



Trailer Services
TRAILERMADE SOLUTIONS

TIP Integrity Guide for Suppliers, Contractors and Consultants

("Supplier Guide")

Issued: November 2016



Index

Summary

| | |
|---|----|
| 1. TIP Code of Conduct..... | 4 |
| 2. TIP Compliance Obligations..... | 5 |
| 3. Responsibilities of TIP Suppliers..... | 10 |
| 4. How to Raise an Integrity Concern..... | 13 |

Appendix A - Anti-Slavery and Human Trafficking Policy..... 14

| | |
|---|----|
| 1. Policy Statement..... | 14 |
| 2. Responsibility for this Policy..... | 14 |
| 3. Compliance with the Policy..... | 15 |
| 4. Communications and Awareness of this Policy..... | 16 |
| 5. Breaches of this Policy..... | 16 |

Supplier Approval..... 17



Summary

TIP Trailer Services (“TIP”)ⁱ is committed to being a responsible corporate citizen which requires TIP employees, suppliers, contractors and consultants to conduct themselves with integrity and to be accountable to the highest standards of business conduct and ethics.

As a TIP supplier, contractor or consultant (collectively “suppliers”) your actions reflect on TIP’s reputation and good name. That reputation depends on each business transaction we make being grounded in a foundation of ethical behavior.

TIP bases its supplier relationships on lawful, efficient and fair practices, and expects its suppliers to adhere to applicable legal and regulatory requirements in their business relationships, including those with their employees, their local environments, and TIP. The quality of our supplier relationships often has a direct bearing on the quality of our customer relationships. Likewise, the quality of our suppliers’ products and services affects the quality of our own products and services.

To help TIP suppliers understand the TIP commitment to unyielding integrity and the standards of business conduct that all TIP suppliers must meet, TIP has prepared this TIP Integrity Guide for Suppliers, Contractors and Consultants (“Supplier Guide”).

Suppliers should carefully review this Supplier Guide, including but not limited to the section, Responsibilities of TIP Suppliers. Suppliers are responsible for ensuring that they and their employees, representatives and sub-suppliers comply with the standards of conduct required of TIP suppliers. Please contact the TIP manager you work with or any TIP Compliance Resource if you have any questions about this Supplier Guide or the standards of business conduct that all TIP suppliers must meet.



1. TIP Code of Conduct

TIP's commitment to total, unyielding Integrity is set forth in the TIP Integrity Guide and this Supplier Guide. The policies set forth in the TIP Integrity Guide govern the conduct of all TIP employees and are supplemented by compliance procedures and guidelines adopted by TIP components. The policies set forth in the TIP Supplier Guide govern the conduct of all TIP suppliers. All TIP employees and suppliers must not only comply with the specific policies that govern their relationship with but also with the "spirit" of these policies.

The "spirit" of TIP's Integrity commitment is set forth in the TIP Code of Conduct, which each TIP employee has made a personal commitment to follow:

- ✓ Be honest, fair and trustworthy in all of your activities and relationships.
- ✓ Ensure the health and safety and fair and equal treatment of all employees.
- ✓ Comply with all applicable laws governing our business, the TIP Integrity Policies and this Code of Conduct.
- ✓ Promptly report any concerns you have about compliance with law, the TIP Integrity Policies or this Code of Conduct.
- ✓ Work to run the company as competitively and profitably as possible through accountability and compliance.

TIP will do business only by lawful and ethical means. When working with customers and suppliers in every aspect of our business, we will not compromise our commitment to integrity.



2. TIP Compliance Obligations

All TIP employees are obligated to comply with the requirements of the Company's compliance policies set forth in the TIP Integrity Policy. These policies implement the TIP Code of Conduct and are supplemented by compliance procedures and guidelines adopted by TIP components and/or businesses. A summary of some of the key compliance obligations of TIP employees follows:

a) *Improper Payments*

- ✓ Always adhere to the highest standards of honesty and integrity in all contacts on behalf of TIP. Never offer bribes, kickbacks, illegal political contributions or other improper payments to any customer, government official or third party. Follow the laws of the European Union and other countries relating to these matters.
- ✓ Do not give significant gifts or provide any extravagant entertainment to a customer or supplier without TIP management approval. Make sure all business entertainment and gifts are lawful and disclosed to the other party's employer.
- ✓ Employ only reputable people and firms as TIP representatives and understand and obey any requirements governing the use of third party representatives.

b) *International Trade Controls*

- ✓ Understand and follow applicable international trade control and customs laws and regulations, including those relating to licensing, shipping and import documentation and reporting and record retention requirements.
- ✓ Never participate in boycotts or other restrictive trade practices prohibited or penalized under

European Union or applicable local laws.

