

WERNERCO™

SUPPLIER CODE OF CONDUCT

This Supplier Code of Conduct ("Code of Conduct") applies to all suppliers (each a "Supplier" and together "Suppliers") who provide services and goods to Werner Co. or any of its subsidiaries or affiliated companies (collectively, "WernerCo"). In selecting a Supplier, WernerCo seeks to do business with reputable partners who are committed to ethical standards and business practices. The Code of Conduct sets forth the basic requirements that all Suppliers must comply with in order to do business with WernerCo. If WernerCo believes that a Supplier has violated this Code of Conduct, WernerCo has the right to take appropriate corrective measures up to and including terminating its business relationship with the Supplier. WernerCo may modify the requirements of this Code of Conduct which will go into effect following written notice to the Supplier.

1. **Compliance with Laws and WernerCo Policies:** Suppliers must fully comply with all applicable national and/or local laws and regulations and WernerCo policies. To the extent that WernerCo policies impose a higher standard than what is required by applicable national and/or local laws and regulations on its Suppliers, such higher standard will prevail.
2. **Forced & Child Labor:** Suppliers shall not use any form of forced, bonded, indentured, trafficked, slave or prison labor, with the exception of government approved programs that utilize convicts or prisoners on parole, supervised release or on probation or in any penal or reformatory institution. Child labor is strictly prohibited and Suppliers must comply with the minimum age for employment in their country or jurisdiction of operations.
3. **Compensation and Employment Practices:** Suppliers shall pay all workers at least the minimum wage and benefits required by applicable laws and regulations. Workers shall be compensated for overtime hours at the premium rate required by applicable laws and regulations. Suppliers must have hiring practices that verify age and ability to work legally. Workers may not be unlawfully discriminated against under applicable laws and regulations and the workplace must be free from harassment, coercive and exploitative conduct or abusive behavior.
4. **Freedom of Association:** Suppliers must respect the rights of all employees to lawfully associate or not to associate with groups of their choosing, as long as such groups are permitted by law. Suppliers should not unlawfully interfere with, obstruct or prevent legitimate, lawful employee associations and related activities.
5. **Environment, Health and Safety:** Suppliers must comply with all national and local environmental laws applicable to air emissions, waste handling and disposal, water use, wastewater discharges, and hazardous and toxic substances. Suppliers shall provide all workers with a safe work environment including appropriate personal protective equipment and workplace health and safety information and training.
6. **Acceptance of Gifts and Benefits & Conflicts of Interest:** WernerCo policies prohibit giving or accepting gifts or entertainment exceeding nominal value to or from any of its Suppliers and applies to WernerCo employees, agents, contractors, and each of their immediate family members. The following types of gifts and entertainment may never be offered, regardless of value: cash or cash equivalents (i.e. gift cards); any gifts that are or could be illegal; and any gifts or entertainment (including meals, transportation and travel accommodations) offered in connection with an inspection, audit or during a bidding process involving the Supplier. This policy does not change during traditional gift-giving seasons. Suppliers shall not engage in any activity with a WernerCo employee, agent, contractor or any of their immediate family members which could create a real or perceived conflict of

interest.

7. **Conflict Minerals:** Supplier shall not provide goods to WernerCo that contain "Conflict Minerals" (for example, cassiterite (tin), columbite-tantalite (a/k/a coltan) (tantalum), gold, or wolframite (tungsten), which are sourced from the Democratic Republic of the Congo or an adjoining country, including Angola, Burundi, Central African Republic, Republic of the Congo, Rwanda, South Sudan, Tanzania, Uganda and Zambia (collectively and with the Democratic Republic of the Congo, the "Covered Countries"). Suppliers shall have programs in place that satisfy this requirement, and part of such programs shall include maintenance of records that support Supplier's obligation to provide goods to WernerCo that do not contain Conflict Minerals originating in Covered Countries.
8. **Subcontractors:** If permitted by the terms of its agreement with WernerCo, Suppliers shall not retain any subcontractors without a thorough documented examination of the subcontractors' background and integrity. In addition, Suppliers shall not retain any subcontractors in connection with their provision of services or goods to WernerCo unless the subcontractors comply with this Code of Conduct and Suppliers shall be responsible for ensuring such compliance.
9. **Anti-Corruption:** Suppliers must not tolerate, permit, or engage in bribery, corruption or unethical practices whether in dealings with public officials or individuals in the private sectors. Suppliers must conduct business in compliance with all applicable laws and shall avoid engaging in any activity which could be deemed a corrupt and/or unethical practice. Suppliers must maintain integrity, transparency and accuracy in all records of matters relating to their business with WernerCo. For the purpose of obtaining or retaining business for the benefit of WernerCo, Suppliers must not make or receive, offer to make or receive, or cause another to make or receive, payments or anything of value, to or from any public or private officials.
10. **Confidentiality and Intellectual Property:** All Suppliers and their representatives are expected to maintain the confidentiality of information entrusted to them by WernerCo or its customers. Suppliers must respect and protect WernerCo intellectual property rights and maintain the confidentiality of trade secrets and other WernerCo proprietary information which includes any information that is nonpublic or not easily obtained or determined.
11. **Monitoring and Enforcement:** WernerCo, by itself or with the assistance of a third party, will take affirmative measures, such as announced and unannounced inspections of production facilities, to ensure compliance with this Code of Conduct. Suppliers must maintain all documents to demonstrate compliance with this Code of Conduct and shall make such documents available to WernerCo upon request.
12. **Whistleblower Protection:** Suppliers shall create programs to ensure the protection of worker whistleblower confidentiality and prohibit retaliation against workers who participate in such programs in good faith or refuse an order that is in violation of the Code of Conduct.
13. **Violations:** Violations of this Code of Conduct can be reported confidentially through WernerCo's anonymous reporting hotline at www.ethicspoint.com.