




SUPPLIER
CODE OF CONDUCT

**NORTH VERNON
INDUSTRY CORPORATION
/ CULLMAN CASTING
CORPORATION**

A MESSAGE FROM OUR LEADERS

Our Company's success is driven by our commitment to provide our customers with quality products, services, and solutions. To achieve this, we aim to have a high-caliber workforce that continuously holds itself to the highest standards. Our high standards apply not only to our employees, but extend to our suppliers, their employees, and their suppliers. We respect our suppliers, dealers, and other business partners, and work with them through long-term relationships to realize mutual growth based on mutual trust.

This Supplier Code of Conduct, which is leveraged by Toyota Industries Corporation in North America and its associated Group Companies, is designed to help us meet the highest ethical standards possible. It is the responsibility of our suppliers to implement management systems that facilitate compliance with our Code of Conduct and the law, mitigate related operational risks, and facilitate continuous improvement (Kaizen). We look forward to continuing our collaboration. Thank you for contributing to our Toyoda Precepts (*i.e.*, our corporate creed and values) and vision of integrity that we enjoy at Toyota Industries Corporation.



North Vernon Industry Corporation and Cullman Casting Corporation President, Shannon Burkman
North Vernon Industry Corporation and Cullman Casting Corporation Purchasing Sr. Manager, Brad Tidd



SUPPLIER CODE OF CONDUCT

At North Vernon Industry Corporation and Cullman Casting Corporation (the “Company”), Toyota Industries Corporation Group Companies, we are committed to being the first-choice partner for our customers. We provide high-quality, innovative products, services, and value-added solutions while using resources in a sustainable, socially, and environmentally responsible manner. We are committed to conducting business fairly, honestly, ethically, and with integrity in line with the Toyoda Precepts:

- Always be faithful to your duties, thereby contributing to the Company and to the overall good.
- Always be studious and creative, striving to stay ahead of the times.
- Always be practical and avoid frivolousness.
- Always strive to build a homelike atmosphere at work that is warm and friendly.
- Always have respect for spiritual matters and remember to be grateful at all times.

The Supplier Code of Conduct (the “Code”) is the foundation of our relationship with our Suppliers – creating a mutual understanding of our Company’s core values and beliefs. The purpose of the Code is to outline our baseline expectations according to Applicable Laws and Regulations and our core values and principles – ensuring consistent compliance from our Suppliers and sub-suppliers. We expect our Suppliers to apply these minimum standards and expectations to their sub-suppliers. Please note, the requirements in your contract with our Company continue to apply, and nothing in this document can be read as excusing performance of or with any contractual requirements. If there is a conflict between a contract and this Code, the contract provisions shall apply. This Code is a summary of the expectations and requirements our Company has of our Suppliers and does not purport to cover all legal and ethical requirements and standards that may apply to a Supplier’s dealing with our Company.

A list of definitions and key terms is included at the end of this Code, and any defined terms are incorporated into the Code by reference and are applicable throughout the Code.

LEGAL COMPLIANCE

We expect Suppliers to act accordingly in conducting our business, including in jurisdictions outside the United States. All Suppliers are required to comply with Applicable Laws and Regulations, both domestic and international.

WHEN TO SPEAK UP AND HOW TO REPORT

Do the right things, the right way. If you don’t know the right thing to do, ask for help. While our Company cannot provide you with legal advice, we can help you understand our expectations. If you see or hear about something suspicious, report it right away. This includes any potential violation of the Code and instances where an employee of our Company might be acting contrary to our values. We expect our Suppliers to notify us when they may be in violation of this Code. Our Company has a zero-retaliation policy for reporting concerns in good faith, asking questions, or cooperating with investigations. We expect our Suppliers to cooperate fully with our Company’s investigation should one arise.

If you witness a situation that goes against this Code or our Company’s values, then reach out to your primary contact at our Company and/or use one of our Integrity channels, including toyota-industries.ethicspoint.com.

LABOR & HUMAN RIGHTS

Our Code is rooted in a deep commitment to human rights. Suppliers must protect the human rights of their employees and treat them with dignity and respect.

NONDISCRIMINATION

Suppliers may not engage in or tolerate discriminatory conduct against any person on any basis, including race, color, ethnicity, age, religion, pregnancy, sexual orientation or identity, gender, disability, nationality, veteran status, union membership, political opinion, or any other class protected by law.

FAIR TREATMENT / NO HARASSMENT

Workers have a right to a workplace free of harassment, discrimination, inhumane treatment, and abuse. Suppliers should prohibit all types of harassment including, but not limited to, physical, verbal, psychological, and sexual harassment.

