



SUPPLIER CODE OF CONDUCT

Last revised September 20, 2022

BY ACCESSING OR USING FICTIV'S WEBSITE AS A SUPPLIER OR MANUFACTURING PARTNER (THE **"SITE"**), CLICKING ON THE "AGREE AND CONTINUE" BUTTON, OR BY COMPLETING FICTIV'S [MANUFACTURING PARTNERSHIP APPLICATION](#) (**"APPLICATION"**), YOU REPRESENT THAT (1) YOU HAVE READ, UNDERSTOOD AND AGREED TO BE BOUND BY THE TERMS, (2) YOU ARE OF LEGAL AGE TO FORM A BINDING CONTRACT WITH FICTIV, AND (3) YOU HAVE THE AUTHORITY TO ENTER INTO THIS AGREEMENT PERSONALLY OR ON BEHALF OF THE COMPANY YOU HAVE NAMED AS THE USER, AND TO BIND YOUR COMPANY TO THESE TERMS. IF YOU DO NOT AGREE TO BE BOUND BY THE MP TERMS OR A MASTER SERVICES AGREEMENT EXECUTED BY YOU AND FICTIV, AND THIS CODE OF CONDUCT, YOU MAY NOT USE THIS SITE OR PARTICIPATE IN FICTIV'S PARTNER MANUFACTURING PROGRAM.

I. SCOPE

This policy establishes a code of conduct for current and potential Fictiv Manufacturing Partners.

II. INTENT

Fictiv is committed to excellence in all aspects of business around the world by operating in an ethical, legal, and socially responsible manner. Fictiv expects its Manufacturing Partners to share this standard of excellence and, therefore, has established this Supplier Code of Conduct. Fictiv Manufacturing Partners will comply with the following standards in order to conduct business with Fictiv even though they may be subject to different legal and cultural environments.

III. SUPPLIER CODE OF CONDUCT

Compliance with Laws, Regulations and Published Industry Standards

Fictiv Manufacturing Partners must comply with all applicable laws, codes or regulations of the countries, states and localities in which they operate. This includes, but is not limited to, laws and regulations related to environmental, workplace health and safety, and labor practices. In addition, Fictiv Manufacturing Partners must require their suppliers or partners (including temporary labor agencies) to do the same.

Ethical Business Practices

Manufacturing Partners shall conduct their businesses in accordance with the highest standards of ethical behavior and in accordance with applicable laws and regulations. Manufacturing Partners are expected to conform to these requirements in each of the following areas:

- Fair Trade Practices Manufacturing Partners shall not engage in collusive bidding, price fixing, price discrimination or other unfair trade practices in violation of antitrust laws.
- Anti-Bribery No funds or assets of the Manufacturing Partner shall be paid,

loaned or otherwise disbursed as bribes, "kickbacks," or other payments designed to influence or compromise the conduct of Fictiv, its employees or representatives.

- Anti-Corruption Manufacturing Partners must comply with international laws such as the U.K. Bribery Act and United States laws that apply to foreign operations, including the Foreign Corrupt Practices Act (FCPA). FCPA generally makes it unlawful to offer, pay money or anything of value to any foreign official for the purposes of obtaining or retaining business.
- Anti-Money Laundering Manufacturing Partners must not engage directly or indirectly in any form of money laundering. This includes accepting, concealing, converting and/or transferring any funds from criminal activities, including and related to terrorist financing.
- Books and Records Manufacturing Partners must honestly and accurately create and report business transactions, and will not alter any record to conceal or misrepresent the underlying transaction. All records will be retained in accordance with applicable retention requirements, and as agreed in any agreements with Fictiv.
- Conflicts of Interest Manufacturing Partners will not engage in activities that have the appearance of exerting undue influence on any decision that may put the Manufacturing Partner's interest in conflict with the best interest of Fictiv or Fictiv's customers.
- Substance Abuse Manufacturing Partners shall require a work environment free from the influence of any substance including drugs and alcohol that may compromise work to be conducted safely and effectively, or in violation of applicable law. Manufacturing Partners, unless prohibited by local laws, will remove any associate observed to be under the influence of drugs or alcohol resulting in impairment of judgment or alertness that potentially jeopardizes the safety of others.
- Quality Manufacturing Partners will ensure their work meets quality standards prescribed by Fictiv or Fictiv's customers. This includes having the manufactured product comply with applicable industry standards or regulatory requirements.
- Privacy and Information Protection Manufacturing Partners shall safeguard personal, confidential, or proprietary information that Fictiv and its customers share. Manufacturing Partners shall not disclose personal, confidential, or proprietary information without Fictiv's express written approval unless legally required to do so (e.g. court-issued subpoena), and will follow all procedural requirements for such disclosures, as set forth in any applicable agreement with Fictiv (including but not limited to NDA, Terms of Service, or other agreement).

