

Title: Supplier Code of Conduct	
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Supplier Code of Conduct

Overview

CentroMotion (parent company of Carlisle Brake & Friction, Elliott Manufacturing, Gits Manufacturing, Maximatecc, PowerPacker and Weasler Engineering) believes that operating in a socially responsible and ethical manner and in compliance with the laws of those countries in which we operate is fundamental to our long-term success. CentroMotion considers the performance of its supply chain to be critical and, therefore, strives to operate collaboratively with its suppliers. The selection of CentroMotion's suppliers is based not only on the quality and competitiveness of their products and services, but also on their adherence to acceptable social, ethical, and environmental principles. CentroMotion's expectation is that all suppliers comply with all applicable laws as well as the principles set out in this Supplier Code of Conduct. The Supplier Code of Conduct is based on CentroMotion's internal Worldwide Business Conduct Policy as well as international conventions and standards such as the United Nations Global Compact, the OECD Guidelines for Multinational Enterprises, the International Bill of Human Rights and the International Labour Organization's (ILO) Fundamental Principles and Rights at Work.

This Supplier Code of Conduct applies to all Suppliers that deliver goods and/or services to any entity of CentroMotion, including their parent, subsidiary, or affiliate entities as well as their respective employees and agents (collectively referred to as the "Supplier"). The term "Employee" used throughout this Supplier Code of Conduct covers everyone working for or on behalf of a Supplier, including but not limited to full and part-time employees, consultants, contractors, trainees, temporary workers, migrant workers, senior management, and board of directors.

Suppliers are expected to ensure that all applicable requirements of this Supplier Code of Conduct are cascaded to and complied with in its own operations and by its direct suppliers, to the extent applicable to the Supplier, its goods and/or services, operations, locations, and transactions. All Suppliers are expected to assist CentroMotion in enforcing this Supplier Code of Conduct and are responsible for communicating the principles contained in this Supplier Code of Conduct to their respective employees, subsidiaries, affiliates, and subcontractors. We ask our Suppliers to work proactively in their supply chain to implement similar standards.

Governance and Accountability

The Chief Procurement Officer (or designee) is responsible for the implementation, communication, and rollout of this policy.

The Chief Procurement Officer is responsible for reviewing this policy at least annually and following material changes in applicable law, business operations, or human-rights risks. The review may involve Human Resources, EHS, Procurement, Legal, Operations, and other relevant functions.

Functional leaders are responsible for supporting implementation within their areas of responsibility. Managers are responsible for communicating applicable requirements to personnel and escalating concerns promptly.

CentroMotion will provide appropriate training and communications concerning this policy and related procedures, based on role, location, and risk.

Compliance

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Fundamental to all areas of this Supplier Code of Conduct and the baseline of all business, we require our Suppliers to monitor and comply with all applicable current and future laws and regulatory requirements relevant to their operations and supply chain, including, where applicable, human-rights and forced-labor import restrictions, supply-chain due-diligence and sustainability requirements, deforestation-free supply-chain requirements, environmental and emissions requirements, trade sanctions and export controls, data protection and cybersecurity requirements, product safety and product compliance requirements, and AI-related requirements. All legally required permits, approvals, licenses, registrations, inspections, and related reports shall be in place, up to date and available for inspection upon request. Suppliers shall promptly notify CentroMotion of any material regulatory non-compliance, government inquiry, enforcement action, or inability to meet an applicable requirement. In those cases where local laws and regulations are less restrictive, the principles of this Supplier Code of Conduct shall apply.

