

Hunter Douglas Dealer/Agent Code of Business Conduct

Hunter Douglas (defined below) is committed to fair and ethical business conduct. Hunter Douglas requires its partners, suppliers, and vendors, as well as their employees, agents and subcontractors, to embrace this commitment to integrity by complying with the Hunter Douglas Dealer/Agent Code of Business Conduct (the “Code”).

DEFINITIONS

The following terms and definitions apply to this Code:

“**Dealer/Agent**” means any individual or firm authorized, whether formally or not, directly or via an intermediary, to act or represent that it acts on behalf of selling and or Installing Hunter Douglas’s Products and services;

“**anything of value**” means cash, gifts (including gifts to family members), discounts on products and/or services not readily available to other customers, commission payments, stock shares, a promise to pay, loans, assumption or forgiveness of a debt, payment or reimbursement of expenses, personal favors, entertainment, meals, travel, political & charitable contributions, business opportunities, medical care, or an offer of employment for a government official or a relative of a government official;

“**Counterparties**” means customers or government officials with whom you are doing business on your own account with a view to ordering materials or procuring drawings or other goods and services from Hunter Douglas.

“**Hunter Douglas**” means **Hunter Douglas Asia**, which as of the date of this Code has the following subsidiaries:

HD (China) Holdings Company Limited	HD Singapore Pte Limited
HD Architectural Products (Xi’an) Co. Ltd.	HD India Private Limited
HD Architectural Products Terracotta (China) Co. Ltd.	PT Hunter Douglas Indonesia
HD Architectural Products (China) Co. Ltd.	HD Japan Limited
HD Architectural Products (Shenyang) Co. Ltd.	HD Korea Limited
HD Architectural Products (ChengDu) Co. Ltd.	HD (Malaysia) Sendirian Berhad
HD Architectural Products (Shenzhen) Co. Ltd.	HD Manufacturing (Malaysia) Sdn Bhd
HD Window Covering Products (China) Co. Ltd.	Hunter Douglas Taiwan Ltd.
HD Building Products (Beijing) Co. Ltd.	Hunter Douglas (Thailand) Ltd.
HD China / Hong Kong Ltd.	Hunter Douglas Vietnam Ltd.
Turnils-Mermet (Shanghai) Co. Ltd.	HD Indochina Co. Ltd.
Turnils-Mermet Asia Sdn Bhd	Blaze Manufacturing Company Ltd.
	Công ty TNHH Sản xuất Vinh Quang

“**Facilitating Payment**” means a small payment that is designed to secure or expedite a routine government action by a Government Official;

“**Government Entity**” means an entity or business which is owned, controlled or affiliated with a government or a government organization;

“Government Official” means:

- Officers, employees or official representatives of any national, regional, local, or other Government Entity, including elected officials; or
- Officers, employees or official representatives of companies in which a government owns an interest; or
- Current candidates for political office at any level; or
- Political parties and their officials; or
- Officers, employees, or official representatives of public (quasi-governmental) international organizations, such as the World Bank, Red Cross, United Nations, International Monetary Fund, etc.

“routine government action” means obtaining permits, licenses, or other official documents; processing governmental papers, such as visas and work orders; scheduling an inspection; providing police protection, securing mail pickup or delivery; getting utilities such as power or phones connected; loading and unloading cargo; moving perishable goods through customs; and actions of a similar nature;

COMPLIANCE WITH THE DEALER/AGENT CODE

The Code may not cover every situation a dealer/agent may face. When in doubt or when there are questions or concerns about a violation of the Code, Dealer/agent can seek guidance from the Hunter Douglas Finance & Admin Manager at each local operation.

Though Dealers/Agents must self-monitor, they should be able to demonstrate their compliance with this Code upon Hunter Douglas request. If a Dealer/Agent is noncompliant, Hunter Douglas reserves the right to take appropriate actions, including contract termination. Hunter Douglas may require removal from the Hunter Douglas account of any Dealer/Agent personnel who behaves in manner that is unlawful or incompatible with this Code.

