



# Code of Conduct



January 2020

## OUR MISSION

We deliver innovative wheel solutions that enhance value for our customers' products and our stakeholders.

## OUR ASPIRATION

Through our highly engaged and talented team, we deliver industry-leading results and are recognized as the premier global supplier of innovative wheel solutions.

## OUR VALUES

**Integrity** – We are respected for conducting our business with unwavering integrity.

**Teamwork** – We build exceptional teams that collaborate to deliver extraordinary results.

**Customer Focus** – Our focus on customers drives our passion for quality, safety and innovation.

**Continuous Improvement** – We seek continuous improvement in everything we do.

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# OUR COMMITMENTS

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We have each made a commitment to operate ethically and to lead with integrity. This commitment is embedded in our values. Our Code of Conduct (“Code”) shows us how to uphold this commitment every day as we work together.

## OUR COMMITMENT TO FELLOW EMPLOYEES

We treat one another fairly and with respect, valuing the talents, experiences and strengths of our diverse workforce.

## OUR COMMITMENT TO OUR CUSTOMERS

We maintain the trust of our customers providing the best products on the market and adhering to honest market practices.

## OUR COMMITMENT TO SAFETY

We are committed to excellence in safety. We believe that sound safety and health programs, employee involvement, and management commitment to safety strengthen our relationships with our employees and the community we serve.

## OUR COMMITMENT TO THE MARKETPLACE

We deal fairly with our business partners, competitors and suppliers, acting ethically and upholding the law in everything we do.

## OUR COMMITMENT TO STOCKHOLDERS

We act honestly and transparently maintaining the trust our stockholders have placed in us.

## OUR COMMITMENT TO THE GLOBAL COMMUNITY

We comply with all global trade laws, protecting our natural resources and supporting the communities where we live, work and do business. Every day provides new opportunities to do the right thing. Let this Code, and good judgment, act as a guide.

# GETTING STARTED

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## WHY DO WE HAVE A CODE?

Our Code outlines the behaviors we must follow to uphold our Company's ethical standards. It shows us how to resolve ethical dilemmas and provides the contact information we should use when we have questions or concerns.

For the purposes of this Code, our "Company" or "Superior" includes all wholly owned entities and affiliates of Superior Industries International, Inc. worldwide.

## WHO MUST FOLLOW THIS CODE?

This Code applies to all employees, officers and directors of Superior and any other person or entity acting on behalf of Superior. The Company expects all employees to be familiar with and comply with the Code.

Our business associates, including consultants, agents, and suppliers serve as an extension of the Company and their conduct can have an impact on our reputation. If you supervise employees or are responsible for the business relationship of a business associate, your responsibilities include ensuring that these individuals understand our ethics and compliance standards. We expect all our business associates to act in a way that is consistent with our Code. We will take the appropriate measures where we believe they have not met our high standards or their contractual obligations. We expect everyone working on our Company's behalf to adhere to our ethical standards and we will never ask a third party to engage in any activity that violates these standards.

## WHAT ARE OUR RESPONSIBILITIES?

The Company is committed to conducting its business with honesty and integrity and in compliance with all applicable laws, rules and regulations. No employee, officer or director shall engage in any unlawful or unethical activity, or instruct others to do so, for any reason. As an employee conducts the Company's business, he or she may encounter a variety of legal issues. Employees who have questions on specific laws, rules or regulations should contact the Legal Department.

Each of us is expected to use good judgment and be responsible for our actions, including through a commitment to understand and follow the principles set forth in this Code, which includes requirements to:

- Familiarize ourselves with and follow all policies, laws, and regulations that apply to our jobs;
- Conduct our business according to the highest ethical and legal standards;
- Report concerns and known or suspected misconduct immediately;
- Cooperate with any investigation into any suspected wrongdoing or misconduct; and
- Respect and protect Superior's confidential and proprietary information.

We must immediately report any known or suspected ethical or legal misconduct. Seeing a violation or potential violation and remaining silent is almost as damaging as committing the violation yourself.

Each one of us must annually certify our commitment to these principles. At that time, we promise we will disclose to the resources described in this Code any misconduct we suspect or know of and have not previously reported, and otherwise confirm that we are not aware of any violations of our Code.

## **MANAGERS HAVE ADDITIONAL RESPONSIBILITIES**

Superior expects its managers to “walk the walk,” which means managers are required to:

- Act as role models by holding themselves to the highest standards of ethical business conduct;
- Reinforce our Code and make sure employees understand the behaviors expected of them;
- Create a positive work environment where employees are comfortable raising questions and concerns; and
- Monitor employees’ business conduct to ensure compliance with our Code.

Managers must immediately report any known or suspected ethical or legal misconduct and never retaliate or ignore acts or retaliation against others. Managers who fail to report a violation they know about – or should have known about – are subject to discipline, up to and including termination.

## **HOW WILL I KNOW IF THERE IS A PROBLEM THAT SHOULD BE REPORTED?**

Our Code attempts to address the most common legal and ethical issues that we might encounter. However, it cannot address every question that may arise. When you face an ethical dilemma, think through the issue and reference available resources, such as Company policies and procedures, which are available on the Company intranet. You can also assess the situation by asking yourself the following questions:

- Does the action I’m considering feel right?
- Is it in line with the law, our Code, our values and our policies?
- Does it serve the interest of our clients, coworkers, Company and community?
- Am I willing to be held accountable for this action?
- Would I feel comfortable if this were made public?

If you can answer “yes” to **all** these questions, then the decision to move forward is probably okay. If you are not sure, ask your manager or another internal resource for guidance. If you answer “no” to **any** of these questions, STOP; don’t do it. The action could have serious consequences. Seek guidance if you have any additional questions about the situation.

You may come across situations that pose ethical dilemmas while conducting business internationally. If another country's local law, custom or practice conflicts with applicable law, Company policy, or this Code, seek guidance from the Legal Department. In such circumstances, we must always obey the law, custom, or practice that is the most stringent.

