



**Supplier Code of Ethics and Declaration of
Responsible Business Practices**

January 2017

Preface

Ingram Micro, Inc. and its respective affiliates, subsidiaries and divisions (“Ingram Micro”) strive to operate in a responsible manner, reduce and mitigate risk, and improve continuously. The way we conduct business is as important as the products and services we provide. Accordingly, Ingram Micro will only do business with suppliers, contractors, and consultants (collectively “Suppliers”) who comply with applicable laws, rules, and regulations (collectively “applicable laws”) and commit to our standards of business conduct, as set forth in this Supplier Code of Ethics (“Code”). Ingram Micro expects that Suppliers, their employees, sub-suppliers and any other parties involved with the execution of Ingram Micro work, similarly comply with applicable laws and commit to the standards set forth in this Code.

Ingram Micro participates in the Code of Conduct of the Electronic Industry Citizenship Coalition (“EICC Code”). Our Supplier Declaration of Responsible Business Practices is based on the EICC Code (Version 5.1), our Global Human Rights Policy and our Global Environmental Stewardship Policy.

Please review the following in detail, prior to signing the Supplier Declaration of Responsible Business Practices on page 21:

- [Ingram Micro Global Human Rights Policy](#)
- [Ingram Micro Environmental Stewardship Policy](#)
- EICC Code of Conduct (see pages 5 - 17)

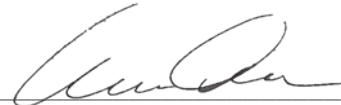
We appreciate our Suppliers’ commitment to responsible business practices.



Bruno Grandguillotte
VP, Assoc. General Counsel,
Corp. Ethics & Compl., Legal



Rebecca Marshall
VP, Global Sourcing & Real
Estate



Constanze Duke
Corporate Social Responsibility
Manager

Document version history

Date	Author	Version	Changes
January 2017	CSR Manager/VP Corp. Ethics and Compliance/VP Global Sourcing	1.0	New Document

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Electronic Industry Citizenship Coalition[®] Code of Conduct

The Electronic Industry Citizenship Coalition[®] (EICC[®]) Code of Conduct establishes standards to ensure that working conditions in the electronics industry supply chain are safe, that workers are treated with respect and dignity, and that business operations are environmentally responsible and conducted ethically.

Considered as part of the electronics industry for purposes of this Code are all organizations that may design, market, manufacture, or provide goods and services that are used to produce electronic goods. The Code may be voluntarily adopted by any business in the electronics sector and subsequently applied by that business to its supply chain and subcontractors, including providers of contract labor.

To adopt the Code and become a participant (“Participant”), a business shall declare its support for the Code and actively pursue conformance to the Code and its standards in accordance with a management system as herein.

Participants must regard the Code as a total supply chain initiative. At a minimum, Participants shall also require its next tier suppliers to acknowledge and implement the Code. Fundamental to adopting the Code is the understanding that a business, in all of its activities, must operate in full compliance with the laws, rules and regulations of the countries in which it operates¹. The Code encourages Participants to go beyond legal compliance, drawing upon internationally recognized standards, in order to advance social and environmental responsibility and business ethics. In alignment with the UN Guiding Principles on Business and Human Rights, the provisions in this Code are derived from key international human rights standards including the ILO Declaration on Fundamental Principles and Rights at Work and the UN Universal Declaration of Human Rights.

The EICC is committed to obtaining regular input from stakeholders in the continued development and implementation of the Code of Conduct.

The Code is made up of five sections. Sections A, B, and C outline standards for Labor, Health and Safety, and the Environment, respectively. Section D adds standards relating to business ethics; Section E outlines the elements of an acceptable system to manage conformity to this Code.

1 The Code is not intended to create new and additional third party rights, including for workers.

A. Labor

Participants are committed to uphold the human rights of workers, and to treat them with dignity and respect as understood by the international community. This applies to all workers including temporary, migrant, student, contract, direct employees, and any other type of worker. The recognized standards, as set out in the annex, were used as references in preparing the Code and may be a useful source of additional information.