- ✓ Make sure all transactions are screened in accordance with applicable export/import requirements; and that any apparent conflict between EU and applicable local law requirements is disclosed to TIP counsel.

c) *Money Laundering Prevention*

- ✓ Follow all applicable laws that prohibit money laundering and that require the reporting of cash or other suspicious transactions.
- ✓ Learn to identify warning signs that may indicate money laundering or other illegal activities or violations of TIP policies. Raise any concerns to TIP counsel and TIP management.

d) *Privacy*

- ✓ Never acquire, use or disclose individual consumer information in ways that are inconsistent with TIP privacy policies or with applicable privacy and data protection laws, regulations and treaties.
- ✓ Maintain secure business records of individual consumer information, including computer-based information.

e) *Supplier Relationships*

- ✓ Only do business with suppliers who comply with local and other applicable legal requirements and any additional TIP standards relating



to labor, environment, health and safety, intellectual property rights and improper payments.

- ✓ Follow applicable laws and government regulations covering supplier relationships.
- ✓ Provide a competitive opportunity for suppliers to earn a share of TIP's purchasing volume, including small businesses and businesses owned by the disadvantaged, minorities and women.

f) Working with Governments

- ✓ Follow applicable laws and regulations associated with government contracts and transactions.
- ✓ Require any supplier providing goods or services for TIP on a government project or contract to agree to comply with the intent of TIP's policies and guidance.
- ✓ Be truthful and accurate when dealing with government officials and agencies.

g) Complying with Competition Laws

- ✓ Never propose or enter into any agreement with a TIP competitor to fix prices, terms and conditions of sale, costs, profit margins, or other aspects of the competition for sales to third parties.
- ✓ Do not propose or enter into any agreements or understandings with TIP customers restricting resale prices.
- ✓ Never propose or enter into any agreements or understandings with suppliers that restrict the price or other terms at which TIP may resell or lease any product or service to a third party.

h) Environment, Health & Safety

- ✓ Learn how to conduct your activities in compliance with all relevant environmental and worker health and safety laws and regulations and conduct your activities accordingly.
- ✓ Ensure that all new product designs or changes or services offerings are reviewed for compliance with TIP guidelines.
- ✓ Use care in handling hazardous materials or operating processes or equipment that use hazardous materials to prevent unplanned releases into the workplace or the environment.
- ✓ Report to TIP management all spills of hazardous materials; any concern that TIP products are unsafe; and any potential violation of environmental, health or safety laws, regulations or company practices or requests to violate established EHS procedures.

i) Fair Employment Practices

- ✓ Extend equal opportunity, fair treatment and a harassment-free work environment to all employees, co-workers, consultants and other business associates without regard to their race, color, religion, national origin, sex (including pregnancy), sexual orientation, age, disability, veteran status or other characteristic protected by law.

j) Security and Crisis Management

- ✓ Implement rigorous plans to address security of employees, facilities, information, IT assets and business continuity
- ✓ Protect access to TIP facilities from unauthorized personnel
- ✓ Protect IT assets from theft or misappropriation



- ✓ Create and maintain a safe working environment
- ✓ Ensure proper business continuity plans are prepared for emergencies
- ✓ Screen all customers, suppliers, agents and dealers against terrorist Watchlists
- ✓ Report any apparent security lapses

k) *Conflicts of Interest*

- ✓ Financial, business or other non-work related activities must be lawful and free of conflicts with one's responsibilities to TIP.
- ✓ Report all personal or family relationships, including those of significant others, with current or prospective suppliers you select, manage or evaluate.
- ✓ Do not use TIP equipment, information or other property (including office equipment, e-mail and computer applications) to conduct personal or non-TIP business without prior permission from the appropriate TIP manager.

l) *Controllershship*

- ✓ Keep and report all TIP records, including any time records, in an accurate, timely, complete and confidential manner. Only release TIP records to third parties when authorized by TIP.
- ✓ Follow TIP's General Accounting Procedures (GAP), as well as all generally accepted accounting principles, standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.
- ✓ Financial statements and reports prepared for or on behalf of TIP (including any component or business) must fairly present the financial position, results of

operations, and/or other financial data for the periods and/or the dates specified.

m) *Insider Trading or Dealing & Stock Tipping*

- ✓ Never buy, sell or suggest to someone else that they should buy or sell stock or other securities of any company (including TIP) while you are aware of significant or material non-public information (inside information) about that company. Information is significant or material when it is likely that an ordinary investor would consider the information important in making an investment decision.
- ✓ Do not pass on or disclose inside information unless necessary for the conduct of TIP business – and never pass on or disclose such information if you suspect that the information will be used for an improper trading purpose.

