



Supplier Code of Conduct

1. Introduction

Virginia Panel Corporation (VPC) is a privately owned company, committed to uncompromising quality, continuous improvement, and exceptional value. Being a ISO 9001:2015 certified business, reinforces VPC's dedication to adhering to the processes and procedures necessary for operating a high-level Quality Management System.

This Supplier Code of Conduct outlines VPC's expectations of its suppliers with regard to ethical standards and business practices; particularly in the areas of labor rights, human rights, the environment, and responsible material sourcing.

1.1. Scope

This Code of Conduct is an integral part of the agreement between VPC and its suppliers. The term "supplier" refers to any third party that provides goods or services to VPC for compensation. This includes parent, subsidiary, or affiliated entities, as well as respective employees, agents and subcontractors. By doing business with VPC, our suppliers represent that they satisfy the requirements set forth herein.

1.2. General Requirements

VPC expects their suppliers to comply with the requirements of this Code of Conduct by respecting, upholding, and communicating them within their organization and supply chain(s).

VPC also requires all suppliers to conduct business in full compliance with the letter and intent of all applicable international, national, state and local laws, regulations, and treaties within the markets in which they operate.

2. Labor & Human Trafficking Policy

2.1 Child Labor

VPC does not condone any form of child labor. Thusly, suppliers are expected to prevent child labor in their operations and supply chains, and ensure that the age of all employees meets or exceeds legal regulations and local labor laws.

2.2 Human Trafficking

VPC prohibits the trafficking of people and slavery. VPC employees, contractors, subcontractors, vendors, suppliers, partners and others with whom VPC conducts business must not engage in any practice that



constitutes the trafficking of people or slavery. This includes, but is not limited to the following acts:

- Procuring commercial sex acts;
- Engaging in any form of the trafficking of people;
- Using forced labor in the performance of any work;
- Destroying, concealing, confiscating, or otherwise denying access to an individual of their identity documents (i.e. immigration documents, passport, driver's license), regardless of the issuing authority;
- During the recruitment of employment candidates or contract positions, using misleading information and/ or failing to disclose in a format or language understood by the potential candidate, any basic information regarding the position.
- Making material misrepresentations during the recruitment of employment/ contract candidates regarding the key terms and conditions, if applicable, including wage offerings, fringe benefits, work location, living conditions, housing (if provided by employer), any significant cost to be charged to the candidate; and hazardous nature of work;
- Using recruiters that do not comply with local labor laws of the country in which recruiting occurs;
- Charging applicants/ candidates recruitment fees;
- If required by law, failing to provide return transportation or failing to pay the cost of return transportation, at the end of the term of employment;
- If required by law or contract, failing to provide or arrange for housing that meets the host country's housing and safety standards;
- If required by law or contract, failing to provide an employment contract, recruiting agreement, or other required work documentation.

2.3 Non-Discrimination

VPC is an Equal Opportunity Employer (EOE) and follows all laws and guidelines imposed by the US Equal Employment Opportunity Commission (EEOC). As such, VPC is committed to diversity, inclusion, equal opportunities and equal treatment in the workplace. All VPC suppliers are expected to provide equal employment opportunities and follow policies such as the prohibition of discrimination in hiring, compensation, access to training, promotion and termination on the basis of sex, color, race, gender identity or expression, marital status, pregnancy, sexual orientation, or political affiliation.

2.4 Health & Safety

VPC supports the health and safety of its employees by ensuring all applicable safeguards to health and safety in the workplace are practiced, followed, and maintained. VPC employees, contractors, subcontractors, vendors, suppliers, and others with whom VPC conducts business; are expected to do the following with regard to safety:

- Ensure that all workers are provided with a safe and healthy working environment that minimizes the incidence of work-related injuries and enhances the quality of products and services, the consistency of production, and worker retention and morale.



- Adopt safe work procedures to protect employees from potential exposure to safety hazards, such as poorly maintained machines, equipment, or hazardous substances.
- Provide employees with appropriate personal protective equipment, including access to first-aid supplies, and instruction on appropriate use. Safety information is to be made available to educate, train and protect employees from hazards.
- Train workers on appropriate occupational health and safety policies and procedures, including emergency evacuation procedures.
- Have adequate emergency preparedness procedures in place to identify and assess potential emergency situations. Emergency plans, fire safety and evacuation procedures are implemented.
- Provide workers with access to clean drinking water, storage and eating facilities, as well as adequate and clean sanitation facilities for male and female workers. Prevent unreasonable limitations to workers' access to toilets, rest or lactation breaks.