The labor standards are:

1) Freely Chosen Employment

Forced, bonded (including debt bondage) or indentured labor, involuntary prison labor, slavery or trafficking of persons shall not be used. This includes transporting, harboring, recruiting, transferring or receiving persons by means of threat, force, coercion, abduction or fraud for labor or services. There shall be no unreasonable restrictions on workers' freedom of movement in the facility in addition to unreasonable restrictions on entering or exiting company-provided facilities. As part of the hiring process, workers must be provided with a written employment agreement in their native language that contains a description of terms and conditions of employment prior to the worker departing from his or her country of origin. All work must be voluntary and workers shall be free to leave work at any time or terminate their employment. Employers and agents may not hold or otherwise destroy, conceal, confiscate or deny access by employees to their identity or immigration documents, such as government-issued identification, passports or work permits, unless such holdings are required by law. Workers shall not be required to pay employers' or agents' recruitment fees or other related fees for their employment. If any such fees are found to have been paid by workers, such fees shall be repaid to the worker.

2) Young Workers

Child labor is not to be used in any stage of manufacturing. The term "child" refers to any person under the age of 15, or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. The use of legitimate workplace learning programs, which comply with all laws and regulations, is supported. Workers under the age of 18 (Young Workers) shall not perform work that is likely to jeopardize their health or safety, including night shifts and overtime. Participant shall ensure proper management of student workers through proper maintenance of student records, rigorous due diligence of educational partners, and protection of students' rights in accordance with applicable law and regulations. Participant shall provide appropriate support and training to all student workers. In the absence of local law, the wage rate for student workers, interns and apprentices shall be at least the same wage rate as other entry-level workers performing equal or similar tasks.

3) Working Hours

Studies of business practices clearly link worker strain to reduced productivity, increased turnover and increased injury and illness. Workweeks are not to exceed the maximum set by local law. Further, a workweek should not be more than 60 hours per week, including overtime,

except in emergency or unusual situations. Workers shall be allowed at least one day off every seven days.

4) Wages and Benefits

Compensation paid to workers shall comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. In compliance with local laws, workers shall be compensated for overtime at pay rates greater than regular hourly rates. Deductions from wages as a disciplinary measure shall not be permitted. For each pay period, workers shall be provided with a timely and understandable wage statement that includes sufficient information to verify accurate compensation for work performed. All use of temporary, dispatch and outsourced labor will be within the limits of the local law.

5) Humane Treatment

There is to be no harsh and inhumane treatment including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers; nor is there to be the threat of any such treatment. Disciplinary policies and procedures in support of these requirements shall be clearly defined and communicated to workers.

6) Non-Discrimination

Participants should be committed to a workforce free of harassment and unlawful discrimination. Companies shall not engage in discrimination based on race, color, age, gender, sexual orientation, gender identity and expression, ethnicity or national origin, disability, pregnancy, religion, political affiliation, union membership, covered veteran status, protected genetic information or marital status in hiring and employment practices such as wages, promotions, rewards, and access to training. Workers shall be provided with reasonable accommodation for religious practices. In addition, workers or potential workers should not be subjected to medical tests or physical exams that could be used in a discriminatory way.

7) Freedom of Association

In conformance with local law, participants shall respect the right of all workers to form and join trade unions of their own choosing, to bargain collectively and to engage in peaceful assembly as well as respect the right of workers to refrain from such activities. Additionally workers and/or their representatives shall be able to openly communicate and share ideas and concerns with management regarding working conditions and management practices, both without fear of discrimination, reprisal, intimidation or harassment.

B. Health and Safety

Participants recognize that in addition to minimizing the incidence of work-related injury and illness, a safe and healthy work environment enhances the quality of products and services, consistency of production and worker retention and morale. Participants also recognize that ongoing worker input and education is essential to identifying and solving health and safety issues in the workplace.

Recognized management systems such as OHSAS 18001 and ILO Guidelines on Occupational Safety and Health were used as references in preparing the Code and may be a useful source of additional information.

The health and safety standards are:

1) Occupational Safety

Worker exposure to potential safety hazards (e.g., electrical and other energy sources, fire, vehicles, and fall hazards) are to be controlled through proper design, engineering and administrative controls, preventative maintenance and safe work procedures (including lockout/tagout), and ongoing safety training. Where hazards cannot be adequately controlled by these means, workers are to be provided with appropriate, well-maintained, personal protective equipment and educational materials about risks to them associated with these hazards. Workers shall be encouraged to raise safety concerns.

