

JARDEN
corporation



SUPPLIER HANDBOOK/
TERMS OF ENGAGEMENT

G U I D E B O O K

JARDEN CORPORATION



Our Supplier Handbook/Terms of Engagement Guidebook has been printed on recycled paper that has been certified by the Forest Stewardship Council (FSC). Environmentally friendly soy-based inks were used in the printing process.



CONTENTS

■ Introduction	Page 5
■ Topic 1: Child Labor	Page 11
■ Topic 2: Forced Labor/Prison Labor	Page 15
■ Topic 3: Discrimination.....	Page 17
■ Topic 4:Disciplinary Practices.....	Page 18
■ Topic 5: Health and Safety	Page 20
■ Topic 6: Environmental Compliance	Page 22
■ Topic 7: Working hours	Page 24
■ Topic 8: Wages and Benefits.....	Page 25
■ Topic 9: Laws and Regulations	Page 27
■ The Customs Trade Partnership Against Terrorism (C-TPAT)	Page 28
■ Appendix.....	Page 35





INTRODUCTION

Jarden Corporation (JAH) respects the value of diverse people and cultures and is committed to conduct all aspects of business activities with the highest standards of business ethics and in accordance with all applicable laws and regulations. We expect the same commitment to be shared by each of our suppliers, including our vendors' manufacturers. This Supplier Handbook/Terms of Engagement Guidebook sets forth our standards and provides ratings for social compliance issues that are often encountered in factories. JAH will apply the Supplier Handbook/Terms of Engagement Guidebook in our selection of suppliers, and while we do business with our suppliers, they must adhere to our Supplier Handbook/Terms of Engagement Guidebook. JAH reserves the right to terminate its relationship with any supplier that fails to comply with or breaches our Supplier Handbook/Terms of Engagement Guidebook. With respect to all legal requirements, JAH will only work with suppliers whose business activities comply with all applicable international, national and local legal requirements applicable in the country of manufacture.

JAH and its affiliates have opted for a comprehensive social compliance program to ensure that we operate within the highest standards of business ethics and in accordance with all applicable laws and regulations. Having a comprehensive social compliance program will protect the environment and the health, safety and security of workers in our suppliers' factories. It will also help prevent supply chain interruptions and enhance our corporate image, as well as the image of suppliers. Our social compliance administrative procedures play a crucial role in the successful achievement of all linked pertinent processes to achieve compliance. Such procedures should facilitate our tasks and should bring the coordination and cooperation needed to fully incorporate in our business relationship a "Best Business Practices" concept that is worthy to live by.

JAH monitors suppliers we do business with through various means. One of the most comprehensive ways we monitor is through conducting audits. It is the supplier's responsibility to make sure that they comply with all laws and regulations to ensure they are in full compliance. After the social compliance audit is completed, a Corrective Action Plan (CAP) will be provided to the supplier. Each CAP will highlight our findings, provide a recommended corrective action and will provide a timeline to have the issues resolved. The severity of the violation will dictate the timeframe that will be required to correct the issue. Suppliers will also provide updates and target dates for issue resolution until the issue is fully resolved. Our audit procedures allow us to make sure that all the suppliers that we deal with hold themselves to the highest standards. Utilizing this Supplier Handbook/Terms of Engagement Guidebook will be an important tool to assist you in preventing issues from developing and to provide guidance on how to correct issues in the event that they have occurred. The Supplier Handbook/Terms of Engagement Guidebook will help to make the overall audit process run more efficiently.

JAH looks forward to cultivating a valued business relationship with all of our suppliers while promoting growth through the highest ethical standards. We hope that our Supplier Handbook/Terms of Engagement Guidebook will provide you with a valuable resource to highlight issues and to provide direction and guidance on how to address these issues. Our commitment to enhance corporate social responsibility will undoubtedly protect employee safety and health, and the well-being of the global community.

PURPOSE OF THE SUPPLIER HANDBOOK/TERMS OF ENGAGEMENT GUIDEBOOK

The purpose of this handbook is to assist suppliers with the implementation of our Terms of Engagement in factories producing JAH products. It was developed to provide comprehensive guidance of our Terms of Engagement requirements and will provide you with all of the necessary information needed to raise and maintain your factory's standards as well as improve and maintain the well being of all of your employees. Our Supplier Handbook/Terms of Engagement Guidebook contains: the Jarden Corporation Vendor Code of Conduct; the issue topics of: child labor, forced / prison labor, discrimination, disciplinary practices, health and safety, environmental compliance, working hours, wages and benefits, and laws and regulations; and the Customs Trade Partnership Against Terrorism (C-TPAT) guidelines.

**SUPPLIER HANDBOOK/TERMS OF ENGAGEMENT GUIDEBOOK
REQUIREMENTS AND RATINGS**

We have developed acronyms for our Guidebook requirements that will illustrate the severity of each item discussed. These suggested ratings will help users of this Guidebook to understand how serious JAH takes each of these particular issues.

**OUR SUPPLIER HANDBOOK/TERMS OF ENGAGEMENT GUIDEBOOK
REQUIREMENTS AND RATINGS ARE:**



NO EXCEPTIONS ITEM



IMMEDIATE RESOLUTION ITEM



ONGOING IMPROVEMENT ITEM



SUPPLIER HANDBOOK/TERMS OF ENGAGEMENT GUIDEBOOK RATING DEFINITIONS



NO EXCEPTIONS ITEM

The “No Exceptions” or “NE” rating constitutes a serious violation of our Terms of Engagement. This type of breach can have a serious impact on a person’s individual rights or their safety. NE violations can also have a large impact on Jarden Corporation’s corporate reputation. JAH will not engage with new suppliers who have No Exceptions violations that have been confirmed by more than one source of information. Some examples of NE violations include: using child labor, forced labor or corporal punishment, and ethical standards violations.



IMMEDIATE RESOLUTION ITEM

The “Immediate Resolution” or “IR” rating constitutes a breach in our Terms of Engagement that results in an impact to individual rights, life safety and to Jarden Corporation’s corporate reputation. Production will not be initiated with suppliers who have IR violations. For those suppliers with an existing IR item(s), these violation(s) must be resolved completely within a maximum period of two (2) months. Otherwise, the violation will turn into an NE. Depending on the violation, some IR violations might have to be resolved in less than two months. Some examples of IR violations are: having employees work excessive hours, underpaying wages, lacking documentation for labor laws and violations of local law.



ONGOING IMPROVEMENT ITEM

The “Ongoing Improvement” or “OI” rating is given to highlight health, environmental, safety and labor issues unacceptable under our Terms of Engagement. These issues can be improved in factories for the benefit of the workers and to also better the reputation and management practices of those factories. Production can be conducted with new suppliers with OI issues. For those with OI issues, a corrective action plan can be initiated over a six (6) month period, or less, depending on the issue.

How do we verify a rating that is given to a particular issue?

When an issue is found it will be substantiated by one or more of our means of verifying. With these suggested ways of verification we can get an overall picture of what is going on at our suppliers' factories.

Below is our Means of Verification Key:



RECORDS REVIEW



FACTORY MANAGEMENT INTERVIEWS




VISUAL OBSERVATION



GATHERING INFORMATION FROM WORKERS



GATHERING INFORMATION FROM EXTERNAL RESOURCES



These suggested means of verifying will be incorporated into the issue topics that are discussed in this Guidebook and illustrate how a particular issue can be verified.

