



Global Ethics & Compliance  
One World. One Code.

## Overview

United Technologies Corporation, including, each of its divisions, business units and subsidiaries (collectively, “UTC”) is committed to the highest standards of ethics and business conduct. As stated in our Code of Ethics, UTC employees must comply with the law, honor their commitments, act in good faith, uphold UTC’s values, seek to advance the interests of stakeholders, communicate openly and effectively, and hold themselves accountable.

Our suppliers are critical to our success and, in order to provide superior products and services in a responsible manner, we require you to meet our expectations for ethics and compliance.

This Supplier Code of Conduct (the “Code”) sets forth our expectations for each of our product and service suppliers, and aligns with the expectations we maintain for our own directors, officers, employees and representatives. UTC understands and expects that our product and service suppliers will have their own internal codes of ethics and conduct. This Code is not intended to be an exhaustive list of all ethical and business conduct requirements to be followed by suppliers.

You are responsible for ensuring that your directors, officers, employees, representatives, and business partners understand and comply with the expectations set forth in this Code.

**General Disclaimer:** The expectations set forth in this Code are not intended to conflict with or modify the terms and conditions of your contracts with UTC. If a contract requirement is more restrictive than this Code, you must comply with the more restrictive contract requirement. By way of example only, for suppliers supporting U.S. Government contracts, the requirements of FAR 52.203-13, Contractor Code of Business Ethics and Conduct, also shall apply.

## Compliance with Laws

At a minimum, you must maintain full compliance with all laws and regulations applicable to the operation of your business and your relationship with UTC.

## Quality & Environmental Health and Safety

Your products and services must be designed, produced, and delivered with the paramount consideration being the safety and health of your employees and consumers. You must have in place quality assurance processes to detect, communicate to UTC and correct defects to ensure delivery of products and services that meet or exceed contractual quality and legal and regulatory requirements. All required inspection and testing operations must be completed properly by appropriately authorized and qualified individuals, and any required certifications must be completed accurately.

You must not only comply with all applicable environmental, health and safety laws, regulations and directives, but also conduct your operations in a manner that safeguards the environment, minimizes waste, emissions, energy consumption, and the use of materials of concern. You must also assure safe and healthy work environments for your employees and business invitees.

## Competition on the Merits and Fair Play

You must compete strictly on the basis of the merits of your products and services.

You must not pay a bribe in any amount, to anyone, anywhere, for any reason whatsoever, whether on UTC’s behalf, your behalf, or on behalf of others. Accordingly, you must never offer, promise, authorize, or provide, directly or indirectly, anything of value (including business gifts or courtesies) with the intent or effect of inducing anyone (including



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a UTC customer, UTC employee, or higher tier or sub-tier supplier) to forego their duties and provide unfair business advantage to UTC, you, or others. This includes facilitating payments (e.g., payments to expedite or secure performance of a routine governmental action like obtaining a visa or customs clearance).

You must not engage in any anti-competitive conduct for any reason whatsoever, whether on UTC's behalf, your behalf, or on behalf of others. Accordingly, you must never rig bids, fix prices, or allocate customers or markets, or exchange UTC's or your competitively sensitive information (e.g., price, cost, output, etc.) with UTC's competitors or your competitors. You must also refrain from abusing your market power, whether for your benefit or for the benefit of others, by refusing to deal, engaging in predatory or discriminatory pricing practices, conditioning the sale or provision of a particular product or service with that of another product or service, or undertaking similar abusive tactics.

You must not engage in other deceptive or unfair market practices, whether on UTC's behalf, your behalf, or on behalf of others. Accordingly, you must never make misrepresentations regarding UTC's products or services, your products or services, or the products or services of others. Similarly, you must never denigrate UTC's competitors or your competitors, or their products or services.

## **Conflict of Interest**

You must avoid all conflicts of interest or situations giving the appearance of a conflict of interest in your dealings with UTC. You must report to UTC any instances involving actual or apparent conflicts of interest between your interests and those of UTC, such as when one of your employees (or someone close to one of your employees) has a personal relationship with a UTC employee who can make decisions impacting your business, or when a UTC employee has an ownership or financial interest in your business.

## **International Trade Compliance**

You must conduct business in strict compliance with all applicable laws and regulations governing (a) the export, re-export and retransfer of goods, technical data, software and services; (b) import of goods; (c) economic sanctions and embargoes; and (d) U.S. antiboycott requirements.

## **Government Procurement**

You must take special care to comply with the unique and special rules that apply to contracting with the U.S. Government. If you support a UTC contract with the U.S. Government, you must at all times follow the U.S. Government's rules for competing fairly, honor restrictions applying to U.S. Government employees (e.g., receipt of gifts and employment), deliver products and services that conform to specifications, laws and regulations, adhere to government accounting and pricing requirements, claim only allowable costs, ensure the accuracy of data submitted and comply with all other applicable U.S. Government requirements.

