



# CONTENTS

## INTRODUCTION

Message from our CEO	3
Our Promise	4
Intention of Our Code	5
Seeking help and information	6
Speaking up	7

## DOING BUSINESS WITH INTERGITY

Conflicts of interest	8
Business opportunities	9
Competition and fair dealing	9
Compliance with laws and regulations	10
Trade controls	10
Antitrust laws	11
Anti-corruption laws	11
Hospitality and gifts	12
Anti-money laundering	12
Protection and use of Company assets	13

## DATA PRIVACY, COMMUNICATIONS & FINANCIAL INFORMATION

Confidential information	14
Data privacy	14
Public communications	14
Social media policy	16
Company records	17
Accuracy of financial reports and other public communications	17

## RESPECTING PEOPLE, SOCIETY AND THE ENVIRONMENT

Environment, Health & Safety	18
Employment practice	19
Human Rights	20
Political contributions and activities	20
Conclusion	21



# MESSAGE FROM OUR CEO

Nowadays, laws and regulations impacting businesses are extensive and we must be familiar with a wide variety of subjects to navigate in the modern world.

Therefore, Our Code of Conduct (Our Code) was created as a robust overview of the most crucial aspects anyone working for, or on behalf, of Minova should be aware of. Our goal was for everyone to know what is expected from them and where they should seek guidance in case of any doubt.

It is our focus to create an environment in which doing the right thing comes easy, our Senior Leadership Team and I are deeply committed to Our Code that should guide us to success.

Minova embraces a wide appreciation of the impact that the business has on stakeholders, society and environment. We need to act with integrity, always keep our word, act safely and follow the law and Our Code.

While conducting business we should always keep in mind, as Warren Buffet once said: "It takes 20 years to build a reputation and five minutes to ruin it. If you think about that, you'll do things differently."

Let's treat our Code as our handbook and it will lead us to reaching our business goals with integrity.

A handwritten signature in black ink, appearing to read "Ryan Kerr".

Ryan Kerr  
President & CEO



# OUR PROMISE

## PURPOSE

To preserve and enhance the value of assets both production and structural.

## STRATEGY

To provide safety critical products and solutions that deliver safe ground support and drive productivity for our customers.



### ENGAGE

Build deep, trusting and responsive relationships with our customers, cementing our place as the partner of choice.



### OPTIMISE

Consistently deliver stable and predictable performance and continually improve our competitiveness.



### REACH

Leverage our global presence to increase our buying power and global share of mining and infrastructure markets.

## VALUES



### PROBLEM SOLVERS

Agile, customer-centric, solutions not just products, pro-active.



### ONE TEAM

Collaboration, partnership mindset, unity, diversity and inclusivity.



### BELIEVE IN BETTER

Performance focused, world-class standards, relentless pursuit of innovation and more sustainable ways of doing things.



### COURAGE OF YOUR CONVICTIONS

Confidence to do what you believe in, be passionate and entrepreneurial, to do speak up and do what's right

# INTENTION OF OUR CODE

Our Code of Conduct contains general guidelines for conducting the business of Minova ("Company") consistent with the highest standards of business ethics.

It is everyone's responsibility to demonstrate values set herein and to comply with relevant laws and regulations, the requirements set out in Our Code, and any Company policies, standards and procedures that apply.

If you are a leader or manager of others, you are especially expected to lead by example and help Minova establish compliance within the Company. Therefore, you should ensure that your team understands Our Code and their responsibilities, promote values set herein, create a safe environment for your team to raise concerns to you freely, act upon those concerns promptly and keep in mind to never retaliate or intimidate anyone who has raised a concern.

Please refer to Our Code anytime you need some help to make a right decision.

What is more, if you have changed your role or location within the Company, you should go through Our Code to understand where you stand (e.g. a promotion may mean that now you should lead as an example and further assist your colleagues).

Our Code applies to **ALL** Company directors, officers, colleagues, employees and agents, wherever they are located and whether they work for the Company on a full or part time basis.

# SEEKING HELP AND INFORMATION

Our Code is not intended to be a comprehensive rulebook and cannot address every situation you may encounter. If you are faced with a difficult business decision that is not addressed in Our Code, ask yourself the following questions to the right.

If you still feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company's high ethical standards, seek assistance. We encourage you to first contact your line manager. If your line manager cannot answer your question, or if you do not feel comfortable contacting your line manager, contact the Legal Department.

