



NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION VENDOR CODE OF CONDUCT

At NTIC, our company values are Respect, Integrity, Innovation, Stewardship and Excellence. This Vendor Code of Conduct (“Vendor Code”) sets forth the requirements that we expect our Vendors to comply with in order to operate lawfully, ethically and with integrity in every jurisdiction where they conduct business. This Vendor Code applies to all Vendors on a global basis regardless of location of services.

As a leading organization within its industry, NTIC takes pride in setting an example by holding itself to high standards. This includes ensuring that the NTIC’s supply partners and vendors who are essential for doing business embody these beliefs as well.

Supply partners are expected to act with principles of fair business practices, including:

- Providing honest and competitive pricing;
- Acting against corruptive behaviors;
- Handling confidential information for NTIC and competitors with a high degree of awareness to not disclose this information; and
- Acting in full accordance of any non-disclosure agreements.

ANTI-BRIBERY & ANTI-CORRUPTION

NTIC will not tolerate bribery or any form of corruption. All Vendors must comply with all applicable anti-corruption laws and regulations, such as the U.S. Foreign Corrupt Practices Act. Vendors are prohibited from offering or making any improper payments of money or anything of value to domestic or foreign public officials or private sector (commercial) entities or their employees in order to improperly induce or secure any improper advantage. This prohibition applies even in locations where such activity may not violate local law. Vendors are expected to exert due diligence to prevent and detect corruption in all business arrangements including partnerships, joint ventures, offset agreements, and the hiring of intermediaries, such as agents or consultants.

INTERNATIONAL TRADE SANCTIONS LAWS

All Vendors must conduct business in accordance with applicable laws, directives, and regulations related to international trade sanctions laws. This includes laws and regulations related to import and exports, sanctions, and anti-boycott regulations.

ANTITRUST LAWS

Vendors must not fix prices or rig bids or engage in any other form of anti-competitive behavior with their competitors. Vendors may not improperly exchange current, recent, or future pricing information with competitors. The criminal provisions of the antitrust laws prohibit, among other things, any agreement between competitors regarding prices to be charged, competitive bidding, clients to be solicited or geographic areas to be served.

EMPLOYEE HEALTH AND SAFETY LAWS

NTIC is committed to providing a healthy and safe work environment. To that end, Vendors must comply fully with all health and safety laws, rules and regulations. It is the responsibility of all Vendors to prevent accidents by maintaining a safe work environment and following safe work procedures and practices. It is NTIC's policy to forbid the possession and use of illegal drugs by any Vendor while engaged on NTIC business or in the workplace. There is no valid reason ever to be in possession of a weapon or firearm while on NTIC property or at a client's premises.

ENVIRONMENTAL LAWS

NTIC's policy is that Vendors must strictly obey all applicable environmental laws and regulations. Any Vendor who knowingly or negligently violates requirements or prohibitions of such laws, including the stated conditions of approved permits, can be subject to substantial fines and penalties, both civil and criminal.

GIFTS, ENTERTAINMENT & HOSPITALITY

Vendors shall not offer any gifts, entertainment, or hospitality that are or could be perceived as bribes or that could by a reasonable third party be otherwise perceived as intended to improperly influence business decisions. Any gift, entertainment, or hospitality offered or accepted must be permitted by law and regulation, the recipient's organization, and must be reasonable in the ordinary course of business.

ANTI-HUMAN TRAFFICKING AND ANTI-MODERN SLAVERY

NTIC is committed to providing a work environment that treats individuals equitably and humanely and expects the same from its Vendors. Vendors may not use involuntary labor of any kind and must comply with minimum legal age and wage requirements. All workers must be provided a healthy and safe work environment. Vendors shall not destroy, conceal, confiscate, or otherwise deny employees' access to identity or immigration documentation; charge recruitment fees; use recruiting firms that fail to meet local labor laws; provide housing that fails to meet local safety or housing laws; or fail to provide necessary employment documents in a language the employee understands. All Vendors must take steps to ensure that slavery and human trafficking are not taking place as part of their business or supply chains. Vendors are expected to fully comply with all anti-human trafficking and anti-modern slavery laws. NTIC clearly defines its expectations regarding treatment of human rights, child labor, and forced labor

through its Human Rights Policy located on the public website. It is required that all suppliers, vendors, and subcontractors operate in accordance with NTIC standards. Furthermore, it is also required that all local, state, and federal laws regarding human rights, child labor, forced labor, freedom of association and collective bargaining are complied with in order to do business with NTIC.

INSIDER TRADING

All Vendors must comply with insider trading laws. Vendors who have access to, or knowledge of, material nonpublic information from or about NTIC are prohibited from buying, selling or otherwise trading in NTIC's stock or other securities and must comply with NTIC's Insider Trading Policy.

