



Banner Metals Group

SUPPLIER CODE OF CONDUCT

Our vision is to be the company of choice and a real time process partner with all of our customers by supplying engineered metal products in the most economical way. We are committed to the highest standards of business conduct.

Our suppliers are critical to our success and, in order to provide products and services in a responsible manner, we require you to meet our expectations for ethics and compliance.

This Supplier Code of Conduct ("Code") establishes our expectations for all of our suppliers and aligns with the internal expectations we maintain with our own directors, officers, employees and representatives.

You are responsible for ensuring that your directors, officers, employees' representatives, and business partners understand and comply with the expectations set forth in this Code.

Trust and Credibility

The success of your business is dependent on the trust and confidence you earn from your employees, customers and business partners. Credibility is gained by adhering to your commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct. It is easy to say what you must do, but the proof is in your actions.

Respect for the Individual

We all deserve to work in an environment where we are treated with dignity and respect. You must be committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to your business success.

You are required to be an equal opportunity employer and commit to providing a workplace that is free of discrimination of all types of abusive, offensive or harassing behavior.

Open and Honest Communication

At your company, everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Leadership must create an open and supportive environment where employees feel comfortable raising such questions. We all benefit when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

You must investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, you are required to take appropriate action. You must not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

You are required to maintain a whistleblower policy is as follows:

Employees are encouraged to address such issues through appropriate channels; as most problems can be resolved swiftly. If for any reason that is not possible or if an employee is not comfortable raising the issue with his or her manager or HR, your highest ranking officer must have an open-door policy.

Executive Leadership

Executive Management has the primary responsibility for demonstrating, through their actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example.

Additionally, to make your Code work, management must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Leadership should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. Ethics conversation should become a natural part of daily work.

Uphold the Law

Your commitment to integrity must begin with complying with laws, rules and regulations where you do business. Further, each of your employees must have an understanding of the company policies, laws, rules and regulations that apply to their specific roles. If

they are unsure of whether a course of action is permitted by law or your internal policy, you should seek the advice from a resource expert. You are responsible for preventing violations of law and for speaking up if you see possible violations.

Proprietary Information

It is important that you respect the property rights of others. You must not acquire or seek to acquire improper means of a competitor's trade secrets or other proprietary or confidential information. You are required to prevent in unauthorized use, copying, distribution or alteration of software or other intellectual property.

Health and Safety

You must not only comply with all applicable environmental, health, and safety laws, regulations and directives, but also conduct your operations in a manner that safeguards the environment, minimizes waste, emissions, energy consumption, and use of materials of concern. You must also assure safe and healthy work environments for your employees and visitors.

Conflicts of Interest

You must make every reasonable effort to avoid any relationship or activity that might impair, or even appear to impair, your ability to make objective and fair decisions. At times, you may be faced with situations where the business actions you take on behalf of your company may conflict with our own personal or family interests. You have a professional responsibility to your company to advance its legitimate interests when the opportunity to do so arises. You must never use your company's property or information for personal gain or personally take for yourselves any opportunity that is discovered through your position within your company.

Examples of ways in which conflicts of interest could arise:

1. Being employed (you or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while you are employed with your company.
2. Supervising family members or closely related persons.
3. Owning or having a substantial interest in a competitor, supplier or contractor.

4. Intentionally placing company business with a firm owned or controlled by a company employee or his or her family with the intent of favoritism or special treatment for said business for your company.

5. Accepting gifts, discounts, favors or services from a customer/potential customer, competitor or supplier, unless equally available to all your employees.

Gifts, Gratuities and Business Courtesies

Your company must be committed to competing solely on the merit of your products and services. You should avoid any actions that create a perception that favorable treatment of outside entities by your company was sought, received or given in exchange for personal business courtesies. You or your company will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of your company or customers, or would cause embarrassment or reflect negatively on your company's reputation.

Accepting Business Courtesies

You should not feel any entitlement to accept a business courtesy. Although you may not use your position at your company to obtain business courtesies, and you must never ask for them, you may accept unsolicited business courtesies that promote successful working relationships and good will with the firms that your company maintains or may establish a business relationship with.

Your employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect your company's reputation for impartiality and fair dealing.

Offering Business Courtesies

Your employees who offers a business courtesy to Banner must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon your company. An employee may never use personal funds or resources to do something that cannot be done with your company's resources. Accounting for business courtesies must be done in accordance with approved company procedures.

Recordkeeping

You must create, retain and dispose of your company records as part of your normal course of business in compliance with your quality system and all your company's policies and guidelines, as well as all regulatory and legal requirements.

All records must be true, accurate and complete, and company data must be promptly and accurately entered in your books in accordance with your company's and other applicable accounting principles.

Accountability

You are responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if you are uncertain about your company's policy.

Confidential and Proprietary Information

Critical to your business success is your protection of confidential information provided to you from Banner. Confidential and proprietary information includes such things as pricing, engineering files, drawings, or specifications, including current suppliers. You must not disclose confidential and nonpublic information without a valid business purpose and proper authorization from Banner.