



This Vendor Reference Guide (“VRG”) forms part of any agreement that is entered into between Dunn-Edwards Corporation, a Delaware corporation (“DE” or the “Company”), and any person or entity (“Vendor”) that enters into an Agreement for Purchase and Sale of Merchandise, a Master Services Agreement (General), a Master Services Agreement (IT), or other agreement with DE that incorporates this VRG by reference (the “Governing Agreement”).

DE may, in its sole discretion, modify this VRG from time to time by changing this VRG on its website and sending Vendor email notice of the change, whereupon the modified VRG shall apply for future transactions under the Governing Agreement.

Reference Guide

DE has a strong commitment to ethics and integrity, and we are committed to conducting business in a responsible manner. Ethics and integrity form the foundation of our vendor relationships, and DE expects that vendors will abide by all applicable laws, rules and regulations in the manufacture and distribution of merchandise or services provided to DE.

DE makes our expectations and compliance standards clear and encourages vendors to contact us if an employee ever asks you to do anything that infringes upon these standards. If you are aware of a situation where you think there may be a violation of Company policy pertaining to receiving or soliciting gifts, bribes or kickbacks, disclosure of confidential information or a conflict of interest, immediately notify DE’s management.

The following requirements are part of all new and/or renewed vendor contracts with DE:

A. Gifts and Entertainment

The Company has a zero tolerance policy for receiving gifts and entertainment when there is any chance that the purpose is to improperly influence the recipient, violate the Company's policies or violate the law. This policy does not change during traditional gift-giving seasons or during Company-sponsored events. Gifts and entertainment mean anything received as a result of an actual or potential business relationship and for which the recipient does not pay face value. Examples of gifts and entertainment include meals, travel and travel accommodations for business or vacation purposes, tickets to sporting or cultural events, discounts not available to the general public, gift certificates, vendor product samples for personal use, wine or alcohol and any other merchandise or services.

Before making any attempt to provide gifts or entertainment, vendors are advised to discuss such plans with a senior level contact at DE.

DE reserves the right to terminate its business relationship with any vendor who fails to comply with these Gifts and Entertainment standards.

B. Conflicts of Interest

DE's policies instruct DE employees to avoid conflicts of interest.

- i. A conflict of interest occurs when an individual's private interest interferes (or appears to interfere) in any way with the interests of DE. As conflicting loyalties impair an employee's ability to make objective decisions, conflicts of interest must be avoided.
- ii. A conflict of interest can result from, but is not limited to, certain relationships between an employee and a customer, vendor, competitor, family member or friend.
- iii. A conflict exists when the parties to the relationship give or receive (or appear to give or receive) unfair advantages or preferential treatment. Conflicts of interest also arise when an employee or a member of his or her family receives improper personal benefits as a result of his or her position with the Company. Having such a conflict arouses suspicion about an employee's integrity and can cause damage to the reputation of DE.
- iv. DE expects all vendors to be aware of this policy and to avoid contributing to a conflict of interest or the appearance of a conflict of interest.

DE reserves the right to terminate its business relationship with any vendor who fails to comply with these Conflicts of Interest standards.

C. Anti-Bribery and Foreign Corrupt Practices Act Policy

The U.S. Foreign Corrupt Practices Act (the "FCPA") is a criminal statute which prohibits the corrupt payment of money or giving of things of value, i.e., "bribes," to foreign officials in order to obtain or retain business. DE's commitment to the highest ethical standards and to open and fair business conducted worldwide clearly encompasses compliance with applicable U.S. and international laws, including the FCPA.

DE's employees and agents should understand that any actions taken by them on behalf of the Company in violation of the FCPA create criminal exposure for themselves and the Company. DE trusts in the integrity of its vendors and expects each to comply willingly and completely with the FCPA, and with the Anti-Bribery and Foreign Corrupt Practices Act Policy in this VRG.

Vendors may not offer or give anything of value to a foreign official, a foreign political party official, a foreign political party or a candidate for foreign political office that might be considered a bribe.

To the extent permitted by applicable local law and regulation, vendors may make certain permissible payments under the FCPA, gifts and entertainment, political contributions and charitable contributions. Vendors may not enter into any agreement with a foreign attorney, foreign accountant, foreign consultant, foreign subcontractor or other third party that might result in a violation of the FCPA. Vendors must make accurate and complete entries in their records and follow generally accepted accounting procedures as required by local law. Vendors may not make any false or misleading entries in their books and records.

Criminal sanctions for violations of the FCPA for individuals include fines of US\$250,000.00 or more (which cannot be reimbursed by the employer/principal) and six years' imprisonment. Criminal sanctions for violations of the FCPA for corporations include fines of US\$2,000,000.00 or more.