NO FORCED LABOR

Suppliers must ensure that all work is on a voluntary basis. Suppliers may not use or tolerate the use of any illegal form of forced labor, including trafficked, bonded, slave, indentured, or prison labor. This includes the transportation, recruitment, or exploitation of individuals through threats, force, coercion, abduction, fraud, or payments to those in control of others. Suppliers may not withhold workers' government-issued identification or travel documents.

NO CHILD LABOR

Child labor is strictly prohibited. Suppliers must not employ children and must take appropriate measures to ensure that no child labor occurs at their own place of operation or at their sub-suppliers' place(s) of operation. The minimum age for employment or work shall be (1) 15 years of age, (2) the minimum age for employment in that country, or (3) the age for completing compulsory education in that country, whichever is higher. Suppliers must obtain documentation to legally prove the date of birth for their workers. All such employment records shall be maintained by Suppliers as required by Applicable Laws and Regulations. This Code does not prohibit participation in legitimate workplace apprenticeship programs that are consistent with International Labour Organization ("ILO") Conventions and/or Applicable Laws and Regulations.

WORKING HOURS, WAGES, AND BENEFITS

Suppliers must comply with Applicable Laws and Regulations regarding working hours, overtime hours, working conditions, break periods, wages, and mandated benefits. Working hours, wages, and benefits should be tracked by a reliable system.

FREEDOM OF ASSOCIATION AND UNION ASSOCIATION

Suppliers must respect and protect employees' lawful rights to choose not to be in a union and/or freely associate and collectively bargain in accordance with Applicable Laws and Regulations and without fear of retaliation. Suppliers should protect a worker's freedom to choose against acts of interference with the establishment, operation, or administration of workers' organizations in accordance with Applicable Laws and Regulations.

BUSINESS INTEGRITY & ETHICS

Suppliers must commit to the highest standards of ethical conduct throughout their operations, including with employees, other suppliers, and customers.

BUSINESS INTEGRITY

Suppliers must comply with Applicable Laws and Regulations strictly prohibiting corruption, bribery, extortion, and embezzlement. Suppliers must not directly or indirectly facilitate money laundering or terrorism financing. Suppliers must also comply with Applicable Laws and Regulations related to economic sanctions and embargo laws, as well as export controls, trade compliance, and customs.

Suppliers must uphold fair business practices in advertising, sales, and competition. Transparency and trust are essential in dealings with our Company, and any unlawful or deceptive actions, including falsifying documents or engaging in corrupt activities, will not be tolerated.

CONFLICTS OF INTEREST

Suppliers may not engage in activities that would create an actual or potential conflict of interest regarding their duties, interests, and obligations to our Company. Examples of such conflicts may include, but are not limited to, financial interests, personal relationships, or membership in an organization whose core values are contrary to those of our Company. We expect Suppliers to immediately notify our Company if any (or potential) conflicts of interest arise.

DISCLOSURE OF INFORMATION

We expect Suppliers to accurately record and disclose information regarding its business activities, including its books, records, and financial reporting, without falsification or misrepresentation, to appropriate parties and as required by Applicable Laws and Regulations. We expect Suppliers to respond to and support fulfillment of requests for such information in a timely manner.

GIFTS AND HOSPITALITY

Suppliers must not offer or accept anything of value from business partners to obtain unfair business advantages or violate Applicable Laws and Regulations. Gifts and entertainment, or any benefits derived from them, must comply with the following:

- It must be permitted by Applicable Laws and Regulations and policies.
- It must have a clear and legitimate business purpose.
- It must be provided in a transparent manner. It must not be provided in exchange for an improper advantage.
- The nature, value, and frequency of offering and/or accepting the gift or entertainment must be appropriate to the occasion(s) on which it is given or received.
- Under no circumstance can or will cash or cash equivalents (e.g., check(s), gift card(s), money order(s), etc.) be deemed or considered an acceptable gift. We do not give, offer, accept, and/or receive cash or cash equivalents.
- Gifts, entertainment, and/or meals of any value, must never be offered, given, accepted, and/or received to and/or from a government official(s) in connection with our Company's business without prior written approval from our Company's Legal Team and in accordance with the applicable regional approval processes and procedures.

WHISTLEBLOWER PROTECTION AND ANONYMOUS COMPLAINTS

Suppliers are expected to create and maintain an anonymous complaint system for workers to report workplace complaints and compliance violations in accordance with Applicable Laws and Regulations. The system must ensure the protection and confidentiality of whistleblowers with clear safeguards in place to prevent retaliation against employees who report concerns in good faith or refuse to comply with unlawful orders.

BUSINESS CONTINUITY & DISASTER RECOVERY

Suppliers should evaluate risks and dangers to their industry and business operations and implement business continuity and disaster recovery plans that mitigate those risks and dangers, adequately address the evolution of such risks and dangers, ensure a safe environment for their workforce, and provide a mechanism to evaluate and fine tune emergency responses in accordance with Applicable Laws and Regulations.

