



Supplier Integrity Guide

Wayne Fueling Systems and its Wayne Fueling Systems business are committed to unyielding Integrity and high standards of business conduct in everything we do, especially in our dealings with WAYNE FUELING SYSTEMS suppliers, contractors and consultants (collectively “Suppliers”). For well over a century, WAYNE FUELING SYSTEMS people have created an asset of incalculable value: the company’s worldwide reputation for integrity and high standards of business conduct. That reputation, built by so many people over so many years, depends on upholding it in each business transaction we make. WAYNE FUELING SYSTEMS bases its Supplier relationships on lawful, efficient and fair practices, and expects its Suppliers to adhere to applicable legal and regulatory requirements in their business relationships, including those with their employees, their local environments, and WAYNE FUELING SYSTEMS. The quality of our Supplier relationships often has a direct bearing on the quality of our customer relationships. Likewise, the quality of our Suppliers’ products and services affects the quality of our own products and services. To help WAYNE FUELING SYSTEMS Suppliers understand both: (1) the WAYNE FUELING SYSTEMS commitment to unyielding Integrity and (2) the standards of business conduct that all WAYNE FUELING SYSTEMS Suppliers must meet, WAYNE FUELING SYSTEMS has prepared this Wayne Fueling Systems Integrity Guide for Suppliers, Contractors and Consultants. Suppliers are expected to collaborate with WAYNE FUELING SYSTEMS’s employees so that those employees can continue to consistently meet these WAYNE FUELING SYSTEMS integrity commitments. The Guide is divided into four sections:

- ✓ WAYNE FUELING SYSTEMS Code of Conduct
- ✓ Responsibilities of WAYNE FUELING SYSTEMS Suppliers
- ✓ WAYNE FUELING SYSTEMS Compliance Obligations
- ✓ How to Raise an Integrity Concern Suppliers should carefully review this Guide, including but not limited to the section entitled “Responsibilities of WAYNE FUELING SYSTEMS Suppliers.” Suppliers are responsible for ensuring that they and their employees, workers, representatives and subcontractors comply with the standards of conduct required of WAYNE FUELING SYSTEMS Suppliers. Please contact the WAYNE FUELING SYSTEMS manager you work with or any WAYNE FUELING SYSTEMS Compliance Resource if you have any questions about this Guide or the standards of business conduct that all WAYNE FUELING SYSTEMS Suppliers must meet.

Surinder Kumar – Director of Global Sourcing



WAYNE FUELING SYSTEMS Code of Conduct

WAYNE FUELING SYSTEMS's commitment to total, unyielding Integrity is set forth in WAYNE FUELING SYSTEMS's compliance handbook, *The Spirit & The Letter*. The policies set forth in *The Spirit & The Letter* govern the conduct of all WAYNE FUELING SYSTEMS employees and are supplemented by compliance procedures and guidelines adopted by WAYNE FUELING SYSTEMS business components. All WAYNE FUELING SYSTEMS employees must not only comply with the "letter" of the Company's compliance policies, but also with their "spirit." The "spirit" of WAYNE FUELING SYSTEMS's Integrity commitment is set forth in the WAYNE FUELING SYSTEMS Code of Conduct, which each WAYNE FUELING SYSTEMS employee has made a personal commitment to follow:

- ✓ Obey the applicable laws and regulations governing our business conduct worldwide.
- ✓ Be honest, fair and trustworthy in all of your WAYNE FUELING SYSTEMS activities and relationships.
- ✓ Avoid all conflicts of interest between work and personal affairs.
- ✓ Foster an atmosphere in which fair employment practices extend to every member of the diverse WAYNE FUELING SYSTEMS community.
- ✓ Strive to create a safe workplace and to protect the environment.
- ✓ Through leadership at all levels, sustain a culture where ethical conduct is recognized, valued and exemplified by all employees.

No matter how high the stakes, no matter how great the challenge, WAYNE FUELING SYSTEMS will do business only by lawful and ethical means. When working with customers and Suppliers in every aspect of our business, we will not compromise our commitment to integrity.

