



Code of Conduct

NOVADAN®

Supplier Code of Conduct

Dear Novadan Supplier,

Novadan has built a reputation of honesty, integrity and fairness by conducting our business according to the highest ethical standards. The Novadan Code of Conduct embody these core values and reflect Novadan's commitment to operate with the highest level of integrity, while demonstrating respect for human rights at Novadan and throughout its supply chain. As part of this commitment, Novadan requires our business partners and suppliers to share in these same core values and business practices. Suppliers must comply with applicable laws, rules and regulations (collectively, "Laws") in all countries where Novadan and its affiliates conduct business.



WE DO NOT TOLERATE INHUMANE TREATMENT:

Suppliers must treat all workers with dignity and respect. Suppliers must not subject workers to, or threaten to subject workers to, harsh and inhumane treatment, including but not limited to sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse. Disciplinary policies and procedures related to this requirement shall be clearly communicated to workers. Where supplier provides housing for workers, housing must comply with applicable housing and safety standards. All workers must be given accurate work agreements in a language understood by the worker.



WE PROTECT SAFETY AND WELL-BEING IN THE WORKPLACE:

Suppliers should strive to promote improved health and safety in conducting their businesses. Suppliers must provide workers with a safe and healthy work environment, provide necessary medical treatment and implement corrective actions to eliminate causes of injury. Suppliers must also ensure that their employees, affiliates, agents or other representatives comply with Novadan policies and applicable site requirements while on-site at any Novadan location or at a Novadan customer location on behalf of Novadan.



WE RESPECT WORKERS' RIGHTS:

Suppliers must respect workers' rights to associate freely and in compliance with applicable Laws, without discrimination, intimidation or harassment, as well as respect the right of workers to refrain from such activities. Workers and/or their representatives should be able to openly communicate and share ideas and concerns with management regarding working conditions and management practices without fear of discrimination, intimidation or harassment.



WE PROHIBIT DISCRIMINATION, HARASSMENT AND RETALIATION:

Novadan expects Suppliers to treat their employees with respect and dignity and to refrain from any unlawful harassment and discrimination. Suppliers will not discriminate against any person because of their race, color, gender, religion, ethnicity or national origin, age, disability or other medical condition, sexual orientation, gender identity, genetic information, pregnancy, marital status, veteran status, political affiliation, union membership or any other basis protected by applicable Laws.



WE COMPETE FAIRLY:

Suppliers are expected to deal fairly with Novadan employees and representatives as well as Supplier's and Novadan's other business partners. Suppliers should not take unfair advantage through manipulation, concealment, abuse, misrepresentation of material facts or any other unfair dealing. Suppliers will not engage in collusive bidding, price fixing, price discrimination or other unfair trade practices in violation of applicable antitrust and competition Laws. Suppliers will uphold fair business standards in advertising, sales and competition.



WE DO NOT UTILIZE CHILD LABOR:

Suppliers will not directly or indirectly employ workers that are younger than the applicable minimum age specified by applicable Laws. Under no circumstances shall a Supplier employ any worker under the age of 15. Additionally, workers under the age of 18 may not be required to perform work that may be hazardous to their health or safety.



WE DO NOT UTILIZE FORCED LABOR:

Suppliers will not utilize or source products or services from entities associated with forced, bonded, indentured, involuntary or exploitative prison, trafficked or slave labor. Involuntary labor includes transporting, harboring, recruiting, transferring, receiving or employing persons by means of threat, force, coercion, abduction or fraud for labor or services. All work must be voluntary and workers shall be free to terminate their employment at any time. There shall be no unreasonable restrictions on entering, exiting or movement within company-provided facilities. Suppliers must not withhold worker identity or immigration documents and must not charge workers or potential workers recruitment fees. Suppliers must provide return transportation at the end of their work period if workers were brought to the country for the purpose of work for their organization.



WE COMPLY WITH EMPLOYMENT LAWS:

Suppliers must comply with all applicable wage and hour Laws, including those relating to minimum wage, overtime hours and other elements of compensation, and must provide all legally mandated benefits. Suppliers will not require employees to work more than the maximum number of hours permitted under applicable Laws. For each pay period, Suppliers shall provide workers with a timely and comprehensible wage statement that includes enough information to enable workers to verify that they have received accurate compensation for work performed. All suppliers must comply with their country's labor law legislation.



