

CODE OF CONDUCT

Heilind Electronics, Inc. is a global distributor of electronic components serving customers worldwide. Heilind's customers are established suppliers in such industries as medical, telecommunications, energy, transportation and defense.

The following Code of Conduct embodies Heilind's commitment to act responsibly, fairly and "by the rules" in all its business dealings.

The employees of Heilind are to consult the Code of Conduct, and its periodic amendments and revisions, as a guideline for the proper handling of their daily tasks as well as for any ethical or legal challenges that may arise.

Heilind trusts and takes reasonable action to ensure its business partners, customers and suppliers acknowledge and respect its ethical principles;

In this context, Heilind places particular emphasis on the following ethical principles:

1. Free and Fair Competition

- a) Heilind is committed to free and fair competition and above-board dealings with its business partners, customers and suppliers, as well as compliance with all relevant legal regulations.

Free competition among market participants is subject to special protection and regulation under anti-trust and competition laws (including any applicable criminal provisions). These bodies of law specifically prohibit market participants from making arrangements or exchanging benefits that serve to restrict or affect prices, terms of trade, or free and fair competition in general.

- b) To protect Heilind from suspicion of illegal conduct, employees must refrain from the following:
- Direct or indirect discussions, contacts or exchange of information with competitors regarding factors relevant to competition, such as prices, production output, capacities, distribution, tenders & awards, profits, margins or costs;
 - Discussions or contacts with customers or suppliers that could result in a restriction of trade and/or the exclusion of other competitors from the market;
 - Arrangements with competitors regarding sales territories or markets in which Heilind and its competitors distribute competing products, as well as any arrangements to divide up the market;
 - Arrangements with third parties intended to boycott certain customers or suppliers;
 - Actions in conflict with the good commercial practices harmful to competitors' interests or competitors' reputation.

- c) Heilind calls upon its employees to treat the assets, intellectual property and trade secrets of the company, its business partners, customers and suppliers in accordance with the Corporate MIS document.
- d) Heilind trusts and takes reasonable action to ensure that its business partners, customers and suppliers share its understanding of the rules of free and fair competition and that they, too, will act accordingly.

2. Prevention of Corrupt Practices

- a) Heilind commits itself to dealing fairly and at arm's length, and disavows any type of corrupt business practice or conduct with the potential to harm any company.
- b) Employees may grant only those benefits, favors or gifts considered socially appropriate. "Socially appropriate" benefits are those corresponding to usual business practice and are not likely to influence business decisions; these include business meals or other gratuities of low value (such as promotional gifts), as well as any other gratuities appropriate to the cultural customs and courtesies of a given country.

If an employee is unsure about the social propriety of granting a given benefit, favor or gift, the supervisor must be consulted. Inappropriate offers must be politely refused and reported to a supervisor. These rules are equally applicable whether the business relationship in question is with a private person, another company, or a private or public entity.

It is important to consider that dealings with the Government or contractors operating under government contracts are bound by more stringent regulations – any gifts or gratuities to government entities or representatives thereof should be approved by senior management.

- c) Heilind works on the premise its business partners, customers and suppliers share its attitude towards the prevention of corrupt practices, and they too will take firm action to counter any type of corrupt dealings.

3. Conflicts of Interest

- a) Heilind's employees must act in the interests of the company. Employees have an obligation to make decisions based solely on objective criteria and their professional judgment. Decisions must never be improperly influenced by financial or other personal interests or relationships.
- b) Heilind trusts and takes reasonable action to ensure its business partners, customers and suppliers will share its stance towards conflicts of interest and will act accordingly.

4. Social Behavior and Non-discrimination

- a) Heilind employees have the right to a pleasant workplace where they are free from discrimination, in accordance with the Corporate Harassment Policy.

5. Environmental Protection

- a) Heilind employees are called upon to act in an environmentally conscientious manner, and to use natural resources in a careful, purposeful and economical manner, in accordance with Corporate Health and Safety Program.
- b) Heilind trusts and takes reasonable action to ensure its business partners, customers and suppliers will share its stance towards protecting the environment and will act accordingly.

6. Protection and Safety of Customers and Employees

- a) The mission of Heilind is to provide its customers with high quality solutions for a variety of systems and applications. Heilind complies with all existing safety regulations through its Corporate Health and Safety Program, while ensuring workplace health and safety to the fullest extent mandated by law.
- b) Heilind works on the premise its business partners, customers and suppliers appreciate and share its concern for exacting safety standards.

7. Fair Working Conditions

- a) Heilind strives to provide fair working conditions, acknowledges human rights and does its part to see they are respected. In particular, Heilind is committed to observing the regulations promulgated by the International Labor Organization (ILO) such as limits to working hours and offering its employees fair remuneration.

In this context, Heilind explicitly rejects any form of child labor, forced labor, human trafficking, or inappropriate or forbidden disciplinary practices such as corporal punishment.

- b) Heilind works on the premise its business partners, customers and suppliers share its approach to fair working conditions and will act accordingly.

Applying The Code of Conduct

- a) Heilind actively promotes compliance with the present Code of Conduct and works to ensure its principles are effectively implemented - by providing the corresponding training, for example. Heilind offers several channels for asking questions or raising concerns on issues covered by the Code of Conduct.

Generally, the employee's supervisor or manager will be in the best position to resolve any questions or concerns. However, they are not the only available option. Other resources may include the local Branch Services Operations Manager (BSOM), Regional Operations Manager (ROM), as well as Corporate Human Resources.

Heilind will maintain the confidentiality of all reports to the greatest extent possible, consistent with resolution of the issues and in compliance with applicable law. No employee who suspects a violation and reports it in good faith will be subject to retaliation or any other negative impact for making such a report. Reporting in "good faith" means the employee has provided all the information in their possession and believes it to be true. Heilind wishes to ensure that no employee will be penalized for having decided to report a (suspected) breach or to participate in an investigation of a report and that all local data protection laws will be respected for all employees involved in any allegation/report regarding breaches of the Code of Conduct.

- b) Heilind's employees are familiar with the Code of Conduct and have committed to its observance.

Heilind's Code of Conduct serves as the basis for respective business relationships. Heilind works on the premise its business partners, customers and suppliers will also strive to act in a manner compliant with all relevant regulations and legal requirements. Heilind trusts and takes reasonable action to ensure its business partners, customers and suppliers will also adhere to the present Code of Conduct in any business dealings with Heilind.

Heilind reserves the right to update and revise the Code of Conduct at any time in the future. Updated versions of the Code of Conduct supersede previous versions.

****Related Resources:** *Corporate Harassment Policy, Corporate Health and Safety Program***

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