



## NETGEAR Supplier Code of Conduct

- A. PURPOSE** NETGEAR, Inc. is committed to the highest standards of business ethics and corporate social responsibilities. This Supplier Code of Conduct is established to ensure that working conditions in our supply chain are safe, that workers are treated with respect and dignity, and that manufacturing processes are environmentally and socially responsible.
- B. SCOPE** This Supplier Code of Conduct is based on the fundamental principle that a business, in all of its activities, must operate in full compliance with the laws, rules and regulations of the countries in which it operates. This Code also encourages Suppliers to go beyond legal compliance, drawing upon the highest internationally recognized standards, in order to advance social and environmental responsibility and business ethics.
- C. REFERENCES** NETGEAR, Inc. is endorsing and modeling upon its Code portions of the Electronic Industry Citizenship Coalition (EICC) as documented below. Other Standards such as the Universal Declaration of Human Rights (UDHR), Social Accountability International (SAI), Occupational Health and Safety Advisory Services (OHSAS) 18001, International Labor Organization (ILO) Guidelines on Occupational Safety and Health, Environmental Management System ISO 14001, the Eco Management and Audit System (EMAS), the Ethical Trading Initiative (ETI) and the 2010 Dodd–Frank Wall Street Reform and Consumer Protection Act were used as references in preparing the Code and may be a useful source of additional information.

### D. DEFINITIONS

For the purpose of this document,

- a.** Supplier(s) means any company, corporation or other organization that may design, market, manufacture, provide, sell and/or seek to sell goods and services to NETGEAR, Inc., including their employees, agents, contracted labor and other representatives. “Supplier(s)” includes but is not limited to Original Design Manufacturers (ODM), Joint Design Manufacturers (JDM) or Contract Manufacturers (CM) to whom NETGEAR, Inc. outsources its manufacturing activities, software licensors, and logistics service providers.
- b.** A Participant means a participating member of the EICC.
- c.** A Labor Agent means labor brokers who help to recruit workers for suppliers.

### E. CODE OF CONDUCT

#### a. LABOR

Suppliers should be committed to uphold the human rights of workers, and to treat them with dignity and respect as understood by the international community. This applies to all workers including temporary, migrant, student, contract, direct employees, and any other type of worker.

The Labor standards are:

- **Freely Chosen Employment** - Forced, bonded or indentured labor, involuntary prison labor, slavery or trafficking of persons shall not be used. There shall be no unreasonable restrictions of workers' freedom of movement in the facility. Workers must be provided with a written employment agreement in their native language as part of the hiring process. All work will be voluntary, and workers shall be free to terminate their employment any time. Employers and agents may not hold employees' identify or immigration documents, unless required by law. Workers shall not be required to pay recruitment or other aggregate fees in excess of one month's salary. All fees charged to workers must be disclosed.
- **Young Workers** - Child labor is not to be used in any stage of manufacturing. The term "child" refers to any person under the age of 15, or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is the greatest. The use of legitimate workplace learning programs, which comply with all laws and regulations, is supported. Workers under the age of 18 shall not perform work that is likely to jeopardize the health or safety of young workers, including night shifts and overtime. Suppliers shall ensure proper management of student workers and provide appropriate support and training to all student workers. In the absence of local law, the wage rate for young workers shall be at least the same wage rate as other entry-level workers performing equal or similar tasks.
- **Working Hours** - Workweeks are not to exceed the maximum set by local law. A workweek should not be more than 60 hours per week, including overtime, except in emergency or unusual situations. Workers shall be allowed at least one day off per seven-day week.
- **Wages and Benefits** - Compensation paid to workers shall comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. In compliance with local laws, workers shall be compensated for overtime at pay rates greater than regular hourly rates. Deductions from wages as a disciplinary measure shall not be permitted. The basis on which workers are being paid is to be provided in a timely manner via pay stub or similar documentation that includes sufficient information to verify accurate compensation for work performed. All use of temporary, dispatch and outsourced labor will be within the limits of the local law.
- **Humane Treatment** - The Suppliers' disciplinary policies and procedures shall be clearly defined and communicated to workers. There is to be no harsh and inhumane treatment, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers, nor is there to be the threat of any such treatment.
- **Non-Discrimination** - Suppliers should be committed to a workforce free of harassment and unlawful discrimination. Companies shall not engage in discrimination based on race, color, age, gender, sexual orientation, ethnicity or national origin, disability, pregnancy, religion, political affiliation, union membership or marital status in hiring and employment practices such as wages, promotions, rewards, and access to training. Workers shall be provided with reasonable accommodation for religious practices. In addition, workers or potential workers should not be subjected to medical tests that could be used in a discriminatory way.

