



*BUSINESS PARTNER*

# CODE OF CONDUCT



**Aftermarket Parts**

a division of  **VVG**

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## PURPOSE

Corporate integrity, responsible product sourcing, and the safety and wellbeing of workers across the global supply chain are of paramount importance to Aftermarket Parts. Operating on a global basis, Aftermarket Parts is committed to the highest standards of product safety, quality and business integrity when we are dealing with our customers, suppliers, business partners, and employees. These high standards must apply not only to our employees and third parties, but also to our suppliers, their third parties and their employees.

Aftermarket Parts's Business Partner Code of Conduct is part of the foundation of our relationship with our business partners - creating a mutual understanding of our company's core values and beliefs. It is designed to outline our ethical standards and expectations according to law and to ensure consistent compliance from all of our business partners. The principles expressed in our Business Partner Code of Conduct comprise an important component of business partner selection and evaluation. It is the responsibility of our business partners to implement training and systems that facilitate compliance with our Business Partner Code of Conduct and the law, mitigate related operational risks, and facilitate continuous improvement. Aftermarket Parts expects our business partners to meet or exceed the standards set forth in our Business Partner Code of Conduct. Aftermarket Parts reserves the right to cease doing business with any business partner who does not comply with our Business Partner Code of Conduct.



## LABOR & HUMAN RIGHTS

Business partners must recognize and be committed to upholding the human rights of workers, and to treat them with dignity and respect as understood by the international community. Business partners shall make every reasonable effort to ensure that they, their business partners and their suppliers do not violate any human rights or become involved in any such violations.

### *Slavery and Human Trafficking*

All labor must be voluntary. Business partners shall not use forced, bonded (including debt bondage) or indentured labor, involuntary prison labor, slavery, or trafficking of persons in any part of its supply chain. This includes transporting, harboring, recruiting, transferring, or receiving vulnerable persons by means of threat, force, coercion, abduction or fraud, or payments to any person having control over another person for the purpose of exploitation.

### *Compliance and Documentation*

Business partners shall implement and maintain a reliable system to verify the eligibility of all workers, such as age eligibility and legal status of foreign workers.

## *Child Labor*

All workers shall be at least 18 years old unless the applicable local law allows otherwise. Business partners must maintain official and verifiable documentation of each worker's date of birth, or lacking this documentation, have some legitimate means of confirming each worker's age. Harmful child labor is prohibited.

## *Wages and Benefits*

Business partners must compensate workers in accordance with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. If required by local laws, business partners must compensate workers for overtime at pay rates greater than regular hourly rates.

Business partners shall pay accurate wages in a timely manner. Business partners shall offer vacation time, leave periods, and time off for legally recognized holidays as required by law.

## *Freedom of Movement*

Business partners must ensure that workers have the right to freedom of movement without delay, hindrance or the threat or imposition of any discipline, penalty, retaliation, or fine or other monetary obligation.

Worker freedom of movement rights include each worker's right to leave the facilities without retaliation at the end of each workday, based on reasonable health and safety-related justifications, and based on any reasonable circumstances, such as personal or family emergencies.

## *Freedom of Association and Collective Bargaining*

Business partners must comply with all applicable laws relating to employees' rights to engage in concerted activity or collective bargaining without interference, discrimination, retaliation, or harassment. Business partners are expected to permit workers to openly communicate and share grievances with management about working conditions without fear of reprisal or harassment.

## *Freedom to Terminate Employment*

Business partners must allow workers to terminate their employment or work arrangement without restriction and without the threat or imposition of any discipline, penalty, retaliation, or fine.

## *Working Hours*

Workweeks are not to exceed the maximum set by local law. Business partners shall follow all applicable laws and regulations with respect to working hours and days of rest.

### *No Discrimination, Abuse, or Harassment*

Business partners shall be committed to a diverse and equal opportunity workforce free of harassment and unlawful discrimination. Business partners shall not engage in discrimination based on race, color, age, gender, gender-identity, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, union membership or marital status in hiring and employment practices, such as wages, promotions, rewards, and access to training.

### *Diversity*

Aftermarket Parts embraces diversity not only in our relationships with employees, but in our relationships with our suppliers, our customers, our shareholders, and all others with whom contacts are made in the normal course of business. We expect our business partners, therefore, to equally support an environment that fosters diversity and inclusion based on any personal traits or beliefs, not just those protected under the law.

