

J M SMITH CORPORATION SUPPLIER & VENDOR CODE OF CONDUCT

General Standard

The J M Smith Corporation, to include all operating divisions and subsidiaries, collectively, the J M Smith Corporation (JMS), takes pride in having promulgated a comprehensive Code of Conduct and Ethics for our employees. We believe in adhering to the highest ethical standards in the conduct of our business. We also trust that our various suppliers and vendors do as well.

As we have grown and as we continue to grow, we believe that it is appropriate for us to state our expectations for suppliers and vendors and to provide for transparency in our business relationship.

Expectations

1. Legal Requirements. We expect that all JMS suppliers and vendors will comply with all applicable federal, state, and local laws and regulations.
2. Limitation on Business Gifts and Gratuities. J M Smith employees, officers and director will never give or solicit a gift or entertainment as a *quid pro quo*, or condition, of doing business. It is impermissible, and may be unlawful, to give or to promise anything of value for the purpose of influencing a business transaction. Common business courtesies and merchandise or gifts of nominal value for some special occasion, for example, during the Christmas holiday season are generally not problematic but may never be solicited.
3. Equal Opportunity Employment. JMS prohibits discriminatory treatment on the basis of race, color, religion, sex, national origin, age, disability, genetic information, veteran status or any other characteristic protected by law. We expect that our suppliers and vendors will adhere to the same or to a substantially similar policy.
4. Harassment-Free Workplace. JMS believes in providing and maintaining a respectful workplace, and one that is free from discrimination, intimidation or harassment. What we mean by harassment is epithets, slurs and negative stereotyping, whether such defamatory comments are written or in other graphic content, that have as a basis an individual's race, color, religion, sex, national origin, age, disability, genetic information, veteran status or any other characteristic protected by law. Prohibited harassment also includes sexual harassment, as defined by the EEOC, where submission to such prohibited conduct is a term or condition of employment or the conduct interferes unreasonably with an individual's work performance by creating a hostile, offensive, or intimidating work environment.
5. Wages and Benefits. JMS's intention is to do business with suppliers and providers who comply with statutory and regulatory requirements pertaining to the payment of minimum wages, and compliance with the US Department of Labor's standards on restrictions on child labor and payment of overtime.

6. Health and Safety. We believe that facilities where goods are provided for a JM Smith division or enterprise should be a safe and healthy for the employees who work in such facilities.
7. Environment. We believe in minimizing our environmental footprint wherever possible, and seek to work with vendors and suppliers who share this belief and who put it into practice.
8. Confidentiality. J M Smith suppliers and vendors are asked to keep our business arrangements – including pricing and marketing information – confidential. Such information should not be disclosed to third parties without the prior written consent of J M Smith unless compelled to do so by a court of competent jurisdiction.
9. Human Rights. We know that we live and work in a globalized economy. And we appreciate the reality that some of our suppliers and vendors may, in turn, have relationships in lesser developed countries. In certain lesser developed countries, labor practices and working conditions may be significantly different from those in general application in the United States. J M Smith will not transact or renew business with a supplier or vendor who knowingly permits certain practices to be followed in a country of origin where the vendor or supplier may have a business relationship, regardless of whether or not such practices are either tolerated or are otherwise permissible. Those practices are: forced, indentured, prisoner or slave labor; tolerance of the use of corporal (physical) punishment or mental coercion; child labor; physically hazardous or unsafe working conditions; any other violation of basic human rights as defined in the Universal Declaration of Human Rights by the United Nations (1948).
10. Reporting and Non-Retaliation. J M Smith employees have a duty not only to comply with our ethics guidelines, but to report violations. Violations may be reported to a manager, vice president, human resources manager or director, the president of a business unit, or to a third party ethics hotline. We do not permit retaliation against an employee who, in good faith, brings forward information believed to be truthful on an issue or situation that violates our high ethical standards. Our expectation is that our vendors and suppliers will follow a substantially similar policy.

Transparency. Should we develop reliable information of a problem or issue pertaining to the Supplier and Vendor Code of Conduct, we will follow up with you for fact finding and resolution. Should you develop information pertaining to a possible breach of ethics by a JM Smith employee, you are asked to report such information to:

Compliance Officer
The JM Smith Corporation
101 West St. John Street, Suite 305
Spartanburg, South Carolina 29306

Alternatively, your representative may contact the Network, a third party hotline attended 24/7, at 888-226-6810.