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AN **LKQ** COMPANY

**WARN INDUSTRIES**

# **Supplier Code of Conduct**

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# Supplier Code of Conduct

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Warn Industries, Inc.,  
12900 SE Capps Rd  
Clackamas, OR 97015

Dear Business Partner:

Since our founding as a family-owned business in 1948, Warn Industries, Inc. (“Warn”) has been guided by values of honesty and trust and have been committed to protecting and enhancing our reputation for quality and outstanding products and service to our customers.

Warn continues that tradition today as we are guided by the following Core Values: Commitment, Customer Focus, Execution, Integrity, Leadership, Teamwork and Fun.

Warn is committed to conducting business the right way. We have internal controls that give our company structure and provide guidance on values, conduct and behavior. Each Warn Team Member is expected to act in an honest and fair way with everyone that we do business with.

We adhere to a Code of Conduct with written guidelines that help us clearly identify that fraud, deception, dishonesty, unfair competition, and other questionable personal and business integrity actions are not allowed. These guidelines also help us understand that the culture of Warn involves supporting a healthy, safe work environment, being fair and honest, showing respect and support of our team members, and following all laws and regulations.

This Supplier Code of Conduct is an extension of Warn’s Code of Conduct and mirrors the standards Warn sets for its own employees. Warn requires its suppliers to:

- Act with honesty and integrity
- Understand and comply with the laws and regulations that apply to your business in the countries where you do business
- Read, understand, and follow this Supplier Code
- Ensure compliance with this Supplier Code by each of your officers, directors, employees, other workers, representatives, agents, subcontractors, and sub-tier sources who are involved in the procurement and production process related to products and services provided to Warn
- Cooperate with inspections, audits, and investigations

I am asking that you read this Supplier Code of Conduct to understand how it applies to your company. If you have any questions, please speak with your regular Warn team contact or email [buyerscorp@warn.com](mailto:buyerscorp@warn.com).

Sincerely,



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Prior to engaging in business or during an existing business relationship, Warn Industries may conduct diligence on its suppliers and their owners and key personnel to assess compliance with this Supplier Code and address Warn's business needs. This diligence may involve checking watch lists and sanction lists as well as checking other publicly available information about companies and individuals. The records collected will be maintained in accordance with Warn policy and may be viewed upon request.



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## Introduction

This Supplier Code of Conduct is an extension of the LKQ Code of Ethics. This Supplier Code establishes the standards for conducting business with Warn. Warn seeks out and expects that its suppliers use this Supplier Code as a guide for ethical, responsible, and legal business practices in their operations.

This Supplier Code does not alter any of the terms and conditions in applicable agreements, nor does it create contractual rights for suppliers or others. Warn will update this Supplier Code periodically and will expect suppliers to stay current.

“Supplier Code” means this Supplier Code of Conduct. “Suppliers” or “you” means any company, corporation, or other entity or person that sells, or seeks to sell, goods or services to Warn, including the supplier’s employees, other workers, representatives, agents, subcontractors, and other sub-tier sources.

## COMPLY WITH APPLICABLE LAWS, RULES, AND REGULATIONS

Each supplier must comply with all laws and regulations applicable to its business in the countries where it does business. While laws, regulations, business practices, and customs can vary greatly from one country to the next, this Supplier Code sets forth the minimum requirements that all of Warn’s suppliers must meet.

### A. Anti-Bribery and Anti-Corruption

Offering or paying bribes or anything of value to win business or obtain an unfair advantage is unacceptable, even if business is lost or difficulties are encountered as a result (for example, delays in obtaining permits or licenses). Bribes and other corrupt payments may violate multiple anti-corruption laws and expose individuals, Warn’s suppliers, and Warn to civil and criminal liability and severe penalties. Violations could also result in the loss of future government contracts. Warn’s suppliers are prohibited from engaging in corruption, extortion, or embezzlement in any form.

### Examples of Red Flags

- Offers of extravagant or multiple gifts or entertainment
- Third parties who do not clearly account for their expenditures or whose commissions seem in excess of the services provided
- Customers or officials who hint or suggest that certain payments be made to obtain business or information
- A request that a third party make a payment to an official to expedite the handling of a matter such as customs clearance

### B. Gifts, Entertainment, and Hospitality

Warn’s suppliers are required to understand and comply with this Supplier Code and the law when offering or accepting any gifts, favors, meals, entertainment, or hospitality to or from Warn employees, customers, or other business partners or their family members. Any such gift, entertainment, or hospitality must be consistent with customary regional business practices and the recipient’s policies—and it must not adversely affect the reputation of Warn or the supplier if publicly disclosed. In addition, Warn’s suppliers must not create or give the appearance of a conflict of interest when engaging in these practices.