CONFLICTS OF INTEREST

Business decisions should be made in the best interest of NTIC, not motivated by personal interest or gain of the Vendor. Vendors should avoid all conflicts of interest and should not participate in or promote any NTIC transaction, policy, or decision in which the Vendor has a financial interest or a personal interest in the matter. The Vendor should disclose any actual or potential conflicts involving NTIC.

CONFIDENTIALITY

Vendors must maintain the confidentiality of all information entrusted to them by NTIC, NTIC clients, or others with whom NTIC may conduct business, except when disclosure of such information is specifically authorized or required as a matter of law. NTIC's confidential information includes any information that has not been made available to the public that provides insight into its current or anticipated business activities. Confidential customer information includes important nonpublic information entrusted to NTIC by its customers and other firms with which NTIC has business dealings.

WORKPLACE CONDUCT

Vendors must endeavor to deal fairly and in good faith with NTIC's customers, suppliers, competitors, stockholders and employees. No Vendor shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts or any other unfair dealing practices. NTIC's policy is to select, place and work with all Vendors without discrimination based on race, color, national origin, gender, age, religion, disability, veteran's status, actual or perceived sexual orientation, or gender identity or expression, or any other basis protected by law, ordinance or regulation. Equal opportunity is one of NTIC's firmest and most basic beliefs. Further, it is the responsibility of every Vendor to help NTIC provide a work atmosphere free of harassing, abusive, disrespectful, disorderly, disruptive or other nonprofessional conduct. Sexual harassment in any form, verbal or physical, by any Vendor will not be tolerated.

PROTECTION AND PROPER USE OF NTIC ASSETS

All Vendors must protect NTIC's assets and ensure their efficient use for NTIC's business. Such assets include, without limitation, NTIC real property such as computers and other IT equipment, and intellectual property such as NTIC's name, logos, trademarks, patents, copyrights, brands, trade names, trade secrets, confidential information, ideas, plans and strategies. Theft, carelessness and waste by a Vendor has a direct impact on NTIC's profitability. When collecting, transferring and otherwise handling information provided to Vendors by NTIC or its customers, Vendors must always follow the agreed upon information security procedures, and use secure, approved technologies.

BOOKS AND RECORDS

Financial information, Vendor files, and other corporate data should meet a single standard: complete integrity and transparency. Financial data must be complete and current with all assets, funds and liabilities fully and properly recorded. Vendors must create and maintain accurate records, including time and expense reports. All records, regardless of format, made or received as evidence of a business transaction will fully and accurately represent the transaction or event being documented. No record may be altered to conceal or misrepresent the underlying transaction being represented. Vendors are expected to cooperate fully with NTIC's auditors with regard to NTIC engagements and records related to such engagements.

ETHICS PROGRAM EXPECTATIONS

Commensurate with the size and nature of their business, Vendors will have a program in place to support compliance with laws, regulations, and the expectations related to or addressed expressly within this Vendor Code. Vendors must provide their employees with avenues for raising legal or ethical issues or concerns without fear of retaliation and where applicable provide notice of government whistleblower rights.

REPORTING REQUIREMENTS

Violations or suspected violations of this Vendor Code should be reported to your primary NTIC contact, or to NTIC's whistleblowing hotline at (612) 607-7287 to our outside legal counsel.

OTHER VENDOR ISSUES

When there are unexpected issues with quality, quotation, supply availability, data breach, or shipping issues, it is expected that NTIC will be notified as soon as possible to communicate the issue. It is also expected that supply partners will be forthright with a commitment to quality and seek to continually improve all facets of operations, and innovate as much as possible.

As part of NTIC's commitment to ensuring that materials are sourced with ethical integrity, compliance with the Dodd-Frank Act is required where applicable, as well as compliance with NTIC's Conflict Minerals Policy.

Depending on the nature and severity of the violation, the contract with the Vendor may be terminated.

For purposes of this Vendor Code, "Vendor" includes an entity or individual contracted to provide services to, or act on behalf of NTIC. This Vendor Code does not address every action that may be considered unlawful or unethical and it is not a summary of all policies that apply to Vendor activities. Vendors must comply fully with all applicable laws, rules and regulations that govern the services provided by the Vendor to NTIC. If an activity is legal in a local jurisdiction but is in violation of this Vendor Code, the Vendor will meet the standards of this Vendor Code. The Vendor Code is not intended to conflict with or modify the terms and conditions of any existing contract. In the event of a conflict between the terms of a Vendor agreement and this Vendor Code, Vendors will first comply with applicable laws, rules and regulations, then the Vendor agreement, followed by the Vendor Code.