



TENNANT COMPANY

# BUSINESS ETHICS

GUIDE  
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GUIDE  
GUIDE



# DOING WHAT'S RIGHT – EVERY DAY

Message from Chris Killingstad,  
President and CEO



Since our founding in 1870, we have built our reputation on being an ethical and reliable partner in the marketplace. We are committed to “doing the right thing” as we strive for the highest levels of corporate accountability. High ethical standards are a key part of what makes Tennant a great company.

This Business Ethics Guide is an important tool for all Tennant employees to use as a guidepost for their behavior.

This Guide applies to everyone at Tennant Company in every region of the world. Each of us must take personal responsibility to make sure our actions are ethical. It is important

that we all do our part to make sure Tennant remains the outstanding corporate citizen that it is today.

Please join me in making sure that this document is given the attention it deserves. Take time to read and understand our Business Ethics Guide and policies and implement them in your everyday life.

Thank you,

Chris Killingstad

A handwritten signature in black ink, appearing to read 'Chris Killingstad'. The signature is fluid and cursive, with a long horizontal stroke extending to the right.

President and Chief Executive Officer

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# STATEMENT OF BUSINESS ETHICS

Since Tennant's founding in 1870, we have conducted our business with the highest standards of ethics and integrity. Tennant's Business Ethics are based in its core philosophy of Stewardship—leaving something better off than when you found it. That philosophy and these guidelines govern our relationships with each other, our customers, suppliers, shareholders, and the communities in which we conduct business. They apply to all of Tennant's employees, directors, consultants, agents, and anyone else acting on the Company's behalf.

Tennant's Business Ethics Guide summarizes Tennant's ethical standards, but it cannot cover all of our policies or all applicable laws. Moreover, no publication can take the place of your own sense of integrity and judgment. Our success depends on each one of us doing the right thing ethically and legally. Sometimes it is difficult to determine what the right thing to do is; this Guide identifies your resources—written policies and procedures and people you can turn to when you aren't sure what to do.

# I AM A STEWARD WHEN I...

01

Demonstrate the highest degree of integrity and ethics

02

Behave in ways that reflect positively on me, my department and my company

03

Engender trust, follow through on promises, and respect confidences

04

Demonstrate strong stewardship, or care-taking, of Tennant's resources (people, money, time)

05

Consider both long- and short-term perspectives when making decisions

06

Leave things better off than when I found them

# HOW YOU GET INVOLVED

Promoting a high ethical standard helps build a great company.

Promoting a high ethical standard helps build a great company that is accountable to its community and, more importantly, to its employees and customers. Everyone at Tennant should be involved in promoting a safe and ethical workplace.

If you have reason to believe that any Tennant employee, or anyone working on our behalf, may have engaged in ethical or legal misconduct, you have a duty to your colleagues and to Tennant to report your concerns. Doing so helps us address problems early on as well as prevent future misconduct.

You should also report your concerns if you think you have personally engaged in misconduct.



Because we value honesty, Tennant will consider your candidness and good faith prior to determining any appropriate disciplinary action.

We hope that in most cases you would report ethical concerns to your manager or to the Legal Department. However, where you feel these reporting channels will not address your concern, or if you prefer not to use them for any reason, you should report ethical misconduct to our confidential Ethics Hotline. We encourage you to identify yourself when using the Ethics Hotline, as anonymous reports can make investigation more difficult, and may be legally prohibited in some jurisdictions (see Hotline for Ethics Concerns for more information). If you feel uncomfortable identifying yourself, you

may make reports anonymously, if allowed in your local jurisdiction.

***Reports of misconduct will be treated confidentially, to the extent allowed by law. Tennant will investigate all reports promptly and thoroughly.***

As an employee, you are expected to participate, when asked, in any investigations of misconduct.

## NON- RETALIATION POLICY

We believe it is important to protect those who bring misconduct to light. Therefore, we will not retaliate against any employee who reports such misconduct in good faith. "Good faith" means you've provided all the information you have and believe it to be true. In addition, you will not face retaliation due to your participation in an investigation of a report.

## HOTLINE FOR ETHICS CONCERNS

Tennant maintains a Hotline number to report concerns about an employee, a supplier, a customer, or any member of our community who may not live up to our principles. The Hotline is confidential in jurisdictions where allowed by law. Reports and concerns may be lodged with the Hotline via phone or web. Contact information for either method is located in the Ethics Hotline Policy which is posted on Tennant's intranet and also Tennant's public website.

# EMPLOYEE ENVIRONMENT

Tennant's core strength lies in our people.

We consider it a business imperative to build, celebrate, and nurture a corporate culture that is inclusive. Our culture promotes employee involvement, mutual respect, and strong performance. Each of us has a right and a duty to contribute ideas for improvement throughout the organization. Employees are expected to treat all people, in and outside the Company, with dignity and respect.