ISSUE TOPICS

The following topics will highlight issues we often encounter in factories. Our Supplier Handbook/Terms of Engagement Guidebook will provide a rating for these issues along with corrective action plans and means of verifying these issues when they are present. While it is impossible to think of every issue that can take place, this Guidebook will provide you with the necessary insight to address other issues as they surface.



TOPIC 1: CHILD LABOR

Child labor is an issue that we take very seriously. No person shall be employed at an age younger than the law of jurisdiction of manufacture allows. JAH will not use suppliers that use labor from persons of less than the legal minimum working age or 15 years of age, whichever is greater, or the age designated by national law for completion of compulsory education. For jobs that require greater maturity or pose a safety risk, these workers are to be a minimum of 18 years of age. The factory must maintain official verifiable documentation of each worker's date of birth. If a factory is lacking verifiable documentation they must have some legitimate means of confirming each worker's age.

Below you will see our child labor guidelines broken down by severity with our requirements.



- A. The factory is prohibited from employing anyone under the legal minimum working age or 15 years of age, whichever is greater, or, the age designated by national law for completion of compulsory education. For jobs that require greater maturity or pose a safety risk, these employees are to be a minimum of 18 years of age.
Corrective Action Plan: When this violation is present it is to be resolved immediately by removing the child from the facility. Policies for child labor and training personnel on child labor issues should be implemented within two (2) weeks.

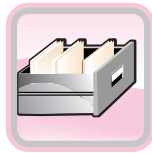
- B. Where local law specifies a minimum working age higher than 15, all workers must be at or above the legal minimum age.

Corrective Action Plan: If a local law for working age is higher than JAH's minimum working age then local law will supersede all JAH requirements. When this issue is present the child will immediately be removed from the facility. The factory should ensure that the minor child is enrolled in school along with affording the child an opportunity to work at the factory when they reach legal age.

- C. Factories are to comply with all minimum schooling age requirements as dictated by the law in that country. It is a NE violation when a child is required to be in school and instead is working in a factory. The minor child's work schedule is not allowed to interfere with their mandatory schooling.

Corrective Action Plan: If a child is not enrolled in school per the minimum schooling age requirements for that country, then the child is to be immediately enrolled in school and their work schedule is not to interfere with their mandatory schooling.

Means of verifying above issues:





- A. Only individuals who are at or above the age of 15 may be present in the work areas. The only exception to this policy would involve a guided tour of the facility with a trained professional.

Corrective Action Plan: If a child is found to be in the facility below the minimum age and not on a guided tour the child is to be immediately removed from the facility and a policy is to be implemented by the factory with personnel being trained on this policy. The policy and training should be completed within one (1) month of the incident taking place.

- B. Factories must maintain official and verifiable documentation of each worker's date of birth. If the factory does not have this information, there must be some legitimate and reliable means of confirming each worker's age.

Corrective Action Plan: Factories that do not comply with this requirement must create a policy highlighting this requirement and they must train all personnel on this requirement. A review of all records must take place to determine that there are legitimate means to verify each workers age. The newly initiated policy and review of records must be completed within one (1) month from the date of the violation.

- C. If a country's law dictates juvenile employment restrictions or if there are certain requirements, the factory must be in compliance with all of these legal requirements. Some examples of this would be if the law states children are only allowed to work a certain number of hours, children are not allowed to handle hazardous materials, or if children are not permitted to work at night.

Corrective Action Plan: When juvenile employment restrictions are not followed, the factory is to initiate a policy stating the employment restrictions and making sure that all personnel are trained on this new policy to ensure that there will be compliance with this policy. There should be sufficient record keeping for tracking juvenile employees and monitoring practices to ensure compliance. This action needs to be completed within one (1) month from the date of the violation.

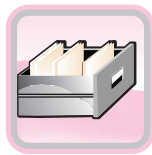
Means of verifying above issues:





- A. All factories should have the minimum hiring age requirements in a documented policy.
Corrective Action Plan: Factories in violation of this item should create a policy that sets forth a minimum hiring age. Personnel should be trained on this policy and this policy should be implemented within a period of two (2) months.

Means of verifying above issues:



TOPIC 2: FORCED LABOR/PRISON LABOR

Employment must be voluntary. Forced labor by any of our suppliers will not be tolerated. Suppliers and factories shall not use any compulsory prison, indentured, bonded or forced labor. In addition, suppliers and factories shall not engage in the use of physical, mental, verbal or other abuse. All workers are to be treated with respect and dignity. This applies to labor used in contracting, subcontracting or other manufacturing relationships.

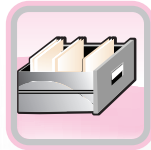
Below you will see our Forced Labor / Prison Labor guidelines broken down by severity with our requirements.



- A. Any form of forced labor, prison labor or indentured labor is strictly prohibited. All employees are to work at factories of their own free will.
Corrective Action Plan: If forced labor, prison labor or indentured labor is identified at the factory, it needs to be stopped immediately. All personnel should be trained on this issue and a policy needs to be implemented within two (2) weeks from the date of the violation.

- B. There are to be no restrictions or fines if an employee chooses to end their employment with a factory.
Corrective Action Plan: Employees are to work at facilities out of their own free will and should be able to determine if and when they would like to discontinue their employment. The act of any restrictions or fines is to be discontinued immediately and a documented policy should be created along with personnel being trained on this policy within two (2) weeks.

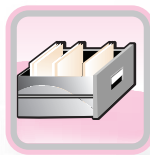
Means of verifying above issues:





- A. Restrictions on an employees' movement are strictly prohibited.
Corrective Action Plan: When this issue is present it needs to be discontinued immediately. Upon discontinuing this violation there needs to be a newly documented policy indicating that there will be no restrictions on an employee's movement. Upon management creating this policy supervisors should be trained on it and employees should be made aware of their rights under this policy.
- B. Employer must excuse employees from work for extenuating circumstances such as for family emergencies. Factories will not discipline employees for this nor will they impose any type of penalty for this.
Corrective Action Plan: All employees should be excused when an extenuating circumstance is present. When this issue is present it should be discontinued immediately. Factory management should implement a documented policy providing guidance for employees being excused from work and management should train supervisors on this policy. Policy and training should be completed within two (2) months or less..
- C. Access to drinking water and clean toilets must be made available to all employees.
Corrective Action Plan: When there is a lack of compliance for this item there needs to be reasonable accommodations for employees at factories to have access to all of these needs. This should be corrected immediately. A policy should be implemented along with all personnel being trained on this policy within two (2) months or less.
- D. Having mandatory overtime is not allowed. Overtime is to be worked on a voluntary basis.
Corrective Action Plan: When it is found that mandatory overtime is taking place this practice will need to be discontinued immediately. While it is allowed for employees to work overtime it is at the employee's discretion whether they choose to work it or not. A documented policy should be implemented with all personnel being made aware of this issue. This should be done within two (2) months or less.

Means of verifying above issues:



TOPIC 3: DISCRIMINATION

JAH requests that their suppliers do not engage in any form of discrimination. Some of the more common forms of discrimination include: sex, age, race and nationality discrimination. Employees should be hired based upon their knowledge, skills and abilities to conduct the job task. While employed, employees should work in an environment free of discrimination.

