



# Together, **Creating Strong** Supply Chain Solutions

**BROOKS SUPPLIER CODE OF CONDUCT**



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## A MESSAGE TO OUR SUPPLIERS FROM OUR CEO



At Brooks, we are proud to work with leaders like you – suppliers, distributors, consultants, agents, vendors, and other third parties (“Suppliers”), who solve problems, collaborate closely, and focus on innovation.

However, we value you not only because of what you do, but also because of how aligned you remain with who **WE ARE** – a **World Class, Empowered, Accountable, Respectful,** and **Engaged** team of experts. These are the Core Values that define the character of our company and, in turn, the expectations we have for you.

To meet these expectations, familiarize yourself with the information outlined right here in this Supplier Code of Conduct (“Supplier Code”). Reach out if you have additional questions, or if you see or suspect activity that is not in line with our Core Values. Your commitment in these areas will help us remain true to who **WE ARE**.

Thank you for your partnership and remember **WE ARE, together, creating strong supply chain solutions.**

David Jarzynka  
Chief Executive Officer

# WE ARE



**World Class**



**Empowered**



**Accountable**



**Respectful**



**Engaged**

## SHARING OUR CORE VALUES

### Working With Integrity

We have worked hard to build a reputation of integrity. Our supply chain is a vital part of this success. When conducting business with us or on our behalf, perform at the highest standard of business conduct, and make sure **your** employees and Suppliers do the same.

### Complying With Industry Standards

We only work with those who are committed to the same standards we are. As our Supplier, conduct your business in full compliance with all applicable laws, regulations, guidelines, industry codes (such as the [Responsible Business Alliance Code](#), and company codes (like this one). If you find that more than one law, code, or regulation applies, follow the stricter standard. Also, use good judgment and ask questions whenever you're unsure about the right thing to do.

### Using Your Voice

If you see, experience, or suspect any violation of laws, regulations, guidelines, industry codes, or company codes in connection with the work you do for us, speak up.

You can report concerns to your Brooks contact or through the Brooks hotline via:



**Phone:** [844-984-1747](tel:844-984-1747)



**International Hotline:** For a complete list of access codes, go to [Company Ethics Hotline](#).



**Email:** [ethics@brooks.com](mailto:ethics@brooks.com)



When you speak up, know that you can do so without fear. We prohibit all forms of retaliation against anyone who comes forward in good faith, and we will make every reasonable attempt to ensure that concerns are addressed appropriately.

## WORLD CLASS

### Providing Quality Products and Services

We've built a reputation as a company that can be trusted to deliver high-quality products and services.

Our Suppliers must work to ensure that the products, services, and technology they deliver to us comply with all contractual requirements and all quality, safety, and testing specifications, as well as relevant legal, regulatory, and industry standards. Suppliers must establish processes and controls designed to identify defects and implement corrective actions, and always strive for continuous improvement.