## **REPORTING CHANNELS**

### **HOW SHOULD I SEEK GUIDANCE AND REPORT CONCERNS?**

If you are aware of or suspect unethical or illegal conduct, you are expected, and have a duty, to report it. Consider speaking first to a manager with whom you feel comfortable, to the Legal Department, the Human Resources Department or the Internal Audit Department. You may also ask questions or raise issues by contacting one of the resources provided in this Code or by contacting the Ethics Line by telephone or online at:

U.S.: 1-855-208-3106

Germany: From an outside line, dial the access code for Germany: 0-800-225-5288  
After hearing the AT&T prompt, dial: 855-208-3106

Mexico: 001-855-477-0442

Poland: 00-800-151-0260

Website: [www.SuperiorEthics.com](http://www.SuperiorEthics.com)

### **You may also write to the Audit Committee:**

Superior Industries International, Inc.  
Audit Committee Chair  
26600 Telegraph Rd., Suite 400  
Southfield, MI 48033

Superior will investigate all reports promptly, thoroughly and fairly, and take appropriate action. You are expected to participate in an investigation when asked. Depending on the circumstances, failure to participate or cooperate in an investigation, or interference or obstruction of an investigation may result in discipline, up to and including termination.

### **WHAT IF I WOULD LIKE TO MAKE AN ANONYMOUS REPORT?**

You may make an anonymous report by contacting the Ethics Line, which is available 24 hours a day, seven days a week. If you choose to make an anonymous report, your anonymity will be protected to the fullest extent possible. Keep in mind however, that maintaining your anonymity may limit our Company's ability to investigate your concerns.

### **WHAT IF I AM WORRIED ABOUT RETALIATION?**

We will not tolerate acts of retaliation against anyone who makes a good faith report of known or suspected unethical or illegal conduct. A "good faith" report means that you believe the information you have provided is true. The Company will protect any employee who raises a concern in good faith, but it is a violation of the Code to knowingly make a false accusation, lie to investigators, or interfere or refuse to cooperate with a compliance investigation. In addition, our Company prohibits retaliation against anyone who participates in an investigation in good faith.

Retaliatory acts may lead to disciplinary action against the person responsible for the retaliation, up to and including termination of employment. If you believe you have experienced retaliation, you should report it immediately.

## **WHAT ARE THE CONSEQUENCES FOR VIOLATING THE CODE?**

Violations of our Code carry serious consequences, including disciplinary action, up to and including termination, and possible civil or criminal liability.

### **WHAT WOULD YOU DO?**

*Otto overheard his manager talking on the phone to his friend about a new acquisition that Superior is considering that has not yet been made public. Otto thinks the conversation may have been inappropriate. He wants to report his manager's behavior, but is afraid that if he is wrong, or if his manager finds out who "turned him in," Otto will be passed over for promotions or fired. What should Otto do?*

Otto should report what he heard. Whether or not his concerns turn out to be valid, he will have made the report in good faith and will be protected from retaliation. He should report the issue by contacting one of the reporting channels contained within the Code. Otto could make his report anonymously if he wished.

# OUR COMMITMENT TO FELLOW EMPLOYEES

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## RESPECT AND PROMOTE DIVERSITY

Superior brings together employees with a wide variety of backgrounds, skills and cultures. Combining such a wealth of talent and resources creates the diverse and dynamic teams that consistently drive our success.

Each of us is entitled to respect and should be judged based on qualifications, demonstrated skills and achievements. We have policies and follow all applicable laws prohibiting discrimination based on a person's race, color, gender, national origin, age, religion, citizenship status, disability, medical condition, sexual orientation, gender identity, veteran status, marital status, or any other basis protected by law.

- Treat others respectfully and professionally;
- Embrace the diversity of all members of our Company and do not discriminate; and
- We do not tolerate excessive use of profanity, referring to employees using derogatory nicknames or remarks, verbal abuse as well as comments, jokes or emails, which others might consider offensive.

We value the unique contribution that each person brings to Superior. Teamwork is key to how we work together and we believe the best solutions are those that draw on diverse ideas and perspectives.

That is why we value each and every employee as an important contributor to our success and aim to create an environment where employees are given the opportunity to perform at their best.

- Promote diversity in hiring and in other employment decisions.
- Help create an environment where colleagues can contribute, develop and fully utilize their talents.
- Keep an open mind to new ideas and listen to different points of view.

## HARASSMENT-FREE WORKPLACE

We all have the right to work in an environment that is free from intimidation, harassment and abuse.

Verbal or physical conduct by any employee that harasses another, disrupts another's work performance, or creates an intimidating, offensive, abusive, or hostile work environment will not be tolerated. This includes bullying, intimidation, threats of violence and all forms of discrimination.

One form of harassment is sexual harassment, which in general occurs when:

- Actions that are unwelcome are made a condition of employment or used

as the basis for employment decisions such as a request for a date, a sexual favor, or other similar conduct of a sexual nature.

- An intimidating, offensive, or hostile work environment is created by unwelcome sexual advances, flirting, requests for sexual favors or other physical or verbal conduct of a sexual nature.

Regardless of the form it takes and whether the conduct meets the legal definition of harassment, harassment negatively affects individual work performance and our workplace as a whole, and it will not be tolerated.

Help each other by speaking out when a co-worker's conduct makes you or others uncomfortable.

- Never tolerate intimidation or harassment of any kind.
- Do not use Superior's information systems to visit inappropriate internet sites.
- Report all incidents of intimidation and harassment that may compromise our ability to work together.

### **WHAT WOULD YOU DO?**

*Erika works with several suppliers and has built strong relationships with their representatives. One of them has started flirting with her recently and sending her suggestive emails. Erika feels uncomfortable but she is not sure what to do since the supplier representative does not work for Superior. What should Erika do?*

Even though the representative is not an employee, Erika should report the situation. Superior demands a work environment free from harassment, even from third parties who are not employees. Harassment could include emails and unwelcome flirting by a non-employee that creates a hostile, intimidating or uncomfortable work environment. Superior takes all reports of harassment seriously and will investigate as appropriate.

### **WHAT WOULD YOU DO?**

*Liam tells a lot of jokes in the workplace. One of his coworkers told him that she thinks some of his jokes are offensive, but Liam thinks she is overreacting. Liam asked his other coworkers and they told him that his jokes don't bother them. Has Liam violated the Code?*

Even if Liam's other coworkers are not offended, at least one of them has told him that she is. Liam should stop telling jokes that may create a hostile environment for her or any other colleagues.