## NO DISCRIMINATION

As an equal opportunity employer, we do not discriminate in recruitment, selection, compensation, training, job assignment, promotion, termination or any other activity based on a person's race, color, nationality, religious belief or affiliation, sex, age, ethnic or national origin, marital or family status, sexual orientation, gender identity, trade union membership or activity, or current, past or perceived disability. All Tennant employees must strive to make sure their decisions about people are fair, free of bias and based on facts.

## NO HARASSMENT

We want to foster a safe and cooperative working environment for all people. As such, we do not tolerate harassment, sexual harassment, bullying, or discrimination of any kind, including offensive jokes or displays that disparage individuals or specific groups (for example: nationality, race, sexual orientation, weight, gender or religion). Tennant prohibits harassment, discrimination and other forms of retaliation or reprisal against employees who file a complaint or assist in the investigation of a claim.

## Q&A

### NO HARASSMENT

**Q:** *How do I know whether my conduct constitutes sexual harassment?*

**A:** *Remember that others may perceive your actions and what you say differently. If your actions or words make someone uncomfortable, you should refrain from such activity and speech in the workplace. Be especially mindful of sexually suggestive and offensive slang, comments and attitudes.*

## HEALTH & SAFETY

At Tennant, we take appropriate precautions to prevent injuries to, or adverse working conditions for, our employees and other workers. We comply with all government safety regulations, and we are responsible for reporting injuries and unsafe work practices or conditions as soon as they become known.

Guns and other weapons are prohibited on Tennant property, including parking areas. Each of us has a duty to immediately report any acts or threats of violence to self or others of which we are aware.

## ALCOHOL & DRUG MISUSE

Tennant is committed to providing a work environment free from the use of alcohol and illegal drugs. Employees may not consume alcohol or unlawful drugs, or misuse of prescription drugs, on Company-owned property, including parking lots, at any time. Any of the following acts may result in disciplinary action, including termination:

- Sale, purchase, transfer, use, or possession of illegal drugs
- Misuse of legally prescribed drugs
- Presence on Company premises under the influence of alcohol or drugs
- Knowing involvement in such activities

We will assist employees who inform us of a problem related to alcohol or drug misuse. Employees can seek assistance voluntarily or at the suggestion of their managers or supervisors. Our goal is to address the problem before it impairs performance or employability. Seeking help in this manner will not jeopardize employment. However, continuing problems with performance, attendance, or inappropriate workplace behavior will result in disciplinary action, including termination.

### RESOURCES >

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***LifeWorks Employee Assistance Program***  
***Employee Handbook***  
***Tennant's Occupational Health Professionals***  
***Human Resources Department***  
***Tennant's Wellness Program***

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# PRIVACY

All employees are entitled to a degree of privacy in the workplace. We collect and maintain personal information only to the extent required for business or legal reasons. We comply with all applicable laws concerning the holding and processing of employee personal information. However, Tennant reserves the right to access and disclose employee records if it determines it has a legitimate business need to do so and as allowed or required by law.

Employees must be careful to protect all personal information (also called “personally identifiable information” or “personal data”), whether regarding employees, customers, or suppliers, from unnecessary disclosure. Employees should not access another’s personal information unless needed to perform their job duties, and then only to the extent required to perform those duties.

## Q&A

### PRIVACY

**Q:** *I am unsure about how I am allowed to use the Company’s internet connection, my mobile device and what I can store on my assigned computer and hard drive. Who can I ask?*

**A:** *The Company’s electronic and computer-based communication systems are important corporate resources and, as corporate private property, are intended for business use only, subject to incidental and occasional personal use where allowed. Ask a supervisor, a member of the Legal, IT or HR departments about what is considered reasonable personal use of these resources in accordance with the Company’s policies and procedures.*

# COMMUNICATIONS

All business communications should reflect the highest level of professionalism. As a Tennant employee, you must:

- Be clear and accurate
- Be conscientious and responsible in your communications
- Always be truthful
- Never include offensive material, even jokingly, in your communications
- Never divulge confidential or proprietary information to internal partners unless they have a need to know or to external parties unless an appropriate non-disclosure agreement has been executed

## Q&A

### COMMUNICATIONS

**Q:** *A co-worker and I exchange e-mails that may be inappropriate, but isn't it ok as long as I delete them?*

**A:** *Deleting files or e-mails does not remove them from existence. Many files remain available on the Company's backup hard drives. Assume that once something is on the internet, your hard drive or the Company's computer system, it will always be there.*

*It is important to remember that all communication at Tennant, whether spoken or written, must be professional and non-offensive. This includes casual conversations and e-mail exchanges at the work place. No communications should offend or make others feel uncomfortable.*

## SOCIAL NETWORKING & USER-GENERATED MEDIA

Tennant employees are personally responsible for the content they publish online, whether in a public or Company-managed blog or social networking site (like Facebook or Twitter) or any other form of online, user-generated media. Anything you publish may be reviewed by management to the extent allowed by applicable law.