n) *Intellectual Property*

- ✓ Identify and protect commercially significant TIP intellectual property in ways consistent with the law.
- ✓ Consult with TIP counsel in advance of soliciting, accepting or using proprietary information of outsiders, disclosing TIP proprietary information to outsiders or permitting third parties to use TIP intellectual property.
- ✓ Respect valid patents, copyrighted materials and other protected intellectual property of others; and consult with TIP counsel for licenses or approvals to use such intellectual property.

o) *Invention Assignment*

- ✓ The Supplier agrees that all inventions, including, but not limited



to, improvements, and all know-how, processes, techniques, formulas, ideas, circuits, designs, trademarks, trade secrets and copyrightable works (collectively, "Inventions") which result from work performed by the Supplier on behalf of the Company or from access to Proprietary Information shall be the property solely of the Company. The Supplier agrees, both during and after engagement with the Company, to disclose promptly and in writing, to the Company, all Inventions that the Supplier, either solely or jointly with others, make, author, discover, develop, conceive and/or reduce to practice derived from Proprietary Information. The Supplier hereby assigns and agrees to assign to the Company or its designee, without further consideration, his entire right and interest in and to all Inventions, including all rights to obtain, register and enforce patents, copyrights, mask work rights and other intellectual property protection for Inventions.

- ✓ The Supplier agrees to execute all documents reasonably necessary to perfect such intellectual property rights and the assignment of those rights to the Company or its designee. The Supplier further agrees to assist the Company (at the Company's expense), both during and after engagement with the Company, in obtaining, protecting and/or enforcing patents, copyrights or other forms of Inventions.

p) Confidential Information

- ✓ Proper management of confidential information is critical to the success of both TIP and suppliers.
- ✓ Suppliers must protect all TIP information, electronic data, and intellectual property or TIP

technologies with appropriate safeguards.

- ✓ Any transfer of confidential information must be executed in a way that secures and protects the intellectual property rights of TIP and its suppliers.
- ✓ Suppliers may receive our confidential information only as authorized by a confidentiality or non-disclosure agreement and must comply with their obligations to not disclose the confidential information, to not use the information except as permitted by the agreement, and to protect the information from misuse or unauthorized disclosure.
- ✓ Our suppliers can expect TIP to similarly safeguard their confidential information when authorization is provided to TIP.
- ✓ Suppliers may not use the TIP trademark, images, or other materials to which TIP owns the copyright, unless explicitly authorized.

q) Supply Chain Transparency and Modern Slavery

- ✓ Supply chain transparency is required to confirm compliance to this code conduct.
- ✓ Modern slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labor and human trafficking,
- ✓ Suppliers must ensure they and their supply chain comply with the modern slavery policy attached at Appendix A
- ✓ To monitor this, TIP reserves the right to request documentation, conduct onsite audits, review and



approve corrective action plans, and verify implementation of corrective action.

- ✓ Suppliers are expected to assist TIP in enforcing this Supplier Code of Conduct by communicating its principles to their supervisors, employees, and suppliers.



3. Responsibilities of TIP Suppliers

TIP will only do business with suppliers that comply with all applicable legal and regulatory requirements. Today's regulatory environment is becoming more and more challenging, subjecting TIP and its suppliers to a growing number of regulations and enforcement activities around the world. This environment requires that TIP and its suppliers continue to be knowledgeable about and compliant with all applicable regulations and committed to regulatory excellence. Suppliers that transact business with TIP are also expected to comply with their contractual obligations under any purchase order or agreement with TIP and to adhere to the standards of business conduct consistent with TIP's obligations set forth in the "TIP Compliance Obligations" section of the Guide and to the standards described in this section of the Guide. A supplier's commitment to full compliance with these standards and all applicable laws and regulations is the foundation of a mutually beneficial business relationship with TIP.