The FCPA also imposes a statutory duty on public reporting companies to maintain accurate books and records and an adequate system of internal accounting controls. This duty also extends to ensuring that the subsidiaries, domestic and foreign, of public companies also comply with these records and controls requirements.

DE reserves the right to terminate its business relationship with any vendor who violates this Anti-Bribery and Foreign Corrupt Practices Act Policy.

D. Former Employees' Relationships with Vendors

DE will not conduct business with a former employee who is working for a vendor providing products or services to DE for a period of one (1) year after the employee's separation ("cooling period") from DE. During the cooling period, the former employee will not have any access to DE's facilities for business purposes. The former employee will not be allowed to participate in any meetings with current DE employees while the former employee is working for the vendor/new employer. In addition, former employees have an independent obligation not to use or disclose DE's proprietary and confidential information.

The purpose of this policy is to:

- Eliminate any risk that the former employee will use his/her relationship with current DE employees to improperly influence the parties' business dealings; and
- Safeguard DE'S proprietary and confidential information that the former employee acquired during the course of employment that would inevitably be compromised.

Any exceptions must be approved by the CEO of DE.

E. Social and Environmental Responsibility (SER) Standards

DE strives to conduct business in a responsible manner. As we expand our business activities and work with vendors domestically and globally to meet customers' needs, it is important to preserve our collective commitment to human rights and safety in the workplace.

DE expects that all vendors will abide by all applicable international and local laws, rules and regulations in the manufacture and distribution of merchandise or services provided to DE. All vendors are strongly encouraged to exceed DE's guidelines and promote continuous improvement throughout their operations.

All vendors must be able to demonstrate compliance with these requirements at the request of DE.

Vendors must operate in full compliance with all applicable laws and regulations of the countries in which they operate, including, without limitation, immigration and employment laws and regulations.

Vendors must ensure that all of their employees have any necessary work permits or visas.

Vendors must comply with any governmental mandates requiring the provision of healthcare insurance to their employees, and/or the payment of applicable penalties or taxes for any of their employees who are not covered by employer-provided healthcare insurance.

Vendor must comply

Vendors must not employ workers younger than the greatest of (a) 15 years of age (or 14 where the local law allows such exception consistent with International Labor Organization guidelines), (b) the age for completing compulsory education or (c) the minimum working age established by law in the country of manufacture.

In addition, vendors must comply with all local legal requirements for the work of authorized young workers, particularly those pertaining to hours of work, wages and working conditions.

Vendors will not make use of any form of involuntary labor including forced, prison, indentured, bonded, slave or human trafficked labor.

Vendors must treat all workers with respect and dignity. No worker shall be subject to corporal punishment, physical, sexual, psychological or verbal harassment or abuse. In addition, Vendors will not use monetary fines as a disciplinary practice.

Vendors must comply with all wage and hour and/or compensation requirements as defined under applicable labor laws and regulations for regular work, overtime work, production rates and other elements of compensation and employee benefits.

Vendors must ensure that, except in extraordinary business circumstances, on a regularly scheduled basis, workers shall not be required to work more than the lesser of (a) sixty (60) hours per week, including overtime, or (b) the limits on regular and overtime hours allowed by the law of the country of manufacture. In addition, except in extraordinary business circumstances, all workers shall be entitled to at least one day off in every consecutive seven day period.

While DE recognizes and respects cultural differences, vendors must ensure that employment – including hiring, salary, benefits, advancement, discipline, termination and retirement – is based solely on the person's ability to perform the job requirements and not personal characteristics.

Vendors must recognize and respect the rights of workers to exercise lawful rights of free association, including joining or not joining any association. Vendors must also respect the legal right of workers to bargain collectively.

Vendors must provide a safe and healthy working environment in accordance with applicable laws and regulations.

Vendors must comply with all local environmental laws and regulations applicable to the workplace. Factories must conduct business in a manner which minimizes their impact on the environment.

Vendors must not use subcontractors in the manufacture of products or product components for DE without disclosing such information to DE, and only after the subcontractor has adequately demonstrated compliance with these Social and Environmental Responsibility Standards.

Vendors must communicate the provisions of DE's Social and Environmental Responsibility Standards to all workers and supervisors.

Vendors will conduct business with DE consistent with honesty and integrity and demonstrate the highest standards of business ethics. Vendors will take no actions directed at improperly impacting the results of any audit, such as presentation of falsified records or coaching of employees. Consistent with DE's Gifts and Entertainment policy, vendors will not offer any incentives to DE's employees or audit firm representatives.

