

**ODL Corporate Code of Conduct**

**Our Belief**

At ODL we believe in the importance of integrity and ethical behavior. Unfortunately, we also realize the potential for misconduct in business practices. Because this is an important issue to our organization, we want you to know our expectations regarding business interactions. We therefore ask you to help us ensure that employees from both our organizations abide to the following standards that will protect both our corporate interests. ODL will not tolerate ethics violations and will take appropriate action as required.

**Our Commitment**

ODL and our employees pledge to ensure safe and ethical business practices that protect the welfare of those with whom we conduct business; from Supplier to Customer wherever we operate in the world. This commitment carries an obligation for each of us to behave in a manner that is ethical and legal in all aspects of our daily business lives.

**Corporate Code of Conduct**

The ODL Corporate Code of Conduct demonstrates our commitment to ethical behavior and spells out fundamental principles of ethical business behavior. Each of our directors, officers and employees is required to comply with these principles wherever they act on behalf of ODL.

**Code of Conduct**

Suppliers shall ensure operations are being performed in a manner that is appropriate, as it applies to

their ethical, legal, environmental, and social responsibilities. Below is a listing of the basic requirements:

* **Compliance with Local Laws and Regulations** - Suppliers must adhere to the laws and regulations in the locality in which they reside. This includes all local, state, and federal laws/regulations in the country of origin. If local laws or regulations are non-existent, we will operate in a manner that complies to standards based the United States of America.
* **Compliance with Environmental, Health, and Safety Laws** - The Supplier must maintain and operate its manufacturing/production facilities and processes in accordance with local, state, and federal laws/regulations in the country of origin. At no time shall any ODL, Inc. and it’s Subsidiaries employee be exposed to hazardous materials or unsafe conditions regarding Supplier shipments to an ODL location, or while visiting a Supplier’s location. For items with inherent hazards, safety notices must be clearly visible. As applicable, documented safety handling and protection information must be provided. Proper PPE (personal protection equipment) for the situation is required for all employees.
* **Product Safety** - In all instances where a product is manufactured to a new design, for a new system, or for a new application, it is important that Supplier and ODL allocate responsibility for assuring that all performance, endurance, maintenance, safety and warning requirements are met. It is preferred that this allocation of responsibility be in writing.
* **Non-Discrimination** - Suppliers shall not discriminate against race, color, sex, religion, age, physical disability, political affiliation, or other defining characteristics as prohibited by local, state, and federal laws/regulations in the country of origin.
* **Child Labor** – Supplier shall employ workers of minimum legal age in accordance with local, state, and federal laws/regulations in the country of origin. Child labor laws must be strictly followed.
* **Forced/Indentured Labor** – Suppliers shall not practice the use of forced or indentured labor.
* **Work Hours/Days** – Suppliers shall not exceed the daily and weekly working hours as permitted by local, state, and federal laws/regulations in the country of origin.
* **Wages and Benefits** – Suppliers shall compensate workers in accordance with local, state, and federal laws/regulations in the country of origin. This includes minimum legal wage, overtime wages, and benefits (required by law)
* **Ethics** - Evidence of corruption, bribes, improper advantage, or any other form of illegal practice by the Supplier or associated operations will be grounds for terminating all contractual agreements with ODL.
* **Code of Conduct and Policy Enforcement** - This policy applies to Suppliers and their sub-tier sources. It is the responsibility of the Supplier to verify and monitor compliance of this code at their operations and sub-tier sourcing operations.
* **Confidentiality** - Supplier shall ensure the confidentiality and protection of ODL products and projects under development, and related product information, and intellectual property shared during the working relationship.