

PRODRIVEN
GLOBAL BRANDS



Code of Business Conduct
Driven by Integrity



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Need Help?



A Message From Our CEO



For trade professionals, the equipment they use is much more than a tool – it’s a lifeline. They need to trust their equipment to keep them safe, secure and productive. At ProDriven, we recognize our tremendous responsibility to earn that trust.

We start by focusing beyond what it takes to get the job done – by setting our sites on the way it gets done – with integrity. That’s the legacy we’ve built – a company driven by integrity and excellence throughout our portfolio of brands and committed to putting our very best into every product.

Our Code of Business Conduct (“Code”) tethers us to that commitment, showing us what our Company expects of us and how to handle our work with integrity, respect for others and alignment with our policies and the law. It’s the blueprint we must all follow to navigate and speak up about challenging work situations and find help when we need it.

Think of the Code as your most reliable piece of work equipment. When we apply the Code’s guidance to every decision, we stay true to our legacy and united in our core values. Lives, livelihoods and our reputation depend on it.



Gary Scott
Chief Executive Officer



Who We Are



What Inspires Us



The ProDriven global portfolio represents a collection of brands that are long-standing leaders in their categories and their regions of the world.

BRANDS & PRODUCTS



Through our [brands and products](#), we serve worksite professionals around the globe with products designed for performance, productivity and protection. Our global capabilities and innovation pipeline allow us to continue to expand into new markets and introduce best-in-class products to users across the globe.

We protect the lives and livelihoods of trade professionals worldwide. These aren't just words on our walls. Each and every one of our nearly 5,000 employees embrace this purpose. Our core values drive our innovations, our decision making and our culture. They're the glue that binds our brands and our people, and keeps us true to our customers and users across the globe.

At ProDriven, we take our core values to heart:

WE ARE ONE: *Our culture is what drives us.*



WE WORK AS A TEAM:

We believe in collaboration and working together to capitalize on the strength of our collective ideas. We are passionate about attracting, developing and retaining the most talented and diverse team possible. We put the most skilled, collaborative, engaged team on the field of play every day.



WE ACT WITH INTEGRITY:

We treat each other with integrity and respect. We always do the right thing, even when no one is watching. We communicate openly and honestly. We tell the whole story, not just what is convenient to our individual goals. We win with diversity and inclusion and embrace people from diverse backgrounds, cultures and ways of thinking.



WE CARE FOR OUR CUSTOMERS AND THE COMMUNITIES IN WHICH THEY LIVE:

The lives of our customers depend on the quality of our products and brands, so excellence and accountability are at the forefront of every decision we make. We are engaged and driven to exceed the expectations of our customers and to give back to the communities where we live.



WE BELIEVE INNOVATION AND CONTINUOUS IMPROVEMENT DEFINE OUR FUTURE:

Innovation is our ultimate competitive differentiator. We pursue out-of-the-box ideas to add value and continuously improve our products, processes and services. We act with a sense of speed and urgency because we know our teammates and customers are counting on us. We are high achievers, driven to get better every day and to exceed expectations.



WE PLAY TO WIN:

We are results driven and are accountable to each other while delivering short and long term results. We understand that success enables us to continually invest back into our businesses and our people to help them realize their full potential. We earn our investors' trust by consistently delivering on our commitments.

Driven by Integrity



Every task on every worksite brings risks. The people who face them need equipment they can count on. When their equipment stands strong, they can take on every challenge with confidence and peace of mind. That's what we deliver at ProDriven: safety and security, delivered with pride and integrity.

We have always held ourselves to the highest standards, keeping our promises and fulfilling our mission without fail. This is who we are – a company and a family of brands deeply committed to our customers. Letting them down is not an option. Each day is an opportunity to do what's right for them, for our Company and for each other.

But how could you possibly know the right thing to do in every situation? You couldn't. That's why our Code of Business Conduct is so important. It's a tool designed with you in mind – a vital resource to help you:

- Promote integrity and the highest standards of ethical conduct.
- Address common ethical situations you could encounter in your work.
- Avoid even the appearance of anything improper in connection with our Company's business activities.



Getting Started

Compliance With the Law

ProDriven is committed to compliance with all laws, rules and regulations that apply to our business. It is impossible to anticipate every question you may have or situation you might face so, in addition to the Code, we have other resources that can be of help. These additional resources are listed throughout the Code. As always, we rely on you to use good judgment and seek help when you need it.

We operate in multiple countries, so it is important to be aware of different laws and customs that may apply. While we respect the norms of our customers, business partners and coworkers throughout the world, all employees must, at a minimum, comply with the standards and principles in this Code. We intend for this Code to encourage compliance with all applicable laws and regulations. If any guidance in our Code conflicts with a local law or requirement, the local law will prevail and you should seek guidance from Human Resources or the Legal Department.

Accountability and Discipline

Violating our Code, our policies or the law or encouraging others to do so, exposes the Company to liability and puts our reputation at risk. If you see or suspect a violation, [report it](#).

Anyone who violates our Code will be subject to disciplinary action, up to and including termination of employment. Violations of laws or regulations may also result in legal proceedings and penalties including, in some circumstances, criminal prosecution.

Waivers and Amendments

Any waiver of the Code for executive officers must be approved only by our Advisory Committee and will be promptly disclosed as required. Any waiver of the Code for any other employee must be made only by the Legal Department.

ProDriven supports an employee's right to speak out publicly about matters of public concern and to participate in concerted activities and communications related to terms and conditions of employment. Nothing in any section of our Code or in any of our policies is intended to limit or interfere with that right.

Our Code and the policies it references may be modified from time to time without prior notice. For the most current version, please see our [corporate website](#).



Who Must Follow Our Code

All employees of ProDriven and its subsidiaries, including executives, officers and members of our Advisory Committee, are required to read, understand and follow our Code.

Consultants, contractors, agents, suppliers, vendors and temporary employees (“business partners”) who serve as an extension of ProDriven are also expected to follow the spirit of our Code and any applicable contractual provisions and comply with our Supplier Code of Conduct.

If you supervise our business partners, you are responsible for communicating our standards and ensuring they are understood. If a business partner fails to meet our ethics and compliance expectations or their contractual obligations, it may result in the termination of their contract.



Our Responsibilities

Each of us has an obligation to act with integrity, even when this means making difficult choices. Meeting this obligation is what helps us succeed and grow.

Employee Responsibilities

Each of us has a responsibility to:

- Act professionally, honestly and ethically when conducting business on behalf of our Company.
- Understand our Code and Company policies, paying particular attention to the topics that apply to our specific job responsibilities.
- Complete all required employee training on time and stay up-to-date on current standards and expectations.
- Report concerns about possible violations of our Code, our policies or the law to your supervisor, an executive or any of the resources listed in this Code.
- Cooperate and tell the truth when responding to an investigation or audit, and never alter or destroy records in response to an investigation or when an investigation is anticipated.



