

Panasonic Corporation of North America

Supplier Code of Conduct

Panasonic Corporation of North America, including its unit companies, division companies, and subsidiaries, (Panasonic) holds itself to the highest ethical standards, which are embedded in the way we do business. The Panasonic Supplier Code of Conduct ("Supplier Code") contains principles to promote ethical conduct in the workplace, safe working conditions, the protection of sensitive information, the treatment of workers with respect and dignity, and responsible manufacturing processes. As used in this Supplier Code, "Supplier" refers to any entity providing products, people or services to Panasonic, including Panasonic subcontractors and agents, and where appropriate, also applies to the personnel of Supplier and its subcontractors and agents.

All Suppliers must operate in full compliance with the laws, rules and regulations of the jurisdictions (whether U.S. or otherwise) in which they operate or where they provide services to Panasonic. Where this Supplier Code sets higher standards than what the law provides, Panasonic expects Suppliers to adhere to such standards. This Supplier Code is not intended to create new or additional rights, or any additional Panasonic obligations, in favor of Suppliers, Supplier personnel, or any third parties. It supplements, but does not supersede, the contracts between Panasonic and the Supplier.

This Supplier Code is comprised of five sections: Section A specifies general standards of conduct for Panasonic's supply chain. Sections B, C and D outline standards for Labor, Health and Safety and the Environment, respectively. Section E outlines key elements of an acceptable process to manage compliance with this Supplier Code. Additionally, Section F states our expectation that Suppliers promptly report noncompliance and actively engage with our efforts to gain visibility into the supply chain, including how Suppliers are addressing compliance with this Supplier Code. **Finally, all Suppliers must answer the questions in the Supplier Ethics and Business Conduct questionnaire thoroughly and truthfully.**

SECTION A - ETHICS AND STANDARDS OF CONDUCT

Suppliers are expected to conduct business with integrity and mutual respect and to uphold the highest standards of ethics and behavior, including:

1) Business Integrity

All forms of illegal or inappropriate activity, including, but not limited to, corruption, misrepresentation, extortion, embezzlement or bribery, are strictly prohibited. Records prepared for Panasonic, including records of work time and expenses, must be accurate, truthful and complete, and must meet applicable standards and requirements.

2) International Business

Panasonic conducts business around the world in compliance with applicable laws and in consideration of both U.S. and local standards and customs, and in a manner that fosters Panasonic's reputation as a good company with which to do business. Suppliers must protect and uphold Panasonic's reputation. This includes, but is not limited to, full compliance with the U.S. Export Administration Act, the Export Administration Regulations, the Foreign Corrupt Practices Act and related international laws such as the U.K. Bribery Act. Suppliers must (a) transfer Panasonic products, services, equipment, information or knowledge across borders in a lawful manner, (b) only make proper and permissible payments to parties outside the U.S. and (c) only exchange business courtesies according to Panasonic standards and local law.

Suppliers may not source any goods or services for Panasonic from any entity known to be headquartered in, or owned or controlled by a national of Cuba, Iran, North Korea, Sudan or Syria, or of any other individual or entity identified on an applicable denied or restricted party list. Suppliers are also prohibited from providing Panasonic with goods originating from, transiting or shipping through, or even making a port stop in, irrespective of whether the goods are unloaded, any country subject to trade sanctions including Cuba, Iran, North Korea, Sudan or Syria.

3) Business Courtesies

Suppliers are expected to compete based on the merit of their products and services, not through gifts, entertainment or other business courtesies. Suppliers must not provide entertainment that could negatively impact Panasonic or harm its reputation. Suppliers must never provide gifts or entertainment intended to improperly influence any person's business judgment or that might create the appearance of undue influence. It is never permissible to give currency as a gift. When Suppliers team with Panasonic in providing goods and services to government entities within the U.S., or otherwise deal with governmental officials in connection with Panasonic matters, gifts or entertainment of any value are not permitted without Panasonic's express authorization.

