



Effective January 1, 2019

Zenger Folkman Supplier Code of Conduct

Zenger Folkman expects all its suppliers to meet or exceed all applicable laws and regulations. We encourage suppliers to go beyond legal compliance by committing to meet relevant international standards (such as those from the International Labor Organization or applicable UN conventions) and to commit to continuous improvement.

These standards are intended to guide you as you fulfill your role as a Zenger Folkman supplier. They are not intended to change or replace any specific contractual requirements. Rather, this Code of Conduct establishes the basic principles for business conduct which Zenger Folkman expects from you. If our companies have agreed to stricter or more detailed requirements than this Code of Conduct, then we expect you to meet those contractual requirements. This Code of Conduct has been created based on the principles set forth in internationally recognized standards such as the United Nations Declaration of Human Rights and International Labor Organization (ILO) Conventions. Zenger Folkman may verify your compliance with this Code of Conduct by performing audits or other assessments of your facilities, records and business processes. Violation of the Code of Conduct may result in your disqualification as a Zenger Folkman supplier and the termination of our business relationship.

This Code includes requirement in the following areas:

- Ethics
- Labor and Human Rights
- Health and Safety
- Environment
- Management Systems

Ethics

Zenger Folkman suppliers conduct their business in accordance with the highest ethical standards.

Act ethically

Conduct your business in accordance with the highest ethical standards, and require the same compliance throughout your entire supply chain.

Demonstrate a zero-tolerance policy prohibiting any and all forms of corruption and bribery. All business dealings should be transparently performed and accurately reflected within your records. Choose your business partners carefully and only after conducting a thorough background check.



Please note: Your monitoring and enforcement procedures must be sufficient to ensure compliance with applicable anti-corruption laws including the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act.

Do not give or receive bribes

Do not offer, give, receive, or solicit any bribes or other means to obtain any improper benefit or advantage. Do not allow others to make improper payments for your benefit.

Disclose information truthfully

We also expect you to truthfully and accurately disclose information regarding your business activities, structure, financial situation and performance in accordance with applicable laws, regulations and prevailing industry practices.

Respect intellectual property rights

Respect Intellectual property rights at all times. Any transfer of technology and know-how should be carried out in a manner that protects intellectual property rights.

Comply with fair business, advertising and competition laws

We expect you to understand and comply with all applicable fair business, advertising and competition laws including fair trading and antitrust laws.

Ensure that there are safe ways to report abuses

We expect you to create an environment where employees are comfortable raising concerns. You should have adequate “whistle-blower” or reporting channels available and feedback processes in place designed to ensure confidentiality and protection for employees and suppliers.

Avoid conflicts of interest

You will avoid conflicts between your company and Zenger Folkman by ensuring that you disclose any personal or outside business arrangements between you and your company and any Zenger Folkman employees or their families.

Source your materials responsibly

If you manufacture components, parts, or products containing tin, tantalum, tungsten or gold, you must source those materials from environmentally and socially responsible sources only. Materials, which either directly or indirectly contribute to conflict, are unacceptable. Suppliers in this category must exercise due diligence regarding the source and chain of custody of these minerals and make any due diligence measures available to Zenger Folkman upon request.

Respect privacy

Commit to protecting the reasonable privacy expectations of personal information of everyone with whom you do business. This includes your suppliers, customers, consumers and employees. We expect you to comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted or shared.



Labor and Human Rights

Zenger Folkman suppliers ensure that human resources are managed in accordance with internationally recognized principles of corporate responsibility.

Ensure that employment is freely chosen

Do not use forced, bonded or imprisoned labor.

Do not use child labor

A “child” is any person who is younger than (i) 15 years old (or 14 where the law of the country permits); (ii) the minimum age for completing compulsory education in the country of employment; or (iii) the minimum age for employment in that country, whichever is the highest. Additionally, we expect you not to use anyone under the age of 18 to carry out work which is likely to jeopardize their health, safety or morals.

Provide employees adequate time off

Take all appropriate steps to ensure workweeks do not exceed the maximum working hours as defined by local laws or applicable collective agreements except in emergency or extraordinary situations with the consent of the employee.