CentroMotion reserves the right to verify compliance with this Supplier Code through internal and external assessment mechanisms, such as self-assessment questionnaires, announced and unannounced on-site independent third-party audits, and worker well-being surveys. Such audits may inspect Suppliers' facilities, operations, books and records, and supplier-provided housing, and may include confidential worker interviews. Suppliers shall retain relevant compliance, traceability, environmental, labor, customs, and due-diligence records for the period required by applicable law or, where no period is specified, for a reasonable period sufficient to evidence compliance, and shall provide such records on reasonable request, subject to confidentiality, privacy, and applicable legal restrictions. If non-compliances are observed, the supplier will be required to take corrective actions and cooperate with reasonable corrective-action verification. Lack of cooperation, failure to address violations of the requirements of this Supplier Code of Conduct and/or non-timely implementation of necessary corrective action plans may result in a reduction in business and, ultimately, an end to the business relationship with CentroMotion and any of its subsidiaries or affiliates.

Labor and Human Rights

Child labor: No Suppliers may employ child labor. The term "child" refers to a person who is younger than 15 years old or who has not yet reached the age for completing compulsory education, whichever is greater.

Forced labor and Human Trafficking: No Supplier may employ forced labor. Employment must be voluntarily and freely chosen. All Suppliers, including recruitment agencies used by a Supplier, must not use any form of prison, indentured, forced, involuntary, bonded, or slave labor. Involuntary labor includes the transportation, harboring, recruitment, transfer, receipt, or employment of persons by means of threat, force, coercion, abduction, fraud, or payments to any person having control over another person for the purpose of exploitation. No Supplier may require employees to lodge deposits or identity papers, or to pay recruitment fees and should not use misleading or fraudulent practices during the recruitment of employees or offering of employment/contract positions. Suppliers must conduct risk-based human-rights and forced-labor due diligence and maintain reasonable mapping and traceability of relevant raw materials, components, labor providers, and direct suppliers. Suppliers must maintain and, upon reasonable request, provide records reasonably necessary to demonstrate origin, labor conditions, recruitment practices, and compliance with applicable forced-labor import bans and rebuttable-presumption regimes, including the U.S. Uyghur Forced Labor Prevention Act and applicable EU forced-labor restrictions, when relevant. If a forced-labor risk or suspected violation is identified, Suppliers must promptly escalate the matter, take corrective action, and cooperate with CentroMotion.

Wages and Hours: All Suppliers must ensure that all of their workers receive at least the legally mandated minimum wages and benefits including but not limited to resting hours, including overtime working hours, as well as annual, sick, and parental leave. Working conditions, working time, and compensation must be fair, complying with the laws, standards, and practices applicable in those countries where the Supplier operates.

Freedom of association: All Suppliers shall freely allow workers to join associations, and bargain collectively, in accordance with local law, without interference, discrimination, retaliation, or harassment. Employees 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 retaliation.

Non-Discrimination and Fair Treatment: All Suppliers must treat their workers in a fair and non-discriminatory manner, with

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the guarantee of equal opportunity and the absence of any policy aimed at, or indirectly resulting in, discrimination toward them on any basis whatsoever, including, but not limited to, race, gender, sexual orientation, social and personal position, health condition, disability, age, nationality, religion, or personal belief (in accordance with applicable laws). Additionally, Suppliers shall not tolerate humiliating or physical punishment or allow any Employee to be subject to verbal, psychological, physical, or sexual harassment or abuse. Suppliers should provide their employees and stakeholders avenues for raising legal or ethical issues or concerns and also provide protection against retaliation for any employee reporting these concerns.

Diversity, Equity & Inclusion: Suppliers should value and respect the diversity of its employees and strive to foster a culture of inclusion. All employment and advancement decisions should be in accordance with Equal Employment Opportunity (EEOC) policies or local equivalent requirements where applicable. Suppliers should also respect the inherent rights of minorities and indigenous peoples including spiritual traditions, histories, and philosophies, especially their rights to their lands, territories, and resources.

External Stakeholder Rights – Codes of conduct should apply to all contractors, contracted private or public security forces, and other third parties including other supply chain partners. Furthermore, Suppliers should avoid any land, forest, and water deprivation activities that infringe upon the rights of others as well as may result in potential forced evictions.