4) Competition, Advertising and Marketing

Panasonic expects Suppliers to uphold fair business standards in advertising, sales and competition. If a Supplier, with Panasonic's prior written approval, engages in any advertising, marketing or promotional activities that reference or implicate Panasonic, its name, logo or services in any manner, such materials must be truthful and accurate, with clear and conspicuous disclosure of material terms and limitations of advertised offers.

5) Panasonic Property, Funds and Information

Suppliers must use all Panasonic property, including, but not limited to, equipment, funds, documents, electronic and written information and communications systems, with care and adherence to acceptable standards and Panasonic's rules and procedures. Suppliers are required to report any suspected or actual misuse, theft, vulnerability, improper exploitation, or sabotage of Panasonic property.

6) Alcohol and Drugs

Suppliers must not engage in any work for, or on behalf of, Panasonic, or in any fashion represent, or make any representations on behalf of Panasonic, while under the influence of alcohol or other substances that may impair the ability to work safely. In addition, Suppliers may not possess illegal drugs or controlled substances while on Panasonic premises or while conducting business with or for Panasonic. This prohibition does not include legally obtained medications used as directed by a licensed medical practitioner.

SECTION B – LABOR

Panasonic views it as a business imperative to uphold the human rights of workers by treating them with dignity and respect and we expect the same commitment from Suppliers. Accordingly, all participants in Panasonic's supply chain are expected to adhere to the following labor standards:

1) No Child Labor

Suppliers must not use child labor. The term "child" refers to any person under the age of 14, or under the applicable minimum age for completion of required education, or under the minimum age for employment in any particular country, whichever is the highest.

2) Only Voluntary Labor

Suppliers will not use forced labor of any type, including bonded, indentured or involuntary prison labor.

3) Freedom of Association and Collective Bargaining

Suppliers must comply with applicable laws and regulations governing the legal rights of their employees to join or not to join worker organizations, including trade unions, and the right to collectively bargain, if they choose to be represented.

4) Non-discrimination

Suppliers must not engage in discrimination on any basis prohibited by applicable/local law. Panasonic embraces diversity and equal opportunity as fundamental principles and key components of its corporate strategy. We strongly encourage that all Suppliers do the same.

5) Working Hours and Wages

Compensation paid to workers must comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. Employees should have the ability to earn fair wages, as determined by applicable local law. Suppliers are fully responsible for the quality, performance, behavior, supervision and protection of their personnel. Panasonic retains the right in its absolute discretion to require the removal of any individual from a Panasonic job site for any reason, including, for example, (a) if there is reasonable cause to believe a person is under the influence of alcohol, drugs or other substances that adversely affect that person's work or create a safety risk, (b) for commission of an illegal act, (c) for threatening or harassing the public or a Panasonic employee, or otherwise engaging in abusive or disruptive conduct, (d) for violation of a Panasonic policy, or (e) for performing an unsafe act.

SECTION C – HEALTH AND SAFETY

Suppliers must conform to all applicable health and safety laws and regulations, as well as applicable industry codes. Suppliers should have a program or mechanism(s) to enforce and monitor compliance with health and safety requirements. These programs or mechanisms should include at least the following elements:

1) Occupational Safety

Suppliers must be committed to the safety and health of their employees, and are to ensure that required training and applicable certifications of Supplier personnel have been completed prior to that individual initiating any work activity. Suppliers must have or subscribe to a written safety and health program. Suppliers are responsible for assuring that all workers are provided with a safe place to work and are qualified to perform their work functions safely. Each Supplier is responsible for controlling and addressing worker exposure to potential hazards by utilizing suitable means, e.g., design, engineering and administrative controls, preventative maintenance, training, work procedures and proper protective equipment.

