



**CP-PY-08 / POLICY**  
**CODE OF BUSINESS CONDUCT**  
Issue **1.0**

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## 1 PURPOSE AND SCOPE

This Code of Conduct (the “Code”) sets out the standards, values and principles with which Cox Powertrain Limited (COX) expects all its employees (including contractors) at every level of the Company, as well as its suppliers, sub-suppliers, distributors, contractors, producers and consultants together the “Business Partners”, to comply.

The Code represents the Ethics Policy referred to in some COX commercial documents, including for instance the Distributor Agreements.

### 1.1 Principles

COX is committed to the principles set out in this document and expects its Business Partners to observe the principles of this code.

In this Code of Conduct, the terms “Business Enterprises” cover both COX and their Business Partners.

COX requires that its Business Partners ensure that their applicable staff are aware of and are trained in this Code of Business Conduct.

The appendices referred to at the end of this document form an integral part of the COX Code of Conduct.

## 2 ROLES AND RESPONSIBILITIES

It is the personal responsibility of all COX employees and Business Partners to act in accordance with the standards set out in this Code of Conduct.

The COX Quality Systems Lead is responsible for the maintenance of this document.

## 3 OUR VALUES

The Code of Conduct sets out to all its employees and Business Partners the following values:

### 3.1 Empowerment

A central aim for the Code is to empower COX and its Business Partners, to develop their commercial activities in a way that respects human/labour rights and complies with all relevant laws.

### 3.2 Law and Ethical Practises

COX expects its employees and Business Partners at all times to adhere to and comply with all legal requirements including not to be involved in any transactions that include, directly or indirectly, any form of bribery, corrupt practices including money laundering, the breaching of international sanctions and trade restrictions, child labour and all forms of slavery.

### 3.3 Maintain Accurate Records

COX and its Business Partners – at every level of operation – should ensure the accuracy of all business and financial records.

### 3.4 Whistleblowing

COX intends to establish a **Whistleblowing Hotline** for the purpose of anyone (both internally and externally) to report incidents of inappropriate behaviour resulting from this policy. Details of how to contact the Hotline by telephone, email, fax, social media, or regular mail will be provided as soon as they are available.

If you wish to report a suspected violation of the Code, you will not be required to identify yourself, there will be no retribution for reporting and details of your claim will be kept confidential unless law requires disclosure.

## 4 IMPLEMENTATION

### 4.1 Code Observance

Obeying domestic laws is an obligation of all business enterprises. In countries where domestic laws and regulations conflict with or set a different standard of protection than the COX Code of Conduct, business enterprises should seek ways to abide by the principles set out in this document.

### 4.2 No Discrimination

COX policy is to provide equal employment opportunities and to treat all applicants and personnel without bias or favour.

### 4.3 Fair Remuneration

Business Partners must comply, as a minimum, with wages mandated by local Governments' minimum wage legislation. All other local legislation set by Government should be complied with.

### 4.4 Working hours and Occupational Health and Safety

Cox and its Business Partners must comply with relevant Government legislation regarding safe working hours and any relevant occupational health and safety regulations as set by the local jurisdiction of operation. COX is committed to operational excellence and to delivering industry-leading Health, Safety and Environment (HSE) performance. COX's Policy aims to ensure the health and safety of all personnel whenever they are engaged in company business.

### 4.5 No Child Labour

Cox and its Business Partners must not employ directly or indirectly, children below the minimum age defined by law in their jurisdiction.

### 4.6 No Bonded Labour

Cox and its Business Partners must not engage in any form of servitude, forced, bonded, indentured, trafficked or non-voluntary labour.

### 4.7 Protection of the Environment

COX conducts its activities in a manner designed to minimise any adverse impact on the environment and affected communities. Business Partners

are encouraged to adopt the same principles of protection of their environment and communities.

## 5 ETHICAL BUSINESS BEHAVIOUR

COX and its Business Partners will not be involved in any act of corruption, extortion, or embezzlement, nor in any form of bribery including but not limited to the promising, offering, giving, or accepting of any improper monetary or other incentive.

## 6 CONFIDENTIAL INFORMATION POLICY

### 6.1 Confidential Obligations

COX personnel and Business Partners often acquire confidential or proprietary information about COX's business activities. COX's Policy prohibits all COX's personnel and Business Partners from disclosing or using confidential or proprietary information for personal gain.

Where COX personnel deal with sensitive information, they are required to sign a Confidentiality Agreement which elaborates on the above principles and provides specific guidance regarding the recognition and treatment of confidential information. COX Business Partners will be required to impose equivalent requirements on any of their staff who may reasonably be expected to handle or become aware of COX proprietary information.

COX policy prohibits the disclosure of non-public information relating to COX's business activities ("inside information") to anyone other than its personnel, and Business Partners whose positions directly require them to know such information.

### 6.2 Data Privacy

Personal data pertaining to COX's personnel and Business Partners are significant information assets: it is important that such data be handled with care and in accordance with laws, including without limitation the GDPR, UK DPA, the USA Privacy Shields, CCPA and other relevant data legislations in force and as may be amended from time to time.

For more information please email [compliance@coxpowertrain.com](mailto:compliance@coxpowertrain.com)

## 7 COMPLIANCE WITH LAW AND ETHICAL BUSINESS PRACTICES

To sell and market our products globally, COX follows all applicable import and export laws and regulations associated with the countries in which it operates. COX does not condone or conduct unauthorised business with countries or third parties that are subject to trade embargoes or economic sanctions.