Below you will see our discrimination guidelines broken down by severity with our requirements.



- A. Any form of discrimination to include any employment restriction by age, race ethnic group, religion, gender, sexual orientation, political affiliation and/or national origin is strictly prohibited. Factories are also prohibited from engaging in any discriminatory practices such as discrimination in wages.

Corrective Action Plan: Employees should only be judged on their ability to do their job. Any form of discrimination in any way, whether it is during the hiring process, promotional process or a termination process, should be discontinued immediately. A documented policy should be implemented along with all personnel being trained on this policy within two (2) months or less.

- B. Factories are prohibited from asking female employees to take a pregnancy test and they are also not allowed to discriminate against a female employee who is pregnant.

Corrective Action Plan: Factories found to be engaging in this practice are to discontinue this practice immediately. Reasonable accommodations should be made for pregnant employees and their job tasks should be adjusted if their regular position could endanger their pregnancy. Pregnant female employees should be treated equally and there should not be any restrictions placed against them for being pregnant. A documented policy should be implemented within a one (1) month period and personnel should be trained within that period.

Means of verifying above issues:



TOPIC 4:DISCIPLINARY PRACTICES

JAH will not engage in any form of a business relationship with those who engage in any type of physical, mental or sexual abuse against their employees. Employees should be able to work in a safe environment free from any hostility or abuse.

Below you will see our Disciplinary Practices guidelines broken down by severity with our requirements.



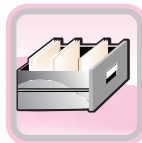
- A. There must not be any forms of physical violence. This includes the act of violence or the threat of violence. Management will not allow any personnel to engage in any form of physical, sexual, psychological or verbal abuse.

Corrective Action Plan: Any forms of violence, implied violence or abuse should be discontinued immediately. A documented policy should be created that outlines disciplinary actions. Supervisors should be trained on the policy and the correct disciplinary practices that are allowed. Personnel engaging in such acts should be trained and counseled on appropriate disciplinary procedures. Other measures up to termination of employee might be necessary if said employee is not receptive to the training. Policy and training should be implemented and completed within a one (1) month period.

- B. Sexual Harassment in any form will not be tolerated. This includes special treatment for sexual favors or negative treatment if an employee declines sexual advances.

Corrective Action Plan: Employees should not work in any type of a hostile environment. Any and all forms of Sexual Harassment must be terminated immediately. All factories should have a documented Sexual Harassment policy in place and all personnel including management must be trained on it. The policy and training must be completed within a period of one (1) month.

Means of verifying above issues:





- A. Verbal abuse of any form will not be tolerated. This includes the threatening of workers in any way.

Corrective Action Plan: All employees are to be treated with dignity and respect. Verbal abuse of any form should be discontinued immediately. Personnel should be made aware that any forms of verbal abuse will not be tolerated. Acceptable disciplinary practices should be highlighted in factory policies and all personnel should be trained on these policies. If policies are not in place then the policy and training should be completed in two (2) months or less.

- B. There must be a standard policy in place for disciplinary procedures. This must include verbal or written warnings, an escalation process, and guidelines for terminating an employee. There must not be any form of monetary penalties issued as a disciplinary action.

Corrective Action Plan: If one is not already in place, a standard policy must be implemented outlining what disciplinary practices are permissible and what disciplinary practices are prohibited. All personnel should be made aware of the policy and all supervisors should be trained on it. Policy implementation and training should be completed in two (2) months or less.

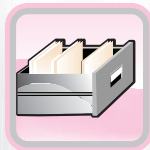
- C. Any coercive behavior such as withholding an employee's basic rights is prohibited. Some examples of this are restrictions on use of water or the withholding of wages.

Corrective Action Plan: If this behavior is present it needs to be stopped immediately. Employees should be granted all basic rights and all employees should be made aware of their basic rights. If basic rights are not discussed during hiring orientation and not outlined in employee handbooks this should be initiated within two (2) months or less.

- D. There must be an efficient method for workers to report grievances. This process should be company wide and all employees should know how the method operates.

Corrective Action Plan: If this method is not initiated then it should be implemented within a period of one (1) month or less. Employees should feel safe and secure and should be able to air their grievances without the fear of any repercussions. Some examples of effective solutions would be comment boxes and a dedicated person with an unbiased view to handle the grievances.

Means of verifying above issues



TOPIC 5: HEALTH AND SAFETY

JAH requires that its suppliers' factories provide a safe, clean and healthy working environment for all of their employees. These standards should be set in accordance with all applicable laws, ordinances and guidelines within the country of manufacture.

Below you will see our health and safety guidelines broken down by severity with our requirements.



- A. Emergency exit doors and stairways should be easily accessible at all times.
Corrective Action Plan: Emergency exit doors and stairways should be clearly identified and free from any obstructions. If this issue exists then actions should be taken immediately to make all exits and stairways accessible.
- B. Fire and other emergency evacuation drills are to be conducted on a regimented basis. Sufficient and accessible fire extinguishers and / or fire hoses should be in good working condition and should be located throughout the facility. All fire extinguishers and fire hoses should be inspected on a regular basis. Supervisors should be trained to monitor the safe and orderly evacuation of all workers. There should be documentation with clear evacuation procedures for all employees in the event of an emergency.
Corrective Action Plan: If these steps are not being regularly conducted then they need to be implemented immediately. Plans should be formed that outline crisis management procedures and responsible personnel should be trained on all of these procedures. Plans and training should be implemented and updated as necessary and this should be completed in two (2) months or less.
- C. Work areas are to be properly ventilated. During periods of hot temperatures, adequate Heating Ventilation and Air Conditioned (HVAC) areas are to be provided for the well being of employees. During periods of cold temperatures, adequate heating without any risk to safety is to be provided. There is to be adequate lighting and workspace for the safety and well-being of employees. In all areas where painting, lacquering, spraying or sanding is done or where chemicals or solvents are used, adequate and proper ventilation and air circulation is to be provided.
Corrective Action Plan: If these necessary steps are not being followed then these safety measures for employees must be started immediately. Not having these safety measures puts employees' health at risk. This plan should be implemented right away with a target date for completion of two (2) months or less.

- D. Workers are required to wear appropriate Personal Protective Equipment (PPE) such as eye protection, hearing protection, hard hats, protective shoes, protective clothing, and any other appropriate protective gear — all provided at no cost to the worker. All chemicals used by workers must be safe and not cause any harm to the worker. Also, there must be eyewash stations located throughout the facility and all hazardous materials need to be labeled.

Corrective Action Plan: If PPE is not being provided to employees then this should be corrected immediately. Employees need to be given all the necessary instruments to conduct their work in the safest and efficient manner. Safety guidelines should be displayed throughout the facility.

- E. Safe drinking water is to be provided at all times. There are to be no restrictions on the normal consumption of drinking water.

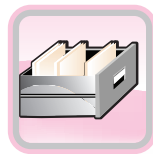
Corrective Action Plan: If it is determined that safe drinking water is not made available to employees then measures need to be taken to correct this immediately.



- A. Trained first aid personnel should be onsite at the facility. In the case of a serious injury, workers are to be provided with medical treatment at the closest outside medical facility at no cost to the employee.

