



# TEREX®

## Supplier Code of Conduct

We are committed to operating as an ethical and law-abiding Company. Operating with integrity is critical to our success as an organization, and doing so is the shared responsibility of everyone who works for or represents Terex. Ethical behavior always takes precedence over profits, sales, or other standards of business success. At Terex, doing things the right way is our highest priority, which not only means acting in accordance with laws and regulations, but also our Terex Way Values. This Supplier Code of Conduct is truly a reflection of what we believe and what we are committed to doing as an ethical and law-abiding business.

**Simon Meester**  
President and Chief Executive Officer  
Terex Corporation

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# INTRODUCTION

## I: Scope

The Terex Supplier Code of Conduct (the “Supplier Code”) applies to all Suppliers (tier 1 and tier 2) for Terex Corporation and its subsidiaries (collectively “Terex” or the “Company”) with respect to transactions relating to Terex. As used in this Supplier Code, “Supplier” refers to any entity providing goods, products, people, software, or services to Terex. Suppliers are responsible for ensuring tier 2 Suppliers adhere to the standards outlined in the Supplier Code. Please note that this Supplier Code does not set forth all standards and guidelines applicable to Suppliers.

## II: Purpose

The Supplier Code sets forth the requirements of our relationship with Suppliers. We choose Suppliers objectively, based on criteria such as safety, quality, delivery, total cost of service, reputation, and commitment to sustainability practices that are aligned with our practices. We base our Supplier relationships on principles of fairness and mutual respect. We transact business at arm’s length and only with Suppliers who share our high standards of ethical business conduct. Suppliers must demonstrate a steadfast commitment to the health and safety of their workers and comply with the Supplier Code. Further, Suppliers are expected to adhere to the principles of internationally recognized human rights frameworks such as the Universal Declaration of Human Rights, the UN Guiding Principles on Business and Human Rights, and the adherence to the ILO Declaration on Fundamental Principles and Rights at Work.

Terex requires Suppliers to comply fully with all applicable laws and regulations. Where this Supplier Code sets higher standards than what the law provides, Terex requires its Suppliers to adhere to the Supplier Code. This Supplier Code supplements, but does not supersede, the contracts between Terex and its Suppliers. Terex reserves the right to modify or revise the Supplier Code at any time, with or without notice, subject to applicable law.







# BUSINESS ETHICS AND STANDARDS

**Suppliers shall abide by all laws, rules, and regulations in their country of operation and act with integrity when conducting business.**

## **I: Anti-Bribery and Corruption**

Suppliers shall not engage directly or indirectly in bribery, extortion, embezzlement, fraud, deception, collusion, abuse of power, money laundering, or other corrupt practices in any form. Suppliers shall not offer, authorize, or receive bribes, kickbacks, or any other improper payment (including facilitation payments) for the purposes of obtaining or retaining business with Terex or for any other reason relating to Terex business. Suppliers must be in full compliance with all applicable foreign and domestic laws that prohibit bribery and corruption.

## **II: Fair Competition and Antitrust**

Suppliers must operate with integrity in the marketplace and compete based on the merits of the products or services they provide. Suppliers must compete with honesty, fairness, and in compliance with all antitrust and fair competition laws in all countries where they conduct business.

## **III: Advertising, Sales, and Marketing**

Terex expects Suppliers to uphold fair business standards in advertising, sales, and marketing. Suppliers may not claim an endorsement by Terex, reference Terex, or utilize Terex's name or logos (or those of its affiliates) without first obtaining express written permission from the Company.

## **IV: Gifts and Entertainment**

Suppliers must compete based on the merit of their products and services, not through gifts, entertainment, hospitality, or other business courtesies (collectively "Gifts or Entertainment"). Suppliers must not encourage or permit the giving or receiving of Gifts or Entertainment beyond a reasonable value, and gifts other than company-branded items should be strongly discouraged. Gifts or Entertainment intended to obtain unfair business advantages and cash (or cash equivalents) are always prohibited. Suppliers must never place themselves or Terex under obligation at any time by accepting or offering Gifts or Entertainment of value. Before giving a Gift or Entertainment to any Terex team member, please check with the team member to confirm that the Terex rules permit accepting the Gift or Entertainment offered. When in doubt, do not accept or offer Gifts or Entertainment.



