



301 Reagan Street  
P.O. Box 638  
Sunbury, PA 17801  
570-286-5611  
Fax 570-286-2649  
[www.brushindustries.com](http://www.brushindustries.com)  
[www.q-card.com](http://www.q-card.com)

## SUPPLIER CODE OF BUSINESS CONDUCT

### Purpose and Scope

As the Parent Company, Brush Holding and its subsidiaries, Brush Industries and Q-Card Company, are committed to unyielding integrity and high standards of business conduct in everything that we do, especially in our dealings with Brush Holding suppliers, contractors and consultants. We at Brush Holding believe that acting ethically and responsibly is not only the right thing to do individually, but the right thing to do for our businesses as a whole.

Brush Holding has developed company standards, policies, and procedures to ensure that it fully complies with all applicable laws and regulations with respect to business integrity, labor practices, health, safety and environmental management, human rights and human trafficking. Brush Holding further recognizes the significant adverse impacts which are associated with procuring items that fund human rights abuses. Brush Holding, therefore, expects that our suppliers and vendors respect human rights in all aspects of their business operations. Suppliers will be required to adhere to all applicable laws that regulate health, safety, the environment and labor, inclusive of; human trafficking, child labor, indentured servitude, and forced or unlawful labor practices.

To assist our valued suppliers, contractors, consultants or other third parties with whom we do business (collectively, our business associates), we have developed the following Supplier Code of Business Conduct (SCoC), which describes our expectations. It is our expectation that all business associates that have not developed and adopted their own comparable "Code of Conduct" or similar set of guiding principles will follow our Code of Business Conduct. Doing so exemplifies our shared ethical values and commitment to do the right things for our employees, our communities, our customers and other stakeholders.

### Business Conduct Principles

Brush Holding expects its business associates to conduct business while complying with all applicable laws and regulations of the countries of their operation and the laws of the United States of America as are applicable to the specific service or product being supplied.

#### a) Bribery and Corruption

All Brush Holding business associates are expected to act with the highest degree of honesty and integrity in all business dealings. Brush Holding's mandates compliance with all applicable anti-corruption laws and

regulations, including but not limited to the U.S. Foreign Corrupt Practices Act and the UK Bribery Act. Making or offering bribes, kickbacks, or other “Sensitive Payments” or items of value, directly or indirectly to anyone for the purpose of wrongfully obtaining or retaining business related to Brush Holding products or services will not be tolerated. This includes officials, employees, or representatives of any government, political parties, candidates for office, or public or international organizations, as well as any third parties where there is reason to believe that it will be passed on to anyone involved in the business decision process for the purpose of influencing the decision.

“Facilitation payments” defined as monetary payments or gifts paid to government officials to expedite or facilitate non-discretionary actions or services are also prohibited.

**b) Gifts, Meals and Entertainment**

All travel-related expenses and business amenities provided must be reasonable, tied to a legitimate business purpose and not provided for the purpose of obtaining or retaining Brush Holding business. Business entertainment should never be offered to a Brush Holding’s employee or representative by a business associate under circumstances that create the appearance of an impropriety. Offering or accepting a gift or meal is only permissible when it is modest in value, consistent with local customs or practices and not contrary to any applicable law.

**c) Fair Competition - Collusive Conduct and Brush Holding’s Procurements**

Sharing or exchanging any price, cost or competitive information or the undertaking of any other collusive conduct such as; agreeing to divide / share a market(s), coordinating with competitors, joining with others to boycott suppliers or clients with any third party to Brush Holding with respect to any proposed, pending or current Brush Holding procurement is not permitted.

**d) Financial Reporting/Accurate Recordkeeping**

We expect our business associates to maintain accurate financial books and business records in accordance with all applicable legal and regulatory requirements and generally accepted accounting practices. Brush Holding will not tolerate business associates that conceal or misrepresent records while conducting business in support or on behalf of Brush Holding.

Business information regarding Suppliers’ and sub-tier suppliers’ human rights, health and safety, environmental practices, business activities, structure, and quality certifications and performance is to be disclosed in accordance with applicable regulations and prevailing industry practice. Suppliers are to retain all records for a minimum of seven (7) years, any retention beyond seven (7) years is at the discretion of the supplier.

