
Clean Air Group™

Business Ethics Policies

Gift and Entertainment Policy

Accepting Gifts (Non-Governmental Officials)

Clean Air Group (the “Company”) recognizes that it is customary for some of its suppliers, customers and other business associates to occasionally give small gifts to those with whom they do business. It is important, however, that these gifts do not affect an employee’s business judgment, or give the appearance that judgment may be affected. Accordingly, the Company and its employees must be very careful when it comes to accepting gifts. As a general rule, Company employees may accept gifts from suppliers, customers, or other business associates, provided the gift:

- Does not create the appearance (or an implied obligation) that the gift giver is entitled to preferential treatment, an award of business or better pricing;
- Would not embarrass the Company or the gift giver if disclosed publicly;
- Has a retail value of \$100 US Dollars (“USD”) or less; and
- Does not exceed any specific limits established by local management.

If the business gift received by a Company employee does not meet the above criteria and it is impractical or offensive to return the gift, it must be reported to the employee’s supervisor and disclosed in the Conflict of Interest Form.

The following gifts are never appropriate:

- Gifts of cash or cash equivalent (such as a gift card or gift certificate);
- Gifts prohibited by law, including local law;
- Gifts given as a bribe, payoff, or kickback (e.g., in order to obtain or retain business, or to secure an improper advantage, such as securing a bid);
- Gifts the recipient knows are prohibited by the gift giver’s organization; and
- Gifts given in the form of services or other non-cash benefits (e.g., the promise of employment).

Supervisors and employees are responsible for assuring strict adherence to Company policies on business gifts.

For any 12-month period, the cumulative annual value of all gifts an employee may receive from any one gift giver cannot exceed \$250 USD unless disclosed in the Company’s Conflict of Interest Form and approved by the employee’s supervisor.

Employees who receive a gift at an event of ceremonial nature (e.g. a customer outing or a commemoration of a business transaction) that might not be appropriate under these guidelines, but impractical or offensive to refuse, may accept the gift and must report it to their supervisor utilizing the Conflict of Interest Form.

Aside from these restrictions, additional limitations apply to employees who have direct purchasing responsibilities. This includes all employees involved in purchasing in any business unit. Such employees may accept only (a) beverages, snacks, and meals served during business meetings held at the facilities of subcontractors, vendors, or suppliers, (b) business meals when in travel status, (c) promotional or advertising items with a retail value of \$25 or less, such as calendars or writing pads, and (d) any other gift, entertainment or other gratuity if reported on the Conflict of Interest Form and approved by the applicable supervisor.

Giving Gifts (Non-Governmental Officials)

Occasionally, offering gifts to third parties may be appropriate to strengthen relationships or comply with local customs. Accordingly, the Company permits such gifts, provided they comply with these guidelines. Specifically, Company employees may offer gifts to suppliers, customers or other business associates for legitimate business purposes, such as building goodwill and strengthening working relationships, provided that gift:

- Has a retail value of \$100 USD or less;
- Would not embarrass the Company or the recipient if disclosed publicly;
- Does not exceed any specific limits established by local management.

The following gifts are never appropriate:

- Gifts of cash or cash equivalent (such as gift cards or gift certificates);
- Gifts that are prohibited by local law;
- Gifts that are bribes, payoffs, or kickbacks (e.g., gifts given in order to obtain or retain business, or to secure an improper advantage);
- Gifts the gift giver knows are prohibited by the recipient's organization;
- Gifts given in the form of services or other non-cash benefits (e.g., the promise of employment);
and
- Gifts to family members of customers, suppliers, or other business associates.

For any 12-month period, the cumulative annual value of all gifts an employee may provide to any one recipient cannot exceed \$250 USD unless disclosed in the Conflict of Interest Form and approved by the employee's supervisor.

Employees are expected to exercise good judgment in offering gifts to suppliers, customers, or other business associates. Employees should talk to their supervisor and/or the Legal Department when in doubt as to whether an event, location or expenditure is appropriate.