Additional Responsibilities of Supervisors

ProDriven supervisors are expected to:

- Lead by example. Model high standards of ethical business conduct, and help create a work environment that values mutual respect and open communication.
- Be a resource for others. Communicate often with employees and business partners about how the Code and other policies apply to their daily work.
- Be proactive. Look for opportunities to discuss and address ethical dilemmas and challenging situations with others.
- Delegate responsibly. Never delegate authority to any individual whom you believe may engage in unlawful conduct or unethical activities.
- Respond quickly and effectively. When a concern is brought to your attention, treat it seriously and with respect for everyone involved.
- Be aware of the limits of your authority. Do not take any action that exceeds your authority. If you are ever unsure of what is appropriate (and what is not), discuss the matter with your supervisor.

What if?



I'm a supervisor and not clear about what my obligations are if someone comes to me with an accusation – and what if it involves a senior supervisor?

No matter who the allegation involves, you must report it. ProDriven provides several options for reporting concerns. If for any reason you are uncomfortable making a report to a particular person, you may talk to any of the other resources listed in the Code.

I observed misconduct in an area not under my supervision. Am I still required to report the issue?

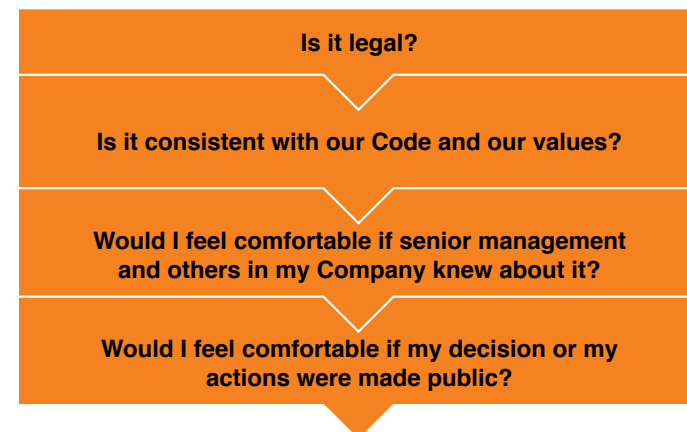
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Choosing What's Right

Making the right decision is not always easy. There may be times when you'll be under pressure or unsure of what to do. Always remember that when you have a tough choice to make, you are not alone. There are resources available to help you.

Facing a Difficult Decision?

It may help to ask yourself:



If the answer to all of these questions is "yes," the decision to move forward is probably OK, but if the answer to any question is "no" or "I am not sure," stop and seek guidance.

Remember, in any situation, under any circumstances, it is always appropriate to ask for help.

One More Thing ...

We value your feedback. If you have suggestions for ways to enhance our Code, our policies or our resources to better address a particular issue, bring them forward. Promoting an ethical ProDriven is a responsibility we all share.

Speaking Up

If you see or suspect a violation of our Code, our policies or the law, or if you have a question about what to do, talk to your supervisor.

If you are uncomfortable speaking with your supervisor, there are other resources available to help you:

- Contact another member of management.
- Contact Human Resources.
- Contact the [Integrity Helpline](#).

ProDriven will make every reasonable attempt to ensure that your concerns are addressed appropriately.

What to Expect When You Use the Integrity Helpline

The Integrity Helpline web portal and phone line are available 24 hours a day, seven days a week. Operated by NAVEX, an independent third party, the Helpline will document your concerns and ProDriven will investigate further.

When you contact the Integrity Helpline, you may choose to remain anonymous where permitted by local law. All reports received will be treated equally, whether they are submitted anonymously or not.

After you make a report, you will receive an identification number so you can follow up on your concern. Following up is especially important if you have submitted a report anonymously, as we may need additional information to conduct an effective investigation. This identification number will also enable you to track the resolution of the case; however, please note that out of respect for privacy, ProDriven will not be able to inform you about individual disciplinary actions.

Any report you make will be kept confidential by all individuals involved with reviewing and, if necessary, investigating it.

Remember, an issue cannot be addressed unless it is brought to someone's attention.

No Retaliation

We will not tolerate any retaliation against any employee who, in good faith, asks a question, reports conduct that may be inconsistent with our Code, our policies, or the law, or assists in an investigation of suspected wrongdoing.

What Does Reporting "in Good Faith" Mean?

It means making a genuine attempt to provide honest, complete and accurate information, even if it later proves to be unsubstantiated or mistaken. Report your concern regardless of whether you know it is a violation.



What if?



I suspect there may be some unethical behavior going on in my business unit involving my supervisor. I know I should report my suspicions, and I am thinking about using the Integrity Helpline, but I am concerned about retaliation.

You are required to report misconduct and, in your situation, using the Integrity Helpline is a good option. We will investigate your suspicions and may need to talk to you to gather additional information. After you make the report, if you believe you are experiencing any retaliation, report it to Human Resources. We take claims of retaliation seriously. Reports of retaliation will be thoroughly investigated and, if they are true, retaliators will be disciplined.

Someone on my team flagged some suspicious behavior on the worksite. I could probably confirm whether or not this activity is happening with a little investigation. Should I look into this or report what I know so far?

You should definitely report what you've learned immediately. There's no need to have all the details or confirm misconduct before reporting it. Speaking up, and using the Integrity Helpline early, helps us take the appropriate action.

Driven by Teamwork



Fairness and Inclusivity

ProDriven helps bring together employees with a wide variety of backgrounds, skills and cultures. Combining such a wealth of talent and resources creates the diverse and dynamic teams that consistently drive our results. We are committed to ensuring that everyone in our workplace – employees, job applicants and business partners – feel welcome and valued and are given opportunities to grow, contribute and develop with us. To uphold that commitment, we support laws prohibiting discrimination and provide equal opportunity for employment, income and advancement in all our departments, programs and worksites.

If you are responsible for making employment decisions on behalf of ProDriven, base your decision-making on qualifications, demonstrated skills and achievements – and never on race, color, religion, sex (including pregnancy, sexual orientation or gender identity), national origin, age, disability, genetic information or any other characteristic protected by law.

DO THE RIGHT THING

- Treat others respectfully and professionally.
- Promote diversity in hiring and other employment decisions.
- Do not discriminate against others on the basis of any other characteristic protected by law or Company policy.

WATCH OUT FOR

- Comments, jokes or materials, including emails, that others might consider offensive.
- Avoid inappropriate bias when judging others. If you supervise others, judge them on performance. Use objective, quantifiable standards and avoid introducing unrelated considerations into your decisions.



What if?



One of my coworkers sends emails containing jokes and derogatory comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

You should notify your supervisor or Human Resources. Sending these kinds of jokes violates our values, our email usage policies, and our standards on diversity, harassment and discrimination. By doing nothing you are condoning discrimination and tolerating beliefs that can seriously erode the team environment we have all worked to create.

Anti-harassment

We all have the right to work in an environment that is free from intimidation, harassment, bullying and abusive conduct. At ProDriven, we do not tolerate verbal or physical conduct by any employee that harasses another, disrupts another's work performance or creates an intimidating, offensive, abusive or hostile work environment.

