

Supplier Code of Business Conduct and Ethics



FEEDING



DRINKING



NESTING



HEATING



VENTILATION

Supplier Code of Business Conduct and Ethics

1. Applicability

Roxell BV, together with CTB Malaysia Sdn bhd and Roxell US Inc. (hereafter referred to as “Roxell”) strive to conduct business in accordance with all applicable laws and regulations and believes in its core values and principles for conducting its business. Roxell also seeks to develop a mutually valuable relationship and open and frank business dealings with every company that provides products or services to Roxell anywhere in the world (hereafter referred to as the “Supplier” or “you”).

This Code is applicable to you as a Roxell supplier, and for all personnel employed by or engaged to provide services to you. Roxell requires that you comply with all laws and regulations applicable to your business, wherever conducted, and with this Code.

2. Compliance with Laws, Regulations, and Business Conduct Practices

Compliance means not only observing the law, but also conducting corporate business in a way that recognizes your ethical responsibilities and fulfills them. Where local laws are less restrictive than this Code, Roxell expect you to comply with the Code, even if your conduct would otherwise be legal. On the other hand, if local laws are more restrictive than the Code, you must always, at a minimum, comply with these laws.

No improper payments

You must comply with the U.S. Foreign Corrupt Practices Act, the UK Bribery Act and other applicable anticorruption laws. In general, these laws prohibit promising, offering, or providing, or attempting to provide any direct or indirect kind of inducement to any person (including a government official) to act, or fail to act, improperly in the performance of their duties.

- ✓ An “inducement” can be anything of value. It would cover any gratuity, gift, favor, entertainment, loan or service. It could be offered to a third party and not to the government official or other person directly.
- ✓ A “government official” is any officer, employee or consultant of a government or governmental department or agency, officer or employee of a state-owned enterprise or partially state-owned enterprise, political party or official, candidate for political office, officer or employee of a public international organization, member of a royal family or immediate family member of any of the persons mentioned above (“government official”).

These requirements mean, among other things, that you must not provide, attempt to provide, offer, or solicit a kickback, directly or indirectly, to obtain or reward favorable

treatment in connection with any transaction. You also must not give or offer, either directly or indirectly, any gratuity, gift, favor, entertainment, loan, or anything of value to any government official or non-government commercial person, except as may be permitted by applicable law.

To comply with these requirements, Roxell expect you to have appropriate internal controls over and advance approval mechanisms for any such inducements to government officials or other persons.

Contractual and Financial Integrity

Except in extremely unusual circumstances, you will provide products and/or services to Roxell under a written agreement or pursuant to a written purchase order or similar contract document. Roxell expect that you will have procedures in place to ensure that such written agreements, purchase orders, or other contract documents are not accepted, signed, altered, or modified by persons lacking proper authority. Among other things, Roxell expect that you will not allow unauthorized waivers or side agreements, whether oral or written. In addition, you must not encourage or ask a Roxell employee to accept, sign, alter, modify, or waive any term in an agreement, purchase order, or other contract document or to enter into a side agreement unless you know that the Roxell employee is authorized to do so.

Roxell expect you to accurately document all transactions related to your contracts and business dealings with Roxell in your financial records and statements and in reports and other documents provided to Roxell. The handling and disbursement of funds related to Roxell business transactions must be pursuant to a duly authorized written Roxell contract with clearly defined procedures. No undisclosed or unrecorded fund or asset related to any Roxell transaction may be established or maintained for any purpose.

Your financial accounts, records, and statements shall properly document all assets and liabilities and accurately reflect all transactions of your company related to Roxell products and services, and your business records must be retained in accordance with record retention policies an all applicable laws and regulations.

Conflicts of Interest

The term “conflict of interest” describes any circumstance that could cast doubt on your ability to act with total objectivity with regard to Roxell’s interests. Roxell believe that its business relationship with its Suppliers must be free from any conflicts of interest or even the appearance of conflict of interest. Conflict of interest situations may arise in many ways.

If you feel that you have an actual or potential conflict of interest with Roxell or any of its employees, you must disclose all pertinent details to Roxell.