DE may undertake affirmative measures, such as announced and unannounced on-site audits of production factories, to monitor compliance with these Social and Environmental Responsibility Standards. Vendors must maintain on site all documentation necessary to demonstrate compliance with the Social and Environmental Responsibility Standards, and vendors must allow representatives from DE full access to production facilities, worker records, production records and workers for confidential interviews in connection with monitoring visits.

Vendors are expected to take necessary corrective actions to promptly remediate any noncompliance. Vendors are expected to actively engage in remediation — including timely preparation and presentation of a Corrective Action Preventative Action (CAPA) plan.

DE reserves the right to terminate its business relationship with any vendor who fails to comply with these Social and Environmental Responsibility Standards.

F. Vendor Safety

DE complies with all federal, state and local safety ordinances, including those promulgated by the Occupational Safety and Health Administration ("OSHA"), Department of Transportation ("DOT"), Environmental Protection Agency ("EPA"), National Fire Protection Agency ("NFPA") and National Electric Code ("NEC").

While on any of the Company's premises, all vendors and representatives are required to observe the Vendor Safety standards described below.

General Safety Standards

General on-premises safety requirements are as follows:

- Vendors and their designated representatives are required to sign into the Vendor/Visitor Log.
- If a DE facility provides a visiting supplier or supplier representative with a numbered badge, such badge must be worn prominently throughout the visit.
- Unless in designated smoking areas, smoking is strictly prohibited.
- Supplier representatives maintain control of tools and equipment and never leave tools, equipment, chemicals or any other potentially hazardous substances unattended.

- Professional behavior is expected at all times.

Ladders

Ladder safety rules include the following:

- Representatives may utilize fiberglass stepladders only when working in the light/fan area or with electricity. Platform ladders may also be used in this capacity.
- Step stools and other unapproved ladders are prohibited.
- Electric ladders are restricted to individuals who have received appropriate training.
- Supplier representatives should place barricade gates in the working aisle a minimum distance of 16 feet on either side of the electric ladder.

Fall Protection Equipment

Fall protection standards are as follows:

- All vendors will comply with all applicable OSHA fall protection standards.
- While working on an order picker or in a safety cage, or engaged 6 feet or more above floor level, DE requires the use of fall protection equipment.
- Operation of the electric ladder requires travel restraint equipment.
- DE requires representatives to use supplier-provided fall protection equipment.
- Before each use, representatives must visually inspect all fall protection and travel restraint equipment.

Powered Lift Equipment

Powered lift equipment safety rules include:

- Vendors are prohibited from operating DE powered lift equipment.
- Vendors must comply with all DE safe work practices, policies and procedures including barricade gates, spotters and the "zone of safety". Vendors are responsible for designing and operating safety programs meeting DE and regulatory standards.
- Vendor representatives must maintain a zone of safety around all moving lift equipment. This zone minimally extends 10 feet in the direction of travel and 4 feet on all remaining sides.
- If individuals enter the safety zone, the operator must immediately cease equipment movement.
- Barricade gates must be placed a minimum distance of 16 feet on either side of the lift equipment (working and opposite aisle).
- Vendor representatives cannot act as spotters for DE employees.
- Vendor representatives must comply with all applicable local, state and federal regulations covering lift truck operation.

Power Tools

Manufacturer's specifications govern use and maintenance of portable power equipment. The operator will employ all manufacturer-provided safety guards and devices.

Additional DE power tool policies include:

- Vendor representatives must use appropriate personal protective equipment as specified by OSHA and other regulatory agency requirements.
- Unattended portable power equipment must be unplugged.
- Electric cords presenting a potential trip hazard must be secured or taped down.
- Extension cords must be removed after each shift.

Demonstrations involving power equipment require the presence of a vendor representative or DE employee. All parties involved in any live demonstration, including vendor representatives, DE employees and customers, must wear appropriate personal protective equipment (PPE).

Machine Maintenance

The following safety policies apply to equipment usage:

- All non-functioning equipment must be immediately removed from DE's premises.
- All equipment such as ladders and power equipment must be inspected before use.
- Vendors or their authorized representatives may not disassemble or repair any machines or equipment on DE's premises.
- Supplier representatives should avoid contact with any equipment that is locked, tagged out of service or under repair.

G. Equal Employment Opportunity — Affirmative Action Statement

DE supports and complies with both the spirit and the intent of Executive Order 11246, 29 CFR Part 471 Appendix A to Subpart A, the Civil Rights Act of 1964, the Americans with Disabilities Act, the Vietnam Era Veterans Readjustment Assistance Act, the Rehabilitation Act of 1973, the Age Discrimination in Employment Act and other pertinent federal and state laws and regulations which are designed to promote equal employment opportunity. The vendor is advised that under the provisions of government contracting and in accordance with these laws and regulations, government contractors and subcontractors are obliged to take affirmative action to provide equal employment opportunity without regard to race, color, religion, national origin, age, sex or physical or mental disability, or status as a qualified disabled veteran, recently separated veteran or other protected veteran or Armed Forces Service Medal Veteran.

