

April 30, 2019

RE: Boyd Supplier Code of Conduct

Dear Valued Supplier:

Having built a world-class reputation over a period of more than 85 years, Boyd continually strives to reinforce the values upon which it is based: Safety First, High Integrity, Results Driven, Customer Satisfaction, the Right People, and Environmental and Social Responsibility. As a valued Supplier, your continued commitment and cooperation are critical to Boyd's success in maintaining its corporate values, and in particular its high standards of business integrity and ethics.

One area in which we ask you to join with us is vigilance in preventing real and perceived conflicts of interest. Conflicts of interest arising from direct or indirect financial or personal relationships with Boyd are not acceptable. Suppliers must avoid even the potential appearance of a conflict of interest by limiting any gifts – including services, travel, entertainment or gratuities – that may appear to create such a conflict. Please be assured that we will stand with you in this commitment: Boyd employees are strictly prohibited from accepting any gift that may appear to affect their judgement or job performance.

Any deviation to this policy will be reviewed as a breach and may result in the following:

- Immediate suspension of all business related activity. If situation warrants, Boyd may choose to debar Supplier indefinitely.
- Outstanding payments may be frozen during any investigation without Suppliers right of recourse.

The rights stipulated above shall survive in perpetuity or until termination of the business relationship between the parties.

To ensure Employees, Representatives, Distributors, Contractors and/or Subcontractors fully understand Boyd's commitment to integrity and our expectations for ethical business practices by our suppliers, we are enclosing for your review a copy of the Boyd Supplier Code of Conduct for Suppliers, Distributors, Contractors and Subcontractors. We ask that you carefully review the Code of Conduct, including but not limited to the section, Ethics of Boyd Suppliers. We also ask that you make this Code of Conduct available to your Employees and Representatives.

You are kindly requested to sign the declaration at the bottom of this letter and to return this letter to the undersigned. Please inform us if, for any reason, you are not able to sign the declaration, in which case we would like to discuss how we can ensure that the business between us does not breach these specifications.

Thank you for sharing our commitment to unyielding Integrity. Your commitment to and compliance with the high ethical standards for Boyd suppliers described in the Code of Conduct is an essential and mandatory part of our business relationship. If you have any questions on this subject, please do not hesitate to contact the undersigned or Boyd employee you work with.

Very truly yours,

Alma Draganovic
Supply Chain Leader Europe

Supplier Policy Declaration Acknowledgement

Declaration to be signed by supplier:

Herewith I confirm that in doing business with Boyd Corporation we comply with the
aforementioned specifications.

Company Name: _____

Signature (by Officer): _____

Printed Name: _____

Title of Signatory: _____

Date of Execution: _____

SUPPLIER CODE OF CONDUCT

INTRODUCTION

From its inception, Boyd has been based on a set of fundamental values. Boyd's values shape and define our company and permeate all of our relationships -- between our company's people, our clients, the communities where our people live and work, and among our network of suppliers.

We have always maintained an open channel of communications with our suppliers to set expectations. Today, in an increasingly interconnected world market, the expectations for all players across the entire supply chain go up. Therefore, we are both reaffirming our existing policies and instituting some new practices, which are spelled out in the following Supplier Code of Conduct. These principles establish for our suppliers the minimum standards we expect from them as a condition of doing business with Boyd.

Our goal is to work with our suppliers to foster full compliance as they, in turn, apply these to their extended sources of supply engaged in the production of goods and services for Boyd. We will consider these principles and adherence to them in our selection process and will seek ongoing compliance by actively monitoring performance.

OVERVIEW

The Supplier Code of Conduct ("Code") sets forth Boyd's desire to do business with those suppliers, vendors, contractors and partners (collectively referred to as "Suppliers") that conduct business utilizing sound and responsible ethical, social and environmental practices. Boyd recognizes that there are different legal and cultural environments in which Suppliers operate throughout the world. This code sets forth the minimum requirements that Suppliers must meet to do business with Boyd.

For this Code to be successful, Suppliers must regard the Code as a total supply chain initiative. At a minimum, Suppliers must also require its next tier suppliers to acknowledge and implement the Code.

Fundamental to adopting the Code is the understanding that a business, in all of its activities, must operate in full compliance with the laws, rules and regulations of the countries in which it operates. The Code encourages Suppliers to go beyond legal compliance, drawing upon internationally recognized standards, in order to advance social and environmental responsibility.