## MAINTAIN A SAFE AND HEALTHY WORK ENVIRONMENT

Superior is committed to providing a safe and healthy work environment for employees and others who visit or work at our job sites. Our commitment to health and safety is everyone's job.

We must follow all safety procedures and report any safety hazards or unsafe behavior.

- Maintain a safe and healthy work environment. This means we are required to know and follow all safety laws and procedures, observe posted safety-related signs and use prescribed safety equipment.
- Immediately report any unsafe conditions or activities to your supervisor, the Human Resources Department, or the Ethics Line.
- Acts or threats of violence interfere with our commitment to health and safety and will not be tolerated. Any threatening behavior, even if made in a seemingly joking manner, must be reported immediately. If you or someone you know is in immediate danger, call the police emergency line.
- Drugs and alcohol in the workplace affect everyone's safety. Being under the influence can negatively affect job performance and cause safety hazards. You may not possess, distribute, or be under the influence of illicit drugs while on Superior premises or while conducting Company business. In addition, you must always conduct yourself according to any Substance Abuse Policy in effect in your country of operation.

All of Superior's manufacturing plants comply with applicable safety regulations including OSHA in the U.S., OHSAS 18001 in Europe, and the Secretariat of Labor and Social Prevention's Voluntary Program (Programa de Autogestion) certification in Mexico. These programs are aimed to reduce injuries and facilitate cooperative relationships between management, labor, and governmental safety professionals.

### WHAT WOULD YOU DO?

*One of the manufacturing locations has a major order to fill. We are running at full capacity and are under a great deal of pressure to get the product out the door. Alejandro realizes that one of the pieces of equipment is not operating properly and he thinks it's unsafe. He is worried because if we shut the equipment down, we may not meet the shipment deadline. What should he do?*

Alejandro needs to report the situation to his manager immediately to make sure the equipment is safe. At Superior, the pressure to succeed can never be an excuse for taking short-cuts that would compromise safety. Safety is always a top priority at Superior. If Alejandro is uncomfortable discussing this with his manager, he should contact his safety representative or the plant manager.

## WHAT WOULD YOU DO?

*Stefan is unsure what to do with unused paint and chemicals sitting around the plant. Should he just throw them out?*

No. Stefan should consult with the local environmental health and safety representative for information about how to safely dispose of unused paints and chemicals.

## SAFEGUARD EMPLOYEE INFORMATION

We must safeguard one another's private personal data.

During the course of our employment, we provide sensitive personal, medical and financial information to the Company. Superior is committed to protecting this information, whether in paper or electronic format.

Common examples of confidential employee information include:

- Benefits information
- Compensation information
- Medical records
- Social security or other governmental identification numbers
- Contact information, such as home addresses and telephone numbers

Employees and officers may only access sensitive and confidential information with specific authorization based on a legitimate business need and a legitimate need to know basis.

If you do have access to this information because of the nature of your job, take special care to safeguard it and to use it only to the extent necessary to do your work in accordance with the law.

# OUR COMMITMENT TO OUR CUSTOMERS

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## PRODUCE PRODUCTS OUR CUSTOMERS CAN TRUST

We must ensure that the products we produce are safe, comply with applicable laws, and meet our standards.

Our customers trust us to provide a high-quality product, and our Company's success depends on our preservation of that trust.

- Make sure the product we sell is safe, complies with the law, and consistently meets or exceeds standards established by the Company.
- If you are involved in the manufacture of our product or have contact with the equipment or materials used to produce it, you must follow all quality procedures that apply to your job. Every time.
- Report any concerns about product safety immediately.

An important aspect of maintaining customer trust is holding suppliers accountable for the quality and safety of the products and services they provide to us. If you know or suspect that a supplier is not upholding its commitments to quality and safety, it is your responsibility to report the situation.

### WHAT WOULD YOU DO?

*Rosa is an operator in the heat treat area. She was on her break and was watching the wheels come out of the heat treat process. She knows the wheels have to be dipped into the water within 20 seconds of coming out of the heat treat process, so they cool and harden properly. She knows if the water level in the cooling tank is not completely full, the top row of wheels will not be completely submerged in the tank and the top rim of the wheel will not be cooled and hardened by the water. This could pose a safety hazard later. Rosa could see that the operator on duty wasn't watching the wheels and Rosa could see the cooling tank was not completely full. She was worried several batches of wheels had not been fully hardened, but she wasn't sure. What should she do?*

Rosa should speak to her manager or the general manager about what she saw. If she is uncomfortable about this, she could also contact the Ethics Line. Nothing is more important than stopping a potential safety hazard.

## **MARKET OUR PRODUCTS ETHICALLY**

We truthfully market and promote our products. This is consistent with our commitment to act honestly in all of our business affairs. All descriptions of our products, services, and prices must be truthful and accurate. This means we must:

- Never make misleading or false statements about our products or those of our competitors.
- Make only fair, fact-based comparisons between our products and those of our competitors.
- Never misstate the facts or mislead our customers.

# OUR COMMITMENT TO THE MARKETPLACE IN WHICH WE COMPETE

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## DEAL FAIRLY WITH OUR BUSINESS PARTNERS, SUPPLIERS, AND COMPETITORS

Our Company has become an industry leader based on the quality of our people and product. Our commitment to fair dealing means that we:

- Provide only honest and truthful information to our business partners, suppliers and competitors.
- Never misrepresent the facts in order to gain a competitive advantage.
- Never engage in any kind of illegal or unethical conduct when competing.

### WHAT WOULD YOU DO?

*Nick is negotiating with a software supplier. He knows the supplier really needs the business and will offer a free trial period of the software in order to secure the contract. Nick agrees to the free trial, intending to use the software for the trial period and then cancel the contract, paying nothing and using the software for free for the trial period. He believes he is helping the Company by getting free use of the software for several months. Is this the right thing to do?*

No. Nick knows he has no intention of entering into a contract with the software company and is deceiving them to receive a free benefit to which he would not otherwise be entitled. Even though Nick's actions may benefit the Company in the short term, taking advantage of our suppliers or potential suppliers is unethical and won't benefit anyone in the long term.

## BUILD SUSTAINABLE SUPPLY CHAINS

We must hold our suppliers to high standards, expecting that they treat others fairly and incorporate sustainable practices into their operations.