## LAW

Is it legal?

## ETHICS

Is it honest and fair?

## POLICY

Is it in line with Our Code?

## COMPANY

Is it in the best interests of the Company?

## FEELING

How does this make me feel about myself and the Company?

## MEDIA

Would I feel comfortable if an account of my actions were published with my name in the newspaper?



# SPEAKING UP

It is our goal to create an environment that we all ensure anyone can speak up without fear of retaliation. By speaking up one can help our Company to manage risks to our business, ensure safety and protect Minova's and its stakeholders' long-term interests.

No one should ever discourage someone from reporting an incident or concern.

All associates have a duty to report any known or suspected violation of Our Code, including any violation of laws, rules, regulations or policies that apply to the Company. Reporting a known or suspected violation of Our Code by others should not be considered an act of disloyalty, but an action to safeguard the reputation and integrity of the Company and its colleagues. If you know of or suspect a violation of Our Code, immediately report the conduct to your line manager. Your line manager will investigate your concern. If you do not feel comfortable reporting your concern to your line manager or you do not get a satisfactory response, you may report to another manager or Human Resources (HR). Should your concern not be addressed at the management or HR level, you may contact the Legal Department.

You may remain anonymous, although providing your identity may assist the Company in investigating your concern. It is imperative that you adhere to Our Code.

Any colleague who violates Our Code will be subject to appropriate discipline, including potential termination of employment. Furthermore, colleagues who violate the law or Our Code may expose themselves to substantial civil damages, criminal fines and imprisonment. The Company may also face substantial fines and penalties in such situations, not to mention damage to the Company's reputation and standing in the community. In short, your conduct as an employee of the Company, if it does not comply with the law or with Our Code, can result in serious consequences for both you and the Company.

All reports are taken seriously and will be acted upon in accordance with the principles and processes as outlined in Whistleblowing Policy.

We are committed to ensuring that anyone can raise a concern freely, without fear of reprisal or intimidation, and that any concerns are dealt with fairly, thoroughly, confidentially and in a timely manner.



We encourage everyone to **Speak up** about things they think are wrong, are **against the law** or **breach** our Code.

## Confidentiality and Company Policy Against Retaliation

All questions and reports of known or suspected violations of the law or Our Code will be treated with sensitivity and discretion. Your line manager, the Legal Department and the Company will protect your confidentiality to the extent possible consistent with law and the Company's need to investigate your concern. The Company strictly prohibits retaliation against a colleague who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against a colleague as a result of the colleague's action, in good faith, seeking help or filing a report will be subject to disciplinary action, including potential termination of employment.

# CONFLICTS OF INTEREST

The Company respects the rights of colleagues to manage their personal affairs and investments. At the same time, associates should avoid any situation that may involve a conflict between personal interests and the interests of the Company. A conflict of interest occurs when a private interest interferes, or appears to interfere, in any way with the interests of the Company. You should actively avoid any private interest that may influence your ability to act in the best interests of the Company or that makes it difficult to perform your work objectively and effectively.

## Outside Employment

No colleague may be employed by, serve as a director of, or provide any services to a Company that is a customer, supplier or competitor of the Company.

## Financial Interests

No colleague may have a significant financial interest (ownership or otherwise) in any Company that is a customer, supplier or competitor of the Company.

A "significant financial interest" means:

- I. ownership of greater than 1% of the equity of a customer, supplier or competitor or
- II. an investment in a customer, supplier or competitor that represents more than 5% of the total assets of the associate.

## Related Party Transactions

The Company recognizes that associates may have immediate family members (which include your spouse, siblings, children, step-children, parents, step-parents and dependents) who work with suppliers, customers, service providers or competitors of the Company. No associate should make Company related decisions on the basis of personal relationships with immediate family members where such relationships affect or even have the appearance of interfering with the best interests of the Company.

## Loans or Other Financial Transactions

No associate may obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any Company that is a customer, supplier or competitor of the Company. This guideline does not prohibit arms-length transactions with recognized banks or other financial institutions.

## Service on Boards and Committees

No associate should serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably could be expected to conflict with those of the Company. Associates must obtain prior approval from the Legal Department before accepting any such board or committee position.