When requested by Brush Holding, suppliers must provide necessary information and supporting documentation to enable Brush Holding to perform and complete supply chain due diligence.

#### **e) Conflict of Interest and Insider Trading**

It is the policy of Brush Holding to safeguard the activities and the assets of the company by ensuring that its employees and shareholders do not have interests in outside businesses which conflict or appear to conflict with their ability to make independent decisions in the best interest of the company and in compliance with ethical and legal requirements. It shall be the policy of Brush Holding to ensure that all dealings with business associates are handled in an appropriate manner ensuring that bribes, kickbacks and other corrupt business practices are not only banned but that we will try to not conduct business with any business associate displaying this behavior.

If you possess or have access to material, non-public information gained through work with Brush Holding or our clients, you may not use this material or information to trade in securities. These restrictions apply to your family members, friends and associates.

#### **f) Responsible Sourcing of Raw Materials**

All Brush Holding Suppliers must, without limitation, track and monitor human rights and associated environmental, regulatory, and trade sanctions linked to the extraction, transport, secondary processing and use of raw materials as they may fall under U.S. Law or regulatory requirements including trade sanctions and use of forced labor and basic human rights.

#### **g) Confidential information and Intellectual Property**

As our business associate, you may be entrusted with sensitive information, including but not limited to; tools, drawings, specifications and data that Brush Holding or its customers considers to be proprietary, confidential, or personal. It is our expectation that this information be protected in a secure and confidential manner and used solely for the purpose for which it was intended. Confidential, proprietary or personal information shall only be shared with personnel within your organization who have an implicit need and any such information may not be reproduced or released to anyone outside of your organization without explicit permission from Brush Holding to do so.

Intellectual property rights are to be respected, transfer of technology and know-how is to be done in a manner that protects intellectual property rights, and customer and supplier information is to be safeguarded. Suppliers are obligated to report any potential incident that involves Brush Holding customer data (whether internally or through a partner or supplier) as soon as possible following the detection of such an event.

At Brush Holding, we value, protect and defend privacy. Suppliers must (1) comply with all local privacy and data protection laws, (2) have appropriate processes and practices to secure and protect Personal Data, (3) use Personal data only as agreed to by Brush Holding representatives, and (4) cooperate with Brush Holding compliance efforts.

## **h) Information Security**

Brush Holding is committed to the protection of information, information systems and its critical infrastructure while protecting the confidentiality, integrity and availability of information through our various networks and domain.

It is expected that our business associates follow best practices and industry standards to protect the confidentiality, integrity and availability of Brush Holding information, data, specifications and personal information through the implementation of appropriate physical and cyber security procedures. This includes, but is not limited to, having appropriate written cyber and physical security polices / procedures that cover at a minimum; privileged access, strong passwords, antivirus software, security scans, and cyber risk assessment and remediation protocols. Furthermore, it is expected that your organization complies with all applicable data privacy laws and to ensure that these requirements are met by all sub-tier vendors and suppliers that you employ in support of Brush Holding business.

If you become aware of any real or potential data breach or cyber-attack, affecting Brush Holding data or information, you must promptly notify Brush Holding and keep us informed of your actions to address or remedy the issue.

## **i) Global Trade Compliance**

Brush Holding and its subsidiaries, Brush Industries and Q-Card Company are committed to compliance with all export controls in the United States Export Administration Act, the Export Administration Regulations and the International Traffic in Arms Regulations (ITAR).

It is our policy that all employees comply with the United States export policies and regulations, including but not limited to trade laws and sanctions regulations. Under no circumstances will exports be made contrary to US export regulations by any individual operating on behalf of Brush Holding or its wholly owned subsidiaries.

Employees, representatives or customers outside the United States shall not export or re-export, or otherwise provide, Brush Holding products or any technical data or software related thereto, or the direct product of such technical data, to any country, or to the national of any country, as to which the U.S. Government has placed an embargo against the shipment of products to, or to any entity or person whom has been placed on the U.S. Department of Commerce Denied Person's List, Entity List or affiliated lists or on the U.S. Department of Treasury's Specially Designated Nationals List. This includes foreign produced items that are the direct product of U.S. technology and software or foreign made items that are subject to national security controls of the United States.