Accepting Entertainment (Non-Governmental Officials)

Business entertainment (e.g. tickets to the theater or a sporting event) can play an important role in strengthening working relationships among business associates. Accordingly, Company employees may accept business entertainment offered for legitimate business purposes, such as building goodwill and enhancing relationships with customers or suppliers, provided that it complies with these guidelines. Specifically, accepting entertainment from Company business associates is permitted only if such entertainment:

1. Complies with Company travel and expense guidelines;
2. Is infrequent;
3. Is not given as a bribe, payoff, or kickback (e.g., in order to obtain or retain business, or to secure an improper advantage);
4. Has a retail value of \$250 USD or less (e.g. tickets to a theater or a sporting event);
5. Does not create the appearance (or an implied obligation) that the gift giver is entitled to preferential treatment;
6. Is in good taste and occurs at a business appropriate venue;
7. Is reasonable and appropriate in the context of the business occasion;
8. Would not influence, or appear to influence, the employee's ability to act in the best interest of the Company; and
9. Complies with any specific limits established by Company management.

For the purpose of measuring value, the \$250 USD limit will be applied to each person separately, but the value of a function will be aggregated for each person. For example, cocktails, dinner, and theater on the same evening are considered a single function. Subject to the above nine conditions, for any 12-month period, the cumulative annual value of entertainment that an employee may accept from any one business associate or firm is \$500 USD.

The following is never appropriate:

- Entertainment that can be viewed as excessive by an objective third party;
- “Adult” entertainment, defined as nightclub type entertainment that includes shows or other activities with an overtly sexual content (e.g. topless bars, strip clubs, etc.);
- Entertainment that the host knows the recipient is not permitted to accept; and
- Entertainment that is otherwise prohibited by local management.

Note that these entertainment guidelines apply to situations in which the host is present. Tickets to sporting or cultural events provided to Company employees by business associates and not attended by the host are really “gifts,” and not “entertainment,” and should be viewed under the gift guidelines above.

Providing Entertainment (Non-Governmental Officials)

Business entertainment (e.g. tickets to the theater or a sporting event) can play an important role in strengthening of working relationships among business associates. Accordingly, the Company permits business entertainment when done for legitimate business purposes, such as building goodwill and enhancing relationships with customers or suppliers, provided that it complies with these guidelines. Specifically, entertaining business associates is permitted only if such entertainment:

1. Complies with Company travel and expense guidelines;
2. Is not a bribe, payoff, or kickback (e.g., in order to obtain or retain business, or to secure an improper advantage);
3. Has a retail value of \$250 USD or less (e.g. tickets to a theater or a sporting event);
4. Does not create the appearance that the Company is entitled to preferential treatment;
5. Is in good taste and occurs at a business appropriate venue;
6. Is reasonable and appropriate in the context of the business occasion;
7. Complies with any specific limits established by local management; and
8. Is not a violation of the policy of the recipient’s employer.

For the purpose of measuring value, the \$250 USD limit will be applied to each person separately, but the value of a function will be aggregated for each person. For example, cocktails, dinner, and theater on the same evening are considered a single function. Subject to the above eight conditions, for any 12-month period, the cumulative annual value of entertainment that an employee may provide to any one recipient or firm is \$500 USD, unless disclosed in the Conflict of Interest Form and approved by the employee’s supervisor.

The following is never appropriate:

- Entertainment that can be viewed as excessive by an objective third party;
- “Adult” entertainment, defined as nightclub type entertainment that includes shows or other activities with an overtly sexual content (e.g. topless bars, strip clubs, etc.);
- Entertainment that the host knows the recipient is not permitted to accept; and
- Entertainment that is otherwise prohibited by local management.

Note that these entertainment guidelines apply to situations in which Company employees are present. Tickets to sporting or cultural events provided by the Company to customers, suppliers or business associates at which Company employees are not present are really “gifts,” and not “entertainment,” and should be viewed under the gift guidelines above.

