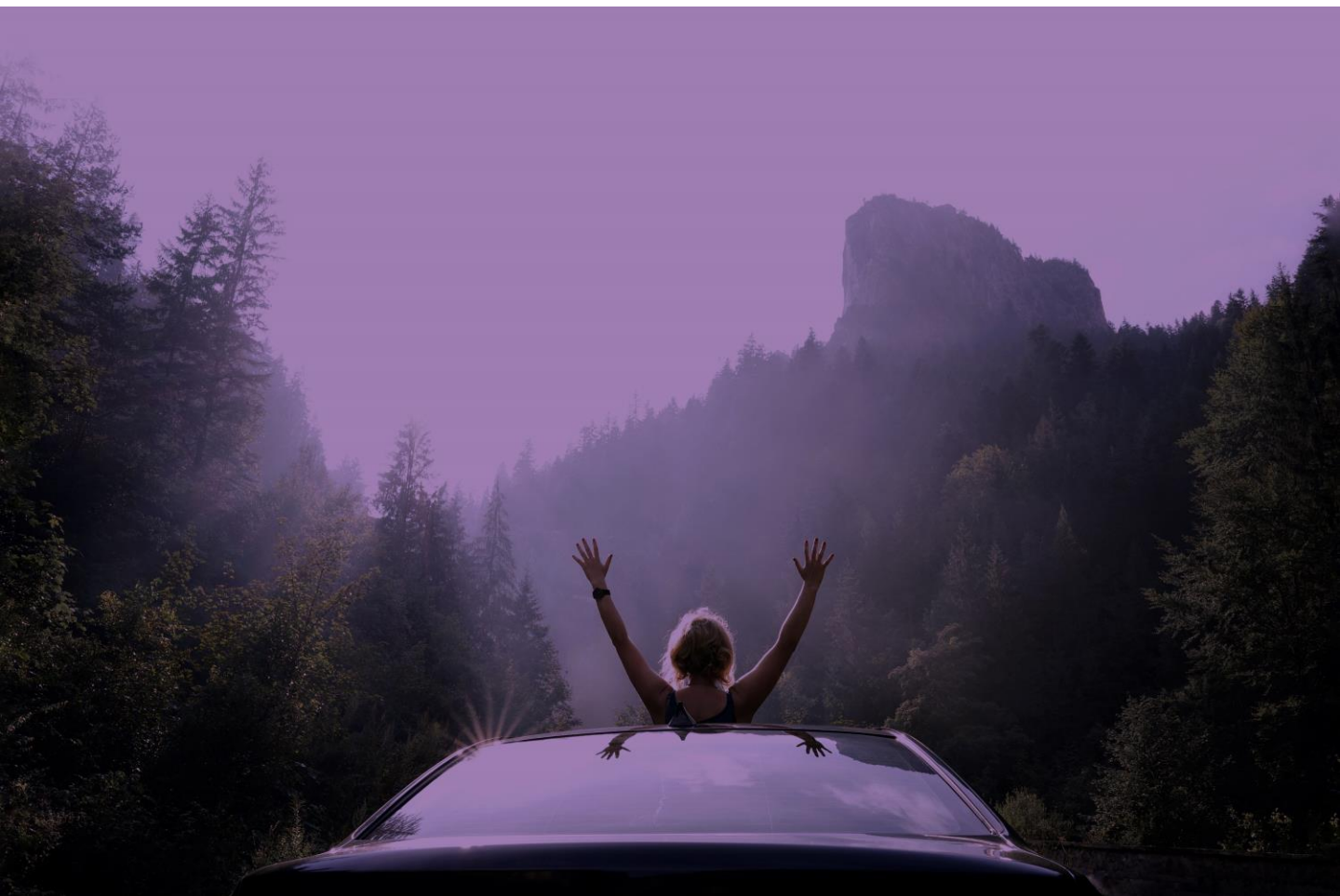


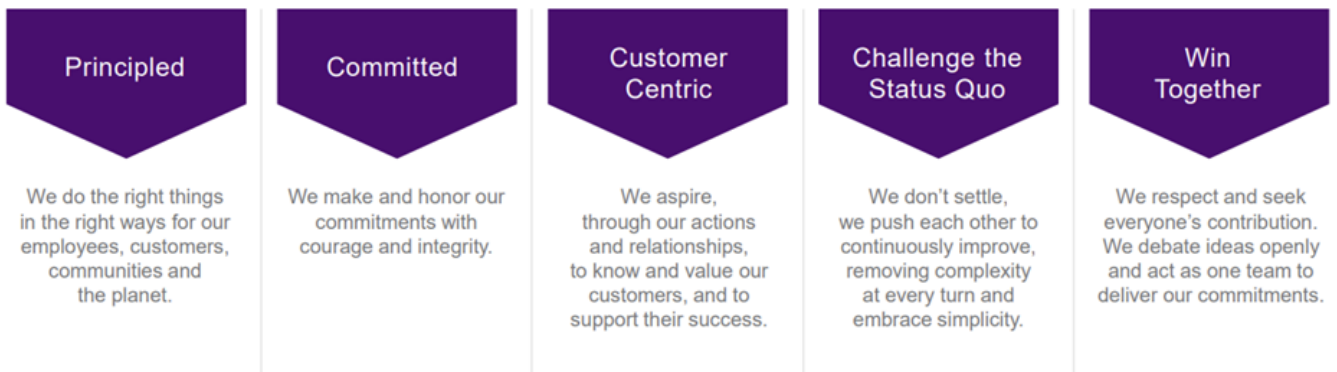
# *SUPPLIER CODE OF CONDUCT*

JANUARY 2024



# / Overview

At Clarios, our mission is “We create the world’s best batteries, essential for the evolving future of transportation”, and in pursuit of this mission, **we are committed to doing the right thing.** We strive to partner with strong suppliers to help us produce, market, recycle, and distribute the world’s best batteries in an ethical, safe, and sustainable manner, and we expect our suppliers to operate in a manner consistent with our values and same high standards.



This Supplier Code of Conduct (“Code”) applies to all Clarios suppliers of materials, products or services, including their own suppliers, subcontractors, agents, representatives, third party consultants, and employees, regardless of the materials, products or services they provide to Clarios (“Suppliers”).

# / Clarios expectations

Based on our mission and values, we expect from our suppliers:

- Compliance to local, regional, and international regulations and laws
- Commitment to principled decisions regarding people, communities, the environment, and our common business interests
- Avoidance of bribery and corruption, money laundering, conflicts of interest and anti-competitive conduct
- Respect for human rights and avoidance of modern slavery
- Risk identification and mitigation to protect information, data, operating systems, communication systems, and production capabilities
- Fostering a workplace that provides a safe environment, does not discriminate, offers grievance processes and freedom of association in a culture that empowers people to speak out without fear of retaliation
- Collaboration to achieve common goals in innovation, quality, cost, social responsibility, compliance, and performance to support customer and consumer evolving demands
- Transparent communication regarding business conditions, transactions, commercial agreements, and compliance activity

We ask that you communicate these expectations to your employees, suppliers and business partners who may provide goods or services to Clarios.

# / Ethical Business Practices

## **Business Integrity**

Clarios strictly prohibits the receipt, offer or payment of bribes, kickbacks, facilitation payments or the exchange of anything of value (directly or indirectly) intended to advance Clarios' business interests or provide undue or improper advantages for Clarios or you.

While it may sometimes be appropriate to exchange gifts or offer entertainment, Suppliers should not use these business courtesies to gain an improper advantage or preferential treatment. Suppliers should ensure that gifts or entertainment are modest in value, infrequently provided, and consistent with local law and the internal rules of the recipient's employer. Gifts of cash or cash equivalents, such as gift cards, are not allowed.

