

## **Polyconcept**

### **Code of Ethics Acknowledgement**

#### **Purpose**

Polyconcept (the “Company”) is a global leader in the promotional products industry with a reputation for integrity and high ethical standards. Polyconcept’s Code of Ethics sets out its expectation that its employees, officers, and directors will maintain high ethical standards and comply with all applicable laws while conducting Company business.

The Company also expects that its employees, officers, and directors will ensure that third parties with whom they associate, such as consultants, agents, sales representatives, distributors, independent contractors, and vendors, also comply with relevant aspects of its Code of Ethics.

#### **Global Applicability**

The Code of Ethics applies to all Company activities and must be followed wherever the Company does business—even if local laws, customs, or business practices are more relaxed.

#### **Taking Personal Responsibility**

Each employee, officer and director is personally responsible for observing the Code of Ethics, which is premised on the following guiding principles:

- Obeying all applicable laws and regulations that govern Company business;
- Being honest, fair and trustworthy in all Company activities and relationships;
- Avoiding all conflicts of interest between work and personal affairs, including the making or receiving of gifts or offering or paying anything of value to improperly influence a business decision;
- Fostering an atmosphere in which fair employment practices extend to every member of the Company;
- Striving to create a safe workplace and ensuring that vendors to the Company do so as well;
- Timely recording and reporting business and financial information accurately and completely and reflecting the true nature of the underlying transactions; and
- Demonstrating leadership at every level to sustain a culture where ethical conduct is recognized and valued.

The Company’s policies are set forth more fully in the Code of Ethics (Exhibit A) and the Vendor Code of Conduct (Exhibit B), which the Company’s vendors must sign.

#### **Raising Concerns**

Each employee, officer and director of the Company has a personal obligation to understand the Code of Ethics, to seek guidance concerning any particular legal or ethical dilemma, and to report observed or suspected non-compliance with applicable laws, the Company’s Code of Ethics or other Company policies.

Managers also have a special responsibility to set an example for others by promoting an ethical culture, demonstrating exemplary behavior in all their actions and in serving as a sounding board for those who may have questions about a difficult situation.

There are a number of places to go to discuss these matters or to report a concern, including:

- Your manager;
- Your human resource representative;
- Any member of the Company's Legal Department;
- The Company's Chief Ethics Officer; and
- The Company's confidential reporting hotline and reporting system website, which are available twenty-four hours a day, seven days a week. Employees can choose to identify themselves or remain anonymous (where anonymity is permitted by local law) using either of these methods.

**No Retaliation**

Employees who raise concerns help the Company to correct problems before they grow. The Company will not tolerate retaliation against any employee for raising a business practices issue in good faith. Raising a concern in "good faith" means that the employee made a genuine attempt to provide honest and accurate information even if that employee is later proven to be mistaken. Reports made in good faith cannot be a basis for discipline or discrimination.

Employees who have been retaliated against should report this behavior to a supervisor or the Chief Ethics Officer. The Company takes allegations of retaliation seriously, and it will review all complaints of retaliation and threatened, attempted or actual retaliatory action.

**Consequences**

Because the Company is committed to doing business the right way, violations of the Code of Ethics may result in discipline, up to and including termination of employment as permitted by law. The Company may also report violations to criminal and/or civil authorities when appropriate or necessary.

**Acknowledgement**

I understand and acknowledge that:

- It is my responsibility to read the Code of Ethics;
- My employment by the Company carries with it a responsibility to maintain high ethical standards and comply with all applicable laws in the conduct of the Company's business affairs, and I will refrain from taking part in, or exerting influence over, any transaction which violates any applicable law or is in violation of the Company's Code of Ethics, including those in which my own interests may conflict with the best interests of the Company;
- No single statement on ethics can possibly anticipate all of the ethical situations I may encounter, and I understand the various options I have available to me to seek advice on these matters; and
- I must report any non-compliance with laws or violations of Company policies of which I have direct or indirect knowledge.

Name (print): \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**Exhibit A**  
**Polyconcept**  
**Code of Ethics**

**PURPOSE**

Polyconcept (the “Company”) is a global leader in the promotional products industry with a reputation for integrity and high ethical standards. Polyconcept’s Code of Ethics sets out its expectation that its employees, officers, and directors will maintain those high ethical standards and comply with all applicable laws while conducting Company business.

