

Supplier Code of Conduct

Preamble

Alliance Tire Europe B.V. is a fully owned subsidiary of Yokohama Off-Highway Tires K.K., Japan (“YOHT K.K.”). YOHT K.K., is a fully owned subsidiary of The Yokohama Rubber Co. Ltd., Japan. YOHT K.K. is based in Japan, with subsidiaries in strategically important locations worldwide. YOHT K.K. and its subsidiaries are jointly referred to as Yokohama Off-Highway Tires (YOHT).

At YOHT we believe that operating in a socially responsible, ethical manner in compliance with laws of those countries in which we operate is fundamental to our long-term success.

Our values and principles are incorporated within this Supplier Code of Conduct. We seek to build mutually beneficial working relationships with our suppliers and are able to demonstrate alignment with the standards contained in this Supplier Code of Conduct. Therefore, all the suppliers are expected to review and fully understand the content of this Supplier Code of Conduct and are required to comply with it while providing the products and/or rendering the services to us. We also expect our suppliers to inform and educate their employees, suppliers about these values and principles.

Objective

YOHT is committed to conduct its business operations in an ethical, legal, safe, environmentally and socially responsible manner. This Supplier Code of Conduct is made with the intent to make YOHT’s suppliers share this commitment and consistently meet the same in order to do or continue to do business with YOHT.

Scope

This Supplier Code of Conduct is applicable for the existing and potential YOHT suppliers worldwide. YOHT’s suppliers include vendors, manufacturers, contractors and sub-contractors registered with YOHT and seeking to provide goods, services or personnel (including consultants) to YOHT or all other parties with whom YOHT’s suppliers may contract on YOHT’s behalf (hereinafter collectively referred to as “YOHT Suppliers”).

Coverage

1. Compliance of Applicable Laws and Regulations

All the YOHT Suppliers must comply with any and all the applicable laws, rules and legal regulations in the countries in which they operate and must maintain a system to monitor these compliances with such laws, rules and legal regulations. YOHT Suppliers shall ensure that their business practices are in accordance with all applicable laws and regulations in the countries in which they operate. These include,

but are not limited to, labour and tax laws, laws addressing bribery and corruption, and laws addressing the preservation of health, safety and the environment.

2. Environment Sustainability and Responsibility

YOHT's objective is to reduce the impact of its business operations on the environment, and to produce more sustainable products for its customers. YOHT aims to ensure a sustainable future for its business, and for the communities in which it operates.

YOHT Suppliers shall:

- seek to avoid, minimize, mitigate negative impact on the environment and proactively manage risks;
- make minimum use of natural resources;
- comply with all applicable environmental legislation;
- Implement and maintain an appropriate environmental management system which is at least comparable to the ISO 14001 standards;
- provide healthy and safe working environment to its resources;
- support YOHT's own implementation and maintenance of the ISO 14001 standards;
- manage hazardous material in line with the applicable laws, regulations, standards and best practice;
- train their employees and provide the necessary resources to make them aware of their personal environmental responsibilities in protecting the environment;
- encourage the development of production and supply chain processes to promote sustainable development, reduce pollution, protect the environment, increase recycling and reduce waste; and
- be responsible for managing and reducing the environmental impacts of outsourced processes and services.

3. Ethical Business Practices

YOHT Suppliers shall conduct their business operations ethically and are expected to conform to these requirements in each of the following areas:

a. Non- Discrimination and Non-Harassment

One of the YOHT's core objectives is to maintain a work environment in which each employee can achieve his or her full potential without being impeded by discrimination or harassment based on race, gender, national origin, age, religion, sexual orientation, genetic information, disability or any other status or characteristic that is protected by law.

YOHT is committed to maintain an ethical and transparent supply chain free of forced labour, slave labour, prison labour and human trafficking. It is the right of all people to receive fair, equal and non-discriminatory consideration in access to, and the processes of, employment.

YOHT Suppliers must:

- guarantee an individual's free choice of employment;
- respect employee freedom of association and the right to collective bargaining;
- not use child labour (worker must fulfill the minimum age for eligibility to employment. In any case it shall never be less than 15 years);
- not to engage any resource below the age of 18, to do hazardous work;
- not make any discrimination on the basis of race, colour, sex, religion, political opinion, national extraction or social origin;
- ensure working hours are not excessive;
- provide safe and hygienic working environment;
- not make any harsh or inhumane treatment; and
- only employ individuals which have the legal authorisation to work.

b. Trade Practices and Sourcing of materials/services

YOHT Suppliers shall not engage in any kind of collusive bidding, price discrimination anti-competitive or other unfair trade practices and should rather promote vigorous, open, honest and fair competition and to conduct business in accordance with all applicable anti-competition or anti-trust law and regulations.