If you see, suspect or feel you have been the victim of harassment (including sexual harassment), report it immediately. You'll be helping to preserve a respectful and productive workplace.

Sexual Harassment

A common form of harassment is sexual harassment, which in general occurs when:

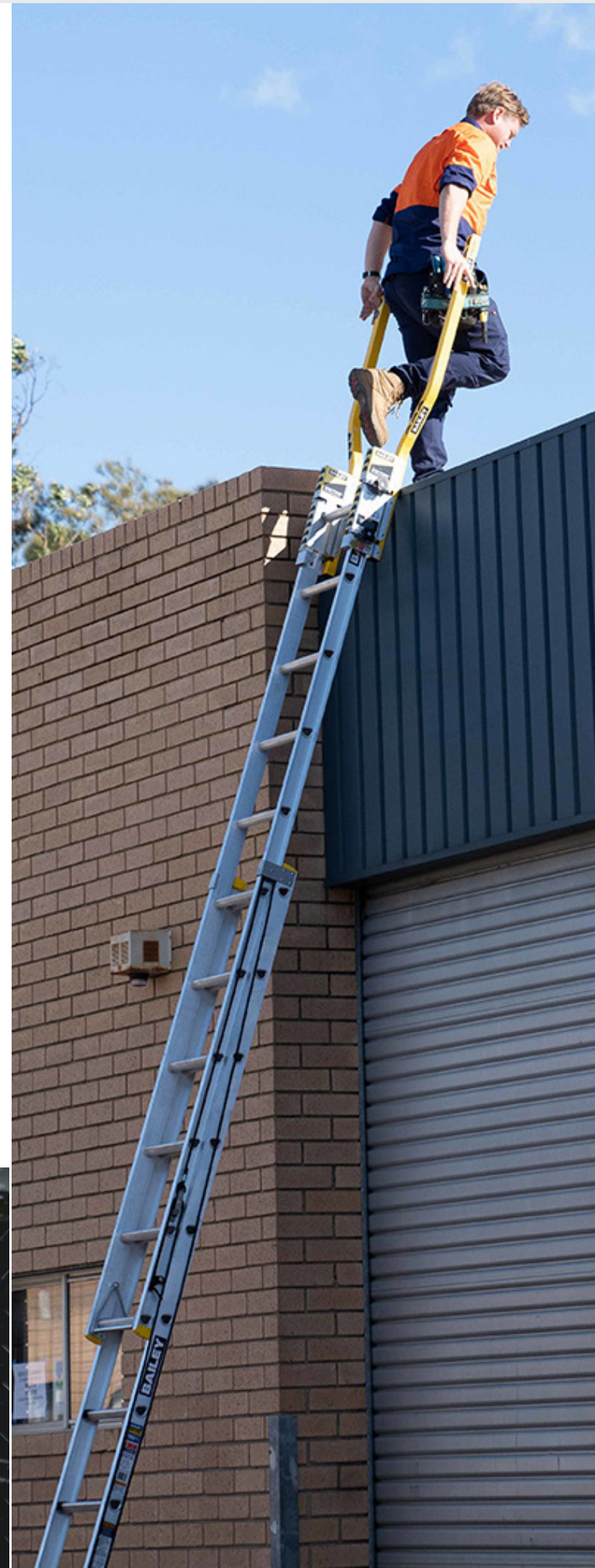
- Actions that are unwelcome are made a condition of employment or used as the basis for employment decisions, such as a request for a date, a sexual favor or other similar conduct of a sexual nature.
- An intimidating, offensive or hostile environment is created by unwelcome sexual advances, insulting jokes or other offensive verbal or physical behavior of a sexual nature.

DO THE RIGHT THING

- Promote a positive attitude – support policies designed to build a safe, ethical and respectful workplace.
- Help each other – speak out when a coworker's conduct makes others uncomfortable.
- Be professional – do not visit inappropriate internet sites or display sexually explicit or offensive pictures.
- **Speak up** – report all incidents of harassment and intimidation that may compromise our ability to work together and be productive.

WATCH OUT FOR

- Threatening remarks, obscene phone calls, stalking or any other form of harassment.
- Sexual harassment or other unwelcome verbal or physical conduct of a sexual nature.
- The display of sexually explicit or offensive pictures or other materials.
- Sexual or offensive jokes or comments.
- Verbal abuse, threats or taunting.



What if?



While on a business trip, a colleague of mine repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. We weren't in the office, and it was after regular working hours, so I wasn't sure what I should do. Was that harassment?

It could be. We expect our employees to practice respect, not only during working hours but in all work-related situations, including business trips. Tell your colleague you are uncomfortable with these actions and ask them to stop. If they continue, report the problem.

I frequently hear a colleague making derogatory comments to another coworker. These comments make me feel uncomfortable, but I feel like it's none of my business, and the person they're directed at will speak up if they are offended. Should I ignore this?

No, you shouldn't. It's up to each of us to help maintain a work environment where people feel welcome, valued and included. Since you're aware of this situation, you have a responsibility to speak up about it. If you feel you can, speak to your colleague and ask that this behavior stop. If you feel you can't or the comments continue, talk to your supervisor or another resource.



Workplace Health and Safety

Ensuring safety is an integral part of everything we do. Reporting risks and hazards is not just the right thing to do, it's a requirement, because a failure to speak up about an incident, or to participate in an investigation into an incident, can have serious repercussions for our Company, and for every employee on the job, every day.

Each of us is responsible for acting in a way that protects ourselves and others. No matter what job you do or where you do it, we count on you to actively promote a safe and healthy workplace, and report any situations that may pose a health, safety or security risk. Do your part to keep everyone in the ProDriven family injury-free.

Alcohol and Drugs

While at work or on ProDriven business:

- Always be ready to carry out your work duties – never impaired.
- Do not use, possess or be under the influence of alcohol, illegal drugs or any substance that could interfere with a safe and effective work environment.

Workplace Violence

Violence of any kind has no place at ProDriven. We won't tolerate:

- Intimidating, threatening or hostile behavior.
- Causing physical injury to another.
- Acts of vandalism, arson, sabotage or other criminal activities.
- The carrying of firearms or other weapons onto Company property unless you are authorized to do so.

DO THE RIGHT THING

- Follow the safety, security and health rules and practices that apply to your job in your location.
- Maintain a neat, safe working environment by keeping workstations, aisles and other workspaces free from obstacles, wires and other potential hazards.
- Notify your supervisor immediately about any unsafe equipment, or any situation that could pose a threat to health or safety or the environment. As an employee, you have the right and the responsibility to stop any work if you feel your safety is at risk.
- Cooperate with any investigations into incidents.

WATCH OUT FOR

- Unsafe practices or work conditions.
- Carelessness in enforcing security standards, such as facility entry procedures and password protocols.



What if?



I've noticed some practices in my area that don't seem safe. Who can I speak to? I'm new here and don't want to be considered a troublemaker.

