



Supplier Policies & Procedures

OPEX Supplier Code of Conduct and Ethics

Policy #	S001	Effective Date	1 Jan 2022	Email	jliebler@opex.com
Version	1.0	Contact	James M. Liebler	Phone	1-856-727-1100

OPEX Corporation, its subsidiaries, and its other affiliated entities worldwide (collectively, “OPEX”) are committed to conducting our business activities with the highest ethical standards and in accordance with all applicable laws and regulations. OPEX understands that our suppliers of products, services, and other items (collectively, “Products”) are independent entities; however, the business practices and actions of our suppliers may impact or reflect upon OPEX. Because of this, OPEX requires all suppliers to adhere to this Supplier Code of Conduct and Ethics (“Code”) when conducting business with and/or on behalf of OPEX.

INTRODUCTION

Suppliers must act legally, ethically, and in a manner consistent with OPEX’s guiding principles and requirements in this Code.

OPEX’s guiding principles apply to both OPEX’s own employees and our suppliers. OPEX believes that a joint commitment to our guiding principles provides a strong foundation for trusted business relationships. Those of our guiding principles which are relevant to our suppliers are:

1. *Conducting all business in a fair and honest manner.*
2. *Listening and being responsive to customers’ needs.*
3. *Recognizing the value of the individual.*

LABOR

OPEX expects suppliers to comply fully with all labor laws and to share OPEX’s commitment to recognizing and respecting the value of workers. Suppliers must, without limitation, adhere to the following:

Anti-Harassment and Anti-Discrimination.

Suppliers must commit to a workforce and workplace free of harassment, unlawful discrimination, and retaliation. While OPEX recognizes and respects cultural differences, suppliers must not engage in harassment or discrimination in employment on the basis of race, color, gender, sexual orientation, gender identity, age, religion, national origin, disability status, or any other characteristic protected by applicable local laws and regulation.

Forced and Child Labor: Suppliers must comply with all applicable federal, state, and other laws and regulations prohibiting forced labor, slavery, and human trafficking. Furthermore, suppliers must not engage in, or support or deal with any other business or person that engages, in the foregoing activities.

Suppliers must not use child labor. The term “child” refers to any person employed under the age of 15 or the minimum age for employment in the country where work is performed, whichever is higher. OPEX supports the use of



legitimate workplace apprenticeship programs which comply with all applicable laws and regulations.

Wages, Benefits, and Working Hours: Suppliers must comply with all applicable laws and

regulations regarding wages, benefits, and working hours in the locations in which the supplier operates, including, but not limited to, those laws and regulations relating to minimum wages, legally mandated benefits, time off, and overtime pay.

HEALTH AND SAFETY

Suppliers must comply with all applicable health and safety laws and regulations and provide a healthy and safe working environment that promotes accident prevention and minimizes exposure to health and safety hazards including, without limitation, hazardous conditions and hazardous substances. Suppliers must provide employees with appropriate and well-

maintained personal protective equipment (PPE) and education materials about workplace hazards, as applicable. Health and safety information must be clearly posted in the supplier's facilities in locations readily accessible to workers. Workers must be encouraged to raise health and safety concerns.

ENVIRONMENTAL

Suppliers must comply with applicable environmental laws and regulations and conduct their operations in a way that preserves and protects the environment. Suppliers must make information available about any restricted or regulated substances in Products supplied to OPEX, which includes compliance declarations, material safety data sheets (MSDSs), and other information upon request.

Furthermore, suppliers as applicable shall have processes, procedures, and systems in place to ensure the safe handling, movement, storage, recycling, reuse, and management of waste, air emissions, and wastewater discharges. Any waste, emissions, or wastewater with the potential to adversely impact human or environmental health must be appropriately managed, controlled, and treated prior to release into the environment.

