



SUPPLIER CODE OF CONDUCT

UCI-FRAM AutoBrands, including its subsidiaries and affiliates (“UCI-FRAM”), is committed to doing business in a legal, ethical and socially responsible manner. Reflecting this commitment, all directors, officers and employees are expected to comply with the UCI-FRAM *Guide to Business Ethics & Standards of Conduct* (“UCI’s Code of Conduct”) in conducting their business relationships. To maintain these standards, UCI-FRAM desires to do business with those Suppliers whose practices are consistent with UCI-FRAM’s ethics and principles of business conduct. This Supplier Code of Conduct, as amended or modified from time to time (the “**Code**”) sets forth the types of standards and practices that UCI-FRAM expects of its Suppliers.

Compliance with Laws. Suppliers are expected to abide by all applicable laws and regulations (including, but not limited to, the Foreign Corrupt Practices Act) applicable to it and to the Supplier’s relationship with UCI-FRAM. These include laws regarding anti-corruption, anti-bribery, environmental matters, occupational health and safety, labor and employment practices, human rights, immigration, product safety, shipping and product labeling. UCI-FRAM also expects that our Suppliers will comply with applicable guidelines and best practices for their industry. In the event there is any conflict with industry practice and applicable law, the higher standard will take precedence.

Gifts, Hospitality and Entertainment. The UCI-FRAM Code of Business Conduct restricts UCI-FRAM employees from accepting gifts or favors from Suppliers or prospective Suppliers, and from using their status with UCI-FRAM in order to obtain personal gain from those wishing to do business with UCI-FRAM. There are limited exceptions to these restrictions for non-monetary gifts of nominal value. We ask that our Suppliers do not place our employees in the difficult position of having to refuse gifts or favors that would conflict with the UCI-FRAM Code of Conduct, or the Suppliers’ own Code.

Also, Suppliers must not offer or provide entertainment, hospitality or favors to UCI-FRAM employees to obtain favorable treatment from such UCI-FRAM employees. However, hospitality may be offered or provided which is moderate, infrequent and is customary and proper in the circumstances, provided that no obligation could be, or be perceived to be, expected in connection with the hospitality.



Environmental Commitment. UCI-FRAM expects its Suppliers to conduct their businesses in a manner that preserves and protects the environment. To minimize or eliminate negative impacts of their operations on the environment, Suppliers should endeavor to minimize waste, avoid excess packaging, use nontoxic, recycled and recyclable materials where possible and promote energy efficiency.

No Child Labor or Forced Labor. Suppliers shall not use workers under the applicable legal age of employment, or forced or involuntary labor or engage any supplier, vendor, contractor or partner that uses such workers. Suppliers should only use workers who are not less than sixteen (16) years of age. Where local standards are higher, no person under the legal minimum working age will be employed by Supplier.

Immigration/Legally Qualified to Work. Suppliers shall ensure that all of its workers, whether employees or contractors, are properly documented and legally qualified to work in the jurisdiction where such workers are providing services as required under local immigration, tax, and other related laws.

Employment Practices of Suppliers. The procedures and policies of Suppliers should reflect the commitment of UCI-FRAM to fair and reasonable labor and employment practices as well as diversity in the workplace. Suppliers are expected to comply with all local and applicable labor laws and employment standards, such as compensating workers in compliance with all applicable wage, benefit and employment standards laws and maintaining reasonable employee work hours and a safe and healthy workplace. Suppliers are also expected to take reasonable efforts to promote and achieve diversity in the workplace. UCI-FRAM expects that Suppliers shall not inflict, threaten to inflict or permit corporal punishment or any other forms of physical, sexual, psychological or verbal abuse or harassment on any employees.

Occupational Health, Safety and Hazard Prevention. Supplier shall identify, evaluate and manage occupational health and safety hazards through a prioritized process of hazard elimination, engineering and administrative controls. Supplier shall provide workers with appropriately maintained job-related protective equipment, and provide instructions and training on its proper use.



Emergency Preparedness. Supplier shall identify and assess potential emergency situations and develop and implement emergency plans and response procedures that minimize harm to life, environment, and property.

Product Recall Process. All products provided by Suppliers must be safe for their intended purpose, as applicable, by UCI-FRAM customers. Each Supplier is expected to have in place proper procedures to identify potentially harmful products and complete an appropriate product recall, whether voluntary or mandated, in accordance with applicable laws and industry practices. Such procedures should ensure clear and prompt communication regarding such products to consumers and UCI-FRAM and the immediate removal of potentially harmful products from UCI-FRAM inventory.

Confidentiality. Suppliers may from time to time be provided with or have access to confidential business information, trade secrets, formulations, recipes, specifications or other sensitive information which belongs to UCI-FRAM. Suppliers must keep all such information strictly confidential and shall only disclose it to those individuals within their own organizations with a need to have the information. Suppliers shall not disclose such information to any other party without the written permission of UCI-FRAM.

Application of Supplier Code of Conduct. This Code applies to all UCI-FRAM Suppliers and should not be read in lieu of but in addition to the Supplier's obligations as set out in any agreements between UCI-FRAM and/or its affiliates and the Supplier. In the event of a conflict between this Code of Conduct and an applicable agreement, the agreement shall govern. In addition, Suppliers shall ensure that all Suppliers and subcontractors used by a Supplier to provide goods or services directly or indirectly to UCI-FRAM also respect this Code. UCI-FRAM reserves the right to take appropriate remedial action in the event a Supplier violates the Code.

Reporting Supplier Concerns. In the event that a Supplier becomes aware of any violation or potential violation of this policy, he should promptly notify his UCI-FRAM Purchasing contact, or email the UCI-FRAM AutoBrands Compliance Office at karl.vanmill@uci-fram.com.



Note: Suppliers also have the option of raising any issues through the UCI-FRAM AutoBrands ethics hotline **(800-738-0658)** or online at www.uci-framgroup.alertline.com. The UCI-FRAM AutoBrands Guide to Ethics & Standards of Conduct is available on our various business websites.

Callers using the hotline or online option have the choice to remaining anonymous. You will be given a case number, pin number and call-back date. Please provide as much specific information as possible in order to help us properly respond to your issues or concerns. We take our ethics program very seriously, and aggressively protect confidentiality to the extent permitted by law. Also, we will not tolerate any attempt to retaliate against those raising issues in good faith.