Discuss your concerns with your supervisor or Human Resources. There may be very good reasons for the practices, or you may be bringing to light an issue that needs to be addressed. In either case, raising a concern about safety does not make you a troublemaker. It makes you a responsible employee who is concerned about the safety of others.

A subcontractor commits a violation of our standards. Are subcontractors expected to follow the same health, safety and security policies and procedures as employees?

Absolutely. Supervisors are responsible for ensuring that subcontractors and other business partners at work on ProDriven premises understand and comply with all applicable laws and regulations, as well as with additional requirements our Company may have.



Toolbox

[Drug and Alcohol Policy](#)
[Environmental Health & Safety Policy](#)

Driven by Pride



Use of Company Assets

At ProDriven, we entrust employees with assets (both tangible and intangible) that enable us to operate. Physical assets include our facilities, materials and equipment. Electronic assets include computers, communication systems and devices, software and hardware. Files and records are also Company assets, and we have a responsibility to ensure their confidentiality, security and integrity.

Remote Working

Although you may be permitted to work remotely, our responsibilities to ProDriven remain the same. No matter where we are working – at home, in a café or anywhere else in the world – we have a duty to maintain our Company’s high standards and follow our policies.

If you work remotely, always do what is expected of you. Follow the same practices and put in the same number of hours and level of effort you would in an office setting. Also protect any ProDriven assets that are in your care, including technology, hardware and information. Be available to your colleagues during regular work hours and do what is right and required, even without direct supervision.

We are also exposed to cybersecurity risks, including ransomware, phishing, malware, insider threats and supply chain attacks, which are increasingly sophisticated, often leveraging AI and human error. These risks threaten our ability to maintain the security of Company assets. Each of us is personally responsible for using these assets with care and protecting them from fraud, waste and abuse. Your personal use of Company assets is discouraged, but where permitted, should be kept to a minimum and have no adverse effect on productivity and the work environment. Please note that any information you create, share or download using Company systems may be considered Company property. ProDriven may access, review or monitor system use when necessary and in accordance with applicable laws.



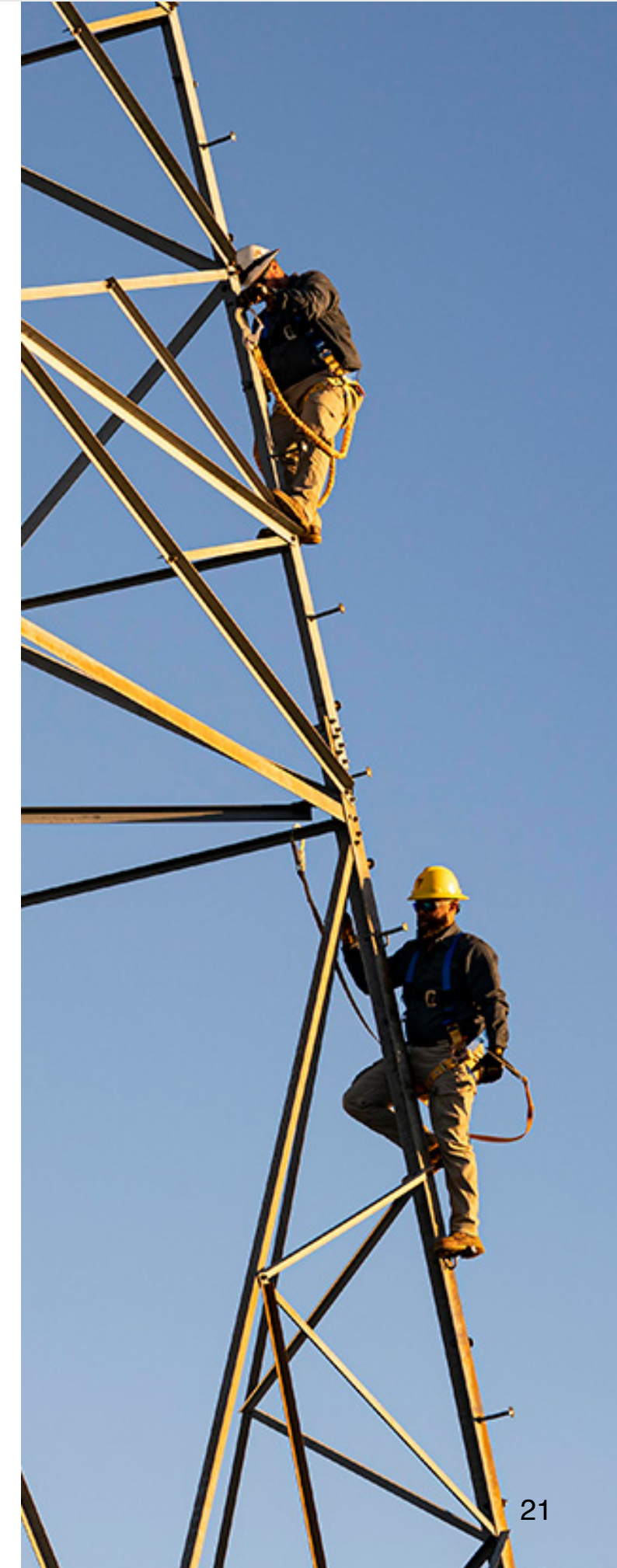
Any such monitoring will be conducted in a proportionate manner and for legitimate business purposes (such as ensuring security or compliance). Where required, you will be appropriately informed in advance.

DO THE RIGHT THING

- Use Company assets to carry out your job responsibilities, never for activities that are improper or illegal.
- Observe good physical security practices, especially those related to badging in and out of our facilities.
- Be a good steward of our electronic resources and systems, and practice good cybersecurity:
 - Do not share passwords or allow other people, including friends and family, to use ProDriven assets.
 - Only use software that has been properly licensed. The copying or use of unlicensed or “pirated” software on Company computers or other equipment to conduct Company business is prohibited. If you have any questions about whether or not a particular use of software is licensed, contact the IT Department.
 - Lock your workstation when you step away and log off our systems when you complete your work for the day.
 - Beware of phishing attempts – use caution in opening email attachments from unknown senders or clicking on suspicious links.

WATCH OUT FOR

- Requests to borrow or use ProDriven equipment without approval.
- Excessive use of ProDriven resources for personal purposes.
- Unknown individuals without proper credentials entering our facilities.



Conflicts of Interest

A conflict of interest can occur whenever an employee has an interest or activity that may interfere with their ability to make an objective decision on behalf of ProDriven. Conflicts of interest may be actual, potential or even just a matter of perception.

Each of us is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict, because the perception of a conflict can undermine the trust others place in us and damage our reputation. Conflict of interest situations are not always clear-cut, so fully disclose them to your supervisor so they can be properly evaluated, monitored and managed.



Potential Conflicts of Interest

Be alert to situations, including the following, which are common examples of potential conflicts of interest:

Corporate opportunities

If you learn about a business opportunity because of your job, it belongs to ProDriven first. This means that you must not take that opportunity for yourself unless you get approval from the Legal Department.