2) Emergency Preparedness

Potential emergency situations and events are to be identified and assessed, and their impact minimized by implementing emergency plans and response procedures including: emergency reporting, employee notification and evacuation procedures, worker training and drills, appropriate fire detection and suppression equipment, adequate exit facilities and recovery plans. Such plans and procedures shall focus on minimizing harm to life, the environment and property.

3) Occupational Injury and Illness

Procedures and systems are to be in place to prevent, manage, track and report occupational injury and illness including provisions to: encourage worker reporting; classify and record injury and illness cases; provide necessary medical treatment; investigate cases and implement corrective actions to eliminate their causes; and facilitate return of workers to work.

4) Industrial Hygiene

Worker exposure to chemical, biological and physical agents is to be identified, evaluated, and controlled. Engineering or administrative controls must be used to control overexposures. When hazards cannot be adequately controlled by such means, worker health is to be protected by appropriate personal protective equipment programs.

5) Physically Demanding Work

Worker exposure to the hazards of physically demanding tasks, including manual material handling and heavy or repetitive lifting, prolonged standing and highly repetitive or forceful assembly tasks is to be identified, evaluated and controlled.

6) Machine Safeguarding

Production and other machinery shall be evaluated for safety hazards. Physical guards, interlocks and barriers are to be provided and properly maintained where machinery presents an injury hazard to workers.

7) Sanitation, Food, and Housing

Workers are to be provided with ready access to clean toilet facilities, potable water and sanitary food preparation, storage, and eating facilities. Worker dormitories provided by the Participant or a labor agent are to be maintained to be clean and safe, and provided with appropriate emergency egress, hot water for bathing and showering, adequate heat and ventilation, and reasonable personal space along with reasonable entry and exit privileges.

8) Health and Safety Communication

Participant shall provide workers with appropriate workplace health and safety training in their primary language. Health and safety related information shall be clearly posted in the facility.

C. Environmental

Participants recognize that environmental responsibility is integral to producing world class products. In manufacturing operations, adverse effects on the community, environment and natural resources are to be minimized while safeguarding the health and safety of the public. Recognized management systems such as ISO 14001 and the Eco Management and Audit System (EMAS) were used as references in preparing the Code and may be a useful source of additional information.

The environmental standards are:

1) Environmental Permits and Reporting

All required environmental permits (e.g. discharge monitoring), approvals and registrations are to be obtained, maintained and kept current and their operational and reporting requirements are to be followed.

2) Pollution Prevention and Resource Reduction

The use of resources and generation of waste of all types, including water and energy, are to be reduced or eliminated at the source or by practices such as modifying production, maintenance and facility processes, materials substitution, conservation, recycling and re-using materials.

3) Hazardous Substances

Chemicals and other materials posing a hazard if released to the environment are to be identified and managed to ensure their safe handling, movement, storage, use, recycling or reuse and disposal.

4) Wastewater and Solid Waste

Participant shall implement a systematic approach to identify, manage, reduce, and responsibly dispose of or recycle solid waste (non-hazardous). Wastewater generated from operations, industrial processes and sanitation facilities are to be characterized, monitored, controlled and treated as required prior to discharge or disposal. In addition, measures should be implemented to reduce generation of wastewater. Participant shall conduct routine monitoring of the performance of its wastewater treatment systems.

5) Air Emissions

Air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting chemicals and combustion by-products generated from operations are to be characterized, routinely monitored, controlled and treated as required prior to discharge. Participant shall conduct routine monitoring of the performance of its air emission control systems.

6) Materials Restrictions

Participants are to adhere to all applicable laws, regulations and customer requirements regarding prohibition or restriction of specific substances in products and manufacturing, including labeling for recycling and disposal.

7) Storm Water Management

Participant shall implement a systematic approach to prevent contamination of storm water runoff. Participant shall prevent illegal discharges and spills from entering storm drains.

8) Energy Consumption and Greenhouse Gas Emissions

Energy consumption and greenhouse gas emissions are to be tracked and documented, at the facility and/or corporate level. Participants are to look for cost-effective methods to improve energy efficiency and to minimize their energy consumption and greenhouse gas emissions.

