

Guiding Principles of Ethical Behavior



Dear Fellow Employees,

When it comes to ethics, there is no neutral ground. Successful business is not possible without strong, deeply held values. Our company culture is based on core values which define the character of each Marvin company. These values, set forth in our Vision, Values, and Guiding Principles of Ethical Behavior, are organized around three foundational beliefs: Integrity, Excellence, and Respect for Others. They have guided our business for many decades.

Carefully read our Guiding Principles and apply them daily in your pursuit of our shared vision.

Jake Marvin
Chief Executive Officer

Overview

Company employees must always act ethically. The following Guiding Principles of Ethical Behavior set forth basic guidelines for appropriate workplace conduct. All employees and other individuals required by Company policy to acknowledge this Code must read, understand, and comply with them. Employees who are uncertain whether their or their co-workers' conduct complies with the Guiding Principles should contact their manager or the General Counsel. Employees should report non-compliance as described below.

Compliance with Laws, Rules, Regulations

Employees must follow all applicable laws, rules, and regulations at all times. Questions regarding the applicability or interpretation of any law, rule, or regulation should be brought to the General Counsel directly, or via the employee's manager or Human Resources representative.

Health, Safety, Environment

The Company is committed to providing a safe work environment. Each employee is responsible for complying with all Company policies and rules regarding health and safety, protection of the environment, and conservation of natural resources.

Violence, Discrimination, Harassment

All forms of violence, discrimination, and harassment are strictly prohibited.

Fraud

All forms of fraud are prohibited. Fraud is the crime of obtaining money or some other benefit by deliberate or intentional deception, and may include theft of property, false statements, or omissions intended to deceive others.

Conflicts of Interest

Employees should avoid any action that is, or could be perceived as, a conflict of interest. A conflict of interest exists when an employee's personal interest conflicts with the best interest of the Company. To minimize the potential for conflicts of interest, employees are encouraged to disclose any possible conflicts of interest to their direct supervisors or to the General Counsel.

Gifts and Entertainment

The occasional exchange of modest gifts and entertainment is permitted as a common business courtesy. Employees may not accept or offer gifts, entertainment, or personal favors that are intended, or may appear to improperly influence their business decisions or judgment. Personal gifts and entertainment of greater than nominal value may not be given or accepted without prior disclosure to and approval from the employee's supervisor. Cash may never be given or accepted.

Bribes and Kickbacks

The giving or receipt of bribes, kickbacks, or similar payments in exchange for business is strictly prohibited. The Foreign Corrupt Practices Act, and similar laws in other countries, prohibits offering or giving anything of value, directly or indirectly, to government officials to obtain or retain business.

Price Fixing

Employees may not discuss current or future pricing of Company products or services with competitors or other unauthorized persons. External discussions of related subjects, such as pricing or discounting procedures, terms or conditions of sale or distribution, volume of production, or allocation of markets should also be avoided. All questions regarding anti-trust law or other anticompetitive behavior should be referred to the General Counsel.

Financial Records and Transactions

As a privately owned business, the financial records of the Company are confidential. Appropriate authorization is required for all financial transactions. All records of financial transactions will be generated and maintained in an accurate, timely, and complete manner.

Reporting

Employees should report known or suspected violations of these Guiding Principles. Reports may be made to:

- The reporting employee's supervisor, manager, local Human Resources department, or via locally established procedure
- Anonymously via the Ethics Hotline (NAVEX Global) at 1-866-294-5328 or <http://www.ethicspoint.com>
- The following corporate officers:
 - Vice President of Human resources: 218-386-4298
 - General Counsel: 651-686-2490
 - Chief Financial Officer: 218-386-4343

Employees may ask anyone in management questions regarding the Guiding Principles. Questions may also be referred to the Vice President of Human Resources or the General Counsel.

The Company will not retaliate against an employee for reporting in good faith any known or suspected violation of the Guiding Principles of Ethical Behavior. Employees must cooperate in any internal investigations of suspected misconduct. Employees who violate the Guiding Principles will be subject to disciplinary action up to and including termination of employment.