The Code is made up of the 10 following sections:

1. Supply Continuity
2. Quality Confidence
3. Productivity Commitment
4. Technology Leadership
5. World Class Processes
6. Labor
7. Health and Safety
8. Environmental
9. Management System
10. Ethics

SUPPLIER CODE OF CONDUCT

1. **Supply Continuity**
 - 1.1. Honor commitments to deliver on-time the proper materials; to the correct designated location, in the proper quantity, and with consistent lead times.
 - 1.2. Establish and communicate your supply contingency plans to bridge any potential supply disruptions, including force majeure events.
 - 1.3. Provide adequate time to assess and mitigate issues related to any potential change to the nature of materials or services supplied, source of supply, discontinuance of supply, manufacturing processes, business operations, regulatory changes, or any other conditions which have the potential to have an impact to supply.
2. **Quality Confidence**
 - 2.1. Consistently strive to deliver goods and services at a Six Sigma level of quality.
 - 2.2. Comply with all applicable specifications for packaging, labeling, storage, shipping, tracking, and containerization.
 - 2.3. Employ a documented quality management system capable of meeting the latest ISO 9001 standards.
 - 2.4. Maintain records that support lot traceability and have a goal to resolve any customer complaint within 14 business days.
 - 2.5. Use Six Sigma and Lean manufacturing techniques to continuously improve products and services.
3. **Productivity Commitment**
 - 3.1. Continuously strive for minimizing total cost of ownership.
 - 3.2. Focus on generating year-over-year improvements that result in lower costs
 - 3.3. Support cost transparency in communications.
 - 3.4. Be committed to challenge all elements of costs across the complete supply chain.
 - 3.5. Drive toward maintaining a world-class cost position for yourself and Boyd.
4. **Technology Leadership**
 - 4.1. Provide technical support throughout the full life cycle of the material sold.
- 4.2. Generate innovative ideas, enabling Boyd to differentiate itself in the marketplace.
- 4.3. Maintain and develop best-in-class technology groups to support new and existing materials.
- 4.4. Partner with Boyd for timely delivery of innovations through new technologies.
- 4.5. Use information technology to drive standardization and simplification of both business processes and product platforms.
5. **World Class Processes**
 - 5.1. Implement processes which meet expectations consistently and assure the highest level of reliability.
 - 5.2. Ensure that processes are controlled by regular monitoring and measuring of critical output allowing focused attention to potential undesirable trends.
 - 5.3. Develop and implement best-in-class manufacturing and business processes to ensure an effective, efficient and productive work environment.
 - 5.4. Establish key performance indicators of strategic systems and processes which demonstrate year-over-year improvement.
6. **Labor** – Suppliers must be committed to uphold the human rights of workers, and to treat them with dignity and respect as understood by the international community. The labor standards are as follows:
 - 6.1. **Freely Chosen Employment:** Forced, bonded or indentured labor or involuntary prison labor shall not be used. All work will be voluntary, and workers shall be free to leave upon reasonable notice. Workers shall not be required to hand over government-issued identification, passports or work permits to the Supplier or Labor Agent as a condition of employment.
 - 6.2. **Child Labor Avoidance:** Child labor is not to be used in any stage of manufacturing. The term “child” refers to any person under the age of 15 (or 14 where the law of the country permits), or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. The use of legitimate workplace apprenticeship programs, which comply with all laws

and regulations, is supported. Workers under the age of 18 shall not perform work that is likely to jeopardize the health or safety of young workers

- 6.3. Working Hours: Studies of business practices clearly link worker strain to reduced productivity, increased turnover and increased injury and illness. Workweeks are not to exceed the maximum set by local law. Further, a workweek should not be more than 60 hours per week, including overtime, except in emergency or unusual situations. Workers shall be allowed at least one day off per seven-day week.
- 6.4. Wages and Benefits: Compensation paid to workers shall comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. In compliance with local laws, workers shall be compensated for overtime at pay rates greater than regular hourly rates. Deductions from wages as a disciplinary measure shall not be permitted. The basis on which workers are being paid is to be provided in a timely manner via pay stub or similar documentation.
- 6.5. Humane Treatment: The Supplier's disciplinary policies and procedures shall be clearly defined and communicated to workers. There is to be no harsh and inhumane treatment, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers: nor is there to be the threat of any such treatment.
- 6.6. Non-Discrimination: Suppliers should be committed to a workforce free of harassment and unlawful discrimination. Companies shall not engage in discrimination based on race, color, age, gender, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, union membership or marital status in hiring and employment practices such as promotions, rewards, and access to training. In addition, workers or potential workers should not be subjected to medical tests that could be used in a discriminatory way.
- 6.7. Freedom of Association: Suppliers are to respect the rights of workers as established by local law to associate freely on a voluntary basis, seek representation, join or be represented by works councils, and join or not join labor unions and bargain collectively as they choose. As provided by law, employees who become worker representatives shall not be the subject of discrimination and shall have access