2) Emergency Preparedness

Suppliers must have emergency plans and response procedures that implement all applicable laws and regulations regarding: (i) emergency preparedness, reporting and notification; (ii) evacuation procedures, training and drills; (iii) appropriate hazard detection and suppression equipment; and (iv) adequate exit facilities from job sites. Suppliers must ensure that Supplier personnel performing services in Panasonic facilities are aware of and comply with Panasonic emergency plans and response procedures for those facilities.

3) Occupational Injury and Illness

Suppliers must have procedures and systems to manage, track and report: (i) occupational injuries and illnesses; (ii) exposure of workers to chemical, biological and physical agents; and (iii) violations and fines from the Occupational Safety and Health Administration and/or corresponding local regulatory agencies. Such procedures and systems must implement all applicable laws and regulations, and include provisions to: (a) encourage worker reporting; (b) classify and record injury and illness cases; and (c) investigate cases and implement corrective actions.

SECTION D – ENVIRONMENTAL

Panasonic considers environmental responsibility integral to delivering world class services and solutions that create shareholder and community value. In meeting this responsibility, Panasonic looks beyond compliance with environmental laws by integrating environmental stewardship into its Supplier relationships. Panasonic expects Suppliers to demonstrate a commitment to responsible environmental stewardship, including:

1) Compliance with all Environmental Laws

Suppliers must comply with all applicable environmental laws and requirements, including those relating to: (i) obtaining and adhering to permits and approvals for the conduct of regulated activities; (ii) the management and disposal of hazardous materials; (iii) releases of contaminants to the air, soil and water; (iv) the use of pesticides; (v) the protection of natural resources, wildlife and wetlands; (vi) the prohibition or restriction of specific substances; and (vii) the recycling of materials and environmental claims.

2) Pollution Prevention and Resource Reduction

Suppliers must strive to eliminate or reduce waste of all types, including waste of water and energy. Reductions can be achieved by Suppliers using various means, such as modifying their production, maintenance or facility processes, practicing materials substitution and recycling and conserving their materials.

3) Environmental Consideration in Business Decision-making

Suppliers are to work with their own sub-suppliers to assess and address environmental and sustainability issues within their supply chains.

4) Assessment and Improvement of Environmental Practices

Suppliers are to implement environmental management systems and focus on continuously monitoring and improving their environmental performance.

SECTION E – COMPLIANCE MANAGEMENT PROCESS

Suppliers must manifest their commitment to implementation of the principles of this Supplier Code with an appropriate compliance management process. The management process must be designed to ensure ongoing compliance with applicable laws, regulations, and customer requirements related to Supplier operations and products; as well as conformance with this Supplier Code. The management process should support the continual identification and mitigation of operational risks related to this Supplier Code, and must ensure continual improvement and prompt corrective action. Suppliers should create and maintain appropriate documentation and records to track and ensure compliance with this Supplier Code. As a key element of managing compliance, Suppliers should have a process for communicating clear and accurate information about their sub-suppliers' own performance, practices, and expectations to its workers, other suppliers, and customers, including Panasonic. The compliance management process should include appropriate training programs for Supplier personnel.

SECTION F – REPORTING CONCERNS; ENGAGEMENT WITH PANASONIC

Suppliers must promptly report concerns and potential or actual violations of this Supplier Code. Suppliers should contact the Panasonic Hotline at 1-877-726-2847 or online at www.PanasonicHotline.com. Suppliers must provide reasonable assistance to any investigation by Panasonic of a violation of this Supplier Code. Suppliers must protect anyone who works for them, either as an employee or a contractor, from any form of retaliation for reporting suspected or actual violations in good faith.

We have designed the hotline to handle questions from any concerned party, including Suppliers and members of the public. We encourage **anyone** with a question or concern regarding this Supplier Code to contact us using the above methods. Your question or concern will be documented and submitted to Panasonic where an immediate assessment will occur to assure a prompt and effective response.