We expect our suppliers to generally follow the same standards we uphold. Suppliers must respect basic human rights wherever they operate and prohibit child and forced labor. We also choose to work with suppliers that support sustainable and environmentally responsible practices in their operations. If you suspect or know that any of Superior's suppliers are not acting in accordance with our expectations, report it using our Ethics Line, or any of the other methods of reporting discussed in this Code.

We must also continually assess and strive to improve our processes in order to continue our heritage of environmental stewardship.

## COMPLY WITH COMPETITION AND ANTITRUST LAWS

We must compete according to the letter and spirit of the laws relating to competition wherever we do business.

In order to compete fairly, we must follow the antitrust and competition laws when doing business on Superior's behalf. Antitrust and competition laws are designed to preserve competition by prohibiting agreements and practices that restrain trade.

Antitrust laws are complex and compliance requirements can vary depending on the circumstances and the country of origin, but in general, the following activities are red flags and should be avoided and reported to the Legal Department immediately:

- Discussions with competitors or customers about dividing or allocating markets, territories, or customers;
- Discussions with competitors about prices or price related information, such as promotional spending or terms, costs, product supply, marketing, or other sensitive marketing information; or
- Discussions with competitors or customers about the boycotting of a third party.

If a competitor discusses any of these topics, no matter how casually, stop the conversation and report the incident to the Legal Department immediately. Be particularly careful at industry association meetings or events to avoid even the appearance of unfair business practices.

If you have marketing, sales, or purchasing responsibilities, or if you have contact with competitors, you should be familiar with the antitrust and competition laws that apply to your work. If you need further guidance, speak to the Legal Department.

### WHAT WOULD YOU DO?

*Aurora recently attended an industry conference. While there, she met up with her friend Belle, who works for a competitor. At lunch, Belle implied that if Aurora could get Superior to charge more for a certain line of wheels, she'd make sure her company would charge the same price for a similar product and both of them would make more money. How should Aurora respond?*

Aurora should tell her friend this is not a proper business discussion, excuse herself from the meal and promptly report the conversation to the Legal Department. Price fixing violates antitrust and competition laws and can carry severe consequences for both the individuals involved and the Company.

## WHAT WOULD YOU DO?

*Hans heard about a competitor's meeting at a tradeshow. He'd like to attend but he is afraid that they won't let him in if they knew he's from Superior. Hans is wondering if he could attend if he kept his identity secret. Would that be ok?*

No. It is never appropriate to disguise your identity to gain information about a competitor. You should consult the Legal Department before attending any meeting with a competitor.

## GATHER AND MAINTAIN THIRD-PARTY INFORMATION APPROPRIATELY

Gathering information about our competitors is essential to protecting our market position, but we must be careful to acquire information only in a legal, ethical and respectful manner. We must also safeguard the information provided to us by business partners and suppliers.

- If a co-worker, customer, or business partner has competitive information that they are required to keep confidential, we must not encourage them to disclose it. Be particularly mindful of this restriction when talking to new Superior employees about their former employers.
- If you become aware of confidential information about another company that has been inadvertently disclosed, seek guidance from the Legal Department before using or acting on this information. We will not profit from information if we have no legal right to it.
- Some of us may receive confidential information from our business partners and suppliers. We have a duty to safeguard this information and honor all contractual commitments. This means we must also protect third-party intellectual property, such as inventions and software, from disclosure and misuse. This obligation continues even after our employment and many of our contracts end.

## WHAT WOULD YOU DO?

*Glenna receives an email from her friend Patrick who works for a Superior competitor. Patrick's email contains confidential information about his company's pricing strategies that could be useful to Superior's marketing planning process. Glenna knows Patrick didn't mean to send the email to her, but she figures that since she has the information, she can use it. Is this okay?*

No. It's obvious that Patrick disclosed this information inadvertently. Glenna, therefore, shouldn't use it and should seek guidance from the Legal Department on the best way to respond.

# OUR COMMITMENT TO STOCKHOLDERS

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## MAINTAIN AND MANAGE RECORDS PROPERLY

Business partners, government officials and the public need to be able to rely on the accuracy and completeness of our disclosures and business records. Accurate information is also essential within the Company so that we can make good decisions.

Our books and records must accurately and fairly reflect our transactions in reasonable detail and in accordance with our accounting practices and policies. Some employees have special responsibilities in this area, but all of us contribute to the process of recording business results and maintaining records.

- Each of us is responsible for helping to ensure the information we record is accurate, timely and complete, and maintained in a manner that is consistent with our system of internal controls.
- We must ensure that the information contained in our financial records is full, fair, accurate, timely, and understandable.
- We must safeguard the confidentiality of records; share confidential information within the Company only on a need to know basis; not leave confidential information in an unsecured location; not access records or information without a legitimate, business need to do so; and always maintain our records by following our records retention policies which include the length of time we should maintain business records and how to destroy them.
- Remember that email and other electronic communications may be considered business records and are often discoverable in litigation proceedings. Avoid exaggeration, derogatory language and other expressions that could be taken out of context.
- If you are notified that your documents are relevant to an anticipated or pending litigation, investigation or audit, follow the guidelines set forth in the notification. You must not destroy any document covered by this notice, unless instructed by the Legal Department or the Chief Financial Officer that the notice has been lifted. Seek guidance if you have any questions or concerns about document retention.

If management, our auditors, or government investigators request information or documentation from us, we must cooperate. This means we may never conceal, alter, or destroy such information in response to litigation, an investigation or audit, or when one of these is anticipated.

## WHAT WOULD YOU DO?

*Luis' business unit is falling short of its business targets. Luis' manager approaches him while he is closing the books for the quarter and asks him not to record certain vendor invoices that were just received, even though the vendor's work was completed weeks ago. Luis knows this is improper and would overstate his business unit's operating income. What should he do?*

Luis should not act on his manager's request. His manager is violating Superior's accounting policies, as all known expenses must be recorded in the Company's financial records at the end of a reporting period. Luis should report this matter to the Legal Department, Chief Financial Officer, Internal Audit or the Ethics Line immediately.

## MAINTAIN ACCURATE FINANCIAL RECORDS

We must ensure that the information contained in our financial records is full, fair, accurate, timely, and understandable.