### *Supply Chain Tracing*

To achieve the requirements of this Code, business partners must engage in effective supply chain tracing practices. This requirement extends throughout the entire supply chain. Effective supply chain tracing includes maintaining documentation tracing the supply chain from raw materials to imported goods, including (1) evidence pertaining to the overall supply chain, (2) evidence pertaining to merchandise or any component thereof, and (3) evidence pertaining to miner, producer, or manufacturer.



## ENVIRONMENTAL, HEALTH AND SAFETY

Business partners must comply with all applicable environmental, safety and health laws and regulations in the countries in which they operate. Business partners are expected to provide employees with a healthy and safe workplace, including access to clean, safe and reasonable working conditions. Business partners shall implement procedures and safeguards to prevent workplace hazards, and work-related accidents and injuries, including procedures and safeguards to prevent industry-specific workplace hazards.

General and industry-specific procedures and safeguards include those relating to:

- health and safety inspections;
- equipment maintenance;
- maintenance of facilities;
- worker training covering the hazards typically encountered in their scope of work;
- fire prevention; and
- documentation and recordkeeping.

### *Occupational Safety*

Business partners must protect workers from exposure to chemical, biological, and physical hazards, in addition to on-site accidents. Business partners shall provide appropriate controls, safe work procedures, adequate maintenance and necessary technical protective measures to mitigate health and safety risks in the workplace and to prevent accidents and occupational illnesses. In addition, business partners shall provide employees with appropriate personal protective equipment and on-going safety training.

## *Environment*

Business partners should use reasonable efforts to ensure and demonstrate continuous environmental improvements, including efficient use of raw materials, energy, emissions, waste, hazardous substances and reliance on natural resources, by means of clear targets and improvement policies. Business partners are expected to implement improvement plans for waste reduction, recycling, and energy conservation policies, seek ways to use cleaner sources of energy and develop environmentally and climate-friendly products, processes and technologies.

## *Hazardous Waste*

Business partners must create and maintain systems to ensure the safe handling, movement, storage, disposal, and management of hazardous materials. Any activity that has the potential to adversely impact human or environmental health shall be appropriately managed, measured and controlled. Business partners are expected to train employees on how to handle hazardous material and comply with all applicable laws and regulations.

## *Wastewater, Solid Waste Emissions and Air Emissions*

Business partners must monitor, treat, control, manage, and properly dispose of wastewater and solid waste. Business partners must comply with all applicable waste management laws and regulations.

Business partners must identify, manage, reduce, and properly dispose of waste that poses a hazard to the environment. Business partners are expected to conduct routine monitoring of the performance of its air emission control systems and seek to minimize energy consumption and greenhouse gas emissions and comply with all applicable laws and regulations.

## *Responsible Chemical Management*

Business partners must follow all applicable laws and Occupational Health and Safety regulations in the jurisdictions in which they operate. Business partners should strive to maintain robust management systems throughout the entirety of the chemical lifecycle, including processes for evaluating chemicals and exposure risks, chemical onboarding, and safe use and end-of-use phases. Business partners shall maintain accurate chemical inventories to ensure that hazard information and Safety Data Sheets are maintained.

## *Conflict Minerals*

Business partners and their subcontractors must not use conflict minerals, whose obtainment is linked to conflict regions that directly or indirectly finance or benefit armed groups and cause or foster human rights violations. Business partners shall exercise due diligence on the source and chain of custody of these minerals.

Business partners shall in particular:

- perform a reasonable country of origin inquiry throughout its entire supply chain (in accordance with standards that are equivalent to the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act);

## *Conflict Minerals [Continued]*

- immediately notify Aftermarket Parts in writing if business partner becomes aware of any warning signs in its supply chain that indicate that the representation in accordance with the preceding paragraph might no longer be valid. Business partner shall in such case promptly conduct further examination to verify, whether materials or parts delivered by business partner contained or still contain Conflict Minerals and shall provide Aftermarket Parts with reasonable documentation.

Business partners must meet the conflict reporting requirements as required by applicable laws and regulations, which may include the Dodd-Frank Wall Street Reform and Consumer Protection Act and the Securities and Exchange Commission.