## Disclosure of Conflicts of Interest

The Company requires that associates fully disclose any dealings that reasonably could be expected to give rise to a conflict of interest, in advance of entering into such transaction. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it immediately to your line manager or the Legal Department. While such situations are not automatically prohibited, they are not desirable and may only be waived by an executive officer of the Company at the request and with the concurrence of the Legal Department. Conflicts of interest of our directors, executive officers or other principal officers may only be waived by our Senior Leadership Team (SLT).

# BUSINESS OPPORTUNITIES

As an associate of the Company, you have an obligation to put the interests of the Company ahead of your personal interests and to advance the Company's interests when the opportunity to do so arises.

If you discover a business opportunity that is in the Company's line of business, you must first present the business opportunity to the Company before pursuing the opportunity in your individual capacity.

No associate may use Company property, information or his or her position for personal gain, and no colleague may compete with the Company either directly or indirectly. The Company requires that you fully disclose to your line manager the terms and conditions of each business opportunity covered by this code that you wish to pursue. Your line manager will contact the Legal Department and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity.

If the Company waives its right to pursue the business opportunity, which must be authorized by an executive officer of the Company with the concurrence of the General Counsel, you may pursue the business opportunity on the same terms and conditions offered to the Company and consistent with the other ethical guidelines set forth in this code. Business opportunities available to directors, executive officers and other principal officers may only be waived by the Company's Senior Leadership Team.

# COMPETITION AND FAIR DEALING

## Relationships with Customers

Our business success depends upon our ability to foster lasting customer relationships. Trust is the cornerstone of these relationships. To build trust, the Company is committed to dealing with customers fairly, honestly and with integrity. Specifically, you should keep the following guidelines in mind when dealing with customers:

- Information we supply to customers should be current, accurate, and complete to the best of our knowledge. Associates should never deliberately misrepresent information to customers.
- You should not refuse to sell, service, or maintain products the Company has produced simply because a customer is buying products from another supplier.
- Customer entertainment should never exceed reasonable and customary business practice. Colleagues should never provide entertainment or other benefits that could be viewed as an inducement to or a reward for, customer purchase decisions. Please see "Hospitality and Gifts" below for additional guidelines in this area.

## Relationships with Suppliers

The Company deals fairly and honestly with its suppliers. This means that our relationships with suppliers are based on price, quality, service and reputation. Associates dealing with suppliers must carefully guard their objectivity. Specifically, no one should accept or solicit any personal benefit from a supplier or potential supplier that might compromise, or appear to compromise, their objective assessment of the supplier's products and prices. Associates may give or accept promotional items of nominal value or moderately scaled entertainment within the limits of responsible and customary business practice. Please see "Hospitality and Gifts" below for additional guidelines in this area.

## Relationships with Competitors

The Company is committed to free and open competition in the marketplace and throughout all business dealings. We conduct our business solely on the basis of performance and free-market principles as well as free and unhindered competition.

## COMPLIANCE WITH LAWS AND REGULATIONS

Each associate has an obligation to comply with the laws of the cities, states and countries in which the Company operates. The Company will not tolerate any activity that violates any laws or regulations applicable to the Company. This includes, without limitation, laws covering commercial bribery and kickbacks, copyrights, trademarks and trade secrets, information and data privacy, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to your job position.

If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your line manager and the Legal Department.

## TRADE CONTROLS

The Company is subject to various U.S., EU and international trade regulations covering imports, exports and supply chain security. To ensure compliance, all shipments of product, software, or technical data must be cleared through the appropriate personnel at the originating facility. This requirement also applies to all samples, products, documents, or data to be hand-carried during foreign travel.

Colleagues whose jobs directly relate to international business are expected to have a working knowledge of the laws and regulations applicable to their job positions.

The Company might also be subject to various anti-boycott laws and regulations that prevent companies and certain of their subsidiaries from taking action in support of a boycott imposed by a foreign country. Boycott laws often change and must be closely monitored.

We should not rely on our representatives or agents to determine what constitutes compliance with such laws. To ensure compliance, any boycott issue must be referred to the Legal Department.



DOING BUSINESS WITH INTEGRITY

## ANTITRUST LAWS

Antitrust laws of the EU and other countries are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. Our policy is to compete vigorously and ethically while complying with all antitrust, monopoly, competition and cartel laws in all countries, states or localities in which the Company conducts business. In general, antitrust laws forbid agreements or actions "in restraint of trade." All associates should be familiar with the general principles of antitrust laws applicable to the jurisdictions in which they do business.

