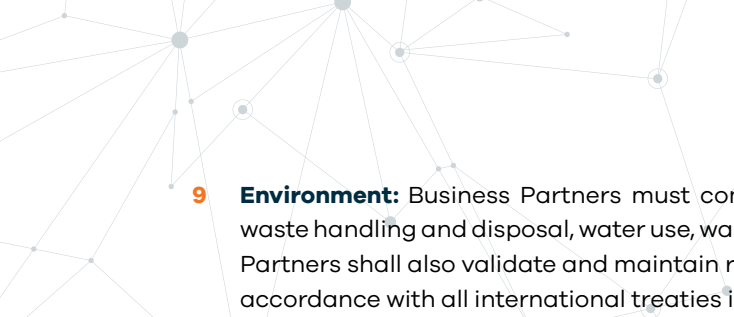


Brain Corporation Business Partner Code of Conduct

Brain Corporation (“Brain”) is built upon a foundation of strong corporate values and ethical business practices. This Business Partner Code of Conduct (“Code of Conduct”) describes Brain’s expectations of all organizations, including their respective employees, contractors, and subcontractors who have entered into a business or contractual relationship with Brain to provide services, goods, functions, or activities (each a “Business Partner”). Brain and its Business Partners must be committed to the highest standards of ethical conduct when dealing with employees, suppliers, and end customers. This Code of Conduct sets forth the basic requirements that all Business Partners must comply with in order to do business with Brain. Brain reserves the right to reasonably change the requirements of the Code of Conduct and, in such an event, expects the Business Partner to accept such reasonable changes.

- 1 **Forced Labor:** Employment with a Business Partner should be an expression of free choice and there may be no forced, bonded, or involuntary labor. Business Partners should allow workers to discontinue employment upon reasonable notice. Business Partners must provide their employees with an environment respectful of their fundamental human rights. Upon hiring, Business Partners should provide employees with a code of conduct in their native language. Employee’s personal documents, such as an ID card or passport, must not be kept by the Business Partner.
- 2 **Child Labor:** Child labor is strictly prohibited. The minimum age for employment shall be the higher of 16 years of age or the minimum age for employment in the location where the goods or services are being provided.
- 3 **Compensation:** Business Partners shall pay all employees at least the minimum wage and benefits required by applicable laws and regulations. Employees shall be compensated for overtime hours at the premium rate required by applicable laws and regulations. Business Partners must follow all applicable local laws, regulations, standards, and conditions concerning working hours for all employees.
- 4 **Freedom of Association:** Business Partners must respect the rights of all employees to lawfully associate or not to associate with groups of their choosing, as long as such groups are permitted by law. Business Partners should not unlawfully interfere with, obstruct or prevent legitimate, lawful employee associations and related activities.
- 5 **Lawful Employment:** Business Partners shall, prior to employing any worker, validate and review all relevant documentation to ensure that such worker has the legal right to work in that jurisdiction.
- 6 **Diversity and Non-Discrimination:** Business Partners shall not illegally discriminate on the basis of age, gender, gender identity, race, sexual orientation, perceived disability, national, cultural, religion, or personal beliefs. Business Partners are expected to treat people with respect, encourage diversity, and foster an inclusive and ethical culture.
- 7 **Compliance with Laws and Brain’s Policies:** Business Partners must fully comply with all applicable laws, regulations, as well as Brain’s policies. To the extent that Brain’s policies impose a higher standard than what is required by applicable laws and regulations on its Business Partners, such higher standards will prevail.
- 8 **Health and Safety:** Business Partners shall provide all workers with a safe work environment, appropriate personal protective equipment, workplace health and safety information, and training.

- 
- 9 **Environment:** Business Partners must comply with all environmental laws applicable to air emissions, waste handling and disposal, water use, wastewater discharges, hazardous and toxic substances. Business Partners shall also validate and maintain records demonstrating that source materials were harvested in accordance with all international treaties in addition to national and local laws.
 - 10 **Sustainability:** Business Partners shall comply with all applicable laws and regulations relating to the impact of their business on the environment. Compliance with environmental law shall include any applicable local laws affecting the source of materials and processes in the relationship with Brain.
 - 11 **Conflicts of Interest:** Business Partners shall not engage in any activity with an employee of Brain which could create a real or perceived conflict of interest.
 - 12 **Anti-Corruption:** Brain is committed to conducting its business free from extortion, bribery, unlawfulness, unethical behavior, or fraudulent activity. Business Partners must not offer, give, promise or authorize any bribe, gift, loan, fee, reward or other advantage to any government official or employee, any customer, any Brain employee or any other person to obtain any business advantage or improperly influence any action or decision. Business Partners must comply with all applicable international anti-corruption laws and regulations, including the U.S. Foreign Corrupt Practices Act. Business Partners must maintain integrity, transparency and accuracy in all records of matters relating to their business with Brain.
 - 13 **Trade Compliance:** Business Partners shall comply with applicable trade controls, including export, re-export, and import laws, regulations, and standards.
 - 14 **Confidentiality, Security, Intellectual Property:** Business Partners are expected to maintain the confidentiality of information entrusted to them by Brain or its customers and have the appropriate technical and organizational security measures in place to protect our confidential information. During the course of performing business functions, Business Partners may receive access to data that is requiring adherence to specific security standards. If this occurs, the Business Partner will be made aware of the additional obligations required for safe handling of such data. Business Partners must respect and protect Brain's intellectual property rights and maintain the confidentiality of trade secrets and other Brain's proprietary information that includes any information that is nonpublic or not easily obtained or determined. Further, Business Partners may only use Brain's intellectual property, such as copyrights and trademarks, in a manner only permitted by Brain, and shall not use stolen or misappropriated technology.
 - 15 **Publicity:** Business Partners shall not issue any press releases, advertising, or any public announcement regarding its relationship with Brain, or use any of Brain's names, trade names, or logos unless Brain has provided written authorization to Business Partner.

Brain may audit compliance with this Code of Conduct or appoint a third-party to conduct an audit. Any violations will be reported to Brain's Compliance team for attention and, if appropriate, corrective action. Business Partners must maintain all documents to demonstrate compliance with this Code of Conduct and shall make such documents available to Brain upon reasonable request. It is the intention of Brain to discontinue its relationship with any Business Partner who does not comply with this Code of Conduct or, upon discovery of noncompliance, does not commit to a specific plan to achieve compliance. Business Partners and other stakeholders may report suspected violations of these standards by sending an email to Legal@Braincorp.com.

