

GLOBAL SUPPLIER CODE OF CONDUCT

Cooper Tire & Rubber Company, together with its subsidiaries (“Cooper”), is committed to the highest standards of business ethics and integrity around the world and to working with suppliers that share the same commitment and values. This Supplier Code of Conduct (the “Code”) is intended to ensure Cooper’s standards of ethical conduct are upheld in all of its business relationships. Therefore this Code applies to all people and companies (“Suppliers”) that do business with Cooper.

Cooper expects its Suppliers to act in a manner consistent with its longstanding and hard-earned reputation for “Doing the Right Thing.” ***Doing the Right Thing means conducting business honestly, ethically and in accordance with all laws and regulations.***

Cooper expects that its global Suppliers will act according to the following basic principles:

I. COMPLIANCE WITH THE LAW

Cooper Suppliers must operate in full compliance with all applicable local, state, federal and international laws and regulations, including all environment, health, safety and security (EHSS) laws, of the jurisdictions in which they do business and also in compliance with this Code. Cooper expects its Suppliers to cascade these principles and obligations throughout their own supply chains.

- **ANTI-CORRUPTION** Suppliers must comply with the anti-corruption laws of the countries in which they do business and with the United States Foreign Corrupt Practices Act (FCPA). Suppliers may not make any direct or indirect payment or promises of payment or other benefits to government officials for the purpose of inducing that individual to use his/her position to obtain or retain business or provide another improper benefit.
- **CONFLICT OF INTEREST** Suppliers and Cooper employees must avoid transactions or activities that result in, or give the appearance of a conflict of interest between personal interests and those of Cooper. If a Supplier employee or a Supplier employee’s family member is employed by Cooper, then such individual may not participate in any contract negotiations involving the Supplier or provide services to Cooper on behalf of the Supplier.
- **BUSINESS AND FINANCIAL RECORDS** Suppliers are expected to honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy.
- **GIFTS, MEALS AND ENTERTAINMENT** Cooper employees are prohibited from accepting anything more than modest gifts, meals and entertainment from Suppliers. Ordinary business meals and gifts of nominal value are permissible so long as they are consistent with local laws, custom and practice; are not extravagant, improper or inappropriate; impose no sense of obligation; and do not, and are not expected to, result in any special or favored treatment. Cash gifts or gratuities, regardless of amount, are strictly prohibited.

II. LABOR PRACTICES AND HUMAN RIGHTS

- **CHILD LABOR** Cooper does not condone exploitation of children. At a minimum, Cooper expects that Suppliers will comply with applicable local child labor laws and employ only workers who meet the applicable minimum legal age requirement for their location. In the absence of local law, in accordance with International Labor Organization (ILO) Convention 138, Suppliers shall not employ children under the age of fifteen. Cooper Suppliers shall not employ workers under the age eighteen in hazardous positions.
- **COMPENSATION AND WORKING HOURS** Cooper recognizes that compensation packages vary by country. Cooper expects that all Suppliers will, at a minimum, comply with applicable wage and hour labor laws, including those related to minimum wages, overtime hours and legally mandated benefits, where they do business.
- **FORCED LABOR/PRISON LABOR** Suppliers shall not use or support forced or involuntary labor including, but not limited to, prison labor, indentured or bonded labor, slave labor, human trafficking, or other forms of compulsory labor.
- **FREEDOM OF ASSOCIATION** Suppliers shall recognize and respect rights of workers to join organizations of their own choosing or to refrain from joining organizations. Suppliers shall respect the rights of workers to bargain collectively through representatives of their own choosing where a union has been chosen in accordance with applicable laws and regulations.
- **DISCRIMINATION, DIVERSITY AND HARASSMENT** Cooper respects cultural differences and expects that its Suppliers will not discriminate on the basis of any condition or characteristic which is protected by applicable law or regulation such as gender, race, age, color, national origin, religion, sexual orientation, gender identity, disability, political opinion or social or ethnic origin.
Cooper strongly encourages diversity in its supply chain as part of our strategic sourcing and procurement process. Cooper expects Suppliers to not tolerate harassment, intimidation or threats against their employees that create a hostile work environment.

III. ENVIRONMENTAL, HEALTH, SAFETY & SECURITY (EHSS)

Suppliers must develop and implement policies and procedures that are protective of the environment and human health, safety and security including the following:

- **SYSTEMS** EHSS policies operating and continuous improvement management systems (similar to ISO14001 and OSAS 45001) designed to detect, avoid and respond to potential risks and emergencies for the safety and health of all employees and the environment.
- **WORK ENVIRONMENT** A healthy, clean, and safe work environment and must not utilize physical disciplinary practices.
- **EMERGENCY PREPAREDNESS AND LIFE SAFETY** Be prepared for emergency situations and maintain

adequate security at all facilities. Suppliers should regularly train employees on emergency planning, emergency exit procedures and responsiveness.