Violations of antitrust laws carry severe consequences and may expose the Company and associates to substantial civil damages, criminal fines and, in the case of individuals, imprisonment.

It is important that all associates are aware what we can and cannot do when interacting with competitors and customers.

Specific rules are set in Anti-Trust Policy which will help you to get guidance.

### **Keep in mind general rules such as:**

- Never allocate markets, market sectors or territories with competitor.
- Do not agree with a competitor to fix or limit volumes or supply or production.
- Never collude with a competitor to win a bid or tendering activities.
- Do not communicate false information about our competitors.
- Do not engage in any activity that could distort the market.
- Ensure that any arrangements with our competitors are approved by Legal Department, including attending industry initiatives or associations.

## ANTICORRUPTION LAWS

Various countries in which the Company operates, have enacted laws, rules and regulations that prohibit bribery of government officials in international and national business transactions. The U.S. version of such is the Foreign Corrupt Practices Act ("FCPA"). Anti-corruption laws generally prohibit companies and their officers, directors, employees, agents or other persons acting on behalf of the Company from corruptly providing, offering, promising or authorizing the conveyance of money or anything of value, including gifts, travel or entertainment, to a government official, directly or indirectly through third parties (including agents, consultants, joint venture partners or distributors), in order to influence a government official in his or her official capacity to obtain or retain business or obtain some other improper advantage.

Certain laws, including the German Criminal Code (StGB) or the U.K. Bribery Act, extend the prohibition of making improper payments in business transactions to payments made to employees of purely commercial enterprises with no affiliation with the government. This is commonly referred to as "commercial bribery" and is also prohibited by the Company. All colleagues must abide by the FCPA and all applicable anti-corruption laws.

- Operating with integrity means we will never offer, promise, give, or approve anything of value to improperly or illegally influence a decision by a government official, to win business, in order to achieve a business advantage.
- Refusing to participate in bribery or corruption may sometimes cause delays or difficulties, but we will never compromise our value of integrity to achieve a business outcome.
- You should always question any suspicious payments or suggestions from suppliers and partners.

You should never participate in any form of corruption or bribery, even if refusing will cause a delay or disrupt to business. This also applies to our suppliers, and we take steps to ensure that third parties who interact with others on our behalf, understand and live up to our commitment to integrity. In case you become aware of any actual or suspected bribe from or to Minova employee,

DOING BUSINESS WITH INTEGRITY

# HOSPITALITY AND GIFTS

The giving and receiving of hospitality (including travel, lodging, meals and entertainment) and gifts is a common business practice. Appropriate business hospitality and gifts are courtesies designed to build relationships among business partners. However, hospitality and gifts must never compromise, or appear to compromise, the business relationship or your ability to make objective and fair business decisions. It is your responsibility to use good judgment in this area. These benefits are not a cause for concern if they are in line with internal Policy.

As a general rule, you may give or receive hospitality or gifts to or from customers or suppliers only if the hospitality or gift could not be viewed as an inducement to or reward for any particular business decision.

Unless part of a Company sanctioned program, under no circumstances can hospitality or gifts, whether given or received, take the form of cash or cash equivalents (e.g., gift cards).

All hospitality and gift expenses must be properly accounted for on expense reports. The following specific examples may be helpful:

## Meals and Entertainment

- You may occasionally accept or give meals, refreshments or other entertainment if they are:
- reasonable in value (i.e., not extravagant or excessive) and appropriate to the circumstances;
- in accordance with customary courtesies; and
- related to a legitimate business purpose (i.e., directly related to the promotion, demonstration or explanation of products or services, or to the performance of a contract).
- Entertainment of reasonable value may include food and tickets for sporting and cultural events if they are generally offered to other customers, suppliers or vendors.

## Advertising and Promotional Materials

You may occasionally accept or give advertising or promotional materials of nominal value.

## Personal Gifts

You may accept or give personal gifts of reasonable value that are related to recognized special occasions such as a promotion, new job, retirement or a holiday.

## Gifts Rewarding Service or Accomplishment

You may accept a gift from a civic, charitable or religious organization specifically related to your service or accomplishment.

You must refuse or return a gift that is beyond these permissible guidelines. If it would be inappropriate to refuse a gift or you are unable to return a gift, you must promptly report the gift to your line manager. Your line manager will bring the gift to the attention of the Legal Department, which may require you to donate the gift to an appropriate community organization.

