

SUPPLIER REQUIREMENTS MANUAL

February 2024





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1. Introduction

1.1 Scope

Dinex A/S places the highest emphasis on the performance, quality, reliability, and integrity of its products. To achieve this goal, we count on the efforts and contribution of all our internal and external partners. Suppliers play a critical role in this value chain. We expect from our Suppliers highest level of commitment to achieve the performance and quality levels, the same we expect from ourselves. Only in such a way we can both be successful in the market. Across all our legal entities, we are working on making mobility greener, more effective, and more sustainable for future generations. With our products and services, we create value for our business partners and shareholders as well as for our employees, their families and society in general.

In Dinex A/S we constantly pursue operational excellence, cost-management, ethics, and integrity. This manual consists of expectations, requirements, and standards applicable to all current or potential Dinex A/S suppliers globally. All suppliers are required to meet the same standards of business conduct and ethics that every Dinex A/S location and employee follows. The requirements as detailed in this manual define basic requirements and are supplemental to specific requirements as communicated by Dinex A/S.



Our mission:
**“Cleaner than the
air you breathe.”**

Torben Dinesen,
CEO of Dinex.

1.2 Background

Dinex A/S is a leading and rapidly growing exhaust and emission system company with a global footprint. Our forefront technology, complete product range, manufacturing capabilities and strong supply chain set-up make us a preferred independent one-stop partner for our customers throughout the entire exhaust system life cycle. Dinex A/S is present both in the Aftermarket and in OEM segments as Tier-One supplier to OEM’s of trucks, buses, and heavy-duty vehicles. With manufacturing locations in Latvia, Turkey, USA, China, India and multiple sales offices and local warehouses we aim to be one-stop local solution partner for our customers.



1.3 Organization philosophy

Dinex A/S aims to supply its customers with the highest quality, most cost-competitive products available in the market. To support this, our organizational philosophy is to develop and maintain relationships with Suppliers who can best demonstrate their commitment to these goals through consistent scheduled delivery of zero PPM products, at competitive prices. Suppliers shall be technologically skilled and financially strong in supporting our development needs for current and future products.

Dinex A/S suppliers can be involved in the early stage of new product development, to ensure we have robust designs and processes capable of meeting our goals. To be considered as a Dinex A/S supplier, companies shall be willing to share information on their financial situation and full cost transparency with our purchasing department.

7-step sourcing strategy is used at Dinex A/S where sourcing supplier selection criteria are based on competitive pricing, quality assurance, delivery performance, service, and total cost of ownership. 7-step sourcing philosophy will include development of long-term relationships with suppliers to achieve productivity improvements, to reduce costs on a continuous basis.

Suppliers are expected to maintain quality systems and processes to provide zero PPM components eliminating the need for incoming inspection. Cost reduction through elimination of waste, inspection, inventory, and reduced warranty claims are primary objectives.