If you choose to post content related to Tennant Company or its products, be sure to:

- state your name and your role at the Company
- make it clear that you are posting in your personal capacity, and that the content does not reflect Tennant's positions, strategy or opinions
- provide worthwhile information and perspective. Tennant's brand is best represented by its people and what you publish reflects on the Company's brand
- never post anything related to Tennant's confidential information, business performance, or other sensitive matters
- never post anything that may embarrass a client, a supplier, or a partner or that may otherwise harm his/her/its reputation
- respect trademark, copyright, and fair use laws, especially as they apply to Tennant

### RESOURCES

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*Employee Handbook*  
*IT Systems, Email and Internet Policy*  
*Social Networking Policy*  
*Data Protection Policy*  
*IT Department*

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# BUSINESS RELATIONSHIPS



# CONFLICTS OF INTEREST

Conflicts of interest can arise anytime an employee's personal interests might be advanced through work-related duties. At Tennant, we make our business decisions based on what is best for Tennant and not for personal enrichment or self-dealing reasons.

There are several areas where conflicts of interest may arise.

Personal, family or other non-Tennant dealings with Tennant's vendors, suppliers, customers, or competitors may give rise to a conflict of interest. The best practice is to disclose any outside business interests or personal relationships you or your immediate family members have which could give rise to, or lead to a perception of, a conflict of interest. Before you take any action that may lead to a conflict of interest, it is best to contact your supervisor or the Legal Department so that we can work together to make sure that neither you nor your family undertakes any venture or has a relationship with a supplier, vendor, customer or competitor that could lead to your decisions as a Tennant employee being called into question.

## Q&A

### CONFLICTS OF INTEREST

**Q:** *I was thinking about starting a side business. Is that acceptable and should I tell Tennant?*

**A:** *This depends on the type of business. If your business has absolutely no relation to your job with Tennant or to Tennant's business (i.e., designing and knitting baby sweaters), this is not a problem. But, if your new business is at all related to your current job or any aspect of what Tennant does, or your business interacts with Tennant vendors, suppliers, customers or a competitor, you need to discuss this with the Legal Department to determine if your employment agreement allows you to undertake this business.*

**Q:** *My brother works for a company Tennant sometimes uses, or could potentially use, as a supplier. Is this allowed?*

**A:** *Mixing personal relationships with professional relationships creates a potential conflict of interest. Even if both of you act ethically, transactions with this company could have the perception of a conflict of interest. You should make sure your supervisor and the Legal Department are aware of the potential conflict, and someone other than you should make decisions on whether Tennant uses this company as a supplier.*

# GIFTS & ENTERTAINMENT

Your acceptance of gifts in your capacity as a representative of Tennant may create unintended perceptions or consequences. At all times, we want to avoid any perception that our decisions may be made on the basis of gifts or bribes. Gifts are defined broadly to include cash, items, gifts cards, and the like, as well as special favors, considerations, gratuities and discounts. In general, we only receive gifts if they are of nominal value. This policy applies both to employees and their families.

We do not accept large gifts because they may give the impression of an improper relationship.

For guidelines in giving gifts, see *Dealing Ethically with Government and Private Entities across the Globe*. You may also contact the Legal Department if you are unsure.

## Q&A

### GIFTS & ENTERTAINMENT

**Q:** *A supplier has invited me to attend an all-expenses paid trade meeting at a resort in Florida. This will really be a good opportunity to network and I believe I will learn a lot that will help me in my job.*

**A:** *An all-expense paid trip is not of nominal value. This is a significant gift and the possibility of a conflict of interest is not negated by the potential advantages to your job. If your attendance is considered important for your job, speak with your Manager about whether Tennant will pay for you to attend.*

# ANTITRUST LAW

Antitrust laws regulate competition for the benefit of the marketplace. Tennant competes vigorously, fairly, and in compliance with all antitrust and related laws. Antitrust laws apply to both formal and informal communications. Employees involved in trade associations or other informal communication among competitors, customers, or suppliers must be especially alert to the requirements of the law because those situations pose a high degree of antitrust risk.

## Q&A

### ANTITRUST LAW

**Q:** *I plan to attend an annual trade show where I will interact with many competitors. What can I talk about with them?*

**A:** *You may discuss general developments in our industry but you should not engage in discussions regarding price, or other sales terms, at any time with a competitor.*

# ANTITRUST LAW

## CONTINUED

Aside from the risk of civil and criminal penalties, antitrust violations can cost us time, hurt our reputation, and cause loss of customer loyalty. We avoid these risks by structuring our competitive activities in compliance with antitrust laws.

