

SUPPLIER CODE OF CONDUCT

This document sets out the Supplier Code of Conduct which forms a part of the attached Agreement:

CODE OF CONDUCT FOR DOING BUSINESS WITH CORMETECH

This Code applies to people and companies (collectively, “Suppliers”) that do business with Cormetech Incorporated. Suppliers will comply with this Code in all aspects of their operations that relate to their business with Cormetech. Supplier companies will ensure that their employees comply with this Code in all of their activities related to Supplier’s business with Cormetech.

A. ETHICS

1) Business Integrity

Supplier shall maintain the highest standards of integrity in all interactions with Cormetech. Any and all forms of corruption, extortion and embezzlement are strictly prohibited. Supplier shall not take unfair advantage of Cormetech or anyone else through abuse of privileged or proprietary information, misrepresentation of material facts or any other unfair or dishonest practices. Any violation of this standard may result in immediate contract termination and legal actions.

2) No Improper Advantage

Bribes or other means of obtaining undue or improper advantage shall not be offered or accepted by Supplier. Supplier shall not offer any Cormetech employee any gifts, payments, fees, services, discounts, valued privileges or other favors where these would, or might appear to, improperly influence the employee in performing his or her duties for Cormetech. Cormetech employees can be offered common courtesies normally associated with accepted business practices, so long as these are offered openly and not in a form that could be construed as a bribe, payoff or secret compensation. The use of bribes, secret compensation or kickbacks is improper and may result in immediate contract termination and legal actions.

3) Charitable Contributions

Cormetech’s business choices of its suppliers are based solely upon bid prices, quality and ability and availability to do the work. These choices are not influenced by a Supplier’s giving or not giving to any particular charity. Cormetech does not solicit charitable donations from other companies or suppliers. Cormetech employees are prohibited from requesting that Suppliers make charitable donations by implying that such donations may affect their business or future with Cormetech. Supplier shall refuse any such requests for donations.

4) Other Conflicts of Interest

Cormetech employees and their family members may not serve as officers, directors, employees, agents or consultants of a Supplier, except with the consent of Cormetech Corporate Purchasing Manager.

5) Disclosure of Information

Information regarding business activities, structure, financial situation and performance is to be disclosed in accordance with applicable regulations and prevailing industry

practices. The privacy of data regarding Supplier and Cormetech employees will be respected in accordance with applicable laws.

6) Intellectual Property

Intellectual property rights are to be respected. Supplier shall maintain procedures that reasonably ensure that Cormetech confidential information will not be improperly used or disclosed.

7) Fair Competition

Supplier shall comply with antitrust laws applicable to its business activities.

Accordingly, with regard to any business with Cormetech, Supplier shall not: enter into any agreement, understanding or plan (written or oral) with any of its competitors with regard to price, terms or conditions of sale, production, distribution, territories or customers; or exchange or discuss with any of its competitors pricing, marketing plans, manufacturing costs or other competitive information. Suppliers that violate these laws face immediate contract termination and legal prosecution.

B. LABOR

1) Humane Labor Conditions

Forced, bonded or indentured labor or involuntary prison labor is not to be used.

All work will be voluntary, and workers should be free to leave upon reasonable notice. There is to be no inhumane treatment, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers: nor is there to be the threat of any such treatment. Child labor is not to be used. Workweeks are not to exceed the maximum set by local law.

2) Wages and Benefits

Compensation paid to workers shall comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. In compliance with local laws, workers shall be compensated for overtime. Deductions from wages as a disciplinary measure shall not be permitted. Workers will be informed of all deductions from their pay.

3) Non-Discrimination

Supplier shall be committed to a workforce free of harassment and unlawful discrimination. Supplier shall not engage in discrimination based on race, color, age, gender, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, or marital status in hiring and employment practices such as promotions, rewards, and access to training.

C. HEALTH and SAFETY

1) Safety

Worker exposure to potential safety hazards (e.g., electrical and other energy sources, fire, vehicle, and fall hazards) are to be controlled through proper design, engineering and administrative controls, preventative maintenance and safe work procedures (including lockout/tagout). Where hazards cannot be adequately controlled by these means, workers are to be provided with appropriate personal protective equipment. Workers shall not be disciplined for raising safety concerns. Supplier, at its operations, will identify potential emergency situations and implement emergency plans and response procedures.

2) Occupational Injury and Illness

Procedures and systems are to be in place to manage, track and report occupational injury and illness, in accordance with applicable laws and standards.

3) Industrial Hygiene

Worker exposure to hazardous chemical, biological and physical agents is to be identified, evaluated, and controlled. When these hazards cannot be adequately controlled by engineering and administrative means, workers are to be provided with appropriate personal protective equipment.

4) Physically Demanding Work

Worker exposure to physically demanding tasks is to be identified, evaluated and controlled in accordance with applicable laws.

5) Machine Safeguarding

Physical guards, interlocks and barriers are to be provided and properly maintained for hazards in machinery used by workers.

D. ENVIRONMENTAL

1) Environmental Permits, Regulations and Standards

All required environmental permits and registrations shall be obtained, maintained and kept current and their operational and reporting requirements shall be followed. Chemicals and other materials posing a hazard if released to the environment shall be identified and managed in accordance with applicable laws and standards related to their safe handling, movement, storage, recycling or reuse and disposal. Wastes and emissions generated from operations, industrial processes and sanitation facilities shall be monitored, controlled and treated as required by applicable laws and standards, prior to discharge or disposal.

2) Product Content Restrictions

In transferring any goods to Cormetech, Supplier shall ensure that such goods comply with all applicable laws and regulations, including those related either to restrictions of specific substances or to labeling for recycling and disposal.