INFORMATION AND INTELLECTUAL PROPERTY

Suppliers must respect intellectual property rights, protect confidential information, and comply with privacy rules and regulations, including without limitation, by adhering to the following requirements:

Confidentiality: Suppliers must take reasonable precautions to preserve and protect confidential information and must never make or permit any unauthorized disclosure or use of confidential information that it may receive or obtain or to which it may be given access in connection with its relationship with OPEX, whether the information relates to OPEX, any of OPEX's customers, or other suppliers.

Data Protection: Suppliers must comply with all applicable laws and regulations relating to the accessing, collecting, processing, receiving, transmitting, disclosing, storing, and using of personal data and other private information in connection with any matter involving or relating to OPEX or any Product that the supplier provides to OPEX.



Intellectual Property: Suppliers must respect and protect proprietary designs and drawings, patents, and other intellectual property rights and never make or permit any unauthorized use of proprietary designs or drawings, patents, or other intellectual property that it may receive or obtain or be licensed or otherwise be permitted to use in connection with its relationship with OPEX, regardless of whether the designs or

drawings, patents, or other intellectual property rights belong to OPEX, any of OPEX's customers, other suppliers, or others.

OTHER LEGAL AND REGULATORY COMPLIANCE REQUIREMENTS

Suppliers must comply with all other applicable laws and regulations including, without limitation, the following:

Anti-Corruption: Suppliers must conduct their businesses in full compliance with the U.S. Foreign Corrupt Practices Act ("FCPA") and all other applicable anti-corruption and anti-money laundering laws governing the jurisdictions in which a supplier conducts its business. Suppliers must never directly or indirectly offer, solicit, accept, promise, make, or provide any bribe, kickback, other improper payment, or another thing of value in connection with any matter involving or relating to OPEX or any Product that the supplier provides to OPEX.

Currency Controls and Money Laundering. Suppliers must comply with all applicable currency controls and never directly or indirectly participate in or cooperate with any money laundering scheme in connection with any matter involving or relating to OPEX or any Product that the supplier provides to OPEX.

Trade. Suppliers must comply with all laws, regulations, and other controls which govern the

transfer, access, export, re-export, and import of Products.

Suppliers shall not provide controlled technologies, products, or technical data to OPEX without providing notice of such controls as necessary for OPEX to maintain compliance with applicable laws and regulations.

Suppliers must never provide OPEX with any Product that it knows or should know to be produced using forced labor as referenced above, which is counterfeit, or which has an origin other than the origin specified for such product or that contains, includes, or uses any material, component, or part that it knows or should know to be counterfeit or to have an origin other than the origin specified for such material, component, or part.

Suppliers shall not participate in any international boycotts which are prohibited by the United States (U.S.) Government.

OTHER BUSINESS, OPERATIONAL, AND ETHICAL REQUIREMENTS

Suppliers must otherwise conduct their business interactions and activities with integrity and trust, including, without limitation, in accordance with the following additional business, operational, and ethical requirements:



Access to OPEX/Customer Premises and Other

Resources: If the supplier's personnel will be visiting or working at OPEX's or an OPEX customer's facility, such personnel are to report to the front desk at the facility and to sign-in upon entering the facility. Supplier personnel accessing an OPEX or OPEX customer facility that does not maintain a front desk receptionist must be escorted by a designated OPEX or OPEX customer employee or by the supervisor in charge. Supplier personnel must not, for security and safety reasons, roam buildings unaccompanied.

External doors and locked internal doors within OPEX and OPEX customer facilities are to remain closed and locked. Suppliers must never prop open doors or leave them unlocked.

If supplier personnel require building keys or other devices (e.g., card keys) to access OPEX facilities, an account on OPEX's email system, and/or other access to any other OPEX system, network, or application, the supplier must sign all applicable OPEX policies and other documents required for such access and use.

Suppliers and their employees must not use their access to OPEX's facilities, systems, networks, applications, or other OPEX resources to obtain information, materials, or other accommodations other than as expressly authorized by OPEX.

OPEX may issue building keys, other access devices, and identification cards to supplier personnel who have a recurring business need to gain entry to OPEX's facilities without an escort and/or the need to identify themselves to other parties as performing work for OPEX.