The Company also expects that its employees, officers, and directors will ensure that third parties with whom they associate, such as consultants, agents, sales representatives, distributors, independent contractors, and vendors, also comply with relevant aspects of its Code of Ethics.

**IMPORTANT: This Code of Ethics is not an employment contract, and the Company does not create any contractual rights by issuing them. The Company has, where required by law, dealt with its work councils in implementing this Code of Ethics.**

**EMPLOYMENT**

Maintaining a positive and inspiring work environment is critical to the Company’s success. The Company values its diverse and talented employees and strives to create a workplace of inclusion and acceptance in a safe and secure environment.

Prevent Discrimination and Harassment – The Company believes that everyone has the right to work in an environment free from improper harassment, to be treated fairly, and to have equal access to employment based upon individual skills and effort. The Company will not tolerate discrimination or harassment. The Company will not make employment-related decisions based upon a person’s race, color, gender, national origin, nationality, age, religion, citizenship, disability, medical condition, sexual orientation, political views, marital status or any other basis protected by applicable law.

Follow Wage and Hour Laws – The Company believes that employees should be paid properly for the work they do on behalf of the Company. The Company will follow all applicable wage and hour laws and regulations including, without limitation, off-the-clock work, meal and rest breaks, overtime pay, termination pay, and restrictions against child labor.

Workplace Safety – The Company is committed to providing a safe, healthy and secure work environment. The Company requires training on and compliance with safe work practices and procedures at all of its manufacturing facilities to help prevent workplace injuries. The Company will comply with all applicable laws and relevant industry safety and environmental standards in order to protect its employees and other persons affected by its business activities.

## **ACT IN THE BEST INTERESTS OF THE COMPANY**

To protect its reputation and credibility, the Company requires all of its employees, officers and directors, as well as third parties working on behalf of the Company, to make decisions strictly based on the Company's best interests, to comply with all applicable laws, to keep accurate books and records and to communicate appropriately with individuals outside the Company.

Compliance with Laws and Regulations– The Company's reputation for integrity requires that all Company business be conducted in compliance with all applicable laws and regulations. Employees, officers and directors and third parties working on behalf of the Company must be knowledgeable about and comply with all applicable laws and regulations affecting the Company.

Avoiding Conflicts of Interests - Employees, officers and directors should avoid any situation in which their personal or financial interests might cause their loyalties to be divided from the Company's. This applies even when there is the appearance of a conflict of interest that might cause others to doubt the person's fairness or integrity. Employees, officers, and directors are responsible for disclosing any actual or potential conflicts of interest in writing to their manager.

**An actual or potential conflict of interest occurs when an employee is in a position to influence a decision or has business dealings on behalf of the Company that might result in personal gain for the employee or for one of the employee's relatives.** For conflicts of interest, a relative is any person who is related by blood or marriage, or whose relationship is similar to being a relative even though the person is not related by blood or marriage.

Such conflicts include:

- Ownership by an employee, officer or director or by a member of their family of an interest in any outside enterprise which does or seeks to do business with or is a competitor of the Company;
- Serving as a director, officer, partner, employee, consultant, or in a managerial or technical capacity with an outside enterprise which does or is seeking to do business with or is a competitor of the Company. Exceptions must be approved by the Company's Chief Ethics Officer;
- Acting as a broker, finder, go-between or otherwise acting for the benefit of a third party in transactions involving or potentially involving the Company or its interests; and
- Any other arrangements or circumstances, including family or other personal relationships, which might dissuade an employee, officer, or director from acting in the best interests of the Company.

Never Share Material Non-Public Information - In the course of their work, employees, officers and directors may learn of material information about the Company or other companies before it is made public. It may result from a conversation overheard in the hallway or from reading a memo left at a copy machine. Using this information for financial or other personal benefit or conveying this information to others constitutes a violation of this Code of Ethics and may even violate the law. This includes the buying or selling the securities of any company about which the material non-public information pertains and giving this "inside information" to anyone else who might base financial trades on the shared information. Employees, officers and directors are expected to maintain the confidentiality of Company information and not convey it to anyone outside the Company unless it is necessary for business activities.