Business Courtesies That May Be Extended to Roxell

You must use discretion and care to ensure that expenditures on Roxell employees or representatives are reasonable and in the ordinary and proper course of business and could not reasonable be construed as bribes or improper inducement or otherwise violate applicable laws and/or regulations. In no case should you offer or accept business meals or attend business functions at establishments featuring adult entertainment.

In any case, business courtesies offered cannot be construed as intended to influence the judgment of the recipient so as to secure unfair preferential treatment or gain improper advantage. A general guideline for evaluating whether a business courtesy is appropriate is whether public disclosure would be embarrassing to you, to Roxell, or to the recipient.

Business Courtesies That May Be Received from Roxell

You are responsible for ensuring that the acceptance of any business courtesies, gifts, or entertainment by you or your employees or representatives is proper and could not reasonably be construed as an attempt to secure favorable treatment or otherwise violate applicable laws and/or regulations. Suppliers may not accept or request such unlawful payments or inducements.

Proper use of Roxell Assets, Intellectual Property and Obligations of Confidentiality

Suppliers shall protect and conserve any resources made available by Roxell and shall use them only for purposes authorized by Roxell. Roxell resources include tangible items, such as equipment, tools, and consumables, as well as intangible items such as intellectual property rights and Roxell's good name and reputation.

Roxell respects the intellectual property rights of others and expect other companies to respect its intellectual property rights. You are responsible for protecting Roxell's intellectual property rights. An important element of such protection is maintaining the confidentiality of Roxell's trade secrets and proprietary information. You must respect the intellectual property of Roxell and not use Roxell's patented technology, trademark or reproduce copyrighted software, documentation, or other materials without written permission. In the course of working with or for Roxell, you must not use proprietary information, documentation, or other materials of third parties without authorization.

You must safeguard confidential information by not transferring, publishing, using, or disclosing it other than as necessary in the ordinary course of business or as directed or authorized by Roxell. If confidential information needs to be transferred to third parties necessary in the ordinary course of business or as directed or authorized by Roxell, you must ensure that the third parties concerned accept this Code with respect to Intellectual Property and Obligations of Confidentiality.

You must observe applicable data privacy standards. Materials that contain confidential information or that are protected by privacy standards should be stored securely and shared only internally with those employees with a need to know. For example, confidential information may include, but is not limited to: inventions or developments (regardless of the stage of development) developed or licensed by or for Roxell, marketing and sales plans, competitive analyses, product development plans, non-public pricing, potential contracts or acquisitions, business and financial plans or forecasts, internal business processes and practices, and prospect, customer, and employee information.

Compliance with Export Laws

Roxell requires that you comply fully with applicable foreign and multilateral export laws. Failure to comply could result in the loss or restriction of your or Roxell's export privileges.

You are responsible for understanding how the Export Control Laws apply and for conforming to these laws so as to ensure no data, information, program and/or materials resulting from services (or direct product thereof) will be exported, directly or indirectly, in violation of these laws, or will be used for any purpose prohibited by these laws.

Lobbying of Government Officials

Lobbying is generally any activity that attempts to influence laws, regulations, policies, and rules. In certain jurisdictions, however, the legal definition of “lobbying” can also cover procurement and business development activity.

You may not lobby any government on behalf of Roxell unless you are specifically retained by Roxell for that purpose through a written agreement. Roxell will lobby and retain its own firms directly for government relations or lobbying on Roxell matters.

Business and Employment Relationships

Roxell expects you to provide a work environment that is in full compliance with all applicable laws governing employment practices and employee relations, including but not limited to laws prohibiting discrimination, harassment and retaliation. In general, Roxell expects that you will treat your workers with dignity and respect, providing equal opportunities and fair treatment to all workers with respect to hiring, employment, promotions, training, working hours, compensation and benefits.