## Q&A

### ANTITRUST LAW

**Q:** *One of our distributors has requested special pricing for a big bid it is submitting. This is a great opportunity for Tennant and so who can tell me how steep a discount I can give?*

**A:** *Our discount structures are subject to antitrust discriminatory pricing rules and regulations. Anytime one distributor receives better pricing than another, the transaction needs to be analyzed for compliance with these rules. Before preparing any discount deviation, check with the Legal Department and senior sales management in your territory.*

Contact the Legal Department before engaging in the following activities:

- Contact with competitors or potential competitors regarding any matter that affects price, profit margins, customers, territories, production, quality, or research
- Contact with suppliers where Tennant compels a supplier to offer a price lower than is available to our peers, or prevents our competitors from obtaining the supplier's product
- Contact with our resellers where Tennant dictates resale prices, customers, or territories where the products will be resold. We may appropriately limit the territories in which authorized distributors may offer Tennant products
- Exclusive purchase or sale agreements
- Bundling of goods or services
- Technology licensing agreements that restrict the freedom of the parties
- Selective discounting
- Distribution or Group Buying arrangements with competitors

## FAIR COMPETITION

We always strive to deal fairly and honestly with our customers, suppliers, competitors, and fellow employees. We will succeed by competing based on the merits of our people, products, and organization. Tennant will not hinder competition or improperly use a competitor's confidential information. We will not take unfair advantage of anyone through manipulation, misrepresentation, concealment, abuse of privileged information, or any other unfair practice.

## USE OF COMPETITIVE INFORMATION

Tennant will respect its competitors' confidential information by using only legal methods to gather and use competitive information.

- We will not engage in illegal spying or industrial espionage, or any activities that could be interpreted that way
- We will not gather or use competitors' confidential information or trade secrets unless it has been voluntarily disclosed
- If we inadvertently receive another company's confidential or proprietary information, we will not copy it and we will return it to the owner
- Our managers will not pressure any employee to use or disclose the confidential information of a former employer

## Q&A

### COMPETITIVE INFORMATION

**Q:** *I received information about a competitor's project that I am not sure it consented to disclose. What should I do?*

**A:** *We never accept information about competitors unless they give consent or make it public. Turn over what you learned to the Legal Department so that they can provide advice as to how to handle the situation in a legal and ethical manner.*

## OUR SUPPLIER RELATIONSHIPS

We base our vendor and supplier relationships on the fundamental principles of fairness, honesty and mutual respect. We honor our commitments and follow through on our promises and agreements with vendors and suppliers. We only do business with vendors and suppliers that have the highest standards of conduct.



# SALES & MARKETING

We provide truthful and accurate information about our products so that customers can make the best decision for themselves. Our products will be sold on their merits, and we will never make false statements, omit relevant information, or make misrepresentations in our sales or marketing activities. To do so would be to hurt our reputation as an ethical business partner.

Our Marketing Department works closely with our Legal Department to ensure that marketing and advertising communications are truthful and not misleading. All marketing and advertising materials must be reviewed by these departments to ensure the integrity of our claims and appropriate use of trademarks.

## Q&A

### SALES & MARKETING

**Q:** *I thought it was okay to say our product is the “best” because that is considered “puffery” under advertising law and is exempt from regulations. Is that true?*

**A:** *This is not a simple answer. Each advertisement must be reviewed in context and in view of all supporting data. It is imperative that our claims be substantiated and not misleading. Contact the Legal Department to guide you through the appropriate analysis.*

## BOOKKEEPING & RECORDKEEPING

Business bookkeeping and recordkeeping is not only legally required, but is also vital to our success. We keep records in order to ensure that we have a consistent measure of our progress. Retention of documents allows us to plan for the future and respond to past events. Tenant employees are never to put misleading or false entries into any record. The integrity and accuracy of our records is an important factor in our success.

To the extent that you have access to, or responsibility for, reporting of business or financial performance of any kind:

- Our financial statements and all records accurately reflect all transactions
- All disbursements and receipts of funds are promptly and properly recorded
- No false statements or entries may be made for the Company in any form, including memos, telephone calls, e-mails or any other communications
- We do not omit materially important information

Audits allow us to have a clear and accurate picture of how our Company is running. Employees are responsible for making true and full representations to all auditors. Do not ever make a fraudulent or misleading statement of any fact to our Corporate Accounting and Finance Department, the Company's internal auditors, our independent public accountants or to a government official.