### Detecting and Preventing Product Counterfeiting

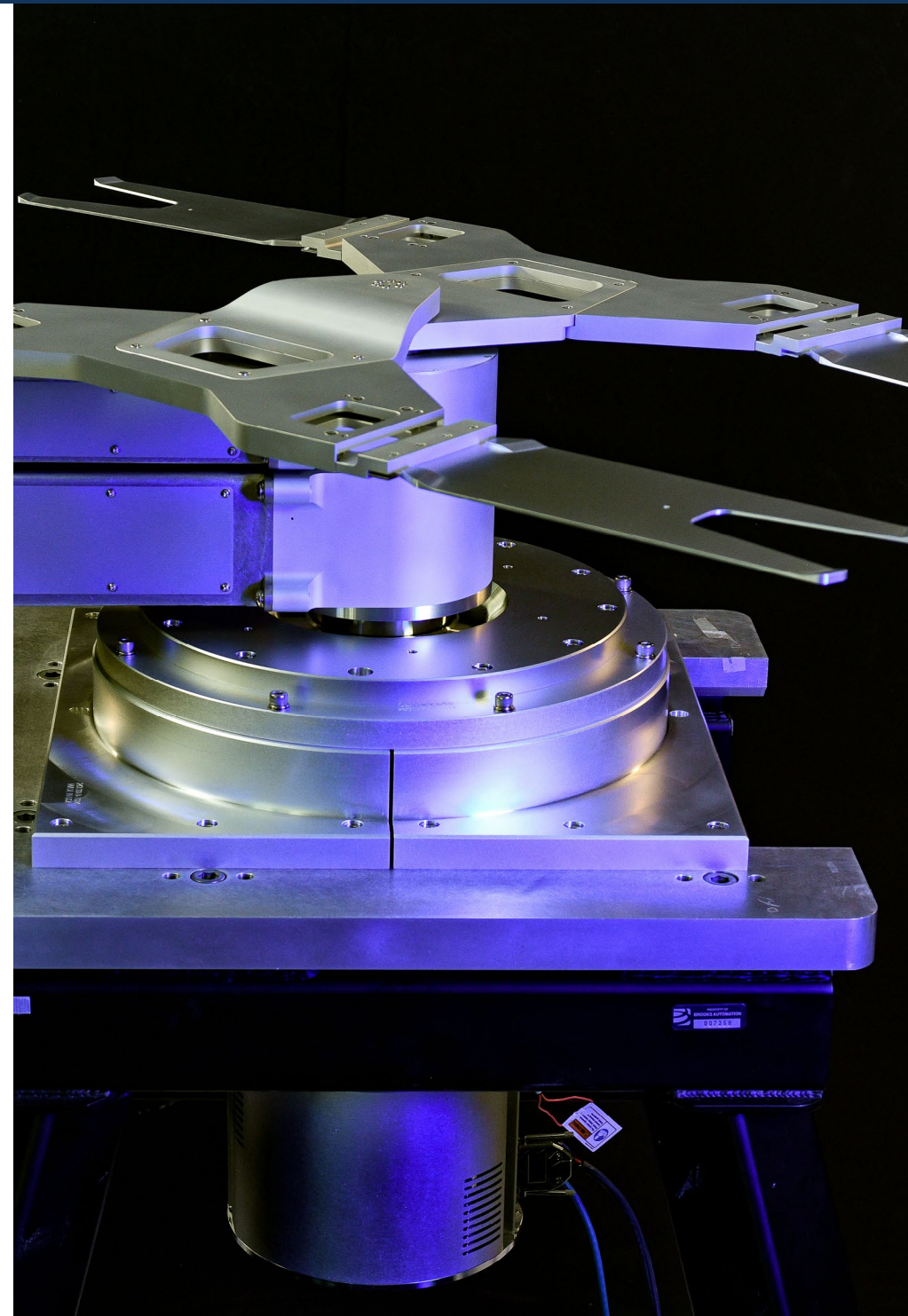
We understand the potential harm of counterfeiting and protect our company and customers, always.

Counterfeit parts and materials result in sub-standard customer experiences and pose a threat to health and safety. To maintain a partnership with us, Suppliers must develop, implement, and maintain methods and processes to minimize the risk of introducing counterfeit parts and materials into our products. Work to detect and remove anything counterfeit and notify potential recipients as soon as possible.

### Competing Fairly

We believe in free, fair, and open competition.

In doing business with us, comply with all applicable antitrust and competition laws and avoid any conduct that could be construed as anti-competitive. Never take unfair advantage of anyone and never enter into any kind of agreement with a competitor (formally or informally) that could restrict trade or limit production.



## WORLD CLASS

### Sourcing Ethically

We aim for integrity throughout the supply chain.

We perform risk-based due diligence when evaluating and engaging with Suppliers. When working with us, follow our procurement and approval practices, source responsibly, and ensure compliance with the terms and conditions of all contracts. If you work with us on government contracts, be aware that many contractual terms and conditions flow down – you have a responsibility to know, understand, and follow the laws and regulations that pertain to that work. We also encourage you to be proactive in engaging diverse suppliers – identifying and removing barriers to inclusion, whenever possible.

### Implementing a Business Continuity Plan

We remain prepared for potential disruptions in service.

When working with us and others in the supply chain, mitigate risk accordingly. Create and maintain an emergency response and disaster recovery plan to communicate employee notifications and evacuation procedures, protect data and intellectual property, and ensure business continuity of the products and services being provided to Brooks. Your plans should contemplate hazardous weather conditions, natural disasters, geopolitical issues, labor and other resource constraints, outbreaks of infectious disease, and system, power, telecommunications, or facilities outages. Review and test your plan at least annually.



## EMPOWERED

### Committing to a Culture Free of Bribery and Corruption

We do business fairly and with transparency.

As our Supplier, we expect you to comply fully with all anti-bribery and anti-corruption laws everywhere you operate. Never offer, pay, or accept bribes, kickbacks, or improper payments at any time for any reason, nor offer facilitation or “grease” payments. We conduct business the right way and expect you to do the same.

### Gifting Appropriately

We gift in ways that make others feel appreciated, never pressured.

