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1 Scope / Purpose

KSR International Inc. and its subsidiaries (KSR) is committed to fostering an environment that aligns with our Mission, Vision and Values in an open and ethical manner. The achievement of such success is dependent on an environment free of behaviours which can undermine the important mission of our organization, an atmosphere of accountability, honesty, empathy and integrity.

2 Roles and Responsibilities

This code shall apply to all KSR team members, visitors, contractors and suppliers.

Global Leadership Team, supervisors and other management personnel are responsible for enforcing the Code within their specific areas of supervisory responsibility. This responsibility includes a commitment to review the Code and KSR’s Mission, Vision and Values with their team members, to make sure they understand its provisions and to encourage open communication about the Code, including raising questions and compliance concerns.

3 Review and Compliance

This code shall be reviewed annually by the Global HSEE and Organizational Development Manager and approved by the People Leadership and Team Member Experience Steering Committee.

4 Definitions and Acronyms

The “Code”	The Code of Ethics and Professional Conduct
Gift:	Gift is defined as a voluntary transfer of property from one person or entity to another made without charge or consideration. Gifts include but are not limited to articles of value such as money, honoraria, donations, tickets or passes to events, hospitality, trips and offers of travel, accommodation, meals, entertainment, equipment, privileges or other personal rewards and special considerations.
Team Member:	A permanent, temporary, full-time, part-time, casual or contract employee and other personnel conducting business for KSR.
Supplier / Vendor:	Any person, company or contractor that sells and/or provides goods or services to KSR. This definition includes both current and prospective suppliers/vendors.

5 Compliance with Legislation, Regulations and Company Standards

KSR will meet and where applicable, exceed compliance with local and regional legislation, regulations and company standards.

Team members must follow applicable laws, regulations, company standards and align with our company values at all times. Team members with questions about the applicability or interpretation of any law, rule or regulation, should contact Human Resources.

6 Professional Conduct

To preserve our Mission, Vision and Values and business principles that our organization is founded upon, we have identified behaviours that are considered unacceptable conduct. These behaviours have a direct impact on team member health and safety, workplace morale, legal compliance or are detrimental to the success of our business.

- The use, possession, sale, manufacture or dispensation of any illegal drug, alcohol or paraphernalia associated with either.
- The use of illicit drugs or alcohol off premises that adversely affects the team members work performance, the safety of the team member or the safety of others at work, or regard or reputation in the community.
- Failing to report to management the use of any prescribed drug which may alter the team members ability to safely perform their duties.
- Aggressive behaviour that constitutes a reasonable fear of bodily harm to another person, acts of violence that cause physical harm to another person, threats of any nature including both verbally or electronically or verbal assaults causing emotional duress.
- Workplace bullying, harassment and sexual harassment as defined by the KSR standard.
- Possession of a weapon while on KSR premises or while conducting business for KSR.
- Disorderly, immoral or indecent conduct on KSR premises, while conducting business or representing KSR, including dress will not be tolerated. This is including but not limited to dress with profanity, indecent pictures or statements, discriminatory or offensive language.
- Insubordinate or insolent behaviour
- Dishonest, illegal or improper business activities, including failing to comply with all applicable laws, regulations, codes and company standards.

- Intentional damage or destruction to KSR property or vehicles or the creation of unsanitary work conditions.
- Creating an unsafe work condition, both physically and psychologically
- Environmental violations
- Gambling on premises or while conducting business for KSR.
- Theft of physical, electronic or intellectual property.
- Breach of confidentiality
- Improper use of company trade secrets
- Breach of security by way of information theft, sale or other means
- Engaging in acts of money laundering
- Reprisal against team members for utilizing reporting mechanisms to raise concerns.

7 Human Rights

Human rights is a fundamental value of KSR International Inc.

KSR strives to respect and promote Human Rights in accordance with the regional legislation in which we operate. It is every team member's responsibility to maintain a work environment that reflects respect for human rights, is free from discrimination and harassment and aligned with our Human Rights Policy.

8 Non-Discrimination

KSR ensures equal opportunity for all without discrimination or harassment on the basis of sex, race, age, color, disability, ethnic or national origin, sexual orientation, religion, social or marital status, or other status protected by applicable law. KSR respects our team members' and business partners' freedom of thought, conscience and religion.

KSR is committed to providing equal opportunities and believes that equal work deserves equal pay. We also make all reasonable accommodations to meet our obligations under laws protecting the rights of the disabled.

9 Conflicts of Interest

In performing their job duties, team members are expected to use their judgment to act, at all times and in all ways, in the best interests of KSR International Inc. A "conflict of interest" exists when a team members' personal interest interferes with the best interests of KSR.

For example, a conflict of interest may occur when a team member or a family member receives a personal benefit as a result of the team members position with KSR.

A conflict of interest may also arise from a team member's business or personal relationship with a customer, supplier, competitor, business partner, or coworker, if that relationship impairs the team member's objective business judgment.

Because a team member's receipt of gifts or services could create a conflict of interest, this code will outline guidelines for disclosure of gifts or services received from customers, suppliers, competitors or business partners.