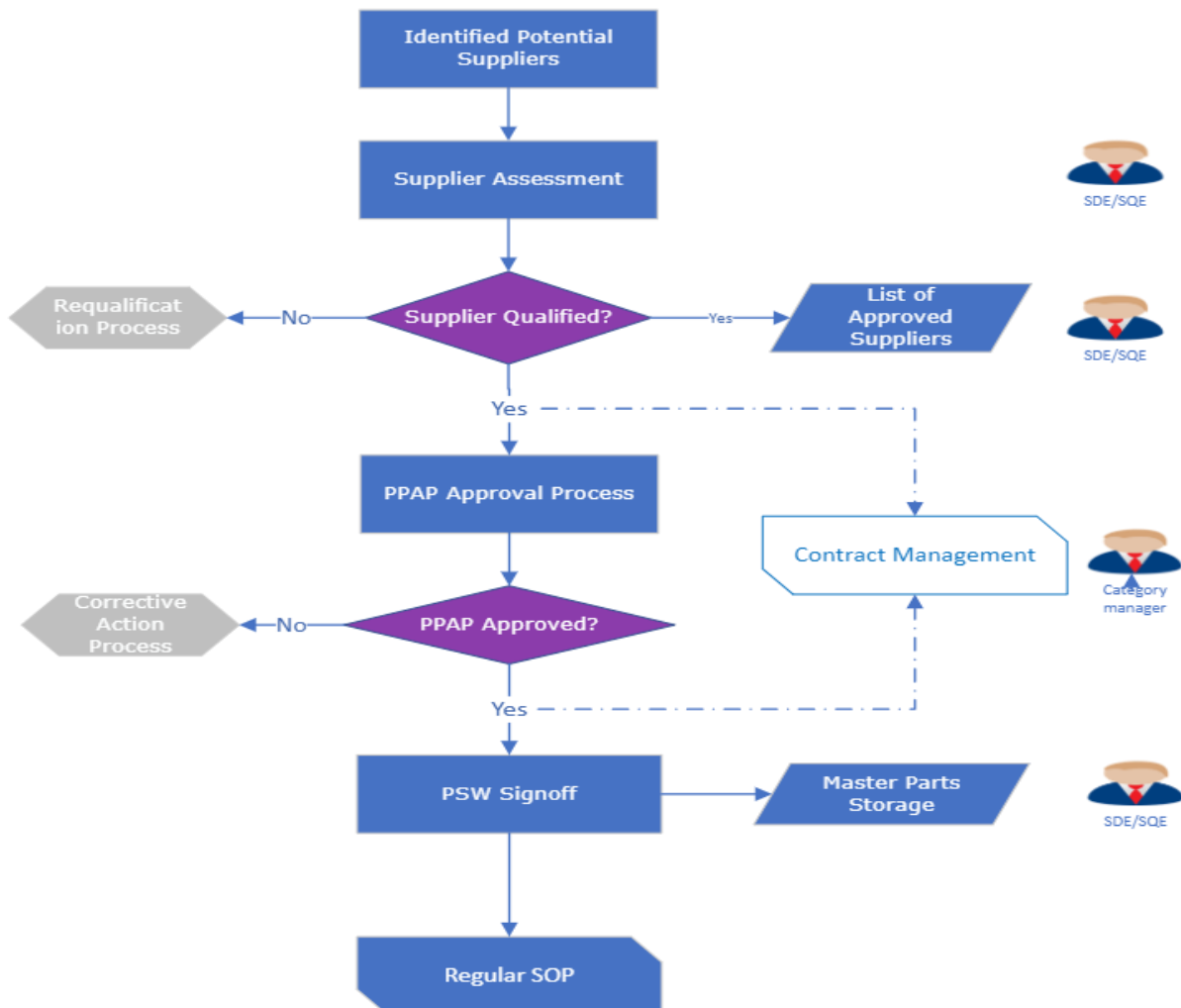




2. Supplier Onboarding Process

Supplier Onboarding/Approval Process is the part of 7-step Sourcing Strategy as per Dinex Procurement Process House which comes in place after identifying potential suppliers for raw materials or parts required for production.

Supplier Onboarding/Approval Process is the process of selecting the right suppliers for Raw materials/Parts. Once identified the potential suppliers, Dinex has a set of processes to onboard new suppliers and new raw materials/parts from existing suppliers. Supplier Assessment and PPAP are the two sub-processes available in this process, and supplier who meet these processes criteria will be considered for Contract agreement.



