

Energizer Holdings, Inc.
Supplier Code of Conduct (SCOC)
(Revised October 7, 2011)

This Code of Conduct (provided to all suppliers, vendors, licensees, etc. – hereinafter called “supplier(s)”) applies to all suppliers that produce or provide goods for Energizer Holdings, Inc. (“Energizer”) or any of its subsidiaries, divisions, affiliates or agents and all entities that produce, source, distribute, market, and/or sell goods or services under trademarks of Energizer pursuant to a license with Energizer or any of its subsidiaries, divisions, affiliates or agents.

While Energizer recognizes that there are different legal and cultural environments in which Suppliers operate throughout the world, this Code sets forth the basic expectations for environmental, labor, supplier working conditions and ethical practices that all suppliers must meet in order to do business with Energizer. The Code also provides the foundation for Energizer’s ongoing evaluation of a supplier’s employment practices and environmental compliance.

1. General Principle

Suppliers that produce goods for Energizer shall operate in full compliance with the laws of their respective countries and with all other applicable laws, rules and regulations.

- a) The factory operates in full compliance with all applicable laws, rules and regulations, including those relating to labor, worker health and safety, and the environment.
- b) The factory allows Energizer and/or any of its representatives or agents access to its facilities and to all relevant records with reasonable notice.
- c) Suppliers shall communicate the conditions of this Supplier Code of Conduct to their employees, and shall require its subcontractors and suppliers to comply with its terms.

2. Environment

Suppliers must comply with all applicable environmental laws and regulations. Suppliers are encouraged to implement the concepts of Reduce, Reuse and Recycle.

- a) The factory has an environmental management system that describes compliance with local laws and regulations and has provisions for continuous improvement.

- b) The factory has procedures for notifying local community authorities or any other environmental agency of non-compliant air or water discharge or release.

3. Social Accountability

- a) **Discrimination** - Suppliers shall employ workers on the basis of their ability to do the job, not on the basis of their personal characteristics or beliefs.
 - I. The factory employs workers without regard to race, color, gender, nationality, religion, age, maternity or marital status.
 - II. The factory pays workers wages and provides benefits without regard to race, color, gender, nationality, religion, age, maternity or marital status.
- b) **Forced Labor** – Suppliers shall not use any prison, indentured or forced labor.
 - I. The factory does not use involuntary labor of any kind, including prison labor, debt bondage or forced labor by governments and does not require any worker to remain in employment for any period of time against his or her will.
 - II. The factory does not engage in slavery or in human trafficking of any kind, including but not limited to the recruitment, harboring, transportation, solicitation, provision or acquisition of persons for labor or services through the use of force, fraud or coercion.
- c) **Child Labor** - Suppliers shall employ only workers who meet the applicable minimum legal age requirement or are at least 16 years of age, whichever is greater.
 - I. The factory complies with all applicable child labor laws, including those related to hiring, wages, hours worked, overtime and working conditions.
 - II. The supplier maintains official documentation for every worker that verifies the worker's date of birth. In those countries where official documents are not available to confirm exact date of birth, the supplier confirms age using an appropriate and reliable assessment method.
- d) **Wages & Hours** - Suppliers shall set working hours, wages and overtime pay in compliance with all applicable laws. Workers shall be paid at least the minimum legal wage or a wage that meets local industry standards, whichever is greater. While it is understood that overtime may be required, suppliers shall carry out operations in ways that limit overtime to a level that ensures humane and productive working conditions.

I. The factory pays overtime and any incentive (or piece) rates that meet all legal requirements or the local industry standard, whichever is greater. Hourly wage rates for overtime must be higher than the rates for the regular work shift.

e) **Working Conditions** - Suppliers must treat all workers with respect and dignity and provide them with a safe and healthy environment. Suppliers shall comply with all applicable laws and regulations regarding working conditions. Suppliers shall not use corporal punishment or any other form of physical or psychological coercion. Supplier's facilities must be sufficiently lighted and ventilated, aisles accessible, machinery maintained, and hazardous materials sensibly stored and disposed of. Suppliers providing housing for workers must keep these facilities clean and safe.