Friends and relatives

On occasion, it is possible that you may find yourself in a situation where you are working with a close friend or relative who works for a customer, business partner, competitor or even our Company. Since it is impossible to anticipate every scenario that could create a potential conflict, you must disclose your situation to your supervisor to determine if any precautions need to be taken.

Outside employment

To ensure that there are no conflicts and that potential issues are addressed, always disclose and discuss outside employment or side businesses with your supervisor if it competes with or is related to ProDriven's business. If approved, make sure the outside activity does not interfere or compete with your work at ProDriven. Working for a competitor, business partner or customer may raise conflicts that will need to be resolved.

Personal investments

A conflict can occur if you have a significant ownership or other financial interest in a competitor, business partner or customer. Make sure you know what's permitted – and what's not – by our policies and seek help with any questions.

Civic activities

Unless Company management specifically asks you to do so, you must not accept a seat on the board of directors or advisory board of any of our competitors, business partners or customers, especially if your current job gives you the ability to influence our relationship with them.

Romantic Relationships

The Company recognizes employees' right to private life. This section is limited to situations involving reporting lines or conflicts of interest and does not restrict private relationships outside those situations.

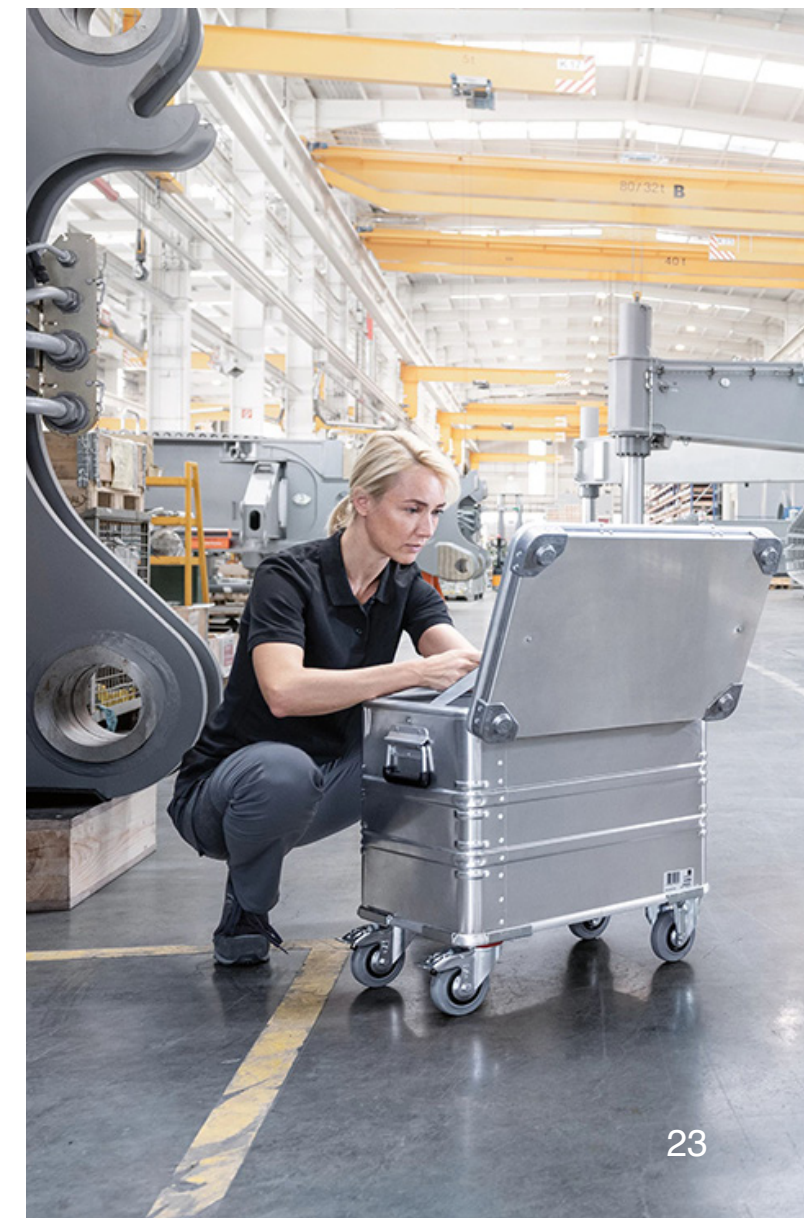
Romantic relationships include casual or serious dating, sexual involvement, cohabitation or other conduct typically associated with romantic partnerships. Such relationships can affect a fair and professional work environment and may create actual or perceived conflicts of interest, particularly where there is a direct or indirect reporting line between employees.

To protect fairness and avoid conflicts, employees must not enter into or continue a romantic relationship with someone they directly manage or who falls within their line of managerial responsibility. If such a situation arises, employees are expected to inform the company so an appropriate and proportionate solution can be arranged, which may include adjusting reporting lines or responsibilities. Disclosure will be handled sensitively, with respect for privacy and in line with data protection requirements.

Employees are responsible for identifying and disclosing any actual or potential conflict of interest resulting from a romantic relationship, in the same manner as they would for relationships involving family members. The Company will treat disclosures confidentially and work with the individuals involved to identify suitable steps that protect professional integrity while respecting personal privacy.

DO THE RIGHT THING

- Avoid conflict of interest situations whenever possible.
- Always make business decisions in the best interest of ProDriven.
- Think ahead and proactively address situations that may put your interests or those of a family member in conflict with ProDriven.
- Discuss with your supervisor full details of any situation that could be perceived as a potential conflict of interest.



Confidential Information and Intellectual Property

Company Information

At ProDriven, we rely on employees to be vigilant and protect confidential information and intellectual property – some of our most important and valuable assets. This means keeping this information secure, limiting access to those who have a need to know in order to do their job, and only using it for authorized purposes.

Do your part to safeguard confidential information. Be aware that this obligation continues even after your employment at ProDriven ends.



Intellectual Property

Examples of intellectual property (IP) include:

- Business and marketing plans
- Company initiatives (existing, planned, proposed or developing)
- Customer lists
- Trade secrets and discoveries
- Methods, know-how and techniques
- Innovations and designs
- Systems, software and technology
- Patents, trademarks and copyrights

ProDriven commits substantial resources to product development and innovation, and the creation and protection of our intellectual property rights are critical to our business. Contact the Legal Department if you receive questions regarding:

- The scope of our intellectual property rights
- How ProDriven’s rights apply to another company’s products
- How a third party’s intellectual property rights apply to ProDriven’s intellectual property rights or products

DO THE RIGHT THING

- Promptly disclose to Company management any inventions or other IP that you create while you are employed by ProDriven.
- Properly label confidential information to indicate how it should be handled, distributed and destroyed.
- Use and disclose confidential information only for legitimate business purposes.
- Protect our intellectual property and confidential information by sharing it only with authorized parties.
- Only store or communicate Company information using ProDriven systems.

WATCH OUT FOR

- Discussions of ProDriven confidential information in places where others might be able to overhear – for example on planes and elevators, in restaurants and when using your phone.
- Sending confidential information to unattended devices or printers.

