

## Invensys Supplier Code of Conduct

At Invensys, we recognise that as a global company our responsibilities to ourselves and our customers extend beyond our own operations into those of our suppliers, contractors/subcontractors and consultants (collectively “Suppliers”). We continuously strive to ensure that we deal with transparency and according to appropriate business standards and expect our Suppliers to do the same.

Invensys’ commitment to proper business conduct and sustainability is embodied in the Invensys Code of Conduct and supporting policies. A copy of the Invensys Code of Conduct can be found on the Invensys Internet site at [www.invensys.com](http://www.invensys.com). Invensys executive management expects all Invensys employees and Suppliers to adhere to its principles which require a commitment to act with the highest standards of integrity and in an ethically, socially and environmentally responsible manner.

To this end, we have developed the Invensys Supplier Code of Conduct (Supplier Code), which integrates into it many relevant aspects of the Invensys Code of Conduct, leaving out provisions that are not necessarily relevant to Suppliers but more relevant to Invensys employees. We require that all Suppliers at a minimum comply with the Supplier Code

The basic premise of the Supplier Code is that Suppliers must not only operate in full compliance with the laws, rules and regulations of the countries in which they operate, but draw upon internationally recognized standards in order to make advances in the areas of social and environmental responsibility.

In selecting its Suppliers, Invensys may give preference to those that are socially and environmentally progressive and who will comply with the letter and spirit of the Supplier Code. Non-compliance with the Supplier Code may not only result in Supplier disqualification for future business with Invensys, but serve as a ground to terminate, without Invensys liability, any pending Invensys purchase order or contract with a Supplier.

The following sets forth the provisions of the Supplier Code.

### ■ Governance/Compliance.

All Invensys Suppliers shall:

- Ensure their operations and the products and/or services supplied to Invensys comply with Invensys specifications and all national, local and other applicable laws and regulations.
- Not offer or provide, directly or indirectly, anything of value, including cash, gifts, entertainment, bribes or kickbacks to any Invensys employee, representative, customer, or any government official, in connection with any Invensys business or procurement activity.
- Not engage in any activity that shall create a conflict of interest with its obligations to Invensys, and Suppliers shall report any conflicts of interest that come to its attention.
- Safeguard, respect and not use any non-public Invensys (or other) confidential information personal gain or share with others for their gain.
- Respect and comply with business gifts and entertainment policies for Suppliers established by Invensys.

### ■ Trade Compliance:

All Invensys Suppliers shall:

- Understand and follow applicable international trade control and customs laws and regulations.
- Never participate in boycotts or other restrictive trade practices prohibited or penalized under US or other applicable laws.
- Make sure all transactions are screened for embargoed countries/restricted parties in accordance with applicable export/import requirements.

#### ■ Commitment to Management/Business Practices.

All Invensys Suppliers shall:

- Design, implement and maintain effective management systems, with appropriate objectives and targets, to ensure (a) compliance with applicable laws, regulations and any Invensys requirements related to Supplier's operations, products and services; (b) conformance with the Supplier Code; and (c) identification and mitigation of operational risks related to the areas covered by the Supplier Code.
- Employ fair business practices and comply with applicable competition and antitrust laws.
- Require its suppliers who provide goods or services that support Invensys business to adhere to the Supplier Code, or any similar code required to be complied with by Invensys Suppliers, in respect of any Invensys customer business.
- Keep timely, accurate and complete books and records in accordance with applicable standards, laws and regulations, and any Invensys requirements.

#### ■ Commitment to Employees.

All Invensys Suppliers shall:

- Not use forced, bonded or indentured labour or involuntary prison labour.
- Not use or employ workers younger than the applicable minimum age.
- Not permit at its facilities or that of its suppliers any actual or threat of harsh and inhumane treatment, including any sexual or other harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers, or permit any retaliation against those who report such acts.
- Engage in fair and anti-discriminatory employment practices in the hiring, payment, benefits, advancement, termination and retirement of its employees as provided or protected by applicable law.
- Recognize and respect any rights of workers to exercise lawful rights of free association for the purpose of collective bargaining as provided by applicable law or regulation.
- Observe applicable laws and regulations governing wages and hours.
- Comply with applicable data protection and data privacy laws.
- Maintain emergency response (including evacuation) procedures, worker training and drills, adequate exit facilities and business recovery plans.
- Have and enforce a written policy prohibiting the use of drugs and alcohol in the workplace.
- Provide adequate measures at its facilities to address the security of employees, information, IT assets and business continuity.
- Provide its workers a clean, safe and healthy work environment in compliance with all applicable laws, regulations, standards and permits for workplace health and safety and to provide appropriate training in furtherance thereof.

#### ■ Commitment to the Environment.

Invensys Suppliers shall:

- Not permit discharge or emissions to the environment in violation of law, issued/required permits, or in a way that would otherwise have an adverse impact on the environment.
- Operate in compliance with all applicable environmental laws, regulations, standards and permits related to its locations, operations, and products and services.
- Strive for continual improvement in the reduction of use of hazardous materials in their products and/or services.
- Strive to reduce or eliminate waste, including water and energy, at the source or by practices such as modifying production, maintenance and facility processes, materials substitution, conservation, recycling and re-using materials.

■ **Commitment to the Community:**

- Suppliers are encouraged to work with local governments and communities to improve the educational, cultural, economic and social well-being of the communities in which they live and serve.

Any Supplier or employee of a Supplier who becomes aware of any existing or potential breach of the Supplier Code shall promptly notify the Invensys VP Supply Management @ [vpglobal.supplymanagement@invensys.com](mailto:vpglobal.supplymanagement@invensys.com) or the Invensys Helpline. Please see our website for further details.

Invensys may ask Suppliers to provide evidence of compliance with the Supplier Code and to report to Invensys any instances of non-compliance. In addition, Invensys reserves the right to audit Suppliers for compliance to the Supplier Code.

All enquiries in relation to the Supplier Code and its interpretation or application to Suppliers should be address to the Invensys VP Global Supply Management @ [vpglobal.supplymanagement@invensys.com](mailto:vpglobal.supplymanagement@invensys.com) .