

Supply Chain Partners' Code of Conduct

Nortek Security & Control LLC ("Nortek") endeavors to meet the highest standards of compliance and ethics and expects honesty, integrity, transparency and fairness to be practiced in all of our business transactions.

This Supply Partners' Code of Conduct describes the expectations and standards we have for doing business with suppliers, distributors, dealers, contractors, subcontractors, intermediaries, joint venture partners, agents and other supply-side partners of Nortek and its subsidiaries.

Nortek expects each of our Supply Partners to operate and act in full compliance with this Code and all applicable laws and regulations. We also expect Supply Partners will hold their suppliers and other third parties to the same standards, and as such this Code also applies to affiliates and subcontractors of Supply Partners.

Supply Partners that fail to comply with our ethical and compliance expectations or their related contractual obligations face the termination of their contract.

This document consists of four sections:

1. Supply Partners' Code of Conduct
2. Nortek Code Ethics
3. Resolving Compliance and Ethics Issues

After fully reviewing this Code, the Supply Partner will be aware of the standards to which Nortek holds itself and the expectation level for our Supply Partners.

As an extension to our internal Code of Business Conduct and Ethics, this document describes the responsibilities of Supply Partners doing business with Nortek.

These highlight our expectations of our Supply Partners, over and above any other contractual agreements such as supply, agent and distribution agreements and purchase orders. Nortek reserves the right to amend this list of responsibilities. Please contact your Nortek business contact with any questions regarding this Code and/or its applications.

Supply Partners are expected to adhere to the following requirements:

Compliance with the Law and Policy:

Supply Partners must fully comply with all applicable national and local laws and regulations, including but not limited to those related to labor, immigration, health and safety, and the environment. Supply Partners must abide by the terms of any Supply Partners' Code of Conduct issued by Nortek or other Nortek policy provided to Supply Partners from time to time.

Voluntary Labor; Child Labor:

Supply Partners shall ensure that, in all of the stages of the process to provide products to Nortek, all labor is voluntary and that (i) child, forced, bonded, prison, or indentured labor has not been used; (ii) workers have maintained control over their identity documents; and (iii) workers have been granted with rest days and the working hours are consistent with local regulations and not excessive.

Hiring and Employment Practices:

Supply Partners must have hiring practices that accurately verify age and ability to work legally. Supply Partners should be committed to a workforce free of harassment and unlawful discrimination. Supply Partners shall not engage in discrimination based on race, color, age, gender, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, union membership or marital status in hiring and employment practices such as promotions, rewards, and access to training. Supply Partners shall not practice harsh and inhumane treatment, including sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers.

Compensation:

Supply Partners shall pay all workers at least the minimum wage and benefits required by applicable laws and regulations. Workers shall be compensated for overtime hours at the rate required by applicable laws and regulations.

Freedom of Association and Collective Bargaining:

Supply Partners must respect the rights of all employees to lawfully associate or not to associate with groups of their choosing, as long as such groups are permitted by law.

Quality:

Supply Partners must have in place quality assurance processes to detect, communicate to Nortek and correct defects to ensure delivery of products and services that meet or exceed contractual quality, 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. Any changes to process, supplied material/parts, or design that have potential to affect form, fit or function must be communicated and agreed to by Nortek.

Health and Safety:

Supply Partners shall provide workers with a safe work environment and shall provide all workers with appropriate personal protective equipment and workplace health and safety information and training.

Environment:

Supply Partners must ensure that every manufacturing facility complies with national and local environmental laws, including those related to air emissions, water discharges, toxic substances and hazardous waste disposal. Supply Partners must validate and maintain records demonstrating that source materials were harvested in accordance with all international treaties in addition to national and local laws and regulations.

Anti-Corruption and Business Integrity:

Supply Partners must not tolerate, permit or engage in bribery, corruption or unethical practices whether in dealings with public officials or individuals in the private sector. Supply Partners must avoid engaging in any activity which could be deemed a corrupt and/or unethical practice.

Supply Partners must maintain integrity, transparency and accuracy in all records of matters relating to their business with Nortek. For the purpose of obtaining or retaining business for the benefit of Nortek, Supply Partners must not make or receive, offer to make or receive, or cause another to make or receive, payments or anything of value, to or from any public or private officials.

Gifts and Gratuities:

Supply Partners should not give Nortek employees, officers, or directors any gifts, gratuities, meals, or entertainment that could appear to create a conflict of interest, create a competitive advantage, or unfairly influence negotiations.

Conflicts of Interest:

Supply Partners shall not engage in any activity with an employee of Nortek which could create a real or perceived conflict of interest.

Confidentiality, Privacy and Intellectual Property:

Supply Partners are expected to maintain the confidentiality of information entrusted to them by Nortek. Supply Partners must respect and protect the intellectual property rights of Nortek and maintain the confidentiality of trade secrets and other proprietary information. Supply Partners are committed to protecting the reasonable privacy expectations of personal information of everyone they do business with, including other business partners, suppliers, customers, consumers and employees. Supply Partners shall comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted, and shared.

Accuracy of Records and Submission:

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

Disclosure of Information:

Information regarding business activities, structure, financial situation and performance is to be disclosed in accordance with applicable regulations and prevailing industry practices. Falsification of records or misrepresentations of conditions or practices in the supply chain are unacceptable.

International Trade Compliance:

Supply Partners are expected to conduct business in strict compliance with all applicable laws and regulations governing (1) the export, re-export and retransfer of goods, technical data, software and services; (2) import of goods; (3) economic sanctions and embargoes; and (4) U.S. anti-boycott requirements.

Responsible Sourcing of Minerals:

Supply Partners engaged in the sourcing of products 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. These Supply Partners shall exercise due diligence on the source and chain of custody of these minerals and make their due diligence measures available to customers upon customer request. Supply Partners shall support Nortek's compliance with conflict mineral laws.

The commitment to customers means that if there is a problem, Nortek will fix it. The company strives to be seen as a competent innovator that is easy to deal with. New sectors of business will be explored, no matter where they may lie.

Code of Ethics

Nortek's Code of Ethics applies to all employees, officers, and directors at Nortek or any of its subsidiaries – referred to collectively as Nortek. In addition, certain business and/or supply partners, such as suppliers, consultants, and temporary employees are expected to comply with this Code, as well as any applicable contractual provisions, when working on behalf of Nortek.

The Code of Business Conduct of Ethics can be accessed through the following link:
<http://www.melroseplc.net/about-us/code-of-ethics/>

As a Company with global operations, we are committed to following the laws and regulations applicable to the locations in which we operate. Where this or any Code of Ethics differs from local laws, we aspire to follow the higher standards unless actions required by the Code are prohibited by local law. Compliance with the Code and applicable laws are the minimum standard of conduct. All Employees and Supply Partners are expected to act with the highest business ethics in all Nortek activities and transactions.

Resolving Compliance and Ethics Issues

Supply Partners should promptly report violations of this Code or any unethical behavior by a Nortek employee or representative of Nortek to a Nortek manager or, if that is not feasible, to the Ethics Web Portal: melrose.ethicspoint.com

Except as required by law, persons reporting concerns may request that they remain anonymous. Nortek's Web Portal makes every attempt to protect the confidentiality of information provided to it unless maintaining confidentiality would create a significant health, safety or legal risk.