Any building key or access device issued to a supplier must: (i) be safeguarded by the supplier; (ii) only be used by the authorized recipient; (iii) not be transferred by the supplier without OPEX's express consent to anyone other than the holder authorized by OPEX; (iv) not be

duplicated by the supplier without OPEX's express consent; and (v) be returned to OPEX immediately when the employment of its authorized holder is terminated, its authorized holder no longer requires the building key or access device, or OPEX requests return.

Supplier personnel are not permitted to bypass OPEX's official corporate processes for issuing building keys, access devices (e.g., card keys), passwords, or similar credentials, for example, by borrowing such items informally from OPEX personnel or other OPEX suppliers.

If OPEX issues identification cards to the supplier, the supplier's personnel must wear such identification whenever they are at an OPEX or an OPEX customer premises. The identification card must be returned to OPEX immediately: (i) when the employment of its authorized holder is terminated; (ii) when its authorized holder no longer requires such identification; or (iii) at the request of OPEX. Such identification must be used strictly in accordance with all requirements and limitations on its use.

Suppliers who are authorized to access OPEX's systems, networks, applications, information, or other resources may do so only as expressly permitted by OPEX and in accordance with the requirements of OPEX. The supplier must protect OPEX-issued access credentials such as passwords, user IDs, and PINs at all times. Furthermore, suppliers must remove access to OPEX systems, networks, applications, information, and other resources immediately for any supplier personnel, including approved subcontractors personnel, who have been terminated or reassigned.

Monitoring by OPEX applies to OPEX facilities and various other OPEX resources such as company-provided communications devices, systems, and networks (including without limitation corporate email, encrypted and unencrypted Internet access, and any



application, such as web-based email accessed from OPEX-provided devices, networks, systems, and accounts), to the fullest extent permitted by applicable law.

OPEX will not be responsible for loss, damage, theft, or disappearance of any personal property or vehicles located on OPEX's premises belonging to suppliers, the suppliers' personnel, or the supplier's approved subcontractors' personnel. If a supplier becomes aware of any personal injury, property damage, loss, or breach occurring on OPEX's premises or involving an OPEX resource such as an OPEX system, network, account, or information, the supplier must notify OPEX promptly and provide adequate details to enable OPEX to investigate the cause.

Conduct While OPEX/Customer On-Premises or Using Other Resources:

While on OPEX's premises, the premises of OPEX's customers, or using other OPEX resources, supplier personnel must conduct themselves in a manner that is respectful of others, complies with this Code, and otherwise complies with all applicable laws, regulations, and other rules. Supplier personnel who engage in behavior that infringes on the rights of others, poses a danger or risk to themselves, others, property, or other resources, or violates this Code or any law, regulation, or other rules, may be asked to leave the premises or cease using the resource as applicable and may be subject to other remedial action by OPEX or others.

Unacceptable conduct on OPEX's and its customers' premises includes without limitation:

- Engaging in activities that do not serve OPEX's or OPEX's customers' business interests;
- Maintaining an unacceptable standard of personal hygiene;
- Being inappropriately attired or, as applicable, failing to wear required personal protective equipment (PPE);

- Failing to follow OPEX's or its customer's other health and safety requirements (e.g., any COVID-19 safeguards at OPEX's or OPEX's customers' premises);
- Engaging in the unauthorized destruction of property or the theft of property;
- Using or being under the influence of alcohol or illegal drugs;
- Engaging in lewd, indecent, disruptive, or boisterous behavior;
- Threatening, harassing (sexually or otherwise), or intimidating others; and/or
- Posing a threat to persons or property.

Additionally, OPEX is committed to a 'smoke-free' working environment. Therefore, smoking on OPEX's premises or at the premises of OPEX's customers is strictly prohibited, except in areas (if any) specifically designated as 'Smoking Areas.' Under no circumstances may supplier personnel smoke in an OPEX or customer work area or inside an OPEX vehicle. The smoking restrictions above apply to the use of all tobacco products, regular cigarettes, as well as "e-cigarettes."

