

AUTONEUM MATERIAL COMPLIANCE REQUIREMENTS – GLOBAL

(Edition: December 2016)

I. SCOPE

These Material Compliance Terms and Conditions of Purchase – Direct apply to each purchase order or scheduling agreement (each the “**Purchase Order**”) and all agreements with regard to goods or materials supplied and/or services performed (collectively the “**Goods**”) by the “**Supplier**” to legal entities of the Autoneum Group (which includes all companies directly or indirectly controlled by Autoneum Holding Ltd., each individually the “**Purchaser**”). Any additional or different terms proposed by the Supplier, in particular the Supplier's terms and conditions of sale and delivery are not applicable and expressly rejected by the Purchaser, even if (1) the Supplier expressly refers to other terms and conditions during the contractual relationship or (2) they are not rejected explicitly by the Purchaser in any individual case or (3) the Supplier delivers the Goods and accepts payment by the Purchaser.

II. INTERNATIONAL MATERIAL DATA SYSTEM (IMDS)

The Supplier is required to provide a material data sheet (MDS) in IMDS for all products supplied to the Purchaser. Within each MDS, the supplier is required to disclose all substances that are regulated by GADSL or REACH. Suppliers must annually verify that their submitted MDS is still accurate and in compliance as legal regulations are updated on an annual basis. If the material composition or compliance of a Supplier's MDS changes, then an updated, accurate MDS must be resubmitted in IMDS immediately.

III. HAZARDOUS CHEMICAL COMPLIANCE AND REPORTING

The Goods shall comply in particular but not exclusively with all applicable laws, regulations, and standards (environmental regulations and request, critical and hazardous material and substances, REACH (EC 1907/2006), GADSL, etc.), in particular those found in the Compliance Process Manager tool (CPM). The link to the CPM tool is found on Purchaser's platform (<http://cpm.autoneum.com/cpm/>).

The Purchaser publishes changes in the CPM tool directly within the tool and through the above mentioned platform. The Supplier shall regularly check the Purchaser's platform and shall adapt its entries within one month after changes in the CPM tool. **As of April 2017**, the Supplier may, **upon request**, be required to provide a material compliance report (empty reporting template will be supplied by the Purchaser) for each Good supplied. The report shall consist of the results from the CPM tool for each basic substance found within the Good supplied. The material compliance of each basic substance in each Good supplied should be verified using the CPM tool, documented in the material compliance report, and provided to the Purchaser annually.

IV. CONFLICT MINERAL REPORTING

The Goods shall comply in particular but not exclusively with the Dodd-Frank Wall Street Reform and Consumer Protection Act regarding “Conflict Minerals” as defined in Section 1502 and the Supplier agrees to submit a Conflict Mineral Reporting Template (template can be found at <http://www.conflictreesourcing.org/conflict-minerals-reporting-template/>) on a yearly basis, **no later than August 31st**, in compliance with OEM requirements. The submission should be performed



using Central Data Exchange (CDX) system, which is free of charge. A link to the CDX system can be found on the supplier portal.

The Supplier should show yearly progress towards achieving 100% reporting from their own suppliers, complete smelter lists, including mine location, and 100% sourcing from compliant smelters. The Purchaser prefers that the supplier submit a CMRT Scope at the product level between July and September of every year.

By signing this document, I confirm my acceptance and fulfillment of AUTONEUM MATERIAL COMPLIANCE TERMS AND CONDITIONS OF PURCHASE – GLOBAL

Supplier Representative:

Print Name: _____ Position: _____ Tel: _____

Signature: _____ Date: _____ Email: _____