## *Emergency Prevention Preparedness and Response*

Business partners must identify and assess potential emergency situations in the workplace. Business partners must develop and implement emergency plans and response procedures, including but not limited to fire alarms, fire drills, exit facilitates, fire detection and suppression equipment, and recovery plans to minimize harm to life and property. Business partners must regularly test emergency preventative methods, such as fire alarms, to ensure that they are in working order.

Business partners shall develop, implement, and maintain a program to prepare for, prevent, and respond to the potential of an infectious disease outbreak among its employees.



## QUALITY

Business partners shall provide high-quality, safe and effective goods and services that are in full compliance with applicable laws and regulations.

### *Quality Requirements*

Business partners shall meet generally recognized quality standards and contractually agreed quality requirements and standards in order to provide goods and services that consistently meet Aftermarket Parts's and its customers' needs, perform as warranted and are safe for their intended use. Business partners shall immediately address all critical issues that have the potential to negatively affect the quality of goods and services.

### *Risk Assessment, Management and Performance Objectives*

We expect our business partners to develop and maintain processes that identify risks in all areas addressed in this Code. Business partners shall assess the significance of each risk and implement appropriate procedures and controls to minimize the identified risks. Business partners shall continuously develop and outline performance objectives and implementation plans, including assessments of performance against those specified objectives.

### *Security and Anti-Counterfeiting Measures*

Business partners shall implement the necessary and appropriate measures in their area of responsibility to ensure that workable components or raw materials as well as the corresponding know-how do not end up in the hands of counterfeiters, smugglers, thieves or other unauthorized third parties and do not leave the legitimate supply chain. Business partners shall promptly analyze the relationship with a third party if they obtain or are provided with evidence that they are inadvertently involved in the manufacturing or selling of counterfeit products via the actions of the third party, including products destined for export that are considered counterfeit products in their country of destination.



## **ETHICAL BUSINESS PRACTICES**

To meet social responsibilities, business partners shall conduct their business in an ethical manner and act with integrity. We expect the highest level of integrity in all business activities and business relationships. Business partners are requested to refrain from all forms of fraud or disloyalty, insolvency crimes, corruption, granting of unfair advantages, and giving or taking bribes.

### *Legal and Other Requirements*

Business partners shall identify and comply with all applicable international, national and local laws and regulations, contractual agreements and internationally recognized standards. Business partners should strive to conform their practices to generally accepted industry standards, shall obtain, maintain and keep up-to-date all applicable permits, certificates, licenses and registrations, and shall operate in accordance with permit limitations and requirements at all times.

### *Financial Responsibility and Records Management*

Aftermarket Parts expects business partners to honestly, accurately, and timely record and report all business information including, without limitation, financial records, to ensure that such information is maintained in a manner consistent with applicable laws and regulations and that effective internal controls are in place to protect and comply with these same requirements. It is expected Aftermarket Parts be advised immediately of any material clerical or accounting errors as they become known.

## *Disclosure of Information*

Business partners shall accurately record information regarding their business activities, labor, health and safety, end use of goods, shipment destination, and environmental practices and shall disclose such information, without falsification or misrepresentation, to all appropriate parties. Falsification of records or misrepresentations of conditions or practices in the supply chain are prohibited.

## *Confidentiality/Privacy*

In order to conduct day-to-day business with Aftermarket Parts, business partners may need access to confidential/private records. Business partners must ensure this information is protected and remains confidential and abide by all applicable data privacy laws and regulations. Business partners may not disclose this information unless given written permission from Aftermarket Parts. Business partners should advise Aftermarket Parts immediately when an inadvertent disclosure of confidential or private information becomes known.

Business partners shall keep personal information of Aftermarket Parts customers, suppliers and employees confidential and secure. Additionally, business partners shall be compliant with applicable laws and regulations on the transfer, processing, and retention of personal information. Access to personal information should be restricted to those employees of business partners designated as having a need to know that information for legitimate business or legal reasons.

## *Intellectual Property*

Business partners shall respect intellectual property rights and safeguard customer information. Transfer of technology and know-how is to be done in a manner that protects intellectual property rights and in accordance with stringent information protection requirements under applicable agreements.

## *Conflicts of Interest*

Aftermarket Parts expects our business partners to work with our employees to identify and prevent situations where there is an actual conflict of interest or the appearance of such. Any material transaction or relationship that involves or may involve a conflict of interest or potential conflict of interest involving outside activities, financial interests or relationships with family members or close personal friends should be disclosed promptly.

