



## Supplier Code of Conduct

Mother'son Group combines the power of innovation and product quality to create products that cater to customer needs across diverse industries throughout the world. For the purposes of this Code, “**Mother'son Group**” or “**Mother'son**” includes all the direct and indirect subsidiaries, associate companies, group companies, partnerships and joint ventures of Samvardhana Mother'son International Limited (earlier known as Mother'son Sumi Systems Limited) .

Our Supplier partners are critical to achieving the Mother'son vision to be a globally preferred solutions provider.

The Code of Conduct (“**Code**”), built on the fundamental principles of Mother'son, provide the minimum expectation of companies we collaborate with in the areas of business ethics, human rights, working conditions and environmental responsibilities.

This Code applies to all business partners of Mother'son Group through the whole supply chain including, but not limited to consultants, vendors, subcontractors, dealers or contractors referred to as “Suppliers” in the following parts of the Code. The Suppliers are expected to encourage their subcontractors and sub suppliers to comply with the Code.

The Suppliers must abide by all applicable local laws and regulations related to social, health and safety, business and environment concerns. Mother'son expects its Suppliers to follow the principles of the United Nations Global Compact in human rights, labor rights, environment and anti-corruption. In case of any violation of the Code, Mother'son reserves the right to reconsider its business relationships with the Suppliers.

### Business Ethics

**Privacy:** Compliance with relevant privacy and information security laws and regulations to protect against data loss or unauthorized access or use.

**Anti-Corruption:** All forms of corruption such as bribery or extortion shall not be tolerated and in case of any concern identified found the issue must be reported and remedied.

**Financial Responsibility:** Suppliers’ financial reports are expected to be compliant to necessary laws and standards and the accounting records must show the nature of all transactions in a correct and non-misleading manner. The supplier shall not accept, facilitate or support money laundering. The supplier shall comply with the tax laws and regulations of country in which it operates. Where tax laws do not give clear guidance, prudence and transparency shall be the guiding principle.

**Anti-Trust:** Business shall be conducted in a fair manner in accordance with all applicable laws and regulations relating to anti-trust or anti- competition.

**Conflict of Interest:** Suppliers are expected to conduct business in a manner that avoids any appearance of impropriety and compliance with international / national laws.

**Sanctions:** Business shall be conducted in compliance with any applicable restrictions on trade between certain companies, countries or individuals.

**Whistle blower:** Suppliers shall provide a mechanism by which concerns can be raised anonymously and without retaliation.

**Supply Chain:** Suppliers must assure that their entire supply chain also complies with the requirements of this Code.

**Material Sourcing:** All materials used in products which are supplied to Mother'son are sourced in a responsible manner. Suppliers are required to fully support and cooperate with Mother'son efforts to secure full transparency and traceability of their raw materials supply chain and must engage sub-tier suppliers in their efforts to demonstrate transparency. Due diligence measures must be taken to assure through the supply chain that no

risk related to direct or indirect financing of armed conflict and violations of human rights unethical business or environmental damage.

**Compliance with Applicable Laws and Reporting Requirements :** The Supplier represents that the Supplier is and undertakes to continue to be in compliance with all applicable laws in the jurisdiction the Supplier conducts its business. The Supplier shall take all necessary actions to comply with the risk management and disclosure requirements as per the applicable law.

**Reporting upon request to verify the materials in the products supplied to Motherson:** Where applicable, in accordance with the Dodd Frank Act (Paragraph 1502) and Regulation (EU) 2017/821 of the European Parliament and of the Council of 17 May 2017 and customer identified minerals of concern, the supply chain must be checked, and any risk must be identified and necessary measures must be taken to assure that risk of conflict minerals is avoided/substituted. Insofar as conflict minerals cannot be substituted, Suppliers will only buy from smelters validated in accordance with the Responsible Minerals Initiative Assurance Program (RMAP), and which are listed as "RMAP Compliant".

To the extent conflict materials are used for the Suppliers` products, the Suppliers will complete the EICC's conflict minerals questionnaire once a year and forward this to Motherson. The "RMAP Compliant" list and conflict minerals questionnaire are available at <http://www.responsiblemineralsinitiative.org>.

### **Human Rights and Working Conditions**

**Wages and benefits:** Compensation paid to employees shall comply with all applicable wage laws, including those related to minimum wages, overtime hours and legally mandated benefits.