Conflicts of Interest: Suppliers must not directly or indirectly offer, make, or provide any personal favor, loan, gift, or another benefit to an OPEX director, officer, or employee or a spouse or other close family member of an OPEX director, officer, or employee other than a casual favor or reasonable entertainment or non-money gift of nominal value that could not reasonably be expected to influence decisions related to the supplier or the Products and otherwise not give rise to a conflict of interest with OPEX.

Furthermore, suppliers must not have any direct or indirect ownership, employment, consulting, financial, or other arrangement or relationship with an OPEX director, officer or employee or a spouse or other close family member of an OPEX director, officer, or employee that could potentially influence decisions related to the supplier or its Products or otherwise give rise to a conflict of interest with OPEX. (The only



exception would be an arrangement or relationship that has been fully disclosed to and approved in writing by OPEX's Vice President-Corporate & Legal Affairs, whose contact information is set forth at the end of this Code.)

Press: Suppliers may only speak to the press on behalf of OPEX or its customers if expressly authorized in writing to do so by either an OPEX or customer communications representative.

Publicity: Suppliers will not issue press releases or other publicity related to its contracts or

relationship or with OPEX without the prior written consent of OPEX. This includes without limitation the use of OPEX's name or logo on a supplier's site without the prior written consent of OPEX.

Travel and Other Reimbursable Expenses: Suppliers must comply with OPEX's travel and expense guidelines, copies of which will be provided to the supplier upon request, regarding travel or other expenses (if any) which OPEX is contractually required to reimburse to suppliers.

APPLICABILITY, VIOLATIONS, AND ENFORCEMENT OF THIS CODE

Each supplier is expected to have processes and procedures within its own organization that enable it to comply with this Code.

Each supplier must ensure that the guiding principles and requirements in this Code are also observed by the supplier's own suppliers and permitted subcontractors and assigns.

Any violation of this Code is to be reported to OPEX immediately upon discovery. To report questionable behavior or a possible violation of this Code, suppliers are encouraged to work with their primary OPEX contact to resolve the issue. If that is not possible or appropriate, the supplier should contact OPEX at vregistration@opex.com.

Each supplier of Products to OPEX must allow its employees to report violations of this Code to OPEX without the threat of retaliation or punishment.

While our suppliers are expected to self-monitor and demonstrate their compliance with this Code, OPEX will have the right to require each of its suppliers of Products to:

- (1) confirm and certify its acceptance of and compliance with this Code;
- (2) complete a self-assessment questionnaire; and
- (2) permit OPEX to audit its compliance with this Code.

If a supplier fails to comply with this Code in any significant respect, OPEX will have the right to request remediation and/or to wholly or partially suspend or terminate its relationship with the supplier and any or all outstanding purchase orders and other contracts and agreements with the supplier without penalty, liability or obligation, in addition to any all other rights that OPEX may have available by law and at equity. If there is a violation of law or regulation, OPEX may also disclose the violation to the appropriate authorities.

UPDATES/REVISIONS TO THIS CODE



OPEX may from time to time review this Code and make revisions when it deems necessary. Changes to the Code will be communicated to suppliers by posting the revised Code on OPEX's website (currently, www.opex.com). Suppliers may also request a current copy of the Code at any time from James M. Liebler, Vice President, Corp. & Legal Affairs, OPEX Corporation, at jliebler@opex.com or John Sullivan, International Counsel, OPEX Corporation, at jsullivan@opex.com

APPROVAL AND OWNERSHIP

Owner	Title	Date	Signature
John Sullivan	International Counsel	1 Jan 2022	/s/ John Sullivan
Executive Approver	01/02/2022	/s/ James Liebler	Signature
James M. Liebler	Vice President, Corp. & Legal Affairs	1 Jan 2022	/s/ James M. Liebler

REVISION HISTORY

Version	Description	Revision Date	Review Date	Reviewer/Approver Name
1.0	Initial Release	NA	TBD	John Sullivan, International Counsel; James M. Liebler, Vice President, Corp. & Legal Affairs