IV. SUSTAINABLE ENVIRONMENT

Suppliers must operate in an environmentally responsible and efficient manner and shall strive to minimize adverse impacts on the environment. Suppliers must conserve natural resources, minimize the use of hazardous materials where possible, and promote activities that reuse and recycle. Suppliers will engage in the development and use of climate-friendly products and processes to reduce power consumption and greenhouse gas emissions.

V. CONFIDENTIALITY & DATA PROTECTION

• **CONFIDENTIALITY** Suppliers must not disclose to others and will not use for its own purposes or the purpose of others any trade secrets, confidential information, knowledge, designs, data, skill or any other information considered by Cooper as “confidential”. Supplier must employ at least the same degree of care to protect the secrecy and confidentiality of such confidential information as it uses to protect its own confidential information of a similar nature, but in no event less than a reasonable degree of care.

• **DATA PROTECTION** Suppliers must take appropriate steps to safeguard any information that could lead to the identification of individuals, including information that identifies individuals in combination with other information (“Personal Information”). Suppliers must maintain a written information security program that includes administrative, technical and physical safeguards designed to protect the security, integrity, and confidentiality of Personal Information. Suppliers must process and protect the Personal Information of Cooper personnel, employees, and other third parties in accordance with all applicable laws, rules, regulations, and codes of practice pertaining to data privacy and protection (“Data Protection Laws”), including but not limited to obtaining all necessary consents under the Data Protection Laws, and will not pass personal data to third parties without prior notification to the individual. Supplier must promptly notify Cooper of any actual or suspected loss or unauthorized processing, use, disclosure or acquisition of or access to any personal information.

VI. CONFLICT MINERALS

Suppliers shall source minerals, derivatives of minerals, and other raw materials in a manner that respects human rights. Suppliers shall avoid directly or indirectly financing or benefiting armed groups in the Democratic Republic of Congo (DRC) and/or its adjoining countries. Suppliers are required to ensure that all materials and products supplied to Cooper either: 1) do not contain tantalum, tin, tungsten or gold or 2) if they do contain those elements, Suppliers shall cooperate with Cooper in determining the country of origin and the source (including the applicable smelter) and chain of custody of those elements.

VII. COMPLIANCE AND AUDIT RIGHTS

Suppliers must inform its Cooper Contact or member of Cooper management if and when any situation develops

where the Supplier is not in compliance with this Supplier Code of Conduct. Cooper may also from time to time request information or access for purposes of verifying compliance by Supplier. This may include information requested in conjunction with Cooper’s third party due diligence program. Suppliers must be able to demonstrate compliance with this Supplier Code of Conduct upon our request, and Cooper expects Suppliers to take action to correct any noncompliance. Cooper reserves the right to audit. Cooper may terminate any agreement or arrangement without liability or obligation accruing to Cooper if compliance with the Code can not be demonstrated.

VIII. APPLICATION TO SUBCONTRACTORS

Supplier shall require its subcontractors who are involved in Cooper business activities to comply with the provisions of this Code as if it were the Supplier itself.

IX. REPORTING VIOLATIONS

Suppliers who believe that an employee of Cooper or anyone acting on behalf of Cooper, has engaged in illegal or otherwise improper conduct, should report the matter to Cooper. The Supplier can contact their Cooper contact or that employee’s manager. Should it not be possible or appropriate to resolve a given concern directly with their Cooper contact, Suppliers should contact a member of Cooper Management or the Cooper Law Department or make a report confidentially and anonymously, through the Cooper **EthicsPoint Helpline**:

CANADA: 1-800-588-7405 (English),
1-855-350-9393 (French)

CHINA: 10-800-120-1239 (Mandarin),
10-800-712-1239 (Mandarin)

FRANCE: 0800-902500

GERMANY: 0800-1016582

ITALY: 800-786907

MEXICO: 001-800-840-7907 (Spanish),
001-866-737-6850 (English)

SERBIA: 381-37-415-230 (automatically
directs caller to U.S. #503-597-4356)

SINGAPORE: 800-1204201

SPAIN: 900-991498

SWITZERLAND: 0800-562907

UNITED KINGDOM: 0800-032-8483

UNITED STATES: 1-800-588-7405

Or on the web at: www.cooperhelpline.com

The **EthicsPoint Helpline** is staffed by an outside company and is available 24 hours a day, seven days a week. Keep in mind, if you make a report using the helpline, your identity will be kept confidential if you so desire, where local law allows, and the information will be relayed to Cooper for further investigation.

Cooper will not tolerate any retribution or retaliation taken against any individual for seeking advice or reporting questionable behavior or a possible violation in good faith.