Each of us has a duty to ensure that all entries in our Company's financial records give an honest picture of the results of our operations and our financial position. We do this by complying not only with our Company's policies, but also with the laws, rules, and regulations that govern our financial accounting and reporting. In particular, this means that we must:

- Accurately record all assets, liabilities, revenues and expenses;
- Follow all internal control procedures;
- Never make false or artificial journal entries; and
- Never establish unsupported reserves or accruals.

Our senior financial officers have heightened responsibilities. They must ensure that the financial information we disclose in public communications and file in the Company's periodic reports with the Securities and Exchange Commission ("SEC") is full, fair, accurate, timely and understandable.

The Company's periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules. Each director, officer and employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel.

Each director, officer and employee who is involved in the Company's disclosure process must:

- be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and
- take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

All of us, including our senior financial officers, must immediately report accounting or auditing irregularities. In addition, we must report the following:

- Any material violation of any law, rule or regulation;
- Any incidence of fraud, whether or not material, by any person, including those with accounting or financial reporting responsibilities in connection with financial disclosures or reports; and
- Any material information, including any deficiency in our internal controls, that could affect or render untrue the information contained in our public communications or periodic reports filed with the SEC or any other regulatory body.

These matters will be reported to the Audit Committee in accordance with Company policies, procedures, legal requirements, and stock exchange listing standards.

### **WHAT WOULD YOU DO?**

*William was asked by his supervisor to sign a financial record. William told his supervisor that William does not believe the record is accurate. Without providing an explanation for the inaccuracy noted by William, the supervisor insisted that the record is correct and that William sign it. What should William do?*

William should never sign a business record if he believes it is not complete, accurate and truthful. William should make a report to the Company through one of the reporting channels outlined in the Code.

### **WHAT WOULD YOU DO?**

*Maria has access to Company systems that allow her to update customer order information. Maria considers accelerating customer shipment dates in the system so the shipments occur in December instead of January, thus boosting December's sales figures. Is it okay for her to do this?*

No. Entering accurate shipping dates is a critical component of ensuring the accuracy of the Company's financial statements at both quarter and year end. False entries should never be made to Company records, even if doing so makes our financial results appear better.

## **SAFEGUARD THE COMPANY'S ASSETS**

Every employee is responsible for the proper use of Superior's assets and protecting them from loss, damage, theft, misuse or waste.

Company assets include facilities, supplies, vehicles, tools, materials, time, computer and network systems, and confidential information. Confidential information is one of our Company's most valuable assets. Such information may include trade secrets, such as pricing structures, cost information, sales figures and forecasts, financial results, and product information, as well as intellectual property. Your obligation to protect this information continues even after your employment ends.

In addition, we must never use our computer, Company-issued cell phones or network systems for improper purposes such as:

- Communicating inappropriate, sexually explicit or offensive statements;
- Viewing sexually explicit or offensive materials; or
- Spreading profanity, derogatory remarks, discriminating or harassing comments, or threatening or abusive language.

These policies are intended to alert employees to the need for discretion at all times and are not intended to inhibit normal business communications or to prevent employees from discussing wages or other terms and conditions of employment or engaging in other concerted activity protected by Section 7 of the U.S. National Labor Relations Act, cooperating with governmental agencies, or other activity protected by law. When using Company-provided technologies, such as computers, cell phones, and voicemail, you should not expect that the information you send or receive is private. Superior may monitor activity to make sure these resources are used appropriately. The Company also reserves the right to block access to internet websites it deems inappropriate and the transmission of inappropriate emails or files.

In addition to the above:

- Treat Superior property and assets the way you would take care of your own property.
- Do not use Superior equipment or information systems to create, store or send content that others might find offensive.
- Do not use Superior assets or technologies outside of your company responsibilities such as your company work product for an outside venture or company materials or equipment for an outside business.
- Respect the copyrights, trademarks and license agreements of others when dealing with printed or electronic materials, software or other media content.

## WHAT WOULD YOU DO?

*Robert often works in the office after hours. Sometimes, when he's in the office late at night, he reads personal emails that some may find obscene and forwards them to his friends. Robert figures that he's not disturbing anyone and he doesn't think he's harming the Company since he's on his own time, after operating hours. Is he right?*

No. It's never okay to use Company computer or network systems to view or forward inappropriate emails, even if you're alone in the office, at home, or on a business trip. Also, Robert shouldn't expect any privacy when using the internet or sending emails using Company equipment and systems.

## AVOID CONFLICTS OF INTEREST

We must never let our personal interests interfere with our ability to make sound, unbiased business decisions.

Conflicts of interest arise in many different forms. In general, a "conflict of interest" occurs when a personal or family interest interferes with our ability to make an objective business decision on behalf of our Company or impairs our ability to perform our duties objectively. We need to avoid any situation that might put us in such a position or even create the appearance of a conflict of interest or bias. If you have knowledge of a possible conflict of interest, you should disclose it immediately to your manager, Human Resources Department or to the Legal Department.

While it is impossible to address every situation where a conflict of interest may arise, the following sections provide guidance for some of the more common situations.

### **Corporate Opportunities**

If we learn about a business opportunity because of our position at work, it belongs to Superior first. Superior employees may not take for themselves, or direct to any family member or friend, opportunities that are discovered on the job.

We may never take personal advantage of a business or investment opportunity that we become aware of through our work, unless and until Superior has had an opportunity to evaluate and has chosen not to pursue it.

### **Doing Business with and Supervising Family Members**

You are not permitted to have direct reporting responsibility over an immediate family member, meaning your spouse, domestic partner, parents, children, siblings, parents-in-law, brothers and sisters-in-law, sons and daughters-in-law, and anyone who resides in your home.

Since it is impossible to anticipate all situations involving relatives and close friends that may create a potential conflict, as far as possible, potential conflicts should be

identified in advance and reported so that the Company can determine if any precautions need to be taken.

You should also avoid indirect reporting relationships. Similarly, you should not put other employees in the position of having direct or indirect reporting responsibility over their family members.

You may not, directly or indirectly, engage our Company in a business relationship (including, without limitation, a lending relationship) with a family member or a business in which a family member is a partner, officer, or director. A “business relationship” includes any situation where money is paid, other than for employment purposes.