ANTI BRIBERY AND CORRUPTION

a. General Standard

Hunter Douglas strictly prohibits you from giving bribes of any kind to parties to obtain business as an agent for Hunter Douglas or as a dealer or vendor to obtain a project or order based on which you order materials or drawing or other products and services from Hunter Douglas. Accordingly, you are not permitted to give or offer anything of value to anyone improperly to gain or retain business or to obtain or retain a business advantage. The more detailed sections below set forth what gifts and entertainment are appropriate and what are improper. Hunter Douglas makes no distinction between bribery of government officials and bribery of workers in other sectors. Both are unacceptable. Hunter Douglas requires that all payments and receipts are recorded in your books and records in accordance with applicable accounting standards and legal requirements.

b. Payments

You may not make, offer, or facilitate a payment to anyone to win influence or gain or retain business or an improper business advantage. Payments that are improper if made directly by you may not be made indirectly (for example, through a relative, agent or dealer). Even if you are not certain that a part of a payment to a third party will be passed on as a bribe, you must not make or facilitate that payment if you believe that bribery will or is likely to occur. Hunter Douglas prohibits Facilitating Payments unless the specific payment is confirmed in writing in advance and approved by the Hunter Douglas controller as lawful.

c. Record-Keeping and Accounting Requirements

Anti-corruption laws generally require a company to maintain books, records and accounts in reasonable detail, accurately reflecting all transactions of the company regardless of value and maintain an adequate system of internal accounting controls.

d. Gifts

In some locations, it may be customary to give token gifts to Counterparties.

You may give a small gift if it (1) is not cash or a cash equivalent (e.g., gift cards, securities); (2) is not offered in exchange or as a reward for any action or inaction; (3) is permitted under both local law and the guidelines of the recipient's employer; (4) comports with local custom; and (5) is presented with complete transparency and recorded on your books; and (5) the gift is not worth more than USD 500.

e. Entertainment and Travel

With respect to Government Officials, anti-corruption laws generally permit companies to pay for travel and accommodation expenses of a Government Official visiting a company site or other business-related location, provided that (a) the travel is for a legitimate business purpose, such as a meeting to discuss regulatory issues or to demonstrate company products; and (b) the expenses are reasonable given the seniority of the Government Official.

With respect to Counterparties, business entertainment expense must be both ordinary and necessary, and meet either of the following two tests:

- (a) entertainment took place in a clear business setting, or the main purpose of entertainment was the active conduct of business, and you did engage in business with the person during the entertainment period, and you had more than a general expectation of getting some specific business benefit; or,
- (b) entertainment was associated with your business and the entertainment directly preceded or followed a substantial business discussion.

All expense must be fully documented with appropriate receipts and a complete description as to time, place, and type of entertainment; name title, and business affiliation of Counterparties, suppliers, or other business partners entertained; and the business purpose of the entertainment. If entertainment was provided in a place not normally conducive to a business discussion (theater, sporting event, etc.), show the date, time, duration, place, nature, and participants in the related business discussion preceding or following the entertainment. The entertainment may not be such that offering the same will violate local law (e.g. meals with too many courses than allowed for government officials).

f. Political and Charitable Contributions

You may not make political or charitable donations (including sponsorships) to obtain or retain business or to gain an improper business advantage. Any political or charitable contributions or sponsorships that you make, must be allowed under local law, made to or for a bona fide political or charitable organization.

g. Dealings with Third Parties and Counterparties

Hunter Douglas commitment to compliance with anti-corruption laws extends to the activities of its Counterparties. You should be careful to avoid any situation involving a third party that might lead to a violation of any applicable anti-corruption laws. Both Hunter Douglas and you can be held liable for improper payments made by Hunter Douglas Counterparties to a third party on Hunter Douglas behalf, or failing to prevent bribery by those acting on Hunter Douglas behalf. Hunter Douglas policy requires periodic due diligence reviews at the regional level for select Counterparties representing or acting on behalf of the Company.

ANTITRUST

Dealer/agent must comply with applicable antitrust and fair competition laws. Unethical business practices such as improper exchange of competitive information, price fixing, bid rigging, or improper market allocation are prohibited.

HEALTH AND SAFETY

Dealer/agent shall incorporate health and safety management practices into all aspects of their business. They must fully comply with all applicable safety and health laws, including in the areas of occupational safety, emergency preparedness, occupational injury and illness, industrial hygiene, physically demanding work, machine safeguarding, sanitation, food, and housing. Dealer/agent shall minimize employee and visitor exposure to potential safety hazards by appropriately identifying, assessing and minimizing risks. The same applies to laws for protection of children and others with special health and safety requirements, such as during a pregnancy.

REPORTING

Dealer/agent must allow employees to raise issues or concerns without fear of retaliation.

CODES OF CONDUCT AND SUB-TIER VENDORS

Dealer/agent must have management systems in place to support compliance with laws, regulations, and this Code. We encourage our dealer/agent to implement their own written code of conduct.