



Copeland Code of Ethics for Business Partners

Copeland and its divisions and subsidiaries (“Copeland”) have a long and distinguished tradition of adherence to the highest ethical standards. Copeland intends to maintain these standards in all business dealings. These standards apply in the acquisition of new businesses, as well as to performance of contractual obligations. Improper activities could harm not only Copeland’s good reputation, but also those of its Business Partners. Improper activities can also have other adverse consequences for Copeland, its employees and Business Partners. Even the appearance of impropriety could be extremely damaging. For the purpose of this Code of Ethics, a Business Partner is defined as any non-Copeland company or individual who is: (1) suppliers of products or services to Copeland or (2) customers or purchasers of Copeland products or services.

The Code of Ethics for Business Partners (“Code”) outlines Copeland’s expectations regarding ethical and business standards. Copeland requires all Business Partners to adhere to this Code.

General Ethical Standards

Set out below are the general standards to be met by all Copeland Business Partners. However, these standards are not necessarily the only obligations that apply to Business Partners’ conduct. In general, all Business Partners must take care to avoid any conduct that could reasonably appear to be improper or might damage Copeland’s reputation for integrity in its activities.

➤ [Compliance with Laws, Rules, and Regulations](#)

Copeland Business Partners must operate in full compliance with the laws of all applicable jurisdictions, including without limitation the laws, regulations, orders, rules, and requirements of the United Nations, the European Union, and the U.S., as well as those relating to export and re-export control; international trade; human rights and labor; data protection and privacy; insider information and securities trading; anti-corruption; and product environmental compliance.

Copeland policy currently prohibits all business, directly or indirectly, with Iran, North Korea, Syria, the Crimea Region, and the so-called Donetsk People's Republic and the Luhansk People's Republic. Copeland is not issuing any new quotes or accepting any new

orders from any Business Partners for finished goods, components, software and/or services where the quote or order is intended for use to or within Russia or Belarus. Trade with other countries and parties subject to targeted sanctions, including but not limited to: Cuba, Venezuela, Sudan, Nicaragua, and the Democratic Republic of the Congo, remains highly regulated and must be carefully analyzed to ensure full compliance. Failure to comply with all applicable laws and regulations can result in civil and criminal penalties, as well as loss or limitation of privileges for Copeland and its business partners. Concerns or suspected violations may be reported to Copeland at <http://www.Copelandcompliance.com> or through our Ethics hotline. Phone numbers for the specific countries can be found at the link below:

<https://secure.ethicspoint.com/domain/media/en/gui/58687/index.html>
[\[secure.ethicspoint.com\]](https://secure.ethicspoint.com)

➤ **Conflict of Interest**

Any employee of a Copeland Business Partner who has a personal, business, or financial interest that is incompatible with the loyalty and responsibility owed to Copeland must be reported to Copeland.

Business Partners must not use any funds or assets to assist any candidate or nominee to gain political office, or to assist any political parties or committees generally, unless permitted by law and, if required, approved in advance by the relevant authorities.

➤ **Human Rights and Labor**

Copeland Business Partners must have reasonable working conditions in each of their facilities that meet or exceed all applicable laws and regulations. Business Partners must also prohibit discrimination or harassment against any employee or applicant on the basis of race, color, religion, sex, sexual orientation, age, disability, national origin and any other factor deemed unlawful in the location for which the partner's business(es) is located. Copeland Business Partners must not use exploitative practices involving coercion and/or deception that aim to exact involuntary work or service from people, including forced labor, child labor, debt bondage, domestic servitude, and human trafficking.

➤ **Proprietary Data**

Copeland Business Partners must take reasonable precautions to protect the confidentiality of Copeland's proprietary data and deal with them in accordance with any agreements concerning their use or disclosure.

➤ **Use of Personal Data**

Copeland Business Partners must treat personal data of Copeland employees in accordance with applicable data protection laws and any other applicable laws, rules, or regulations.

➤ **Insider Information and Securities Trading**

Copeland Business Partners must not buy or sell Copeland stock or other Copeland related securities, or direct someone else to buy or sell on their behalf or on behalf of other parties if they have knowledge of material inside information that has not been made public.

➤ **Antitrust/Competition Laws**

Copeland Business Partners must comply with Antitrust/Competition Laws and not enter into any understanding, agreement or plan, express or implied, formal or informal, written or oral, with a competitor with regard to prices, terms or conditions of sale or service, productions, distribution, territories or customers. Business Partners must not exchange or discuss with a competitor prices, terms or conditions of sale or service, or other competitive information, or engage in any other conduct that violates any of these laws. If a Business Partner identifies what could be an antitrust/anticompetition problem, Copeland must be notified promptly.

➤ **Accounting Systems, Books and Records/Public Disclosure and Financial Reporting**

Copeland Business Partners must comply with the bookkeeping, accounting, disclosure, and reporting requirements of the respective countries and with all other applicable laws, rules, and regulations. No unrecorded off-the-books, “slush” funds, or secret assets of any kind may be maintained for any purpose whatsoever.

➤ **Business Integrity**

Any corruption, extortion and/or embezzlement is prohibited. Business Partners must not pay or accept bribes or participate in other illegal inducements in business or government relationships and should comply with all applicable anti-corruption laws such as the Foreign Corrupt Practices Act and the UK Bribery Act. Gifts, for whatever reason, are discouraged.

➤ **Boycotts**

Many countries prohibit companies from participating in economic boycotts against friendly countries. Detailed and complex regulations have been adopted that prohibit the taking of any action that may support a boycott. The regulations prohibit Copeland or any of its employees from refusing to do business with anyone based upon race, religion, gender, or national origin, and from providing information concerning these matters to others. The regulations require that certain requests to participate in a boycott be reported to the government promptly. Business Partners may not ask Copeland or any of its employees to participate in such boycotts.

➤ **Product Environmental Laws**

Many countries restrict or regulate the substances present in products and impose requirements related to the safe disposal of products at the end of their life cycle. Business partners must comply with all such applicable laws, including but not limited to: chemical registration, authorization, and restriction laws (e.g., EU REACH, K-REACH, China REACH, TSCA, California Proposition 65); restriction of hazardous substances in electrical and electronic equipment laws (e.g., EU RoHS, UAE RoHS, Saudi Arabia RoHS); eWaste laws; batteries laws; packaging laws. Adherence to these laws frequently requires that Copeland

and our Business Partners communicate regarding restricted substances present in products we buy and sell to one another. Business partners must provide relevant information to enable Copeland to comply with its legal and contractual obligations.

➤ **Health, Safety and Environment**

Business Partners should be committed to compliance with all federal, state and local laws and regulations that apply to its operations, including those concerning health, safety and environment anywhere in the world.

Application to Sub-Contractors

This Code also applies to any sub-contractor(s) of a Business Partner, providing goods or services to that Business Partner. The Business Partner is fully responsible for ensuring compliance by any such sub-contractor(s) as if it/they were the Business Partner itself.

Consequences in Case of Non-Compliance

If Copeland should become aware of any actions or conditions not in compliance with this Code, Copeland reserves the right to demand corrective measures. Copeland reserves the right to terminate an agreement with any Business Partner who does not comply with this code.

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