

**Business Partner Declaration on Principles  
And  
Code of Business Conduct and Ethics**

Concluded by and between


**SMART Global Holdings, Inc.** (its subsidiaries and affiliates collectively “SGH”)

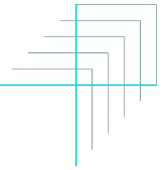
and

\_\_\_\_\_ (“Business Partner”)

**I. Human Rights**

- A. Forced or Involuntary Labor** – Business Partner will not use, directly or indirectly, forced or involuntary labor of any type (e.g. forced, bonded, indentured or involuntary prison labor) to produce any raw material from or sub-contract / outsource any material to companies or mine, manufacture, produce, in whole or in part, any products; employment is voluntary.
- B. Child Labor** – Business Partner will not use child labor. The term “child” refers to any person employed under the age of 15 (or 14 where the law of the country permits), or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. We support the use of legitimate workplace apprenticeship programs which comply with all laws and regulations applicable to such apprenticeship programs.
- C. Wages and Benefits** – Business Partner will, at a minimum, comply with all applicable wage and hour laws and regulations, including those relating to minimum wages, overtime hours, piece rates and other elements of compensation, and provide legally mandated benefits.
- D. Working Hours** – Business Partner will not exceed prevailing local work hours and will appropriately compensate overtime. Business Partner shall not require Business Partner’s employees to work more than 60 hours per week, including overtime, except in extraordinary business circumstances with their consent. In countries where the maximum work week is less, that standard shall apply. Business Partner’s employees should be allowed at least one day off per seven-day week.
- E. Nondiscrimination** – Business Partner will not discriminate in hiring and employment practices on grounds of race, religion, age, nationality, social or ethnic origin, sexual orientation, gender, gender identity or expression, marital status, pregnancy, political affiliation, or disability.
- F. Respect and Dignity** – Business Partner will treat all their employees with respect and will not use corporal punishment, threats of violence or other forms of physical coercion or harassment.
- G. Freedom of Association** – Business Partner shall respect the legal rights of employees to join or to refrain from joining worker organizations, including trade unions. Business Partner has the right to establish favorable employment conditions and to maintain effective employee communications programs as a means of promoting positive employee relations that make employees view third-party representation as unnecessary.
- H. Health and Safety** – Business Partner will provide Business Partner’s employees with a safe and healthy workplace in compliance with all applicable laws and regulations. Consistent with these obligations, Business Partner must have and implement effective programs that encompass life safety, incident investigation, chemical safety, ergonomics, etc., and provide the same standard of health and safety in any

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housing that is provided for employees. Business Partner should strive to implement management systems to meet these requirements.

**I. Conflict Metals** – Business Partner will proactively undertake due diligence to avoid procurement of Conflict Metals (Eastern DRC or Central Africa). The metals of interest are: gold (Au), tantalum (Ta), tungsten (W) and tin (Sn). SGH is not considering an outright ban or embargo as this will unfairly impact legitimate mining operations in the region. However, we do believe our Business Partners should have a clear understanding of our position on conflict minerals and be held accountable for the selection of materials sold to SGH or being used to produce products being sold to SGH.

For more information on Conflict metals issue please see below links:

<http://www.responsiblebusiness.org/initiatives/rmi/>  
<http://www.enoughproject.org>

**J. Responsible Business Alliance (RBA)** – SGH is an RBA member and is required to pass RBA requirements onto its Business Partners. Business Partner hereby confirms that either it is an RBA member in good standing or Business Partner and Business Partners in Business Partner’s supply chain are compliant with the requirements of the RBA Code of Conduct.

For more information on the RBA and its Code of Conduct please see links below:

<http://www.responsiblebusiness.org/>  
<http://www.responsiblebusiness.org/standards/code-of-conduct/>


## II. Environment

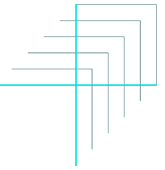
**A. Protection of the Environment** – Business Partner will operate in a manner that is protective of the environment. At a minimum, Business Partner must comply with all applicable environmental laws, regulations and standards, such as requirements regarding chemical and waste management and disposal, recycling, industrial wastewater treatment and discharge, air emissions controls, environmental permits and environmental reporting. Business Partner must also comply with any additional environmental requirements specific to the products or services Business Partner is providing to SGH as called for in design specifications and contract documents. Business Partner should strive to implement management systems to meet these requirements.

**B. Laws, Including Regulations and Other Legal Requirements** – Business Partner will comply with all applicable laws and regulations in all locations where Business Partner conducts business.