D. Ethics

To meet social responsibilities and to achieve success in the marketplace, Participants and their agents are to uphold the highest standards of ethics including:

1) Business Integrity

The highest standards of integrity are to be upheld in all business interactions. Participants shall have a zero tolerance policy to prohibit any and all forms of bribery, corruption, extortion and embezzlement. All business dealings should be transparently performed and accurately reflected on Participant's business books and records. Monitoring and enforcement procedures shall be implemented to ensure compliance with anti-corruption laws.

2) No Improper Advantage

Bribes or other means of obtaining undue or improper advantage are not to be promised, offered, authorized, given or accepted. This prohibition covers promising, offering, authorizing, giving or accepting anything of value, either directly or indirectly through a third party, in order to obtain or retain business, direct business to any person, or otherwise gain an improper advantage.

3) Disclosure of Information

Information regarding participant labor, health and safety, environmental practices, business activities, structure, financial situation and performance is to be disclosed in accordance with applicable regulations and prevailing industry practices. Falsification of records or misrepresentation of conditions or practices in the supply chain are unacceptable.

4) Intellectual Property

Intellectual property rights are to be respected; transfer of technology and know-how is to be done in a manner that protects intellectual property rights; and, customer information is to be safeguarded.

5) Fair Business, Advertising and Competition

Standards of fair business, advertising and competition are to be upheld. Appropriate means to safeguard customer information must be available.

6) Protection of Identity and Non-Retaliation

Programs that ensure the confidentiality, anonymity and protection of supplier and employee whistleblowers² are to be maintained, unless prohibited by law. Participants should have a communicated process for their personnel to be able to raise any concerns without fear of retaliation.

² Whistleblower: Any person who makes a disclosure about improper conduct by an employee, officer of a company, a public official or official body.

7) Responsible Sourcing of Minerals

Participants shall have a policy to reasonably assure that the tantalum, tin, tungsten and gold in the products they manufacture does not directly or indirectly finance or benefit armed groups that are perpetrators of serious human rights abuses in the Democratic Republic of the Congo or an adjoining country. Participants shall exercise due diligence on the source and chain of custody of these minerals and make their due diligence measures available to customers upon customer request.

8) Privacy

Participants are to commit to protecting the reasonable privacy expectations of personal information of everyone they do business with, including suppliers, customers, consumers and employees. Participants are to comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted, and shared.

E. Management System

Participants shall adopt or establish a management system whose scope is related to the content of this Code. The management system shall be designed to ensure: (a) compliance with applicable laws, regulations and customer requirements related to the participant's operations and products; (b) conformance with this Code; and (c) identification and mitigation of operational risks related to this Code. It should also facilitate continual improvement.

The management system should contain the following elements:

1) Company Commitment

A corporate social and environmental responsibility policy statements affirming Participant's commitment to compliance and continual improvement, endorsed by executive management and posted in the facility in the local language.

2) Management Accountability and Responsibility

The Participant clearly identifies senior executive and company representative[s] responsible for ensuring implementation of the management systems and associated programs. Senior management reviews the status of the management system on a regular basis.

3) Legal and Customer Requirements

A process to identify, monitor and understand applicable laws, regulations and customer requirements, including the requirements of this Code.

4) Risk Assessment and Risk Management

A process to identify the legal compliance, environmental, health and safety³ and labor practice and ethics risks associated with Participant's operations. Determination of the relative significance for each risk and implementation of appropriate procedural and physical controls to control the identified risks and ensure regulatory compliance.

5) Improvement Objectives

Written performance objectives, targets and implementation plans to improve the Participant's social and environmental performance, including a periodic assessment of Participant's performance in achieving those objectives.

3 Areas to be included in a risk assessment for environmental health and safety are production areas, warehouse and storage facilities, plant/facilities support equipment, laboratories and test areas, sanitation facilities (bathrooms), kitchen/cafeteria and worker housing/dormitories.

6) Training

Programs for training managers and workers to implement Participant's policies, procedures and improvement objectives and to meet applicable legal and regulatory requirements.

7) Communication

A process for communicating clear and accurate information about Participant's policies, practices, expectations and performance to workers, suppliers and customers.

8) Worker Feedback and Participation

Ongoing processes to assess employees' understanding of and obtain feedback on practices and conditions covered by this Code and to foster continuous improvement.