Protect Confidential Information - Confidential information is non-public information related to or held by the Company. This includes many valuable Company assets, such as strategic, business, marketing, financial and product plans; revenue levels, profits and unpublished financial or pricing information; yields, designs, efficiencies and capacities of production facilities, methods and systems; employee, customer and vendor lists; pending acquisitions or transactions with other third parties; and equally important trade secrets and other intellectual property. It is critical to the continued growth and competitiveness of the Company that this information remain confidential and secure. It is the responsibility of each employee, officer and director to safeguard this information and never disclose it outside the Company unless there is a non-disclosure agreement in place or the disclosure is required by law. It is equally important to maintain the confidentiality of information of other companies, including the Company's vendors and customers.

Third parties may ask for information about the Company. These third parties might include media or securities market professionals (like securities analysts, institutional investors, brokers and dealers). Such inquiries shall be referred to a local facility manager or to the Chief Ethics Officer. Additionally, employees, officers and directors may not disclose material, non-public information about the Company or its business in any online forum, such as social media outlets, bulletin boards, chat rooms or blogs, unless specifically authorized by the Chief Ethics Officer.

**Nothing in this Code of Ethics shall be construed to prohibit the reporting of Company information to a government agency or to prevent employees from exercising their rights to act collectively under applicable law.**

Protect Company Assets - It is crucial to protect the Company's assets, including intellectual property, equipment, tools, materials, supplies, and technology resources (such as computers, phones, and mobile devices). Theft, loss, carelessness and waste have a direct impact on the Company's financial performance. Employees, officers and directors may not use Company assets for any personal benefit or for the personal benefit of anyone else. Failure to protect technology resources can also make the Company's electronic records vulnerable to attack by hackers.

Respect Data Privacy - A growing number of countries, including the United States, are more stringently regulating the collection and use of "personal data," including personal data of employees, customers and vendors. The Company is committed to handling personal data responsibly and in compliance with applicable privacy laws and Company policies. Employees, officers and directors shall collect, process and use personal data for legitimate business purposes only. Personal data may not be shared with anyone inside or outside the Company who does not have a legitimate business need to know, unless compelled by process of law.

Observe Security Protections and Develop Crisis Management Plans – The Company is committed to protecting the security of its employees, facilities and information. Employees, officers and directors must comply with the security rules established at Company facilities, including wearing the appropriate badge and only permitting authorized personnel into work areas. Employees, officers and directors are also expected to report indicators of workplace violence. It is also important to report any apparent security lapses to an appropriate manager.

Maintain Proper Books and Records and Complete and Accurate Financial Reporting – The Company requires complete, accurate and timely information to make responsible business decisions and to meet its legal and regulatory obligations. Accordingly, all Company books,

records and accounts must be maintained in accordance with applicable regulations and standards and accurately reflect the true nature of the underlying transactions.

It is the responsibility of every employee, officer and director to ensure this occurs. To ensure the accuracy of the Company's records, employees, officers and directors may not:

- Make false or misleading entries in the Company's books or records for any reason;
- Establish an undisclosed or unrecorded account or fund for any purpose;
- Disburse corporate funds or other corporate property without adequate supporting documentation;
- Alter or falsify quality or safety results;
- Improperly record or fail to record items that should be expensed;
- Make any false or misleading statement or omission to an accountant (internal or external) in connection with any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report; or
- Take any action to coerce, manipulate, mislead or fraudulently influence any accountant engaged in the performance of an audit or review of Company financial statements.

## **DEALING WITH VENDORS, CUSTOMERS, COMPETITORS, AND OTHER THIRD PARTIES**

The Company works to create a business environment that reflects the highest standards of professionalism and ethical behavior. All employees, officers and directors must deal honestly, ethically and fairly with the Company's vendors, customers, competitors and other employees. This Code of Ethics is designed to comply with the requirements of the U.S. Foreign Corrupt Practices Act (the "FCPA") and the anti-bribery laws of those other jurisdictions in which we do business.

Integrity in Vendor Relationships – The Company's relationships with its vendors are based on lawful, efficient and fair practices. The Company must comply with all applicable laws covering vendor relationships, and will deal only with vendors that agree to comply with all legal requirements, treat workers fairly, provide a safe and healthy work environment, and protect the environment. Vendors doing business with the Company also must sign a Vendor Manufacturing Agreement.

### Avoid Improper Gifts, Favors and Payments by the Company

Employees, officers and directors may have an opportunity to offer or accept gifts, meals, travel and other things of value in their dealings with customers, vendors and other third parties. While these activities may help build valuable working relationships, they can easily lead to actual or perceived conflicts of interest – and even accusations of bribery – if they are not handled properly. Also, stricter standards often apply when dealing with government representatives.