Health and safety

Suppliers must provide workers a clean, safe, and healthy work environment in compliance with all legally mandated standards for workplace health and safety in the countries in which they operate. This includes any residential facilities a Supplier provides to its workers. Suppliers shall ensure that its Employees' potential exposure to safety hazards, such as machines, equipment, or substances, or other chemical, biological or physical agents, are identified, assessed and controlled through proper design and/or preventative maintenance and safe work procedures. Where hazards cannot be adequately controlled by these means, Employees shall be provided with appropriate personal protective equipment. Additionally, Suppliers shall have adequate emergency preparedness procedures in place in order to identify and assess potential emergency situations. Lastly, Employees shall have ready access to clean drinking water, hygienic facilities, providing adequate ventilation, light, noise, and temperature levels.

Environment

Suppliers must comply with all local environmental laws applicable to the workplace, the products produced, and the methods of manufacture. For commodities or products within the scope of applicable deforestation-free supply-chain laws, including the EU Deforestation Regulation (EUDR) where applicable, Suppliers must provide accurate product or commodity origin, production, geolocation, traceability, and legality information, together with due-diligence statement or reference data reasonably needed by CentroMotion to meet its obligations, and must promptly notify CentroMotion of any material change or identified non-compliance. Additionally, Suppliers should not use materials that are considered harmful to the environment but should encourage the use of processes and materials that support sustainability of the environment. To minimize the impact of production processes and products on the environment, all Suppliers should make every effort to optimize the use of resources and minimize pollution and the effects of pollution by:

- Tracking and documenting current energy consumption, use of renewable energy, and greenhouse gas emissions as well as implementing new systems and procedures to achieve a decarbonized economy and improved air quality. Suppliers must comply with applicable environmental and emissions requirements relevant to their operations, products, and supply chain.
- Ensure that the welfare, wellness, and well-being of the surrounding wildlife are unimpacted by day-to-day activities.
- When analyzing business activities or potential development, actively consider the effect these actions have on the environment, wildlife, ecosystem services, overall biodiversity, soil quality, and the land surrounding our facilities.
- Reducing the amount of excess noise pollution whenever possible.

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- Regularly monitoring and evaluating resource consumption as well as waste and water management practices to reduce water pollution and waste production. For commodities or products within the scope of applicable deforestation-free supply-chain laws, including the EU Deforestation Regulation where applicable, Suppliers must provide accurate product or commodity origin, production, geolocation, traceability, legality, and due-diligence statement or reference data reasonably needed by CentroMotion to meet its obligations, and promptly notify CentroMotion of any material change or identified non-compliance.
- Where possible, encouraging the use of recycled or recyclable materials and evaluating complete product lifecycle costs.
- Raising awareness among employees towards environmental and sustainability concerns and encouraging employees to act to improve environmental outcomes.

Suppliers are encouraged to actively measure, manage, and disclose environmental impacts in areas such as Greenhouse Gas (GHG) emissions, water and waste as well as to set targets and implement action plans for reducing environmental impacts, in accordance with applicable environmental, sustainability, and emissions requirements relevant to the Supplier, its operations, locations, goods, services, and transactions.

Trade Restrictions/Export Controls

All Suppliers that are either directly or indirectly responsible for the import and export of goods sold to CentroMotion must be aware of and comply with all applicable laws and requirements that govern international trade, including export controls, economic sanctions, denied or restricted-party requirements, customs and country-of-origin rules, and anti-boycott requirements, to the extent applicable to the Supplier, its goods, services, operations, locations, and transactions. Accordingly, Suppliers are expected to provide accurate classification, origin, valuation, licensing, and screening information when requested, make accurate customs declarations, not mischaracterize the value or nature of goods in any way that may create liability for CentroMotion, and obtain (or assist in obtaining) any required licenses, approvals, or other permits.