9) Audits and Assessments

Periodic self-evaluations to ensure conformity to legal and regulatory requirements, the content of the Code and customer contractual requirements related to social and environmental responsibility.

10) Corrective Action Process

A process for timely correction of deficiencies identified by internal or external assessments, inspections, investigations and reviews.

11) Documentation and Records

Creation and maintenance of documents and records to ensure regulatory compliance and conformity to company requirements along with appropriate confidentiality to protect privacy.

12) Supplier Responsibility

A process to communicate Code requirements to suppliers and to monitor supplier compliance to the Code.

References

The following standards were used in preparing this Code and may be a useful source of additional information. The following standards may or may not be endorsed by each Participant. Dodd-Frank Wall Street Reform and Consumer Protection Act <http://www.sec.gov/about/laws/wallstreetreform-cpa.pdf>

Eco Management & Audit System www.quality.co.uk/emas.htm

Ethical Trading Initiative www.ethicaltrade.org

ILO Code of Practice in Safety and Health
www.ilo.org/public/english/protection/safework/cops/english/download/e000013.pdf

ILO International Labor Standards
www.ilo.org/public/english/standards/norm/whatare/fundam/index.htm

ISO 14001 www.iso.org

National Fire Protection Agency
www.nfpa.org/catalog/home/AboutNFPA/index.asp

OECD Due Diligence Guidance
http://www.oecd.org/document/36/0,3746,en_2649_34889_44307940_1_1_1_1,0
[O.html](http://www.oecd.org/document/36/0,3746,en_2649_34889_44307940_1_1_1_1,0)

OECD Guidelines for Multinational Enterprises www.oecd.org

OHSAS 18001 www.bsi-global.com/index.xalter

Universal Declaration of Human Rights www.un.org/Overview/rights.html

United Nations Convention Against Corruption
www.unodc.org/unodc/en/crime_convention_corruption.html

United Nations Global Compact www.unglobalcompact.org

United States Federal Acquisition Regulation www.acquisition.gov/far/

SA 8000 www.cepaa.org

SAI www.sa-intl.org

Version 1.0 – Released October 2004.

Version 1.1 – Released May 2005. Converted document to EICC format, minor page layout revisions; no content changes.

Version 2.0 – Released October 2005 with revisions to multiple provisions.

Version 3.0 – Released June 2009 with revisions to multiple provisions.

Version 4.0 – Released April 2012 with revisions to multiple provisions.

Version 5.0 – Released November 2014 with revisions to multiple provisions.

Version 5.1 – Released March 2015 with revision to A1 to take effect January 1, 2016.

The EICC Code of Conduct was initially developed by a number of companies engaged in the manufacture of electronics products between June and October 2004. Companies are invited and encouraged to adopt this Code. You may obtain additional information from www.eiccoalition.org

Supplier Declaration of Responsible Business Practices

This Supplier Declaration of Responsible Business Practices (this "Agreement") is effective as of _____, (the "Effective Date") by and between the undersigned _____, having a place of business at _____ ("Supplier") hereby acknowledges and agrees that the following sustainability requirements shall apply to all products (including packaging, spare parts and components thereof) and services (together, "Products") provided by Supplier or an Affiliate of Supplier to _____ "Buyer" (or an Affiliate of Buyer):having a place of business at _____.

1. *Applicability and Scope*

- 1.1. This Agreement shall take effect as an amendment to the Master Service Agreement, General Purchasing Agreement or other purchasing agreement between Ingram Micro and Supplier, or if such agreement is not in effect, the Ingram Micro General Conditions of Purchase applicable to the Products, under which Buyer procures the Products (the "Purchasing Agreement"), and constitutes an integral part of such Purchasing Agreement. Supplier acknowledges that the representations, warranties, covenants and agreements in this Agreement have been relied upon by Buyer and are in consideration of Buyer's decision to enter into the Purchasing Agreement. Supplier further acknowledges and agrees that any breach of any provision of this Agreement by Supplier constitutes a material breach by Supplier of the Purchasing Agreement.
- 1.2. This Agreement applies to Products purchased from Supplier or an Affiliate or Supplier by Buyer or any Affiliate of Buyer and any such Buyer Affiliate may rely upon and enforce the provisions of this Agreement as the "Buyer." As used in this Agreement, the term "Supplier" includes Supplier's Affiliates and the term "Buyer" includes Buyer's Affiliates. The term "Affiliate" means a corporation or other business entity controlled by, controlling or under common control with a Party. For this purpose "control" means that more than 50% of the controlled entity's shares or ownership interest representing the right to make decisions for such entity are owned or controlled, directly or indirectly, by the controlling entity.