- **Freedom of Association** – In conformance with local law, suppliers are to respect the rights of workers to form and join trade unions of their own choosing, to bargain collectively and to engage in peaceful assembly as well as respect the right of workers to refrain from such activities. Workers shall be able to openly communicate with management regarding working conditions and management practices without fear of discrimination, reprisal, intimidation or harassment.

b. HEALTH and SAFETY

NETGEAR recognizes that a safe and healthy work environment enhances the quality of products and services, consistency of production and worker retention and morale. Suppliers should provide a safe and healthy work environment to all workers.

The health and safety standards are:

- **Occupational Safety** - Worker exposure to potential safety hazards (e.g., electrical and other energy sources, fire, vehicles, and falling hazards) are to be controlled through proper design, engineering and administrative controls, preventative maintenance and safe work procedures (including lockout/tagout), and ongoing safety training. Where hazards cannot be adequately controlled by these means, workers are to be provided with appropriate, well-maintained, personal protective equipment and educational materials about risks to them associated with these hazards. Workers shall not be disciplined for raising safety concerns and shall have the right to refuse unsafe working conditions without fear of reprisal until management adequately addresses their concerns.
- **Emergency Preparedness** – Potential emergency situations and events are to be identified and assessed, and their impact minimized by implementing emergency plans and response procedures, including: emergency reporting, employee notification and evacuation procedures, worker training and drills, appropriate fire detection and suppression equipment, adequate exit facilities and recovery plans. Such plans and procedures shall focus on minimizing harm to life, the environment and property.
- **Occupational Injury and Illness** - Procedures and systems are to be in place to prevent, manage, track and report occupational injury and illness, including provisions to: a) encourage worker reporting; b) classify and record injury and illness cases; c) provide necessary medical treatment; d) investigate cases and implement corrective actions to eliminate their causes; and e) facilitate return of workers to work.
- **Industrial Hygiene** - Worker exposure to chemical, biological and physical agents is to be identified, evaluated, and controlled. Engineering or administrative controls must be used to control overexposures. When hazards cannot be adequately controlled by such means, worker health is to be protected by appropriate personal protective equipment programs.
- **Physically Demanding Work** - Worker exposure to the hazards of physically demanding tasks, including manual material handling and heavy or repetitive lifting, prolonged standing and highly repetitive or forceful assembly tasks is to be identified, evaluated and controlled.

- **Machine Safeguarding** - Production and other machinery shall be evaluated for safety hazards. Physical guards, interlocks and barriers are to be provided and properly maintained where machinery presents an injury hazard to workers.
- **Sanitation, Food and Housing** – Workers are to be provided with ready access to clean toilet facilities, potable water and sanitary food preparation, storage, and eating facilities. Worker dormitories provided by the Suppliers and/or labor agents are to be maintained clean and safe, and provided with appropriate emergency egress, hot water for bathing and showering, and adequate heat and ventilation and reasonable personal space along with reasonable entry and exit privileges.
- **Health and Safety Communication** – Workers are to be provided with appropriate health and safety information and training, including written policies in local languages. Health and safety related information shall be clearly posted in the facility.

#### c. ENVIRONMENTAL AND SUSTAINABILITY

NETGEAR recognizes that environmental responsibility is integral to producing world class products. Suppliers should minimize adverse effects on the community, environment and natural resources while safeguarding the health and safety of the public in manufacturing operations.

The environmental standards are:

- **Environmental Permits and Reporting** - All required environmental permits (e.g. discharge monitoring), approvals and registrations are to be obtained, maintained and kept current and their operational and reporting requirements are to be followed.
- **Pollution Prevention and Resource Reduction** – The use of resources and generation of waste of all types, including water and energy, are to be reduced or eliminated at the source or by practices such as modifying production, maintenance and facility processes, materials substitution, conservation, recycling and re-using materials.
- **Hazardous Substance** - Chemical and other materials posing a hazard if released to the environment are to be identified and managed to ensure their safe handling, movement, storage, use, recycling or reuse and disposal.
- **Wastewater and Solid Waste** – Suppliers shall implement a systematic approach to identify, manage, reduce, and responsibly dispose of or recycle solid waste (non-hazardous). Wastewater and solid waste generated from operations, industrial processes and sanitation facilities are to be characterized, monitored, controlled and treated as required prior to discharge or disposal. Suppliers should also implement measures to reduce generation of wastewater and conduct routine monitoring of the performance of its wastewater treatment systems.
- **Air Emissions** – Air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting chemicals and combustion by-products generated from operations are to be characterized, routinely monitored, controlled and treated as required prior to discharge. Suppliers should conduct routine monitoring of the performance of its air emission control system, and ensure compliance with local regulations.

