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CORPORATE POLICY	Number: 2.10	Effective Date: 09/01/2021	Revision: O
Title: BUSINESS ETHICS AND STANDARDS OF CONDUCT POLICY		Approved By: Mary Pat Pearson	Revision Date: 09/07/2021
		Section: II. Corporate Responsibility	Dated Issued: 09/07/2021

Policy

1.0 Purpose:

- 1.1 The purpose of this policy is to establish the guidelines to be used by employees of Quadion LLC and its operating divisions for ethical decision making in all areas of our business.
- 1.2 It is Quadion policy that all of the business of the company be conducted according to the highest ethical standards. In support of this stated policy, a set of Business Ethics and Standards of Conduct is essential for Quadion to prosper and receive the desired trust and respect of customers, suppliers, competitors, co-workers and communities. This policy statement sets forth guidelines so that we may evaluate situations in a consistent manner and arrive at uniform decisions. The underlying principles of these standards are based on good judgment, common sense, courtesy and standard moral codes that are essential for us to govern our official conduct in a manner designed to reflect Quadion most favorably within the community at large.
- 1.3 Quadion has always sought to conduct its business with honesty and integrity and in accordance with high moral, ethical and legal standards. These are the standards to which all Quadion employees are expected to adhere and the standards by which they must judge their own conduct and that of their organization. It will continue to be the policy of Quadion to comply with all applicable legal requirements and high ethical standards in the United States and each country in which we conduct business.

2.0 Scope:

All operating divisions are covered by this policy.

3.0 Reference:

Corporate Responsibility section of Quadion Policy and Procedure Manual, relevant sections of the Quadion Human Resources and Finance Policies and Procedures and Quadion's Employee Handbook/Guide.

4.0 Responsibilities

- 4.1 The Chief Executive Officer of Quadion LLC is responsible for ensuring that this policy and procedure are followed.
- 4.2 Each division head is responsible for communicating and implementing this policy within their division.
- 4.3 Each Leadership Team member and Plant Manager is responsible for communicating and implementing this policy within their department(s).
- 4.4 Each employee must comply with this policy as defined by the Standards of Conduct at all times. It is the duty of every employee of Quadion to conduct work in compliance with this policy and to report - without fear of retribution for reporting - immediately any violations, internal or otherwise.

Violation of this policy will be considered as grounds for disciplinary action which may include termination of employment.

5.0 General

5.1 Honesty

To be honest in our public statements, advertising and publicity; to avoid misrepresentation in our business dealings, and to avoid personal gain at the expense of the company, recognizing that permanent business relations can be maintained only within the context of honesty and fair dealings.

GUIDELINES

Any information issued to customers, vendors, co-workers, or the public at large should not knowingly contain inaccuracies nor should information be intentionally presented in a manner designed to misrepresent our products when selling, our needs when buying or any other aspect of our business. We should make estimates and projections in which we supply reasonably based on available facts and logical assumptions, being careful to neither penalize the company through excessive conservatism or take undue advantage of those with whom we deal by excessive optimism. Information for the public disclosure outside the company will be reviewed and approved by the division head and CEO. Unauthorized use or stealing of company property, equipment or supplies is specifically prohibited.

5.2 Promises

To respect our obligation as individuals and as a company and neither express nor imply any promise of performance that we cannot reasonably expect to fulfill.

GUIDELINES

As individuals we are required to make estimates of, and commitments on performance to our customers, suppliers, and other business partners or to our co-workers in support of our corporate commitments. Such estimates and commitments should always be made with the expectation that they will be achieved. It is only through a high level of performance against these commitments that we as individuals and Quadion as a company can maintain a successful

image of accomplishment in the business community

5.3 **Pricing**

To meet our competition squarely in the marketplace. To refrain from unfair practices which might disrupt the free flow of trade and competition.

GUIDELINES

It is unethical and illegal to collaborate with competitors or their representatives for the purposes of establishing or maintaining prices at any particular level or to collaborate with them in any way in the restraint of trade. Quadion prohibits discussion of prices with competitors or disclosing prices to any outside source at any time except for legitimate sales or purchase purposes. The privacy of the methods used to establish prices, terms, and conditions of sale should be maintained without exception.

