

APPENDIX E. VENDOR CODE OF CONDUCT

Industrial Revolution Vendor Code of Conduct

Vendors and their employees, agents and subcontractors (collectively referred to as “Vendors”) must adhere to this Vendor Code of Conduct while conducting business with or on behalf of Industrial Revolution. Vendors must promptly inform their Industrial Revolution contact (or a member of Industrial Revolution management) when any situation develops that causes the Vendor to operate in violation of this Code of Conduct. While Industrial Revolution Vendors are expected to self-monitor and demonstrate their compliance with this Code of Conduct, Industrial Revolution may audit Vendors or inspect Vendors’ facilities to confirm compliance. Industrial Revolution may require the immediate removal of any Vendor representative(s) or personnel who behave in a manner that is unlawful or inconsistent with this Code of Conduct or any Industrial Revolution policy. Compliance with this Code of Conduct, and attending training on this Code of Conduct, as may be offered by Industrial Revolution, is required in addition to any other obligations in any agreement a Vendor may have with Industrial Revolution.

LEGAL AND REGULATORY COMPLIANCE PRACTICES

All Industrial Revolution Vendors must conduct their business activities in full compliance with the applicable laws and regulations while conducting business with and/or on behalf of Industrial Revolution, and must, without limitation:

- **Trade:** Comply with all applicable trade controls, as well as all applicable export, re-export, and import laws and regulations.
- **Antitrust:** Conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they conduct business.
- **Boycotts:** Not participate in international boycotts that are not sanctioned by the United States (U.S.) government or applicable laws.
- **Anti-Corruption:** Not participate in bribes or kickbacks of any kind, whether in dealings with public officials or individuals in the private sector. Industrial Revolution is committed to observing the standards of conduct set forth in the U.S. Foreign Corrupt Practices Act (“FCPA”) and the anti-corruption and anti-money laundering laws of the countries in which Industrial Revolution operates. Vendors must comply with all applicable anti-corruption and anti-money laundering laws, including the FCPA, as well as laws governing lobbying, gifts and payments to public officials, political campaign contribution laws, and other related regulations. Vendors must not, directly or indirectly, offer or pay anything of value (including travel, gifts, hospitality expenses, and charitable donations) to any official or employee of any government, government agency, political party, public international organization, or any candidate for political office to (i) improperly influence any act or decision of the official, employee, or candidate for the purpose of promoting the business interests of Industrial Revolution in any respect, or (ii) otherwise improperly promote the business interests of Industrial Revolution in any respect. As representatives of Industrial Revolution, Vendors must comply in all respects with Industrial Revolution’s Anti-Corruption Policy for Representatives.
- **Human Trafficking and Slavery:** Vendors contracted to Industrial Revolution are required to comply with all laws applicable to their business operations. Additionally, Industrial Revolution requires Vendors to commit to and support the Industrial Revolution Policy Against Human Trafficking and Slavery. This

Policy prohibits all forms of forced labor as well as practices associated with trafficking. Vendors are required to acknowledge their commitment to the Industrial Revolution Policy Against Human Trafficking and Slavery in writing on an annual basis.

- **Employment Relationship:** Every employee shall be treated with respect and dignity. No employee shall be subject to any physical, sexual, psychological or verbal harassment or abuse. Vendors shall adopt and adhere to rules and conditions of employment that respect workers and, at a minimum, safeguard their rights under national and international labor and social security laws and regulations. No person shall be subject to any discrimination in employment, including hiring, compensation, advancement, discipline, termination or retirement, on the basis of gender, race, religion, age, disability, sexual orientation, nationality, political opinion, social group or ethnic origin. Every employee shall be treated with respect and dignity. No employee shall be subject to any physical, sexual, psychological or verbal harassment or abuse.
- **Hours of Work and Compensation:** Vendors shall not require workers to work more than the regular and overtime hours allowed by the law of the country where the workers are employed. The regular work week shall not exceed 48 hours. Vendors shall allow workers at least 24 consecutive hours of rest in every seven-day period. All overtime work shall be consensual. Vendors shall not request overtime on a regular basis and shall compensate all overtime work at a premium rate. Other than in exceptional circumstances, the sum of regular and overtime hours in a week shall not exceed 60 hours. Every worker has a right to compensation for a regular work week that is sufficient to meet the worker's basic needs and provide some discretionary income. Vendors shall pay at least the minimum wage or the appropriate prevailing wage, whichever is higher, comply with all legal requirements on wages, and provide any fringe benefits required by law or contract. Where compensation does not meet workers' basic needs and provide some discretionary income, each Vendor shall work with the Industrial Revolution to take appropriate actions that seek to progressively realize a level of compensation that does.
- **Health, Safety and Environment:** Vendors shall provide a safe and healthy workplace setting to prevent accidents and injury to health arising out of, linked with, or occurring in the course of work or as a result of the operation of Vendors' facilities. Vendors shall adopt responsible measures to mitigate negative impacts that the workplace has on the environment.

BUSINESS PRACTICES AND ETHICS

Industrial Revolution Vendors must conduct their business interactions and activities with integrity and must, without limitation:

- **Business Records:** Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy. Create, retain, and dispose of business records in full compliance with all applicable legal and regulatory requirements. Be honest, direct, and truthful in discussions with regulatory agency representatives and government officials.
- **Gifts:** Avoid gifts to Industrial Revolution employees because even a well-intentioned gift might constitute a bribe under certain circumstances, or create conflicts of interest. Do not offer anything of value to obtain or retain a benefit or advantage for the giver, and do not offer anything that might appear to influence, compromise judgment, or obligate the Industrial Revolution employee. If offering a gift, meal, or entertainment to Industrial Revolution employees, always use good judgment, discretion, and moderation. Any gift from a Vendor must be permissible under the policy

of the Industrial Revolution employee's business unit and country, because Industrial Revolution business and regional policies may prohibit gifts entirely or set maximum gift value limits at varying amounts. Any gifts, meals, or entertainment must comply with applicable law, must not violate the giver's and/or recipient's policies on the matter, and must be consistent with local custom and practice. Vendors are not allowed to give gifts of any value to any Industrial Revolution employee or its representatives.

- **Conflicts of Interest:** Avoid the appearance of or actual improprieties or conflicts of interests. Vendors must not deal directly with any Industrial Revolution employee whose spouse, domestic partner, or other family member or relative holds a significant financial interest in the Vendor. In the course of negotiating the Vendor agreement or performing the Vendor's obligations, dealing directly with a Vendor personnel's spouse, domestic partner, or other family member or relative employed by Industrial Revolution is also prohibited.