



## **Emerson Code of Ethics for Business Partners**

Emerson Electric Co. and its divisions and subsidiaries (“Emerson”) have a long and distinguished tradition of adherence to the highest ethical standards. Emerson intends to maintain these standards in all business dealings. These standards apply in the acquisition of new businesses, as well as to performance of contractual obligations. Improper activities could harm not only Emerson’s good reputation, but also those of its Business Partners. Improper activities can also have other adverse consequences for Emerson, its employees and Business Partners. Even the appearance of impropriety could be extremely damaging. For the purpose of this Code of Ethics, a Business Partner is defined as any non-Emerson company or individual who is a: (1) supplier of products, software or services to Emerson or (2) customer or purchaser of Emerson products, software or services.

The Code of Ethics for Business Partners (“Code”) outlines Emerson’s expectations regarding ethical and business standards. Emerson requires all Business Partners to adhere to this Code.

### **General Ethical Standards**

Set out below are the general standards to be met by all Emerson Business Partners. However, these standards are not necessarily the only obligations that apply to Business Partners’ conduct. In general, all Business Partners must take care to avoid any conduct that could reasonably appear to be improper or might damage Emerson’s reputation for integrity in its activities.

## ➤ **Compliance with Laws, Rules, and Regulations**

Emerson Business Partners must operate in full compliance with the laws of all applicable jurisdictions, including without limitation the laws, regulations, orders, rules, and requirements of the United Nations, the European Union, and the United States pertaining to: export and re-export control; international trade; human rights and labor; data protection and privacy; insider information and securities trading; anti-trust and competition; accounting and financial reporting; anti-bribery and anti-corruption; and product environmental compliance.

Emerson policy currently prohibits all business, directly or indirectly, with Iran, North Korea, Syria, the Crimea Region, and the so-called Donetsk People's Republic and the Luhansk People's Republic. Emerson is not issuing any new quotes or accepting any new orders from any Business Partners for finished goods, components, software and/or services where the quote or order is intended for use to or within Russia or Belarus. Trade with other countries and parties, including but not limited to: Cuba, Venezuela, Sudan, Nicaragua, and the Democratic Republic of the Congo, remains highly regulated and must be carefully analyzed to ensure full compliance. Failure to comply with all applicable laws and regulations can result in civil and criminal penalties, as well as loss or limitation of privileges for Emerson and its business partners. Concerns or suspected violations may be reported to Emerson at <http://www.emersoncompliance.com> or through our Ethics hotline at:

- From USA/Canada locations: ..... 800-893-2525 (free call)
- From European Union country locations:..... 001-770-776-5640
- From China locations: ..... 400-6-612-074 (free call)
- From all other countries: ..... 770-582-5243

## ➤ **Conflict of Interest**

Any employee of an Emerson Business Partner who has a personal, business, or financial interest that is incompatible with the loyalty and responsibility owed to Emerson must be reported to Emerson.

Business Partners must not use any funds or assets to assist any candidate or nominee to gain political office, or to assist any political parties or committees generally, unless permitted by law and, if required, approved in advance by the relevant authorities.

➤ **Human Rights and Labor**

Emerson Business Partners must have reasonable working conditions in each of their facilities that meet or exceed all applicable laws and regulations or as defined in Emerson's Global Human Rights Policy. Business Partners must also prohibit discrimination or harassment against any employee or applicant on the basis of race, color, religion, sex, sexual orientation, age, disability, national origin or any other factor deemed unlawful in the jurisdiction in which the partner's business(es) is located and as defined in Emerson's Global Human Rights Policy. Emerson Business Partners must use best efforts to not use exploitative practices as defined in Emerson's Global Human Rights Policy involving coercion and/or deception that aim to exact involuntary work or service from people, including forced labor, child labor, debt bondage, domestic servitude, and human trafficking. Emerson Business Partners shall follow all terms of Emerson's Global Human Rights Policy.