A. Gifts, Favors Entertainment, and Payments by the Company - Gifts, favors and payments may be given to others at the Company's expense if they meet all of the following criteria:

- They are consistent with accepted local business practices;
- They are of a sufficiently limited value, approved under a departmental budget and in a form that will not be construed as a bribe or payoff;
- They are not in violation of applicable law and generally accepted ethical standards and permitted under the organization's rules of the recipient;

- Public disclosure of the facts will not embarrass the Company or create the appearance of an impropriety; and
- The records of such expenditures accurately reflect the true nature of the transaction.

B. Gifts, Favors, Entertainment and Payments Received by Company Employees, Officers and Directors – Employees, officers or directors shall not seek or accept for themselves or others any gifts, favors, entertainment, and payments without a legitimate business purpose from any personal or business organization that does or seeks to do business with or are competitors of the Company. No employee of the Company shall accept any funds or other assets (including those provided as preferential treatment to the employee for fulfilling their responsibilities) for assisting in obtaining business or for securing special concessions from the Company. Any employee found to be receiving, accepting or condoning a bribe, kickback or other unlawful payment, or attempting to initiate such activities, will be liable to termination and possible criminal proceedings against them. All employees have a responsibility to report any actual or attempted bribery, kickback or fraud to the Company.

Employees, officers and directors may accept for themselves and members of their families common courtesies usually associated with customary local business practices up to the lesser of (a) \$250 USD (or equivalent value in local currency) in value or (b) the amount allowable under the law of the country where the gift is given. These gifts may include calendars, pens, pads, or perishable items usually given during the holidays, such as hams, cookies, nuts, and light alcohol beverages. Anything over that amount should be approved by the Chief Ethics Officer, including:

- Lunch and dinner with vendors of reasonable value sometimes including spouses as long as the invitation is extended by the vendor;
- Tickets to events (such as sports, arts, etc.) offered by the vendor;
- Gift cards; and
- Overnight, day or golf outings under the condition that individuals from either other companies or vendors are in attendance, provided there is prior approval from the appropriate Company officer.

**It is never permissible to accept a gift in cash of any amount.** Additionally, management employees, officers or directors cannot accept gifts from those under their supervision of more than a limited value.

Never Make Improper Payments - No one working on behalf of the Company is authorized to offer or accept anything of value that is intended to improperly influence a business decision. This includes bribes, kickbacks, facilitation payments or fraud. The Company does not permit bribery in any commercial arrangement and also recognizes that many countries (including the United States) have special rules about giving anything of value to a government official, which can include government agencies and companies that are owned or controlled by the government (such as public utilities, telecommunications companies or news agencies). Any payment or gift to government officials and commercial partners alike must be for reasonable and properly documented business expenses and cannot be for the purpose of securing an improper business advantage. Employees, officers and directors must also ensure that any person or firm who represents the Company (such as a consultant, agent, sales representative distributor or contractor) also complies with this Code of Ethics and applicable laws.

Political Contributions Always Require Prior Approval - Employees, officers and directors may never contribute Company funds or other Company assets to a political candidate or cause without the prior approval of the Company's Legal Department. Nothing in this paragraph should be interpreted as prohibiting an employee, officer and director from contributing their personal funds to a political candidate or cause of his or her own choosing.

Treat Customers Fairly- Statements about Company products and services must always be truthful, accurate and never misleading. Take special care not to take unfair advantage of anyone through manipulation, abuse of confidential information, fraud or any other unfair-dealing practice. Compliance is critical to preserving the Company's good reputation.

#### Open and Fair Competition

The Company strives to outperform competitors fairly by offering superior products and services, and never through unethical business practices. All of the countries where the Company does business have competition laws (or "anti-trust laws") that regulate competitive activities. These laws are designed to protect the Company's customers and the public against unfair business practices that restrict competition. These laws may vary from one country to another. Employees, officers and directors are prohibited from collaborating with competitors to restrain competition or trade, or engaging in the following:

- Agreeing to establish or maintain prices or terms and conditions of sale;
- Agreeing on bidding;
- Dividing up markets, territories or customers;
- Discussing the boycotting of a third party; or
- Engaging in other contacts of any kind that could create the appearance of improper agreements or understanding.