## Q&A

### BOOK & RECORD KEEPING

**Q:** *I am being pressured to change records that otherwise would reflect negatively on my department. What should I do?*

**A:** *Accurate recordkeeping is how the Company knows how and when to act. Inaccurate recordkeeping prevents the Company from identifying and addressing issues and making wise business decisions. In addition, because it can mislead our investors it is a serious potential legal issue.*

*Contact the Legal Department about the problem, or call the toll-free Hotline for Ethics Concerns.*

## PROTECTING COMPANY PROPERTY & RESOURCES

As members of the Tennant team, each of us is responsible for the protection of Company resources. Company property and resources are the human resources, physical and intellectual property that allow Tennant to succeed in a competitive marketplace. Company property must only be used efficiently and appropriately.

Each of us should work to stop theft, carelessness, and waste of Company property and resources. Any suspected theft, fraud or inappropriate use of Tennant assets should be reported to a supervisor, to the Legal Department or to the toll-free Ethics Hotline.



## Q&A

### PROTECTING COMPANY RESOURCES

**Q:** *I believe that I have witnessed another employee selling used Company property no longer in use and keeping the proceeds, but I'm afraid that I may be wrong. What should I do?*

**A:** *Selling Company property, even if seemingly no longer of value to the Company, is inappropriate self-dealing. Employees who witness misuse of Company property are encouraged to report what they have witnessed. Employees will not be punished for making a report in good faith, even if the report ends up being incorrect.*

## PROTECTING COMPANY PROPERTY & RESOURCES CONTINUED

Our success is built on many factors not the least of which is Tennant's cutting-edge intellectual property. It allows us to maintain an edge over our competitors and bring the best new technology to our customers. Our intellectual property includes things like trade secrets, patents, business plans and processes. Protecting this information is vital to our continued success. Because intellectual property is so important, it is everyone's job to keep it from being used or shared with anyone from outside the Company, and it should only be shared with Tennant employees who have a work-related need to know.

Employees may not disclose any confidential business information without express written permission and without first securing express written assurance from the recipient that our information will be protected. Confidential business information is information that Tennant has not released into the public domain.

Contact the Legal Department to obtain the proper agreements to protect the Company's confidential and proprietary information.

## Q&A

### PROTECTING COMPANY RESOURCES

**Q:** *I am excited about a new project that Tennant is working on and I want to tell my family and friends about it. The project has not yet been announced to the public. Is that a problem?*

**A:** *This is Confidential and Proprietary Business Information. Many ideas created at Tennant are industry-leading, and we maintain a significant edge by developing our innovations before announcing their release. You should not tell anyone any information that Tennant might not want released into the public domain.*

## COMMUNICATION WITH THE PUBLIC, MEDIA, ANALYSTS & INVESTORS

Tennant provides clear, accurate, complete, timely, and consistent public disclosure of material information about the Company. To ensure the accuracy and consistency of public disclosures, Tennant has designated its Chief Executive Officer, Chief Financial Officer, Vice President, Controller, and Director of Corporate Communications to speak with the public and the media on behalf of the Company. The CEO may also designate additional members to speak with the public. No one else is authorized to discuss non-public information about Tennant with persons outside the Company.

If you receive a request from someone to speak about a matter regarding the Company, you should direct the request to one of Tennant's authorized spokespersons. Direct all financial community inquiries, such as from analysts and investors, to the Chief Financial Officer or Vice President, Controller. Direct all press inquiries to the Director of Corporate Communications.

### RESOURCES

***Policies as to Confidentiality and Securities Trading by Tennant Employees, Directors, Officers and Agents***

***Employee Handbook***

***Regulation FD Compliance Policy***

***Insider Trading Guide***

***Legal Department***



# INSIDER TRADING

Federal and state securities laws forbid trading securities based on knowledge of “material” nonpublic information. Material information is information that an investor might consider important in deciding whether to buy, sell, or hold securities. Information is classified as “nonpublic” unless it has been fully disclosed to the public and the securities markets have had an adequate chance to consider it.

If you are aware of material, nonpublic information relating to Tennant or firms with which Tennant is negotiating or competing, you may not:

- Buy or sell shares or other securities of Tennant or these firms, except as expressly allowed by our Policies and applicable laws (see Additional Resources)
- Disclose this information to anyone, inside or outside Tennant

Examples of material, nonpublic information include:

- Business unit revenue, margins, earnings (or losses) not yet released to the public
- Projections of future operating results
- Potential acquisitions or divestitures of businesses
- Technological advances or setbacks
- Business plans and strategy
- Production schedules and order logs
- Information related to a major supplier or customer
- Changes in senior management

