



Supplier Business Ethics and Conduct

Policy Guide

Supplier Quality

APPROVAL			
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AMENDMENT RECORD

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1. PURPOSE AND SCOPE

We expect as part of the commitment to doing business with TDI-Brooks that our Suppliers meet and uphold the same business conduct and ethics as does TDI-Brooks. Additionally, we expect our Suppliers to adhere to the same standards of conduct and behavior that we expect from our own employees, and to perform business in a manner that is in accordance with generally accepted ethics principles (A PDF copy of this document can be found at www.tdi-bi.com). The purpose of this guide is to state and confirm these expectations.

2. BUSINESS CONDUCT AND ETHICS

The highest values of integrity, honesty, and impartiality are essential in all business activities. Application of a Code of Conduct is strongly advised for our Suppliers. Regardless, activities performed must be in a manner consistent with all applicable domestic and international laws and regulations. Suppliers must be committed to the highest standards of ethical conduct when dealing with workers, suppliers, government, regulatory authorities, and TDI-Brooks.

Violation of our Business Conduct and Ethics Policies may result in termination of the business relationship or possible legal action, depending on the circumstances and gravity of the case.

A. ETHICS AND INTEGRITY

Suppliers must conduct all business with integrity and in an ethical manner. It is essential that every employee understand and adhere to these ethical standards in order to preserve the basic integrity of all work products. TDI-Brooks code of ethics and integrity capture our belief and intent in making the right decisions that impact our clients, our personnel, our suppliers, and the communities where we live and work. An important part of TDI-Brooks culture is recognizing that doing business with integrity is a shared responsibility.

B. ANTI-CORRUPTION AND ANTI-BRIBERY

Suppliers must act with the highest level of integrity and sound judgement and not engage in or tolerate any form of illegal or inappropriate activity, including, but not limited to extortion of another, corruption, misrepresentation, bribery, theft or embezzlement.

TDI-Brooks maintains a zero-tolerance approach to corruption in all its forms and does not accept corruption or bribery in our business or by those with whom we do business.

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C. GOVERNMENT BUSINESS

Suppliers must prohibit soliciting, making, or accepting facilitation payments or “kickbacks” of any kind to government officials, government agencies, political parties, or party officials. Suppliers must comply with all applicable laws and regulations, including, but not limited to, the U.S. Foreign Corrupt Practices Act (FCPA). The FCPA is a U.S. law that prohibits bribes to government officials (including political candidates and political parties) in order to influence the decision-making process. The FCPA also prohibits payments to intermediaries or agents when the payments may be used to direct improper payments to, or extortion of, foreign officials. “Kickbacks” and bribes do not involve only cash. They can also involve gifts, products, trips, services, or anything else of material value. Other countries around the world have similar laws that must be strictly followed. The FCPA also prohibits payments to intermediaries or agents when the payments may be used to direct improper payments to foreign officials.

Suppliers must report to us any suspected illegal or unethical business activity. No employee, agent, contractor, vendor, or other affiliated party may directly or indirectly offer, guarantee, pay, gift, grant or authorize any financial or other advantage to any other person or organization with the intent to secure an improper advantage. Likewise, no employee, agent, contractor or vendor may accept payment or gifts from a third party if they know or suspect that it is offered or provided with an expectation that a business advantage will be provided in return.

D. RESPONSIBLE SOURCING AND SELECTION OF SUPPLIERS

We are committed to the responsible sourcing of materials, products and components used in our equipment and ensuring that our sourcing practices do not support conflict, human rights abuses and crimes against humanity. Accordingly, we will implement procurement practices with our suppliers regarding sourcing for use in the products and equipment that we manufacture or are under contract to manufacture. It is expected our endorsed suppliers maintain a procedure for selection of their suppliers for use in the products and equipment also provided that we manufacture or are under contract to manufacture.

E. DATA PROTECTION, CONFIDENTIAL INFORMATION AND INTELLECTUAL PROPERTY

Privacy, data and information security is of the highest importance to TDI-Brooks. Suppliers must observe all applicable laws concerning data protection, guaranteeing that any confidential business information obtained by doing business with TDI-Brooks is maintained confidential and will not be improperly used or disclosed to third parties. Personal

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information of TDI-Brooks customers and employees must be kept confidential and secure. TDI-Brooks' Intellectual Property must remain secure in association with others.

F. SECURITY POLICIES

The supplier must guarantee that any public or private security forces retained operate security in a way that is lawful and respects essential freedoms and human rights of all interested parties.

G. AUDITS AND INSPECTIONS

Proof of Suppliers' compliance is contingent on audits by TDI-Brooks or a third party selected by or otherwise suitable to TDI-Brooks. Failure of Suppliers to satisfy, or failure by Suppliers to work with TDI-Brooks or a third party retained by TDI-Brooks, to correct non-complying situations, are reasons for cancellation of open orders, withdrawn services or dissolution of our business relationship.