WE COMPLY WITH ENVIRONMENTAL LAWS:

Suppliers should strive to be more "eco-efficient" in conducting their businesses, which means striving to create more environmentally efficient product and services while using fewer resources and creating less waste and pollution. Suppliers must reduce their impact on the environment through the conservation of natural resources, reduced energy consumption and GHG emissions, reduced waste and responsible chemical management.



WE PROTECT TRADE SECRETS:

In addition to protecting Novadan's assets and information, suppliers must respect and refrain from infringing upon the intellectual property rights of others, including patents, trademarks, copyrights and other proprietary rights.



WE COMPLY WITH INTERNATIONAL TRADE LAWS:

Suppliers must comply with all export/import Laws, including all applicable labeling requirements, customs duty requirements and other Laws applicable to their international business activities.



WE DO NOT MAKE IMPROPER PAYMENTS OR GIFTS:

Suppliers should work against corruption in all its forms and are prohibited from engaging in extortion, embezzlement and other corrupt activities. Suppliers must comply with all applicable anti-corruption Laws of the countries in which they operate, such as the U.S. Foreign Corrupt Practices Act, and, as applicable, the UK Anti-Bribery Act, the OECD Anti-Bribery Convention and any other international anti-corruption conventions. Suppliers will not offer or accept bribes or employ other means to obtain an undue or improper advantage. Paying or facilitating the payment of bribes, kickbacks and similar payments to government officials or to Novadan employees or agents acting on Novadan's behalf is prohibited. Suppliers may not offer gifts of more than minimal value or lavish entertainment to Novadan employees. When business meals and entertainment are appropriate to further a legitimate business purpose, any associated expenses may not be extravagant in nature.



WE SAFEGUARD NOVADAN'S CONFIDENTIAL INFORMATION:

Suppliers must protect the Confidential Information entrusted to them by Novadan and its affiliates, customers or suppliers. Confidential Information may only be used and disclosed in a manner authorized by Novadan. "Confidential Information" includes any business information of Novadan or its affiliates, customers or suppliers that is not generally known to the public.



WE REQUIRE COMPLIANCE WITH THE SUPPLIER CODE OF CONDUCT:

Suppliers must establish and maintain a process for ensuring compliance with the Novadan Supplier Code of Conduct. This includes communicating the requirements of this Code to all employees, affiliates, distributors, subcontractors, agents and other representatives of the Supplier who provide products or services to Novadan or to Novadan's customers on behalf of Novadan. Suppliers must maintain all documentation necessary to demonstrate compliance with the Novadan Supplier Code of Conduct. Upon Novadan's request, Suppliers should be prepared to provide Novadan or its affiliates access to such documentation.



WE SOURCE OUR MATERIALS RESPONSIBLY:

Pursuant to its Responsible Materials Policy, Novadan is committed to the responsible sourcing of materials and expects the same commitment from its Suppliers. Suppliers shall also take such necessary actions and provide such additional information concerning the materials for which information is requested in the format requested by Novadan as may be necessary in order (1) for Novadan to comply with applicable Laws and (2) to demonstrate compliance by the Supplier with Novadan's policies and procedures, including those relating to responsible sourcing.

This Supplier Code of Conduct may be updated by Novadan from time to time. All references herein to the Novadan Supplier Code of Conduct refer to the most current version of this Supplier Code of Conduct, available at www.novadan.dk.

Any violation of the Novadan Supplier Code of Conduct may result in immediate termination of the Supplier's relationship with Novadan.

Supplier confirms by signature below that Supplier complies with the Novadan Supplier Code of Conduct:

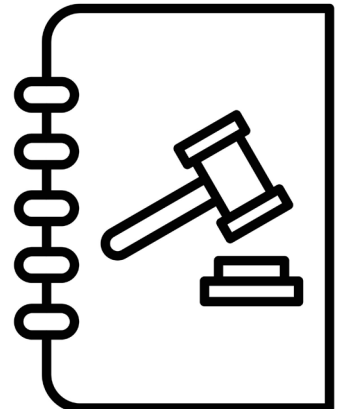
Supplier Signature _____

Supplier Name _____

Supplier Representative Name and Title _____

Date _____

Please return the formular with signature to purchase@novadan.dk



Novadan is part of the US-owned group: ITW (Illinois Tool Work Inc.). ITW is a Fortune 200 company with more than 600 decentralized companies and 46,000 employees in 51 countries.

NOVADAN®

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