It is against Brush Holding policy to export any Export Controlled Information outside the United States to any foreign national or entity. Doing so may constitute a Deemed Export that may be a violation of trade law or require an Export License. In general, export-controlled information means activities, items, and information related to the design, development, engineering, manufacture, production, assembly, testing, repair, maintenance, operation, modification, demilitarization, destruction, processing, or use of items with a capacity for military application utility. Export-controlled information does not include basic marketing information on function or purpose; general system descriptions; or information concerning general scientific, mathematical, or engineering principles commonly taught in schools, colleges and

universities or information in the public domain. It does not matter if the actual intended end use of export-controlled information is military or civil in nature.

We expect our business associates to be familiar with all export and import laws of the United States and the prevailing laws and regulations of the country in which they do business in regards to Brush Holding products and services. Failure to comply with all applicable export/import regulations could expose Brush Holding and yourself to potential fines, criminal prosecution and loss of export privileges.

## **Labor Relations, Human Rights, Social Responsibility**

### **a) Equal Employment Opportunity and Labor Relations**

Brush Holdings' business associates shall create a work environment in which employees and business partners feel valued and respected for their contributions. Harassment, including unwelcome verbal, visual, physical, or other conduct of any kind that creates an intimidating, offensive or hostile work environment will not be tolerated. Brush Holding encourages its business associates to promote a diverse and inclusive workforce in which employment decisions are based on qualifications, skills, performance, and experience.

Brush Holding business associates shall comply with all applicable legal and regulatory requirements and will generally apply sound employee relations practices. Working hours, wages, and benefits will be consistent with laws and industry standards, including those pertaining to minimum wages, overtime, other elements of compensation, and legally mandated benefits.

### **b) Human Rights**

Brush Holding business associates shall maintain and promote fundamental human rights. Employment decisions will be based on free choice and there may be no coerced or prison labor, and no use of physical punishment or threats of violence or other forms of physical, sexual, psychological, or verbal abuse as a method of discipline or control.

Business associates shall adhere to the minimum employment age limit defined by national law or regulation, and comply with relevant International Labor Organization (ILO) standards. In no instance shall a business associate permit children to perform work that exposes them to undue physical risks that can harm physical, mental, or emotional development or improperly interfere with schooling needs.

### **c) Conflict Minerals**

It is Brush Holdings policy to comply with the various laws and regulations pertaining to conflict minerals and to work through our global supply chain to ensure compliance with this initiative. It is our policy to work with socially responsible suppliers and to strive to be conflict mineral free in all of our products. Therefore, Brush Holding requires due diligence throughout its supply chain to prevent the use of conflict minerals (tin, tantalum, tungsten and gold) that are obtained from the Democratic Republic of Congo (DRC) and other war zones or areas of conflict worldwide.

We expect our business associates to fully cooperate with Brush Holdings diligence process, including responding in a timely manner to Brush Holding inquiries regarding sourcing and origin of the components and products Brush Holding buys.

**d) Health, Safety and Environmental Compliance**

Brush Holding business associates shall proactively manage health and safety risks to provide a safe, clean and regulatory compliant work environment. It is our expectations that business associates implement management systems and controls that identify hazards and assesses and controls risk related to their specific industry.

Business Associates shall ensure that they maintain compliance to all applicable laws and regulations related to safety and environmental matters and should strive to implement appropriate methods to ensure adequate contingency and disaster recovery plans.

**Compliance and Cooperation**

As a valued business associate of Brush Holding, you agree to conduct your business dealings with Brush Holding and with others on Brush Holding's behalf in accordance with these standards. You will take appropriate steps to educate and train your employees and contractors regarding these standards and their obligation to comply. If requested by Brush Holding, you will cooperate with our efforts to investigate an alleged violation of the Supplier Code of Business Conduct involving your employees or contractors. You will maintain appropriate documentation reasonably necessary to demonstrate your compliance with this code of conduct and provide Brush Holding or its auditor with access to such documentation upon reasonable request.

We need your help to support our shared commitment to strong business ethics. If you become aware of any unlawful or unethical situation related to business conduct with or on behalf of Brush Holding or its subsidiaries; Brush Industries or Q-Card Company, please promptly notify either your Brush Holding procurement contact or the President and COO at the following number 1.570.286.5611 x 612. All such reports will be treated as confidential, and you may remain anonymous where permitted by law.