



ValvolineTM

SUPPLIER CODE OF CONDUCT

WHO WE ARE

OUR VISION

We are building the world's leading engine and automotive maintenance business. We will accelerate growth around the world by increasing our focus and investment in:

- The Valvoline™ brand, built on superior products and service
- The industry's best retail services model
- Technology that enables speed, innovation and increased efficiency in every aspect of our business
- Strong value-adding relationships with our channel partners

OUR VALUES

- It all starts with our people
- Safety is always our priority
- We are committed to winning... the right way
- We work hard, celebrate success and have fun
- We strive for greatness



OUR OPERATING PRINCIPLES – HOW WE WORK

- We operate in compliance with the law and adhere to high ethical standards
- We assess the impact on customers and society when making decisions
- We are externally focused. Our businesses are defined by the markets they serve
- We are process-centered. Our processes are designed to optimize global performance
- We are led by an Executive Committee that enforces our principles, sets our strategy and manages our capital
- We are united by our common Vision, Values and Vow

In order to continue to honor these values and principles, Valvoline has decided to conduct business only with suppliers who share a similar commitment.

Valvoline has created a Supplier Code of Conduct that outlines what Valvoline expects from its suppliers with respect to labor and employment rights, environmental health and safety, business ethics and social responsibility and global trade practices. Suppliers are expected to adhere to this code and must operate in full compliance with the laws and regulations of the countries they operate. When local laws and regulations are less restrictive than this code, suppliers are expected to adhere to Valvoline's principles. Failure to comply with internationally recognized standards and the standards set forth in this document may result in the termination of the supplier's contract.

ETHICS AND SOCIAL RESPONSIBILITY

In conducting business, Valvoline™ acts with integrity and honesty and always maintains the highest standards for business responsibility in accordance with laws and ethical principles. Valvoline complies with the Securities and Exchange Commission and all anti-corruption laws including the U.S. Foreign Corrupt Practices Act. Valvoline expects its suppliers to adhere to the same laws and principles.

Antitrust and Competition Laws

Suppliers shall not violate antitrust and competition laws in the countries in which they operate. Suppliers must operate in fair competition and shall not engage in price fixing, price discrimination, or unfair trade practices that transgress applicable laws.

Business Integrity

Suppliers must act with ethical behavior in business transactions in compliance with anti-corruption laws and regulations. Suppliers shall not violate applicable anti-bribery and anti-corruption laws including the Foreign Corrupt Practices Act. Specifically, Supplier shall not:

- offer or agree to give to anyone any gift or consideration of any kind which go beyond commonly accepted business practices or is in conflict with the applicable legislation as an inducement or reward to perform a business transaction;
- enter into contract in connection with which commission has been paid or has been agreed to be paid for the purpose of influencing a business decision; or
- offer, pay, promise to pay or authorize the payment of any money or anything of value, directly or indirectly, to any foreign government official, political party or candidate for the purposes of influencing any act or decision of the foreign official or entity in connection with business transaction involving Valvoline's products and services.

Any form of extortion, corruption, or embezzlement is strictly prohibited and will result in immediate termination of contract.

Conflicts of Interest

Suppliers must do business in a way that is open, transparent and with the highest integrity. A potential conflict of interest exists if a supplier's employee or his or her family member has a close relationship with a Valvoline employee who can make decisions which affect the supplier's business. Suppliers must immediately disclose these types of relationships to Valvoline prior to commencing business or whenever they arise.

Data Privacy

Suppliers shall have an established information security system to protect Valvoline's information – and the information of its customers and employees – from being disclosed, changed, destroyed or used for any purpose other than the purpose for which it was provided.

Disclosure of Information

Suppliers must accurately record and disclose information regarding their business activities, company structure, financial situation, and business performance in accordance with prevailing industry practices and applicable laws and regulations.

Intellectual Property

Suppliers must respect intellectual property rights and must maintain controls to safeguard Valvoline's name, logo, trademarks, confidential information, and other intellectual property against unauthorized use, modification and damage.