YOHT Suppliers shall source goods or services from parties that meet, as a minimum, country or origin standards for health and safety, working hours, pay, employment conditions and environmental protection.

YOHT Suppliers shall source raw materials and ensure that their suppliers source raw materials in compliance with all applicable conflict minerals regulations.

c. Relationships and Communications

YOHT is committed to conduct its business operations fairly, honestly and with integrity. YOHT Suppliers and their personnel shall avoid even the appearance of unethical or compromising practices in relationships, actions or communications with regard to existing or proposed business relationships with YOHT.

YOHT Suppliers shall not encourage or utilize current or former YOHT employees to disclose or provide any confidential, proprietary, or other restricted business information obtained while in YOHT's service to influence YOHT's existing or proposed commercial transactions for the purpose of gaining a commercial advantage or to otherwise damage YOHT's interests.

YOHT will take the necessary measures to detect any such improper business practices and will take appropriate action against current or former employees and any YOHT Supplier who violate these restrictions. YOHT Suppliers shall be expected to cooperate with YOHT's investigations and provide reasonable assistance as requested.

d. Bribery and Corruption

YOHT has a zero tolerance for bribery and corruption. YOHT does not tolerate any form of bribery and corruption and YOHT requires the officers and employees of all YOHT Suppliers to act in line with this principle. YOHT will not offer, give or receive, either directly or through any third party, any financial or other advantage to obtain new business, retain existing business or take any other unfair advantage and will not permit any other party to do so.

YOHT Suppliers:

- should never carry out and actively prevent the offering, promising or giving and the requesting, agreeing to receive or accepting of anything that could be construed as a bribe by any person associated with them (bribe being an offer or receipt of something of value as an inducement or reward for improper performance or acting not in good faith or with impartiality in connection with a function or activity and in relation to the performance of a function or activity not subject to the laws of India or any local custom or practice is not to be considered unless the same is allowed by the law of the country or territory concerned);
- shall prevent the payment of facilitation or 'grease' payments made to secure or speed up routine actions where these are not permitted by the written law of the territory in question and only make such payments where a formal receipt or written confirmation of its legality can be obtained. If, however, the demand is accompanied by immediate threat of physical harm then safety should always be a priority;
- should promote honesty and integrity in their business conduct including through training of staff;
- should never conceal or fail to record accurately and completely the true nature of its activities as a Suppliers to YOHT;
- shall not pay any funds, provide any assets or services, promise for payment or otherwise disperse as bribes, "kickbacks" or other payments designed to influence or compromise the conduct of YOHT or its representatives;
- shall ensure that it is in compliance with the US Foreign Corrupt Practices Act, 1977 ('FCPA'), UK Bribery Act and similar anti-bribery laws including, without limitation, the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and the United Nations Convention Against Corruption (wherever applicable) and shall also ensure not to involve in any activity/transaction which trigger breach of its obligations under FCPA, UK Bribery Act or similar anti-bribery laws including the OECD Convention (wherever applicable);
- shall never pursue business that requires them or us to engage in unethical or illegal activity including extortion, fraud, deception, collusion, cartels, theft and money laundering; and
- notify YOHT immediately of any incidents of bribery and any suspicions about bribery and corruption that relate to YOHT's business, including but not limited to the following:
 - if they become aware that any of its directors, officers or employees act in the capacity of a public official where this could be relevant to their relationship with YOHT; and/or
 - if they become aware that any of its directors, officers or employees have a relationship with any YOHT representative that could result in a conflict of interest; and/or

- if they consider any demands or requests received from any YOHT representative to be improper or inappropriate; and/or
- if any request for a facilitation payment is made.

e. Gifts, Gratuities and Hospitality

The YOHT Suppliers and their personnel shall not offer or receive to/from YOHT or its personnel gifts, gratuities or hospitality unless it complies with the Gift Policy of YOHT, as amended from time to time.