CYBERSECURITY, DATA PRIVACY, INTELLECTUAL PROPERTY, AND CONFIDENTIALITY

Suppliers must comply with Applicable Laws and Regulations related to cybersecurity, data protection, privacy, and intellectual property. Suppliers should also stay up to date on any changes to these requirements and ensure ongoing compliance and continuous improvement.

Suppliers may need access to confidential or private data to conduct day-to-day business with our Company. Suppliers must ensure this information is protected and remains confidential, and Suppliers must abide by Applicable Laws and Regulations related to data privacy. Suppliers may not disclose confidential or private information unless given written permission from our Company's Legal team, and if disclosed, it must be subject to a Non-Disclosure Agreement.

Suppliers should implement a risk management process, including regular risk assessments, to identify, assess, and

manage cybersecurity risks associated with their products or services. Suppliers are expected to respond appropriately to minimize and mitigate these risks, considering the potential impact on our Company and its customers. Suppliers should promptly report any actual or reasonably suspected cybersecurity incidents related to their products or services. Suppliers should have a formal incident response plan to manage and promptly mitigate the impact of such incidents.

HEALTH & SAFETY

Integrating sound health and safety management practices into the business is essential to maintain high morale and produce innovative products. Suppliers should create safe and healthy work environments for their workers.

OCCUPATIONAL SAFETY AND INJURY PREVENTION

Suppliers must protect workers from exposure to chemical, biological, and physical hazards, in addition to on-site accidents. Suppliers should assess, train, and mitigate occupational health and safety risks. Work-related fatalities should be reported immediately to relevant authorities. Suppliers must comply with Applicable Laws and Regulations related to health, safety, and environmental, ensuring clean and hygienic facilities, well-maintained equipment and buildings, and adequate lighting and ventilation.

EMERGENCY PREVENTION, PREPAREDNESS, AND RESPONSE

Suppliers should proactively prevent, identify, and assess potential emergencies, minimizing impact with emergency plans and response procedures that include clear reporting systems, worker notification, suppression equipment, adequate exit facilities, recovery plans, and evacuation protocols. Regular training and drills should be conducted.

PREVENTION OF CHEMICAL EXPOSURE

Suppliers should manage chemicals to ensure worker health, safety, and environmental protection, including proper purchasing, storage, transportation, handling, and use. Suppliers should identify, evaluate, and control exposure to hazardous chemicals, biological agents, and physical agents, eliminating hazards where possible.

NO SUBSTANCE ABUSE

Suppliers must create and maintain a workplace free from the illegal and improper use, possession, sale, and/or distribution of controlled and non-controlled (e.g., alcohol, marijuana, etc.) substances.

POSSESSION OF WEAPONS AND FIREARMS

The possession of weapons, firearms (with or without a license) and/or ammunition, whether classified as legal or illegal, is prohibited on Company property, including buildings, parking lots, recreation facilities, equipment and vehicles unless specifically permitted by Applicable Laws and Regulations.

ENVIRONMENTAL

We recognize our responsibility to the environment and include environmental considerations into our business practices. Suppliers should commit to reducing the environmental impact of their designs, manufacturing processes, and waste emissions.

ENVIRONMENTAL MANAGEMENT

Suppliers must comply with Applicable Laws and Regulations regarding the environment, including those related to storage, handling, control, and monitoring. Suppliers should strive to make continuous improvements in environmental protection including establishing and implementing an environmental management program.

POLLUTION PREVENTION AND RESOURCE REDUCTION

Suppliers should prevent unlawful environmental pollution and must immediately report any incidents to relevant authorities as required by Applicable Laws and Regulations, documenting and addressing environmental complaints promptly. Suppliers should endeavor to reduce or eliminate wastewater, solid waste, air emissions, and hazardous

substances by implementing conservation measures in production, maintenance, and other processes and prioritizing recycling, reusing, and material substitution. Suppliers should assess their energy sources and explore transitioning to renewable energy where feasible.

CONFLICT MINERALS AND RESPONSIBLE SOURCING

Suppliers are encouraged to adopt clear policies regarding sourcing of conflict minerals, such as Tin, Tantalum, Tungsten, Gold, and other metals and minerals, such as Cobalt and Lithium, and communicate these to their sub-suppliers, ensuring responsible sourcing practices are followed throughout the supply chain. Suppliers are expected to exercise due diligence and procure materials from conflict-free sources, maintain traceability, and provide due diligence findings or results upon request. When sourcing materials, including minerals, the Supplier must not benefit from or facilitate, directly or indirectly, any human rights violations or abuses, corruption, or similar negative effects.