Giving Gifts (Governmental Officials)

Business relationship with governmental agencies and departments are tightly controlled by laws and regulations. In order to avoid even the appearance of impropriety, Company policy forbids offering or giving gifts to governmental officials and/or employees.

The term “governmental official” is a broad one. It includes all employees, at any level, of a governmental department or agency, whether executive, legislative or judicial. Officers and employees of companies under government ownership or control are also considered “governmental officials.” Thus, the term includes not only individuals such as elected officials, customs and tax inspectors and government procurement officials, but also the employees of state-owned enterprises.

Providing Entertainment (Governmental Officials)

As a general rule, Company employees should not offer to pay for the meals, entertainment, lodging, or travel expenses of any governmental employee or official. Furthermore, employees shall not offer or give, directly or indirectly, anything to a government employee who is a procurement official or who performs a procurement function except: (a) beverages at a business meeting (b) snacks for a business meeting where government employees in travel status are in attendance, and (c) promotional items displaying the company logo and having a truly nominal value, such as baseball caps or pads of paper.

CAG Gift and Entertainment Examples

A member of our marketing team is attending a training session, hosted by a supplier, to understand

a new item the supplier is launching. The supplier said that we will each receive a coupon for a free meal at a local restaurant worth \$125 USD. Can we accept the coupon?

Since the coupon has a retail value in excess of \$100 USD, it cannot be accepted. Politely decline the coupon and explain our gift policy to the supplier.

A consulting firm who I have been working with for several months has asked if I could attend a major league baseball game with them. While at the game, we plan on discussing the status of the project they have been working on. Should I accept the invitation, especially since it will give me an opportunity to discuss the status of the project in a more relaxed setting?

You can accept the invitation, but you need to 1) notify the consulting firm that you need to reimburse them, from personal funds, for the cost of the ticket if the retail price is in excess of \$250 USD, 2) consider the appropriateness of the cost of the ticket as a qualified business expense on your expense report. If you have any doubts, contact your supervisor or the Legal Department.

I am attending a business training session sponsored by a professional organization. Following the first day of training, the suppliers sponsoring the event are going to provide snacks and drinks at a reception for all attendees at the session. Can I go and have snacks and a drink?

Yes. Since the reception is open to all attendees, you're not being singled out as a representative of Clean Air Group.

A vendor has offered me floor-level seats to a popular sporting event. The vendor explains that he does not want anything in return; he cannot attend the event, and he does not want the seats to be wasted. The retail value of the tickets, however, does exceed the value limits established in the Company Gift and Entertainment Policy. Should I accept the seats?

Even if you do not believe that the gift was offered to gain any improper advantage, you must politely decline the tickets because the retail value of the tickets exceeds the value limits set forth in the Company Gift and Entertainment Policy.

A local governmental official has told you that her agency would like to do business with Clean Air

Group. However, she says there are certain “impediments” that could be removed if the Company agrees to fund a community investment. What she’s asking for is not expensive. Should you agree?

No. Gifts and favors that are provided to or on behalf of governmental officials with the intention of influencing a business decision are considered bribes and can result in serious legal and business consequences. Contact your supervisor or the Legal Department for advice on handling the situation.

A vendor invites a Company associate to discuss business over dinner and when the bill arrives, the vendor insists on paying the entire bill. What should the Company associate do?

Assuming the meal is not inappropriately lavish, the associate may accept the meal. However, if this situation occurs again, consult with your supervisor or the Legal Department regarding the best course to follow going forward.

Antitrust Policy

Clean Air Group (the “Company”) believes in fair and open competition, and adheres strictly to the requirements of the antitrust laws. Penalties for violation of law can be severe for both the Company and its employees, including civil and criminal fines and jail sentences. As a general proposition, any contact with a competitor may present problems under the antitrust laws. Accordingly, all employees of the Company should avoid any such contact relating to the business of the Company or the competitor without first obtaining the written approval of the Legal Department.