## *Antibribery and Anticorruption*

Aftermarket Parts has a zero-tolerance policy for corruption and prohibits anyone conducting business on behalf of Aftermarket Parts, including business partners, from offering or making any improper payments of money or anything of value to government officials, political parties, candidates for public office, or other persons. This includes the offer and/or receipt of any bribe or kickback to and/or from any customer, supplier or others. Business partners must comply with the anti-corruption laws that govern operations in the countries in which they do business, such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act.

## *Fair Competition*

Business partners must avoid unfair business practices such as entry into arrangements that unlawfully restrain competition, the improper exchange of competitive information, price fixing, bid rigging, or improper market allocation. Companies must respect rules of fair competition and comply with the ban on agreements with competitors or other actions taken to interfere with the free market.

Fair competition practices include:

- Bidding independently from competitors;
- Not discussing bidding practices with competitors;
- Not entering into agreements, coordinated practices, or understandings that could restrict competition;
- Not exchanging sensitive information with competitors (including pricing, costs, production data, market data, sales territories, distribution channels, customer lists, or other non-public business information); and
- Only gathering information about competitors using means that are ethical and legal.

## *Fraud*

Aftermarket Parts will not tolerate any act that involves theft, fraud, falsification, embezzlement or misappropriation of any Aftermarket Parts or customer asset. These dishonest acts are incompatible with Aftermarket Parts's values and culture. Business partners shall not engage in any such misconduct including, but not limited to:

- The theft of funds or property;
- Misusing resources for private purposes;
- Making or submitting false claims;
- Forging invoices or creating fraudulent reports or documentation;
- Misrepresenting the nature of transactions; and
- Intentionally filing false financial records or statements.

## *Insider Trading*

Business partners may have access to material non-public information about Aftermarket Parts or other companies. Business partners must comply with all insider trading and securities laws, including refraining from purchasing or selling stock on the basis of material non-public information, and recommending a stock to a third-party based on any such information (i.e. "tip").

## *Gifts and Entertainment*

Aftermarket Parts expects our business partners to adhere to our guidelines for the exchange of small business courtesies such as gifts, moderate meals, and entertainment. Business partners may not offer or accept anything of value from business partners, third parties or vendors to obtain unfair business advantages. Any gifts or entertainment must comply with applicable laws and regulations.

### *Export Controls and Trade Sanctions*

Business partners must comply with all trade rules, sanctions, and export control regulations applicable to their business and provide accurate and truthful information to Aftermarket Parts, customs, and other authorities when required.

### *Money Laundering/Financing of Criminal Activity*

Business partners shall avoid and not facilitate money laundering or the financing of criminal activity, including terrorism. Business partners shall take steps to prevent inadvertent use of business resources for these purposes and shall be watchful for unusual or suspicious activities or transactions. These may include attempted payments in cash or from unusual financing sources, arrangements that involve the transfer of funds to or from countries or entities not related to the transaction or customer, unusually complex deals that do not reflect a real business purpose or attempts to evade recordkeeping or reporting requirements.

Business partners shall comply with applicable anti-money laundering and antiterrorism laws.



## REPORTING VIOLATIONS

Business partners shall encourage and provide means for their employees to report concerns, complaints or potentially unlawful activities in the workplace without threat of reprisal, intimidation or harassment. Any report received should be treated in a confidential manner. Suppliers shall appropriately investigate such reports and take corrective action if needed.

Business partners shall provide an anonymous complaint mechanism for managers and workers to report workplace grievances. Business partners shall protect whistleblower confidentiality and prohibit retaliation against any worker who has, in good faith, reported violations or questionable behavior.

## NONCOMPLIANCE

Part of conducting business with Aftermarket Parts includes compliance with our Business Partner Code of Conduct. Upholding the highest standards of ethical business conduct is a shared responsibility. It is the responsibility of our business partners to ensure that its representatives understand and comply with our Business Partner Code of Conduct. Our Business Partner Code of Conduct shall not be deemed exhaustive. We have the right to terminate business with a business partner who fails to adhere to our Business Partner Code of Conduct. If it is determined a business partner does not adhere to our Business Partner Code of Conduct, they must correct their actions to ensure compliance.

***Any concerns, reports, or inquiries from business partners can be directed to our Speak Up Line:***

<https://vvg.ethicspoint.com>  
U.S.: 1-833-256-5867