### 7.1 Conflicts of Interest

COX's policy prohibits conflicts of interest between its personnel, Business Partners and COX's business.

To this end, COX prohibits its employees from accepting gifts from its suppliers and customers. COX Business Partners are discouraged, and indeed should decline any honorariums from individuals or organisations in connection with their business with COX.

A conflict of interest may arise because of outside directorships, personal use of COX's property or obtaining services for personal benefit. For the avoidance of doubt, the definition of COX's personnel extends to any person having a close personal relationship with such a person, which includes and is not limited to: spouses, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, any person living in the same house with the person or any business associate of the person.

*It is difficult to provide a complete list of what constitutes a conflict of interest. If you need clarification on what constitutes a 'Conflict of Interest' please email to: - [compliance@coxpowertrain.com](mailto:compliance@coxpowertrain.com)*

### 7.2 Anti-Competition Laws

Cox and its Business Partners are required to comply with anti-competitive legislation set by Governments.

Anti-competition laws preclude disclosure of pricing information (and other information) to competing business interests.

### 7.3 Bribery

COX and its Business Partners should never offer, pay, promise to pay, or accept anything of value, either directly or indirectly, to improperly influence the judgment or actions of others.

Bribery is used to describe a broad range of business dealings. These are usually in the nature of kickbacks, gifts of significant value, bribes or payoffs made to favourably influence some decision affecting a company's business or for personal gain of an individual. Such payments may result in violation of various laws, including the UK Bribery Act, the United States Foreign Corrupt Practices Act (FCPA) and similar laws in other countries. COX personnel and Business Partners are specifically prohibited from making or receiving any payment or engaging in any transactions that are prohibited under the Bribery Act, the FCPA or similar laws of other countries.

COX does not prohibit reasonable expenditures for meals and entertainment of suppliers, distributors, contractors, consultants, and personnel, which are an ordinary and customary business expense if they are otherwise lawful.

### 7.4 Fraud and Similar Irregularities

COX prohibits fraud and establishes procedures to be followed concerning the recognition, reporting and investigation of suspected fraud. Fraud includes, but not limited to:

1. Embezzlement.
2. Forgery or alteration of negotiable instruments e.g. cheques, drafts.
3. Misappropriation of assets.
4. Conversion to personal use of cash, securities, supplies, scrap materials or any other COX assets.
5. Falsification of records or financial statements.
6. Falsification of expense claims and related documents.

## 8 EXPORT AND IMPORT COMPLIANCE, AND TRADE SANCTION LAWS

COX policy is to comply with the UK, the EU, the USA, the UN, and other international regulations on sanctions affecting export and import regulations. Export controls apply to the export of goods, software, technology, technical data (such as manuals, blueprints, drawings etc.), intellectual property. Economic and trade sanction laws, including laws of countries where COX undertakes commercial activities, may restrict, prohibit, or otherwise require licensing for the export or import of COX's products, goods, technology and services (including investments and financial transactions).

Sanction laws also prohibit engaging in business or other transactions with any entity or person that is on a restricted party list: for example, the list prepared by the UK Office of Sanctions Implementation (OFSI) and the United States Office of Foreign Assets Control (OFAC). In addition, matters pertaining to national security and defence may apply.

Exports are controlled based on:

- Type of item.
- Country of destination.
- Identity of parties (prohibited parties or parties involved in proliferation).
- End-use of the product.

All COX personnel and Business Partners must act in compliance with applicable laws including conducting due diligence to prevent breaching any of the applicable laws

Any questions concerning the requirements of this policy or the applicable laws should be addressed to [compliance@coxpowertrain.com](mailto:compliance@coxpowertrain.com).



**Tim Routsis (CEO)**

June 2020

**9 TERMS AND DEFINITIONS**

TERM:	DEFINITION:
“Must”	Expresses a mandatory requirement.
“Should”	Is used where a requirement is ‘recommended’.
“May”	Indicates an option that may or may not be adopted.
“Will”	Indicates an intent.
“The Code”	The Code refers to COX’s Code of Business Conduct that sets out the standards, values, and principles.
“Business Partners”	Refers to all of COX’s employees (including contractors) at every level of the Company, as well as its, suppliers, sub-suppliers, distributors, contractors, producers, and consultants (together the “Business Partners.”).
UN	United Nations is an intergovernmental organization that aims to maintain international peace and security, develop friendly relations among nations, achieve international cooperation, and be a centre for harmonizing the actions of nations. It is the largest, most familiar, most internationally represented and most powerful intergovernmental organization in the world.
EU	The European Union is a political and economic union of 27 member states located primarily in Europe.
UK	The United Kingdom of Great Britain and Northern Ireland.
OFAC	Office of Foreign Assets Control (USA).
OFSI	Office of Sanctions Implementation (UK)

**10 REFERENCE DOCUMENTS – FURTHER READING**

Document Ref	Document Description
CP-PY-06	COX’s Anti-Modern Slavery Policy
	Universal Declaration of Human Rights.
FCPA	United States Foreign Corrupt Practices Act
	UN Guiding Principles for Business and Human Rights.
	International Labour Organization (ILO) Conventions and Recommendations relevant to improve commercial working conditions.
	United Nations Convention on the Rights of the Child.
ISO37001 - 2016	Anti -bribery management systems: Requirements with guidance for use.
	UK Modern Slavery Act 2015.

**11 REVISION HISTORY**

Issue Number	Date	Version / Changes Made	Owner	Approved by
1.0	May 2020	First issue	COX Governance	CEO