## RESPONSIBILITIES OF SENIOR MANAGEMENT

Because of the special access and duties of senior management, people in this position have a special duty to protect the integrity of Tennant's financial reports. Tennant's guidelines for Senior Financial Management promote honest and ethical conduct and deter wrongdoing in the financial reporting process. Senior Financial Management includes the Company's Chief Executive Officer, Chief Financial Officer, Vice President, Controller, and other employees performing similar functions. All members of the Company's Senior Financial Management must:

- Act honestly and ethically in the performance of their duties at Tennant
- Avoid actual and apparent conflicts of interest between personal and professional relationships
- Provide full, fair, accurate, timely, and understandable disclosure in reports and documents that Tennant submits to the SEC and in other public communications
- Comply with rules and regulations of federal, state and local governments and other private and public regulatory agencies that affect the conduct of Tennant's business and its financial reporting
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing independent judgment to be subordinated
- Respect the confidentiality of information acquired in the course of work, except when authorized or legally obligated to disclose such information
- Share knowledge and maintain skills relevant to carrying out the member's duties at Tennant
- Proactively promote ethical behavior as a responsible partner among peers and colleagues at work and in the community
- Ensure responsible use and control of all resources of the Company entrusted to the member
- Promptly alert the General Counsel, the Chief Financial Officer or Chief Executive Officer of any deficiencies in the design or operation of internal controls that could adversely affect Tennant's ability to record, process, summarize and report financial data
- Promptly alert the General Counsel, Chief Financial Officer or Chief Executive Officer of any fraud (a false or misleading representation or concealment of the truth), whether or not material, that involves management or other employees who have a significant role in Tennant's financial reporting, disclosures or internal controls

## VIOLATIONS BY SENIOR MANAGEMENT

If you have information concerning a violation of these provisions by any member of the Senior Financial Management, bring it to the attention of the General Counsel or Chief Executive Officer immediately, or you may report it through the Ethics Hotline. If the General Counsel or Chief Executive Officer determines that a conflict of interest exists, he or she will refer the matter to the Audit Committee of the Board of Directors for resolution. Violation of these guidelines damages the Company and will subject the Senior Financial Management member to appropriate disciplinary action, such as censure, suspension or termination. Disciplinary action will be reasonably designed to deter wrongdoing and to promote accountability for adherence to these guidelines.

# DOING BUSINESS INTERNATIONALLY & WITH GOVERNMENTS

Tennant Company is headquartered in the United States and is therefore subject to U.S. laws in addition to the laws of the countries in which it does business. In some cases U.S. law will govern over activities in all countries; in other cases, the laws of the local jurisdiction will prevail. If in doubt as to applicable laws, contact the Legal Department.

Tennant complies with all U.S. laws and regulations governing international business transactions and the import and export of goods and services. In addition, we will

comply with all applicable foreign laws to the extent consistent with U.S. laws and Tennant's Business Ethics Guide. You are responsible for identifying applicable laws for international business transactions and for those within your own jurisdiction and complying with them. If you have any questions, you should consult the Legal Department prior to taking action.



## GOVERNMENT CONTRACTS

We follow the local laws and regulations that apply to government contracting in all jurisdictions. Businesses that contract with government units may be required to report information relating to contract negotiation, pricing, sales policies, and administrative practices to state, provincial or federal agencies. This information must be current and accurate. We will follow proper procedures in recording sales on government contracts and calculating funding fee payments made to contracting organizations, such as the General Services Administration (GSA) in the United States.

## INTERACTING WITH GOVERNMENT REGULATORS

Tennant conducts its relations with the government in a fair and honest manner. We will not misrepresent the truth when communicating with government agents.

## GIFTS, MEALS & GRATUITIES WHEN DEALING WITH GOVERNMENT OFFICIALS

Even if it is a locally accepted practice or one that is tied to cultural norms, Tennant employees are prohibited from offering any type of payment to government employees or public officials for meals, drinks, travel, or lodging expenses. Business courtesies that are normal in the commercial marketplace may be seen as an attempt to improperly influence the government official. Therefore, do not promise, authorize, or provide to any government agent anything of value, including meals, refreshments, or gifts, even if they are of nominal value. Additionally, employees should not solicit or entertain promises of future employment or business opportunities, as this may create a conflict of interest. See potential exceptions under Hospitality.

## DEALING ETHICALLY WITH GOVERNMENT & PRIVATE ENTITIES ACROSS THE GLOBE

We are committed to honesty, integrity, and fair dealing in our relationships with public officials and private entities around the world. Tennant will comply with all local and international anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act 2010.

We will not give, offer, or promise any advantage or anything of value to influence performance of official functions or gain a business advantage. These payments are prohibited whether made directly or through a third party, or whether made with Company or personal assets of employees or those dealing on behalf of Tennant.

