

## 1. Ethical Business Practices

Wayne Fueling Systems (“Wayne”) expects its employees, contractors, suppliers, and representatives to conduct themselves with the highest integrity and to engage in ethical business practices at all times in doing business with customers, promoting and selling goods and services, and in representing Wayne to government authorities and other third parties. Wayne 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 Wayne. 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. Among other things, this Supplier Integrity Policy Guide “Integrity Guide” sets forth the standards of conduct and ethical practices that must be followed with respect to certain kinds of payments, entertainment, and political contributions. Wayne will not authorize, involve itself in, or tolerate any business practice that does not comport with these principles. Nothing in this Supplier Integrity Policy Guide is intended to expand the authority of any party to represent Wayne beyond any authority granted by Wayne under the contract between the parties. Additional information regarding the Wayne Integrity Policy and the Code of Conduct are located at [www.wayne.com/integrity](http://www.wayne.com/integrity). Suppliers are responsible for ensuring that they and their employees, workers, representatives and subcontractors comply with the standards of conduct required by Wayne.

### Requirements:

#### General

- Never make or offer, directly or indirectly, anything of value (such as a bribe or kickback) to a customer or government official to influence or reward an action. A business courtesy, such as a gift, contribution, or entertainment, should never be offered under circumstances that might create the appearance of impropriety.

- Adhere to the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions available at [www.oecd.org](http://www.oecd.org), and all applicable laws that relate to matters covered by this Supplier Integrity Guide, including the Foreign Corrupt Practices Act, UK Bribery Act, Brazil Clean Company Act, and similar statutes and regulations around the world.

#### Political contributions

- Adhere to the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and all applicable laws that relate to doing business and dealing with government authorities and in making political contributions.

- Never make or offer, directly or indirectly, a payment or anything of value (such as a bribe or kickback) to any political party, party official, or any candidate for political office of a country outside the U.S. to influence or reward any governmental act or decision.

#### Permissible payments

- You may provide customers with ordinary and reasonable entertainment and gifts only if and as permitted by:

- the law
- the customer’s own policies and procedures
- the procedures of your business

This Integrity Guide does not prohibit lawful reimbursement for reasonable and *bona fide* expenditures – for example, travel and living expenses incurred by customers and directly related to the promotion of products or services, or the execution of a contract.

- Wayne will terminate contracts with any and all suppliers, consultants, sales representatives, distributors, independent contractors and any other third parties who are unwilling or unable to represent themselves or Wayne in a manner consistent with this Supplier Integrity Guide.

## 2. Following International Trade Controls

To do business in today’s global environment, Wayne and its Affiliates and representatives must follow these laws and regulations, including those prohibiting cooperation with

boycotts against countries friendly to the U.S. and business with “blacklisted” firms.

Requirements:

- Implement programs to ensure compliance with all applicable laws and regulations, including the Foreign Corrupt Practices Act, UK Bribery Act, the Brazil Clean Company Act, and all other laws and regulations governing international transactions; and avoid all transactions prohibited by such laws and regulations.
- Follow all applicable international trade control regulations, including those regarding licensing, shipping documentation, import documentation, and reporting and record-retention requirements.
- Avoid any restrictive trade practices or boycotts prohibited or penalized under applicable laws and regulations.
- Carefully watch for “red flags” that might indicate unusual licensing requirements, illegal activities, or any other violations of this Supplier Integrity Policy Guide or related Wayne policies. Red flags may include:
  - unknown customer without convincing references
  - unusual transaction or application for the consignee, customer, end user, or location
  - evasive, reluctant, or otherwise unsatisfactory answers to questions about end use, end-user, delivery dates, or delivery locations
  - unusually favorable payment terms
  - lack of concern for normal training and warranty service
  - freight forwarder listed as ultimate consignee
  - abnormal packing, marking, or routing of goods
  - unusual security or safety measures
  - inappropriate military links
  - transaction with embargoed destination
  - inaccurate or incomplete invoice description of articles
  - invoice pricing that does not reflect the full value of the imported goods

**3. Working with Government Agencies**

Wayne and its representatives must excel as honest, responsible suppliers to all government customers. In the global economy, our customers may include not only federal, state and local governments within the United States, but also government customers throughout the world.

This Supplier Integrity Policy Guide outlines Wayne’s standards and practices in working with government agencies, whether as a direct contractor or subcontractor. It also requires Wayne representatives to be truthful and accurate when responding to government officials responsible for regulating the industries in which Wayne conducts business.

