

# Supplier Code of Conduct

This Supplier Code of Conduct (“Code of Conduct”) applies to all suppliers (“Suppliers”) who provide services and goods to MacLean Power Systems, or any of its subsidiaries. Suppliers must be committed to the highest standards of ethical conduct when dealing with employees, other suppliers and customers. This Code of Conduct sets forth the basic requirements that all suppliers must comply with to do business with MacLean Power Systems. If MacLean Power Systems believes that any Supplier has violated this Code of Conduct, MacLean Power Systems has the right to terminate its business relationship with the Supplier and to proceed to secure all other rights and remedies available to it. MacLean Power Systems reserves the right to reasonably change the requirements of the Code of Conduct and, in such an event, expects the Supplier to accept such reasonable changes.

## 1. Compliance with Laws and MacLean Power Systems Policies:

Suppliers must fully comply with all applicable national and/or local laws and regulations and MacLean Power Systems policies. To the extent that MacLean Power Systems policies impose a higher standard than what is required by applicable national and/or local laws and regulations on its Suppliers, such higher standard will prevail.

## 2. Forced Labor:

Suppliers shall not use any form of forced, bonded, indentured, trafficked, slave or prison labor, except for government approved programs that utilize convicts or prisoners on parole, supervised release or on probation or in any penal or reformatory institution. All work must be voluntary and workers shall be free to leave work or terminate their employment with reasonable notice. All workers must not be required to surrender any government-issued identification, passports or work permits as a condition of employment.

## 3. Child Labor:

Child labor is strictly prohibited. The minimum age for employment shall be the higher of 16 years of age, the minimum age for employment in that country or the minimum age for completing compulsory education in the country of manufacture.

## 4. Compensation:

Suppliers shall pay all workers at least the minimum wage and benefits required by applicable laws and regulations. Workers shall be compensated for overtime hours at the premium rate required by applicable laws and regulations.

## 5. Freedom of Association:

Suppliers must respect the rights of all employees to lawfully associate or not to associate with groups of their choosing, as long as such groups are permitted by law. Suppliers should not unlawfully interfere with, obstruct or prevent legitimate, lawful employee associations and related activities.

## 6. Employment Practices:

Suppliers must have hiring practices that accurately verify age and ability to work legally.

## 7. Acceptance of Gifts and Benefits:

MacLean Power Systems prohibits giving or accepting gifts or entertainment exceeding nominal value to or from any of its Suppliers unless applicable law prohibits the giving or accepting of gifts or entertainment of nominal value. This applies to MacLean Power Systems employees, agents, contractors, and each of their immediate family members. The following types of gifts and entertainment may never be offered, regardless of value: cash or cash equivalents (i.e. gift cards); any gifts that are or could be illegal; any gifts or entertainment (including meals, transportation and travel accommodations) offered in connection with an inspection, audit, during a bidding process involving the Supplier, or to a MacLean Power Systems agent or consultant working on behalf of MacLean Power Systems. This policy does not change during traditional gift-giving seasons.

## 8. Conflict Minerals:

MacLean Power Systems requires that Suppliers adhere to the Company's Minerals Policy Statement, which is accessible at [macleanpower.com](http://macleanpower.com). Supplier shall not provide goods to MacLean Power Systems that contain "Conflict Minerals" (i.e., cassiterite (tin), columbite-tantalite (a/k/a coltan) (tantalum), gold, or wolframite (tungsten), which are sourced from the Democratic Republic of the Congo or an adjoining country, including Angola, Burundi, Central African Republic, Republic of the Congo, Rwanda, South Sudan, Tanzania, Uganda and Zambia (collectively and with the Democratic Republic of the Congo, the "Covered Countries"). Suppliers shall have programs in place that satisfy this requirement, and part of such programs shall include maintenance.

## 9. Health and Safety:

Suppliers shall provide all workers with a safe work environment and shall provide all workers with appropriate personal protective equipment and workplace health and safety information and training.

## 10. Environment:

Suppliers must comply with all national and local environmental laws applicable to air emissions, waste handling and disposal, water use, wastewater discharges, and hazardous and toxic substances. Suppliers shall also validate and maintain records demonstrating that source materials were harvested in accordance with all international treaties in addition to national and local laws.

## 11. Conflicts of Interest:

Suppliers shall not engage in any activity with an employee of MacLean Power Systems which could create a real or perceived conflict of interest.

## 12. Subcontractors:

If permitted by the terms of its agreement with MacLean Power Systems, Suppliers shall not retain any Subcontractors without a thorough documented examination of the Subcontractors' person, reputation and integrity. In addition, Suppliers shall not retain any Subcontractors in connection with their provision of services or goods to MacLean Power Systems unless the Subcontractors comply with the Code of Conduct. Suppliers must remain responsible for ensuring that their Subcontractors comply with the Code of Conduct.

## 13. Anti-Corruptions:

MacLean Power Systems requires that Suppliers adhere to the Company's Anti-Corruption Policy. Suppliers must not tolerate, permit, or engage in bribery, corruption or unethical practices whether in dealings with public officials or individuals in the private sectors. Suppliers must conduct business in compliance with all applicable laws and shall avoid engaging in any activity which could be deemed a corrupt and/or unethical practice. Suppliers must maintain integrity, transparency and accuracy in all records of matters relating to their business with MacLean Power Systems. For the purpose of obtaining or retaining business for the benefit of MacLean Power Systems, Suppliers must not make or receive, offer to make or receive, or cause another to make or receive, payments or anything of value, to or from any public or private officials.

## 14. Confidentiality and Intellectual Property:

All Suppliers and their representatives are expected to maintain the confidentiality of information entrusted to them by MacLean Power Systems or its customers. Suppliers must respect and protect MacLean Power Systems intellectual property rights and maintain the confidentiality of trade secrets and other MacLean Power Systems proprietary information which includes any information that is nonpublic or not easily obtained or determined. Supplier shall not use stolen or misappropriated technology.

## 15. Monitoring and Enforcement:

MacLean Power Systems, by itself or with the assistance of a third party, will take affirmative measures, such as announced and unannounced inspections of production facilities, to ensure compliance with this Code of Conduct. Suppliers must maintain all documents to demonstrate compliance with this Code of Conduct and shall make such documents available to MacLean Power Systems upon request.

## 16. Whistleblower Protection

Suppliers shall create programs to ensure the protection of worker whistleblower confidentiality and prohibit retaliation against workers who participate in such programs in good faith or refuse an order that is in violation of the Code of Conduct. Suppliers shall provide an anonymous complaint mechanism for workers to report workplace grievances and Code of Conduct violations in accordance with local laws and regulations. Violations of MacLean Power Systems Code of Conduct can be reported confidentially in a local language.

To report suspected violations of the MacLean Power Systems Supplier Code of Conduct, please contact MacLean Power Systems through one of the following means:

- » Via the internet: [www.MyComplianceReport.com](http://www.MyComplianceReport.com)  
Use access ID: MCLPS
- » Via the telephone: 1-888-203-9234