Panasonic reserves the right to review or audit Supplier's compliance with this Supplier Code. Suppliers are to promptly respond to requests for information from Panasonic, or a third party working on our behalf, regarding matters covered by this Supplier Code. These may include surveys, questionnaires, requests for supporting documentation and other measures intended to increase visibility into our supply chain.

Panasonic will incorporate ongoing Supplier Code compliance into its business relationships and procurement decisions. Violations of this Supplier Code will require the prompt establishment of corrective action plans or training, may affect Supplier's standing with Panasonic, may lead to disqualification from future opportunities with Panasonic, and may even result in the termination of the Supplier's business relationship with Panasonic.

Approved February 2018

Supplier Ethics & Business Conduct (To be Completed by Supplier)



Supplier Name:

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Business Owner's Name:

**Example – name of sole owner(s) for
a private business, name of parent
company for a conglomerate.

Defined Terms

Government Official	An employee of any government including employees of wholly or partially state-owned or controlled enterprises or of government-run police, military, or security forces, as well as officials or agents of public international organizations, or a family member of any of these individuals.
Sanctioned Country(ies)	"Sanctioned Country(ies)" includes Cuba, Iran, North Korea, Sudan and Syria.
Company	"Company" refers to the Supplier's company including its affiliates named above.

Supplier Compliance Questions

If you have any questions or uncertainty about the meaning of the Defined Terms, or the scope/meaning of the questions below, please seek immediate guidance from your Panasonic contact before proceeding further. Otherwise, Panasonic will assume you fully understand all questions. Suppliers must answer all questions thoroughly and truthfully.

1. Has the Company, its owners (including individuals and/or corporate entities/parent companies), principals, directors, agents, employees or subsidiaries/corporate affiliates (those that will provide goods/services to Panasonic) ever been under investigation, whether previously or currently, or prosecuted/fined, for corrupt practices pursuant to the US Foreign Corrupt Practices Act, UK Bribery Act, or any other anticorruption law; violation(s) of any import, export, export control, anti-boycott, or economic sanctions laws or regulations; fraud, tax evasion, money laundering or any other financial crime? If yes, please provide full details regarding the current and/or past investigation(s)/prosecution(s)/fine(s), including the name and contact information for a Supplier contact with whom we can discuss the matter further, if deemed necessary by Panasonic.

No	Yes	
	(provide details)	

2. Are any of the owners or employees of the company (a) related to any former or current Panasonic employee or (b) currently working with/for Panasonic? If so, please provide full details, including names and positions of the relevant Panasonic employee(s) and relationship.

No	Yes	
	(provide details)	

3. Are any of the owners or employees of the company (and/or their spouses and/or relatives (family members) considered to be a Government Official as defined above? If so, please provide names and positions of the relevant Government Official(s) and relationship to the company.

No	Yes	
	(provide details)	

4. Are any of the owners or employees of the company (a) nationals of any Sanctioned Country, or (b) do they have any direct or indirect business interests in any Sanctioned Country? If the answer to (a) is yes, please state which persons are nationals of which countries. If the answer to (b) is yes, please state (b1) which persons have direct or indirect business interests, (b2) in which countries (b3) what kind of business interests they have in the countries listed in (b2), and (b4) whether those business interests in the countries listed in (b2) account for the majority of the owner's and/or employee's total business interests.

No	Yes	
	(provide details)	



5. Are any goods (or components of these goods) sourced from any Sanctioned Countries? If so, please state from which countries.

No	Yes	
	(provide details)	

6. Are any of the goods, including technology and/or software, being considered by Panasonic for purchase from the Supplier subject to any import, export or export control licensing requirements? If yes, please explain those requirements in detail and identify the country to which those requirements belong.

No	Yes	
	(provide details)	

By signing below, you acknowledge you have reviewed, and agree to comply with, Panasonic's Supplier Code of Conduct, and that you have answered these six Supplier Ethics and Business Conduct questions truthfully.

Name and Position of person completing this form on Supplier's behalf:	Name (PRINT)	Position
	Signature	Date