I. Factory:

- i. The factory complies with all applicable laws regarding working conditions, including worker health and safety, industrial hygiene, sanitation, fire safety, and electrical, mechanical and structural safety.
- ii. There are sufficient, clearly marked and unlocked exits allowing for the orderly evacuation of workers in case of fire or other emergencies. Emergency exit routes are posted and clearly marked in all sections of the factory.
- iii. Evacuation drills are conducted at least annually.
- iv. The factory provides potable water for all workers and allows reasonable access to it throughout the working day.
- v. The factory maintains throughout working hours, clean and sanitary toilet areas and places no unreasonable restrictions on their use.
- vi. The factory stores hazardous and combustible materials in secure and ventilated areas and disposes of them in a safe and legal manner.

II. Housing (if applicable):

- i. Dormitory facilities meet all applicable laws and regulations related to health and safety, including fire safety, sanitation, risk protection, and electrical, mechanical and structural safety.

- ii. The living space per worker in the sleeping quarters meets both the minimum legal requirement and the local industry standard.
 - iii. There are clearly marked exits on each floor, and emergency lighting is installed in halls, stairwells and above each exit.
 - iv. Directions for evacuation in case of fire or other emergencies are posted in all sleeping quarters.
 - v. Hazardous and combustible materials used in the production process are not stored in the dormitory or in buildings connected to sleeping quarters.
 - vi. Fire drills are conducted at least annually.
 - vii. Potable water is available to dormitory residents.
- f) **Freedom of Association-** Workers are free to join associations of their own choosing. Suppliers must not interfere with workers who wish to lawfully and peacefully associate, organize or bargain collectively. The decision whether or not to do so should be made solely by the workers.

4. **Business Ethics**

- a) **Anti-Corruption -** Suppliers must comply with all applicable laws, including those laws governing conduct with government officials such as the U.S. Foreign Corrupt Practices Act. Suppliers will not make any offer or payment that would constitute an illegal bribe under applicable law, nor otherwise engage in any illegal or corrupt practices in order to promote or advance Energizer's business interest or in an attempt to increase the business the Supplier has with Energizer.
- b) **Intellectual Property**
- I. Supplier respects both Energizer and third party intellectual property rights. Supplier takes all actions necessary to protect Energizer intellectual property and Energizer Brand integrity, and accepts responsibility to hold their suppliers and sub-contractors accountable as well.
 - II. In supplying products to Energizer, Supplier does not violate or infringe on any third party patents, and takes appropriate action to ensure that Energizer will not receive any infringing products. Action may include but is not limited to freedom to use patent searches and analysis thereof to ensure compliance.

- c) **Relationship responsibility** - Supplier must be sensitive to Energizer colleague internal codes of conduct. Copies of these codes can be provided upon request. Energizer Code example includes Energizer colleague cannot solicit any gifts from supplier nor can a colleague accept any gifts or entertainment if they could influence, or appear to influence, the colleague's business decisions on behalf of the supplier, or interfere with the colleague's ability to be impartial in carrying out duties.

5. Monitoring & Enforcement

- a) As a condition of doing business with Energizer, each and every supplier factory must comply with this Code of Conduct. Energizer will continue to develop monitoring systems to assess compliance. However, compliance with the following internationally recognized alternative standards will assure minimum standards are met for the listed aspects of Energizer's SCOC.
 - I. Social Accountability 8000 (SA 8000) – Section 3, Social Accountability of Energizer SCOC
 - II. United Nations Supplier Code of Conduct - Sections 1 through 4.a). of Energizer SCOC
 - III. Electronic Industry Code of Conduct (EICC) all sections of Energizer SCOC
- b) If Energizer determines that any factory has violated this Code, Energizer may either terminate its business relationship or require the factory to implement a corrective action plan. If corrective action is advised but not taken, Energizer will suspend placement of future orders and may terminate current production
- c) Suppliers will notify Energizer immediately if they become aware of any non-compliance of their company or of any of their suppliers with these standards, and suppliers will take immediate necessary actions to remedy any non-compliance.