Corrective Action Plan: If there are no trained first aid personnel onsite then management should either train or hire a person to be responsible for first aid. Adequate first aid supplies should be stocked at all times. This plan should be implemented within two (2) months or less and become a regular on going process.

Means of verifying above issues:



TOPIC 6: ENVIRONMENTAL COMPLIANCE

JAH takes protection of the environment seriously. We believe it is important for our suppliers to share this same philosophy and take initiative in business practices to protect the environment. Natural resources are a precious commodity and we must engage in all practices to conserve those resources and protect the environment.

Jarden takes seriously its record of socially compliant, ethical and environmentally sensitive business practices.

Below you will see our Environmental Compliance guidelines broken down by severity with our requirements.



- A. Factories are required to abide by all international, national and local environmental laws and regulations of the country in which they operate.

Corrective Action Plan: If there is a lack of compliance, factories must improve practices and procedures so that all processes conform to environmental laws and regulations. Necessary steps should be taken immediately to achieve compliance.

- B. All facilities must keep proper environmental records and certificates for air, waste and water in compliance with applicable laws and regulations.

Corrective Action Plan: Having missing or lack of records is an issue that must be corrected within one (1) month or less. Factories should work to immediately apply for necessary certificates and ensure that there are adequate recordkeeping measures put into place.

- C. All suppliers must dispose of all hazardous materials and chemicals properly and according to the law so that these materials are not discharged and do not pollute the environment.

Corrective Action Plan: If necessary steps are not being taken then corrective steps must be initiated immediately. Policies must be implemented to outline proper hazardous and chemical material disposal along with training personnel on proper disposal practices. Policy and training should be completed in a period of one (1) month or less and training should be ongoing for this policy.

- D. Suppliers should not use any ozone-depleting chemicals (ODCs) in the manufacturing processes. Among the most common forms of ODCs are chlorofluorocarbons (CFCs).
Corrective Action Plan: Use of any ozone-depleting chemicals should be discontinued immediately. Analysis of comparable chemicals that are environmentally friendly should be conducted. Replacement of these chemicals should occur in one (1) month or less.

Means of verifying above issues:



TOPIC 7: WORKING HOURS

Suppliers need to maintain reasonable working hours for their employees. Work hours need to be in compliance with all local standards and applicable laws of the jurisdiction.

Below you will see working hour guidelines broken down by severity with our requirements.



- A. Time worked by employees needs to be documented.
Corrective Action Plan: Adequate measures, such as an automatic time recording system, should be in place to keep track of employee working hours. This process should be completed in two (2) months or less.
- B. Workers are to receive overtime pay which is higher than the regular wage and that is in accordance with the local law.
Corrective Action Plan: If an employee's overtime pay is not higher than the regular wage, a policy should be created that corrects this issue. Employees should be made aware of the changes. This plan should be initiated immediately and completed in one (1) month or less.
- C. Employees should be permitted a reasonable number of days off.
Corrective Action Plan: When employees are not permitted a reasonable number of days off, a policy needs to be put into place that creates guidelines for employee days off. Employees should receive at least one day off for every seven-day period. This plan should be implemented immediately and fully resolved in one (1) month or less.

Means of verifying above issues:



TOPIC 8: WAGES AND BENEFITS

Having proper procedures for wages and benefits for employees is imperative to a factory operating smoothly. Wages that are paid by a factory need to be at least the legal minimum wage of the jurisdiction in which the factory operates.

Below you will see wages and benefits guidelines broken down by severity with our requirements.



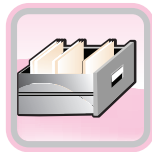
- A. Both minimum wage and overtime wages must meet the legally mandated requirements.
Corrective Action Plan: If this is not the case then this should be corrected immediately to reflect all legal requirements.
- B. There are to be no unauthorized or illegal deductions from an employee's wages. There should also not be any delay in payment of wages to employees.
Corrective Action Plan: If it is determined that there are illegal deductions from an employee's wages, this needs to be stopped immediately and corrected. The employee should be provided back wages to account for the missing funds. There should be a systematic method set up for payment of wages to employees so that there is no delay in payment.
- C. The wage structure, with any legitimate deductions and overtime pay, is to be itemized clearly in writing for the workers and in accordance with the local law.
Corrective Action Plan: If there is no itemization, clear guidelines need to be developed that are implemented factory-wide for a standard pay structure format. This should be implemented immediately and fully resolved in two (2) months or less.
- D. Wages must be paid at least monthly or within the limited period established by local law, whichever is more frequent.
Corrective Action Plan: If factories are not paying within the specified time period, then this must be corrected immediately and fully resolved in one (1) month or less. Employees should be made aware of the pay schedule.



- A. Workers should be aware of their pay information, including the pay structure and the benefits they have and to which they are entitled. Workers should be provided with a detailed pay statement for each payment received.

Corrective Action Plan: If workers are not being provided with a pay slip then the factory should initiate this process immediately with this process being completed in two (2) months or less.

Means of verifying above issues:



TOPIC 9: LAWS AND REGULATIONS

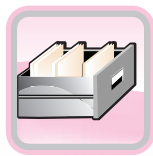
JAH will only work with suppliers whose business activities comply with all applicable national and local legal requirements, customs and published industry standards in the country of manufacture.

Below you will see the Laws and Regulations guidelines broken down by severity with our requirements.



- A. Factories must be aware of all laws and regulations that apply to them.
Corrective Action Plan: If a factory is not complying with a law, they must become compliant immediately. The law should be incorporated into standard operating procedure and all personnel should be trained on the laws that apply to the facility immediately. If a supplier is non-compliant with resolving this then JAH may seek another supplier.
- B. Factories producing products for and on behalf of JAH must maintain records and documentation which may be needed to verify compliance with applicable laws and regulations. These records must be maintained at the factory location and should be readily available upon the request of JAH or its third-party auditor. Records should be maintained for a minimum of two (2) years.
Corrective Action Plan: If factories are not actively keeping documentation and records to verify compliance with applicable laws and regulations, then this practice should be initiated immediately.

Means of verifying above issues:



THE CUSTOMS TRADE PARTNERSHIP AGAINST TERRORISM (C-TPAT)

The Customs Trade Partnership Against Terrorism (C-TPAT) is a threat awareness program devised by U.S. Customs to identify weaknesses in security procedures and introduce any needed corrective action to overcome potential threats posed by terrorists and contraband smugglers at each point in the foreign-based logistical supply chain. C-TPAT compliance carries valuable benefits, and due to the global nature of business activities, it is being perceived as mandatory by many U.S. buyers. JAH has incorporated C-TPAT guidelines and security practices into our daily functions. As an importer, JAH is required to have written and verifiable processes for the selection of business partners including manufacturers, product suppliers and vendors. The C-TPAT section of our Supplier Handbook/Terms of Engagement Guidebook provides suppliers with the necessary guidance to reach C-TPAT compliance standards and improve safety and security throughout the foreign-based logistical supply chain.

JAH conducts C-TPAT audits with both internal auditors and external contractors. Our Supplier Handbook/Terms of Engagement Guidebook ratings will be employed as a result of the scores of these audits.



NO EXCEPTIONS ITEM

Suppliers will be given an NE rating when they receive a score of 70 percent or below on their C-TPAT audit. NE ratings will require immediate action to resolve all issues. NE ratings will require an immediate Corrective Action Plan.



