier will provide documentary evidence acceptable to UMECC that Supplier has managed and disposed of materials in accordance with this Supplier Code.

**D. ETHICS**

To meet social responsibilities and to achieve success in the marketplace, Supplier will uphold the highest standards of ethics including:

**1. Business Integrity; No Improper Advantage**

Supplier will uphold the highest standards of integrity in all business interactions. Supplier will have a zero tolerance policy for offering and accepting any and all forms of bribery, corruption, extortion and embezzlement. Supplier will perform all business dealings transparently and these dealings will be accurately reflected on Supplier's business books and records. Supplier will not make illegal payments themselves or through a third party (or agent). Supplier will implement monitoring and enforcement procedures to ensure compliance with anti-corruption laws.

**2. Disclosure of Information**

Supplier will disclose information regarding business activities, structure, financial situation and performance in accordance with applicable regulations and prevailing industry practices. Falsification of records or misrepresentation of conditions or practices in the Supply Chain is unacceptable and not permitted.

**3. Intellectual Property**

Supplier will respect intellectual property rights and will conduct the transfer of technology and know-how in a manner that protects intellectual property rights.

**4. Fair Business, Advertising and Competition**

Supplier will comply with all applicable fair business, advertising and competition laws, including fair trading and antitrust laws.

**5. International Trade**

Supplier will comply with all applicable laws and regulations concerning importing and exporting products and services. This includes complying with regulations preventing U.S. companies from supporting or cooperating with an unsanctioned boycott of another country, or from doing business with certain persons or entities.

**6. Privacy**

Supplier will commit to protecting the reasonable privacy expectations of personal information of everyone they do business with, including suppliers, customers, consumers and employees. Supplier will comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted and shared.

**7. Non-Retaliation**

Supplier will have a communicated process for their personnel to be able to raise any concerns without fear of retaliation and will ensure the confidentiality and protection of supplier and employee whistleblowers.

**E. MANAGEMENT SYSTEM**

Supplier will adopt or establish a management system whose scope is related to the content of this Supplier Code. The management system will be designed to ensure:

(a) compliance with applicable laws, regulations and customer requirements related to the Supplier's operations and products; (b) conformance with this Supplier Code; and (c) identification and mitigation of operational risks related to this Supplier Code. It should also facilitate continual improvement.

The management system should contain the following elements:

**1. Company Commitment**

A corporate social and environmental responsibility policy affirming Supplier's commitment to compliance and continual improvement, endorsed by executive management.

**2. Management Accountability and Responsibility**

Clear identification by the Supplier of company representatives responsible for ensuring implementation of the management systems and associated programs. Senior management will review the status of the management system on a regular basis.

**3. Legal and Customer Requirements**

A process to identify, monitor and understand applicable laws, regulations and customer requirements, including the requirements of this Supplier Code.

**4. Risk Assessment and Risk Management**

A process to identify the environmental, health and safety and labor practice and

ethics risks associated with Supplier's operations. Determination of the relative significance for each risk and implementation of appropriate procedural and physical controls to control the identified risks and ensure regulatory compliance.

5. **Improvement Objectives**  
Written performance objectives, targets and implementation plans to improve the Supplier's social and environmental performance, including a periodic assessment of Supplier's performance in achieving those objectives.
6. **Training**  
Programs for training managers and workers to implement Supplier's policies, procedures and improvement objectives and to meet applicable legal and regulatory requirements.
8. **Communication**  
A process for communicating clear and accurate information about supplier's policies, practices, expectations and performance to workers, suppliers and customers.
8. **Worker Feedback and Participation**  
Ongoing processes to assess employees' understanding of and obtain feedback on practices and conditions covered by this Supplier Code and to foster continuous improvement.
9. **Audits and Assessments**  
Periodic self-evaluations to ensure conformity to legal and regulatory requirements, the content of the Supplier Code and customer contractual requirements related to social and environmental responsibility.
10. **Corrective Action Process**  
A process for timely correction of deficiencies identified by internal or external assessments, inspections, investigations and reviews.
11. **Documentation and Records**  
Creation and maintenance of documents and records to ensure regulatory compliance and conformity to company requirements along with appropriate confidentiality to protect privacy.
12. **Supplier Responsibility**  
A process to communicate Supplier Code requirements to the Supply Chain and to monitor Supply Chain compliance to the Supplier Code.

## **F. ONGOING ASSESSMENTS, MONITORING AND CONTINUED IMPROVEMENT**

If requested by UMECC, Supplier will provide additional information to ensure adherence to this Supplier Code. Requests may include, among other things, information on social and environmental practices, social and environmental self-assessments, product content details, environmental and social metrics, etc. Monitoring and ongoing resolution of findings are critical for advancing social and environmental responsibility, so Supplier will cooperate with announced or unannounced formal assessments and audits by UMECC and its agents (who have agreed to obligations of confidentiality similar to those agreed between Supplier and UMECC).

## **THANKS**

*We thank you for your ongoing support and commitment to conducting business responsibly. It is our intent that this Supplier Code makes explicit our shared commitment and practices to extend our values into all of our operations. This Supplier Code supplements but does not supersede any rights or obligations in any agreement we have with our Suppliers.*