As stated above, TIP requires and expects each TIP supplier to comply with all applicable laws and regulations. Unacceptable practices by a TIP supplier include:

- ✓ **Minimum Age.** Employing workers younger than the required minimum age.
- ✓ **Forced Labor.** Using forced, prison or indentured labor, or workers subject to any form of compulsion or coercion.
- ✓ **Environmental Compliance.** Lack of commitment to observing applicable environmental laws and regulations. Actions that TIP will consider evidence of a lack of commitment to observing applicable environmental laws and regulations include:
 - Failing to maintain and enforce written and comprehensive environmental management programs, which are subject to periodic audit.
 - Failing to maintain and comply with all required environmental permits.
 - Permitting any discharge to the environment in violation of law, issued/required permits, or that would otherwise have an adverse impact on the environment.
- ✓ **Health & Safety.** Failure to provide workers a workplace that meets applicable health and safety standards.
- ✓ **Human Rights & Modern Slavery.** Failure to respect human rights of supplier's employees. The supplier certifies that they are in compliance with the applicable modern slavery and anti-human trafficking legislation in their respective countries.
- ✓ **Code of Conduct.** Failure to maintain and enforce company policies requiring adherence to lawful business practices, including a prohibition against bribery of government officials.
- ✓ **Business Practices and Dealings with TIP.** Offering or providing, directly or indirectly, anything of value, including cash, bribes or kickbacks, to any TIP employee, representative or customer or government official in connection with any TIP procurement, transaction or business dealing. Such prohibition includes the offering or providing of any consulting, employment or similar position by a supplier to any TIP employee (or their family member or significant other) involved with a TIP procurement. TIP also requires that a TIP supplier not offer or provide TIP employees and representatives with any gifts, other than gifts of nominal value to commemorate



or recognize a particular TIP-supplier business transaction or activity. In particular, a TIP supplier shall not offer, invite or permit TIP employees and representatives to participate in any supplier or supplier-sponsored contest, game or promotion.

- ✓ ***Business Entertainment of TIP Employees and Representatives.*** Failing to respect and comply with the business entertainment (including travel and living) policies established by TIP and governing TIP employees and representatives. A TIP supplier is expected to understand the business entertainment policies of the applicable TIP component or business before offering or providing any TIP employee or representative any business entertainment. Business entertainment should never be offered to a TIP employee and representative by a supplier under circumstances that create the appearance of an impropriety.
- ✓ ***Collusive Conduct and TIP Procurements.*** Sharing or exchanging any price, cost or other competitive information or the undertaking of any other collusive conduct with any other third party supplier or bidder to TIP with respect to any proposed, pending or current TIP procurement.
- ✓ ***Intellectual & Other Property Rights.*** Failing to respect the intellectual and other property rights of others, especially TIP. In that regard, a TIP supplier shall:
 - Only use TIP information and property (including tools, drawings and specifications) for the purpose for which they are provided to the supplier and for no other purposes.
 - Take appropriate steps to safeguard and maintain the confidentiality of TIP proprietary information, including maintaining it in confidence and in secure work areas and not disclosing it to third parties (including other customers, subcontractors, etc.) without the prior written permission of TIP.
 - If requested by TIP, only transmit TIP information over the Internet on an encrypted basis.
 - Observe and respect all TIP patents, trademarks and copyrights and comply with such restrictions or prohibitions on their use as TIP may from time to time establish.
- ✓ ***Export Controls & Customs Matters.*** The transfer of TIP technical information to any third party without the express, written permission of TIP. Failing to comply with all applicable export controls laws and regulations in the export or re-export of TIP technical information, including any restrictions on access and use applicable to non-U.S. nationals, and failing to ensure that all invoices and any customs or similar documentation submitted to TIP or governmental authorities in connection with transactions involving TIP accurately describe the goods and services provided or delivered and the price thereof.
- ✓ ***Use Sub-Suppliers or Third Parties to Evade Requirements.*** The use of sub-suppliers or other third parties to evade legal requirements applicable to the supplier and any of the standards set forth in this Section of the Guide.

The foregoing standards are subject to modification in the discretion of TIP. Please contact the TIP manager you work with or the TIP Compliance Leader if you have any questions about these standards and/or their application to particular circumstances. Each TIP supplier is responsible for ensuring that the supplier and its employees and representatives understand



and comply with these standards. TIP will only do business with those suppliers that comply with applicable legal requirements and reserves the right, based on its assessment of information then available to TIP, to terminate, without liability to TIP, any pending purchase order or contract with any supplier that does not comply with the standards set forth in this section of the Guide.



4. How to Raise an Integrity Concern

Each TIP supplier is expected to promptly inform TIP of any Integrity concern involving or affecting TIP, whether or not the concern involves the supplier, as soon as the supplier has knowledge of such Integrity concern. A TIP supplier shall also take such steps as TIP may reasonably request to assist TIP in the investigation of any Integrity concern involving TIP and the supplier. An Integrity concern may be raised by a TIP supplier to a cognizant TIP management, or any Compliance Resource (i.e., Company legal counsel or compliance leader).