IMMEDIATE RESOLUTION ITEM

Suppliers will be given an IR rating when they receive an audit score of 71 percent to 75 percent on their C-TPAT audit. IR ratings will require resolution of issues within a maximum period of two (2) months. Certain situations will call for the issue to be resolved in less than two (2) months. If any part or section of the audit is 70 percent or below — regardless of the overall score — an immediate CAP will be required.



ONGOING IMPROVEMENT ITEM

Suppliers will be given an OI rating when they receive an audit score of 75 percent to 84 percent on their C-TPAT audit. OI ratings will require resolution of issues within a six (6) month period. Certain issues will have to be resolved prior to six (6) months. If any part or section of the audit is 70 percent or below — regardless of the overall score — an immediate CAP will be required.

Any supplier that receives an audit score between 85 percent and 100 percent will be considered low risk, but may possibly still have recommended corrective actions or a CAP.

C-TPAT IMPORTER SECURITY CRITERIA

Below is the C-TPAT Importer Security Criteria document from Customs to provide guidance on important C-TPAT topics. This documentation will serve as an important tool to suppliers to help them achieve C-TPAT compliance in their factories.

Importers must conduct a comprehensive assessment of their international supply chains based upon the following C-TPAT security criteria. Where an importer outsources or contracts elements of their supply chain, such as a foreign facility, conveyance, domestic warehouse or other elements, the importer must work with these business partners to ensure that pertinent security measures are in place and adhered to throughout their supply chain. The supply chain for C-TPAT purposes is defined from the point of origin (manufacturer/supplier/vendor) through to the point of distribution and recognizes the diverse business models C-TPAT members employ.

C-TPAT recognizes the complexity of international supply chains and endorses the application and implementation of security measures based upon risk analysis. Therefore, the program allows for flexibility and the customization of security plans based on the member's business model.

Below are C-TPAT security criteria topics from Customs that Jarden Corporation feels are essential in protecting the efficiency of the foreign based logistical supply chain.

BUSINESS PARTNER REQUIREMENT

Importers must have written and verifiable processes for the selection of business partners including manufacturers, product suppliers and vendors.

SECURITY PROCEDURES

For those business partners eligible for C-TPAT certification (carriers, ports, terminals, brokers,

consolidators, etc.), the importer must have documentation (e.g., C-TPAT certificate, SVI number, etc.) indicating whether these business partners are or are not C-TPAT certified. For those business partners not eligible for C-TPAT certification, importers must require their business partners to demonstrate that they are meeting C-TPAT security criteria via written/electronic confirmation (e.g., contractual obligations; via a letter from a senior business partner officer attesting to compliance; a written statement from the business partner demonstrating their compliance with C-TPAT security criteria or an equivalent WCO accredited security program administered by a foreign customs authority; or by providing a completed importer security questionnaire). Based upon a documented risk assessment process, non-C-TPAT eligible business partners must be subject to verification of compliance with C-TPAT security criteria by the importer.

POINT OF ORIGIN

Importers must ensure that business partners develop security processes and procedures consistent with the C-TPAT security criteria to enhance the integrity of the shipment at point of origin. Periodic reviews of business partners' processes and facilities should be conducted based on risk, and should maintain the security standards required by the importer.

PARTICIPATION/CERTIFICATION IN FOREIGN CUSTOMS ADMINISTRATIONS SUPPLY CHAIN SECURITY PROGRAMS

Current or prospective business partners who have obtained a certification in a supply chain security program being administered by foreign Customs Administration should be required to indicate their status of participation to the importer.

OTHER INTERNAL CRITERIA FOR SELECTION

Internal requirements, such as financial soundness, capability of meeting contractual security requirements and the ability to identify and correct security deficiencies as needed, should be addressed by the importer. Internal requirements should be assessed against a risk-based process as determined by an internal management team.

CONTAINER SECURITY

The integrity of freight containers must be maintained to protect against the introduction of unauthorized material and/or persons. At point of loading, procedures must be in place to properly seal and maintain the integrity of the shipping containers. A high-security seal must be affixed to all loaded containers bound for the United States. All seals must meet or exceed the current PAS ISO 17712 standards for high security seals.

CONTAINER INSPECTION

Procedures must be in place to verify the physical integrity of the container structure prior to loading, to include the reliability of the door locking mechanism. A seven-point inspection process is recommended for all containers:

- Front wall
- Left side

- Right side
- Floor
- Ceiling/Roof
- Inside/Outside doors
- Outside/Undercarriage

CONTAINER SEALS

Written procedures must stipulate how seals are to be controlled and affixed to loaded containers — to include procedures for recognizing and reporting compromised seals and/or containers to United States Customs and Border Protection or the appropriate foreign authority. Only designated employees should distribute container seals for integrity purposes.

CONTAINER STORAGE

Containers must be stored in a secure area to prevent unauthorized access and/or manipulation. Procedures must be in place for reporting and neutralizing unauthorized entry into containers or container storage areas.

PHYSICAL ACCESS CONTROLS

Access controls prevent unauthorized entry to facilities, maintain control of employees and visitors and protect company assets. Access controls must include the positive identification of all employees, visitors and vendors at all points of entry.

EMPLOYEES

An employee identification system must be in place for positive identification and access control purposes. Employees should only be given access to those secure areas needed for the performance of their duties. Company management or security personnel must adequately control the issuance and removal of employee, visitor and vendor identification badges. Procedures for the issuance, removal and changing of access devices (e.g. keys, key cards, etc.) must be documented.

VISITORS

Visitors must present photo identification for documentation purposes upon arrival. All visitors should be escorted and visibly display temporary identification.

DELIVERIES (INCLUDING MAIL)

Proper vendor ID and/or photo identification must be presented for documentation purposes upon arrival by all vendors. Arriving packages and mail should be periodically screened before being disseminated.

CHALLENGING AND REMOVING UNAUTHORIZED PERSONS

Procedures must be in place to identify, challenge and address unauthorized/unidentified persons.

PERSONNEL SECURITY

Processes must be in place to screen prospective employees and to periodically check current employees.

PRE-EMPLOYMENT VERIFICATION

Application information, such as employment history and references, must be verified prior to employment.

BACKGROUND CHECKS/INVESTIGATIONS

Consistent with foreign, federal, state and local regulations, background checks and investigations should be conducted for prospective employees. Once employed, periodic checks and reinvestigations should be performed based on cause, and/or the sensitivity of the employee's position.

PERSONNEL TERMINATION PROCEDURES

Companies must have procedures in place to remove identification, facility, and system access for terminated employees.

PROCEDURAL SECURITY

Security measures must be in place to ensure the integrity and security of processes relevant to the transportation, handling, and storage of cargo in the supply chain.

DOCUMENTATION PROCESSING

Procedures must be in place to ensure that all information used in the clearing of merchandise/cargo is legible, complete, accurate, and protected against the exchange, loss or introduction of erroneous information. Documentation control must include safeguarding computer access and information.

MANIFESTING PROCEDURES

To help ensure the integrity of cargo received from abroad, procedures must be in place to ensure that information received from business partners is reported accurately and timely.

SHIPPING & RECEIVING

Arriving cargo should be reconciled against information on the cargo manifest. The cargo should be accurately described, and the weights, labels, marks and piece count indicated and verified. Departing cargo should be verified against purchase or delivery orders. Drivers delivering or receiving cargo must be positively identified before cargo is received or released.