Responsible Use of AI and Protection of Information

We must protect Company confidential, personal, and legally privileged information. Do not enter Company confidential information, personal data about employees or customers, trade secrets, source code, legal work product or attorney-client communications into public or consumer AI tools (for example, ChatGPT personal accounts, Gemini consumer apps and similar tools). Only use Company-approved AI solutions, such as Microsoft Copilot and M365 Copilot Chat, which provide enterprise-grade protections when dealing with company information in these areas. Always follow our Acceptable Use and Information Security policies. If you are unsure whether an AI tool is approved, or whether information is appropriate to use with AI, don’t proceed and contact IT Security or Legal.



Toolbox

[Confidential Information Protection Policy](#)
[Intellectual Property Procedures](#)

Customer and Business Partner Information

Our customers and business partners place their trust in us. We must protect their confidential information just as we protect our own. Make sure you understand the expectations of customers and business partners regarding the protection, use and disclosure of the confidential information that they provide to us.

DO THE RIGHT THING

- Limit any access to third-party confidential information to those who have a need to know in order to do their job, and only for authorized purposes.
- Immediately report any loss or theft of confidential information to your supervisor.

WATCH OUT FOR

- Requests by business partners for confidential information about our customers or about other business partners if there is no associated business requirement or authorization.
- Unintentional exposure of confidential information about our customers or business partners in public settings or through unsecure networks.

Accurate Recordkeeping

The accuracy and completeness of our business records and financial disclosures are essential to making informed decisions and supporting investors, regulators and others. Our books and records must accurately and fairly reflect our transactions in sufficient detail and in accordance with our accounting practices and policies.

Some employees have special responsibilities in this area, but all of us contribute to the process of recording business results or maintaining records. Ensure that any information you record is accurate, timely, complete and maintained in a manner that is consistent with our internal controls, disclosure controls and legal obligations.

Records Management

Documents should only be disposed of in compliance with ProDriven policies and should never be destroyed or hidden. You must never conceal wrongdoing or permit others to do so. Never destroy documents in response to – or in anticipation of – an investigation or audit.

If you have any questions or concerns about retaining or destroying corporate records, please contact the Legal Department.



DO THE RIGHT THING

- Create business records that accurately reflect the truth of the underlying event or transaction. Be guided by the principles of transparency and truthfulness.
- Write carefully in all business communications. Write as though someday the records you create may become public documents.

WATCH OUT FOR

- Records that are not clear and complete or that obscure the true nature of any action.
- Undisclosed or unrecorded funds, assets or liabilities.
- Improper destruction of documents.

What if?



At the end of the last quarterly reporting period, my supervisor asked me to record additional expenses, even though I had not yet received the invoices from the supplier and the work has not yet started. I agreed to do it, since we were all sure that the work would be completed in the next quarter. Now I wonder if I did the right thing.

Costs must be recorded in the period in which they are incurred. The work was not started, and the costs were not incurred by the date you recorded the transaction. This is a misrepresentation and, depending on the circumstances, could lead to an allegation of fraud.

Product Quality and Safety

We are dedicated to earning and maintaining the trust of our customers by ensuring the quality, safety and performance of our products.

Each of us, as well as our business partners, are expected to meet all product quality and safety specifications and our customers' expectations.

DO THE RIGHT THING

- Adhere to the highest standards and never take shortcuts or make exceptions that could compromise the quality or safety of our products.
- Do your part to ensure complete and accurate quality testing and performance reporting.
- Routinely check equipment and processes to ensure they conform to specifications and expectations – work toward continuous improvement.
- If you believe there is a safety issue or defect that might endanger a customer, report the issue to your supervisor immediately.

What if?



I think there may be an issue with one of the manufacturing processes at my facility, but we are behind schedule and if I say anything, we will be delayed further as the Company investigates. What should I do?

At ProDriven, we never sacrifice quality to meet a Company deadline or target. You should report the matter immediately.



Fair Dealing

We treat our customers and business partners fairly. We work to understand and meet their needs and seek competitive advantages through superior performance, never through unethical or illegal practices.

Tell the truth about our services and capabilities and never make claims that aren't true. In short, treat our customers and business partners as you would like to be treated.

DO THE RIGHT THING

- Be responsive to customer requests and questions. Only promise what you can deliver and deliver on what you promise.
- Never take unfair advantage of anyone by manipulating, concealing or misrepresenting material facts, abusing privileged information or any other unfair dealing practice.
- Never grant a customer's request to do something that you regard as unethical or unlawful.
- Speak with your supervisor if you have concerns about any error, omission, undue delay or defect in quality or our customer service.

WATCH OUT FOR

- Pressure from colleagues or supervisors to cut corners on quality or delivery standards.
- Temptations to tell customers what you think they want to hear rather than the truth; if a situation is unclear, begin by presenting a fair and accurate picture as a basis for decision-making.



Responsible Communications

ProDriven is committed to maintaining honest, professional and lawful internal and public communications. We need a consistent voice when making disclosures or providing information to the public and must ensure that only authorized persons speak on behalf of our Company.

Refer any communications with the media, investors, stock analysts and other members of the financial community to executive management.

Full, Fair and Timely Disclosures

ProDriven is committed to meeting its obligations of full, fair and timely disclosure in all reports and documents that describe our business and financial results and other public communications.



Social Media

Every communication about our Company affects our reputation and our brands, so we take care online. We must never post anything that would be considered harassing or discriminatory, and we must never breach confidential information about our Company, our employees or our business partners.

If you participate in internet discussion groups, chat rooms, bulletin boards, blogs, social media sites or other electronic communications, even under an alias, never give the impression that you are speaking on behalf of ProDriven, unless you are authorized to do so. If you believe a false statement about our Company has been posted, do not respond, even if your intent is to "set the record straight." Your posting might be misinterpreted, start false rumors or may be inaccurate or misleading. Instead, contact Corporate Communications.

WATCH OUT FOR

- Giving public speeches or writing articles for professional journals or other public communications that relate to ProDriven without appropriate management approval.
- The temptation to use your title or affiliation outside of your work for ProDriven without it being clear that the use is for identification only.
- Invitations to speak "off the record" to journalists or analysts who ask you for information about ProDriven or its customers or business partners.



Toolbox

[Communication and Media Policy](#)



Supplier Relations

ProDriven evaluates and engages with qualified business partners on an objective basis grounded in fairness. When selecting partners, we assess their ability to satisfy our business and technical needs and requirements. All agreements must be negotiated in good faith and fair and reasonable for both parties.

Do your part to hold our business partners to our high standards and ensure they operate ethically, in compliance with the law, and in a way that's consistent with our Code, our policies and our values.



Toolbox

[Supplier Code of Conduct](#)

Gifts and Entertainment

A modest gift may be a thoughtful “thank you,” or a meal may offer an opportunity to discuss business. If not handled carefully, however, the exchange of gifts and entertainment could be improper or create a conflict of interest. This is especially true if an offer is extended frequently, or if the value is large enough that someone may think it is being offered in an attempt to influence a business decision.