2. *Declaration of Responsible Business Practices*

- 2.1. This Agreement establishes minimum requirements of behavior expected of suppliers of products (including packaging) and services with regard to sustainability and sustainable development. Supplier's execution of this Agreement constitutes a representation, warranty, covenant and agreement from Supplier to Buyer that on

the date hereof and for as long as Supplier provides Products to Buyer, except for those matters disclosed by Supplier in this Declaration, Supplier will, and will use commercially reasonable efforts to commit each of its own suppliers and associated upstream suppliers to, adhere to the Ingram Micro Declaration of Responsible Business practices, which adopts and incorporates the Code of Conduct of the Electronics Industry Citizenship Coalition (EICC). The Supplier Declaration of Responsible Business Practices may be updated by Buyer from time to time in line with new releases of the EICC Code of Conduct and any changes to Ingram Micro's Global Human Rights and Environmental Stewardship Policies. When any such changes to the Supplier Declaration of Responsible Business Practices are made, Buyer shall notify Supplier by email or other appropriate means and upon such notification Supplier shall agree to be bound by the updated Supplier Declaration.

- 2.2. Supplier acknowledges that this Agreement is not a list of all Product content limitations or restrictions that may be applicable. Supplier's compliance with this Agreement does not limit Supplier's obligation to comply with applicable laws and with country-specific sustainability requirements, as well as with Buyer's specific sustainability requirements.
- 2.3. Buyer may audit or have audited on its behalf or on behalf of its customers by external qualified auditors, Supplier's and Supplier's subcontractors' compliance with the Supplier Declaration of Responsible Business Practices. To ensure continuous compliance with the Supplier Declaration, Buyer may, with or without prior notice, audit the implementation and adherence of Supplier to the Supplier Declaration of Responsible Business Practices.

3. Material Compliance Support

- 3.1. Supplier agrees to provide substance declarations to Ingram Micro on request for substance management compliance including RoHS (Restriction on the use of certain Hazardous Substances), REACH (Registration, Evaluation, Authorization and Restriction of Chemicals) and other applicable regulatory requirements and to ensure that all data submitted is true, accurate and complete while Supplier is supplying Products to Buyer.
- 3.2. Supplier agrees to provide the results of due diligence efforts related to conflict minerals to Ingram Micro on request, including completed Conflict Free Smelter Initiative (CFSI) templates.
- 3.3. Supplier agrees to provide Buyer with "evidence of compliance" (e.g. lab test reports) regarding Supplier's and Supplier's subcontractors' compliance with regulations with respect to regulated hazardous materials, including under RoHS and REACH, as requested by Buyer.

4. General Environmental Requirements

- 4.1. Supplier shall comply with all applicable environmental laws, rules, regulations, legislation, ordinances, covenants, standards and the like, and Buyer's implementation thereof (collectively, "Environmental Regulations") concerning the Products (including correct labeling, marking and communications) as well as plant operations and shipments in connection therewith, enabling Buyer to distribute on a world-wide basis the Products without restrictions.
- 4.2. Supplier shall comply with all applicable environmental laws pertaining to the safe removal, marking, labeling, reporting and registrations of batteries sold to or on behalf of Buyer enabling Buyer to distribute on a world-wide basis the Products without restrictions.
- 4.3. In the event any new Environmental Regulation is promulgated after the date of this Agreement, the parties hereto will establish within a reasonable period of time equitable terms to prevent or remedy any non-compliance by Supplier of the preceding representation and warranty as a result of such new Environmental Regulation.

Supplier declares the following:

We presently meet the requirements of the Ingram Micro Supplier Code of Ethics, including adherence to the EICC Code of Conduct, Ingram Micro's Global Human Rights Policy, and Ingram Micro's Environmental Stewardship Policy.

Yes

No

If "No," please provide details.

IN WITNESS WHEREOF, this Agreement has been duly executed and delivered by a duly authorized officer of Supplier.

Signature: _____

Name: _____

Title: _____

Date: _____