CARGO DISCREPANCIES

All shortages, overages, and other significant discrepancies or anomalies must be resolved and/or investigated appropriately. Customs and/or other appropriate law enforcement agencies must be appropriately notified of illegal activities, and if warranted, of detected suspicious activities.

SECURITY TRAINING AND THREAT AWARENESS

A threat awareness program should be established and maintained by security personnel to recognize and foster awareness of the threat posed by terrorists at each point in the supply

chain. Employees must be made aware of the procedures their company has in place to address a situation and how to report it. Additional training should be provided to employees in the shipping and receiving areas, as well as those receiving and opening mail. Additionally, specific training should be offered to assist employees in maintaining cargo integrity, recognizing internal conspiracies, and protecting access controls. These programs should offer incentives for active employee participation.

PHYSICAL SECURITY

Cargo handling and storage facilities in domestic and foreign locations must have physical barriers and deterrents that guard against unauthorized access. Importers should incorporate the following C-TPAT physical security criteria throughout their supply chains as applicable:

- **Fencing:** Perimeter fencing should enclose the areas around cargo handling and storage facilities. Interior fencing within a cargo handling structure should be used to segregate domestic, international, high value, and hazardous cargo. All fencing must be regularly inspected for integrity and damage.
- **Gates and Gate Houses:** Gates through which vehicles and/or personnel enter or exit must be manned and/or monitored. The number of gates should be kept to the minimum necessary for proper access and safety.
- **Parking:** Private passenger vehicles should be prohibited from parking in or adjacent to cargo handling and storage areas.
- **Building Structure:** Buildings must be constructed of materials that resist unlawful entry. The integrity of structures must be maintained by periodic inspection and repair.
- **Locking Devices and Key Controls:** All external and internal windows, gates and fences must be secured with locking devices. Management or security personnel must control the issuance of all locks and keys.
- **Lighting:** Adequate lighting must be provided inside and outside the facility including the following areas: entrances and exits, cargo handling and storage areas, fence lines and parking areas.
- **Alarm Systems and Video Surveillance Cameras:** Alarm systems and video surveillance cameras should be utilized to monitor premises and prevent unauthorized access to cargo handling and storage areas.

INFORMATION TECHNOLOGY SECURITY

- **Password Protection:** Automated systems must use individually assigned accounts that require a periodic change of password. Information Technology (IT) security policies, procedures and standards must be in place and provided to employees in the form of training.
- **Accountability:** A system must be in place to identify the abuse of IT including improper access, tampering or the altering of business data. All system violators must be subject to appropriate disciplinary actions for abuse.

CONCLUSION

In closing, we hope that this Supplier Handbook/Terms of Engagement Guidebook will provide you with a valuable resource to improve factory procedures and working conditions for your employees. While this Guidebook will not serve in place of our audits, it will highlight necessary issue topics and provide you with guidance on how to correct a variety of violations. Our Supplier Handbook/Terms of Engagement Guidebook will help to make the audit process more efficient and it will allow you to improve factory conditions on your own before they become documented violations in our audits. We value our business relationship with our suppliers and through a coordinated effort we will make the necessary improvements to reach full compliance and improve the reliability of the entire supply chain.



APPENDIX

Jarden Corporation

VENDOR CODE OF CONDUCT

August 2008

Jarden Corporation and its, subsidiaries and affiliates (collectively, “Jarden”) are committed to conduct all aspects of business activities with the highest standards of business ethics and in accordance with all applicable laws and regulations. Jarden’s ethics are founded on the values of integrity, relevance to all its constituencies, sustainability, performance excellence and accountability. Jarden understands that its Vendors (defined below) are independent entities; however, the business practices and actions of a Vendor may impact and/or reflect upon Jarden. Because of this, Jarden expects that all Vendors shall adhere to this Vendor Code of Conduct conducting business with and/or on behalf of Jarden. This Vendor Code of Conduct establishes minimum standards of conduct required for all of Jarden’s Vendors.

1) **General Terms**

- a) This Vendor Code of Conduct applies to:
 - i) All Vendors of Jarden. The term “Vendor” means any entity, including vendors, suppliers and manufacturers, which directly or indirectly provides or produces services or products to Jarden and includes such entity’s parents, affiliates, subsidiaries, divisions, agents, employees, representatives and subcontractors and other businesses, names and trade names used by the entity in connection with the sale of products or its raw materials to, for or on behalf of Jarden.
 - ii) All factories used by Vendor to provide or produce products or its raw materials for or on behalf of Jarden (“Factories”).
 - iii) All products or its raw materials manufactured and/or produced for or on behalf of Jarden, regardless of whether Jarden is the importer of record.
 - iv) All products shipped for or on behalf of Jarden to all Jarden destination countries, the countries in which Jarden sells or distributes its products.
 - v) All employees of Vendors or Factories. The term “employee” means any current, former or retired employee, laborer, worker, staff member or consultant of Vendor employed or retained, directly or indirectly, to perform services relating to, in connection with or on behalf of Jarden.
- b) The purpose of this Vendor Code of Conduct is to establish the minimum requirements for the conduct of Vendors and Factories who desire to do business with Jarden. On an ongoing Vendors and Factories shall:
 - i) Comply with all applicable laws in any country in which it conducts business

and demonstrate actions in all cases that meet or exceed those required by applicable law. The term “applicable law(s)” means with respect to any Vendor, any domestic, foreign, federal, state, local or municipal statute, law, ordinance, policy, guidance, rule, administrative interpretation, regulation, order, writ, injunction, directive, judgment, decree or other requirement of any governmental entity applicable to such Vendor.

- ii) Abide by fair and humane employment practices.
 - iii) Provide safe and healthy working conditions.
 - iv) Protect the environment in any country in which it conducts business.
- c) Inspections
- i) Jarden reserves the right to inspect and/or authorize a third party to inspect and audit, at any time, whether or not notice is provided in advance, all Vendors and Factories.
 - ii) Vendors shall also permit Jarden’s customers to inspect and audit its Factories to the extent reasonably required or requested by such customer as a condition of it doing business with Jarden.
- d) Documentation – Vendors and Factories shall maintain on site all documentation that may be needed to verify compliance with the terms of this Vendor Code of Conduct and any agreement(s) between Vendor and Jarden. All such documentation must be accurate, (i.e. free from any attempt to falsify or mislead) and be made available promptly upon request to any person of Jarden conducting an audit.

2) **Employment Standards**

- a) Information
- i) Vendors and Factories shall inform all of its employees, at the time of hiring, the terms of such employee’s employment as mandated by applicable law and the terms of Vendor’s and Factory’s policies and procedures.
 - ii) Vendors or Factories shall enter into a written agreement with its employees evidencing the terms of employment and must be signed by both parties, receive any required governmental approval, and if applicable, bear any governmental approval stamp.
 - iii) Vendors and Factories are not permitted to withhold deposits of its employees as a condition of employment.
 - iv) The identity card of each employee must be in his or her possession at all times.
- b) Wages and Benefits
- i) The wages paid by Vendors and Factories to its employees shall be at least the greater of (1) the minimum wage under applicable law or (2) the wage that is

equivalent to the prevailing wage for the same type of work in the same or similar industry having similar ownership in the same geographic area. Paid annual leave and holidays shall be paid by Vendors and Factories to its employees as required by applicable law.