Hospitality and gifts may not be offered or exchanged, directly or through a third party, under any circumstances, to or with any associates of governments.

If you conduct business in other countries, you must be particularly careful that hospitality and gifts are not construed as bribes, kickbacks or other improper payments.

Please be aware that our customers and vendors may have policies that prohibit the giving or receiving of gifts or anything of value, even nominal value. Please respect those policies.

If you have questions regarding whether it is permissible to accept a gift or something of value, contact your line manager or the Legal Department.

# ANTI-MONEY LAUNDERING

The Company is subject to anti-money laundering laws worldwide, including EU's Directive on preventing the use of the financial system for money laundering or terrorist financing. It is prohibited to conceal, exchange or transfer the proceeds of criminal activities into what appear to be legitimate assets. Minova is committed to complying with anti-money laundering laws and does not tolerate, facilitate or support money laundering offense. Minova's AML Policy addresses the issue further so please refer to it when needed.



# PROTECTION AND USE OF COMPANY ASSETS

We must always ensure that we use Minova assets and resources wisely.

All colleagues should protect the Company's assets and ensure their efficient use for legitimate business purposes only.

Minova also protects its intellectual property (including patents, copyrights, trademarks and trade secrets) and monitor for unauthorized use of our intellectual property by others.

Theft, carelessness and waste have a direct impact on the Company's profitability. The use of the funds or assets of the Company, whether for personal gain or not, for any unlawful or improper purpose is strictly prohibited. Colleagues should be aware that Company property includes all data and communications transmitted or received to or by, or contained in, the Company's electronic or telephonic systems or by written media.

To the extent permitted by law, the Company has the ability, and reserves the right, to monitor all electronic and telephonic communication.

To ensure the protection and proper use of the Company's assets, colleagues should:

- Exercise reasonable care to prevent theft, damage or misuse of Company property.
- Promptly report the actual or suspected theft, damage or misuse of Company property to a line manager.
- Use the Company's voicemail, e-mail and other electronic communication systems for business related purposes and in a manner that does not reflect negatively on the Company or its customers.
- Never use these systems for unlawful or illicit purposes, such as for gambling or to access pornography.
- Safeguard all electronic programs, data, communications and written materials from inadvertent access by others.
- Use Company property only for legitimate business purposes, as authorized in connection with your job responsibilities.
- When using electronic devices always apply IT security measures such as:
  - a. Think before clicking - whether in your e-mail or Internet browser, never click on links or open attachments of dubious origin.
  - b. Use strong passwords.
  - c. Lock the device when you are away.
  - d. Do not connect unknown devices and do not download programs without proper authorization.
  - e. Carry out regular updates of software.

## CONFIDENTIAL INFORMATION

Colleagues often have access to a variety of confidential information while employed at the Company. Confidential information includes all non-public information that might be of use to competitors, that the Company considers confidential or that may be harmful to the Company or its customers, if disclosed. Associates have a duty to safeguard all confidential information, except when disclosure is authorized or legally mandated.

An associate's obligation to protect confidential information continues after he or she leaves the Company.

Unauthorized disclosure of confidential information could cause competitive harm to the Company and could result in legal liability to you and the Company.

- Any outside requests for Company information should only be handled by authorized persons.
- Any question or concern regarding whether disclosure of Company information is legally mandated should be immediately referred to the Legal Department.
- Associates should not discuss Company business in the presence of colleagues or others who do not have a right or need to know.
- In appropriate circumstances, disclosure of confidential information may be authorized by your line manager or other appropriate Company personnel.
- As a result of the Company's business relationships with customers, suppliers and others, Company associates may also have access to and be entrusted with confidential information of other companies. In these cases, other companies' confidential information must be afforded the same protection as the Company's confidential information.

## DATA PRIVACY

The Company is subject to data privacy laws, including the EU's General Data Protection Regulation ("GDPR"). GDPR was designed to harmonize data privacy laws across the European Union in an effort to further protect EU residents' personal data. Personal data includes a person's name, home address, email address, user names and passwords, identification card number or employee ID, location data, IP address, or any communication identifying an individual.

GDPR places restrictions on how personal data can be collected, accessed, used, distributed and stored, and applies to all Company businesses receiving / processing the personal data of EU residents (including customers, associates (prospective, current and former), suppliers and other business partners), regardless of the business's geographical location. The Company is also responsible for ensuring its third-party vendors that receive / process such personal data comply with GDPR. Violations of data privacy laws carry severe consequences and may expose the Company to substantial damages. All colleagues should be familiar with the general principles of data privacy and must abide by GDPR.