This policy applies to all of Tennant's employees, officers, directors, suppliers, distributors, contractors, and anyone else associated with the Company. In your capacity as a representative of Tennant, you may not promise or make such payments to public officials acting on behalf of a government, agency, department, or state-owned business, to political parties or candidates for political office, or to persons acting on behalf of a private party, or to their agents, employees, or representatives. You should report any violations or solicitations to violate this policy to the Legal Department or the Ethics Hotline.



# FACILITATION PAYMENTS

In some countries it is customary to provide small “facilitation payments” to public officials for proper performance of official “ministerial” duties. Examples of such duties include clearing shipments through customs, placing transoceanic telephone calls, or securing required permits. These payments are not allowed unless ALL of the following conditions are met:

- It is truly a “facilitating payment,” NOT a payment to obtain business
- The requesting party has performed a real service
- The payment is customary in the relevant country
- The written laws of the relevant country permit or require the payment
- The requesting party provides Tennant an accurate invoice
- The payment is properly documented in Tennant records
- The appropriate General Manager has given prior approval
- The Legal Department has given prior written approval

## Q&A

### FACILITATION PAYMENTS

**Q:** *Tennant is entering a new country and I am applying for a license to do business there. The Licensing Minister has requested that I buy him dinner and give him a cash payment equivalent to US \$100 in addition to the scheduled licensing fee. He says this is required of all licensing applicants. I heard that this could be considered to be a “facilitation” payment. Can I pay this?*

**A:** *It is imperative that you consult with the Legal Department before you provide facilitation payments or offer hospitality in any country.*

# HOSPITALITY

In promoting products or performing contracts for government agencies, in some companies it has been a common business practice to provide for travel, lodging, and other expenses that government officials incur. These payments are not allowed unless ALL of the following conditions are met:

- The payment is allowed under local law
- The payment is nominal in amount
- The expense is directly related to the product promotion or government contract
- The payment is submitted for reimbursement through Tennant's Travel and Expense Reimbursement Policy and properly documented in Tennant records
- The appropriate General Manager has given prior approval
- The Legal Department has given prior written approval

## RESOURCES

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***Tennant Global Policy: Foreign Corrupt Practices Act and Anti-Bribery Laws***  
***Tennant Company Import Compliance Manual***  
***Guidelines for Hosting Government Visitors***  
***Lay-Person's Guide to FCPA (U.S. Dept. of Justice)***  
***Legal Department***

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In 2010 a new Anti-Bribery Act was passed into law in the UK with far-reaching implications for any company that does business in the UK, such as Tennant.

Even though you may not be doing business in the UK at the time, certain activities such as facilitation payments and even customary hospitality practices could be in violation of the UK Bribery Act.

# EXPORT & IMPORT REGULATIONS

Tennant regularly imports and exports parts and products across national boundaries. Therefore, it is important that all employees comply with regulations governing international and national trade. Tennant will pay all duties or tariffs owed on imported goods and make sure that all imported and exported products are labeled, classified and valued correctly.

The United States prohibits exports (including re-export through affiliated foreign entities) to certain countries and to individuals and companies known to do business with those countries. We will not export our product to any country subject to a U.S. trade embargo or sell to any entity prohibited by the U.S. government. Before arranging for an item to be exported, we will send the names of all new customers and distributors to Tennant's Import/Export Compliance Officer for verification. We will obtain export licenses when required, such as when sharing sophisticated technology with business partners outside the U.S.

Customs laws require that Tennant keep certain records relating to imports and exports. Be cautious when conducting international transactions to ensure that all documentation is prepared and retained correctly, in accordance with Tennant's Document Retention Schedule.

If you are approached by a government official or other regulator requesting information about Tennant's import, export or other international business practices, do not provide any information. Refer the inquiry to the Company's Import/Export Compliance Officer or the Legal Department.

## RESOURCES

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<http://logistics.tennantco.com/Compliance/default.asp>  
**Import/Export Compliance Officers**  
**Tennant Trade Compliance Policy**  
**Tennant Import Compliance Manual**  
**Document Retention Schedule**  
**Legal Department**

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## TRADE LAWS

As a growing participant in international markets, Tennant will follow the law of the United States, other nations, and international organizations concerning foreign trade. As a Tennant employee, you are expected to follow all governing laws and regulations, and you must always consult with the Legal Department prior to engaging in new international business arrangements.

## TRADE RESTRICTIONS & BOYCOTTS

Tennant will comply with U.S. trade restrictions and anti-boycott laws. We will not participate in boycotts not recognized by the United States. Tennant and all of its subsidiaries are required to promptly report to the U.S. government any requests they receive related to an unrecognized boycott, whether or not the transaction is completed. Boycott requests come in many forms, such as contract terms and conditions, questionnaires, and letters of credit. Tennant will not comply with any such request. Some examples of boycott-related requests are:

- Requests to refrain from doing business in boycotted countries or with blacklisted companies
- Requests to provide information about a person's race, religion, gender, nationality or business relationships
- Requests to discriminate against certain individuals or entities

If you receive a request, whether oral or written, to take actions or provide information that could relate to an unrecognized boycott, do not provide any information. Refer the inquiry to Tennant's Import/Export Compliance officer or the Legal Department.