## III. Anti-Corruption

**A. No Bribery of SGH Employees** – Business Partner, its employees, or agents will not directly or indirectly bribe in any way any officer, director, manager, employee, representative or agent of SGH, its subsidiaries or affiliates, or any other entity, including without limitation, by offering or giving kickbacks or by offering or giving gifts of more than nominal value or greater than normal culturally and socially accepted standards. While accepting inexpensive advertising novelties, gifts of nominal value, or reasonable business meals and entertainment at the other party’s expense is not strictly prohibited, SGH employees should exercise sound business judgment in these situations. Gifts and/or entertainment should be infrequent, their value should

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be modest, and they should not be given if the recipient is not permitted to accept them under applicable laws, policies, rules or standards. Gifts or entertainment in any form that would likely result in a feeling or expectation of personal obligation should not be extended or accepted.


- B. No Bribery on Behalf of SGH** – No bribes, kickbacks or other similar payments, or gifts or benefits in any form shall be offered, promised, made or authorized, directly or indirectly, to or for anyone for the purpose of obtaining or retaining business or obtaining any other business advantage for anyone, including for SGH. SGH officers, directors and employees, and SGH Business Partners that are involved in improper conduct may be subject to termination or other disciplinary action as well as potential civil or criminal liability. The term “Business Partner” includes all agents, contractors, partners, joint ventures or similar entities, distributors, manufacturer or sales representatives, consultants, intermediaries, and any other third party acting for or on behalf of SGH anywhere in the world. In certain circumstances, a Business Partner may be a Business Partner.
- C. FCPA** – Nearly all countries have adopted criminal laws prohibiting the bribery of Government Officials. The U.S. anti-corruption statute is called the Foreign Corrupt Practices Act or “FCPA”. Not all bribery takes the form of cash payments or commissions. Bribery can involve anything of value. For example, gifts, hospitality, favors and even some charitable donations may qualify as bribes or improper payments. In addition, not all “Government Officials” work for a government. A Government Official, under certain laws and for purposes of this Code, means any official or employee of any national, state, provincial or local government or public body or any department, agency, body or instrumentality thereof or of a public international organization, or any person acting for or on behalf of any of the foregoing, or any political party or party official, any political candidate, or any person working for a political party or for a candidate for political office. Employees of commercial enterprises controlled or partially owned by a government are Government Officials under the FCPA and other anti-bribery laws. Many countries also have criminal laws prohibiting commercial bribery. Therefore, attempting to obtain special favors by making payments to or giving items of significant value to anyone, not just Government Officials, is not permitted under this Code. No SGH Business Partner may make any offer, payment or promise to pay, or authorize any payment or gift or anything of value, directly or indirectly, or provide any form of entertainment to a Government Official on behalf of SGH or in connection with any matters involving SGH. Business Partners in connection with their work for or on behalf of SGH are prohibited from giving any gift or entertainment to a Government Official, regardless of the value, and may not make political or charitable contributions.

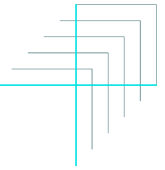
#### IV. Conflicts of Interests

Business Partner must immediately report to SGH Management any “conflict of Interest” of which they become aware. A “conflict of interest” is any circumstance, transaction, or relationship, direct or indirect in which the private interest of any officer, director or employee of SGH improperly interferes, or in any way appears to interfere, with the interests of SGH.

#### V. Inspection

Business Partner will allow SGH employees or representatives to visit Business Partner’s facilities. SGH may request to visit the Business Partner’s subcontractor’s facilities. SGH shall give Business Partner reasonable advance notice of each visit and will make best efforts to not unreasonably disrupt the manufacturing capability of Business Partner or Business Partner’s subcontractors or violate any safety procedure.

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## VI. Miscellaneous

**Breach by Business Partner** – The breach of one of the rules of this declaration would have serious impact on the relationship between the Business Partner and SGH. SGH reserves the right to terminate or cancel the business relationship with the Business Partner upon getting knowledge about any breach of this declaration.

**Business Partner’s Supply Chain** – Business Partner acknowledges that the principles herein apply to Business Partner’s direct and indirect suppliers and agents at every level of the supply chain engaged in the production of goods and services for SGH. Business Partner confirms that Business Partner is not aware that any of its suppliers are currently not complying with these principles.

**Incorporation by Reference** – These principles and obligations are agreed to and hereby incorporated by reference into each agreement that SGH has with Business Partner under which SGH procures or can procure products or services from Business Partner. Business Partner certifies that Business Partner has read and agrees to comply with SGH’s Code of Business Conduct and Ethics available on SGH’s website at [SGH Code of Business Conduct and Ethics](#).

For SGH Whistleblower Hotline please see link below:

[SGH Whistleblower Hotline](#)

Signature \_\_\_\_\_

Authorized Signer’s Name \_\_\_\_\_


Title \_\_\_\_\_

Company Name \_\_\_\_\_

Address \_\_\_\_\_

Email \_\_\_\_\_

Date \_\_\_\_\_

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