### **Outside Business Interests and Outside Employment**

Superior does not prohibit employees from engaging in certain types of outside employment – such as part-time work or voluntary work - but to make sure that potential conflicts are addressed, always disclose and discuss outside employment with your manager or supervisor. Outside work must never interfere or detract from Superior job duties. Also, any approved outside or personal business should not compete or do any business with the Company.

### **Personal Investments**

Employees must not have substantial investment in one of Superior’s customers, suppliers or competitors unless the security is 1% or less of a publicly traded security and there is no possibility for a conflict. “Substantial” is hard to define, but as a rule of thumb, it means that your investment should not be big enough for someone to reasonably think that you would do something at Superior’s expense to help your investment.

If we own stock in a customer, supplier or competitor’s company, we may not participate in the selection, contracting, or decision-making process with respect to that company without first disclosing our interest to our board of directors. These limitations do not apply if the financial interest we hold is through a mutual fund, so long as we have no influence over the fund’s investment decisions.

### **Serving on a Board of Directors**

Serving on a board of directors for an outside company, especially for those that supply goods or services to Superior or purchase goods or services from Superior, requires advance approval from Superior’s Chief Executive Officer. While service on a board of directors for a nonprofit organization is encouraged and does not require pre-approval, we may only accept this position if it does not interfere with our ability to perform our job duties.

## WHAT WOULD YOU DO?

*One of our customers asked Henryk if he could do some consulting work for his company during his personal time. Henryk can do the work at night and on the weekends and would get paid by the hour and the work is not related to his work at Superior. Henryk is not sure if Superior would be ok with the arrangement, but he thinks it could be a good fit for his nephew, Filip. After all, Filip is a good worker and Henryk's sister would be grateful that Henryk helped get her son a job.*

Henryk's first instinct was correct. While Henryk is employed at Superior, he may not accept a job with a customer even if it is not related to his work for the Company. It may also be inappropriate to use his connections to get his nephew the job. If Henryk wants Filip to get the job with our customer, he should discuss the situation with the HR Department or the Legal Department before doing anything.

## GIFTS AND ENTERTAINMENT

In the right circumstances, a modest gift may be a thoughtful "thank you," or a meal may be an appropriate setting for a business discussion which strengthens a professional relationship. However, if not handled carefully, the exchange of gifts, entertainment, benefits, invitations, travel, meals, personal services, or favors (collectively "Gifts and Entertainment") can look like a conflict of interest, especially if it happens frequently or if the value is large enough that someone could reasonably think it is influencing a business decision.

When it comes to Gifts and Entertainment, our position is clear:

- Gifts and Entertainment should be infrequent and modest.
- Do not give or accept Gifts and Entertainment that:
  - are given or could appear to be given for the purpose of influencing a business decision;
  - are cash or cash equivalents (e.g., gift cards);
  - are excessive in value;
  - exceed commonly accepted business practices; or
  - violate laws or regulations.
- You should never request or solicit Gifts and Entertainment.

You should never give Gifts and Entertainment with an expectation of receiving anything of value in return. You should understand and comply with the policies of the recipient's organization before offering or providing Gifts and Entertainment. If you are offered entertainment or a gift that does not meet the guidelines discussed in this section, you must receive written approval from the Legal Department before accepting it. Directors must receive approval from the Chair of the Audit Committee.

There are strict rules that govern giving gifts and entertainment to government officials. For more information, see the Section of this Code entitled “Foreign Corrupt Practices Act.”

### WHAT WOULD YOU DO?

*Camila isn't sure if she may accept a gift card to her favorite restaurant from a vendor. Can she?*

No. No matter what the amount, Superior does not permit giving or receiving gifts in the form of cash or cash equivalents like gift cards or checks.

### WHAT WOULD YOU DO?

*Petra recently received some athletic apparel from a representative of one of our best suppliers. The rep also invited Petra to join her to watch next week's regular season game in the supplier's company luxury suite. Petra isn't sure if these gifts are considered “excessive” and against Superior's policy and she doesn't want to be rude to the supplier. What should she do and how should she respond to the supplier?*

Accepting occasional gifts of nominal value including promotional materials such as pens, notepads and calendars falls within our policy. If Petra is unsure, she should tell the supplier that she will need to check Superior's Gifts and Entertainment policy before accepting anything. Depending on all the factors, Petra may be able to obtain approval from her manager for accepting either or both gifts. As a general rule, Superior employees should not accept gifts that could be considered excessive.

## OBEY INSIDER TRADING LAWS

In the course of business, we may learn confidential information about Superior or other publicly traded companies. Trading securities while aware of material nonpublic information or disclosing such information to others who then trade (“tipping”), is prohibited by law. Information is “material” if a reasonable investor would consider it important when deciding to buy, sell, or hold that company's securities. Examples of material nonpublic information may include information related to: changes in senior management, inventions, key contracts, strategic and business plans, mergers and acquisitions, pending or threatened litigation, development of a significant new product or process, a stock split or dividend, and financial data.

- Do not buy or sell securities of any company when you have material nonpublic information about that company.
- Do not communicate such material nonpublic information to other people.
- TIPPING - Be very careful with this type of information and make sure you do not share it with anyone, either on purpose or by accident. Giving this

information to anyone else who might make an investment decision based on your inside information is considered “tipping” and is against the law regardless of whether you benefit from the outcome of their trading.

### **WHAT WOULD YOU DO?**

*Jay would like to help his brother with his failing stock portfolio. Jay works for Superior and has knowledge of pending litigation that will impact our Company's stock price. Can he tell his brother this information?*

No. This is tipping, and it is illegal. Although Jay has good intentions he cannot share this material, nonpublic information. If he does so and his brother trades based upon this information, Jay and his brother may both be liable for violating insider trading laws.

## **COMMUNICATING WITH THE PUBLIC AND SOCIAL MEDIA**

When we share information with the public, it is important that we do so carefully and that we are consistent and speak with one, clear voice. Don't make public statements on the Company's behalf unless you have been officially designated as a Company spokesperson.

- If you are involved in preparing documents for public communications or filings with government agencies, always strive to be clear, objective, fair, accurate, complete, and timely.
- If a securities analyst requests information from you, even if the request is informal, do not respond unless you are authorized to do so. Instead, refer that person to our Chief Financial Officer or General Counsel.
- If you're contacted by the media, take down the reporter's contact information and deadline and contact the Chief Executive Officer, Chief Financial Officer, General Counsel, or other designated Company spokesperson.

