



Supplier Code of Conduct

December 15, 2017

TO: NEOGRAF SOLUTIONS LLC SUPPLIERS

SUBJECT: SUPPLIER CODE OF CONDUCT AND ETHICS

Dear Supplier,

NeoGraf Solutions LLC (NeoGraf) adheres to the highest standards of ethical conduct and will comply with all laws that apply to the activities of the company and its personnel. We also expect our business partners, including our suppliers, to adhere to these ethical standards.

Accordingly, we respectfully request that you, as a NeoGraf supplier, review this Supplier Code of Conduct and Ethics. We require compliance in your dealings with NeoGraf.

I. Code of Conduct:

A. General Principle: Suppliers' plants shall operate in full compliance with the laws of their respective countries and with all other applicable laws.

B. Environment: Suppliers' plants must comply with all applicable environmental laws and regulations.

C. Health and Safety: Suppliers will operate a safe and healthy work environment.

D. Child Labor: Suppliers shall ensure their hiring practices are in conformance with International Labor Organization (ILO) Conventions for minimum age (Convention 138) and child labor (Convention 182).

E. Forced Labor: Suppliers shall not use any indentured or forced labor, slavery or servitude. Suppliers will ensure that terms of employment are voluntary and will not adopt practices that restrict workers' ability to terminate employment.

F. Wages and Hours: Suppliers' plants shall set working hours, wages and over-time pay in compliance with all applicable laws. Workers shall be paid at least the minimum legal wage or a wage that meets local industry standards, whichever is greater.

G. Discrimination: Suppliers shall employ workers on the basis of their ability to do the job, not on the basis of their personal characteristics or beliefs (including race, color, gender, nationality, religion, age, maternity, or marital status).

H. Freedom of Association: Suppliers' workers are free to join or refrain from joining associations of their own choosing, and have the freedom of collective bargaining where the local law confers such rights.



I. No Unfair Business Practices: Suppliers will act with integrity and lawfully in the proper handling of competitive data, proprietary information and other intellectual property, and comply with legal requirements regarding fair competition, antitrust and accurate and truthful marketing.

J. Anti-Corruption: Suppliers will conduct their business without engaging in corrupt practices, including public and private bribery or kickbacks. Suppliers will maintain integrity, transparency, and accuracy in corporate record keeping.

K. Gifts and Gratuities: Supplier will not engage in bribery or similar arrangements. In addition, NeoGraf's employees are subject to its Code of Conduct and Ethics that prohibits the acceptance or offering of unreasonable or inappropriate gifts of any kind from suppliers and potential suppliers. If a NeoGraf employee approaches Supplier soliciting such unreasonable or inappropriate gifts or gratuities, then Supplier will report these acts to NeoGraf.

L. Conflicts of Interest: Supplier understands that a NeoGraf employee shall not have a conflict of interest (such as a material ownership interest in the Supplier) unless reported to and approved by NeoGraf management. Supplier agrees to disclose to NeoGraf whether a material financial relationship exists between it and a NeoGraf employee.

II. Reporting

A. Supplier agrees to advise NeoGraf if it discovers any regulatory violations by NeoGraf.

B. Supplier agrees that it will disclose to NeoGraf any illegal activity it discovers related to the business relationship between Supplier and NeoGraf.

C. Supplier agrees to report any of the above violations to their procurement contact or via NeoGraf's anonymous hotline by calling 216.529-3733 , or by submission electronically to Electronic Hotline Submission, which can also be found at www.NeoGraf.com by following the link to the "Company – Corporate Policies" page.

III. Compliance Monitoring

NeoGraf reserves the right to audit the supplier for compliance to NeoGraf's Supplier Code of Conduct and supplier will accommodate NeoGraf's audit as required.

IV. Application to Sub-contractors

This Code also applies to any sub-contractor(s) to the supplier, providing goods or services to the supplier. The supplier is fully responsible for ensuring compliance by any such sub-contractor(s) as if it were the supplier itself. NeoGraf reserves the right to audit the supplier's sub-contractors for compliance to NeoGraf's Supplier Code of Conduct and supplier will accommodate NeoGraf's audit as required.

V. Event of Violation

Failure of the supplier to adhere to the Code may result in the termination of their relationship with NeoGraf.