Please note below some general rules concerning contacts with competitors:

- Agreements among competitors, whether written or oral, which relate to prices are illegal per se whether or not in writing. In other words, such agreements, by themselves, constitute violations of the antitrust laws. There are no circumstances which agreements among competitors relating to prices may be found legal. Price fixing is a criminal offense, and may subject the Company to substantial fines and penalties and the offending employee to imprisonment and fines. Accordingly, don't discuss, communicate directly or indirectly with or agree with competitors about prices, pricing or methods of calculating prices, timing or announcements of price changes, costs, supplier arrangements, terms and conditions of sale, decisions to bid or not bid, customers, sales territories, product or service offerings, sales volumes, etc.
- The antitrust laws may be violated even in the absence of a formal agreement relating to prices. Under certain circumstances, an agreement to fix prices may be inferred from conduct, such as the exchange of price information, and from communications among competitors even without an express understanding. Although exchanges of price information are permitted in certain circumstances, employees of the Company should not participate in such exchanges without first obtaining the written approval of the Legal Department.
- It is a per se violation of the antitrust laws for competitors to agree, expressly or by implication, to divide markets by territory or customers.
- It is a per se violation of the antitrust laws for competitors to agree not to do business with a particular customer or supplier. As with agreements to fix prices, the antitrust laws can be violated even in the absence of an express understanding.
- Any communication between competitors concerning problems with any customer or supplier may violate the antitrust laws and should be avoided. Trade Association Policy

Trade Association Policy

Many countries have laws prohibiting anti-competitive behavior. Antitrust laws are intended to promote and protect competition, which benefits consumers. In general, these laws prohibit agreements or actions that may restrain trade or reduce competition. Violations include (but are not limited to) agreements among competitors to fix or control prices or to rig bids; to boycott particular suppliers or customers; to allocate products, territories, or markets; or to limit the production or sale of products or services.

Clean Air Group (the “Company”) recognizes that Trade Associations (“Associations”) can promote competition by engaging in a variety of activities, including developing, communicating and lobbying for public policy, setting standards, educating the public, and collecting and disseminating certain information about the industries in which they operate. On the other hand, because competitors may also be present at such Association meetings and events, it is important to ensure that proper and lawful activities do not take on the appearance of improper or anti-trust violations. Unfortunately, a poor choice of words, casual conversation, or a poorly structured/supervised meeting can subject the Company and any participating employee to investigation, civil lawsuits or criminal prosecution.

This policy is designed to establish review and approval requirements and conditions for membership and participation in Associations and applies to all of employees of the Company and its subsidiaries.

First, prior to participating in an Association, the employee should speak to his or her supervisor to obtain written approval.

Second, when attending Association meetings or events the following procedures must be observed:

- An agenda should be circulated in advance of each meeting if possible and reviewed by the employee. Questionable or potentially inappropriate topics should be discussed with the employee’s supervisor or the Legal Department. If it is not possible to circulate an agenda in advance of a meeting, the employee should obtain a copy of the agenda at the meeting. Do not attend the meeting if inappropriate topics are included on the agenda. Confirm that the Association is maintaining meeting minutes and forward a copy of the meeting minutes to your supervisor or the Legal Department where feasible, promptly upon receipt.
- In the event any competitively sensitive issues are raised at a meeting or if a competitor

tries to initiate improper discussions with an employee of the Company, the employee shall immediately and publicly disengage himself/herself and the Company from the meeting/discussion. If an issue is raised at a meeting, the employee shall request that his or her departure be noted in the minutes of the meeting and the employee should leave the meeting and promptly inform the Legal Department.