Team members should attempt to avoid conflicts of interest and any team members who believe a conflict of interest may exist should promptly notify Human Resources who will consider the facts and circumstances of the situation to decide whether corrective or mitigating action is appropriate.

10 Receipt of Gifts, Courtesies and Entertainment

Team members are prohibited from accepting gifts either directly or indirectly from customers, suppliers, competitors, business partners or vendors.

Accepting occasional gifts and entertainment that are reasonable complements to business relationships may be appropriate. Gifts should be reasonable and socially acceptable for the countries in which we operate and shall not exceed \$200 USD.

Gifts shall not be accepted from any business partner with whom you are involved in contract negotiations and team members shall not exchange gifts or entertainments that obligate or appear to obligate the recipient.

Never accept gifts of cash or cash equivalents or request or solicit gifts, favours or entertainment. Do not provide gifts to government officials.

11 Anti Bribery and Anti Corruption

Team members may not bribe anyone for any reason, whether in dealings with governments or the private sector.

Regional legislation prohibits anyone from giving or offering a loan, reward, advantage or benefit of any kind to a federal or provincial / state government official as consideration for cooperation, assistance, exercise of influence, or an act or omission in connection with any government business.

12 Environmental, Health and Safety

KSR is committed to promoting an enriched, engaged, global, diverse team that will thrive in a healthy and safe environment. Each team member has responsibility for maintaining a safe and

healthy workplace by following environmental, safety and health standards and practices, reporting environmental incidences, accidents, injuries, unsafe conditions or behaviours.

13 Working Conditions

The working conditions of our team members are, at minimum, in compliance with internationally recognized labour standards and the laws of the countries we operate in.

Working hours, breaks, holidays and leave periods will be established in compliance with local laws and agreements.

Compensation paid to team members shall comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. Deductions from wages as a disciplinary measure shall not be permitted. For each pay period, team members shall be provided with a timely and understandable wage statement that includes sufficient information to verify accurate compensation for work performed.

All use of temporary, dispatch and outsourced labour will be within the limits of the local law. Imported and migrant workers are to be provided equal wages, benefits and working conditions.

14 Freedom of Association and Collective Bargaining

Team members have the right to form and join trade unions of their own choosing based on their local legislation and regulations. KSR will respect the right of team members to refrain from such activities and respect their freedom of opinion and expression.

15 Child Labour

KSR will not employ children below the minimum age for employment according to applicable regional laws.

The Company will ensure proper management of student team members through effective maintenance of student records, due diligence of educational partners, and the protection of students' rights in accordance with the applicable law and regulations. In any case, appropriate support and training shall be provided to all student team members.

16 Forced Labour / Human Trafficking

KSR does not tolerate any form of forced labour, including debt bondage, indentured labour or involuntary prison, nor any involvement in human trafficking in its business activities. This includes transporting, harboring, recruiting, transferring or receiving persons by means of threat, force, coercion, abduction or fraud for labour or services.

KSR will not unreasonably restrict the freedom of movement throughout company-provided facilities nor unreasonably restrict the entering or exiting of company-provided facilities.

KSR will engage with suppliers to eradicate forced labour and human trafficking in its supply chain.

17 Information Security and Privacy

Information is a key asset of our organization. Our policy on Informational Technology and Information Security addresses the preservation of information, confidentiality, integrity and availability for KSR's proprietary and confidential information, including information that has been entrusted to KSR by others.

18 Confidential Information and Intellectual Property

Confidential data is typically the data that holds the most value to the company. In many cases, this confidential data is valuable to others as well, and thus can carry greater risk than general company data. For these reasons, the company provides direction for security standards that relate specifically to confidential data.

KSR's Confidential Data Policy details how confidential data should be handled. This policy lays out standards for the use of confidential data and outlines specific security controls to protect this data.

19 Anti Trust and Competition

Our promise to conduct business fairly and with integrity includes a commitment to comply with all laws regulating anti-competitive activity. This promise also include a pledge to act with integrity in the marketplace, never obtain information about competitors through inappropriate means and never make false or misleading statements about competitors.

It is important to avoid exchanging confidential information with competitors.

Treat all customers and suppliers honestly, fairly and objectively.

Avoid unfair or deceptive practices.

Always present our products in an honest and forthright manner.

Report any discussions or behaviour that could be considered anti-competitive.

20 Accurate Recordkeeping and Retainment

KSR will manage our records properly and retain the records we need to support our tax, financial, and legal obligations. We will follow our record retention policies and securely dispose of records that are no longer needed. Information that may be relevant to an investigation or subject to a litigation hold shall not be discarded or destroyed until it is no longer required.

21 Counterfeit Parts

Suppliers of KSR must ensure there is no risk of counterfeit product shipped to KSR. Counterfeit product is defined as items that are, or contain, unlawful or unauthorized reproductions,

substitutions or alterations that have been knowingly mismarked, misidentified or otherwise misrepresented to be an original manufacturer's part. Suppliers must have strict procurement policies in place to ensure traceability for all items incorporated into their product.

