

## **MAYDAY MANUFACTURING** **VENDOR CODE OF CONDUCT**

This Vendor Code of Conduct sets out certain minimum standards of conduct and business practices required of the vendors, suppliers, representatives, agents, subcontractors and business partners ("Vendors") of Mayday Manufacturing and its subsidiaries ("Mayday Manufacturing").

Mayday Manufacturing realizes that its Vendors are independent entities. However, a Vendor's conduct may reflect upon, and in some cases may directly affect, Mayday Manufacturing and its business reputation. Therefore, Mayday Manufacturing expects its Vendors to adhere to generally accepted standards of business conduct and to carry on their businesses in ways which reflect the spirit as well as the letter of applicable laws, and to require that the Vendors' own employees, agents and subcontractors ("Representatives") do the same.

The provisions of this Vendor Code of Conduct are only minimum requirements, and they supplement and do not replace any specific obligations under any contract between Mayday Manufacturing and a Vendor. In the event that a Vendor believes there is any conflict between this Vendor Code of Conduct and a particular contract with Mayday Manufacturing or any other obligation of the Vendor, the Vendor should promptly notify Mayday Manufacturing as provided under "Reporting of Questionable Behavior or Suspected Violations," below.

### **LEGAL AND REGULATORY COMPLIANCE PRACTICES**

Vendors must comply with all laws and regulatory requirements applicable to their businesses, and require that their Representatives do the same.

In particular, and without limitation, Vendors and their Representatives shall:

- Comply with the anti-corruption laws of the countries in which they do business, including without limitation the United States Foreign Corrupt Practices Act and the United Kingdom Bribery Act 2010, and not make any direct or indirect payment, offer or promise of money or other thing of value to any foreign government official for the purpose of obtaining or retaining business.
- Not make any direct or indirect payment, offer or promise to any other person for the purpose of improperly obtaining or retaining business.
- Comply with applicable trade control and anti-boycott laws as well as all export, re-export and import requirements governing Mayday Manufacturing's products.
- Comply with antitrust and fair competition laws that govern the jurisdictions in which they conduct business.
- Comply with applicable environmental, health and safety laws and regulations.
- Create, retain, safeguard and dispose of their business records in full compliance with all legal, contractual and regulatory requirements.
- Be honest, direct and truthful in discussions with regulatory agency representatives and government officials.

### **Business Practices**

Beyond complying with applicable legal and regulatory requirements, Vendors must conduct their business activities with integrity and in accordance with the highest standards of business conduct, and require that their Representatives do the same. Vendors should be aware of the specific standards of conduct expected of Mayday Manufacturing's employees, as set forth in ESCO's Code of Business Conduct and Ethics (posted on ESCO's website), and must not induce or attempt to induce any Mayday Manufacturing employee to do anything which would violate that Code.

In particular and without limitation, Vendors and their Representatives shall:

- Act in a professional manner at all times while on Mayday Manufacturing premises or while acting on its behalf.
- Avoid engaging in or giving the appearance of a conflict of interest in dealing with Mayday Manufacturing employees.
- Not give or promise any gift of more than nominal value to any government employee.
- Not give or promise any gift, or provide any meals or entertainment, to any government employee or other person which is in excess of normal industry policies or practices in the locality or is for the purpose of obtaining an improper or unearned business advantage either for Vendor or Mayday Manufacturing.
- Never give or promise a gift of cash. Not offer any bribe, kickback or other incentive to any Mayday Manufacturing employee or representative. A Vendor who receives a solicitation of such an offer must report it to Mayday Manufacturing as provided under "Reporting of Questionable Behavior or Suspected Violations," below.
- Not buy or sell ESCO's stock while in possession of information about ESCO that is not generally available to the investing public and that could influence an investor's decision to buy or sell stock.
- Observe and respect Mayday Manufacturing's intellectual property ownership rights including but not limited to copyrights, trademarks and trade secrets; and use any non-public information provided by Mayday Manufacturing only for authorized Mayday Manufacturing -related business purposes.
- Honestly and accurately bill for products and services in accordance with the applicable contract or purchase order.
- Not speak to the media or post public statements about Mayday Manufacturing or its business unless expressly authorized to do so in writing by a senior officer of Mayday Manufacturing.

### **Employment Practices**

Vendors are expected to share Mayday Manufacturing's commitment to human rights and equal opportunity in the workplace. Vendors must conduct their employment practices in full compliance with all applicable laws and regulations in all of their global locations, and shall require that their Representatives do the same.

In particular and without limitation, Vendors and their Representatives shall:

- Carry on their businesses without unlawful discrimination, maintain workplaces free from sexual or other harassment, and prohibit physical or verbal abuse of employees.
- Provide safe and healthy work environments and fully comply with all applicable safety and health laws, regulations and practices.
- Prohibit the use, possession, distribution or sale of illegal drugs while on Mayday Manufacturing property or on Mayday Manufacturing related business.
- Not use involuntary or forced labor, such as indentured labor, bonded labor or prison labor.
- Comply with all applicable minimum working age laws and not utilize child labor in any event.
- Comply with all applicable laws governing compensation, overtime, working hours and working conditions.

**No Creation of Third Party Rights**

This Vendor Code of Conduct does not confer any rights on third parties. No Vendor or Representative will have any rights against Mayday Manufacturing by virtue of this Code of Conduct, the interpretation and enforcement of which is in Mayday Manufacturing's sole discretion.

**Reporting of Questionable Behavior or Suspected Violations**

Vendors may raise any questions or concerns regarding this Vendor Code of Conduct with their primary Mayday Manufacturing business contact or with the Ethics Officer for the ESCO whichever they have their primary business relationship. Any suspected misconduct should be reported to such Ethics Officer, or alternatively, to any of the following ESCO officials:

Corporate Ethics Official, Attn: V.P. Human Resources, ESCO Technologies Inc., 9900A Clayton Road, St. Louis, MO 63124  
Phone: (314) 213-7226;  
E-mail: [corporateethicsofficial@escotechnologies.com](mailto:corporateethicsofficial@escotechnologies.com)

General Counsel, ESCO Technologies Inc., 9900A Clayton Road, St. Louis, MO 63124  
Phone: (314) 213-7217  
E-mail: [escolegal@escotechnologies.com](mailto:escolegal@escotechnologies.com)

Ombudsman, ESCO Technologies Inc., 9900A Clayton Road, St. Louis, MO 63124  
Phone (U.S. only): Ombudsman Hotline at (800) 272-0872  
E-mail: [Ombudsman@escotechnologies.com](mailto:Ombudsman@escotechnologies.com)

Suspected misconduct may be reported anonymously. The identity of any person asking questions, raising concerns or reporting suspected misconduct will be safeguarded to the extent reasonably possible. Questions or reports submitted in a language other than English should be in written form.

**No Retribution or Retaliation**

Mayday Manufacturing will not tolerate any retribution or retaliation taken against any individual who has, in good faith, raised questions or sought out advice, or who has reported questionable behavior or a possible violation.

**Receipt and Agreement**

The undersigned Vendor acknowledges receipt of a copy of this Vendor Code of Conduct and agrees to comply with its provisions in the course of its business relationship with Mayday Manufacturing.

Vendor: \_\_\_\_\_  
(Print)

By: \_\_\_\_\_  
(Signature)