- **Materials Restrictions** – Suppliers are to adhere to all applicable laws, regulations and customer requirements regarding prohibition or restriction of specific substances in products and manufacturing, including labeling for recycling and disposal. In additions, Suppliers are to adhere to all environmental requirements specified by NETGEAR.
- **Storm Water Management** – Suppliers shall implement a systematic approach to prevent contamination of storm water runoff. Suppliers shall prevent illegal discharges and spills from entering storm drains.

**Energy Consumption and Greenhouse Gas Emissions** – Suppliers shall track and document energy consumption and greenhouse gas emissions at the facility and/or corporate level. Suppliers are to look for cost-effective methods to improve energy efficiency and to minimize their energy consumption and greenhouse gas emissions.

d. ETHICS

Suppliers and their agents must uphold the highest standards of ethics within their operations and in the general marketplace.

The ethics standards include, but are not limited to:

- **Business Integrity** – The highest standards of integrity are expected in all business interactions. Any forms of corruption, extortion and embezzlement are strictly prohibited. All business dealings should be transparently performed and accurately reflected on Suppliers' business books and records. In addition, Suppliers should have monitoring and enforcement policies and procedures to ensure compliance with anti-corruption laws.
- **No Improper Advantage** - Suppliers must be in compliance with the Foreign Corrupt Practices Act (FCPA), UK Bribery Act and any applicable anti-corruption laws and regulations of the countries in which they operate. Bribes or other means of obtaining undue or improper advantage are not to be promised, offered, authorized, given or accepted. This prohibition extends to immediate family members of employees in both Suppliers and NETGEAR.
- **Disclosure and Privacy of Information** – Suppliers must disclose information regarding their labor, health and safety, environmental practices, business activities, structure, financial situation and performance in accordance with applicable regulations, prevailing industry practices and any agreed upon non-disclosure agreement between Suppliers and NETGEAR. In addition, Suppliers should have policies and procedures in place to ensure the safeguard of confidential information. Falsification of records and/ or misrepresentation of conditions or practices in the supply chain are unacceptable.
- **Intellectual Property** – Suppliers must respect intellectual property rights and customer information privacy. Any transfer of technology and know-how must be done in a manner that protects intellectual property rights.
- **Fair Business. Advertising and Competition** – Standards of fair business, advertising and competition are to be upheld. Collusive bidding, price fixing, and any other unfair business practices in violation of laws and regulations and strictly prohibited.

- **Protection of Identity and Non-Retaliation** – Programs that ensure the protection of a whistleblower’s identity are to be maintained. Suppliers should not allow retaliation against workers who utilize the whistleblower programs and/or follow this Code in good faith. In addition, Suppliers should notify NETGEAR promptly should there be any known or suspected improper behavior by employees of either NETGEAR or Suppliers relating to business with NETGEAR. Detailed contact information can be found here: <https://www.openboard.info/ntgr/index.cfm>
- **Responsible Sourcing of Minerals** – Suppliers shall have a policy to reasonably assure that the tantalum, tin, tungsten and gold in the products they manufacture does not directly or indirectly finance or benefit armed groups that are perpetrators of serious human rights abuses in the Democratic Republic of the Congo or an adjoining country. Suppliers shall exercise due diligence on the source and chain of custody of these minerals and comply with the NETGEAR Conflict Minerals Policy.
- **Privacy** – Suppliers are to commit to protecting the reasonable privacy expectations of personal information of everyone they do business with, including suppliers, customers, consumers and employees. Suppliers are to comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted, and shared.

e. MANAGEMENT SYSTEM

Suppliers must adopt or establish a management system designed to ensure compliance with this Code and proportional to the individual Supplier’s profile. The management system shall be designed to ensure a) compliance with applicable laws, regulations and customer requirements related to the Suppliers’ operations and products; b) conformance with this Code; and c) identification and mitigation of operational risks related to this Code. It should also facilitate continual improvement.