Elimination of Human Trafficking, Slavery, and Illegal Child Labor

You must comply fully with all applicable laws prohibiting human trafficking and slavery, including forced, bonded, indentured, involuntary convict or compulsory labor, by any of the following means: (i) by means of force, threats of force, physical restraint, or threats of physical restraint to that person or another person; (ii) by means of serious harm or threats of serious harm to that person or another person; (iii) by means of the abuse or threatened abuse of law or legal process, including threatened immigration deportation of that person or another person; or (iv) by means of any scheme, plan, or pattern intended to cause the person to believe that, if that person did not perform such labor or services, that person or another person would suffer serious harm or physical restraint; or (v) by means of acts involved in the recruitment, abduction, transport, harboring, transfer, sale or receipt of persons within national or across international borders through force, coercion, fraud or deception to place persons in situations of slavery or slavery-like conditions, forced labor or services such as domestic servitude, debt bondage, sweat shop or other involuntary or coerced forms of labor.

In addition, materials incorporated into the products you provide to Roxell must comply with the laws regarding slavery and human trafficking of the country or countries in which they are doing business and must not contain material which would violate either import or export applicable laws. You also must comply fully with all applicable laws prohibiting illegal child labor. Eradication of illegal child labor, including compliance with all minimum age requirements as determined by applicable local laws and regulations and by not producing goods for Roxell with: (i) the sale and trafficking of children; (ii) debt bondage and serfdom; (iii) forced or compulsory labor; (iv) the use, procurement, or offer of a child for illicit purposes; or (v) work which is likely to harm the health, safety, or morals of children.

Use of conflict minerals

The term “conflict minerals” is defined as columbite-tantalite, also known as coltan, cassiterite, gold, wolframite, or their derivatives tin, tantalum or tungsten (collectively the “3TG’s), or any other

mineral or its derivatives which are mined in conditions of armed conflicts and human rights abuses, notably in the eastern provinces of the Democratic Republic of the Congo (“DRC”).

Roxell is committed to avoiding the use of conflict minerals that directly or indirectly finance or benefit armed groups in the DRC and adjoining countries and expect full traceability in your supply chain on the use of 3TG’s, when these minerals are intentionally added into your products. If you do not have full traceability, you are expected to conduct a reasonable ‘country of origin’ inquiry. In case this inquiry does not give you the knowledge (or no reason to believe the contrary) that these minerals are from scrap/recycling or from countries other than the DRC and adjoining countries, you will have to perform a due diligence process on the source and chain of custody of these conflict minerals.

You are required to disclose all information on 3TG’s in your products to Roxell in order to guarantee complete transparency regarding their origin.

3. General contracting issues

Roxell expects you and your employees to compete fairly and ethically for all business opportunities. Those employees of yours, who are involved in the sale of products/services, the negotiation of agreements, and/or the delivery of services to Roxell are expected to understand and honor the terms of contractual agreements. All statements, communications, and representations to Roxell must be accurate and truthful.

Roxell may ask the Supplier to permit Roxell, or an independent third-party selected by Roxell, to verify the Supplier's compliance with this Code. Such verification may include onsite audits of the Supplier's facilities, as well as access to the Supplier's employees for the purpose of interviewing them regarding compliance with this Code. Roxell expect that the Supplier would not retaliate against any person who in good faith reports or participates in good faith in any investigation into known or suspected improper behavior by the Supplier or Roxell.

Nothing in the Code is intended to create any employment relationship with a Supplier's workers or any new or additional third-party rights for the Supplier or its workforce.

4. Reporting violations

Except as noted below, Roxell expect that you will report to Roxell any conduct, including conduct by any Roxell employee, that you believe in good faith to be an actual, apparent, or potential violation of this Code. Prompt reporting of violations is in the best interest of everyone. Reports will be handled as confidentially as possible. To report an incident, you may contact your local Roxell business contact or their local management.

Roxell maintains an “open door” policy with regard to your questions, including any questions related to business conduct and ethics. If you have any questions, do not hesitate to contact your local Roxell business contact or their local management.

5. Enforcement

Roxell expect that the Supplier shall maintain sufficient information and documentation necessary to demonstrate compliance with the principles of this Code. Compliance with the principles of the Code is a material condition of continued business with Roxell and Roxell may terminate business with the Supplier for failing to comply with the guides and requirements set out in this Code.

Compliance with the Roxell Supplier Code of Ethics and Business Conduct places you among those corporations throughout the world that maintain the highest standards of business conduct and solid business ethics. Our standards can be met only with your cooperation.