If a competitor discusses any of these topics, no matter how casually, it is important to stop the conversation and report the incident to a Company manager or the Company's Chief Ethics Officer.

Never Solicit Competitor's Confidential Information – Knowing and understanding the competition is important to Company success, but that information should never be gained unfairly or illegally. Employees, officers and directors may not ask for or try to obtain a competitor's confidential information from a vendor or customer or ask a new hire who previously worked for a competitor to share confidential information about the former employer. If a competitor's confidential information is inadvertently received, the employee must notify the Company's Legal Department immediately.

Obey International Trade Controls - International Trade Control (ITC) laws affect the transmission of goods, services and technology across national borders. These laws apply to many aspects of the Company's operations — not just shipping products. It is important that employees, officers and directors carefully observe ITC laws in connection with the importing and exporting goods, technology, software, services and financial transactions. Employees, officers and directors must ensure accurate and complete import declarations, check the export classification of the products, and screen transactions against all applicable rules that restrict exports for certain sanctioned countries, persons or prohibited end uses. Employees may not cooperate with any restrictive trade practices or boycotts that are prohibited by law.

## **COMMUNITIES**

The Company has a responsibility to the local communities where it does business around the globe. The Company recognizes that as a good global corporate citizen it has a responsibility to set an example in business dealings with others.

Respect Human Rights - The Company will not use forced, involuntary or child labor in any of its facilities or allow such use in any part of its supply chain.

Respect the Environment – The Company will fully comply with all local environmental laws and regulations at each of its worldwide locations and require its supply chain to do the same.

Demand Vendor Compliance - The Company has as separate Vendor Manufacturing Agreement that requires vendors of the Company to abide by these same ethical standards, and the Company undertakes periodic vendor audits to ensure compliance.

## **RAISING CONCERNS**

Each employee, officer and director of the Company has a personal obligation to understand the Code of Ethics and to seek guidance concerning any particular legal or ethical dilemma.

Managers also have a special responsibility under this Code of Ethics to set an example for others by promoting an ethical culture, demonstrating exemplary behavior in all of their actions and in serving as a sounding board for those who may have questions about a difficult situation.

There are a number of places to go to discuss these matters or to report a concern, including:

- Your manager;
- Your human resource representative;
- Any member of the Company's Legal Department;
- The Company's Chief Ethics Officer; and
- The Company's confidential reporting hotline and reporting system website, which are available twenty-four hours a day, seven days a week. Employees can choose to identify themselves or remain anonymous (where anonymity is permitted by local law) using either of these methods.

The website is [www.polyconcept.ethicspoint.com](http://www.polyconcept.ethicspoint.com)

Employees may also report a concern via letter. The letter should be addressed as follows:

Benjamin Antin, Chief Ethics Officer  
Polyconcept  
400 Hunt Valley Road  
New Kensington, PA 15068

The Ethics Hotline, mailbox and Code of Ethics e-mail address are not intended to be used for personal grievances or complaints or concerns regarding other Company policies. In most cases, human resources is the most suitable and capable venue for resolving disputes between employees. All matters that do not appear to constitute violations of law or the Code of Ethics will be referred to the appropriate department for resolution.

## **NO RETALIATION**

Employees who raise concerns help the Company to correct problems before they grow. The Company will not tolerate retaliation against any employee for raising a business practices issue in good faith. Raising a concern in “good faith” means that the employee has made a genuine attempt to provide honest and accurate information even if that employee is later proven to be mistaken. Reports made good faith cannot be a basis for discipline or discrimination.

Employees who believe they may have been retaliated against should report this behavior to a supervisor or the Chief Ethics Officer. The Company takes allegations of retaliation seriously, and it will thoroughly review all complaints of retaliation.

## **INVESTIGATING AND RESOLVING POTENTIAL VIOLATIONS**

The Company is committed to thoroughly investigating reports of potential violations of law, the Code of Ethics and other Company policies. Upon receipt of information regarding any alleged violation, the Company will:

- Evaluate the information;
- Determine whether it is necessary to conduct an informal inquiry or a formal investigation;
- Initiate an inquiry or investigation, if appropriate and permitted by applicable laws and regulations;
- Determine whether disciplinary measures must be taken; and
- When appropriate, report the results of the inquiry or investigation to the Board of Directors or refer the matter to appropriate governmental authorities, or both.