To further assist employees with understanding data privacy in general, and GDPR, the Company has created a standalone Data Privacy Policy and accompanying standard operating procedures.

## PUBLIC COMMUNICATIONS

The Company places a high value on its credibility and reputation in the community. What is written or said about the Company directly impacts our reputation.

It is our policy to provide timely, accurate and complete information in response to public requests (media, analysts, etc.), consistent with our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data.

To ensure compliance with this policy, all news media or other public requests for information regarding the Company should be directed to the Company's Marketing Department.



# SOCIAL MEDIA POLICY

Guidelines for functioning in an electronic world are the same as the values, ethics and confidentiality policies employees are expected to live every day, whether you are commenting on LinkedIn, talking with customers or chatting with a friend. Remember that your responsibility to Minova does not end even when you are off duty.

## DO

- ✓ **Disclose your affiliation**  
If you talk about work related matters that are within your area of job responsibility you must disclose your affiliation with Minova.
- ✓ **State that it is your opinion**  
When commenting on the business. Unless authorized to speak on behalf of Minova, you must state that the views expressed are your own.
- ✓ **Protect yourself**  
Be careful about what personal information you share online.
- ✓ **Act responsibly and ethically**  
When participating in online communities, do not misrepresent yourself; *e.g. if you are not a vice president, do not state otherwise.*
- ✓ **Live our values**  
Minova will not tolerate or any form of harassment or bullying.
- ✓ **Report**  
Always refer any media requests to the Minova Marketing Department and inform your Line Manager.

For that reason, this policy applies to both Company's sponsored social media and personal use when it relates to Minova. Please be aware that all publications on social media platforms when you display your Minova title means you are posting both on behalf of yourself and Minova.

## DO NOT

- ✗ **Disclose numbers**  
Non-public financial or operational information. This includes strategies, forecasts and most anything with a dollar-figure attached to it.
- ✗ **Share personal information**  
Never share personal information about our customers, co-workers and/or stakeholders.
- ✗ **Express political views**  
Never share views of a political nature, as they can be misinterpreted and/or taken as the views of the Company. Be very careful to air personal views on any subject matter that can appear combative, subjective and argumentative.
- ✗ **Discuss legal information**  
Anything to do with a legal issue, legal case, or attorneys without first checking with Legal Department.
- ✗ **Infringe copyrights of others**  
Do not copy others' creations. When you want to share Minova's creations use the samples which were made available to you specifically for that purpose.
- ✗ **Publish confidential information**  
Do not publish, post, or release information that is considered confidential.

# COMPANY RECORDS

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public. In addition, our records are the source of essential data that guides business decision-making and strategic planning. Company records include payroll, timecards, travel and expense reports, e-mail, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business.

All Company records must be complete, accurate and reliable in all material respects. There is never a reason to make false or misleading entries. In addition, undisclosed or unrecorded funds, payments or receipts are strictly prohibited. You are responsible for understanding and complying with our record keeping policy. Ask your Line Manager if you have any questions.



# ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS

It is our policy to promptly disclose accurate and complete information regarding the Company's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and cause legal liability. Associates should be on guard for, and promptly report, evidence of improper financial reporting. Examples of suspicious activities that should be reported include:

- Financial results that seem inconsistent with the performance of underlying business transactions;
- Inaccurate Company records, such as overstated expense reports, or erroneous time sheets or invoices;
- Transactions that do not seem to have a good business purpose; and
- Requests to circumvent ordinary review and approval procedures.

The Company's senior financial officers and other colleagues working in the Finance Department have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. Such associates must understand and strictly comply with generally accepted accounting principles as adopted by the Company and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

# ENVIRONMENT, HEALTH AND SAFETY

The Company is committed to providing a safe and healthy working environment for its colleagues and to avoiding adverse impact and injury to the environment and the communities in which we do business.

Associates must comply with all applicable environmental, health and safety laws, regulations and Company standards. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with environmental, health and safety laws and regulations can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the local management if you have any questions about the laws, regulations and policies that apply to you.

## Environment

We care about the environment and take our environmental responsibilities seriously. It is important to understand how our activities impact the environment and use the right controls to mitigate risks to operating in a sustainable and responsible way. Excellence in environmental management and performance is essential to our ongoing business success.





