



C&D TECHNOLOGIES' BUSINESS PARTNER CODE OF CONDUCT





INTRODUCTION

C&D Technologies, Inc. (“C&D”) as used throughout this Business Partner Code of Conduct (the “Code”), refers to the entire C&D corporate group and is meant to include all subsidiaries and business offices of the parent Company, both domestic and international, and all individuals employed therein.

C&D is dedicated to maintaining the highest standards of business conduct and ethics everywhere we operate or do business. As such, we are committed to doing our best to ensure the business practices of our business partners and vendors meet the same high level and ethical standards. This Code (the “Code”), applies to all C&D business partners including, but not limited to, C&D distributors, resellers, solution and consulting partners, suppliers, vendors, and service providers. This Code is the foundation of our relationship with our suppliers - creating a mutual understanding of our company's core values and beliefs. This Code is not exhaustive; business partners are required to use their own discretion to ensure compliance with unaddressed topics.

Penalties of Non-Compliance

Part of conducting business with C&D includes compliance with this Business Partner Code of Conduct. C&D has the right to terminate business with a business partner who fails to adhere to this Code. If it is determined a supplier does not adhere to the Code, they must correct their actions to ensure compliance with the requirements outlined in this document.

Audits and Inspection

C&D retains the right to audit its business partners to ensure compliance with the standards in this Code. Any violations will be reported to the C&D business partner’s management for their attention and if appropriate, corrective action.

Subcontractors

C&D must be informed of all business partner subcontractors that will be used in conducting business with and for C&D. Business partners must ensure their subcontractors receive this code and abide its contents.

Speaking Up

Any indication or suggestion by a business partner, agent or another employee to take any action that may violate this Code, or the law should immediately be reported. Anonymous reports can be made through our Compliance and Ethics Hotline at <https://cdtechno.alertline.com>. Whether you identify yourself or not, your contact will be kept strictly confidential to the extent reasonably possible within the objectives of these guidelines and Company policy, as permitted by law.



HONEST AND ACCURATE DEALINGS

C&D competes fairly and in compliance with all applicable business competition laws worldwide. The integrity of our company and its business partners is an integral part of C&D's business practices and dealings. We hold all of our business partners to the highest ethical standard. C&D will not do business with those that seek a competitive advantage through unethical and illegal business practices.

False Statements

C&D business partners shall not make any false representations in connection with any C&D transaction including, but not limited to, oral misrepresentations of fact, the promotion or utilization of false documentation such as non-genuine customer purchase orders, fraudulent or forged contracts, forged letters of destruction and/or other false or inaccurate records.

Anti-Corruption

C&D is committed to conducting business in a manner consistent with all international anti-corruption laws and requires the same ethical practices from its business partners. C&D will conduct its business free from extortion, bribery and all unlawful, unethical or fraudulent activity. C&D business partners must never, even through third parties, offer, give, promise or authorize any bribe, kickback, gift, loan, fee, reward or other advantage to any government official or employee, any customer, any C&D employee or any other person to obtain an unfair business advantage or improperly influence any action or decision.

Antitrust and Fair Competition

The policy of C&D is to require full compliance with both the letter and spirit of all antitrust laws of the countries where we do business. C&D business partners are not permitted to:

- Propose or enter into any agreement with any of C&D's competitors to fix prices, margins, or terms and conditions or to divide up any markets or customers
- Propose or enter into any agreement or understanding restricting resale pricing of C&D products
- Limit sales of C&D product
- Enter into reciprocal dealing agreements, price maintenance agreements, exclusive dealing arrangements and requirements contracts or tie-in arrangements.

We must also be careful that we do not even give the appearance of engaging in any of this behavior.



Gifts and Entertainment

C&D takes special precautions when offering or accepting gifts, entertainment or hospitality in the course of business and expects the same from its business partners. Business partners must be sure to abide by the applicable laws governing gifts, meals, and entertainment. Gifts or entertainment, of any value, must never be offered to government officials or associates and must not be used to obtain an unfair business advantage. Never offer, give or accept a gift, favor, service or entertainment if such an action could be viewed as a bribe or influencing a business decision without prior approval.

