



**Title: Supplier Code of Conduct**

## **1.0 Purpose:**

### ***1.1 Purpose / Scope / Applicability***

The purpose of this work instruction is to define the quality requirements for IDC suppliers and their sub-tier suppliers. It is intended to ensure that all material, products and services delivered by the Supplier to fulfill IDC's purchase orders conform to IDC's requirements for quality, reliability and obligation. This document is applicable to all suppliers fulfilling PO's with IDC. Supplier must have an established quality system to ensure the provided product or service meets IDC's requirements. Supplier will flow down all applicable requirements to Suppliers sub-tiers. It is Suppliers responsibility to ensure sub-tier compliance.

## **2.0 Code of Conduct:**

Buyer is committed to best practices regarding integrity in business conduct, including in our dealings with our suppliers, contractors and consultants.

Our commitment to operate according to ethical standards is a key factor in enabling the Buyer to meet our business goals and demands of today's marketplace.

A reliable and ethical supply chain is critical for the Buyer's ability to support our and our customers' goals. Integrity, safety and quality are fundamental to the Buyer's performance, and we encourage a collaborative environment with our supply chain in these areas. Our customers rely on us to work with suppliers, subcontractors and other business partners who share these values.

To support the business integrity of our activities, we require that members of our supply chain endorse our values relating to the range of areas set forth in this Supplier Code of Conduct (the "Code"). The principles set forth in the Code represent a fundamental part of our mutual commitment on how we do business and are integral to every relationship you have with the Company.

### **A. Buyer's Commitment to Fair and Ethical Conduct**

(1) Buyer is committed to conducting its business fairly, impartially, ethically and in a proper manner, including in making its procurement decisions.

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Rev 1

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(2) Buyer's Code of Business Conduct and Ethics (the "Code") is published on Buyer's website at: [www.idclcd.com](http://www.idclcd.com) Ethics and Conduct" and Conduct". Among other provisions of the Code, Buyer requires its employees to timely disclose any situations where family members, close personal friends, or former Buyer employees could bias, or appear to bias, Buyer's business decisions, including those relating to procurement.

(3) The Code also provides that Buyer's employees may accept only nominal value gifts, entertainment or other items from suppliers or potential suppliers, as set forth in our Anti-Bribery Compliance Policy.

### B. Seller's Conduct

Seller should refer to this Code's principles when ethical and compliance issues arise. Each of the principles in this Code is fundamental to how we do business.

The Buyer relies on our Supply Chain to choose sub-tier subcontractors and suppliers that also share the values included in the Code. It is important everyone working on your behalf for us conducts business in the manner prescribed by the Code.

By entering any subcontract or purchase order with the Buyer, you are committing to conduct your activities in a manner consistent with this Code. Accordingly, all your business activities relating to work with the Buyer must be performed in a manner that is fair, ethical and compliant with this Code and applicable laws and regulations.

While the Code contains standards to be followed, no one document can cover all situations. If, for whatever reasons, following the Code would conflict with a legal requirement, you must comply with the law.

(1) Seller will conduct all its business activities relating to Buyer in a manner that is fair, ethical and fully compliant with applicable laws and regulations, including, but not limited to, those relating to:

- Intellectual Property and Data Security Requirements;
- Marketing Materials and Interactions with the Media; - Fair Employment and Human Rights;
- Government Procurement;

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- Anti-Bribery;
- Competition and Antitrust;
- Trade and Export Controls; - Health and Safety;
- Prohibition on Counterfeit Parts;
- Sustainability and Environmental Compliance;
- Conflict Minerals Compliance;
- Reporting Concerns without Retaliation;
- Recordkeeping and Right to Audit;

(2) Seller is expected to self-monitor its compliance with the above-mentioned standards of conduct and to promptly notify Buyer in the event of any non-compliance or suspicion of non-compliance that could affect Seller’s activities with Buyer.

### 3.0 Approvals:

<b>Approved by: CCB</b>	<b>Date: 10/25/2017</b>	Process Owner: <b>Wendy Lee</b>
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### 4.0 Revision History

Page No.	Reference	Revision	Date	Description of Change	Initials
all (1-5)	Initial release	1	10/25/2017	Needed a supplier code of conduct to be formalized	lrw

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