PERMITS AND REPORTING

Suppliers must acquire, maintain, and keep up to date necessary environmental permits and registrations, and comply with the operational and reporting obligations associated with them.

MANAGEMENT COMMITMENT

We expect Suppliers to establish a management system that ensures compliance with this Code and Applicable Laws and Regulations, identifies and mitigates operational risks, and encourages continuous improvement.

MANAGEMENT ACCOUNTABILITY AND RESPONSIBILITY

Suppliers should designate company representatives responsible for overseeing the implementation and regular review of the Supplier's management systems. Each Supplier should have a designated individual(s) responsible for tracking the following:

- Risk Assessment and Management: A method for identifying risks concerning environmental, health and safety, business ethics, labor, human rights, and legal compliance in operations; assessing the impact of each risk; and applying measures and controls to reduce these risks.
- Performance Objectives with Implementation Plans and Measures: Documented standards, performance goals, targets, and action plans, along with regular assessments of the Supplier's performance in relation to these goals.
- Audits and Assessments: Evaluations may be conducted to ensure that the Supplier, its subcontractors, and their next-tier Suppliers comply with Applicable Laws and Regulations.

DOCUMENTATION AND RECORDS

Suppliers should have processes in place to identify, monitor, and understand Applicable Laws and Regulations as well as the additional requirements outlined in this Code. Suppliers are required to obtain, maintain, and retain records to ensure compliance with regulations and adherence to this Code.

TRAINING AND COMMUNICATION

Suppliers should train employees regarding policies and objectives and communicate clear performance and practice expectations to employees, subcontractors, and customers.

CORRECTIVE ACTION PROCESS AND AUDITS

Provided that we give reasonable notice – and with your consent – our Company, or any third party we assign, may review or conduct onsite audits, check relevant documentation, and interview workers at your site to assess the steps you are taking to adopt and comply with the Code. This consent shall not be unreasonably withheld.

PENALTIES FOR NONCOMPLIANCE

In the unfortunate case that you fail to comply with the Code, we will address any issues and require you to take action to remediate and become compliant. In case these issues are not resolved within a reasonable timeframe, we reserve the right to take appropriate action, including suspending or terminating business activities.

CERTIFICATION

By signing below, the undersigned on behalf of the company listed below declares its understanding and commitment to comply with the principles and expectations presented in this Code.

Signature: _____

Company Name (Supplier):

Individual Name:

Title:

Date:

DEFINITIONS

- **Toyota Industries North America or Toyota Industries Group Companies (TIGC):** The collection of Toyota Industries Corporation Group Companies that operate or have operations in North America.
- **Employee or Associate:** All current and former workers of a TIGC, its suppliers, or its sub-suppliers.
- **Supplier:** An institution and/or corporate entity (in any form), including its sub-suppliers, that provides goods or services to our Company.
- **Applicable Laws and Regulations:** All applicable local, state, federal, and international laws, rules, standards, and regulations as well as industry standards, including but not limited to, the labor and employment, health and safety, and environmental laws and regulations of the region where the Supplier and the Company operate.
- **Anything of Value:** Goods or services that have a certain utility to the recipient that are real and are not ordinarily given away for free but are purchased. Anything of Value includes gifts, meals, entertainment, and hospitality (such as golf outings or concerts), travel (such as airfare and lodging), discounts, sponsorships, donations, charitable contributions, employment offers (including internships), loans, and other benefits, including those of nominal value.
- **Business Ethics:** Rules, principles, and standards for deciding what is morally right or wrong when doing business.
- **Sub-supplier:** Any entity or individual that provides a product, service, material, or component as part of the TIGC value chain. This includes subcontractors.
- **Government Official:** 1) An officer, employee, or agent of a Government Entity (i.e., an agency, department, bureau, state-owned entity, or instrumentality thereof as well as companies in which a government agency, department, bureau, state-owned entity, or instrumentality thereof has any ownership interest or can or does exercise management power (i.e., influence in decision-making)); 2) an officer, employee, or agent of a public international organization such as the United Nations, World Bank, etc.; 3) a person acting in an official capacity for or on behalf of a Government Entity; 4) a political party, political party official, or a candidate for political office; and 5) a Politically Exposed Person (i.e., an individual who is or has been entrusted with a prominent public function, including any family members of such a person). An official does not need to be considered high-ranking. For purposes of the Code, a Government Official includes the family member of a Government Official such as, spouse, domestic partner, child, step-child, step-parent, grandparent, aunt, uncle, niece, nephew, and/or other person living with the Government Official as part of the Government Official's immediate family. 6) Persons equivalent to those specified in 1) to 4) above.