Exchanging gifts and offers of entertainment and hospitality can help facilitate business relationships, but it could also affect decision-making. We work with Suppliers who always remain objective and ethical. Never use meals, gifts, entertainment, travel, or expenses to influence a business decision or obtain a business advantage, and always ensure that any offer, gesture, or exchange is reasonable, customary, and in line with our policies.

### Avoiding Conflicts of Interest

We never allow personal interests or relationships to affect our professional judgment.

In order to conduct business fairly, our business decisions must remain objective and impartial; and we expect no less from our Suppliers. Avoid any situation that creates – or appears to create – a potential conflict between your own interests and the interests of Brooks. Such conflicts could arise out of outside employment, personal relationships, financial interests, board memberships, or business ventures. If you become aware of a potential conflict of interest, disclose it immediately and seek guidance to determine the appropriate course of action.

### Understanding Inside Information

We respect the securities marketplace.

Through your work with us, you may learn information about Brooks, or other publicly traded companies, that is not publicly available and that could affect the price of a stock or other security (“inside information”). Help uphold our standards of integrity by never trading on inside information or disclosing it to others so they may trade (“tipping”). These acts constitute insider trading and violate our policies and the law.

### Following Global Trade Regulations

We follow the law everywhere we operate.

We have global operations that support a worldwide customer base. As our Supplier, comply with all applicable trade, customs, import, and export laws and sanctions. Screen your Suppliers and transactions to ensure compliance, obtain necessary licenses and approvals, and never participate in international boycotts that are not sanctioned by the U.S. government.



## ACCOUNTABLE

### Ensuring Sustainable Supply Chains

We aim for optimum governance throughout every level of our supply chain.

As our Supplier, we not only expect you to follow this Code, but to help ensure **your** Suppliers (and their Suppliers) do the same. Our standards of business conduct flow down to every tier of our supply chain, including originating Suppliers, and we ask that you disseminate this Code widely and educate all necessary stakeholders on its requirements. We also ask that you monitor Supplier performance closely and communicate any nonconformance with us as soon as possible.

### Protecting Confidential Information

We treat confidential information with care.

Our business runs on innovation, so we work hard to continually develop proprietary technologies and strategies. As our Supplier, you have a duty to protect our confidential information and intellectual property. This includes information about Brooks, our employees, other companies with which we work, and the customers whom we serve. Protect this information from misuse or exposure, and never disclose it to outsiders, unless there is a clear business purpose or justification for the disclosure and the recipient has signed a confidentiality agreement. Also, be mindful of where you discuss confidential information. Inadvertent disclosure can be just as harmful as intentional disclosure, so avoid discussing business matters within hearing distance of any unauthorized personnel or the general public.

### Safeguarding Personal Data

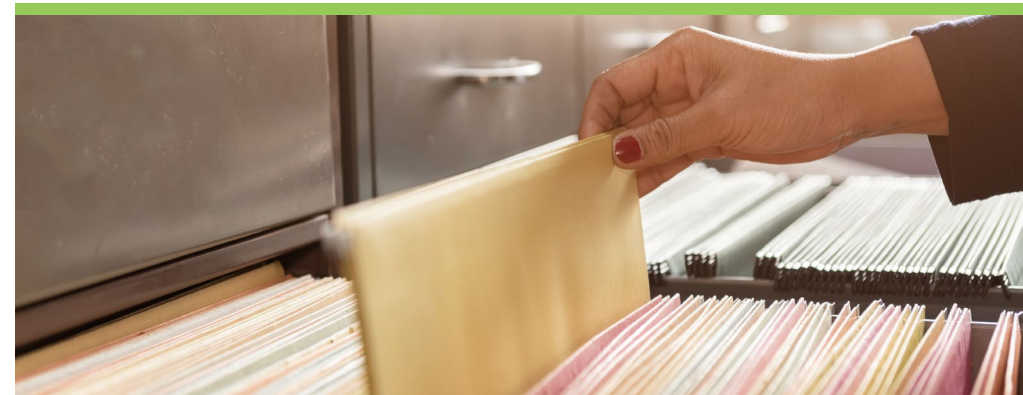
We keep personal data safe and secure.

As our Supplier, respect the privacy of others and the confidentiality of personal data. We expect you to protect the personal information and data of our workforce, customers, and other third parties with whom we do business. Only access and use our personal data for legitimate Brooks business and in accordance with the terms of the governing contract.

### Keeping Accurate Records

We know that accurate business records are essential for good business decisions and preserving trust.