Provide adequate compensation and benefits

Ensure that your employees receive at least the minimum compensation, benefits and overtime payments required by law.

Treat employees with respect and dignity

Treat all employees with respect and dignity, and ensure that they are protected from physical, sexual, verbal or other forms of abuse, coercion or harassment.

Do not discriminate in employment or hiring practices

Do not discriminate in your employment or hiring practices. This includes discrimination based on race, color, age, gender, gender identity or expression, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, union membership, marital status, or any status or characteristic which does not relate to any individual’s qualifications or the inherent requirements for a job.

Allow freedom of association

Recognize your employees’ rights to join or refuse to join labor unions or associations and to bargain collectively as permitted by law.

Health and Safety

Zenger Folkman suppliers provide their employees with a safe and healthy working environment in compliance with all applicable laws and regulations.



We expect you to have effective safety programs covering such areas as: human safety, emergency preparedness, chemical, physical and biological agent exposure, ergonomics, which includes incident reporting and investigation.

Environment

Zenger Folkman suppliers minimize the negative impacts their business operations have on the community, environment and natural resources throughout their supply chain.

Obtain necessary permits and observe reporting requirements

Obtain, maintain and keep current all applicable environmental permits, approvals and registrations. Suppliers should have and follow relevant operational and reporting requirements.

Don't pollute the environment or waste resources

Ensure that you identify the environmental impacts of your operations, products and/or services. In addition and where possible, investigate ways to improve energy efficiency and reduce greenhouse gas emissions and water consumption, as well as ways to minimize waste generation and promote reuse and recycling.

Control any hazardous substances

Ensure that chemical and other materials that pose a hazard if released to the environment are identified and managed to ensure their safe handling, movement, storage, use, recycling or reuse and disposal.

Implement proper waste management processes

Treat wastewater and solid waste generated from operations and sanitation facilities according to legal requirements and good environmental practices.

Don't pollute the air

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

Comply with applicable laws and Zenger Folkman requirements

Adhere to all applicable laws, regulations and any additional environmental requirements set forth by your agreement with Zenger Folkman.

Management Systems

Zenger Folkman suppliers have adequate management systems in place, which are designed to ensure conformance with this Code of Conduct.

Recognize and Protect Zenger Folkman Confidential and Personal Information

From time to time you may have access to Zenger Folkman Confidential Information and personal information that belongs to our employees, customers, developers and others. You



should recognize that information and take appropriate actions to protect it from misuse and improper disclosure. If you have questions, contact your Zenger Folkman representative for help.

Commit to corporate, social and environmental responsibility

We encourage you to have corporate, social and environmental responsibility statements, endorsed by executive management. These should affirm your commitment to the values and topics addressed in this document and to their continuous improvement.

Know who is responsible

Identify who in your company is responsible for ensuring implementation of your management systems and associated programs.

Understand your obligations

Ensure that you have adequate process in place for identifying, monitoring and understanding applicable laws, regulations and Zenger Folkman's requirements, including the requirements of this Code of Conduct.

Assess and manage your risks

Have adequate process in place for identifying risks (such as the environmental, health and safety, labor and human rights, ethics and legal compliance) associated with your operations and have appropriate procedural and controls to manage such risks and ensure regulatory compliance.

Communicate your expectations clearly and provide adequate training

Have sufficient processes to ensure that clear and accurate information about your policies, expectation and performance, including the requirements in this document, is communicated to your employees, suppliers and customers. In addition, have sufficient training programs in place to ensure proper implementation.

Always strive for improvement

Periodically evaluate your conformity to the standards set forth in this document and maintain open discussions with Zenger Folkman in order to maintain continuous improvement, and correct any deficiencies in a timely fashion.

Maintain proper documentation and records

Ensure that you and your suppliers have adequate processes for the creation and maintenance of documents and records designed to ensure regulatory compliance and conformity to documents along with appropriate confidentiality to protect privacy.



Violation of our Supplier Code of Conduct

Failure to comply with this document, any additional requirements set forth by Zenger Folkman, or any applicable laws and regulations may result in the termination of any agreement as a Zenger Folkman supplier and referral of the matter to local authorities. You may report suspected violations to compliance@zengerfolkman.com