➤ **Proprietary Data**

Emerson Business Partners must take reasonable precautions to protect the confidentiality of Emerson's proprietary data and deal with them in accordance with any agreements concerning their use or disclosure.

➤ **Use of Personal Data**

Emerson Business Partners must treat personal data of Emerson employees and customers in accordance with applicable data protection laws and any other applicable laws, rules, or regulations.

➤ **Insider Information and Securities Trading**

Emerson Business Partners must not buy or sell Emerson stock or other Emerson related securities, or direct someone else to buy or sell on their behalf or on behalf of other parties, if they have knowledge of material inside information that has not been made public.

➤ **Antitrust/Competition Laws**

Emerson Business Partners must comply with Antitrust/Competition Laws and not enter into any understanding, agreement or plan - express or implied, formal or informal, written or oral - with a competitor with regard to prices, terms or conditions of sale or service, production, distribution, territories or customers. Business

Partners must not exchange or discuss with a competitor prices, terms or conditions of sale or service, or other competitive information, or engage in any other conduct that violates any of these laws. Business Partners that identify a potential antitrust/anticompetition problem must notify Emerson promptly.

➤ **Accounting Systems, Books and Records/Public Disclosure and Financial Reporting**

Emerson Business Partners must comply with applicable bookkeeping, accounting, disclosure, and reporting requirements, laws, rules, and regulations. Business Partners must not maintain or permit any unrecorded off-the-books payments or funds, “slush” funds, or secret assets of any kind for any purpose whatsoever.

➤ **Anti-Money Laundering**

Emerson Business Partners must take appropriate actions to prevent and prohibit money laundering and any activity that facilitates money laundering or the funding of terrorists or criminal activities by complying with all applicable anti-money laundering rules and regulations.

➤ **Business Integrity**

Corruption, bribery, extortion, and embezzlement are prohibited. Business Partners must not pay, promise to pay, or accept bribes or participate in other illegal inducements in business or government relationships and must comply with all applicable anti-corruption laws, such as the Foreign Corrupt Practices Act and the UK Bribery Act. Gifts, for any reason, are discouraged.

➤ **Boycotts**

Many countries prohibit companies from participating in economic boycotts against friendly countries. Detailed and complex regulations have been adopted that prohibit the taking of any action that may support a boycott. The regulations prohibit Emerson and its employees from refusing to do business with anyone based upon race, religion, gender, or national origin, and from providing information concerning these matters to others. The regulations require that certain requests to participate in a boycott be reported to the applicable government authority promptly. Business Partners may not ask Emerson or any of its employees to participate in such boycotts.

### ➤ **Product Environmental Laws**

Many countries restrict or regulate the substances present in products and impose requirements related to the safe disposal of products at the end of their life cycle. Business Partners must comply with all such applicable laws, including but not limited to: chemical registration, authorization, and restriction laws (e.g., EU REACH, K-REACH, China REACH, TSCA, California Proposition 65); restriction of hazardous substances in electrical and electronic equipment laws (e.g., EU RoHS, UAE RoHS, Saudi Arabia RoHS); eWaste laws; batteries laws; packaging laws. Adherence to these laws frequently requires that Emerson and our Business Partners communicate regarding regulated substances present in products we buy and sell to one another. Business Partners must provide relevant information to enable Emerson to comply with its legal and contractual obligations.

### ➤ **Health, Safety and Environment**

Business Partners should be committed to compliance with all federal, state and local laws and regulations that apply to its operations, including those concerning health, safety and environment.

### **Application to Sub-Contractors**

This Code also applies to any sub-contractor(s) of a Business Partner, providing goods, software or services to that Business Partner. The Business Partner is fully responsible for ensuring compliance by any such sub-contractor(s) as if it/they were the Business Partner itself.

### **Consequences in Case of Non-Compliance**

If Emerson should become aware of any actions or conditions not in compliance with this Code, Emerson reserves the right to demand corrective measures. Emerson reserves the right to terminate an agreement with any Business Partner who does not comply with this Code.

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