# BUSINESS ETHICS AND STANDARDS

## **V: Conflicts of Interest**

Suppliers may not engage in any activities that would create an actual, potential, or perceived conflict of interest regarding their duties, interests, and obligations to Terex. A conflict of interest may exist where an individual's own interest or relationships could influence business decisions made on Terex's behalf. For instance, a conflict may exist if a Terex team member has a direct or indirect personal or financial interest in a Supplier. Actual, potential, or perceived conflicts of interest must be disclosed by the Supplier to their Terex contact who in turn will contact a member of the Terex Ethics & Compliance team.

## **VI: Fraud**

Suppliers must never knowingly seek to gain any advantage of any kind by acting fraudulently, engaging in deception, making false claims, or allowing anyone else to do so. This includes defrauding or stealing from Terex, a customer, or any third party, and any other form of misappropriation of property or deception.

## **VII: Sub-contractors**

Suppliers must maintain adequate controls over their subcontractors to ensure the integrity of the overall product or service supplied. It is expected that Suppliers will deploy expectations and controls to their supply chain that are similar in rigor to this Supplier Code.

## **VIII: Trade Compliance**

Suppliers must comply with all applicable import, export, sanctions, and other applicable trade laws and restrictions.

## **IX: Accuracy of Business Records**

Suppliers must accurately record and disclose information regarding their business activities, financial situation, and performance in accordance with applicable laws and regulations, as well as best practices. Upon Terex's request, Terex has the right to audit such records and these records must be made available to Terex.



# BUSINESS ETHICS AND STANDARDS

## **X: Intellectual Property and Confidentiality**

Suppliers must respect the intellectual property rights of Terex and third parties. Suppliers must safeguard all confidential and proprietary information belonging to Terex. Suppliers must never disclose Terex's confidential or proprietary information to third parties, including Terex's competitors, directly or indirectly unless given written permission from a member of the Terex Legal Department. Where there is doubt, Suppliers should assume that Terex's information is confidential and proprietary.

## **XI: Information Security and Privacy**

Suppliers must comply with all applicable data protection laws, regulations, and directives. Terex respects the privacy of its employees, temporary employees, contractors, distributors, dealers, and customers and expects the same from its Suppliers. Suppliers must put appropriate practices in place to protect data against unauthorized disclosure or external threats. All suspected or actual unauthorized access to Terex computer systems, networks, or information must be reported to the Terex Vice President of Cyber Security without undue delay.

## **XII: Data Requests**

Suppliers shall respond fully, accurately, and timely to all information and data requests. Information and data requests include, but are not limited to, conflict minerals, environmental, product compliance, and human rights information.

## **XIII: Environmental Practices**

Suppliers must follow all applicable laws and regulations regarding environmental practices. Suppliers must obtain, maintain, and keep current, all required environmental permits, licenses, and registrations and follow all reporting and operational requirements of such permits.

Terex expects Suppliers to support us in achieving our environmental goals and demonstrate a commitment to responsible environmental stewardship by using a continuous improvement approach to enhance their environmental performance and reduce their carbon footprint.



# BUSINESS ETHICS AND STANDARDS

## XIV: Product Quality and Safety

Suppliers delivering products and services must meet the safety and quality standards required by Terex and applicable laws.

## XV: Insider Trading

Suppliers and their employees cannot purchase or sell Terex's securities if they are in the possession of, or aware of material non-public information about Terex. Material non-public information is information that is not generally known or available to the general public and a reasonable investor would consider it important in deciding whether to buy, hold, or sell a security.

## XVI: Political Interactions

Suppliers are prohibited from making representations on behalf of Terex to public officials without prior written approval from the Terex Ethics & Compliance team. Suppliers must ensure all interactions and relationships with public officials are transparent, professional, and comply with all applicable laws and regulations, as well as the Supplier Code.

## XVII: Conflict Minerals

Suppliers must comply with all conflict minerals reporting rules. Terex requires its Suppliers to:

- (i) Timely complete the annual Terex Conflict Minerals Reporting Assessment in a timely and accurate manner, identifying 3TG products they sell to Terex and the smelter that provided the original 3TG material (direct Suppliers of Terex may have to require successive upstream Suppliers to complete Terex's Conflict Minerals Reporting Assessment until the smelter is identified);
- (ii) Cooperate with Terex in connection with any due diligence that Terex chooses to perform with respect to its country-of-origin inquiries; and
- (iii) When deemed necessary by Terex, provide reasonable proof of the due diligence performed to support the country-of-origin certification that is provided.

For more information on conflict minerals, please refer to our Conflict Minerals Policy and annual Conflict Minerals Report, both available on [Terex.com](https://www.terex.com).