Integrity Guide for Suppliers, Contractor

WAYNE FUELING SYSTEMS Compliance Obligations

All WAYNE FUELING SYSTEMS employees are obligated to comply with the requirements—the “letter”—of WAYNE FUELING SYSTEMS’s compliance policies set forth in *The Spirit & The Letter*. These policies implement the WAYNE FUELING SYSTEMS Code of Conduct and are supplemented by compliance procedures and guidelines adopted by WAYNE FUELING SYSTEMS business components and/or affiliates. A summary of some of the key compliance obligations of WAYNE

FUELING SYSTEMS employees follows:

Improper Payments

- ✓ Always adhere to the highest standards of honesty and integrity in all contacts on behalf of WAYNE FUELING SYSTEMS. Never offer bribes, kickbacks, illegal political contributions or other improper payments to any customer, government official or third party. Follow the laws of the United States and other countries relating to these matters.
- ✓ Do not give gifts or provide any entertainment to a customer or supplier without prior approval of WAYNE FUELING SYSTEMS management. Make sure all business entertainment and gifts are lawful and disclosed to the other party’s employer.
- ✓ Employ only reputable people and firms as WAYNE FUELING SYSTEMS representatives and understand and obey any requirements governing the use of third party representatives.

International Trade Controls

- ✓ Understand and follow applicable international trade control and customs laws and regulations, including those relating to licensing, shipping and import documentation and reporting, and record retention requirements.
- ✓ Never participate in boycotts or other restrictive trade practices prohibited or penalized under United States or applicable local laws.
- ✓ Make sure all transactions are screened in accordance with applicable export/import requirements; and that any apparent conflict between U.S. and applicable local law requirements, such as the laws blocking certain U.S. restrictions adopted by Canada, Mexico and the members of the European Union, is disclosed to WAYNE FUELING SYSTEMS counsel.

Money Laundering Prevention

- ✓ Follow all applicable laws that prohibit money laundering and that require the reporting of cash or other suspicious transactions. • Learn to identify warning signs that may indicate money laundering or other illegal activities or violations of WAYNE FUELING SYSTEMS policies. Raise any concerns to WAYNE FUELING SYSTEMS counsel and WAYNE FUELING SYSTEMS management.

Privacy

- ✓ Never acquire, use or disclose individual information in ways that are inconsistent with WAYNE FUELING SYSTEMS privacy policies or with applicable privacy and data protection laws, regulations and treaties.
- ✓ Maintain secure business records of information, which is protected by applicable privacy regulations, including computer-based information.

Supplier Relationships

- ✓ Only do business with suppliers who comply with local and other applicable legal requirements and any additional WAYNE FUELING SYSTEMS standards relating to labor, environment, health and safety, intellectual property rights and improper payments.
- ✓ Follow applicable laws and government regulations covering supplier relationships.
- ✓ Provide a competitive opportunity for suppliers to earn a share of WAYNE FUELING SYSTEMS's purchasing volume, including small businesses and businesses owned by the disadvantaged, minorities and women.

Regulatory Excellence

- ✓ Be aware of the specific regulatory requirements of the country and region where the work is performed and that affect the WAYNE FUELING SYSTEMS business.
- ✓ Gain a basic understanding of the key regulators and the regulatory priorities that affect the WAYNE FUELING SYSTEMS business.
- ✓ Promptly report any red flags or potential issues that may lead to a regulatory compliance breach.
- ✓ Always treat regulators professionally and with courtesy and respect.
- ✓ Assure that coordination with business or corporate experts is sought when working with or responding to requests of regulators.

Working with Governments

- ✓ Follow applicable laws and regulations associated with government contracts and transactions.
- ✓ Be truthful and accurate when dealing with government officials and agencies.
- ✓ Require any supplier or subcontractor providing goods or services for WAYNE FUELING SYSTEMS on a government project or contract to agree to comply with the intent of WAYNE FUELING SYSTEMS's Working with Governments policy and applicable government contract requirements.
- ✓ Do not do business with suppliers or subcontractors that are prohibited from doing business with the government.
- ✓ Do not engage in employment discussions with a government employee or former government employee without obtaining prior approval of WAYNE FUELING SYSTEMS management and counsel.