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## Examples of Red Flags

- Gifts or entertainment involving a government official
- Gifts or entertainment of more than nominal value
- Gifts or entertainment of any value offered to a Warn employee in a position to make a decision about the gift giver
- Inappropriate gifts such as cash
- Gifts or entertainment offered during a tender process

## C. Global Trade Compliance

Warn's suppliers are required to comply with all applicable international trade laws and regulations, including import, export, and re-export controls regulations, as well as applicable embargoes, sanctions, and anti-boycott laws.

### Examples of Red Flags

- Suppliers who attempt to provide lower value invoice totals with imports to lower duties owed on imported goods or who misclassify goods on invoices to avoid antidumping duties
- Suppliers who transship products to hide actual country of origin or content that would be subject to importing country restrictions or sanctions

## D. Fair Dealing and Competition Laws

Warn succeeds by competing fairly and dealing truthfully with customers and business partners, without manipulation or concealment. Warn's suppliers are required to uphold fair business standards in advertising, sales, and competition. Warn's suppliers are required to comply with applicable antitrust and competition laws where they do business. These laws prohibit agreements between competitors that affect prices, costs, terms or conditions of sale, the markets in which they will compete, or customers or suppliers with whom they will do business. These laws may also regulate distribution agreements, rebates, discounts, or territorial restrictions on resellers.

### Examples of Red Flags

- Any competitor who attempts to discuss competitive information such as pricing, bids, sales, or territories
- Discussions at trade associations, meetings, or events where competitors are in attendance which relate to prices, markets, profits, or other topics that could be of interest to competitors

## E. Conflicts of Interest

Warn's suppliers must avoid involvement in actual or apparent conflicts of interest between the supplier's interests and the interests of Warn. Any actual or apparent conflict of interest should be disclosed.

### Examples of Red Flags

- A supplier employee has a second job at a current or potential competitor of Warn
- A supplier has a substantial ownership interest in a current or potential competitor of Warn (other than nominal investments in public companies)

## F. Anti-Money Laundering



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Warn conducts business only with reputable suppliers involved in legitimate business activities using funds from legitimate sources. Warn's suppliers are required to comply with applicable laws relating to money laundering.

## Examples of Red Flags

- Any proposed or actual payments in cash from a customer or partner
- Customers who overpay for goods or services, and then request a refund
- Any customer, supplier, agent, or partner who provides incomplete or suspicious information
- Funds paid to/from unusual sources or to/from countries not normally associated with the customer

## G. Conflict Minerals

Warn's suppliers must cooperate in due diligence requests made by Warn with respect to the origin of intermediaries associated with the purchases of materials or products containing Conflict Minerals, whether or not those materials or products may have been mined or produced in the Covered Countries or obtained from recycled sources, in compliance with Warn's reporting requirements under the US Dodd-Frank Section 1502. Where specified in a purchase order or supply agreement, suppliers will comply with any Warn requirement to provide products, components, parts, and materials which are free of Conflict Minerals mined or produced in the Covered Countries in support of armed conflict in the region. See Warn's Conflict Minerals Policy for more information.

"Conflict Minerals" are tin (Cassiterite), tungsten (Wolframite), tantalum (Columbite-tantalite or coltan), and gold, and the derivative metals from these minerals. The "Covered Countries" are the Democratic Republic of the Congo, Angola, Burundi, Central African Republic, The Republic of the Congo, Rwanda, South Sudan, Tanzania, Uganda, and Zambia.

## H. Environment

Warn is committed to creating economic value for shareholders and customers through sustainable practices that protect the long term well-being of the environment, Warn's employees, and the communities in which it operates. Warn's suppliers are required to comply with all applicable environmental laws, regulations, and standards and minimize any adverse impact on the environment. Warn's suppliers must also endeavor to conserve natural resources and energy and reduce or eliminate waste and the use of hazardous substances.

## I. Inside Information

You must not buy or sell the securities of LKQ or any other company if you possess inside information that is not available to the investing public and could influence an investor's decision to buy or sell the security (for example information about winning or losing a contract). You also cannot give inside information to others who might use it to buy or sell securities.

## PROTECT WARN'S ASSETS, INFORMATION, AND REPUTATION

Warn's suppliers are required to preserve, protect, and responsibly use Warn property that they have access to, and protect it from theft, damage, loss, and misuse. This includes physical and intangible assets such as ideas, innovations, technology, brands, and confidential information.

## A. Intellectual Property



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Suppliers are required to respect intellectual property rights, both during their contract with Warn and thereafter. Patents, copyrights, and trademarks belonging to others may not be used without express permission from the owner. Any transfer or sharing of technology or know-how must be done on a need-to-know basis and in a manner that protects intellectual property rights and is in compliance with local law.