Intellectual Property Rights

Manufacturing Partners shall respect the intellectual property rights of others, including Fictiv, its affiliates, business partners, and customers. Manufacturing

Partners must take appropriate steps to safeguard and maintain confidential and proprietary information of Fictiv and shall use such information only for the purposes specified for use by Fictiv. Manufacturing Partners shall observe and respect all patents, trademarks and copyrights, and comply with all requirements as to their use as established by Fictiv. Manufacturing Partners shall not transmit confidential or proprietary information of Fictiv without Fictiv's consent.

Without limitation, Manufacturing Partners shall, at all times, comply with the specific Intellectual Property obligations identified in all other agreements (including but not limited to NDAs, Terms of Service, and other agreements) with Fictiv.

Environmental Practices

Manufacturing Partners shall comply with industry practices and all environmental laws and regulations applicable to their operations such as obtaining/maintaining environmental permits, timely filing of required reports, proper handling and disposition of hazardous materials, and conformance to applicable labeling and warning requirements. In addition, we encourage our Manufacturing Partners to pursue initiatives to safeguard natural resources in our environment and community by:

- Reducing, controlling and/or eliminating wastewater, waste and pollution in their operations; and
- Reducing, controlling and/or eliminating greenhouse gas emissions as well as air emissions of volatile chemicals, corrosives, particulates, aerosols and combustion products.

Separately, Manufacturing Partners will exercise due diligence to comply with environmental requirements and the responsible sourcing of conflict minerals when applicable and specified by Fictiv or Fictiv's customers. This may include, but not limited to, obtaining and issuing a Certificate of Compliance for all parts in an order that **DO NOT** contain substances or elements from any combination of the following laws: EU REACH, EU RoHS, Conflict Minerals, Proposition 65, and AD-DSL. All Manufacturing Partners **will agree to decline** any order where the specified laws cannot be fully satisfied. Any accepted order will signify the ability to comply with the specified laws that are part and parcel of the order requirements.

- **EU REACH:** These restricted substances (on their own, in a mixture or in an article) used for manufacture, placed on the market, or for limited use are banned in the European Union. The European Chemicals Agency (ECHA) has compiled a table of restricted substances in the Annex XVII of the REACH Regulation ([restricted substances](#)).
- **EU RoHS:** The [RoHS directive](#) currently restricts the use of ten substances: lead, cadmium, mercury, hexavalent chromium, polybrominated biphenyls (PBB) and polybrominated diphenyl ethers (PBDE), bis(2-ethylhexyl) phthalate (DEHP), butyl benzyl phthalate (BBP), dibutyl phthalate (DBP) and diisobutyl phthalate (DIBP).
- **Conflict Minerals:** They are tin, tantalum, tungsten, or gold from conflict-affected and high-risk areas in the African Great Lakes Region or the Democratic Republic of Congo ([U.S. State Department](#)).

- **Proposition 65:** They are naturally occurring or synthetic chemicals that are known to cause cancer, birth defects or other reproductive harm. Under the Safe Drinking Water and Toxic Enforcement Act of 1986, the California Governor is required to revise and republish the list of chemicals at least once a year ([chemical list](#)).
- **Aerospace and Defense Declarable Substances List (“AD-DSL”):** It is a list of substances subject to supplier substance reporting in the aerospace and defense supply chain ([chemical list](#)).

Workplace Health and Safety

Manufacturing Partners (MPs) shall provide their employees with a safe and healthy working environment in order to prevent accidents and injury to health arising out of, associated with, or occurring in the course of work or a result of the operation of the Manufacturing Partner. MPs will comply with occupational health and safety requirements in their country of operation, which may include the following:

- Occupational health and safety training.
- A system for injury and illness reporting.
- Manuals about material handling and heavy lifting for workers who are exposed to physically demanding tasks. Prolonged standing and highly repetitive or forceful assembly tasks are to be identified, evaluated and controlled.
- Medical treatment and/or compensation to injured/ill workers arising as a result of working for a Manufacturing Partner.
- Identification, evaluation, and control of biological, chemical and physical agents. When hazards cannot be adequately controlled by engineering and administrative means, workers are to be provided with appropriate personal protective equipment.
- Machine safeguarding and other protective measures to prevent injuries or illnesses to workers.
- Clean and safe facilities including clean toilet facilities, access to potable water, and sanitary food preparation and storage facilities.
- Emergency plans and response procedures in accordance with applicable laws and regulations regarding: (a) emergency preparedness, reporting and notification, (b) evacuation procedures, training and drills, (c) appropriate hazard detection and suppression equipment, and (d) adequate exit facilities from the job site.