All associates should strive to conserve resources and reduce waste and emissions through recycling and other energy conservation measures. You have a responsibility to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials.

Colleagues whose jobs involve manufacturing have a special responsibility to safeguard the environment. Such associates should be particularly alert to the storage, disposal and transportation of waste, and handling of toxic materials and emissions into the land, water or air. These environmental standards must be complied with, as a matter of Company policy, even if there is no legal requirement in your location which compels such compliance.

## Health and Safety

Numerous laws and regulations cover associate health and safety. The Company is committed not only to comply with all relevant health and safety laws, but also to conduct business in a manner that protects the safety of its colleagues. All associates are required to comply with all applicable health and safety laws, regulations and policies relevant to their jobs. If you have a concern about unsafe conditions or tasks that present a risk of injury to you, please report these concerns immediately to your line manager or the Human Resources Department.

## SAFETY IS OUR PRIORITY

-  **Always** follow safe work procedures
-  **Always** stop work that is unsafe
-  **Never** ignore unsafe practices or behaviors
-  **Always** report a safety incident

# EMPLOYMENT PRACTICES

The Company pursues fair employment practices in every aspect of its business. The following is intended to be a summary of our employment policies and procedures. Associates must comply with all applicable labour and employment laws. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with labour and employment laws can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the Legal Department or the Human Resources Department if you have any questions about laws, regulations and policies that apply to you.

## Harassment and Discrimination

The Company is committed to providing equal opportunity and fair treatment to all individuals on the basis of merit, without discrimination because of race, colour, religion, ancestry, national origin, sex, sexual orientation, gender identity, age, disability, genetic information, veteran status or other characteristic protected by law.

The Company prohibits harassment in any form, whether physical or verbal and whether committed by line manager, non-supervisory personnel or non-colleagues.

Harassment may include, but is not limited to, offensive sexual flirtations, unwanted sexual advances or propositions, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive objects or pictures.

If you have any complaints about discrimination or harassment, report such conduct to your line manager or your Human Resources Department. All complaints will be treated with sensitivity and discretion.

Your line manager, the Human Resources Department and the Company will protect your confidentiality to the extent possible, consistent with law and the Company's need to investigate your concern. Where our investigation uncovers harassment or discrimination, we will take prompt corrective action, which may include disciplinary action by the Company, up to and including termination of employment. The Company strictly prohibits retaliation against a colleague who, in good faith, files a complaint.

Always be inclusive and treat everyone fairly and equally, always respect people's dignity and rights.

Any member of management who has reason to believe that a colleague has been the victim of harassment or discrimination or who receives a report of alleged harassment or discrimination is required to report it to the Human Resources Department immediately.

## Substance Abuse in the Workplace

The Company is committed to maintaining a drug-free workplace. All employees must comply strictly with Company policies regarding substance abuse in the workplace. Drinking alcoholic beverages is prohibited while on duty or on the premises of the Company, except at specified Company-sanctioned events. Possessing, using, selling or offering illegal drugs and other controlled substances is prohibited under all circumstances while on duty or on the premises of the Company. Likewise, you are prohibited from reporting for work or driving a Company vehicle or any vehicle on Company business, while under the influence of alcohol or any illegal drug or impairing substance (including prescription or non-prescription drugs).

**Remember to never come to work affected by alcohol or drugs!**

## Violence Prevention and Weapons

The safety and security of employees are vitally important. The Company will not tolerate violence or threats of violence in, or related to, the workplace. Colleagues who experience, witness or otherwise become aware of a violent or potentially violent situation on Company property or affects the Company's business must immediately report the situation to their line manager or the Human Resources Department.

The Company does not permit any individual to have weapons of any kind on Company property or in Company vehicles, while on the job or off-site while on Company business, as consistent with applicable law. This is true even if you have obtained legal permits to carry weapons.

**Remember to never act with violence or bring any weapon to work!**

# HUMAN RIGHTS

Minova support all internationally recognized human rights and respect those rights in conducting our operations.

Minova avoids causing or contributing to human rights abuses and exploitation through our business decisions, activities and relationships. When engaging with a supplier, contracting with another party or hiring labour, we take steps to ensure that any third party meets our requirements and shares our commitment to human rights, decent work conditions and the prevention of modern slavery (including child labour, forced labour, indentured labour or any form of human trafficking).

