

ANTI-CORRUPTION STANDARDS OF CONDUCT

PURPOSE

Trojan Battery Company, LLC is committed to maintaining the highest ethical standards of business conduct throughout our company and the world. Trojan maintains a zero tolerance policy toward corruption and bribery to support compliance with the United States Foreign Corrupt Practices Act (“FCPA”), United Kingdom Bribery Act (“UKBA”), and all other applicable anti-corruption laws of countries in which Trojan, its affiliates, subsidiaries, distributors and other parties (the “Parties”) conduct business. The purpose of these Anti-Corruption Standards of Conduct is to ensure that the Parties comply with these laws.

WHAT THESE LAWS SAY

The FCPA prohibits:

- The officering or giving, *directly or indirectly*, of anything of value, including gifts or services,
- To a foreign official, a foreign political party or an official or candidate of that party, or an officer or employee of a public international organization (collectively, “Foreign Official”) or any other person with knowledge that anything of value will be passed on to such persons,
- For the purpose of:
 - Influencing any act or decision by a Foreign Official,
 - Inducing the Foreign Official to act in violation of his or her lawful duty,
 - Securing any improper advantage, or
 - Persuading a Foreign Official to influence any act or decision of a foreign government or agency or public international organization,
 - To retain or obtain business for Trojan Battery Company.

The UKBA prohibits:

- The, *direct or indirect*, offering, promising or giving of a financial or other advantage,
- To a Foreign Official or the UK domestic counterpart of such a Foreign Official (collectively, “Public Official”),
- With the intention of influencing the Public Official in the performance of his or her official functions
- So as to obtain or retain business or an advantage in the conduct of business.

The UKBA also prohibits:

- The, *direct or indirect*, offering, promising or giving of a financial or other advantage.
- To another person, whether a Public Official or not,
 - With the intent to bring about the improper performance by another person of a relevant function or activity or to reward such improper performance, or
 - With knowledge or belief that the acceptance of the advantage in itself constitutes the improper performance of a relevant function or activity.

Please note that a Foreign or Public Official for purposes of these laws includes relatives or people who live with these officials. There are laws in your country that may have different obligations and Trojan expects that you will comply with them. The fact that bribes are considered “customary” in any foreign country will not justify or excuse such conduct. Violations of these laws may subject any person (*even if you do not live in the US or the UK*) to civil and/or criminal penalties (including jail time) under the laws mentioned above or your local laws, and will adversely tarnish Trojan Battery’s reputation and brand, and yours.

EXPECTATIONS

Trojan expects the Parties to act with the highest level of ethical standards consistent with the FCPA, UKBA, and any other applicable anti-corruption laws. Such expectations include:

- That the Parties will not take any action, *directly or indirectly*, in connection with any business transactions involving Trojan Battery, which would violate the FCPA, UKBA, or any other applicable anti-corruption laws;
- Specifically, without limiting the above, that the Parties have not, and will not directly or indirectly, give, offer, pay, promise to pay, receive, or authorize the payment of any: (a) money or other thing of value to any Government Official, or to any other person with knowledge that anything of value will be passed on to a Government Official, for purposes of (i) influencing any act or decision of any Government Official, (ii) inducing such Government Official to act in violation of his or her lawful duty, (iii) securing any improper advantage, or public international organization to obtain or retain business for, or direct business to the Party or Trojan Battery; or (b) secure a financial or other advantage for the Party or Trojan Battery;
- That the Parties will keep books, records and account that, in reasonable detail accurately reflect the transaction and dispositions of its funds and other assets in relation to its business with Trojan Battery and that Trojan Battery and its representatives will have access to review and audit those records in the event it reasonably believes there has been a violation of an anticorruption law, and that you will cooperate with any such efforts; and
- That each Party will certify annually, in writing that it is in compliance with the anticorruption laws.

If Trojan Battery reasonably believes that a Party has violated (or is continuing to violate) the FCPA, UKBA, or any other applicable anti-corruption laws, Trojan Battery may terminate, in its sole discretion, any agreement, relationship, or transaction immediately with you upon notice to you and without any liability to you.

REPORTING STANDARDS OF CONDUCT VIOLATIONS

Violations of Trojan's Anti-Corruption Standards of Conduct can be reported confidentially and anonymously. If you have knowledge that any of these standards are being violated, you are encouraged to report the issue. Contact methods are listed below:

- **Toll-Free Telephone:**
 - English speaking USA and Canada: **(844) 990-0004** (not available from Mexico)
 - Spanish speaking North America: **(800) 216-1288** (from Mexico user must dial 001-800-216-1288)
 - Employees outside of North America: **(800) 603-2869** (must dial country access code first)
- **Website:** <http://www.lighthouse-services.com/trojanbattery>
- **Email:** reports@lighthouse-services.com (must include Trojan's name with report)
- **Fax:** (215) 689-3885 (must include Trojan's name with report)

This Anti-Corruption Standards of Conduct may be amended by Trojan; its enforcement and/or interpretation rests solely with Trojan; and it does not confer or create any rights in favor of any party other than Trojan.

C A L I F O R N I A

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