Labor Practices

Fictiv expects its Manufacturing Partners to adopt sound labor practices and treat their workers fairly in accordance with local laws and regulations. Manufacturing Partners must comply with the following standards:

- Voluntary Labor Manufacturing Partners shall not use any forced labor, whether in the form of prison labor, indentured labor, bonded labor or otherwise.
- No Child Labor Manufacturing Partners shall comply with local minimum working age laws and requirements and not employ child labor.
- Minimum Wages Manufacturing Partners shall provide wages for regular and overtime work and benefits that meet or exceed legal requirements.
- Working Hours Manufacturing Partners shall not require workers to work more than the maximum hours of daily labor set by local laws.
- No Harsh, Inhumane Treatment or Abuse Manufacturing Partners shall treat each employee with dignity and respect. Under no circumstance shall the Manufacturing Partner's workers be subject to threats of violence, physical punishment, confinement or other form of physical, sexual, psychological or verbal harassment or abuse.
- No Discrimination Manufacturing Partners shall not discriminate in its employment practices on the basis of race, color, religion, sex, age, physical disability, national origin, creed or any other basis prohibited by law.
- Freedom of Association Manufacturing Partners shall recognize and respect the rights of its workers to join or to refrain from joining associations of their own choosing and the right to collective bargaining in accordance with local labor laws and established practices.

Debarment/Export Sanctions/Terrorism Activities/Military End-User (MEU)

Fictiv Manufacturing Partners must abide by all economic sanctions or trade embargoes that the United States has issued or adopted that apply to foreign countries, or particular foreign individuals and entities.

Manufacturing Partners **MUST NOT** directly or indirectly engage in or support any terrorist activity.

Manufacturing Partners are required to comply with all conditions outlined in Fictiv's End-User Certification, and comply with laws applicable to MEUs.

Neither Manufacturing Partners nor any of their affiliates, nor its officer(s) or director(s) are recorded in any sanction lists compiled by the U.S. government including but not limited to the:

- [U.S. Treasury Department's Specially Designated Nationals List](#)
- [U.S. State Department's Terrorist Exclusion List](#)
- [U.S. State Department's Debarred Parties](#)
- [U.S. Department of Commerce's Denied Persons List](#)
- [Bureau of Industry and Security's Military End-User \(MEU\) List](#)
- [Bureau of Industry and Security's Entity List](#)
- [Bureau of Industry and Security's Unverified List](#)

Export/Import Control

Manufacturing Partners are expected to comply with the Export Administration Regulations (EAR) and the International Traffic in Arms Regulations (ITAR) related to the export (“release”) of U.S. origin technology and technical data. Manufacturing Partners must operate in accordance with applicable laws and regulations that govern the export and import of parts/components, software, and technology.

Monitoring and Compliance

Manufacturing Partners shall ensure compliance with this Supplier Code of Conduct and applicable legal requirements through continual identification and mitigation of operational risks along with prompt corrective action and continual improvement.

Fictiv or its representatives may engage in monitoring activities to confirm Manufacturing Partner’s compliance to this Supplier Code of Conduct, including on-site inspections of facilities, use of questionnaires, review of publicly available information, or other measures necessary to assess Manufacturing Partner’s performance.

Any Manufacturing Partner or Fictiv employee that becomes aware of violations of this policy is obligated to notify Fictiv’s Strategic Sourcing / Supply Chain Management team. Based on the assessment of information made available to Fictiv, Fictiv reserves the right (in addition to all other legal and contractual rights) to disqualify any potential Manufacturing Partner or terminate any relationship with any current Manufacturing Partner found to be in violation of this Supplier Code of Conduct without liability to Fictiv.

IV. APPLICATION/EXCLUSIONS

This Supplier Code of Conduct is a general statement of Fictiv’s expectations with respect to Manufacturing Partners. This Policy should not be read in lieu of but in addition to any Manufacturing Partner obligations as set forth in any (a) request for proposal or other solicitation, or (b) agreements by and between Fictiv and the Supplier (e.g. Non-Disclosure Agreement, Terms of Service, etc.). In the event of a conflict between this Policy and any Fictiv solicitation document or applicable agreement, the terms of the solicitation document or applicable agreement shall control.

No exclusions are applicable to this policy.