- An employee shall not discuss or in any way agree (in writing, verbally or through non-verbal actions) with competitors about:
 - Price, pricing, methods of calculating prices, or the timing of price changes;
 - Costs of products, supplies, services, margins or discounts;
 - Terms and conditions of sale (i.e., credit terms, promotion programs, discounts, service charges, delivery terms or any other related item);
 - Customers or customer information, decisions to quote or not to quote, sales territories, product or service offerings, marketing plans;
 - Sales volumes, production capacity or volume;
 - Investment decisions, research and development spending;
 - Factory capacity or inventory levels;
 - Supplier arrangements;
 - Other similar matters of competitive interest.

Remember, even casual conversations with competitors could be viewed as an attempt to send “signals” about improper practices (i.e., pricing or bid practices).

Escalation and Investigation Policy

I. Escalation Process for Ethics Allegations

- All ethics allegations involving the following matters and/or individuals should be initially reported to the Clean Air Group (the “Company”) Legal Department within 5 business days of the date on which the allegation is received by the applicable manager or supervisor:
 - Fraud
 - Sexual harassment
 - Discrimination
 - Anti-trust laws
 - Misappropriation of assets
 - Any allegation involving an officer or manager
- The Company’s Chief Legal Officer shall report all allegations to the Company’s Senior Management, the Board of Directors, or the Compliance Committee, as deemed appropriate.

II. Investigation Process for Ethics Allegations

- All allegations will be investigated to the extent possible based on available facts and information, including but not limited to allegations involving the following matters and/or individuals:
 - Fraud
 - Sexual harassment
 - Discrimination
 - Anti-trust laws
 - Misappropriation of assets
 - Any allegation involving an officer or manager
- For all allegations, the Chief Legal Officer, in concert with the Compliance Committee, will determine the appropriate investigators.
- It is critical that during the investigation process confidentiality is maintained at all times.
- The individual who reported the allegation, if known, may be contacted during the investigation process.
- In order to ensure consistent disciplinary actions are taken based upon the results from investiga-

tion on allegations that 1) involve any of the matters and/or individuals noted, or 2) involves monetary loss to the Company, a Clean Air Group Compliance Committee has been established. The committee members include the following:

- Company CEO
- Company CFO
- Company COO
- Company CLO

Anti-Slavery and Human Trafficking Policy

I. POLICY STATEMENT

Modern slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labor and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain. Clean Air Group (the "Company") has a zero-tolerance approach to modern slavery and is committed to acting ethically and with integrity in all its business dealings and relationships and to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in its business or in any of its supply chains.

The U.S. Government's policy prohibiting trafficking in persons is available at 48 CFR § 52.222-50. We are committed to ensuring there is transparency in our own business and in our approach to tackling modern slavery throughout our supply chains, consistent with our disclosure obligations under applicable laws in the countries within which we operate.

We expect the same high standards from all of our contractors, suppliers and other business partners, and as part of our contracting processes, we include specific prohibitions against the use of forced, compulsory or trafficked labor, or anyone held in slavery or servitude, whether adults or children, and we expect that our suppliers will hold their own suppliers to the same high standards.

This policy applies to all persons working for us or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners.

This policy does not form part of any employee's contract of employment and we may amend it at any time.

II. RESPONSIBILITY FOR THE POLICY

The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

The Chief Operating Officer and Supply Chain Director have primary and day-to-day responsibility for

implementing this policy with suppliers, monitoring its use and effectiveness, dealing with any questions about it, and auditing internal control systems and procedures to ensure they are effective in countering modern slavery.

Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it and the issue of modern slavery in supply chains.

You are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and questions are encouraged and should be addressed to the Chief Operating Officer or Supply Chain Director.

III. COMPLIANCE WITH THE POLICY

You must ensure that you read, understand and comply with this policy.

The prevention, detection and reporting of modern slavery in any part of our business or supply chains is the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy. You must notify your supervisor, the Legal Department or Human Resources as soon as possible if you believe or suspect that a conflict with this policy or a breach of this policy has occurred, or may occur in the future.

You are encouraged to raise concerns about any issue or suspicion of modern slavery in any parts of our business or supply chains of any supplier tier at the earliest possible stage.

