



Universal Electronics Inc.

Global Supplier Code of Conduct and Fair Competition Policy

Dear Supplier:

At Universal Electronics Inc. and all of its affiliated companies (collectively “UEI”), we believe that acting ethically and responsibly is not only the right thing to do, but also the right thing to do for our business. Economic success and good corporate citizenship are inseparable objectives of our company. To that end, UEI has developed this Global Supplier Code of Conduct and Fair Competition Policy (hereinafter “Policy”) to clarify our global expectations in the areas of fair dealings, legal compliance, business integrity, labor practices, health and safety, and environmental management.

Suppliers, vendors, contractors, consultants, agents and other providers of goods and services (“Supplier”) who do any business or may do any business with Universal Electronics Inc., and its subsidiaries and affiliates (including but not limited to C.G. Development Limited, Gemstar Technology (Yangzhou) Co. Ltd., Gemstar Technology (Qinzhou) Co. Ltd, Universal Electronics (Yangzhou) Co. Ltd., Guangzhou Universal Electronics Business Service Co. Ltd., and CG Mexico Remote Controls, S, de R.L. de C.V) are expected to follow this Policy.

Our goal is to work together with Supplier to ensure compliance of this Policy for all parties involved. UEI will continue to monitor Supplier’s compliance of the Policy.

UEI’s Responsibilities and Obligations

1. Follow the principles of fairness and openness in its dealing with its business partners to ensure mutual success in its business relationship with Supplier.
2. Strongly prohibit any type of corruption, bribery or illegal activities. Bribery undermines fair competition and the integrity of all business relationships.
3. Ensure that its employees act ethically and abide by the applicable laws and company policies. Our employees should have the best interest of the company in mind. UEI strongly prohibit its employees from attempting to derive any improper personal benefits from their dealings with Supplier.

Reporting Violations

UEI takes allegations of bribery or corruption very seriously and will promptly investigate such allegations. If you find or suspect any attempts by our employees to solicit bribe, derive unjust personal benefits, or engage in any illegal or improper conduct, you should report such conduct to the following persons: **[The following field is updated from time to time to ensure accuracy and prompt communication]**

Name: _____ Phone No.: _____ E-mail: _____,
OR
Name: _____ Phone No.: _____ E-mail: _____

Supplier's Responsibilities and Obligations

1. No Forced and Compulsory Labor – Supplier must respect basic human rights. Supplier must not employ any laborers or employees whose service for Supplier is either involuntary or forced (including but not limited to indentured or forced labor and prison workers). All employment relationship must be completely voluntary.
2. Working Hours – Supplier shall comply with all laws and regulations regarding working hours and wages. Supplier must not require its employees to work beyond the maximum number of hours allowed by applicable laws (either daily or weekly); all overtime work shall be compensated accordingly based on applicable laws. Supplier must not require its employees to work beyond 60 hours per week (including overtime), unless it has obtained the consent of employees due to special circumstances. Each employee must be provided with one day of rest for each seven-day period.
3. No Child Labor – Supplier shall adhere to the minimum employment age limit defined by national law or regulation. Supplier must not employ “child labor”. Child labor is defined as those who are under the age of 16, or under the age of completion of compulsory education, or as defined by the applicable laws and regulations of the jurisdiction where Supplier is located. Supplier must comply with the Worst Forms of Child Labour Convention adopted by the International Labour Organization (ILO) in 1999 as ILO Convention No 182, and the Convention Concerning Minimum Admission to Employment adopted by the International Labour Organization (ILO) in 1973 as ILO Convention No 138.
4. Respect for Others – Supplier must treat all employees with basic respect and dignity and must not use any physical punishment, violence (or threat of violence) or other forms of abuse as method of discipline or control.
5. Fair Working Conditions; Freedom of Speech and Association – Supplier shall adhere to the statutory regulations on fair working conditions. Supplier shall respect its employees’ rights to join or refrain from joining unions and worker organization. Supplier will not

knowing prohibit its employees from organizing any lawful worker organization. Supplier should establish good hiring and working conditions and maintain open communication with its employees. Supplier's employees should be able to speak up freely without fear of retaliation.