## **Information Protection**

You must respect the legitimate proprietary rights and intellectual property rights of UTC and others. You must take proper care to protect sensitive information, including confidential, proprietary and personal information. You should not use such information for any purpose other than the business purpose for which it was provided, unless the owner of the information provided prior authorization.

## **Accuracy of Records and Submissions**

You must maintain books and records that accurately and completely reflect all transactions related to UTC business and each of your submissions to UTC, its customers, and regulatory authorities must be accurate and complete. You must never make any entry in your books and records or alter, conceal, or destroy any document to misrepresent any fact, circumstance, or transaction related to UTC business.



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## Non-Discrimination

You must treat your existing and prospective employees and business partners fairly, based only on merit and other factors related to your legitimate business interests, and without regard to race, religion, color, age, gender, gender identity or expression, sexual orientation, national origin, marital status, veteran status or disability.

## Child Labor

You must ensure that child labor is not used in the performance of your work, whether or not related to UTC business. The term “child” refers to any person under the minimum legal age for employment where the work is performed.

## Human Trafficking

You must comply with laws and regulations prohibiting human trafficking. You must not engage in the use of forced labor, bonded labor, indentured labor, involuntary prison labor, slavery or trafficking in persons.

## Anonymous Reporting & Reporting Misconduct

We expect you to provide your employees and your business partners with access to adequate reporting channels to raise legal or ethical issues or concerns, including, without limitation, reports of a violation of this Code by you or your business partners, without fear of retaliation, including opportunities for anonymous reporting.

In the event that you become aware of misconduct related to UTC business undertaken by any UTC employee, any of your employees, or any employees of your business partners, we expect you to promptly notify UTC. You may contact UTC’s Global Ethics & Compliance Office at **[bpo@corp.hq.utc.com](mailto:bpo@corp.hq.utc.com)**, or, if you prefer to contact UTC anonymously, you may use our Ombudsman

program (details regarding the Ombudsman program can be accessed at the following site **<http://www.utc.com/Our-Company/Ethics-And-Compliance/Pages/Ombudsman-DIALOG.aspx>**).

You must promptly investigate reports of legal or ethical issues or concerns.

## Ethics & Compliance Program

Commensurate with the size and nature of your business, you must have management systems, tools and processes in place that (a) ensure compliance with applicable laws, regulations and the requirements set forth in this Code; (b) promote an awareness of and commitment to ethical business practices, including, without limitation, the expectations set forth in this Code; (c) facilitate the timely discovery, investigation, disclosure (to UTC and others, as appropriate) and implementation of corrective actions for violations of law, regulations or the expectations set forth in this Code; and (d) provide training to your employees on compliance requirements, including the expectations set forth in this Code.

## Your Business Partners

If your contract with UTC prohibits you from assigning, delegating, or subcontracting your obligations, we expect you to strictly comply with this prohibition.

If your contract with UTC permits you to assign, delegate, or subcontract your obligations or procure products or services from others that will be incorporated in products or services acquired by UTC from you, we expect you to carefully select your business partners, and perform due diligence, audit, and oversight to prevent and detect misconduct. You must flow down the principles set forth in this Code to these business partners and we will hold you responsible for ensuring compliance by your business partners.



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## Code Compliance

You will permit UTC and/or its representatives to assess your compliance with the expectations set forth in this Code in performing work for UTC, including on-site inspection of facilities and review of associated books, records and other documentation. You must also provide UTC upon request with additional information and certifications evidencing compliance.

You must ensure that UTC has the right to assess your business partners' compliance with the expectations set forth in this Code in performing work for UTC, including on-site inspection of facilities and review of associated books, records and other documentation. You must ensure that your business partners will provide UTC upon request with additional information and certifications evidencing compliance.

In the event of any wrongdoing, you will fully cooperate with any related investigation conducted by UTC. You will ensure that your business partners also fully cooperate if such investigation involves their performance.

You (and your business partners) must correct any non-conformances identified during assessments. UTC does not assume any duty to monitor or ensure compliance with this Code, and you acknowledge and agree that you are solely responsible for full compliance with this Code by your directors, officers, employees, representatives, and business partners.

For questions or concerns about this Code, including its application to specific circumstances in connection with your organization's performance of work for UTC, or suspected failures by your organization to satisfy these expectations in performing work for UTC, please contact UTC's Global Ethics & Compliance Office at **[bpo@corphq.utc.com](mailto:bpo@corphq.utc.com)**, or, if you prefer to contact UTC anonymously, you may use our Ombudsman program (details regarding the Ombudsman program can be accessed at the following site **<http://www.utc.com/Our-Company/Ethics-And-Compliance/Pages/Ombudsman-DIALOG.aspx>**)

*Questions or concerns about this Code:*

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