The management system should include the following elements:

- **Company Commitment** – Corporate social and environmental responsibility policy statements affirming the Supplier’s commitment to compliance and continual improvement.
- **Management Accountability and Responsibility** – Clearly defined roles and responsibilities for ensuring implementation and periodic review of the management systems and associated programs. Senior management reviews the status of the management system on a regular basis.
- **Legal and Customer Requirements** – Identification, monitoring and understanding of applicable laws, regulations and customer requirements, including the requirements of this Code.
- **Risk Assessment and Risk Management** – Identification of legal compliance, environmental, health and safety, labor practice and ethics risks associated with operations. In addition, the process should include determination of the relative significance of each risk, and implementation of appropriate procedures and physical controls to mitigate the identified risks and ensure regulatory compliance.

- **Improvement Objectives** – Written standards, performance objectives, targets and implementation plans to improve Supplier’s social and environmental performance, including a periodic assessment of the Supplier’s performance in achieving those objectives.
- **Training** – Programs for training managers and workers to implement Supplier’s policies, procedures and improvement objectives and to meet applicable legal and regulatory requirements.
- **Communication** – A process for communicating clear and accurate information about Supplier’s policies, practices, expectations and performance to workers, suppliers and customers.
- **Worker Feedback and Participation** – An ongoing process to assess workers’ understanding of and obtain feedback on practices and conditions covered by this Code and to foster continuous improvement.
- **Audits and Assessments** – Periodic self-evaluations to ensure conformity to legal and regulatory requirements, the content of this Code and customer contractual requirements related to social and environmental responsibility.
- **Corrective Action Process** – A process for timely correction of deficiencies identified by internal or external assessments, inspections, investigations and reviews.
- **Documentation and Records** – Creation and maintenance of documents and records to ensure regulatory compliance and conformity to company requirements along with appropriate confidentiality to protect privacy. Records must be kept for a minimum of ten years per a Restriction of Hazardous Substances (RoHS) requirement.
- **Supplier Responsibility** – A process to communicate Code requirements to suppliers and to monitor supplier compliance to the Code.

## F. REFERENCES

NETGEAR, Inc. consulted the following references in preparation of this Code:

Dodd-Frank Wall Street Reform and Consumer Protection Act <http://www.sec.gov/spotlight/dodd-frank.shtml>

Electronic Industry Code of Conduct v5.0: <http://www.eicc.info>

ECO Management and Audit System: [www.quality.co.uk/emas.htm](http://www.quality.co.uk/emas.htm)

Ethical Trading Initiative: [www.ethicaltrade.org/](http://www.ethicaltrade.org/)

ILO Code of Practice in Safety and Health:  
[www.ilo.org/public/english/protection/safework/cops/english/download/e000013.pdf](http://www.ilo.org/public/english/protection/safework/cops/english/download/e000013.pdf)

ILO International Labor Standards: [www.ilo.org/public/english/standards/norm/whatare/fundam/index.htm](http://www.ilo.org/public/english/standards/norm/whatare/fundam/index.htm)

ISO 14001 [www.iso.org](http://www.iso.org)

National Fire Protection Agency: [www.nfpa.org/catalog/home/AboutNFPA/index.asp](http://www.nfpa.org/catalog/home/AboutNFPA/index.asp)

OECD Due Diligence Guidance: [www.oecd.org](http://www.oecd.org)

OECD Guidelines for Multinational Enterprises: [www.oecd.org](http://www.oecd.org)

OHSAS 18001: [www.bsi-global.com/index.xalter](http://www.bsi-global.com/index.xalter)

Universal Declaration of Human Rights: [www.un.org/Overview/rights.html](http://www.un.org/Overview/rights.html)

United Nations Convention Against Corruption:  
[www.unodc.org/unodc/en/crime\\_convention\\_corruption.html](http://www.unodc.org/unodc/en/crime_convention_corruption.html)

United Nations Global Compact: [www.unglobalcompact.org](http://www.unglobalcompact.org)

United States Federal Acquisition Regulation: <http://www.acquisition.gov/far/>

SA 8000 [www.cepaa.org/](http://www.cepaa.org/)

SAI [www.sa-intl.org](http://www.sa-intl.org)