Complying with Competition Laws

- ✓ Never propose or enter into any agreement or understanding with a WAYNE FUELING SYSTEMS competitor to fix prices, terms and conditions of sale, costs, profit margins or other aspects of the competition for sales to third parties.



- ✓ Do not propose or enter into any agreements or understandings with WAYNE FUELING SYSTEMS customers restricting resale prices.
- ✓ Never propose or enter into any agreements or understandings with suppliers that restrict the price or other terms at which WAYNE FUELING SYSTEMS may resell or lease any product or service to a third party.

Environment, Health & Safety

- ✓ Conduct your activities in compliance with all relevant environmental and worker health and safety laws and regulations and conduct your activities accordingly.
- ✓ Ensure that all new product designs or changes or service offerings are reviewed for compliance with WAYNE FUELING SYSTEMS guidelines.
- ✓ Use care in handling hazardous materials or operating processes or equipment that use hazardous materials to prevent unplanned releases into the workplace or the environment.
- ✓ Report to WAYNE FUELING SYSTEMS management all spills of hazardous materials; any concern that WAYNE FUELING SYSTEMS products are unsafe; and any potential violation of environmental, health or safety laws, regulations or company practices or requests to violate established EHS procedures.

Fair Employment Practices

- ✓ Extend equal opportunity, fair treatment and a harassment-free work environment to all employees, co-workers, consultants and other business associates without regard to their race, color, religion, national origin, sex (including pregnancy), sexual orientation, age, disability, veteran status or other characteristic protected by law.

Security and Crisis Management

- ✓ Implement rigorous plans to address security of employees, facilities, information, IT assets and business continuity.
- ✓ Protect access to WAYNE FUELING SYSTEMS facilities from unauthorized personnel.
- ✓ Protect IT assets from theft or misappropriation.
- ✓ Create and maintain a safe working environment.
- ✓ Ensure proper business continuity plans are prepared for emergencies.
- ✓ Screen all customers, suppliers, agents and dealers against terrorist watchlists.
- ✓ Report any apparent security lapses.

Responsibilities of WAYNE FUELING SYSTEMS Suppliers

- ✓ WAYNE FUELING SYSTEMS will only do business with Suppliers that comply with all applicable legal and regulatory requirements. Today's regulatory environment is becoming more challenging, subjecting WAYNE FUELING SYSTEMS and its Suppliers to a growing number of regulations and enforcement activities around the world. This environment requires that WAYNE FUELING SYSTEMS and its Suppliers continue to be knowledgeable about and compliant with all applicable regulations and committed to regulatory excellence. Suppliers that transact business with WAYNE FUELING SYSTEMS are also expected to comply with their contractual obligations under any purchase order or agreement with WAYNE FUELING SYSTEMS and to adhere to the standards of business conduct consistent with WAYNE FUELING SYSTEMS's

obligations set forth in the “WAYNE FUELING SYSTEMS Compliance Obligations” section of this Guide and to the standards described in this section of the Guide. A Supplier’s commitment to full compliance with these standards and all applicable laws and regulations is the foundation of a mutually beneficial business relationship with WAYNE FUELING SYSTEMS. WAYNE FUELING SYSTEMS expects its Suppliers, and any Supplier’s subcontractors, that support WAYNE FUELING SYSTEMS’s work with government customers to be truthful and accurate when dealing with government officials and agencies, and adhere strictly to all compliance obligations relating to government contracts that are required to flow down to WAYNE FUELING SYSTEMS’s suppliers. As stated above, WAYNE FUELING SYSTEMS requires and expects each WAYNE FUELING SYSTEMS Supplier to comply with all applicable laws and regulations. Unacceptable practices by a WAYNE FUELING SYSTEMS Supplier include:

- ✓ **Minimum Age.** Employing workers younger than sixteen (16) years of age or the applicable required minimum age, whichever is higher.
- ✓ **Forced Labor.** Using forced, prison or indentured labor or workers subject to any form of compulsion or coercion or trafficking in persons in violation of the U.S. Government’s zero tolerance policy or other applicable laws or regulations.
- ✓ **Environmental Compliance.** Lack of commitment to observing applicable environmental laws and regulations. Actions that WAYNE FUELING SYSTEMS will consider evidence of a lack of commitment to observing applicable environmental laws and regulations include:
 - Failure to maintain and enforce written and comprehensive environmental management programs, which are subject to periodic audit.
 - Failure to maintain and comply with all required environmental permits.
 - Permitting any discharge to the environment in violation of law or issued/required permits or that would otherwise have an adverse impact on the environment.
- ✓ **Health & Safety.** Failure to provide workers a workplace that meets applicable health, safety and security standards.
- ✓ **Human Rights.**
 - Failure to respect human rights of Supplier’s employees.
 - Failure to observe applicable laws and regulations governing wage and hours.
 - Failure to allow workers to freely choose whether or not to organize or join associations for the purpose of collective bargaining as provided by local law or regulation.
 - Failure to prohibit discrimination, harassment and retaliation.
- ✓ **Code of Conduct.** Failure to maintain and enforce WAYNE FUELING SYSTEMS policies requiring adherence to lawful business practices, including a prohibition against bribery of government officials.
- ✓ **Business Practices and Dealings with WAYNE FUELING SYSTEMS.** Offering or providing, directly or indirectly, anything of value, including cash, bribes, gifts, entertainment or kickbacks, to any WAYNE FUELING SYSTEMS employee, representative or customer or to any government official in connection with any WAYNE FUELING SYSTEMS

Conflicts of Interest

- ✓ Financial, business or other non-work related activities must be lawful and free of conflicts with one’s responsibilities to WAYNE FUELING SYSTEMS.



- ✓ Report all personal or family relationships, including those of significant others, with current or prospective suppliers you select, manage or evaluate.
- ✓ Do not use WAYNE FUELING SYSTEMS equipment, information or other property (including office equipment, e-mail and computer applications) to conduct personal or non-WAYNE FUELING SYSTEMS business without prior permission from the appropriate WAYNE FUELING SYSTEMS manager.

Controllership

- ✓ Keep and report all WAYNE FUELING SYSTEMS records, including any time records, in an accurate, timely, complete and confidential manner. Only release WAYNE FUELING SYSTEMS records to third parties when authorized by WAYNE FUELING SYSTEMS.
- ✓ Follow WAYNE FUELING SYSTEMS's General Accounting Procedures (GAP), as well as all generally accepted accounting principles, standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.
- ✓ Financial statements and reports prepared for or on behalf of WAYNE FUELING SYSTEMS (including any component or business) must fairly present the financial position, results of operations and/or other financial data for the periods and/or the dates specified.

Insider Trading or Dealing and Stock Tipping

- ✓ Never buy, sell or suggest to someone else that they should buy or sell stock or other securities of any company (including WAYNE FUELING SYSTEMS) while you are aware of significant or material non-public information ("inside information") about that company. Information is significant or material when it is likely that an ordinary investor would consider the information important in making an investment decision.
- ✓ Do not pass on or disclose inside information unless lawful and necessary for the conduct of WAYNE FUELING SYSTEMS business—and never pass on or disclose such information if you suspect that the information will be used for an improper trading purpose.

Intellectual Property

- ✓ Identify and protect WAYNE FUELING SYSTEMS intellectual property in ways consistent with the law.
- ✓ Consult with WAYNE FUELING SYSTEMS counsel in advance of soliciting, accepting or using proprietary information of outsiders, disclosing WAYNE FUELING SYSTEMS proprietary information to outsiders or permitting third parties to use WAYNE FUELING SYSTEMS intellectual property.
- ✓ Respect valid patents, trademarks, copyrighted materials and other protected intellectual property of others; and consult with WAYNE FUELING SYSTEMS counsel for licenses or approvals to use such intellectual property. Such prohibition includes the offering or providing of any consulting, employment or similar position by a Supplier to any WAYNE FUELING SYSTEMS employee (or their family member or significant other) involved with a WAYNE FUELING SYSTEMS procurement. WAYNE FUELING SYSTEMS also prohibits a WAYNE FUELING SYSTEMS Supplier from offering or providing WAYNE FUELING SYSTEMS employees, representatives or customers or any government officials with any gifts or entertainment, other than those of nominal value to commemorate or recognize a particular WAYNE FUELING SYSTEMS Supplier business transaction or activity. In particular, a WAYNE FUELING SYSTEMS Supplier shall not offer, invite or permit WAYNE FUELING SYSTEMS



employees and representatives to participate in any Supplier or Supplier sponsored contest, game or promotion.