## **B. Confidential Information, Data Security, and Privacy**

Suppliers are required to safeguard Warn's proprietary and confidential information, which includes all information, whether written or oral, that Warn has a legitimate business interest in protecting. This includes technical, design or process data, improvements, new products, products in development, inventions, models, manuals, know-how, financial data, pricing information, business development or acquisition plans, marketing plans, project practices, and customer and supplier lists.

Suppliers are required to follow all applicable privacy laws that govern the handling of information and data provided by Warn, which may include private and sensitive personal information.

### **Examples of Red Flags**

- Discussing confidential information with third parties without a confidentiality agreement
- International data transfers involving personal data from the European Union
- Inadvertent disclosure of confidential information in external meetings
- Unattended or unprotected computers or mobile devices that contain Warn proprietary and confidential information
- Requests for data from questionable sources
- Non-transparent subcontracting by suppliers of data processing and cloud computing
- Using Warn's proprietary or confidential information beyond the scope of the engagement or for the supplier's or other's benefit

## **C. Records Management and Cooperation with Inspections, Audits, and Investigations**

Suppliers must retain documents and records in accordance with applicable law, including accounts, quality reports, time records, expense reports, and submissions to Warn, regulatory authorities, or others. This also includes documentation necessary to demonstrate compliance with law and this Supplier Code or relevant to any pending litigation, an audit, or investigation. Suppliers must cooperate with requests for inspections, audits, and investigations by Warn or any of its authorized agents relating to compliance with this Supplier Code.

## **MAINTAIN A FAIR AND SAFE WORKPLACE**

### **A. Safety**

Warn's suppliers have a responsibility to promote a safe, clean, and secure workplace and conduct operations in compliance with applicable health and safety laws and regulations. Warn also requires its suppliers to know, understand, and comply with all applicable laws governing product safety and quality.

### **Examples of Red Flags**

- Failure to follow applicable safety regulations or policies



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- Unsafe workplace conditions or practices such as exposed hazards, blocked emergency exits, or failure to use safety equipment
- Workers using, possessing, or being under the influence of alcohol, illegal drugs, or any substance that could interfere with safely performing their work
- Providing worker accommodations that are not clean, safe, or meet basic needs
- Failing to adhere to product safety and quality requirements

## **B. Ethical Employment Practices and Non- Discrimination Policy**

Warn recognizes the value of diverse skills, ideas, and backgrounds, and requires its suppliers' workplaces to be professional and free from discrimination, harassment, and abuse. Each supplier must, in relation to employees, other workers, and applicants for employment, as applicable:

- Treat each person with dignity and respect, and afford them equal opportunity to the fullest extent provided by law
- Not discriminate in hiring and employment practices based on characteristics that are protected by local law
- Respect the right to freely associate or not associate with any group in compliance with local laws
- Comply with all applicable wage and hour laws
- Comply with all applicable local laws with respect to child labor
- Not use forced, bonded, involuntary, prison, or indentured labor
- Not intentionally source materials from supply chains associated with human trafficking and take reasonable efforts to assure that its own suppliers comply with this requirement

## **Examples of Red Flags**

- Failing to comply with laws relating to minimum and maximum wages, overtime, and/or legally mandated benefits
- Hiring for employment or work a child who is below the age of 15 or below the age for completing compulsory education in the country of work
- Requiring a medical test that could be used in a discriminatory way, except where required by applicable law or where prudent for workplace safety
- Sourcing materials from supply chains associated with human trafficking or slavery
- Employing a worker whose employer is withholding wages until a recruitment fee and related interest debt is repaid

## **HOW TO REPORT CONCERNS**

Warn takes violations of this Supplier Code seriously. If a supplier violates any of the requirements contained in this Supplier Code, Warn may terminate the relationship. In appropriate cases, Warn may also refer misconduct to the proper authorities. Suppliers should report known or suspected violations of this Supplier Code.

### **Reporting Concerns**

LKQ Corporation

- LKQ's Speak-Up Tip Line: 1-800-544-7459 (for calls within the U.S.)
- Web-based Reporting: [www.reportlineweb.com/lkqcorp](http://www.reportlineweb.com/lkqcorp)
- Mail: LKQ Corporation, 500 W. Madison St., Suite 2800, Chicago, IL 60661





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Warn Industries, Inc.

- Warn's Contact Line: 503-722-1200
- Web-based Report: [buyerscorp@warn.com](mailto:buyerscorp@warn.com)
- Mail: Warn Industries, Corporate Purchasing, 12900 SE Capps Rd., Clackamas, OR 97015

You may report anonymously where local law permits. Please keep in mind that the more information you provide, the easier it will be for Warn to investigate and appropriately respond to your report. Unless otherwise required by local law, Warn will treat reports of violations confidentially.