## **Political Lobbying**

Suppliers are responsible for understanding when their activities for Clarios may be considered lobbying in a particular jurisdiction and for complying with all applicable laws.

"Lobbying" generally means any activity that attempts to influence laws, regulations, policies, and rules, and in some countries, can also mean business development and / or procurement activities.

## **Financial Integrity, Records, and Accounting**

Clarios relies on our books and records to report our financial results, make required legal filings, and make business decisions. As our Supplier, we count on you to keep and maintain accurate books and records of all your business dealings with and for Clarios in accordance with applicable standard accounting practices.

## **Fraud**

We expect our Suppliers to act honestly and with integrity. Seeking to gain an advantage of any kind by acting fraudulently, stealing, deceiving people or making false claims, or allowing anyone else to do so is prohibited.

## **Insider Trading**

As an Clarios Supplier, you may have access to material, non-public information about Clarios or other companies. Information is material if a reasonable investor would consider it important in deciding whether to buy, sell, or hold a company's securities. Suppliers may not buy or sell Clarios securities while in possession of material, non-public information or provide that information to others who trade on it.

# / Ethical Business Practices

## Conflicts of Interest

Suppliers must avoid all conflicts of interest or even the appearance of conflicts of interest. Suppliers are expected to promptly disclose to their Clarios business representative actual or potential conflicts of interest relating to their business activities as a Clarios Supplier.

Some examples of situations that could create conflicts of interest include:

- Hiring or making an offer of employment to an Clarios employee or their family member
- Suppliers that are owned or controlled, directly or indirectly, by an Clarios employee or their family member
- Providing any form of compensation, fees or commissions to Clarios employees
- Pursuing or competing for business opportunities that belong to Clarios
- Obtaining an unfair advantage by acting on information learned through their relationship with Clarios
- Any other activity that might adversely affect Clarios, our business, or our reputation

## Confidential Information

Suppliers are expected to safeguard all Clarios confidential information, electronic data, intellectual property, know-how, and technologies.

Suppliers must transfer any such confidential information, electronic data, intellectual property, know-how, or technologies in a way that secures and protects the intellectual property rights of Clarios and its business partners.

Suppliers may receive Clarios' confidential information only as authorized by a confidentiality or non-disclosure agreement and must comply with their obligations to not disclose the confidential information. Also, Suppliers must never use any illegal or unethical means to get information about other companies in connection with their business with Clarios.

# Ethical Business Practices

## Data Privacy and Information Security

Suppliers who collect, receive, store or otherwise process personal data in connection with the products or services they provide to Clarios must appropriately handle and protect such data (to Clarios' satisfaction at all times, before, during and after the relationship with Clarios), and comply with all laws, regulations and agreements with Clarios applicable to the processing of such data.

## Antitrust and Competition Laws

Clarios is committed to competing fairly for the benefit of consumers and following antitrust and competition laws in the United States and internationally. We expect our Suppliers to comply with all applicable laws, regulations and standards of fair business, advertising and competition.

## Trade Compliance Laws and Regulations

Suppliers are responsible for: complying fully with all global trade laws and regulations, including embargoes and sanctions; understanding how global trade laws and regulations apply to their business; and adopting appropriate policies, procedures and controls to comply with these laws, including import and export laws that apply to technology, software, intellectual property, and technical information as well as materials and goods.

## Anti-Money Laundering Compliance and Reporting

Money laundering in any form is prohibited. Money laundering includes disguising or concealing the nature, location, source, ownership or control of unlawfully obtained money, or transforming such money into legitimate funds.

## Conflict Minerals and Responsible Materials Sourcing

Clarios expects Suppliers to maintain sufficient knowledge of input materials and components to reasonably assure that they were obtained from permissible sources in compliance with all relevant laws and regulations. Suppliers are expected to cooperate with Clarios, in good faith, to perform the necessary due diligence to allow Clarios to report to regulatory agencies, as maybe required from time to time. Suppliers are expected to use commercially reasonable efforts to supply commodity metals to Clarios that are "conflict-free" and should be prepared to certify to such a designation upon request.