Operating License

Suppliers shall have appropriate licenses, registrations, and certifications required to conduct business in the locations in which they operate.

Social Responsibility

Suppliers are expected to operate in an ethical manner and take into account the environment when making business decisions. Suppliers are encouraged to develop or adapt existing business practices in order to improve their work environment, community and society in general. Suppliers are expected to treat animals humanely in performance of their safety testing and to ensure the laboratories used for safety testing are in compliance with applicable laws, regulations and policies.

Supplier Diversity

Valvoline is committed to supporting economic development efforts with diverse suppliers to the extent that jobs may be provided, entrepreneurship may be advanced and useful goods and services may be produced at competitive prices. We expect our suppliers to adhere to similar principles and support and develop supplier diversity programs within their organizations. As required, suppliers must provide data to Valvoline detailing certified diversity status or spend with diverse suppliers.

LABOR AND EMPLOYMENT RIGHTS

Valvoline™ believes in treating people with dignity and respect and is committed to protecting the human rights of others. As a global company, Valvoline is committed to maintaining safe and professional work environments where employees are free from violence, harassment and discrimination. We expect our suppliers to do the same. If suppliers are unable to uphold themselves to our standards, Valvoline has the right to discontinue the business relationship.

Freedom of Association

Suppliers' employees have the right to form and/or join unions and bargain collectively. Supplier shall not retaliate or discriminate against any employee choosing to exercise their right to do so.

Compliance with Terms and Conditions

Suppliers shall comply with the terms and conditions of any executed contracts and all purchase orders that have been accepted by the Supplier, including any General Terms and Conditions of Valvoline which are presented to Suppliers from time to time. This Suppliers Code of Conduct, once signed and accepted by Suppliers, shall constitute a part and appendix to the existing contractual relationship between Valvoline and Suppliers.

Child Labor

Suppliers shall not use, engage in or support child labor practices. All employees must meet the minimum age require by law and shall not be less than 15 years of age contingent upon the child having received adequate training and the health and safety of the child is fully protected.

Involuntary Labor and Human Trafficking

The supplier must not engage in or support forced or compulsory labor as defined by ILO Convention No. 29 including bonded, slavery, and human trafficking practices. All work performed must be voluntary, and employees have the right to terminate employment with reasonable notice.

Wages and Benefits

Suppliers must provide employees with wages and benefits that meet the minimum required amount by applicable laws/regulations. In countries where no minimum wage law applies, employees must be paid at a rate comparable to the prevailing industry average. Supplier is expected to pay personnel in legal tender, on a regular basis, and in a timely manner.

Hours of Labor

Supplier must comply with all applicable laws and industry standards on the amount of hours an employee can work in a successive shift, day, week or specific period of time. Employees must be compensated with standard pay and mandated premium rate, determined by national law or industry average, for overtime hours worked. Supplier must also comply with national laws on public holidays and sick leave provisions.

Anti-Harassment

Suppliers are expected to provide fair treatment to employees and create a work environment free from mental or physical coercion. Suppliers shall not engage in harsh or inhumane treatment of employees including workplace, sexual, psychological, racial, or religious harassment. Any act creating an intimidating, hostile or offensive work environment is strictly prohibited.

Anti-Discrimination

Suppliers shall not discriminate against employees based on race, color, national origin, religion, gender, disability, sexual orientation or political opinion. Any exclusions or preferences in the work environment made on these bases, which results in impaired equality, are prohibited. Suppliers are expected to hire employees based only on their job-related competence and, if requested, must be able to provide company's written policy statement on the prevention of discrimination in the workplace.

Diversity

Valvoline believes in the value of diversity and is committed to actively creating an environment where each team member feels empowered to learn, grow and maximize his or her personal contribution. Celebrating the similarities and difference that shape each of us will continue to encourage innovative thinking and drive the kind of sustainable, competitive advantage that will help us grow and prosper for decades to come. We expect our suppliers to be inclusive and ensure that their employees and other stakeholders are always treated with dignity and respect.