# ENVIRONMENT

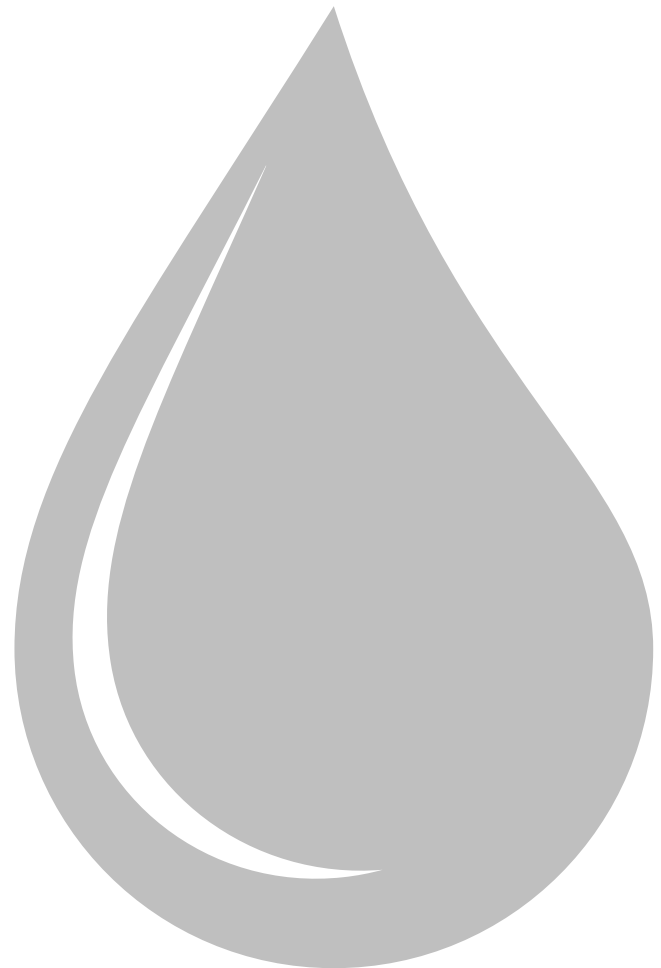
Tennant strives to operate its business in a way that is environmentally friendly and promotes long-term sustainability. In addition to complying with all state and federal environmental laws, Tennant encourages all employees to follow Tennant's lead in actively finding new ways to conserve energy and reduce the use of chemicals and the amount of waste produced.

Some easy examples of how you can take part are:

- Reduce water usage
- Save power by turning off lights
- Recycle whenever possible
- Participate in Tennant's sustainability awareness events

Protection of the environment and the health and safety of our employees, customers and communities from unacceptable risks is a priority for Tennant, and we will consider the environmental impact of our operations when

making business decisions. We strive to conduct our operations in a manner that safeguards health, protects the environment, conserves valuable materials and resources and minimizes risk of asset losses. We are committed to designing, manufacturing, distributing and marketing products and processes to optimize resource utilization and minimize environmental impact.



## MAKING A DIFFERENCE IN OUR COMMUNITIES

Tennant is committed to creating a cleaner, safer, healthier world in which to live, work and play. Through corporate-directed giving and the Tennant Foundation, our Company proudly supports organizations, programs and individuals who share this value and commitment. Some examples of our giving programs include:

- Tennant Employee Scholarship Program
- Volunteer Gift Matching Program
- Employee Gift Matching Program
- United Way
- Equipment Donations
- Operating and Capital Grants

## COMMUNITY & POLITICAL ACTIVITY

You are encouraged to be active in your community. You may also participate in and contribute to partisan political activities and organizations in your individual capacity, and not as a representative of Tennant.





# EMPLOYEE ACKNOWLEDGEMENT STATEMENT

Please complete and return the Acknowledgement Statement below.

Send to:

Tennant Human Resources, MD #31  
701 North Lilac Drive  
Minneapolis, MN 55422

## ACKNOWLEDGEMENT – BUSINESS ETHICS GUIDE

I have received, read, and understood my copy of Tennant Company's Business Ethics Guide. I understand that the policies contained in this Guide represent the policies of Tennant Company. I acknowledge that these policies apply to my actions as an employee, officer, director, or agent of Tennant Company and that my failure to adhere to these guidelines will subject me to discipline or termination of my position or relationship with the Company.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Name (print): \_\_\_\_\_

Position: \_\_\_\_\_