# / Respectful Treatment of Individuals

Clarios is committed to fostering an environment where ALL people are welcome, supported and treated with dignity.

## **Labor and Human Rights**

Clarios is committed to compliance with human rights laws. We do not use or condone the use of child or involuntary labor or human trafficking, and we denounce any degrading treatment of individuals or unsafe working conditions.

Suppliers will not: participate in human trafficking or exploitation or procure or supply goods tainted by human trafficking; use any form of involuntary, slave, forced, bonded or indentured labor, regardless of local business customs, or purchase products or services from companies using involuntary, slave, forced, bonded or indentured labor.

Suppliers must ensure that their workers have access to their passports and personal documentation at all times.

The use of child labor is prohibited. "Child" means any person under the age of 15, rounder the legal minimum age for employment in the country, whichever is greatest.

Suppliers must verify all workers' dates of birth. Suppliers must ensure that their workers under the age of 18 perform age-appropriate work unlikely to jeopardize their health, safety, or education

## **Anti-Harassment and Anti-Discrimination**

Clarios is committed to the principles of equal employment opportunity, inclusion and respect. We do not tolerate discrimination on the basis of: race, color, religion, sex, pregnancy(including childbirth), lactation or related medical conditions, age (40 and over), national origin or ancestry, physical or mental disability, marital status, medical condition, sexual orientation, gender identity and gender expression, military service status, genetic information or any other status protected bylaw; nor do we tolerate harassment in any form against anyone.

Suppliers shall commit to a workplace that is free of harassment and abuse, including sexual harassment, corporal punishment, inhumane treatment, or any harassing behavior (verbal, visual, or physical threats or demands) that creates an intimidating, offensive, abusive or hostile work environment. Suppliers are expected to support diversity and equal opportunity in their workplaces and prohibit unlawful discrimination of any kind.

# / Respectful Treatment of Individuals

Suppliers shall operate in a way that ensures working hours, including overtime, are humane and productive and do not exceed applicable legal limits.

## **Working Hours and Compensation**

Suppliers shall operate in a way that ensures working hours, including overtime, are humane and productive and do not exceed applicable legal limits.

Suppliers shall provide wages at least equal to the applicable legal minimum wage and any associated statutory benefits.

Where there is no legal minimum wage, Suppliers must compensate workers at a level that allows them to meet their basic needs.

## **Freedom of Association and Collective Bargaining**

Suppliers are expected to permit their workers to associate freely, bargain collectively, and seek representation in accordance with local laws.

Workers should also be permitted to openly communicate and share grievances with management about working conditions without fear of reprisal or harassment



# / Health, Safety and Environment

## **Safety, Reporting and Quality**

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

Suppliers must obtain and keep current all required environmental permits, approvals, and registrations, and follow their operational and reporting requirements.

Suppliers' materials and products must meet regulatory quality and safety standards, in addition to our internal quality standards, policies, specifications, procedures, and contract requirements

## **Protecting the Environment**

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

Suppliers should look to international, federal, state and local environmental laws, rules and regulations to guide their efforts at minimizing the emission, generation, discharge and disposal of hazardous materials and other waste.

# / Reporting Concerns

We expect our Suppliers to promptly report to us all violations or suspected violations of this Code. This includes reporting information about the potential misconduct of a Clarios employee. If allowable in the country where the report is lodged, the report can be sent anonymously. Suppliers can contact their Clarios business representative or the [Clarios Integrity Helpline](#) to report known or suspected misconduct or raise an ethical concern.

Clarios takes compliance with this Code very seriously and reserves the right to assess and monitor Suppliers' compliance with this Code. Violations by Suppliers of this Code will result in a review of our business relationship, up to and including termination of the relationship according to our contractual rights and applicable law.