



***COOPERTIRES***<sup>®</sup>

**COOPER TIRE & RUBBER COMPANY**

**GLOBAL SUPPLIER  
CODE OF CONDUCT**

# SUPPLIER CODE OF CONDUCT

## I. OVERVIEW

Cooper Tire & Rubber Company (“Cooper”) recognizes that the quality of our Supplier relationships affects the quality of our customer relationships. 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 the ethical standards that contribute to Cooper’s 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:

## II. GENERAL PRINCIPLES

Cooper Suppliers must operate in full compliance with all applicable laws and regulations of the countries in which they do business, and also in compliance with this Code. Cooper further encourages its Suppliers to cascade these principles and obligations throughout their own supply chains.

## III. 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, annually, to certify 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.

## **IV. FAIR LABOR PRACTICES**

### **A. CHILD LABOR**

Cooper will not condone exploitation of children. All Cooper Suppliers are encouraged to only utilize workers aged eighteen years old and older. 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. Suppliers who employ workers less than eighteen years of age must observe all applicable legal requirements for such workers, particularly those pertaining to hours of work and working conditions.

### **B. COMPENSATION AND WORKING HOURS**

Cooper recognizes that compensation packages vary by country. Cooper expects that all Suppliers will at least comply with applicable wage and hour labor laws, including those related to minimum wages, overtime hours and legally mandated benefits, where they do business.

### **C. DISCRIMINATION, DIVERSITY AND HARASSMENT**

Cooper respects cultural differences and expects that its Suppliers will not discriminate in hiring, remuneration, benefits, advancement, termination and retirement. Further, Cooper Suppliers should make employment decisions based on ability and not on belief or any other personal characteristics such as gender, race, age, color, national origin, religion, sexual orientation, disability, political opinion or social or ethnic origin. Suppliers shall not tolerate unlawful discrimination in the workplace. Suppliers shall comply with applicable local laws concerning discrimination in hiring and employment practices.

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.

## **D. FORCED LABOR**

Suppliers shall not use 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.

## **E. 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.

## **F. HEALTH AND SAFETY**

Suppliers shall provide a reasonably safe working environment supportive of accident prevention and minimizing exposure to health risks. Suppliers shall comply with all applicable safety and health laws and regulations in the countries in which they operate.

## **V. GIFTS AND GRATUITIES**

Suppliers shall not offer, pay, or accept kickbacks, bribes or other improper payments or benefits prohibited by law. Additionally, Cooper generally discourages Suppliers from offering to, or accepting from, Cooper representatives any gifts or gratuities other than nominal business gratuities or reasonable meals and entertainment. A gift of nominal value is not prohibited as long as it is customary and not extravagant, improper or inappropriate; imposes no sense of obligation;

and does not result in any special or favored treatment. Cash gifts or gratuities, regardless of amount, are strictly prohibited. Any Supplier that violates this policy risks immediate loss of all existing and future Cooper business.

## **VI. SUSTAINABLE ENVIRONMENT**

Cooper expects Suppliers to consider the impact that their operations have on the environment and make efforts to reduce that impact where practicable. Suppliers shall comply with all applicable environmental laws and regulations in the countries in which they operate. Suppliers are expected to make sustainable improvements in environmental impact and require the same of their suppliers and sub-contractors.

## **VII. COMPLIANCE AUDITING**

Cooper may 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. In the event Cooper makes any such request and is not reasonably satisfied with the Supplier's response, Cooper may, in its sole discretion, decline to make further purchases under any agreement between Cooper and Supplier.

## **VIII. APPLICATION TO SUBCONTRACTORS**

Supplier shall require its subcontractors to comply with the provisions of this Code as if it were the Supplier itself.

## **IX. EVENT OF VIOLATION**

Suppliers shall take necessary corrective actions to promptly notify Cooper and remedy identified noncompliance with this Code. Cooper reserves the right to terminate its business relationship with any Supplier who is unwilling or unable to comply with this Code.

## X. REPORTING VIOLATIONS

Violations of the Cooper Supplier Code of Conduct may always be reported directly to the appropriate business contact, to any member of the Cooper Law Department or confidentially and anonymously, through the Cooper **EthicsPoint Helpline** at:

**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](http://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, where local law allows, and the information will be relayed to Cooper for further investigation.



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