6. Wage and Benefits – Supplier must comply with all applicable laws relating to wage, salary and employee benefits. These laws include but are not limited to minimum wage, overtime wage, piece-rate wage, break time and other laws relating to compensation and mandatory social insurance. Supplier should also provide all legally-mandated employee benefits.
7. Prohibition of Discrimination and Harassment – Supplier should hire and promote its employees based on merits. Supplier must not discriminate or harass its employees or prospective employees based on any of the following categories: race, ethnicity, religion, age, nationality, gender, marital status, political affiliation, sexual orientation, disability and any other legally protected characteristics (collectively “Protected Categories”). Supplier must not create any hostile environment to employees who belong to any particular Protected Category.
8. Effective Communication – Supplier should use the language that its employees are familiar to communicate the information stated in this Policy and other important information relating to the employee's employment.
9. Health and Safety – Supplier must provide its employees with a safe workplace and environment in compliance with all applicable laws. In connection with such obligation, Supplier must maintain and adhere to effective policies relating to at least the following areas: workplace safety, accident prevention and investigation, hazardous material safety, and ergonomics. If Supplier provides housing for its employees, the housing facility shall also comply with all health and safety laws and regulations. Supplier shall proactively manage health and safety risks to provide an incident-free environment where its employees can feel comfortable working or living.
10. Compliance with Laws, Regulations and Foreign Trade Laws – Supplier shall comply with all applicable laws and regulation of the country of its operation, and shall be mindful of any updates to such laws and regulations. Supplier should also be aware of and comply with those international conventions which may impose higher standards than the local laws. Adequate procedures must be used by Supplier to ensure that transactions with third parties do not violate current economic embargos regulations of trade, import and export control regulations for the prevention of terrorism financing.
11. Environmental Protection and Management – Supplier shall conduct its operation with an aim at protecting the environment. At a minimum, Supplier must comply with all applicable environmental laws and regulations (including but not limited to management and disposal of hazardous materials, recycling, waste water processing and disposal, gas emission, and related environmental certifications and reporting mandates). Supplier must comply with any additional requirements relating specifically to the products supplied by

Supplier to UEI, as these requirements may be provided in product specifications or contract documents between the parties. Supplier shall institute effective monitoring and control for environmental risk factors, and Supplier should continuously strive to improve such monitoring and control mechanisms.

12. Ethical Conduct and Protection Against Corruption – UEI is committed to conducting business legally and ethically, and expects its suppliers to adhere to the same high level of ethical standards. Corrupt arrangements or corruption with customers, vendors, suppliers, and government officials are strictly prohibited. “Corruption” generally refers to obtaining, or attempting to obtain, a personal benefit or business advantage through improper or illegal means. Supplier is prohibited from providing or offering bribe, gifts or any other benefits to UEI employees that could inappropriately influence UEI’s business decisions or gain an unfair advantage. Supplier shall only grant benefits (such as donations or sponsorship) to the extent permitted by applicable laws.
13. Protection of Confidential Information and Intellectual Property -- Supplier shall protect all confidential information from authorized disclosure and misuse, and shall comply with at least (i) any non-disclosure agreements it has with UEI, and (ii) the applicable laws governing the protection of trade secrets. In addition, Supplier shall respect and protect any type of intellectual property whether such intellectual property belongs to UEI or any other third parties.
14. Fair Competition -- Fair and unrestricted competition is a core element of a free economy. Therefore, Supplier shall refrain from entering into restrictive agreements with competitors, suppliers, distributors, retailers and customers as well as from restrictive market practices. This includes, but is not limited to, agreements with competitors about prices, agreements about market allocation by customers or regions with competitors, as well as the unlawful exchange of competitively sensitive information with competitors.
15. Observation, Record and Reporting -- This Policy is an integral part of the business relationship between UEI and Supplier, and its incorporate into the master supply agreement Supplier has with UEI. Supplier has an ongoing obligation to comply with the minimum standards set forth in the Policy, Supplier shall also ensure that its employees who perform activities for UEI are aware of and are in compliance with the Policy. Supplier shall maintain adequate records relating to its compliance with the Policy, and such record should be provided to UEI for inspection upon request.
16. Violations and UEI’s Remedies -- If violations to the Policy are discovered at any time, UEI reserves the right to respond in a manner appropriate to the severity of the violation. UEI may, among other available remedies, stop doing business with Supplier, revoke Supplier’s vendor qualification, assert claims for damages, or terminate the contract with Supplier. For more serious violations, UEI may also report the violation to the relevant authority for prosecution. Supplier further agrees to hold UEI harmless and indemnify UEI from liabilities or damages incurred by UEI resulting from Supplier’s violations of the Policy.