If you are unsure about whether a particular act, the treatment of workers more generally, or their working conditions within any tier of our supply chains constitutes any of the various forms of modern slavery, raise it with your supervisor, the Legal Department or Human Resources.

We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. We are committed to ensuring no one suffers any detrimental treatment as a result of reporting in good faith their suspicion that modern slavery of whatever form is or may be taking place in any part of our own business or in any of our supply chains. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with

raising a concern. If you believe that you have suffered any such treatment, you should inform the Legal Department immediately.

IV. COMMUNICATION AND AWARENESS OF THIS POLICY

Training on this policy, and on the risk our business faces from modern slavery in its supply chains, forms part of the induction process for all individuals who work for us and who have direct interaction with our suppliers, and regular training will be provided as necessary.

Our zero-tolerance approach to modern slavery must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and reinforced as appropriate thereafter.

V. BREACHES OF THIS POLICY

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.

We may terminate our relationship with other individuals and organizations working on our behalf if they breach this policy.

Diversity Policy

Clean Air Group (the “Company”) is committed to fostering, cultivating and preserving a culture of diversity and inclusion.

Our human capital is the most valuable asset we have. The collective sum of the individual differences, life experiences, knowledge, inventiveness, innovation, self-expression, unique capabilities and talent that our employees invest in their work represents a significant part of not only our culture, but our reputation and the Company’s achievement as well.

We embrace and encourage our employees’ differences in age, color, disability, ethnicity, family or marital status, gender identity or expression, language, national origin, physical and mental ability, political affiliation, race, religion, sexual orientation, socio-economic status, veteran status, and other characteristics that make our employees unique.

The Company’s diversity initiatives are applicable—but not limited—to our practices and policies on recruitment and selection; compensation and benefits; professional development and training; promotions; transfers; social and recreational programs; layoffs; terminations; and the ongoing development of a work environment built on the premise of gender and diversity equity that encourages and enforces:

- Respectful communication and cooperation between all employees.
- Teamwork and employee participation, permitting the representation of all groups and employee perspectives.
- Work/life balance through flexible work schedules to accommodate employees’ varying needs.
- Employer and employee contributions to the communities we serve to promote a greater understanding and respect for the diversity.

All employees of the Company have a responsibility to treat others with dignity and respect at all times. All employees are expected to exhibit conduct that reflects inclusion during work, at work functions on or off the work site, and at all other Company-sponsored and participative events.

Any employee found to have exhibited any inappropriate conduct or behavior against others may be subject to disciplinary action, up to and including termination.

Employees who believe they have been subjected to any kind of discrimination that conflicts with the company's diversity policy and initiatives should seek assistance from their supervisor or Human Resources.

Global Environmental, Health and Safety Policy

At Clean Air Group the commitment to health and safety begins every day. Our goal, very simply, is to provide a safe and healthy environment for our employees, our customers, and the communities in which we operate. We are committed to achieving a world-class culture in which every employee accepts the responsibility for creating and maintaining a healthy workplace for each and every customer.

All Clean Air Group employees, as well as sub-contracted services, are responsible for understanding and following this policy and our operating principles.

Principles:

- We believe all accidents are preventable and perform practical steps to identify and eliminate unsafe conditions and unsafe practices including health, safety, and environment. Our ultimate goal is an injury-free workplace.
- Should an accident occur, we diligently determine root causes and require implementation of corrective actions, including global sharing of lessons learned, where appropriate.
- We comply with the applicable environmental, health, and safety laws and regulations in the countries we operate. We set standards which are higher than local minimums where we believe it is necessary.
- We seek to ensure our products and services are safe in all aspects from design to assembly and throughout the lifecycle.
- We provide product lines across the globe which are designed to be environmentally sustainable, conserving energy and materials while reducing waste.
- We are focused on excellence in EH&S, setting annual goals and objectives, frequently reviewing progress as well as all incidents to better understand where we need to improve.
- We believe in continuous improvement, sharing our innovative global solutions and practices while benchmarking to identify opportunities for improvement everywhere.
- Accountability for EH&S rests with every manager, supervisor, and employee. All employees are provided with appropriate information, training, and instruction to work safely.
- We work with our suppliers and customers to ensure that our standards are the minimum acceptable and practiced while doing business together.