Only offer and accept gifts and entertainment that comply with our policies, and make sure that anything you give or receive is accurately reported in our books and records.

Government Officials

Be aware that the rules for what we may give to – or accept from – government officials are much more strict. Don't offer anything of value to a government official without obtaining approval, in advance, from the Legal Department. And remember: We do not accept or provide gifts, favors or entertainment to anyone – even if it complies with our policies – if the intent is to improperly influence a decision.

DO THE RIGHT THING

- Only provide and accept gifts and entertainment that are reasonable complements to business relationships.
- Never offer gifts to – or accept them from – a business partner with whom you are involved in contract negotiations.
- Make sure anything given or received complies with the Company policies of both the giver and the recipient.
- Never give or accept cash or cash equivalents.

- Do not request or solicit personal gifts, favors, entertainment or services.
- Raise a concern whenever you suspect that a colleague or business partner may be improperly attempting to influence a decision of a customer or government official.

WATCH OUT FOR

- Situations that could embarrass you or our Company.
- Gift cards or offers for complimentary services that could imply a potential conflict of interest.

What if?



When traveling, I received a gift from a business partner that I believe was excessive. What should I do?

You need to let your supervisor know as soon as possible. We may need to return the gift with a letter explaining our policy. If a gift is perishable or impractical to return, another option may be to distribute it to employees or donate it to charity, with a letter of explanation to the donor.

Driven by Duty



Anti-bribery and Anti-corruption

We are committed to complying with all applicable anti-corruption laws. We believe that all forms of bribery and other corrupt practices are an inappropriate way to conduct business regardless of local customs.

Do not pay or accept bribes or kickbacks, at any time for any reason. This applies equally to any person or company representing our Company. Our partners must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions. Never ask them to do something that we are prohibited from doing ourselves.

Key Definitions

Bribery means giving or receiving anything of value (or offering to do so) to obtain a business, financial or commercial advantage.

Corruption is the abuse of an entrusted power for private gain.

Facilitation payments are typically small payments to a low-level government official that are intended to encourage them to perform their responsibilities.

Government officials include government employees, political parties, candidates for office, employees of public organizations and government-owned entities.

DO THE RIGHT THING

- Understand the standards set forth under anti-bribery laws that apply to your role at ProDriven.
- Never give anything of value inconsistent with local laws and regulations to any government official. If you are not sure of the local laws, the safest course of action is to not give anything of value.
- Exercise due diligence and carefully monitor third parties acting on our behalf, particularly when dealing in countries with high corruption rates and in situations where “red flags” would indicate further screening is needed.
- Accurately and completely record all payments to third parties.

WATCH OUT FOR

- Apparent violations of anti-bribery laws by our business partners.
- Agents who do not wish to have all terms of their engagement with ProDriven clearly documented in writing.

What if?

I work with a foreign agent in connection with our operations in another country. I suspect that some of the money we pay this agent goes toward making payments or bribes to government officials. What should I do?

This should be reported to the Legal Department for investigation. If there is bribery and we fail to act, both you and ProDriven could be liable. Investigating these kinds of situations can be culturally difficult in some countries, but anyone doing business with us should understand the necessity of these measures. It is important and appropriate to remind them of this policy.



Toolbox

[Anti-Bribery and Corruption Foreign Corrupt Practices Act Policy](#)



Fair Competition

We believe in free and open competition and never engage in practices that may limit competition or try to gain competitive advantages through unethical or illegal business practices.

Do not engage in conversations with competitors about competitively sensitive information or engage in any anti-competitive behavior, including setting prices or dividing up customers, suppliers or markets. Antitrust laws are complex and compliance requirements can vary depending on the circumstances, so seek help with any questions about what is appropriate and what isn't from the Legal Department.

Be Alert to Anti-competition Warning Signs

In general, the following activities are red flags, should be avoided, and, if detected, reported to the Legal Department:

- Sharing our Company's competitively sensitive information with a competitor.
- Sharing competitively sensitive information of business partners or other third parties with their competitors.
- Attempting to obtain nonpublic information about competitors from new hires or candidates for employment.

WATCH OUT FOR

- **Collusion** – when companies secretly communicate or agree on how they will compete. This could include agreements or exchanges of information on pricing, terms, wages or allocations of markets.
- **Bid-rigging** – when competitors or service providers manipulate bidding so that fair competition is limited. This may include comparing bids, agreeing to refrain from bidding or knowingly submitting noncompetitive bids.
- **Tying** – when a company with market power forces customers to agree to services or products that they do not want or need.
- **Predatory pricing** – when a company with market power sells a service below cost to eliminate or harm a competitor, with the intent to recover the loss of revenue later by raising prices after the competitor has been eliminated or harmed.

Acquiring Competitive Intelligence

Information about competitors is a valuable asset in today's competitive business environment, but in collecting business intelligence, we – and those who work on our behalf – must always live up to the highest ethical standards.

Obtain competitive information only through legal and ethical means, never through fraud, misrepresentation, deception or the use of technology to "spy" on others. Remember: Sharing competitively sensitive information with competitors (whether that information belongs to us or our business partners) is always prohibited.

DO THE RIGHT THING

- Be careful when accepting information from third parties. You should know and trust their sources and be sure that the information they provide is not protected by trade secret laws, nondisclosure or confidentiality agreements.
- Respect the obligations of others to keep competitive information confidential.
- While ProDriven may employ former employees of competitors, recognize and respect the obligations of those employees not to use or disclose the confidential information of their former employers.

WATCH OUT FOR

- Retaining papers or computer records from prior employers in violation of laws or contracts.
- Using anyone else's confidential information without appropriate approvals.
- Using job interviews as a way of collecting confidential information about competitors or others.
- Receiving suggestions from third parties for new products, product features or services when the source of the original idea is not fully known.

What if?



I received sensitive pricing information from one of our competitors. What should I do?

Contact the Legal Department without delay and before any further action is taken. It is important, from the moment we receive such information, that we demonstrate respect for antitrust laws, and we make it clear that we expect others to do the same. This requires appropriate action that can only be decided on a case-to-case basis and may include sending a letter to the competitor.



Toolbox

[Antitrust Compliance Policy](#)



Data Privacy

We respect the personal information of others. We follow our policies and all applicable laws and regulations in collecting, accessing, using, storing, sharing and disposing of sensitive information. That includes complying with the General Data Protection Regulation (GDPR), which gives individuals more control over how their personal information should be handled.

Make sure you know the kind of information that is considered personal information. It includes anything that could be used to identify someone, either directly or indirectly, such as a name, email address, phone number or credit card number. Only use personal information – and share it with others outside of ProDriven – for legitimate business purposes.

WATCH OUT FOR

- Failing to shred or securely dispose of sensitive information.
- Using “free” or individually purchased internet hosting, collaboration or cloud services that could put personal information at risk.