Business Entertainment of WAYNE FUELING SYSTEMS Employees and Representatives

- ✓ Failure to respect and comply with the business entertainment (including travel and living) policies established by WAYNE FUELING SYSTEMS and governing WAYNE FUELING SYSTEMS employees and representatives. A WAYNE FUELING SYSTEMS Supplier is expected to understand the business entertainment policies of the applicable WAYNE FUELING SYSTEMS business component or affiliate before offering or providing any WAYNE FUELING SYSTEMS employee or representative any business entertainment. Business entertainment should never be offered to a WAYNE FUELING SYSTEMS employee or representative by a Supplier under circumstances that create the appearance of an impropriety.
- ✓ **Collusive Conduct and WAYNE FUELING SYSTEMS Procurements.** Sharing or exchanging any price, cost or other competitive information or the undertaking of any other collusive conduct with any other third party to WAYNE FUELING SYSTEMS with respect to any proposed, pending or current WAYNE FUELING SYSTEMS procurement.

Intellectual Property and Other Data and Security Requirements

- ✓ Failure to respect the intellectual and other property rights of others, especially WAYNE FUELING SYSTEMS. In that regard, a WAYNE FUELING SYSTEMS Supplier shall:
 - Only use WAYNE FUELING SYSTEMS information and property (including tools, drawings and specifications) for the purpose for which they are provided to the Supplier and for no other purposes.
 - Take appropriate steps to safeguard and maintain the confidentiality of WAYNE FUELING SYSTEMS proprietary information, including maintaining it in confidence and in secure work areas and not disclosing it to third parties (including other customers, subcontractors, etc.) without the prior written permission of WAYNE FUELING SYSTEMS.
 - If requested by WAYNE FUELING SYSTEMS, only transmit information over the Internet on an encrypted basis.
 - Observe and respect all WAYNE FUELING SYSTEMS patents, trademarks and copyrights and comply with such restrictions or prohibitions on their use as WAYNE FUELING SYSTEMS may from time to time establish.
 - Comply with all applicable rules concerning cross-border data transfers.
 - Maintain all personal and sensitive data, whether of WAYNE FUELING SYSTEMS employees or its customers in a secure and confidential manner, taking into account both local requirements and the relevant WAYNE FUELING SYSTEMS policies provided to the Supplier.

Trade Controls and Customs Matters

- ✓ The transfer of any WAYNE FUELING SYSTEMS technical information to any third party without the express, written permission of WAYNE FUELING SYSTEMS. Failure to comply with all applicable trade control laws and regulations in the import, export, re-export or transfer of goods, services, software, technology or technical data including any restrictions on access or use by unauthorized persons or entities, and failure to ensure that all invoices and any customs or similar documentation submitted to WAYNE FUELING SYSTEMS or governmental authorities in connection with transactions involving WAYNE FUELING SYSTEMS accurately describe the goods and services provided or delivered and the price thereof.

Use of Subcontractors or Third Parties to Evade Requirements



- ✓ The use of subcontractors or other third parties to evade legal requirements applicable to the Supplier and any of the standards set forth in this Guide. The foregoing standards are subject to modification at the discretion of WAYNE FUELING SYSTEMS. Please contact the WAYNE FUELING SYSTEMS manager you work with or any WAYNE FUELING SYSTEMS Compliance Resource if you have any questions about these standards and/or their application to particular circumstances. Each WAYNE FUELING SYSTEMS Supplier is responsible for ensuring that its employees and representatives understand and comply with these standards. WAYNE FUELING SYSTEMS will only do business with those Suppliers that comply with applicable legal and regulatory requirements and reserves the right, based on its assessment of information available to WAYNE FUELING SYSTEMS, to terminate, without liability to WAYNE FUELING SYSTEMS, any pending purchase order or contract with any Supplier that does not comply with the standards set forth in this section of the Guide.