Conflicts of Interest

C&D business partners must avoid any situation or relationship that may involve an inappropriate conflict or the appearance of a conflict with the interests of C&D. C&D business partners shall not offer or provide excessive gifts, hospitality or entertainment to any C&D employee or family member of C&D employees. C&D employees and their family members may not hold any significant economic interest in any entity that does business with C&D and business partners are required to avoid such relationships with C&D employees.

If at any point, there is an existing or potential conflict of interest between a business partner's interest, duties, obligations or activities, including that of an individual employee, C&D must be notified immediately.

Confidentiality

Confidential Information is all non-public information that, if disclosed or publicized, might cause harm to the Company. In order to conduct day-to-day business with C&D, business partners may need access to C&D's confidential or private records. C&D business partners must protect C&D's information, not disclose it to any unauthorized third party, and use it only for the business of C&D. Business partners must ensure this information is protected and remains confidential.

Intellectual Property

C&D business partners must use C&D's trade information, copyrights, and trademarks only in a manner that is permitted under their contracts with C&D and may not misappropriate or infringe upon the trade information, trademarks, or copyrighted works of others. C&D business partners must not misuse trade secrets or proprietary or confidential information of others for their own purposes or disclose such information to unauthorized third parties. C&D business partners must notify C&D of any unauthorized use of C&D trade secrets, brands, trademarks, logos or confidential information by a third party.

Export Controls

C&D's business operations extend globally; we sell and ship product worldwide. As such, we must maintain positive working relationships with all border officials and import / export agencies. It is C&D policy to abide by all international trade laws, without exception, and all C&D business partners must strictly comply with all export and re-export restrictions applicable to C&D.



All goods moved across national borders must be handled in accordance with the applicable customs regulations of the exporting and importing countries. That means that all import and export documentation must be complete and accurate prior to shipment of product. That may include information about the admissibility, classification, valuation, country of origin, origin labeling, and applicable rate of duty of the merchandise being imported or exported.

LAWFUL EMPLOYMENT AND LABOR STANDARDS

C&D expects our business partners to treat their own employees fairly, in accordance with local laws, regulations and standards regarding labor and employment. Business partners are required to follow all general workplace standards, including health and safety, environmental, and labor standards.

Legal Right to Work

C&D 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.

Involuntary Labor

Employment with C&D business partners should be an expression of free choice and there may be no forced, bonded or involuntary labor. C&D business partners should allow workers to discontinue employment upon reasonable notice.

Child Labor

C&D business partners must abide by all working age laws in their countries of operation and should not use child labor. C&D business partners should adopt procedures to verify and maintain documentation that no workers are younger than the local legal age for employment.

Non-Discrimination or Harassment

C&D business partners shall not illegally discriminate against employees and workers based on age, gender, race, sexual orientation, perceived disability, national, cultural, religious or personal beliefs.

Workers have a right to a workplace free of harassment. C&D requires its business partners prohibit all types of harassment including, but not limited to physical, verbal and sexual harassment.

Safe Working Conditions

C&D business partners shall provide a safe and healthy, safe and hygienic workplace, in compliance with all local and national regulations.



Business Partners must protect employees from chemical, biological, and physical hazards, in addition to on-site accidents. To help ensure safety, the business partner must provide employees with the necessary training and protective equipment. Business partners should maintain records documenting workplace injuries and health and safety trainings.

Working Hours, Wages and Benefits

C&D business partners shall afford workers and employees working hours that comply with national laws and industry standards.

C&D business partners shall provide wages and benefits that comply with all applicable local wage and hour laws and regulations including those relating to minimum wages, overtime hours, piece rates and other elements of compensation, and provide legally mandated benefits.

ENVIRONMENTAL STANDARDS

C&D 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 international and applicable local laws affecting the source of materials and processes used to manufacture products, including, but not limited to, waste management, pollution prevention, conservation and energy use.

CONFLICT MINERALS

C&D is committed to avoiding the use of “conflict minerals” which include tin, tungsten, tantalum and gold (“3TG”) which are mined in conditions of armed conflict and human rights abuses in the Democratic Republic of Congo (DRC) and its adjacent countries. C&D expects our business partners to support our efforts in this matter and we expect business partners to do their due-diligence in regard to avoiding conflict minerals.