

## SUPPLIER CODE OF CONDUCT

Dear ITW Suppliers:

Since 1912, ITW has built a reputation of honesty, integrity and fairness by conducting our business according to the highest ethical standards. The ITW Statement of Principles of Conduct, Human Rights Policy and this Supplier Code of Conduct embody these core values and reflect ITW's commitment to operate with the highest level of integrity. As part of this commitment, ITW requires our business partners and suppliers to share in these same core values and business practices.

This Supplier Code of Conduct governs any company or entity that sells or seeks to sell any products or services to ITW and/or any of its affiliates whether directly or indirectly through its employees, affiliates, distributors, subcontractors, agents, or other representatives (defined hereafter as "Suppliers"). ITW expects its Suppliers to operate using the highest ethical and legal principles. Suppliers are responsible for ensuring that any employees, affiliates, distributors, subcontractors, agents, or other representatives of Supplier providing products or services to ITW or to ITW's customers on behalf of ITW read and comply with this ITW Supplier Code of Conduct.

ITW is a global company and conducts business in many countries throughout the world. ITW Suppliers must comply with applicable laws, rules and regulations in all countries where ITW and its affiliates conduct business. Specifically, we expect all Suppliers to adhere to the following, and to take reasonable efforts to ensure that their suppliers do the same:

- **HUMANE TREATMENT:** Suppliers must treat all workers with dignity and respect. Suppliers must not subject workers to, or threaten to subject workers to, harsh and inhumane treatment, including but not limited to sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse. Disciplinary policies and procedures related to this requirement shall be clearly communicated to workers.
- **CHILD LABOR / YOUNG WORKERS:** Suppliers will not directly or indirectly employ workers that are younger than the applicable minimum age specified by applicable laws and regulations. Under no circumstances shall a Supplier employ any worker under the age of 15. Additionally, young workers may not be required to perform work which may be hazardous to their health, safety or morals.
- **FORCED LABOR:** Suppliers will not utilize or source products or services from entities associated with forced, bonded, indentured, involuntary or exploitative prison, trafficked or slave labor. Involuntary labor includes transporting, harboring, recruiting, transferring, receiving or employing persons by means of threat, force, coercion, abduction or fraud for labor or services. All work must be voluntary and workers shall be free to terminate their employment at any time. There shall be no unreasonable restrictions on entering, exiting or movement within company-provided facilities. Suppliers will take reasonable efforts to ensure that their own suppliers comply with this requirement.
- **WAGES AND WORKING HOURS:** Suppliers must comply with all applicable wage and hour laws, including those relating to minimum wage, overtime hours, and other elements of compensation, and must provide all legally mandated benefits. Suppliers will not require

employees to work more than the maximum number of hours permitted under applicable laws. For each pay period, Suppliers shall provide workers with a timely and comprehensible wage statement that includes enough information that workers can verify that they have received accurate compensation for work performed.