- ii) Benefits provided by Vendors and Factories shall include, at a minimum, those mandated by applicable law.
 - iii) For each pay period, Vendors of Factories shall provide its employees an understandable wage statement which includes days worked, wage or piece rate earned per day, hours of overtime at each specified rate, bonuses, allowances and legal or contractual deductions. The wage structure, with any employer contributions and legitimate deductions, is to be itemized clearly to the employees. Wages are to be paid on schedule at least once per month or such shorter time period as required by applicable law.
 - iv) Vendors and Factories are not permitted to take deductions from wages from its employees as a disciplinary measure unless permissible by applicable law and with the express permission of the employee concerned.
 - v) Vendors and Factories are not permitted to modify or terminate contracts with employees for the sole purpose of avoiding the provision of benefits.
- c) Working Hours
- i) Vendors and Factories shall comply with applicable laws and industry standards with respect to working hours and must allow to its employee at least one day off during each seven-day period.
 - ii) Employees may refuse overtime without any threat of penalty, punishment or dismissal; provided, however, should overtime work be necessary or mandatory, especially if the industry is seasonal in nature, employees are to be advised of that at the time of hiring by the Vendor and Factory. If applicable, legal overtime waivers are to be obtained by Vendors and Factories in accordance with and as required by applicable law.
 - iii) Vendors and Factories shall pay its employees overtime pay at a rate which is higher than regular wages and in accordance with applicable law.
- d) Breaks – Vendors and Factories shall permit its employees to take all breaks required by applicable law and in any event reasonable breaks, lunch periods and bathroom breaks.
- e) Discrimination –Vendors and Factories shall not discriminate against their employees or prospective employees in hiring practices or other term or condition of work on the basis of race, color, national origin, gender, religion, age, disability, political affiliation, sexual orientation, social or marital status, maternity, or membership in worker’s organizations, such as unions, or any other similar factors.

- f) Discipline – Vendors and Factories shall not engage in the use or threat of corporal punishment, the use or threat of any type of abuse or harassment, including mental, physical (including sexual) or verbal, against its employees or the use or threat of any other form of intimidation. Vendors and Factories shall treat all of its employees with respect and dignity. All disciplinary measures taken against employees shall be documented by Vendors and Factories.
- g) Employment Agencies – Should Vendors or Factories use employment agencies in the recruiting and hiring of employees, Vendors and Factories shall be solely responsible to pay any fees to such agencies. Under no circumstances are these fees to be deducted later from employees' wages or otherwise passed on to employees.

3) **Child Labor**

- a) Vendors and Factories shall comply with all applicable laws and shall employ only employees who have attained an age no less than the legal minimum working age or 15 years of age, whichever is greater, or, the age designated by national law for completion of compulsory education. For jobs that require greater maturity or pose a safety risk, these employees are to be a minimum of 18 years of age.
- b) Vendors and Factories shall maintain official documentation of each employee's date of birth, provided, however, if such this documentation is not available, apply a legitimate and reliable method to assess or confirm each employee's age. The minimum working age requirement is applicable to all subcontracted work performed, in whole or in part, at home or in cottage industries.
- c) Jarden supports the development of legitimate workplace apprenticeship programs for the educational benefit of younger people provided that Vendors and Factories do not abuse such systems.

4) **Forced or Indentured Labor**

- a) Vendors and Factories shall not use any prison, indentured, bonded or forced labor. No employees shall be forced to work other than on a voluntary basis.
- b) Foreign Contract Labor – In the event of a labor shortage and foreign contract workers (employees) are recruited or employed, such employees are to be employed in full compliance with the labor and employment laws of the host country. The contract terms under which such employees are employed must be in writing, in a language that the employees can read and understand, and accepted by the employees prior to their departure from their home countries. Related recruitment fees, if any, shall be paid by the Vendor or Factory. The passports and visas of such foreign employees are to be in the personal possession of such foreign employees at all times and never to be withheld from such foreign employees by the Vendors, Factories or any third party.

5) **Health and Safety**

- a) Vendors and Factories shall provide a safe and healthy work environment and fully comply with all health and safety measures designed to minimize health and safety

risks pursuant to applicable law and any policy or procedures of the Vendor or Factory. Adequate steps shall be taken by Vendors and Factories to minimize the causes of hazards inherent in the working environment.

- b) Staff – Vendors and Factories shall appoint a senior management person to be responsible for the health and safety of its employees. The health and safety manager shall hold periodic reviews to ensure full compliance with the safety measures above.
- c) In addition to meeting or exceeding the general health and safety working conditions as required by applicable law, Vendors and Factories shall ensure the following:
 - i) Health and Safety Education
 - (1) Employees are to be regularly educated on the importance of health, safety and sanitation.
 - (2) Procedures are adopted to prevent accidents and injury of its employees. Related, instructions and signs are to be visibly posted for viewing by employees and/or manuals are to be made accessible for the safe operation and handling of equipment and hazardous or flammable materials. Such signs and manuals are to be available in a language and form that is readable and understandable by all of the employees.
 - (3) Employees who use hazardous or flammable materials or operate dangerous equipment must be properly trained.
 - ii) First Aid and Emergency Care
 - (1) Properly trained first-aid personnel and first-aid kits are to be available on-site and at proximity of the employees during all hours at which employees are present.
 - (2) In the event of serious injury, employees are to be promptly transported to and provided with proper medical treatment at the closest outside medical facility.
 - (3) These first aid and emergency care services are to be provided at no cost to the employees.
 - iii) Emergency Exits and Stairways
 - (1) Easily accessible exit doors and stairways, at a minimum to be located at each end of every floor of any facility; provided, however, additional doors and stairways are required for larger areas of any facility.
 - (2) All such exit doors and stairways are to be clearly marked, free of obstacles, unlocked and available for fire and other emergency exit during all hours at which employees are present. All aisles or pathways leading to such exit doors and stairways shall be kept clear of any obstruction that may prevent access thereto by the employees.

iv) Fire Safety and Emergency Evacuation

- (1) Fire and other emergency evacuation drills are conducted at least two times each year. Trained supervisors on each floor of any facility and in each area are to be designated to monitor the safe and orderly evacuation of all employees.
- (2) Sufficient fire extinguishers and/or fire hoses, visible and accessible to employees, in good working order and well-stocked general first-aid medical supplies are to be located on each floor and in each area of any facility. These equipment and supplies are to be inspected, replenished and restocked on a regular basis or as necessary. Selected individuals are to be trained in the proper use of the equipment and supplies.

v) Ventilation and Lighting

- (1) Work areas are to be properly ventilated with windows and fans. During periods of hot temperatures, sufficient fans are to be provided for the well being of the employees. During periods of cold temperatures, sufficient heating without risk to safety is to be provided.
- (2) In all work areas where painting, lacquering, spraying or sanding is done or where chemicals or solvents are used, adequate and proper ventilation and good air circulation are to be provided to the employees.
- (3) Adequate lighting and workspace are to be provided for the well being of the employees.

v) Safety Protection Gear

- (1) Employees performing tasks involving painting, lacquering, spraying or sanding must be required to wear facemasks and other types of protective clothing, all provided at no cost to the employees.
- (2) In areas where the work may pose other physical dangers, as relevant or appropriate, employees are required to wear eye protection (e.g. safety goggles), ear plugs, hard hats, protective shoes and other types of protective clothing, all provided at no cost to the employees.

vi) Machinery and Equipment – Machinery and equipment used by employees is all in a good state of maintenance and repair, free from material defects and in good operating condition and suitable for the purposes for which they are used. All such machinery and equipment is equipped with operational safety devices and is inspected and serviced on a regular basis.

vii) Handling, Storage and Disposal of Hazardous Materials – Employees are provided with adequate information to handle hazardous materials. All hazardous and flammable materials are properly labeled, stored in a safe and secure manner, and disposed of in accordance with applicable laws.

viii) Sanitation – Adequate and clean toilet and hand-washing facilities are to be

provided.