3. HUMAN RIGHTS AND WORKING CONDITIONS

A. CHILD LABOR, FORCED LABOR AND HUMAN-TRAFFICKING

TDI-Brooks does not tolerate the use of underage (child) labor, forced labor, or human-trafficking, and will not knowingly work with Suppliers who participate in these practices. TDI-Brooks classifies underage workers as any person younger than the local minimum working age or the age of 15, whichever is older. Suppliers must also abide by all age-related working restrictions as agreed to by local law and follow international standards as defined by the International Labor Organization (ILO) concerning age-appropriate work. Suppliers must guarantee all workers have the right to participate in work purposefully, without relinquishing identification and without the forfeiture of payment, and all workers must maintain the right to freedom of movement. Suppliers must also obtain their raw materials for products sold to TDI-Brooks from sources that do not exploit forced labor or participate in human trafficking.

Suppliers must comply with the Federal Acquisition Regulation (FAR) 52.222-50 on Combatting Trafficking in Persons, FAR 52.222-56 Certification Regarding Trafficking in Persons Compliance Plan, and FAR52.222-19 Child Labor-Cooperation with Authorities and Remedies . The FAR 52.222-50, FAR 52.222-56 and FAR 52.222.19 require all suppliers to provide confirmation of compliance with respect to their plans regarding anti-human trafficking and forced labor where required by the FAR.

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B. FREEDOM OF ASSOCIATION

TDI-Brooks is an equal opportunity employer that allows our workers “freedom of association” to which they can carry out their legitimate representative functions in the workplace and not be discriminated against. Suppliers must recognize and respect their employees’ right to associate freely, seek representation, and collectively bargain, in accordance with local laws and regulations and to ensure that all employee relationships are of a voluntary nature. Suppliers must allow employees to openly communicate with management concerning working conditions without fear of reprisal, intimidation or harassment.

C. WAGES, WORKING HOURS, AND PENALTIES

Suppliers must pay their employees wages and provide mandated benefits (including overtime) fairly and competitively relative to their industry and in full compliance with national legal standards or local industry wage and hour laws. Where no wage law exists, workers must be paid at least the minimum local industry standard.

Suppliers must not deduct allowances or deny wages as a disciplinary measure or for any other reason that is not permissible by law.

D. NON-DISCRIMINATION AND NON-HARRASSMENT

Suppliers shall not tolerate discrimination or harassment on any basis and must provide an equal and fair opportunity in all aspects of employment to all personnel without regard to race, color, gender, religion, age, national origin, citizenship status, military service, reserve or veteran status, sexual orientation, disability or any other status or class protected under national, state or local laws. None of these distinctions among people will be a deciding factor in connection with:

- Hiring, placement, promotions, demotions, or transfers of people.
- Recruiting, advertising, or solicitations for employment.
- Treatment or conditions during employment.
- Rates of pay or other forms of compensation or benefits.
- Selections for training and development.
- Layoffs or terminations.
- Other employment policies and decisions.

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E. HEALTH, SAFETY, AND ENVIRONMENTAL PRACTICES

It is the policy of TDI-Brooks to maintain a work environment that is safe for employees and conducive to attaining and sustaining high work standards. Suppliers must protect the health and safety of employees and visitors, by providing awareness, support, and the necessary tools to identify and mitigate potential health hazards and risks, and maintain compliance with all applicable regulatory requirements. Any behavior or practice conflicting with the safety, health, and respect of employees, contractors, clients, suppliers and visitors must not be permitted.

Suppliers must have a “ZERO TOLERANCE” policy for use of any illegal drugs or alcoholic beverages on their property.

Suppliers must perform business in an environmentally-sound and sustainable manner. Confront environmental challenges by designing and developing products that can be reusable and rehave a low impact on the environment as well as the and the potential to re-use and recycle them.

F. COMMUNITY INVOLVEMENT AND DEVELOPMENT

TDI-Brooks believes in supporting and investing in the communities where our employees live and work. Suppliers are encouraged to help the communities in which you operate by promoting human rights through the enhancement of economic, environmental and social conditions, and inspiring your suppliers to do the same.

G. RESPONSIBLE SOURCING (INCLUDING BIOFUELS)

Suppliers must commit to the responsible sourcing of materials, products and components used in their equipment and ensure that the companies from which they are receiving have policies or standards for the sustainable sourcing of biofuel components. Suppliers must also ensure that sourcing practices do not conflict with agricultural, biodiversity, or other environmental values and do not support human rights abuses and crimes against humanity.

H. REPORTING CONCERNS AND ACCESS TO REMEDIES

Suppliers must provide a policy and a “stop work authority” for employees who are aware of a violation of any policy, including safety, accounting, compliance, legal or ethical complaints, by another employee to report the violation to their supervisor or the HR Representative.

Suppliers must allow any employee to submit a complaint regarding a violation of a policy or applicable law to management without fear of dismissal or retaliation of any kind.

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Retaliation in relation to any complaint made in good faith is prohibited. Any retaliatory conduct should be considered a violation and be subjected to disciplinary actions, up to and including termination.

I. TRANSPORTATION, AIR-QUALITY EMISSIONS REGULATIONS

The supplier must require that any transportation sourced or provided for goods is compliant with applicable laws and regulations and with international conventions (such as MARPOL Annex VI) that set limits for fuel quality standards or specific limits on vehicle or vessel air quality emissions.

Suppliers will characterize , monitor, control, and treat airborne emissions, as required by applicable laws and regulations at a minimum, before and/or upon discharge.

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