2.5 Responsible Sourcing

VPC is dedicated to the responsible sourcing of conflict minerals in an effort to prevent sourcing in its supply chain that may cause or contribute to human rights violations and conflict. Although VPC is legally exempt from the SEC Section 1502; Dodd-Frank Wall Street Reform and Consumer Protection act, titled "Conflict Minerals Rule," ([click here](#) for more information regarding VPC's exemption), VPC still follows policies to ensure responsible sourcing of minerals.

VPC expects suppliers to share this commitment to responsible sourcing of conflict minerals by:

- Complying with the "Conflict Minerals Rule," if applicable, and conducting due diligence through understanding of the sourcing, extraction and handling of tantalum, tin, tungsten, gold, (3TGs) and cobalt. A reliable determination should be made as to the origin and source of these minerals.
- Ensuring that all smelters and refiners involved in their 3TG and cobalt supply chains actively engage in third party audit programs, and provide any information on such smelters and refiners upon request.
- Exercise adequate due diligence to ensure that any of these minerals contained in the products manufactured by the supplier do not directly or indirectly finance or benefit armed groups that are perpetrators of human rights abuses, or otherwise contribute to human rights violations.

3.0 Environmental Policy

3.1 VPC's Commitment

VPC is committed to minimizing its impact to the environment, conserving natural resources and providing effective stewardship of the environment. VPC strives to improve its environmental performance over time and to initiate additional projects and activities that will further reduce influence on the environment. VPC's commitment to the environment extends to their customers, staff, and community in which they operate.



VPC is committed to minimizing any adverse effects of their business operations on the environment, and in turn safeguarding the health and safety of the public.

3.2 Supplier Expectations

Suppliers to VPC and their extended supply chain are expected to support VPC's environmental policy and practices by:

- Complying with all applicable environmental laws and regulations.
- Preventing pollution whenever possible, by monitoring and tracking any emissions into the air, water, or soil from their facilities, including waste generated by their operations.
- Communicating environmental commitment efforts to customers, staff, and the local community to foster environmental awareness and understanding.
- Identifying potentially hazardous substances in chemical products and articles used in production and ensure they are handled, transported, stored, recycled and disposed of safely.
- Provide Material Safety Data Sheets (MSDS) that comply with all applicable laws and regulatory requirements, upon request.

4. Business Practices & Ethics

VPC is committed to conducting business ethically and lawfully in their own operations and across their supply chain. There is zero tolerance for bribery, corruption, extortion, embezzlement and other corrupt practices. All suppliers are expected to share the same commitment to ethical behavior and fair operating practices, and to promote honesty and integrity in their business operations, including, but not limited to, practices, sourcing and business relationships.

4.1. Bribery & Corruption

Suppliers will comply with the anti-bribery and anti-corruption laws that apply to their operations and with those in the countries in which they do business, including, but not limited to, the U.S. Foreign Corrupt Practices Act and the UK Bribery Act. In addition:

- Suppliers are not to promise, offer, authorize, give, or accept anything of value, either directly or indirectly through a third party, in order to obtain or retain business, direct business to any person, or otherwise gain an improper advantage.
- Suppliers are not to make or offer any illegal payments/courtesies to any VPC employee.

4.2. Fair Competition/Antitrust

Suppliers are to respect all applicable fair trade, competition and antitrust laws and regulations, and are not to have any anti-competitive discussions or enter into any anti-competitive agreements, including illegal price-fixing, market sharing, customer allocation or other illegal restrictive practices.

4.3. Conflicts of Interest

Suppliers will avoid the appearance of conflicts of interests while working with VPC and will immediately disclose any information of an existing relationship with an employee that may create unequitable influence during business dealings and decisions with VPC.



4.4. Intellectual Property

Suppliers are to respect and safeguard intellectual property rights and proprietary or confidential customer information and conduct any material transfer in a manner that protects intellectual property rights.

4.5. Data Protection & Privacy

Suppliers will observe all applicable data privacy laws when collecting, storing, using, processing, or sharing employee or customer data. Any data or information obtained by a supplier will be safeguarded and protected from misuse.

4.6. Product Integrity and Counterfeit Mitigation

VPC recognizes product and part counterfeiting as a serious global problem that impacts companies on a worldwide basis. In an effort to protect customers from the damaging effects of counterfeiting, VPC adheres to a proactive and comprehensive counterfeit risk mitigation program with procedures that apply to all products and parts that enter or exit VPC's facility.

VPC is a registered participant with GIDEP (Government-Industry Data Exchange Program) and also follows compliance standards as set forth by SAE AS5553.

Suppliers shall meet or exceed applicable laws and regulations, as well as contractually agreed-upon quality requirements to ensure that their products meet VPC's needs, perform as warranted, and are safe for their intended use.

Suppliers must develop and maintain a strict counterfeiting mitigation program to limit the risk of counterfeit parts and materials being introduced into the supply chain. This program should include transparency and traceability that includes the extended supply chain.