Wayne standards require more than just obeying the letter of the law. They require that all Wayne business partners and representatives uphold the spirit of the law in adhering to the highest standards of honesty and integrity, avoiding even the appearance of impropriety.

Requirements:

Transactions with government agencies

- Adhere to the highest standards of honesty and integrity, and abide by all applicable laws.
- Comply with applicable government regulations and procedures, whether the prime contractor or subcontractor.

Interactions with government officials

- Make sure that reports, certifications, statements, proposals and claims made to government agencies are truthful and accurate.
- Gifts and entertainment to officials and employees of the governments are highly regulated and often prohibited. Do not provide such gifts and entertainment unless you have determined that you are permitted to do so by applicable laws and regulations and by the policies and practices of your business.
- Respect conflict-of-interest laws and regulations regarding the recruitment, hiring or activities of present or former government employees.

Contract proposal and negotiation

- Follow the Public Procurement laws and other laws and regulations pertaining to procurement. Obtain source selection, competitive or proprietary information only when the government Contracting Officer has authorized release of such information.
- In negotiating certain government contracts, contractors must submit all required cost and pricing data before the contract is awarded. Contractors must also certify in writing that the data are current, accurate, and complete.
- Maintain current, accurate, and complete records of all cost or pricing data. Certify and disclose all data when required by law. When in doubt, disclose.
- Report, prior to certification, all changes or errors in cost or pricing data.

Contract performance

- Meet contract requirements for design, manufacture, materials, testing, and any other relevant specifications.
- Purchase materials and services for government contracts only through your approval sourcing operation and comply with your business's purchasing procedures in areas such as truth in negotiations and source selection.
- Avoid unauthorized substitutions, including use of imported materials where domestic materials are specified in the contract.
- Do not deviate from contract requirements without written approval of the authorized government procurement official.
- Accurately allocate costs to the proper contracts. Avoid mischarging, which can result, for example, from improperly filling out time cards, vouchers, charging insupportable overhead costs, incorrectly classifying costs or shifting of costs between contracts.
- Comply with executive orders, laws and regulations applicable to government contractors that require equal employment

opportunity, affirmative action, and other such requirements.

Conflicts of interest

- Avoid business or financial relationship with suppliers, subcontractors, customers, or direct competitors that could interfere, or appear to interfere, with the proper performance of your role as a Wayne business partner, or representative.

Security

- Follow security regulations of the U.S. government and all other governments having jurisdiction over operations in a particular country. Those regulations cover plant and office security, proper handling of classified material, travel, personal contacts, and other activities of representative employees both on and off the job.

**4. Complying With Antitrust Laws**

The antitrust laws of the United States and the competition laws of other countries are a critical part of the business environment in which Wayne and its representatives operate. They govern the day-to-day conduct of Wayne's and its representative's businesses in setting prices and other aspects of purchasing, selling, and marketing goods and services.

Wayne is dedicated to compliance with such laws in all of its activities. Every Wayne representative is responsible for compliance with antitrust and competition laws.

Requirements:

- Comply with all applicable antitrust laws, including federal and state antitrust laws of the U.S., and the competition laws of other countries where your company does business.
- Understand the basic requirements of the antitrust laws, decrees and orders that apply to the activities of your business.
- Do not propose or enter into any agreements or understandings - expressed or implied,

formal or informal, written or oral – with any competitor following aspects of a competition between Wayne or your company and the competitor for sales to third parties that include:

- prices
- terms or conditions of sale
- costs
- profits or profit margins
- product or service offerings
- production or sales volume
- production capacity
- market share
- decisions to quote or not to quote
- customer or supplier classifications or selection
- sales territories
- distribution methods

- Even when there are appropriate reasons for communications between companies (such as customer or supplier issues arising from a potential joint venture), meetings and discussions between competitors present potential legal risks. Avoid creating the appearance of improper agreements or understandings by keeping communications with competitors to a minimum and making sure that there is a legitimate business reason for all such communications. Consult with the legal counsel of your business regarding steps you should take to minimize the potential legal risks posed by communications with competitors.

- Do not propose or enter into any agreements or understandings with customers which restrict the price at which the customer may resell or lease any Wayne product or service.

#### Application to international activities

U.S. antitrust laws may apply to Wayne's activities in other countries whenever they have an impact on U.S. domestic or foreign commerce. In addition, many countries in which Wayne or its representatives do business have their own antitrust laws. Some of these laws are similar to U.S. antitrust statutes and others are quite different. This diversity reflects the varied economic and legal philosophies of those countries.