Our signatures below demonstrate our personal commitment to ensuring the sustainability of Clean Air Group through risk reduction, environmental responsibility, and customer care.

Steve Levine
President and Chief Executive Officer

Sam Gumins
Chief Operating Officer

Supplier Code of Conduct

Overview

Clean Air Group and its affiliated, subsidiary businesses (the “Company”) are committed to the highest standards of business conduct. The Company bases its supplier relationships on lawful and fair practices and expects its suppliers to adhere to applicable legal and regulatory requirements in their business relationships. In order to ensure that our suppliers understand the Company’s commitment to ethical business conduct, we have prepared this Code of Conduct. Please review this Code of Conduct carefully with your employees, suppliers, agents and representatives. This Code of Conduct applies to all business that provides products or services for the Company. The Company requires suppliers and their employees to commit to this Code of Conduct as a condition of doing business with the Company with no exception. Suppliers are expected to familiarize themselves and comply with the Company’s Code of Ethics and policy requirements available on-line at the www.atmosair.com.

Labor and Human Rights

Prohibit the use of Child Labor

Suppliers shall adhere to the minimum age limit defined by national law or regulation, and comply with relevant International Labor Organization (ILO) standards. Under no circumstances shall a supplier permit children to perform work that exposes them to undue physical risks that can harm physical, mental or emotional development or that improperly interferes with their education.

Prohibit all forms of Forced or Compulsory Labor

Suppliers shall maintain and promote fundamental human rights. Suppliers must not participate in human trafficking; use forced, involuntary, or slave labor; or purchase materials or services from companies using forced, involuntary, or slave labor. For suppliers based in or subject to the law of the People’s Republic of China (PRC law), such human rights shall be determined pursuant to PRC law.

Compensation

Suppliers shall ensure that working hours, wages, and benefits will be consistent with legal and industry standards, including those regulations pertaining to minimum wages, overtime, mandatory benefits and other elements of compensation.

Hiring and Employment Practices

Suppliers must comply with all applicable legal requirements of the jurisdiction in which they operate and applicable Company policies which are available at www.atmosair.com.

Harassment

The Company's suppliers must comply with the laws, rules, regulations and Company policies of the locations in which they operate. Suppliers are expected to be familiar with the business practices of their suppliers and subcontractors, and ensure they operate according to this code of conduct. Company may discontinue its relationship with suppliers who fail to comply with this code.

Health and Safety

Suppliers must provide workers with a safe and healthy work environment. Suppliers should take proactive measures that support accident prevention and minimize health risk exposure.

Environment

Suppliers are expected to conduct their operations in a way that minimizes the impact on natural resources and protects the environment, customers, and employees. Suppliers must ensure their operations comply with all laws related to air emissions, water discharges, toxic substances, and hazardous waste disposal.

Ethics and Compliance

Gifts and Gratuities

Suppliers should refer to and comply with Company's Gift and Entertainment policy available at www.atmosair.com and those policies of the local Company entity, if any, for which Suppliers are transacting business.

Improper Payments

Suppliers must comply with the provisions of the Foreign Corrupt Practices Act (FCPA), UK Bribery Act and other similar and applicable legislation. Bribes, kickbacks, similar payments or offers of anything of value are strictly prohibited. This ban applies even when local laws may permit such activity. Employees, suppliers, and agents acting on behalf of the Company are strictly prohibited from offering or accepting such considerations under any circumstances.

Conflict of Interest

Suppliers shall avoid all conflicts of interest or situations giving the appearance of a potential conflict of interest while engaged in business with the Company. Suppliers shall not enter into any transactions with Company employees which could potentially create a conflict of interest. Suppliers are required to immediately report any situations of potential or apparent conflicts between their interests and the interests of the Company.