Our Suppliers must create and maintain records that comply with all applicable laws, regulations, and generally accepted accounting principles. Record all transactions honestly, completely, and accurately, and comply with records retention policies. Never make, or induce others to make, false or misleading entries in any record or document related to our company or our business. We also expect you to respect the contracting process, cooperating fully with any audits or investigations and reporting any suspicious financial activity or irregularities.





## RESPECTFUL

### Promoting a Safe and Healthy Workplace

We remain alert to health and safety risks.

Health and safety are among our highest priorities. That's why we look out for each other and act whenever we see potential dangers, such as unsafe working conditions, hazards, security violations, signs of substance abuse or threats, weapons, or acts of violence.

As our Supplier, be sure to uphold our commitment to safety by complying with all applicable safety policies, laws, and regulations. Also employ your own safety and health systems and practices to reduce injuries, including the use of safe equipment and the implementation of job-relevant safety training. If potential emergency situations arise, identify, assess, and address them through emergency plans and response procedures as needed.

### Respecting Others

We do not tolerate any form of harassment.

Every individual has a right to work free from harassment (including sexual harassment), bullying, and abuse. Harassment can be verbal, physical, or visual. It can also happen either inside or outside of the workplace, and be directed at employees, customers, contractors, or other Suppliers. No matter what form it takes, it is strictly prohibited at Brooks. Help us maintain respect in the workplace by interacting in positive and productive ways and reporting harassment and all other forms of mistreatment if you see, experience, or suspect it.

### Providing Equal Opportunities

We believe that everyone should be treated fairly.

As our Supplier, commit to nondiscriminatory employment practices. Your employment practices should be consistent with a sense of fair treatment and equal opportunity. We also expect you to provide reasonable accommodations for qualified individuals with disabilities and to maintain accessible workplaces.

### Fostering Diversity, Equity, and Inclusion

We strive to understand, value, and honor the uniqueness of every individual.

At Brooks, we celebrate diversity, respect others, and do our part to create an equitable and inclusive work environment. As our Supplier, honor differences and never make decisions based on protected characteristics such as, race, color, religion, sex (including sexual orientation), gender (including gender identity or expression), national origin, age, disability, genetic information, or veteran status.



## ENGAGED

### Speaking on Behalf of Brooks

We understand that every communication regarding our company affects our reputation and brand.

Our name is our brand and our promise. Do not use the Brooks name or logo, disclose your business relationship with us, or speak to the media on our behalf, unless expressly authorized to do so. Take care in social media forums to never disclose confidential or proprietary information about us, our customers, or any of our Suppliers, and don't post anything that would be considered harassing, bullying, or discriminatory.

### Upholding Human Rights

We want to make a positive impact on people's lives around the world.

As our Supplier, respect basic rights in everything you do and comply with laws prohibiting corporal punishment, forced or compulsory labor, child labor, and human trafficking. Follow all employment laws as well and make sure everyone within your organization enjoys a livable wage, has reasonable working hours, operates under safe working conditions, and is granted all legally mandated benefits and the freedom to choose whether to work.



## ENGAGED

### **Eradicating the Use of Conflict Minerals**

We are committed to the responsible sourcing of minerals throughout our global supply chain.

We recognize the risk of adverse impact associated with extracting, trading, handling, and exporting minerals from conflict-affected areas like the Democratic Republic of the Congo and adjoining countries. We continuously take steps to try and eliminate funding armed groups in these areas, as we honor our general responsibility to uphold human rights around the world. As our Supplier, trace the origin of tantalum, tin, tungsten, and gold and eradicate the use of any conflict minerals detected. Cease working with any smelters, refiners, or others if concerns about conflict minerals arise, and report all ethical concerns right away.

### **Caring for Our Environment**

We protect the environment where we live and work.

Honor our commitment to sustainability and the responsible use of natural resources. Comply with all applicable environmental laws, regulations, and standards, including the RoHS Directive for the European Union (E.U.) and China and E.U. REACH.

Also, follow all applicable industry and company codes, obtain any required environmental permits, licenses, or registrations, and comply with operational and reporting requirements, including those that regulate hazardous materials, air, water, and energy usage, greenhouse gas emissions, and waste. Immediately report any situation that threatens the environment in connection with your operations in any way.



## ADDITIONAL RESOURCES



If you see, experience, or suspect wrongdoing, contact the hotline.



Phone: [844-984-1747](tel:844-984-1747)



**International Hotline:** For a complete list of access codes, go to [Company Ethics Hotline](#).



Email: [ethics@brooks.com](mailto:ethics@brooks.com)



For any questions or concerns about the Code, contact the [Brooks Legal Department](#).



To better understand the Responsible Business Alliance, look to the [RBA Code](#).