In view of the extraterritorial reach of the U.S. antitrust laws, you should review with legal counsel of your business any actions or agreements that would raise antitrust issues if they took place in the U.S. You should also consult with your legal counsel about the requirements of other competition laws that may affect the international business activities or your business.

#### **5. Avoiding Conflicts Of Interest**

Wayne recognizes and respects the right of representatives and their employees to take part in financial, business, and other activities outside their representation of Wayne. However, those activities must be lawful and free of conflicts with their responsibilities as Wayne suppliers. Representatives must not misuse Wayne resources or influence, or discredit Wayne's good name and reputation.

#### **6. Money Laundering Prevention**

More than 100 countries have laws against money laundering, which prohibit the acceptance or processing of the proceeds of criminal activities. Wayne is committed to complying fully with all applicable money-laundering laws throughout the world. Wayne will conduct business only with reputable customers who are involved in legitimate business activities and whose funds are derived from legitimate sources. Wayne also expects its business partners to implement a "Know Your Customer" process and to take reasonable steps to ensure that they do not accept forms of payment that have been identified as means of laundering money.

#### Requirements:

Comply with all applicable laws that prohibit money laundering and that require the reporting of cash or other suspicious transactions. Understand how both types of laws apply to your business.

- Follow the "Know Your Customer" process of your business to obtain enough information and documentation about prospective customers, joint venture partners, and affiliates and to ensure that they are involved in

legitimate business activities and that their funds are derived from legitimate sources.

- Learn how to identify the types of payments that have become associated with money laundering activity (for example, multiple money orders or travelers checks, large amounts of cash, or checks on behalf of a customer from an unknown third party) and follow the rules that restrict or prohibit acceptance of them.

- If you encounter a warning sign, raise your concern with legal counsel and be sure to resolve your concern promptly before proceeding further with the transaction.

Watch out for:

- A customer, agent, or proposed joint venture partner who is reluctant to provide complete information, provides insufficient, false or suspicious information, or is anxious to avoid reporting or record-keeping requirements;
- Payments by use of monetary instruments that are not consistent with the business activities of the client, appear to have no identifiable link to the customer, or have been identified as money laundering mechanisms;
- Requests by a customer, agent, or proposed joint venture partner to pay in cash;
- Early repayment of a loan in cash or cash equivalents;
- Orders or purchases that are unusual or inconsistent with the customer's trade or business;
- Unusually complex deal structures, payment patterns that reflect no real business purpose, or unusually favorable payment terms;
- Unusual fund transfers to or from foreign countries unrelated to the transaction;
- Transactions involving locations that have been identified as tax havens or areas of known money laundering activity;
- Structuring of transactions to evade record-keeping or reporting requirements (for example, multiple transactions below the reportable threshold amounts);

- Wire transfer activity that is not consistent with the business activities of the customer or that originates or terminates with unrelated parties to the transaction;
- Requests to transfer money or return deposits to a third party or to an unknown or unrecognized account.

## 7. Environmental, Health & Safety

The Environmental, Health & Safety (EHS) department is responsible for environmental protection, occupational health and safety at work. The goal of EHS standards are to protect employees, the public, the environment and to comply with applicable laws and protect the reputation of Wayne.

Requirements:

- Conduct activities in compliance with all relevant environmental and worker health and safety laws
- Ensure that all new product designs, changes, or service offerings are reviewed for compliance with the guidelines of Wayne.
- Use care in handling hazardous materials or operating equipment that uses hazardous materials to prevent unplanned releases into the workplace or environment.
- Report to Wayne all spills of hazardous materials, any concern that the products are unsafe, and any potential violation of environmental, health or safety laws, regulations, or requests to violate established EHS procedures.

## 8. Security and Crisis Management

Protecting the security of our people, workplaces, information, and businesses is critical. The Security and Crisis management plan includes measures for preventing terrorist and other criminal acts covering our employees, facilities, information, information technology (IT) infrastructure, business continuity and crisis management. In addition, employees, contractors, suppliers, and representatives must take every precaution to avoid doing business with terrorists or those that support terrorist activity.

Requirements:

- Implement rigorous plans to address security of employees, facilities, information, IT assets, and business continuity.
- Protect access to the facilities of Wayne 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 watch lists.
- Report any apparent security lapses.