Toolbox

[Data Protection Policy](#)

Global Trade

We have global operations that support a growing, worldwide customer base. To maintain and grow our global standing, we must strictly comply with all applicable laws that govern the import, export and re-export of our products, and also with the laws of the countries where our products are manufactured, repaired or used. Any violation of these laws, even through ignorance, could have damaging and long-lasting effects on our business.

If your job duties include exporting products or receiving imported products, you are responsible for screening customers, suppliers and transactions to ensure that we comply with all applicable export and import requirements.

Anti-boycott Regulations

We are subject to the anti-boycott provisions of U.S. law that require us to refuse to participate in foreign boycotts that the United States does not sanction. We promptly report any request to join in, support or furnish information concerning a non-U.S.-sanctioned boycott.



DO THE RIGHT THING

- Obtain all necessary licenses before the export or re-export of products, services or technology.
- Report complete, accurate and detailed information regarding every imported product, including its place(s) of manufacture and its full cost.
- Direct any questions you have regarding imports or exports of our products, parts or technology to the Trade Compliance Team.

WATCH OUT FOR

- Transferring technical data and technology to someone in another country, such as through email, conversations, meetings or database access. This restriction applies to sharing information with coworkers, as well as non-employees.
- Transporting Company assets that contain certain technology (such as a computer an associate takes on a business trip) to another country.

What if?



My work requires regular interaction with Customs officials. As part of my job, I am routinely asked to provide the Customs Service with information about our imports and exports. Do I really need to contact the Trade Compliance Team prior to each and every submission of information to the government?

The right approach here is to discuss the type of routine requests your department receives from Customs with our Trade Compliance Team. These routine requests, once understood, might be handled without any additional review. Extraordinary requests would still require approval from the Legal Department to ensure that you’re responding accurately, fully and in accordance with the law.



Cooperation With Investigations and Audits

From time to time, employees may be asked to participate in internal and external investigations and audits that are conducted by our Company consultants, accounting firms or government officials. All employees are expected to fully cooperate with all such requests and ensure that any information provided is true, accurate and complete.

If you learn of a potential government investigation or inquiry, immediately notify your supervisor and the Legal Department before taking or promising any action. If you are directed by our Company to respond to a government official's request, extend the same level of cooperation and again, ensure that the information you provide is true, accurate and complete.

WATCH OUT FOR

- Falsified information. Never destroy, alter or conceal any document in anticipation of or in response to a request for these documents.
- Unlawful influence. Never provide or attempt to influence others to provide incomplete, false or misleading statements to a Company or government investigator.

Government Contracting

We are committed to meeting the many special legal, regulatory and contractual requirements that apply to our government contracts. These requirements may apply to bidding, accounting, invoicing, subcontracting, employment practices, contract performance, gifts and entertainment, purchasing and other matters. These requirements may also flow down to individuals and companies working on our behalf.

If you are responsible for conducting business with the government on behalf of ProDriven, make sure you know and comply with what's contractually required as well as all laws and regulations that apply to our government-related work.

Anti-money Laundering

Money laundering is a global problem with far-reaching and serious consequences. It is defined as the process of moving funds made from illegal activities through a legal business to make them appear legitimate. Involvement in such activities undermines our integrity, damages our reputation and can expose our Company and the individuals involved to severe sanctions. We are committed to conducting business in a way that prevents money laundering and complying with all anti-money laundering, financial crimes and anti-terrorism laws wherever we operate.

Be alert to the warning signs of money-laundering. Report any suspicious financial transactions and activities to the Finance Department or Legal Department, and, if required, to appropriate government agencies.

WATCH OUT FOR

- Attempts to pay in cash or in a different currency than shown on the invoice.
- Requests to ship to a country that differs from where payment originated.
- Avoidance of recordkeeping requirements.
- Payments made by someone who is not a party to the transaction.
- Unusual changes to a customer's normal pattern of transactions.



Driven by Stewardship



Environmental Protection and Sustainability

We recognize our environmental and societal responsibilities. We are committed to sustainability and to minimizing damage to the environment as well as any potential harm to the health and safety of employees, customers and the public.

Protect employee safety and the environment. Read and understand all the information provided by our Company that is relevant to your job and operate in full compliance with environmental, health and safety laws and regulations.

DO THE RIGHT THING

- Fully cooperate with environmental, health and safety training, and with our Company's periodic compliance reviews of our products and operations.
- Stop work and report any situation that you believe could result in an unsafe working condition or damage to the environment.
- Provide complete and accurate information in response to environmental, health and safety laws, regulations and permits.
- Be proactive and look for ways we can minimize waste, energy and use of natural resources.
- Contact the Legal Department if you have any questions about compliance with environmental, health and safety laws and policies.



Human Rights

We conduct our business in a manner that respects the human rights and dignity of all, and we support international efforts to promote and protect human rights, including an absolute opposition to slavery and human trafficking.

Each of us can help support efforts to eliminate abuses such as child labor, slavery, human trafficking and forced labor.

DO THE RIGHT THING

- Report any suspicion or evidence of human rights abuses in our operations or in the operations of our suppliers.
- Remember that respect for human dignity begins with our daily interactions with one another, our business partners and our customers. It includes promoting diversity and doing our part to protect the rights and dignity of everyone with whom we do business.



What if?



When I was visiting a new supplier, I noticed employees working there who seemed underage. When I asked about it, I didn't get a clear answer. What are my next steps?

You did the right thing first to be on the lookout for human rights abuses and second to raise the issue with our supplier. The next step is to report the incident to Procurement or the Legal Department. We are committed to human rights and to the elimination of human rights abuses including child labor.

Community Engagement

Corporate social responsibility is an integral part of our culture. We believe in making a positive difference in people’s lives and engaging responsibly in charitable activities to make a positive impact in the communities where we live and work. As a Company, we contribute funds, time and talent to support Company-wide programs and local causes. We encourage (but do not require) you to participate in the many initiatives we support.

ProDriven also encourages you to make a difference on a personal level, supporting charitable and civic causes that are important to you. Be sure your activities are lawful and consistent with our policies and that you’re participating on your own time and at your own expense, unless otherwise authorized.

WATCH OUT FOR

- Putting pressure on colleagues to participate in personal charitable or volunteer activities.
- Using ProDriven funds, assets or the ProDriven name to further your personal volunteer activities unless you receive approval in advance.



Make Your Commitment



Need Help?



At ProDriven, we believe in following all applicable laws and regulations. All ProDriven employees must complete and submit this Acknowledgement Form annually and participate in all required ethics and compliance training.

Submitting this form indicates that you have read and understood our Code of Business Conduct and:

- Have complied with the Code to the best of your knowledge.
- Have reported any possible conflicts of interest.
- Will contact management or use any of the reporting methods included in this Code if you have concerns related to a team member or business conduct.

Signature: _____

Date: _____

Resource	Contact Information
Human Resources	Kevin Bohan
Integrity Helpline	EthicsPoint
Legal Department	DeVane Tidwell
Corporate Communications	Stacy Gardella
Trade Compliance Team	Lauro Perez
Procurement	Lauro Perez
Finance Department	Drew Waddell
Information Technology (IT)	Jaime Hornstein