It is unethical and illegal to lessen competition through the discrimination in price between different purchasers of goods of like quality or grade, except where such differentials reflect actual and demonstrable differences in the cost of manufacture, sale or delivery. The customer must be confident that they can purchase Quadion parts at the same price as others that purchase the same parts in like quantities under similar conditions.

5.4 **Business Courtesies (Gifts, Meals, Travel, and Entertainment)**

To not provide or accept excessive gifts or entertainment when the real or perceived intent or effect is to prejudice the recipient in favor of the donor as against legitimate competition.

GUIDELINES

A “business courtesy” is something of value that is provided to customers and potential customers as a means of developing a legitimate relationship with that customer. This includes meals, entertainment, payment of travel expenses, and modest gifts.

Quadion recognizes that the exchange of business courtesies, when used appropriately, can help strengthen existing relationships, foster new opportunities, and convey respect and appreciation for business partners. However, we must take care to ensure that the provision of business courtesies does not constitute – or does not appear to constitute – a corrupt payment to individuals, including foreign officials. Only legitimate and reasonable business courtesies may be extended by Quadion employees to customers and business partners.

Quadion employees shall not give or accept money, gifts, or favors – regardless of the amount – where the intent or effect is to unduly influence a business decision or to gain an improper business advantage. Because some of Quadion’s customers and potential customers are governmental entities or state-owned companies, business courtesies to these customers may implicate both U.S. laws and local anti-corruption laws.

Business courtesies may only be offered when all of the following criteria are met: (i) the offer of the business courtesy is not contrary to any law, regulation, or policy, including the policy of the customer; (ii) the business courtesy is of modest value, reasonable in scope, and not given or received in expectation of, or as an award for, obtaining or retaining business; and (iii) the cost of the business courtesy is approved, properly and accurately reflected on the Company’s books and records, and complies with applicable Company reimbursement policies.

Quadion employees may not accept or provide business courtesies with a value exceeding \$100.00 without obtaining prior approval from the division head. The staff member and division head will approve accepting or giving customer trips, where Quadion employees and customers jointly conduct business and socialize. All types of business entertainment given and received will be reasonable in scope, and the employee(s) and customer/vendor employees should attend events together.

Under no circumstances shall Quadion employees solicit or attempt to solicit any gift or favor of any amount or thing of value from anyone doing or attempting to do business with Quadion.

Please refer to Quadion's *Anti-Bribery and Anti-Corruption Compliance Policy* for further guidance on the provision or receipt of business courtesies.

5.5 **Bribes**

To not give or receive bribes in any form or in any amount and to prevent any unlawful or improper use of company funds or assets; to expose bribery or attempted bribery, or any other unlawful or improper use of Company funds, whenever encountered.

GUIDELINES

Bribery is a criminal offense in most countries in which Quadion operates, and penalties for violations can be severe, including substantial fines and imprisonment for individuals.

The Foreign Corrupt Practices Act ("FCPA") is a U.S. criminal law that prohibits bribery and the giving of anything of value to foreign officials to obtain or retain business. Specifically, the FCPA prohibits offering, paying, promising to pay, or authorizing the payment of money or anything else of value to a foreign official in order to influence any act or decision of the foreign official in his or her official capacity or to secure any other improper advantage in order to obtain or retain business. U.S. companies can be liable under the FCPA for failing to prevent such acts by its employees or by third parties acting on its behalf, no matter in which country the act takes place.

The FCPA also requires Quadion, including its employees and subsidiaries (U.S. and international), to keep books, records, and accounts in reasonable detail so that they accurately reflect the transactions undertaken and to maintain a system of internal accounting controls sufficient to provide reasonable assurance that transactions are recorded properly and executed as authorized by management.

Quadion's anti-bribery policy can be summarized in three points: (i) we never pay or accept bribes to get business; (ii) we never give anything of value to foreign officials to influence their decision making; and (iii) we record our transaction accurately. This policy applies to all directors, officers, employees, and independent contractors of Quadion, and all third parties acting on behalf of Quadion, such as distributors, agents, representatives, consultants, and other business partners.

Any potential violations of this Policy should be immediately reported to management or, alternatively, may be reported anonymously through Quadion's Compliance Hotline. Please refer to Quadion's *Anti-Bribery and Anti-Corruption Compliance Policy* for further guidance on the FCPA and prohibited activities.