1. Define your concern: Who or what is the concern? When did it arise? What are the relevant facts?
2. Raise the concern - prompt reporting is crucial:
 - ✓ Discuss with a TIP Manager;
 - ✓ Discuss with a TIP legal counsel or compliance leader;
 - ✓ web: www.tipeurope.com
 - ✓ email: compliance@tipeurope.com
 - ✓ A TIP Compliance Resource will promptly review and investigate the concern.
3. III. TIP Policy forbids retaliation against any person reporting an Integrity concern. Contact the TIP Compliance Leader, or the TIP Ombudsperson.

APPENDIX A

TIP TRAILER SERVICES GROUP OF COMPANIES ANTI-SLAVERY AND HUMAN TRAFFICKING POLICY

1 POLICY STATEMENT

1. Modern slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labor and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain. We have a zero-tolerance approach to modern slavery and we are committed to acting ethically and with integrity in all our business dealings and relationships and to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in our own business or in any of our supply chains.
2. We are also committed to ensuring there is transparency in our own business and in our approach to tackling modern slavery throughout our supply chains, consistent with our disclosure obligations under the Modern Slavery Act 2015. We expect the same high standards from all of our contractors, suppliers and other business partners, and as part of our contracting processes, we include specific prohibitions against the use of forced, compulsory or trafficked labor, or anyone held in slavery or servitude, whether adults or children, and we expect that our suppliers will hold their own suppliers to the same high standards.
3. This policy applies to all persons working for us or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners.
4. This policy does not form part of any employee's contract of employment and we may amend it at any time.

2 RESPONSIBILITY FOR THE POLICY

1. The board of directors of Global TIP Holdings One B.V. has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all subsidiary companies, employees, contractors and where appropriate business partners comply with it.
2. The compliance leader has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering modern slavery.



3. Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it and the issue of modern slavery in supply chains.
4. You are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries are encouraged and should be addressed to the compliance manager.

3 COMPLIANCE WITH THE POLICY

1. You must ensure that you read, understand and comply with this policy.
2. The prevention, detection and reporting of modern slavery in any part of our business or supply chains is the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.
3. You must notify your manager, your legal counsel or the compliance manager as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future.
4. You are encouraged to raise concerns about any issue or suspicion of modern slavery in any parts of our business or supply chains of any supplier tier at the earliest possible stage.
5. If you believe or suspect a breach of this policy has occurred or that it may occur you must notify your manager or your legal counsel OR the compliance manager as soon as possible. You should note that where appropriate, and with the welfare and safety of local workers as a priority, we will give support and guidance to our suppliers to help them address coercive, abusive and exploitative work practices in their own business and supply chains.
6. If you are unsure about whether a particular act, the treatment of workers more generally, or their working conditions within any tier of our supply chains constitutes any of the various forms of modern slavery, raise it with your manager or your legal counsel OR the compliance manager.
7. As part of TIP Integrity Guide for Suppliers, Contractors and Consultants ("Supplier Guide") contractors or suppliers are contractually required to abide by this policy.

We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. We are committed to ensuring no one suffers any detrimental treatment as a result of reporting in good faith their suspicion that modern slavery of whatever form is or may be taking place in any part of our own business or in any of our supply chains. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the compliance manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally (see



8. **How to Raise an Integrity Concern** on pg. 13 above).

4 **COMMUNICATION AND AWARENESS OF THIS POLICY**

1. Training on this policy, and on the risk our business faces from modern slavery in its supply chains, forms part of the induction process for all individuals who work for us, and regular training will be provided as necessary.
2. Our zero-tolerance approach to modern slavery must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and reinforced as appropriate thereafter.
3. You may report suspected breaches or concerns regarding breaches of this policy to your compliance leader, local TIP counsel, or by email to compliance@tipeurope.com.

5 **BREACHES OF THIS POLICY**

1. Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.
2. Contractors, suppliers, individuals, companies and organisations working on behalf of TIP who do not abide by this policy are in breach of their contractual commitments to TIP. If the contractors, suppliers, individuals, companies and organisations do not demonstrate that they are in compliance with this policy we shall terminate our relationship with that entity based on their contractual breach.



The terms and conditions of this Supplier Guide have been reviewed and agreed to by:

[Authorized Signatory - Signature]

[Authorized Signatory - Printed Name]

[Supplier Name - Printed Company Name]

[Supplier Address]

[Supplier Address 2]

[Supplier Address 3]

ⁱ TIP or TIP Trailer Services refers to any company that is directly or indirectly controlled by Global TIP Holdings One B.V.