For the avoidance of any doubt, YOHT pays for its employees business expenses, Suppliers are not required or requested to incur or reimburse business expenses for YOHT employees.

f. Sanctions

YOHT Suppliers confirms that neither it nor any of its subsidiaries nor, to the knowledge of them, any director, officer, agent, employee or affiliate of it is:

- subject to any economic or financial sanctions or trade embargoes imposed, administered or enforced from time to time by an authority, including but not limited to, the U.S. government, the U.S. Office of Foreign Assets Control, the United Nations Security Council, the Ministry of Finance Japan, the Monetary Authority of Singapore, the European Union or a member state of the European Union, each authority as amended, supplemented or substituted from time to time. (collectively “**Sanctions**”);
- located in a country which is subject to Sanctions; and
- using the fees or other monies as received from YOHT under the purchase order or contract for any business activities that are prohibited under the Sanctions, or lending, contributing or otherwise making available such fees or other monies to, any subsidiary, joint venture partner or any other person which is subject to Sanctions or located in a Sanctioned Country.

YOHT Suppliers are expected to inform YOHT of any specific sanctions or export controls that relate to their supplies to YOHT.

4. Confidentiality and Data Protection

YOHT Suppliers shall comply with all the applicable laws relating to confidentiality, data protection (including but not limited to personal data. A respect for confidentiality builds and develops trust. It allows for the free flow of information and enables a successful collaborative partnership.

YOHT Suppliers must:

- ensure that confidential business information or trade secrets gained by virtue of the business activities with YOHT is held in strict confidence and not improperly used or disclosed to third parties;
- protect confidential information against improper disclosure when it is received, stored, transmitted or disposed of;
- protect and secure YOHT intellectual property;

- restrict access to confidential information;
- raise any concerns regarding disclosure with YOHT prior to releasing information to third parties.
- Not use the YOHT brand in their promotional or business activities without obtaining prior written permission from YOHT; and
- upon request, return any information or data shared by YOHT and not to keep any local copies.

Compliance with the Code of Conduct

YOHT Suppliers should do periodic internal reviews and inspections to ensure their compliance with this Supplier Code of Conduct and its applicable requirements. If an YOHT Supplier identifies areas of non-compliance, then such YOHT Supplier must immediately notify YOHT by writing to compliance@yokohama-atg.com, as to its plans to remedy such non-compliance.

Also YOHT or its designated representatives may engage in periodic checking to confirm YOHT Suppliers' compliance with this Supplier Code of Conduct, including on-site inspections of facilities, use of questionnaires, review of publicly available information, or other measures necessary to assess YOHT Suppliers performance and compliance. The YOHT Supplier performance assessment will be used as a factor in the selection of bidders, or restrict YOHT Supplier access to new YOHT business opportunities.

YOHT Suppliers shall ensure that the contents and requirements of this YOHT Supplier Code of Conduct are communicated and understood by their personnel working on or in support of YOHT business. YOHT Suppliers will be held responsible for the conduct and actions of their personnel.

Reporting of unethical behaviour

YOHT Suppliers shall immediately report to YOHT any request or order made by YOHT employee which is illegal or unethical or against this Supplier Code of Conduct by writing to protecteddisclosure@yokohama-atg.com.

Disclaimer

The statements and requirements stated in this Supplier Code of Conduct are a general statement of YOHT's expectations and requirements with respect to YOHT's suppliers. This Supplier Code of Conduct should not be construed in any way to be in lieu of, but should be considered to be in addition to, any obligations of YOHT Supplier as mentioned in: a) requests for proposals, invitations to bid or other solicitation documents, or b) agreement by and between YOHT and the YOHT Supplier.

In the event of any conflict between this Supplier Code of Conduct and any agreements executed between YOHT and the YOHT Supplier, the terms of such executed agreements shall prevail. The requirements of this Supplier Code of Conduct are not subject to waiver.

Miscellaneous

YOHT requires all its Suppliers to acknowledge and agree to abide by this Supplier Code of Conduct. YOHT reserves the right to amend this Supplier Code of Conduct from time to time and the YOHT Supplier shall refer to the latest versions on www.yokohama-atg.com.

YOHT will request its Suppliers to acknowledge and confirm the YOHT Supplier Code of Conduct. The YOHT Suppliers acknowledgement to YOHT Supplier Code of Conduct is a pre-requisite before issuance of any Purchase Order or execution of any Contract with the YOHT Supplier.