- ix) Drinking Water – Safe, potable, drinking water is to be provided at all times. There are to be no restrictions on the reasonable access to and normal consumption of water during all hours at which employees are present.
- x) Illegal Drugs – The use, possession, distribution, and/or sale of illegal drugs shall be prohibited.
- xi) Freedom of Movement – During non-working hours, employees shall be free to go outside facility grounds subject to reasonable limitations imposed for the employees' safety.

6) Housing/Meals/Services

In the event that housing and meals are provided as a part of the employment agreement or arrangement between the Vendor and Factory and its employees:

- a) All housing and sanitation conditions provided to employees must comply with applicable law.
- b) All housing facilities must be physically separate from any factory with which the employees are related.
- c) Vendors and Factories must also ensure the following, at a minimum:
 - i) Housing – The same minimum requirements regarding health and safety of employees as stated in Section 6 above shall apply to their living quarters.
 - (1) Each employee is to be provided with his or her own bed and clean bedding at no cost.
 - (2) Living quarters are to be segregated by gender.
 - (3) Sufficient toilet and washing facilities, with hot and cold running water, segregated by gender are to be provided.
 - (4) Residents are free to come and go during their off-hours under reasonable limitations imposed for their safety and comfort; provided, however, reasonable rules, regulations and curfews may be established as necessary for the safety and comfort of the residents; provided, such rules, regulations and curfews do not impinge on the employees' civil rights.
 - ii) Meals – A minimum of three meals that meet or exceed the basic nutritional standards per day are to be provided without cost or at a minimal subsidized cost to all employees.
 - iii) Services – In the event that certain services are provided to the employees, such as a commissary, these are to be provided at cost or at no more than the local market price for the same or similar products.

7) Environmental Protection

- a) At a minimum, Vendors and Factories are to comply with all applicable laws in relation to or in connection with environmental protection. In the absence of such laws, Vendors and Factories are to take responsible actions to adopt procedures to ensure the proper protection of the environment.
- b) Vendors and Factories shall have an implemented environmental management system (EMS).
- c) Vendors and Factories shall have an implemented environmental emergency plan (EEP).
- d) Vendors and Factories shall meet or exceed the following:
 - i) All hazardous materials and chemicals must be disposed of in accordance with applicable law and must meet or exceed all wastewater treatment and recycling requirements.
 - ii) Certain polluting manufacturing processes are not to be performed except in accordance with applicable law and in any event not without adequate wastewater treatment equipment and facilities.
 - iii) Vendors and Factories shall not use any ozone-depleting chemicals or chemicals that may cause short or long term health risks to employees or the general population and/or damage to the environment.
 - iv) Factories are to install the appropriate equipment to detect and contain spills of hazardous or polluting materials and shall promptly notify the appropriate authorities and promptly take remedial action in the event of a spill.

8) Customs-Trade Partnership against Terrorism (C-TPAT)

- a) Jarden supports the U.S. Department of Homeland Security, U.S. Customs & Border Protection in their efforts to tighten security and is a member of the Customs-Trade Partnership Against Terrorism (C-TPAT). Vendors and Factories shall meet or exceed the following:
 - i) Adhere to security standards based on the C-TPAT guidelines to overcome potential threats posed by terrorism and smuggling activities in order to safeguard the supply chain security.
 - ii) Comply with Jarden's security recommendations resulting from any third-party audit firm or properly designated security representative of Jarden.
- a) Vendors and Factories must develop, implement and follow standard written security procedures, which address the following:
 - i) Physical Security of Facilities:
 - (1) All buildings should be constructed of materials that prevent intrusion.
 - (2) Doors, windows, gates and fences should have adequate locks.
 - (3) International, domestic, high-value and dangerous goods shall be

separated and marked and kept in fenced areas.

- (4) Adequate lighting inside and outside, including parking areas, must be provided.
- (5) Parking areas for private vehicles must be separate from the shipping, loading dock and cargo areas.
- (6) Communications systems that allow contact to internal security personnel and local law enforcement police must be reasonably available.

ii) Access Controls for Facilities:

- (1) Access to the shipping, loading dock and cargo areas shall be limited to authorized persons.
- (2) Positive identification, recording and tracking of all employees, visitors and vendors shall be required.
- (3) A standard procedure to challenge access of unauthorized/unidentified persons.

iii) Procedural Security for Facilities:

- (1) A security officer shall supervise the introduction and removal of cargo.
- (2) The proper marking, weighing, counting and documenting of inventory and products.
- (3) The affixing, replacing, recording, tracking and verifying seals on containers, trailers and railcars.
- (4) The detecting and reporting of shortages and overages of inventory and products.
- (5) The tracking of the timeliness and movement of incoming and outgoing inventory and products.
- (6) Empty and full containers shall be stored in a manner to prevent unauthorized access.
- (7) Notification of relevant customs authorities and other law enforcement agencies in cases where illegal activities are suspected or detected.

iv) Personnel Security – Implement employment screening procedures including background checks and application verification, to the extent permitted by applicable law.

v) Education and Training Awareness – A security awareness program for employees that includes, recognizing and addressing internal conspiracies, threats to maintaining product integrity and unauthorized access.

It is the responsibility of the Vendors and Factories to ensure that it understands and complies with this Vendor Code of Conduct and to inform Jarden (or a member of its management) if and when any situation develops that causes a Vendor or Factory to operate in violation of this Vendor Code of Conduct. Vendors and Factories are expected to self-monitor their compliance with this Vendor Code of Conduct, therefore, Jarden strongly encourages Vendors and Factories to define and implement a policy for social accountability and to adopt or establish a management system to ensure that the requirements of this Vendor Code of Conduct can be met in a consistent manner.

In addition to any other rights Jarden may have under any agreement it may have entered into with a Vendor or Factory, if Jarden determines that any Vendor or Factory fails to comply with or breaches any terms of this Vendor Code of Conduct or has otherwise behaved in a manner that is inconsistent with the intent of this Vendor Code of Conduct, Jarden reserves the right, in its sole and absolute discretion, to:

- (1) Terminate the business relationship with the Vendor or Factory, including the cancellation of any outstanding purchase orders, or
- (2) Require corrective actions within an acceptable time period and/or work with the Vendor or Factory for an acceptable remedial program in order for the business relationship to continue or resume.

The undersigned acknowledges receipt of this Vendor Code of Conduct and agrees to abide by its terms.

ATTEST

VENDOR:

(Company Name)

(Signature)

(Print Name)

(Title)

(Date)





jarden.com

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