to management and co-workers in order to carry out their representative functions. Workers shall be able to communicate openly with management regarding working conditions without fear of reprisal, intimidation or harassment. In saying that worker rights are to be respected as established or provided by local law, what Boyd means is that in countries that have legal systems that support those rights, they are to be understood in the context of the definitions, conditions and procedures that local law provides. However, basic worker rights to open communication, direct engagement and humane and equitable treatment must be respected even in countries where they are not given meaningful legal protection. Where worker representation and collective bargaining are restricted by law, suppliers are to facilitate open communication and direct engagement between workers and management as alternative ways of ensuring that workers' rights, needs and views are considered and acted upon appropriately and in good faith. Open communication and direct engagement between workers and management are the most effective ways to resolve workplace and compensation issues.

- 7. **Health and Safety** – Suppliers must recognize that in addition to minimizing the incidence of work-related injury and illness, a safe and healthy work environment enhances the quality of products and services, consistency of production and worker retention and morale. Suppliers must also recognize that ongoing worker input and education is essential to identifying and solving health and safety issues in the workplace.
 - 7.1. Occupational Safety: Worker exposure to potential safety hazards (e.g., electrical and other energy sources, fire, vehicles, and fall hazards) are to be controlled through proper design, engineering and administrative controls, preventative maintenance and safe work procedures (including lockout / tagout), and ongoing safety training. Where hazards cannot be adequately controlled by these means, workers are to be provided with appropriate, well-maintained, personal protective equipment. Workers shall not be disciplined for raising safety concerns.
 - 7.2. Emergency Preparedness: Emergency situations and events are to be identified and assessed, and their impact minimized by implementing emergency plans and response procedures, including: emergency reporting, employee notification and evacuation procedures, worker training and drills, appropriate fire detection and

- suppression equipment, adequate exit facilities and recovery plans.
- 7.3. **Occupational Injury and Illness:** Procedures and systems are to be in place to prevent, manage, track and report occupational injury and illness, including provisions to: a.) encourage worker reporting; b.) classify and record injury and illness cases; c.) provide necessary medical treatment; d.) investigate cases and implement corrective actions to eliminate their causes; and e.) facilitate return of workers to work.
 - 7.4. **Industrial Hygiene:** Worker exposure to chemical, biological and physical agents is to be identified, evaluated, and controlled. Engineering or administrative controls must be used to control overexposures. When hazards cannot be adequately controlled by such means, worker health is to be protected by appropriate personal protective equipment programs.
 - 7.5. **Physically Demanding Work:** Worker exposure to the hazards of physically demanding tasks, including manual material handling and heavy or repetitive lifting, prolonged standing and highly repetitive or forceful assembly tasks is to be identified, evaluated and controlled.
 - 7.6. **Machine Safeguarding:** Production and other machinery are to be evaluated for safety hazards. Physical guards, interlocks and barriers are to be provided and properly maintained where machinery presents an injury hazard to workers.
 - 7.7. **Sanitation, Food, and Housing:** Workers are to be provided with ready access to clean toilet facilities, potable water and sanitary food preparation, storage, and eating facilities. Worker dormitories provided by the Supplier or a labor agent are to be maintained clean and safe, and provided with appropriate emergency egress, hot water for bathing and showering, and adequate heat and ventilation and reasonable personal space along with reasonable entry and exit privileges.
8. **Environmental** – Suppliers must recognize that environmental responsibility is integral to producing world class products. In manufacturing operations, adverse effects on the community, environment and natural resources are to be minimized while safeguarding the health and safety of the public.
 - 8.1. **Environmental Permits and Reporting:** All required environmental permits (e.g. discharge monitoring), approvals and registrations are to be obtained, maintained and kept current and their operational and reporting requirements are to be followed.
 - 8.2. **Pollution Prevention and Resource Reduction:** Waste of all types, including water and energy, are to be reduced or eliminated at the source or by practices such as modifying production, maintenance and facility processes, materials substitution, conservation, recycling and re-using materials.
 - 8.3. **Hazardous Substances:** Chemical and other materials posing a hazard if released to the environment are to be identified and managed to ensure their safe handling, movement, storage, use, recycling or reuse and disposal.
 - 8.4. **Wastewater and Solid Waste:** Wastewater and solid waste generated from operations, industrial processes and sanitation facilities are to be characterized, monitored, controlled and treated as required prior to discharge or disposal.
 - 8.5. **Air Emissions:** Air emissions of volatile organic chemicals (VOC), aerosols, corrosives, particulates, ozone depleting chemicals and combustion by-products generated from operations are to be characterized, monitored, controlled and treated as required prior to discharge.
 - 8.6. **Product Content Restrictions:** Suppliers are to adhere to all applicable laws, regulations and customer requirements regarding prohibition or restriction of specific substances, including labeling for recycling and disposal.
 9. **Management System** – Suppliers must adopt or establish a management system whose scope is related to the content of this Code. The management system must be designed to ensure a.) compliance with applicable laws, regulations and customer requirements related to the supplier's operations and products; b.) conformance with this Code; and c.) identification and mitigation of operational risks related to this Code. It should also facilitate continual improvement.
 - 9.1. **Company Commitment:** Corporate social and environmental responsibility policy statements affirming Suppliers' commitment to compliance and continual improvement, endorsed by executive management.
 - 9.2. **Management Accountability and Responsibility:** The Supplier clearly identifies company representative(s) responsible for ensuring implementation of the management systems and associated programs. Senior