### **Using Social Media**

Be careful when writing communications that might be published online. If you participate in online forums, blogs, newsgroups, chat rooms, or bulletin boards, before you hit the 'send' button, think carefully.

#### **When using social media:**

- Never comment on confidential and non-public Company information such as the Company's current or future business performance or business plans.
- Don't send e-mails or post confidential information or material that could be perceived as damaging to the Company's or your coworkers' reputations.
- Be fair and courteous to fellow employees, customers and suppliers, and never post content that reasonably could be viewed as malicious, obscene, harassing, defamatory or discriminatory.

- If you read an on-line comment about Superior that you believe is wrong or harmful to our reputation, do not respond. Instead, contact the Legal Department or one of the other resources provided in this Code so that appropriate steps can be taken.

We must not make public statements about our Company unless we are authorized to do so.

It is important for us to speak about our Company with one consistent voice. Therefore, we may not make public statements on our Company's behalf unless we have been designated as a Company spokesperson. Refer media requests and requests from any other individuals, including government officials, to a designated company spokesperson or the Chief Executive Officer, Chief Financial Officer or Legal Department.

These policies are intended to alert employees to the need for discretion at all times and are not intended to inhibit normal business communications or to prevent employees from discussing wages or other terms and conditions of employment or engaging in other concerted activity protected by Section 7 of the U.S. National Labor Relations Act, cooperating with governmental agencies, or other activity protected by law.

### **WHAT WOULD YOU DO?**

*Valentina has been contacted by a newspaper reporter requesting information about a rumored acquisition. Valentina has heard a lot of discussion about the deal around the office and knowing the news will likely boost our stock price, believes she might be helping Superior by passing on what she has heard. Should Valentina speak to the reporter?*

No. Valentina shouldn't tell what she's heard to the reporter. The information she's heard may be incomplete. Even if it is correct, sharing it with the reporter could harm the Company and the public. Valentina should forward the reporter's call to the Chief Executive Officer, Chief Financial Officer, General Counsel or the other designated Company spokesperson.

# OUR COMMITMENT TO THE GLOBAL COMMUNITY

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## SUPPORTING OUR COMMUNITIES

Our values and ethical standards guide us to make a positive difference in our communities.

- We are encouraged to support our communities through personal action and good works.
- You are always free to make personal charitable contributions, and from time to time, Company-wide charitable drives may be organized with the approval of senior management. If you wish to take part in charitable activities on Company time, you must obtain prior management approval.
- While you may make political contributions in your own name, you should never do so with the intent or expectation that our Company will obtain or retain business as a result.
- In addition, you may not take part in political activities on Company time or using Company resources. Our fellow Superior colleagues should never feel pressured to take part or contribute money to the causes you support.

## POLITICAL CONTRIBUTIONS

You may not make any political contribution of any kind in the name of the Company or by utilizing Company funds, assets, services or facilities. Furthermore, you cannot require, nor should you request, a supplier or vendor of the Company to make a political contribution of any kind as a condition of doing business with the Company. You are free to make a personal political contribution or engage in personal political activities so long as such contributions or activities are lawful, do not interfere with your work responsibilities or give the appearance of a conflict of interest.

## PROTECT THE ENVIRONMENT

We must meet or exceed the environmental laws and standards that apply to us.

We are committed to engaging in environmentally sound practices. We will meet or exceed the requirements set forth by the environmental laws, rules, and regulations that govern our business. We continually assess and strive to improve our processes in order to live up to our heritage of environmental stewardship. If you know of a practice that is harmful to the environment or does not comply with the Company's policies or with governing laws, rules, or regulations, you have a duty to report it.

## WHAT WOULD YOU DO?

*Krystyna sees a piece of equipment that looks like it is leaking a liquid. What should she do?*

Under this Code and Superior's policies, all of us need to take action to eliminate situations that might negatively impact the environment. Instead of guessing, Krystyna should talk to her manager to see if anything needs to be done.

### **Following Global Trade Laws**

Superior delivers its products and technology to countries all over the world. Therefore, we must adhere to trade restrictions that apply to international trade. We must comply with local laws in the countries where we do business and follow all laws that apply to any foreign business we conduct.

We must always comply with the laws in the jurisdictions where we do business. In the event a local law, custom or practice conflicts with our Code or a Company policy, please contact the Legal Department. In such circumstances, we must always adhere to the law, custom or practice that is the most stringent.

### **Abiding by Export Controls**

Whether a product may be exported from one country or another depends on many factors, such as the nature of the item, its country of origin, and destination, and its end use and user.

We are required to obtain any necessary licenses and verify the recipients' eligibility to receive items sent out of the country of origin. Just as we are unable to trade with ineligible persons, countries, or entities, we can never ask a third party to take part in this activity on our behalf.

Exporting goods or technology without the appropriate government approvals can result in the loss of export privileges, as well as civil and criminal penalties for the individual involved and the Company. For guidance on export control, please contact the Legal Department.

### **Denied and Restricted Parties**

Superior may not directly or indirectly (through an agency, contractor or subsidiary) engage with any prohibited parties to provide services to Superior or a Superior customer, pay a prohibited party for providing services, or solicit business from such prohibited parties.

Prohibited parties include countries or individuals or entities that the U.S. Treasury Department or other country enforcement organizations have identified as individuals or entities which companies may not do business with, who are often individuals who have been engaged in illegal activities, such as drug trafficking, or individuals who act as "fronts" for sanctioned countries. Compliance applies to all Superior employees and contractors, irrespective of location (country) of site or "dollar limit" of transaction, and to all business transactions conducted by Superior or any of its subsidiaries.

## **The Office of Foreign Assets Control of the U.S. Department of the Treasury (“OFAC”)**

Superior may not directly or indirectly (through an agency, contractor or non-U.S. subsidiary) engage with any prohibited parties to provide services to Superior or a Superior customer, pay a prohibited party for providing services, or solicit business from such prohibited parties.