Responsible Sourcing of Minerals

CentroMotion requires its Suppliers that manufacture components, parts, or products containing “Conflict Minerals” (tin, tungsten, tantalum, and gold – often referred to as “3TG” minerals) to conduct risk-based due diligence and, where applicable, procure those materials from conflict-free sources and comply with requirements applicable to other legally regulated minerals or materials. Suppliers are required to determine whether those metals are from the Democratic Republic of the Congo (“DRC”) or any adjoining country. Countries that adjoin the DRC are Angola, Burundi, Central African Republic, the Republic of the Congo, Rwanda, South Sudan, Tanzania, Uganda, and Zambia. We expect our suppliers to adopt, implement and communicate to sub-suppliers their positions and policies regarding Conflict Minerals, and where possible, require their downstream suppliers to adopt and implement similar positions and policies. Suppliers are expected to work with their sub-suppliers to establish reasonable traceability and maintain records for Conflict Minerals to the smelter level, where applicable, and encourage the use of a standard reporting process (e.g. the Responsible Minerals Initiative Conflict Minerals Reporting Template).

Business Ethics

Anti-Corruption: Suppliers shall not engage in, endorse nor tolerate any form of bribery, “kickback”, or improper payments (cash or other benefits) directly or indirectly. Supplier may not offer nor accept any form of improper benefit to or from a third party, private or public, with the purpose of obtaining or retaining business or any form of preferential treatment.

Conflicts of Interest: Suppliers must not engage in activities that create, or even appear to create, conflict between the Supplier’s interests and the interests of CentroMotion. CentroMotion expects prompt disclosure of any potential, actual, and perceived conflicts of interest. CentroMotion prohibits accepting or offering gifts, favors, or entertainment that obligate or appear to obligate our Employees, business partners or customers to act in any way contrary to the law, CentroMotion’s business interests and commonly accepted business practices.

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Fair Competition: Supplier shall respect and comply with all applicable fair trade, competition, and anti-trust laws and regulations and shall not have any anti-competitive discussions or enter into any anti-competitive agreements, including illegal price-fixing, market sharing, customer allocation or other illegal restrictive practices, at any level of the production or distribution chain.

Confidentiality and Intellectual Property Rights: Supplier shall respect CentroMotion's confidential information and intellectual property rights by safeguarding against misuse, mishandling, counterfeit, theft, fraud or improper disclosure in accordance with applicable law and the contractual terms with CentroMotion. Whenever a Supplier is entrusted with personal information about individuals, Supplier shall safeguard it and take appropriate steps to protect it from misuse. All applicable data privacy and cybersecurity laws and requirements, as well as the contractual terms with the CentroMotion, shall be observed when collecting, storing, using, processing, or sharing personal information about individuals.

Accuracy of Records: The Supplier's books, records, or other statements including payment and financial transactions must accurately and fairly reflect transactions in sufficient detail and in accordance with good accounting practices and policies. The records should ensure that the information recorded is accurate, timely and complete, and maintained in a manner that is consistent with accepted or required internal controls, disclosure controls, and legal obligations. Suppliers must retain relevant compliance, traceability, environmental, labor, customs, and due-diligence records for the period required by applicable law or, where no period is specified, for a reasonable period sufficient to evidence compliance, and provide them upon reasonable request subject to confidentiality, privacy, and applicable legal restrictions, including cooperation with corrective-action verification.

Counterfeit Parts: Suppliers should develop, implement, and maintain methods and processes appropriate to their products to prevent the introduction of counterfeit parts and materials into their products. They must ensure that effective processes are in place to detect and quarantine counterfeit parts and materials, as applicable, and to prevent them from being incorporated into the delivered product.

Reporting Violations

Suppliers are responsible for promptly reporting to CentroMotion suspected violations of law or this Supplier Code of Conduct, and promptly notifying CentroMotion of any material regulatory non-compliance, government inquiry, enforcement action, or inability to meet an applicable legal or regulatory requirement relevant to the Supplier, its goods or services, operations, locations, or transactions. Any questions regarding the interpretation of this Supplier Code of Conduct in our supply chains in general can be raised to their purchasing contact. Additionally, Suppliers may use CentroMotion's compliance helpline, available at ethics.centromotion.com or call 1-800-461-9330.

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