For additional information reference the Global Purchasing Policy.

22 Export Controls and Economic Sanctions

KSR is committed to ensuring that it complies with the laws of all jurisdictions in which it does business, including economic sanctions, laws, and regulations. This applies to all team members of KSR operating groups, joint ventures, and other global operations (collectively, "KSR").

23 Responsible Sourcing of Minerals / Conflict Minerals

Under the provisions of its Conflict Minerals Policy, KSR conducts due diligence on the source and chain of custody of Tantalum, Tin, Tungsten, and Gold that may be present in its products.

KSR requires its suppliers to submit current Conflict Mineral Reporting Template (CMRT). KSR's suppliers are also subject to survey and audit by third parties to demonstrate compliance regarding the responsible sourcing of minerals.

24 Political Activities and Lobbying

We encourage our team members to fulfill their civic responsibilities, but we ask that you do so on your own time and as permitted by local law. When engaging in political activities, avoid any suggestion that your personal political views are the views of the Company.

As a general rule, the use of Company facilities or resources to conduct political activities is prohibited. Although the Company may engage in lobbying to support or oppose pending legislation or other actions to serve our best interests, only certain individuals are authorized to lobby on the Company's behalf. Lobbying activities must be monitored and approved by the Global Leadership team.

25 Reporting a Violation of the Code

It is important to our organization to have a meaningful grievance process in the event a team member or third party wishes to report a violation of the Code. We will respond appropriately when we become aware of violations, and reports are made without fear of retaliation.

The internal reporting process is as follows:

1. Report any violation of The Code to your local Human Resources.
2. Human Resources will elevate the violation to the Director, People Leadership

3. People Leadership will investigate and determine the best course of action based on the circumstances and will elevate as needed to Global Leadership team.

External concerns regarding Code violations, email mediarelations@ksrint.com .

Reprisals / Retaliation

Adverse treatment of individuals who raise concerns in good faith is a violation of both our Code and our ethical principles and will not be tolerated. Any individual who retaliates against someone who has made a report or raised concern in good faith is subject to disciplinary actions, up to and including termination of employment.

If you feel you have been subject to retaliation for raising a concern or making a report regarding illegal or unethical conduct, contact your local Human Resources department.

26 Compliance

Compliance with the Code at KSR facilities will be reviewed and documented by periodic internal audits.

Non-compliance with this Code or relevant laws and regulations may lead to penalties or disciplinary actions, up to and including termination of employment.

27 Documentation

Confidential Data Policy – GLB-M2-OP-042

<https://ksrint.omnexusqims.com/Common/DocPro/displaydoc/displaydoc?AjaxCall=0&docId=131&from=copyurl>

Environmental Policy – GLB-M1-POLICY-002

<https://ksrint.omnexusqims.com/Common/DocPro/displaydoc/displaydoc?AjaxCall=0&docId=7&from=copyurl>

Health and Safety Policy - GLB-M1- POLICY-002

<https://ksrint.omnexusqims.com/Common/DocPro/displaydoc/displaydoc?AjaxCall=0&docId=7&from=copyurl>

Human Rights Policy – GLB-M2-OP-039

<https://ksrint.omnexusqims.com/Common/DocPro/displaydoc/displaydoc?AjaxCall=0&docId=128&from=copyurl>

Information Security – GLB-M2-OP-041

<https://ksrint.omnexusqims.com/Common/DocPro/displaydoc/displaydoc?AjaxCall=0&docId=130&from=copyurl>

Informational Technology - GLB-M2-OP-020

<https://ksrint.omnexusqims.com/Common/DocPro/displaydoc/displaydoc?AjaxCall=0&docId=110&from=copyurl>

Mission, Vision and Values – GLB-M1-POLICY-001

<https://ksrint.omnexusqims.com/Common/DocPro/displaydoc/displaydoc?AjaxCall=0&docId=6&from=copyurl>

Purchasing Policy – GLB-C3-OP-001

<https://ksrint.omnexusqims.com/Common/DocPro/displaydoc/displaydoc?AjaxCall=0&docId=384&from=copyurl>

Quality Policy – GLB-M1-POLICY-002

<https://ksrint.omnexusqims.com/Common/DocPro/displaydoc/displaydoc?AjaxCall=0&docId=7&from=copyurl>

Workplace Wellness – GLB-S4-OP-017

<https://ksrint.omnexusqims.com/Common/DocPro/displaydoc/displaydoc?AjaxCall=0&docId=968&from=copyurl>

Workplace Violence and Harassment – GLB-S4-OP-019

<https://ksrint.omnexusqims.com/Common/DocPro/displaydoc/displaydoc?AjaxCall=0&docId=1203&from=copyurl>

28 Attachments / Links

Canadian Criminal Code

Canadian Corruption of Foreign Public Officials Act

Czech Republic Civil Code

Czech Republic Criminal Code

German Criminal Code

Mexican Federal Criminal Code

People Republic of China Criminal Code

People Republic of China Anti Unfair Competition Law

U.S. Foreign Corrupt Practices Act