Prohibited parties include “Sanctioned Countries” (countries against which the U.S. has imposed economic sanctions), and “Specially Designated Nationals” (individuals or entities who have been designated by the U.S. Treasury Department as individuals or entities which U.S. based companies may not do business with, who are often individuals who have been engaged in illegal activities, such as drug trafficking, or individuals who act as “fronts” for Sanctioned Countries). OFAC compliance applies to all Superior employees and contractors, irrespective of location (country) of site, and to all business transactions conducted by Superior or any of its subsidiaries.

There is no “dollar limit” (minimum or maximum) on transactions for OFAC to apply. OFAC applies to all potential transactions with Specially Designated Nationals or Sanctioned Countries.

### **Complying with Anti-Boycott Laws**

As a U.S. company, Superior is subject to the anti-boycott provisions of U.S. law that require us to refuse to participate in foreign boycotts that the United States does not sanction. At all times, we follow U.S. anti-boycott laws that prohibit us from participating in unsanctioned boycotts. A “boycott” means one person, group, or country refuses to do business with certain people or countries.

Requests to participate in a boycott may be hard to identify. They may be spoken or written, such as in a contract, and are often contained in proposals originating in countries that support the boycott. These boycott violations are serious violations of U.S. law and can include criminal and civil penalties for you and the Company. You must report any suspected request to participate in a boycott to the Legal Department immediately. Ignoring or refusing the request is not enough. Failure to report a request to join a boycott is viewed by the authorities as a violation of the law. If you have questions, please contact the Legal Department.

### **Anti-money Laundering**

Money laundering is a global problem with far-reaching and serious consequences. It is defined as the process of converting illegal proceeds so that funds are made to appear legitimate, and it is not limited to cash transactions. Involvement in such activities undermines our integrity, damages our reputation, and can expose Superior and individuals to severe sanctions. Many of these laws and regulations also require reporting of suspicious transactions and activities to government agencies.

Employees must comply with all applicable anti-money laundering and anti-terrorism requirements, which prohibit:

- Engaging in any financial transactions involving property, funds, or monetary instruments which, directly or indirectly, promote or result from criminal activity
- Receiving, transferring, transporting, retaining, using, structuring, diverting, or hiding the proceeds of any criminal activity, or aiding or abetting another in any such action; or
- Engaging or becoming involved in, financing, supporting, or otherwise sponsoring, facilitating, or assisting any terrorist person, activity, or organization.

## **ANTI-CORRUPTION AND ANTI-BRIBERY**

The Foreign Corrupt Practices Act (FCPA) prohibits bribery of foreign government and political parties and applies to all our business activities around the globe. We comply with the laws of the countries in which we do business, and as a U.S. based company, we also comply with U.S. laws that govern our activities worldwide.

The UK has a statute similar to the FCPA known as the UK Bribery Act. Under the provisions of the Act, you may not directly or indirectly offer or promise any financial or other advantage to a UK or non-UK official or a private person for the purpose of influencing such official or private person in order to obtain or retain business, or an advantage in the conduct of business. This applies to acts or omissions that occur within the United Kingdom or elsewhere. All countries prohibit the bribery of their own public officials and many also prohibit the bribery of officials of other countries. Our policy goes beyond these laws and prohibits improper payments in all of our activities, both with governmental entities and in the private sector. We do not pay bribes or kickbacks, at any time for any reason. This also applies to any person or firm who represents the Company (such as consultants, agents, sales representatives, distributors or contractors).

It is especially important that we carefully monitor third parties acting on our behalf. We must always be sure to perform due diligence and know our business partners, and all those through whom we conduct our business. We must know who they are and what they are doing on our behalf. They must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions.

### **If you are ever offered or asked for a bribe**

Our on-the-spot reaction to requests for improper payments is critically important and must demonstrate our unequivocal commitment to the law and our policies. To that end, all Superior employees must remember:

- If you hear rumors of improper payments or red flags, report them immediately to the Legal Department or the Ethics Line.
- If you receive a request for an improper payment, you must:
  - Refuse to make the payment and explain that Superior does not make such payments;

- o Instruct any involved third parties that they are not authorized to make the payment on Superior’s behalf, and explain that Superior will immediately terminate its business relationship with them if the payment is made;
- o Make it clear that your refusals are absolute, and do not come with a “wink and a nod.”; and
- o Consult immediately with the Legal Department regarding next steps.

In order to comply with these laws, we may not bribe or attempt to bribe a foreign government official with anything of value – including money, gifts, favors, or entertainment – that may be seen as an attempt to influence an official’s actions or decisions, obtain or retain business, or acquire any sort of improper advantage.

### Key Definitions

- **Bribery** means giving or receiving undue reward (or offering to do so) to influence the behavior of someone in government or business in order to obtain business or financial or commercial advantage.
- **Facilitation payments** The U.S. Foreign Corrupt Practices Act allows companies to make facilitating payments, which are small sums paid to non-U.S. government officials to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or phone service. Nevertheless, these types of payments are not allowed at Superior. They are not only against our company policy, but such payments may also be illegal under local law.
- **Government official** include federal, state or local government employees, political candidates, political parties and officials, employees of businesses that are owned by a government, and employees.

The Foreign Corrupt Practices Act is complex, and the consequences for violating them are severe. Remember never to give anything of value, even something you think is nominal, to a government official. You must report any requests made by a foreign government official for money or anything of value.

### WHAT WOULD YOU DO?

*Franz often travels abroad for business. He needs to meet his numbers by the end of the month and the only way to accomplish this is to make a payment to a local official to facilitate the non-discretionary approval process. Can he make the payment?*

No. Superior does not allow facilitation payments. If you ever have any questions about bribery or the Foreign Corrupt Practices Act, seek guidance from the Legal Department.

## **ADDITIONAL INFORMATION**

This Code outlines the general conduct that is expected of employees and does not create an expressed or implied contract of employment. Additional policies referred to in the Code contain more detailed information, and the Company's local employee handbooks contain other policies not referenced in the Code. As an employee, you are expected to adhere to all of these policies and report any violations or suspected violations as set forth above and in any applicable individual policy. This Code and all the Company's policies will be administered consistent with all employment contracts, collective labor agreements, and applicable country, federal, state and local laws. Furthermore, none of the Company's policies are intended to or will be interpreted in a way that interferes with employees' rights to engage in concerted activity for mutual aid and protection, to cooperate with governmental agencies, or any other activity protected by law.