- management reviews the status of the management system on a regular basis.
- 9.3. **Legal and Customer Requirements:** Identification, monitoring and understanding of applicable laws, regulations and customer requirements.
 - 9.4. **Risk Assessment and Risk Management:** Process to identify the environmental, health and safety, labor practice, and ethics risks associated with Supplier's operations. Determination of the relative significance for each risk and implementation of appropriate procedural and physical controls to control the identified risks and ensure regulatory compliance.
 - 9.5. **Improvement Objectives:** Written performance objectives, targets and implementation plans to improve the Supplier's social and environmental performance, including a periodic assessment of Supplier's performance in achieving those objectives.
 - 9.6. **Training:** Programs for training managers and workers to implement Supplier's policies, procedures and improvement objectives and to meet applicable legal and regulatory requirements.
 - 9.7. **Communication:** Process for communicating clear and accurate information about Supplier's policies, practices, expectations and performance to workers, suppliers and customers.
 - 9.8. **Worker Feedback and Participation:** Ongoing processes to assess employees understanding of and obtain feedback on practices and conditions covered by this Code and to foster continuous improvement.
 - 9.9. **Audits and Assessments:** Periodic self-evaluations to ensure conformity to legal and regulatory requirements, the content of the Code and customer contractual requirements related to social and environmental responsibility.
 - 9.10. **Corrective Action Process:** Process for timely correction of deficiencies identified by internal or external assessments, inspections, investigations and reviews.
 - 9.11. **Documentation and Records:** Creation and maintenance of documents and records to ensure regulatory compliance and conformity to company requirements along with appropriate confidentiality to protect privacy.
10. **Ethics** – To meet social responsibilities and to achieve success in the marketplace, Suppliers and their agents are to uphold the highest standards of ethics including:
 - 10.1. **Business Integrity:** The highest standards of integrity are to be expected in all business interactions. Suppliers shall prohibit any and all forms of corruption, extortion and embezzlement. Monitoring and enforcement procedures shall be implemented to ensure conformance.
 - 10.2. **No Improper Advantage:** Bribes or other means of obtaining undue or improper advantage are not to be offered or accepted.
 - 10.3. **Disclosure of Information:** Information regarding business activities, structure, financial situation and performance is to be disclosed in accordance with applicable regulations and prevailing industry practices.
 - 10.4. **Intellectual Property:** Intellectual property rights are to be respected; transfer of technology and know-how is to be done in a manner that protects intellectual property rights.
 - 10.5. **Fair Business, Advertising and Competition:** Standards of fair business, advertising and competition are to be upheld. Appropriate means to safeguard customer information must be available.
 - 10.6. **Protection of Identity:** Programs that ensure the confidentiality and protection of supplier and employee whistleblower are to be maintained.
 - 10.7. **Prohibition Procurement of Conflict metals:** Raw metals used in the electronics industry are, at times, sourced from regions of the world known as "conflict regions". Such are especially regions where mines are controlled by non-government military groups or unlawful military factions where the illegal mine(s) profits have contributed to human rights abuses, severe environmental damage, and theft from citizens. Supplier is obliged to take appropriate due diligence and continuous monitoring of the supply chain as are reasonably necessary to avoid procurement or use of conflict metals. Further the Supplier declares himself to fully support efforts to keep its supply chain free from conflict metals and make its due diligence measures available upon request.