# LABOR AND HUMAN RIGHTS STANDARDS

**Suppliers are required to follow all general workplace and human rights standards and must comply with all applicable laws and regulations.**

## **I: Human Rights Commitment**

We expect all Suppliers to commit to protecting human rights and implement adequate risk-based due diligence processes to identify and mitigate any potential or existing human rights abuses. Suppliers shall respond fully, accurately, and timely to all human rights related information and data requests, including, but not limited to, the annual Supplier Risk Assessment. Terex expects Suppliers with human rights risks to cooperate and proactively develop and implement risk mitigation plans.

## **II: Forced Labor**

Suppliers may not use or tolerate the use of child labor or any form of slavery, forced, or compulsory labor, including prison, bonded, trafficked, and indentured labor. Suppliers warrant that no forced labor, indentured labor, prison labor, child labor, human trafficking, or other human rights abuses have been used, are used, or will be used, in their own business and their supply chains, in connection with goods or services provided to Terex.

## **III: Working Hours**

Suppliers must comply with all applicable national, federal, state, and local laws and regulations regarding working hours, break periods, and overtime hours.

## **IV: Wages and Benefits**

Suppliers must compensate their employees in accordance with all applicable laws, including minimum wages, overtime wages, and mandated benefits in any jurisdiction where the Supplier operates. Terex encourages all Suppliers to pay their employees a living wage. A living wage is the minimum income necessary for a worker to meet their basic needs including food, shelter, child services, and healthcare. If the minimum wage is below the living wage for the location where the Supplier operates, then the Supplier should pay the living wage amount. Living wage amounts for several countries are available at [globallivingwage.org](http://globallivingwage.org).





# LABOR AND HUMAN RIGHTS STANDARDS

## **V: Non-discrimination**

Suppliers must comply with all applicable anti-discrimination employment laws. Further, Suppliers will not engage in or tolerate any discriminatory conduct against any person on any basis, including race, color, gender, pregnancy, marital status, familial status, sexual orientation, gender identity or expression, religion, ancestry, national origin, veteran status, union membership, political opinion, disability, age, or any other class protected by law.

## **VI: Anti-harassment**

All workers have a right to a workplace free of harassment and abuse. We require our Suppliers to prohibit all types of harassment including, but not limited to physical, verbal, nonverbal, and sexual harassment.

## **VII: Health and Safety Practices**

Suppliers must be committed to the safety and health of their employees and comply with all applicable health and safety laws and regulations, as well as applicable industry codes. Suppliers should have a program or mechanism(s) to enforce and monitor compliance with health and safety requirements.

## **VIII: Alcohol and Drugs**

Suppliers' employees must not engage in any work for, or on behalf of Terex, while under the influence of alcohol or other substances that may impair their ability to work safely. In addition, Suppliers' employees may not possess illegal drugs or controlled substances while on Terex premises, or while conducting business with or for Terex.

## **IX: Freedom of Association**

Suppliers should recognize, respect, and protect employees' lawful rights to freely associate and collectively bargain in accordance with applicable laws and regulations and without fear of retaliation.

## **X: Reporting Mechanism**

Suppliers should create and maintain an anonymous complaint system for employees to report workplace concerns. Suppliers must protect whistleblower confidentiality and prohibit retaliation.



# VIOLATIONS AND RESOURCES

## I: Raising Concerns

Suppliers must report any concerns to the [Terex General Counsel](#), the [Terex Ethics & Compliance team](#), or through the confidential Terex Helpline (accessible through [www.terex.com](http://www.terex.com) or [www.ethicspoint.com](http://www.ethicspoint.com)). Reports may be made to the Terex Helpline by telephone or online, 24 hours a day/7 days a week, or via the QR code below.



## II: Audits and Penalties for Noncompliance

Terex requires Suppliers to maintain documentation to verify compliance with the Supplier Code and applicable laws and regulations. Terex reserves the right to verify through an audit, inspection, or other means, the Supplier's compliance with this Supplier Code. If permission to conduct an audit is denied, consequences up to or including termination of the Supplier's services or agreement may occur. Terex reserves the right to terminate, without penalty, an agreement with any Supplier who does not comply with this Supplier Code. Terex may give Suppliers notice and an opportunity to cure the nonconformance, depending on the severity of the nonconformance.

## III: Resources

Scott Posner, Senior Vice President, General Counsel and Secretary

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The Terex Ethics & Compliance team

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