Confidential Information

Proper management of confidential information is critical to the success of both the Company and its suppliers. Confidential information includes all nonpublic information that might be useful to competitors or harmful to the Company or its customers if disclosed. While performing work for the Company, suppliers may have access to proprietary and/or confidential information. Suppliers are required to maintain the confidentiality of such information entrusted to it and to protect all Company information, electronic data, and intellectual property or Company design and technologies with appropriate safeguards using the same care that the supplier exercises with its own proprietary and confidential information but no less than reasonable care. Suppliers shall not disclose such information to any other person without the advance written consent of the Company, unless such disclosure is legally mandated. Any transfer of confidential information must be executed in a way that secures and protects the intellectual property rights of the Company and its suppliers. Suppliers may receive Company confidential information only as authorized by a non-disclosure agreement and must comply with their obligations to not use the information except as permitted by the agreement, and to protect the information from misuse or unauthorized disclosure. Suppliers must respect the intellectual property of the Company and shall not use Company or its affiliates' or subsidiaries' trademark, images, patented technology or other materials, including materials of third parties, unless explicitly authorized by the Company in writing. If a supplier becomes aware of an actual or possible unauthorized disclosure of Company information, it must be reported immediately to the Company's Legal Department.

State and Trade Secrets

Suppliers may not, directly or indirectly, wrongfully solicit, obtain or use on behalf of Company, or wrongfully disclose to Company, any information of another person, association, firm, corporation, government or other entity, which is secret, confidential, proprietary, classified for national security or national interest purposes, or government procurement sensitive (e.g., source selection information) or any other information which may offer the Company an illegal or unfair advantage.

Accurate Accounting Records

Suppliers shall maintain accurate financial books and business records in accordance with all applicable legal and regulatory requirements and accepted accounting practices. Suppliers shall accurately document all transactions related to their transactions with the Company.

Antitrust and Competition Laws

Many countries, including the United States, United Kingdom, the European Union and China have laws and regulations, usually referred to as antitrust or competition laws that prohibit unlawful restraint of trade and anti-competitive behavior. The Company is committed to observing such laws and requires its Suppliers to comply with these laws at all times.

Compliance with Export Laws

The Company requires its suppliers to fully comply with all U.S. and applicable foreign export laws. Suppliers are responsible for understanding how Export Control Laws apply. All Company products are prohibited for export/reexport to the following: (i) Any company or national of Cuba, Iran, North Korea, Sudan and Syria. Licenses to these countries are presumed denied. Re-export to these countries is prohibited. If you know or should have reason to know that an illegal reshipment will take place, you shall not ship to such user; (ii) Entities listed on any U.S. or other government Denied Party/Person list, as the same may be amended or updated from time to time; (iii) any customer you know or have reason to know, that is involved in the design, development, manufacture or production of nuclear technology, or nuclear, biological or chemical “weapons of mass destruction”.

Contractual Compliance

Suppliers shall not breach or violate any of its existing agreements, including without limitation employment agreements, consulting agreements, non-disclosure agreements and technology licenses, if such breach could give rise to a claim at law against the Company.

News Media Inquiries

Suppliers must not represent themselves to the media as speaking on behalf of the Company, unless expressly authorized in writing to do so. Suppliers shall immediately refer any media inquiries to the Company.

Communication

Suppliers are expected to assist the Company in enforcing this Supplier Code of Conduct by communicating its principles to their supervisors, employees, agents and suppliers.

Non-compliance Reporting

The standards of conduct described herein are critical to the ongoing success of the Company's relationship with its suppliers. Any supplier may direct questions or comments about this Code of Conduct to the Chief Operating Officer or Chief Legal Officer. Violations of the Clean Air Group Supplier Code of Conduct can be reported confidentially by contacting the Company's Legal Department.