5.6 **Reporting**

To not make or authorize false or artificial entries on the books, record or reports of the company and to report any false or artificial entry or any failure to record accurately funds or assets of the company whenever encountered. To prohibit and actively prevent money laundering and any activity that facilitates money laundering.

GUIDELINES

The law requires that a company's record keeping and internal accounting controls provide reasonable assurances that specified objectives are met relating to authorization and recording of transactions, restrictions of access to company assets and substantiation of recorded balances.

Quadion's Accounting Departments are responsible for making certain that the true identity of

business partners (customers and suppliers) and the origin of proceeds are identified. Each division has a record retention program that meets corporate requirements.

Each Quadion employee at the management level and in the accounting function should assume responsibility for making certain that the records keeping systems in his area are adequate to accomplish their intended purpose and that such systems are being utilized properly. Even where no improper activities have occurred, improper record keeping may give rise to suspicions that something improper has taken place. All travel and expense claims submitted must be accurate and in accordance with the Quadion Business Expense and Travel Policy.

5.7 **Conflicts**

To avoid any real or potential conflicts of interest; to disclose any ownership or financial interest in any other organization with which the company is doing business or with which it is in competition which might adversely, or appear adversely, to influence our judgment in meeting our responsibilities..

GUIDELINES

No Quadion employee shall, either directly or indirectly maintain any outside business or financial interest, or engage in any outside business or financial activity, or holding second job which conflicts or appears to conflict with the interests of Quadion or which interferes with his ability to discharge fully his responsibilities and duties with Quadion.

All employees are required to disclose in writing to the division head any ownership or other financial interest they may have in any organization with which the company does business or with which it competes in order that a determination may be made as to whether there is any conflict of interest. All employees are required to provide notification to their supervisor if they hold second jobs outside of the company in accordance with Quadion's Outside Employment practice, which is outlined in the Employee Handbook/Guide.

This policy shall not be construed to restrict investment or require disclosure of any investment by an employee in stock or any other security of any company listed on a national or local securities exchange or regularly traded by registered national or local securities dealers.

5.8 **Confidentiality**

To ensure that information received in confidence for the conduct of business is not used for personal gain and to divulge no such information with the intent of giving or receiving an unfair advantage in a personal or competitive business transaction.

GUIDELINES

Insider Information - In the normal course of business Quadion employees receive information concerning the company that is confidential in nature and not generally known to the public or to others in the company. If such information becomes known to the employee and is "material", then the employee has a legal and ethical responsibility not to divulge such information to either internal or external personnel and it must not be used for personal gain.

Proprietary Information - In accordance with the Quadion LLC Proprietary Information Agreement (attached) all employees of Quadion have to one degree or another access to proprietary information or trade secrets which, if disclosed to outside business interests, or others inside the company, would be detrimental to the company. Examples of these are business, research and new product plans; divisional and product sales, profits, and pricing information; yield, designs, employee compensation, benefits, or other personal matters, methods and systems; employee rosters; customer and vendor lists and detailed information regarding customer requirements, business practices, and plans. Trade secrets include technical information and data relating to the business of the company, its customers, or affiliates which the company retains in

confidence and is not generally available outside the company.

Copyrighted information - Reproducing, distributing or altering copyrighted material without permission of the copywriter or authorized agents is forbidden. Examples of copyrighted information include computer software, books, audio and videotapes, journals and magazines.

5.9 **Equal Opportunity**

To recognize the dignity of all people, to be impartial in our relationships with others; to pursue in good faith our responsibilities to offer equal opportunity in business and a productive work environment to all people.

GUIDELINES

In the United States, national laws and regulations require all employers to provide equal employment opportunity on the basis of qualification and merit, without regard to race, color, creed, religion, national origin, sex, marital status, status with regard to public assistance, disability, age, sexual orientation, gender identity, or status as a protected veteran (ie; disabled veteran, Armed Forces service medal veteran, recently separated veteran, or other veteran who served during a war, or in a campaign or expedition for which a campaign badge has been authorized) except where sex is a bona fide occupational qualification.