# POLITICAL CONTRIBUTIONS AND ACTIVITIES

The Company encourages its associates to participate in the political process as individuals and on their own time. However, various contribution and lobbying laws severely limit the contributions the Company can make to political parties or candidates.

It is Company policy that Company funds or assets shall not be used to make a political contribution to any political party or candidate.

The following guidelines are intended to ensure that any political activity you pursue complies with this policy:

## Contribution of Funds

You may contribute your personal funds to political parties or candidates. The Company will not reimburse you for personal political contributions.

## Volunteer Activities

You may participate in volunteer political activities during non-work time. You may not participate in political activities during working hours.

## Use of Company Facilities

The Company's facilities may not be used for political activities (including fund-raisers or other activities related to running for office). The Company may make its facilities available for limited political functions, including speeches by government officials and political candidates, with Legal Department approval.

## Use of Company Name

When you participate in political affairs, you must make it clear that your views and actions are your own, and not made on behalf of the Company. Company letterhead should not be used to send out personal letters in connection with political activities.

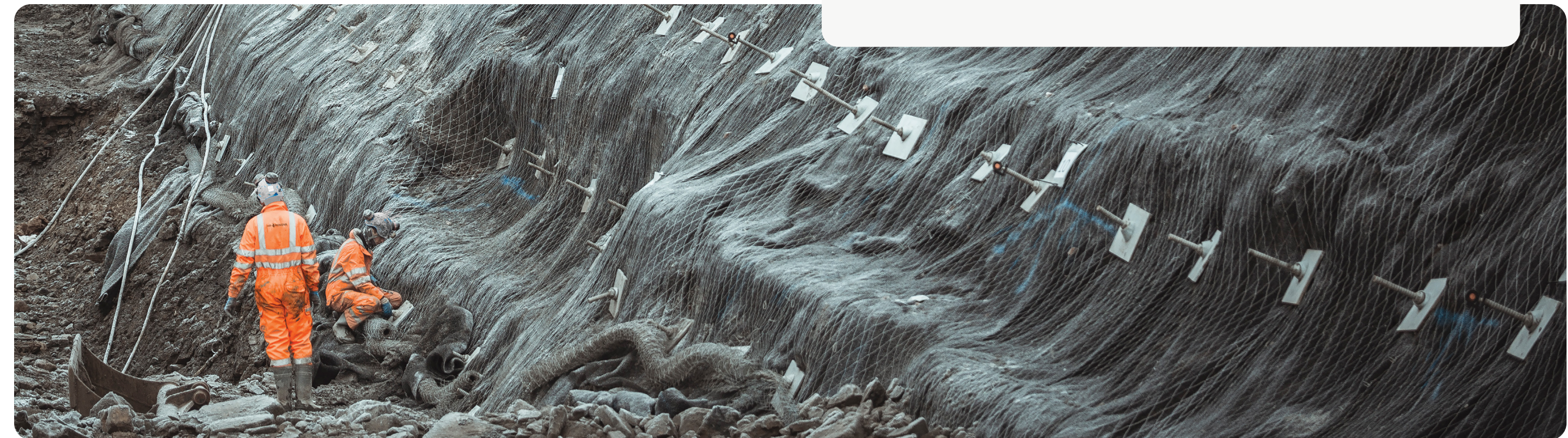
These guidelines are intended to ensure that any political activity you pursue is done voluntarily and on your own resources and time. Please contact the Legal Department if you have any questions about this policy.

# CONCLUSION

Our Code of conduct contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact your line manager or the Legal Department.

We expect all associates, regardless of their level or location, to adhere to these standards. Each of us is separately responsible for his or her actions. Conduct that violates the law or Our Code cannot be justified by claiming that it was ordered by a line manager or someone in a higher management position. If you engage in conduct prohibited by law or Our Code, you will be deemed to have acted outside the scope of your employment. Such conduct will subject you to disciplinary action, up to and including termination of employment.

Note: The Minova Code of Conduct is not to be construed as a contract of employment or a guarantee of continuing Company policy. The Company reserves the right to amend, supplement or discontinue Our Code, without prior notice, at any time.



## ACKNOWLEDGEMENT

I acknowledge that the code is a statement of policies for individual and business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment. My employment remains at-will.

NAME \_\_\_\_\_

SIGNATURE \_\_\_\_\_

DATE \_\_\_\_\_

Signed Acknowledgement form is only required if training is not completed electronically.