Sourcing of Materials from Areas of Conflict

As a U.S.-based company, Valvoline is required by law to track the use of certain minerals known as "conflict minerals." Conflict minerals are tin, tungsten, tantalum and gold which are mined in conditions of armed conflict and human rights abuses in the Democratic Republic of Congo (DRC) and its adjacent countries. We will actively work with suppliers and strive to ensure that minerals in our products come from conflict-free sources. All suppliers are required to supply information about their use of these minerals in products sold to Valvoline upon commencement of business or as requested.

ENVIRONMENTAL STEWARDSHIP AND WORKPLACE SAFETY

Valvoline™ strives for excellence in global environmental, health, safety and security performance. We manage our global operations by establishing processes to safely use, transport, and dispose our raw materials and products in compliance with the law. In addition, Valvoline also seeks to achieve world class safety performance through our belief in a zero-incident culture. We expect our suppliers to share a similar passion for environmental stewardship and workplace safety.

Environmental Compliance

Suppliers must comply with all environmental laws and regulations. Suppliers must have applicable environmental permits and registrations for the business sector in which the supplier operates in. Permits and registrations must be maintained and kept current.

Sustainability

Suppliers should work to reduce the environmental impacts of their operations including natural resource consumption, material sourcing, waste generation, wastewater discharges and air emissions. Suppliers should prevent accidental releases of hazardous materials into the environment and adverse environmental impacts on the local community.

Health and Safety of Employees

Suppliers are expected to maintain the workplace and any living quarters used to house employees in a clean, orderly and safe manner with all applicable national laws and/or industry standards. Suppliers shall implement programs to prevent or control employee exposures to workplace hazards including chemical, biological and physical hazards. Suppliers shall implement programs to manage processes safely and prevent catastrophic events. Suppliers shall identify and encourage programs that promote access to health programs that positively affect the health of employees. Suppliers shall provide occupational health and safety training to all relevant employees. 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 Prevention and Response

Suppliers shall identify potential emergency situations, implement preventative measures and be prepared to execute emergency response plans. Suppliers shall have or establish emergency plans and response procedures to anticipate, identify, and respond to emergency situations and events.

GLOBAL TRADE

Valvoline™ complies with all applicable laws and regulations concerning embargoes and sanctions and does not, directly or indirectly, conduct transactions with individuals, entities, or countries that are the subject of restricted party or embargoed country lists (also known as interdiction lists).

Anti-boycott

U.S. anti-boycott laws prohibit Valvoline and our non-U.S. affiliates from participating in or cooperating with foreign boycotts not sanctioned by the United States.

Export Controls

Suppliers shall not directly or indirectly provide to Valvoline any material or service from a country, person or entity that is subject to U.S. and other regional, unilateral, and multilateral regulations that restrict transactions with specific foreign entities, persons or countries (often referred to as denied, debarred, and/or restricted parties). Examples of countries are Syria, Cuba, Iran, Sudan and North Korea. Examples of entities and persons include, but are not limited to, terrorists, organizations that fund terrorists, and/or parties guilty of trade violations.

Countries that maintain consolidated lists of financial sanctions targets include the United States, the European Union, Canada, the United Kingdom, and Japan. In the United States, government organizations responsible for enforcing trade sanctions and embargoes include the U.S. Department of the Treasury Office of Foreign Assets Control (OFAC),

U.S. Customs and Border Protection, the U.S. Commerce Department Bureau of Industry and Security (BIS) and the U.S. Department of State. Specifically, Suppliers shall not supply any materials or services to any person or entity listed on the OFAC list set forth on the website of the US Treasury Department (<https://www.treas.gov/officers/enforcement/ofac>), since such supplies constitute a violation of the United States Export Administration Regulations.