Each employee, officer and director is expected to cooperate fully with any inquiry or investigation regarding any alleged violations. Violations of this Code of Ethics, including the failure to cooperate with any inquiry or investigation, may result in discipline, up to and including termination of employment, as permitted by law. The Company may also report violations to criminal and/or civil authorities when appropriate or necessary.

## **Exhibit B**

### **Vendor Code of Conduct**

Purpose	<p>Polyconcept (the "Company") is committed to conduct its business in an ethical, legal and socially responsible manner. The Company will only do business with Vendors who share the same principles in corporate social responsibility.</p> <p>This Code of Conduct not only applies to Vendors with whom the Company contracts but it also applies to Vendors' factories, subcontractors and/ or any third party used by Vendor in producing goods or services for the Company.</p>
Ethical Business Practices	<p>Vendor shall conduct its business in accordance with the highest standards of ethical behavior. No money, assets, gifts, fees, or compensation of any kind may be given to its employees or its affiliates' employees in violation of the Company's policies. Should such incidence arise, an official claim will be filed with the competent authorities, while the employee concerned will be dismissed for cause and the Company will discontinue doing business with the Vendor concerned.</p>
Laws and Regulations	<p>Vendor and any of its subcontractors shall operate in full compliance with the applicable laws and regulations in the countries in which they operate. By applicable laws and regulations, it is understood but not limited to those pertaining to human rights, workers' rights, social responsibility and environmental protection.</p>
Child Labor	<p>Employers shall not employ people under the age of 15, or the minimum age for the completion of compulsory education, or the minimum age of employment required by law in the country of manufacture, whichever is higher.</p>
Forced Labor	<p>Forced or involuntary labor is not tolerated in any form. Vendor shall not use any forced labor, whether in the form of prison labor, indentured labor, bonded labor or otherwise.</p>
Minimum Wages	<p>Vendor shall provide wages and benefits for regular and overtime work that meet at least the level required by applicable laws.</p>
Working Hours	<p>Vendor shall not require workers to work more than the maximum hours of daily labor set by the applicable laws.</p>
Health & Safety	<p>Vendor shall provide its employees with a safe and healthy working environment and when applicable, safe and healthy residential facilities. Vendor shall take appropriate actions to prevent workplace accidents.</p>

Nondiscrimination	Vendor shall treat all of its employees strictly according to his or her abilities and qualifications and shall not discriminate its employment practices on the basis of race, color, religion, sex, age, physical disability, origin or any other basis prohibited by law.
Harrasment and Abuse	Vendor shall treat its employees with dignity and respect. In no event shall Vendor's workers be subject to threats of violence, physical punishment, confinement or other form of physical, sexual, psychological or verbal harassment or abuse.
Freedom of Association	Unless restricted by local applicable laws and regulations, Vendor shall allow its employees the freedom of association and the right to collective bargaining to the extent as permissible by local applicable laws and regulations.
Environment	Vendor shall comply with all local applicable environmental laws and regulations, and shall be committed to improve and invest in efforts for compliance with such local applicable environmental laws and regulations.
Right to Inspect	The Company or its representatives may conduct announced or unannounced monitoring activities to confirm Vendor's compliance to this Code of Conduct. As a condition of doing business with the Company, Vendor must grant the Company and its representative's access to Vendor's facilities and company records to perform audits, including confidential employee interviews.
Violation	Any Vendor or Company employee that becomes aware of violations of this Code of Conduct is obligated to notify any of the Executive Leadership of the Company. Based on the assessment of information made available to the Company, the Company reserves the right (in addition to all other legal and contractual rights) to terminate any relationship with Vendor found to be in violation of this Code of Conduct without liability to Vendor.
Subcontracting	This Code of Conduct shall be equally applicable to any entity or individual ("Subcontracted Party") to which Vendor subcontracts any performance of any Order. Vendor shall cause the Subcontracted Party to fully comply with this Code of Conduct and fully indemnify the Company against any violation of any Subcontracted Party of this Code of Conduct. Upon the Company's request, Vendor agrees to terminate any relationship with any Subcontracted Party found to have committed the aforesaid violation without any liability on the part of the Company.
Definitions	Unless otherwise defined herein, any capitalized term herein shall have the same meaning as ascribed thereto under the Manufacturing Agreement entered into between the Company and the Vendor.