- **FREEDOM OF ASSOCIATION:** Suppliers must respect workers' rights to associate freely and in compliance with existing local laws and without discrimination, intimidation or harassment as well as respect the right of workers to refrain from such activities. Workers and/or their representatives shall be able to openly communicate and share ideas and concerns with management regarding working conditions and management practices without fear of discrimination, intimidation or harassment.
- **NON-DISCRIMINATION:** ITW expects Suppliers to treat their employees with respect and dignity and to refrain from any unlawful harassment and discrimination. Suppliers will not discriminate against any person because of their race, color, gender, religion, ethnicity or national origin, age, disability or other medical condition, sexual orientation, gender identity, genetic information, pregnancy, marital status, veteran status, political affiliation, union membership or any other basis protected by applicable national or local law.
- **ENVIRONMENTAL, HEALTH AND SAFETY LAWS:** Suppliers should strive to be more eco-efficient and promote improved health and safety in conducting their business. Suppliers must comply with all applicable environmental, health and safety laws and regulations, provide workers with a safe and healthy work environment, and provide necessary medical treatment and implement corrective actions to eliminate causes of injury. Suppliers must reduce their impact on the environment through the conservation of natural resources, reduced energy consumption and GHG emissions, reduced waste, responsible chemical management and other means. Suppliers should strive to develop more eco-efficient technologies. While a Supplier, its employees, affiliates, agents or other representatives are on-site at any ITW location or at an ITW customer location on behalf of ITW, Suppliers shall comply with ITW policies and applicable site requirements.
- **INTERNATIONAL ACTIVITIES:** Suppliers must comply with all export-import laws, including all applicable labeling requirements, customs duties and all other laws pertaining to their international business activities.
- **GIFTS AND IMPROPER PAYMENTS:** Suppliers should work against corruption in all its forms and are prohibited from engaging in corruption, extortion or embezzlement. Suppliers must comply with all applicable anti-corruption laws and regulations of the countries in which they operate such as the U.S. Foreign Corrupt Practices Act, and as applicable, the UK Anti-Bribery Act, the OECD Anti-Bribery Convention and any other international anti-corruption conventions. Suppliers will not offer or accept bribes or employ other means to obtain an undue or improper advantage. Bribes, kickbacks, facilitating payments and similar payments to government officials or to ITW employees or agents acting on ITW's behalf are prohibited. As stated in ITW's Global Anti-Corruption Policy, ITW employees may not accept gifts of more than minimal value or lavish entertainment from Suppliers. When business meals and entertainment are appropriate to further a legitimate business purpose, those expenses may not be extravagant in nature.

- **INTELLECTUAL PROPERTY RIGHTS:** Suppliers must respect and refrain from infringing upon the intellectual property rights of others, including patents, trademarks, copyrights and other proprietary rights.
- **FAIR DEALINGS AND COMPETITION LAWS:** Suppliers are expected to deal fairly with ITW employees as well as their other business partners and should not take unfair advantage through manipulation, concealment, abuse, misrepresentation of material facts or any other unfair dealing. Suppliers will not engage in collusive bidding, price fixing, price discrimination or other unfair trade practices in violation of applicable antitrust and competition laws. Suppliers will uphold fair business standards in advertising, sales and competition.
- **CONFIDENTIALITY:** Suppliers must protect the Confidential Information entrusted to them by ITW, its affiliates, customers or suppliers. Confidential Information may only be used and disclosed in a manner authorized by ITW. Confidential Information includes any business information of ITW, its customers or suppliers that is not generally known to the public.
- **CONFLICT MINERALS:** Pursuant to its Conflict Minerals Policy, ITW is committed to the sourcing of conflict minerals only from conflict free smelters or refiners and expects the same commitment from its Suppliers. Upon request of ITW, Suppliers shall determine whether any products provided by Suppliers contain tin, tantalum, tungsten, gold or any other material that is designated as a “conflict mineral” under applicable laws, rules and regulations, including of the United States and the European Union. Suppliers shall also take such necessary actions and provide such additional information concerning conflict minerals in the format requested by ITW as may be necessary in order (1) for ITW to be or remain compliant with applicable laws, rules and regulations relating to conflict minerals and (2) to demonstrate compliance by the Supplier with ITW’s policies and procedures, including those relating to responsible sourcing.
- **MONITORING COMPLIANCE:** Suppliers must establish and maintain a process of ensuring compliance with the ITW Supplier Code of Conduct. This includes communicating the requirements of this Code to all employees, affiliates, agents and subcontractors of the Supplier. Suppliers must maintain all documentation necessary to demonstrate compliance with the ITW Supplier Code of Conduct. Upon ITW’s request, Suppliers should be prepared to provide ITW or its affiliates access to such documentation.

Any violation of the ITW Supplier Code of Conduct may result in immediate termination of the Supplier’s relationship with ITW. If you wish to report any violations of this Code, please file a report with ITW’s Confidential Helpline at [www.itwhelpline.ethicspoint.com](http://www.itwhelpline.ethicspoint.com), or send an email to [itwhelpline@itw.com](mailto:itwhelpline@itw.com).

Supplier confirms by signature below that Supplier complies with the ITW Supplier Code of Conduct:

Supplier Signature \_\_\_\_\_  
 Supplier Name \_\_\_\_\_  
 Supplier Representative Name and Title \_\_\_\_\_  
 Date \_\_\_\_\_