Suppliers should implement due diligence compliance practices to screen their employees, customers, suppliers, vendors, agents and other business associates, including all parties in each transaction such as banks, insurance companies, shipping lines, and freight forwarders to ensure compliance with applicable laws and regulations concerning embargoes and sanctions.

Trade Regulations

Suppliers shall comply with the trade regulation laws of the country or legal subdivision in which they operate.



COMPLIANCE STATEMENT

Suppliers must comply with this code and all applicable laws when conducting business with Valvoline™.

Suppliers are responsible for establishing processes to monitor and record regulatory compliance. Should the supplier's adherence to Valvoline's Supplier Code of Conduct be questioned, the supplier will be expected to provide evidence of conformity to this code. Valvoline reserves the right to investigate any occurrence of non-conformity to this code, and in failure to resolve the problem Valvoline has the right to terminate the business relationship and any existing contracts.

Suppliers must also understand and agree to comply with the following:

- A. Anti-corruption laws and regulations of countries in which Supplier is registered to do business and all countries within which Supplier conducts business, including the Foreign Corrupt Practices Act;
- B. Trade restrictions including but not limited to sanctions and embargoes of the United States of America, the European Union and the United Nations that may be applicable to and restrict the export, re-export or importation of Valvoline's goods and services; and
- C. Valvoline's Global Standards of Business Conduct, available on the internet at <http://www.valvoline.com/global-standards-of-business-conduct>.
- D. Valvoline requires that its Suppliers enforce this code or a similar code with their own suppliers and so on throughout their Supply Chains

Please select one of the following statements:

- We have received the Valvoline Supplier Code of Conduct and affirm that we commit to compliance with the Code and the principles stated within. We affirm that we will follow all applicable laws, treat people with dignity and respect, avoid conflicts of interest, protect the environment, provide safe and healthy working conditions, and protect Valvoline's information.
- We are in compliance with the Valvoline Supplier Code of Conduct by virtue of the implementation of and adherence to our own Code of Conduct, which includes standards that are consistent with Valvoline's Supplier Code of Conduct and the principles stated within. (Please attach an electronic copy to this response form.)
- We have concerns about our ability to comply with the Valvoline Supplier Code of Conduct. (Please identify which areas you have concerns with and provide detail about those concerns.)
- We do not comply with the expectations included in the Code of Conduct and have no plans to do so.

NAME OF SUPPLIER: _____

NAME OF SUPPLIER REPRESENTATIVE: _____

SIGNATURE: _____

TITLE: _____

DATE: _____ EMAIL ADDRESS: _____

FREQUENTLY ASKED QUESTIONS



What is Valvoline's Supplier Code of Conduct?

Valvoline's Supplier Code outlines the expectations Valvoline™ has in its suppliers with respect to labor and employment rights, environmental health and safety, ethics and social responsibility, and global trade practices.



Why does Valvoline need a Supplier Code of Conduct?

Valvoline created a supplier code to ensure suppliers operate responsibly and conduct business in a manner that aligns with our company's principles and values.



How does Valvoline monitor and enforce the Supplier Code?

Suppliers are responsible for establishing a management system that supports the content of this code and monitors/records regulatory compliance. Additionally, Valvoline may conduct onsite audits to ensure compliance to this code.



What happens if a supplier fails to comply with Valvoline's Code of Conduct?

If a supplier fails to meet the standards set forth by Valvoline the supplier will be informed of the area(s) that need to be improved. The supplier will then be required to submit to Valvoline an acceptable corrective action plan. If the plan is approved, the supplier will be given a set period of time to resolve the areas of concern. If the issue is not resolved, corrective action will be taken which could result in termination of the business relationship.



When does Valvoline's Supplier Code become effective?

This Supplier Code of Conduct is effective immediately and we expect all suppliers to certify compliance to the code by completing the certification statement and returning it with their Valvoline purchasing contact.



Who should I contact if I have additional question?

Should you have additional questions about this Supplier Code of Conduct, please contact your Valvoline purchasing representative.