H. Zero Tolerance Policy Against Discrimination, Harassment and Retaliation

DE is committed to providing a work environment that is free of unlawful discrimination, harassment and retaliation. In keeping with its commitment, DE maintains this Zero-Tolerance Policy, which prohibits all forms of unlawful discrimination, harassment and retaliation based on race, color, religion, sex, pregnancy, national origin, ancestry, citizenship, age, marital status, physical or mental disability, medical condition, sexual orientation or any other characteristic protected by federal or state law.

This Policy applies to all DE employees—supervisory and non-supervisory. It also extends to vendors, independent contractors, customers and all others doing business with DE.

Furthermore, the Policy prohibits unlawful harassment in any form, including verbal, visual and physical harassment.

Sexual Harassment

Sexual harassment is defined by federal and state law to include, but is not limited to, making unwanted sexual advances and requests for sexual favors where either:

1. Submission to such conduct is made an explicit or implicit term or condition of employment;
2. Submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or
3. Such conduct has the purpose or effect of substantially interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

Sexual harassment is also defined as verbal, visual, written or physical contact of a sexual nature. This definition includes many forms of offensive behavior and includes sex-based harassment of a person of the same sex as the harasser.

The following constitutes only a partial list of examples of sexual harassment:

- Making unwelcome sexual advances or propositions
- Offering employment benefits in exchange for sexual favors
- Making or threatening reprisals after a negative response to sexual advances
- Verbal or written abuse of a sexual nature; graphic verbal or written commentaries about an individual's body; sexually degrading words used to describe an individual; suggestive or obscene letters, notes, cards, invitations or e-mail messages; or internet links to suggestive sites
- Verbal conduct: making derogatory comments or using epithets, slurs, jokes, stories, teasing, innuendo, suggestive comments, sarcasm of a sexual nature, teasing or spreading rumors or telling tales about a person's sexuality
- Visual conduct: leering, making sexual gestures or other looks that are sexually suggestive or displaying of sexually suggestive objects or pictures, cartoons, posters or calendars
- Physical conduct: touching, assault, impeding or blocking movements, patting, pinching, massaging, grabbing, rubbing or caressing

Sexual harassment also includes conduct of a sexual nature that is not intended to offend another.

Racial or Ethnic Harassment

Racial or ethnic harassment includes, but is not limited to, ethnic slurs, jokes, stories or other verbal or physical conduct relating to an individual's race, national origin or ancestry where such conduct (i) has the purpose or effect of creating an intimidating, hostile or offensive working environment; (ii) has the purpose or effect of unreasonably interfering with an individual's work performance; or (iii) otherwise adversely affects an individual's employment opportunities.

Other Forms of Prohibited Discrimination, Harassment and Retaliation

Similarly prohibited is any form of discrimination, harassment or retaliation against a person because of that person's religion, physical or mental disability, medical condition, pregnancy status, marital status, age, sexual orientation or any other basis protected under applicable federal or state law.

Reporting Discrimination, Harassment and Retaliation

Any DE employee who believes s/he has been discriminated against, harassed by or retaliated against by a supervisor, co-worker, customer, vendor or agent of the Company on any basis noted above should promptly report the facts of the incident(s) and the names of the individuals involved to his/her supervisor or may, in the alternative, report such information to Human Resources or to a Company official.

It is the responsibility of each employee to immediately report any violation or suspected violation of this Policy to his/her supervisor or manager or to Human Resources or to a Company official.

DE Managers and supervisors are required to immediately report any complaints or incidents or reports of discrimination, harassment or retaliation to Human Resources or to a Company official.

Any DE employee who violates this Policy will be subject to discipline up to and including the possibility of immediate discharge. Additionally, in some circumstances, individuals who engage in such acts of harassment or retaliation may be subject to personal liability.

It is further noted that any DE employee who is found to have filed a knowingly false claim of discrimination, harassment or retaliation may be subject to discipline up to and including termination.

Federal and state laws also prohibit retaliation against any person who has made a complaint of discrimination, harassment or retaliation; who has opposed any such illegal conduct; or who has testified or assisted regarding any complaint of discrimination, harassment or retaliation. Complaints of retaliation will be treated by DE the same as a complaint of discrimination or harassment.

DE reserves the right to terminate its business relationship with any vendor who fails to comply with this Zero Tolerance Policy Against Discrimination, Harassment and Retaliation.