In addition to Quadion's Equal Opportunity Policy opposing unlawful discrimination in the workplace is Quadion's Prohibited Harassment Policy providing for absolute prohibition of illegal harassment. Quadion policy, philosophy and federal law forbid harassment of any employee by any other employee. Sexual harassment includes, but is not limited to, unwelcome sexual advances, requests for sexual favors, and other verbal or physical contact of a sexual nature when such conduct is made explicitly or implicitly a condition of employment.

Employees are specifically reminded of the company rule prohibiting the posting of material on company walls, bulletin boards and other workplaces without permission, and improper communication of material via e-mail as stated in the Non-Solicitation and Technology & Communications policies.

Harassment based on membership in a protected class is also strictly prohibited. It includes name-calling or derogatory comments based upon a person's status as a member of a protected class, displaying posters or cartoons which demean or offend a particular protected class, explicitly racist remarks, threatening, abusive or assaultive behavior directed against someone because of his/her protected class, or any other unwelcome harassment directed at someone because of his/her membership in a protected class.

In locations outside the United States, the legislation will vary from that found in the various state and federal regulations. Quadion shall comply with any applicable legislation and shall ensure that a progressive, productive and harassment-free workplace is provided.

5.10 **Safety and Health**

Management at each Quadion location shall provide safe and healthful working conditions for all employees at that location and shall establish practices and procedures to assure that work is conducted in such a manner as to continue such conditions and provide for minimal adverse impact on the air water and land.

GUIDELINES

The United States Occupational Safety and Health Act (OSHA) is comprehensive American legislation regarding employee safety and health standards. Each United States facility is responsible for complying with provisions of this Act (including applicable hazard communication ("right-to-know") requirements), as well as the Quadion Safety and Health Policy.

To provide overall coordination, the Quadion Safety Director maintains central records relative to OSHA matters. Each division should advise the Quadion Safety Director of all OSHA inspections (federal, state and local) all studies relating to safety and health programs, all complaints or proposed complaints related to OSHA, all proposed settlements, and all reports prepared for government agency on OSHA matters.

In locations outside the United States there may or may not be legislation similar to OSHA and the Environmental Protection Act. Quadion shall comply with any applicable legislation and shall ensure that safe and healthful working conditions are provided for all employees at all Quadion locations.

5.11 **Human Rights**

To prevent unlawful use of child labor, forced labor, or other similarly exploitive practices, and support the principles as described in the United Nations' Universal Declaration on Human Rights and the International Labour Organization's (ILO) Declaration on Fundamental Principles and Rights at Work.

GUIDELINES

Child Labor: The use of exploitative child labor is prohibited. Employment of young workers under the age of 18 is not allowed within company operations.

Forced Labor and Human Trafficking : The use of all forms of forced labor is prohibited, including prison labor, indentured labor, bonded labor, slave labor, and any form of human trafficking.

6.0 Procedure

To ensure the proper distribution and understanding of this policy, the following implementation action will be taken:

- 6.1 A copy of this policy will be provided to each staff, manager and salaried (office) employee of Quadion and to such others as may be specified by management.
- 6.2 For current employees, each Supervisor will review the contents of this policy with reporting employees to ensure understanding. For new employee, the Human Resources Representative will review the contents of this policy during orientation.
- 6.3 Upon completion of the review, the Supervisor or Human Resources Representative will obtain a signed Statement of Understanding from all salaried (office) and others as specified (Attachment). Employees in "sensitive" positions will be required to sign an Affirmation of Standards of Conduct (Attachment). These employees are Staff, Managers and Sales Representatives.
- 6.4 All Executive Staff, Managers and salaried (office) employees will be required to sign the Proprietary Information Agreement (Attachment). Effective with the date of this policy all new employees, including salaried and hourly production will be required to sign the Proprietary Information Agreement.
- 6.5 Executed forms will be recorded electronically or forwarded to Human Resources to be placed in the Employee's File in a timely manner. The implementation procedure will be documented as part of the employment and orientation process for all new hires that fall in the covered groups.

7.0 Attachments

Statement of Understanding:



stmt of understanding 2016.doc

Affirmation:



affirmation - std of conduct 2016_dec.doc

Proprietary Information:



Proprietary Information 20210706.docx