**Working Hours:** Working hours shall comply with the applicable local laws.

**Child Labour:** Suppliers must ensure that employees are compliant with the minimum working age as set by legal regulations and local labour laws.

**Forced Labour:** Suppliers must not use any form of forced labour.

**Employee Association:** Suppliers shall respect the freedom of association and collective bargaining. As such, they shall respect the rights of employees to form a workers' council.

**Harassment:** Suppliers should be free of any workplace harassment and foster an environment that allows open communication with management without fear of reprisal.

**Health and Safety:** Suppliers are expected to provide an environment that is safe and healthy for the employees, meeting or exceeding local laws for occupational wellbeing.

**Non-Discrimination:** Suppliers should not tolerate discrimination in any form and should encourage equal opportunities for employees regardless of sex, ethnicity, national origin, pregnancy, age, religion, political affiliation, marital status, disability, sexual orientation or gender identification.

**Human Trafficking:** Suppliers shall prohibit their employees, contractors, sub-contractor employees and agents from engaging in human trafficking-related activities.

### **Environment**

Suppliers are expected to support a proactive approach to environmental responsibility by protecting the environment, conserving natural resources and reducing the environmental footprint of their production, products and services and maintaining an environmental management system certified to ISO 14001 through an accredited third-party registrar. Motherson expects its Suppliers to reduce or eliminate at the source all types of waste and to reduce their CO2 emissions in order to limit global footprint.

**Climate Change:** Suppliers shall minimize activities that may have impact on climate change aligned with the United Nations Framework Convention on Climate Change (Paris Climate Agreement) and endeavor striving towards carbon neutrality.

**Air Quality:** Suppliers must ensure that emissions into the environment are minimized and to the extent possible, eliminated. Suppliers shall record Scope 1, 2 and 3 emissions and provide data to Motherson as requested and

establish science-based greenhouse gas emission reduction targets, action plans, and transparent reporting mechanisms.

**Water Consumption:** Suppliers are expected to preserve water through minimizing, recycling or reusing water. Suppliers shall monitor water usage and report usage to Motherson as requested.

**Chemical Management:** Suppliers are expected to eliminate the use of restricted materials to ensure regulatory compliance.

**Hazardous materials:** Suppliers are expected, to the extent possible, to minimize use of any materials that have been deemed hazardous or harmful to persons, animals or the environment.

**Waste Management:** Suppliers are expected to support the sustainable, renewable or recycled material sourcing and actively participate in reusing or recycling waste product.

**Energy Management:** Suppliers are expected to minimize their use of fossil-based energy sources, and maximize their use of renewable energy sources. Suppliers must have in place and actively implement energy consumption reduction plans.

**Carbon Footprint:** Suppliers are expected to implement procedures which facilitate the calculation of the carbon footprint of their products in line with the relevant ISO standards (for example ISO14040; ISO14044; ISO14067), and be able to provide Motherson with those detailed calculations for products supplied to Motherson.

**Biodiversity:** Suppliers are expected to consider and implement ways in which they can support the replenishment of natural capital and biodiversity.

### **Business Relationship**

Suppliers are encouraged to have zero-tolerance for corruption, to prevent and to take action against all forms of corruption. Suppliers should be loyal with all of their partners and respect all anti-bribery, anti-corruption and anti-money-laundering laws and regulations wherever applicable.

Suppliers shall ensure that their employees do not offer any advantages in any manner to Motherson employees, consultants, subcontractors or representatives in order to get any form of preferential treatment in their business transactions. Suppliers shall prohibit offering any invitations, gifts, meals, entertainment or any other preferential treatment or undue advantage to gain any form of influence. Any invitations or meals exchanged for legitimate business reasons shall have a token [very small intrinsic] value.

Suppliers are expected to take decisions based on objective criteria only and to prevent any type of conflict of interest.

Suppliers are expected to comply with applicable antitrust laws, to compete in a fair manner and to not take advantages of any dominant market position they might hold.

Suppliers are expected to openly communicate with Motherson regarding their business activities, structure, financial situation and performance in accordance with applicable regulations and prevailing industry practices.

Suppliers shall respect intellectual property rights and the confidentiality of the information provided by Motherson.

### **Supplier's declaration**

We hereby confirm:

We have received the Motherson Code of Conduct, and hereby commit to upholding the principles and requirements of this Code of Conduct in addition to our obligations established in the supply contracts signed with Motherson.

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**Signature**  
**Designation:**  
**Place:**  
**Date:**