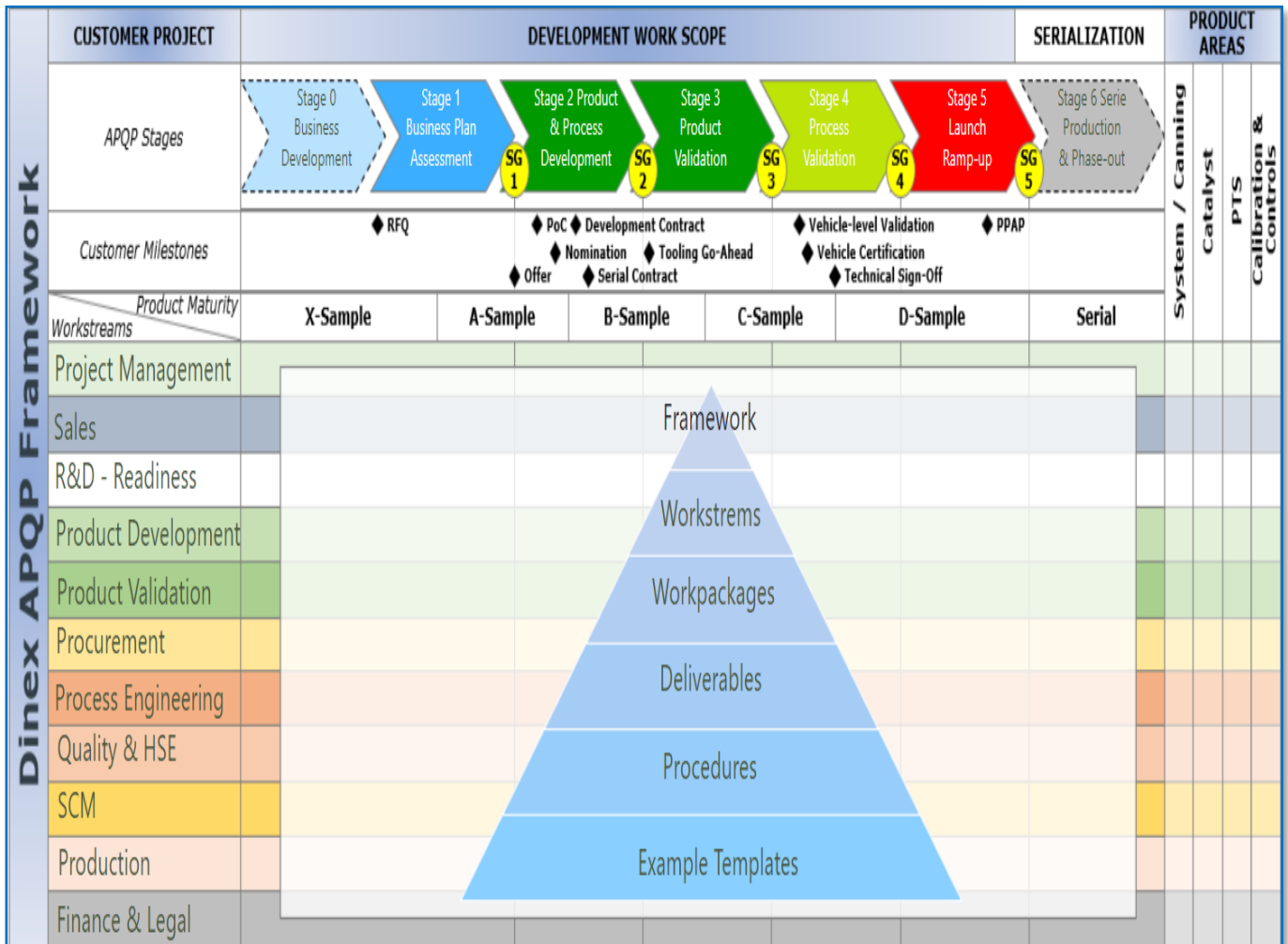


3. Supplier PPAP Manual

3.1. Foreword

Dinex' supplier development has launched this Production Part Approval Process (PPAP) manual for their own suppliers. PPAP is used to approve new or revised products, processes, or components. All the supplier parts or materials shall undergo this PPAP approval process. PPAP confirms that the supplier understands the design specifications and has a process capable of producing product to meet these requirements, during an actual production run, at the quoted production rate. It is an industry requirement for all automotive suppliers, PPAP is being expanded to cover all suppliers.

Dinex APQP Framework





3.2 Purpose

It's evidence that all customer engineering design records and specification requirements are properly understood by the supplier and that the manufacturing process has the capability to produce consistently meeting these requirements during an actual production run at the quoted production rate. Suppliers may be requested for PPAP submission based on the following but not limited to:

- New Part/Product or New Tool
- Engineering Changes to design records,
- Tooling Transfer, Replacement, Refurbishment
- Correction of Discrepancy
- Material change
- Sub-supplier change
- Change in Part Processing
- Material Source Change
- Supplier Manufacturing location change

3.3 Supplier Change Request (SCR) Instructions

Whenever Supplier has a plan to change a part, process, tooling, or even specification, Dinex approval is required prior to initiating such activity. The SCR is used for initiating all supplier changes and must be pre-approved by Dinex SDE/SQE before any changes can proceed. Failure may lead to affect customer quality and therefore future business opportunities. The SCR is applicable for changes that are permanent and temporary changes.

PPAP approval is needed minimum 2 weeks before the change or more as Dinex has requirement to get permission from OEMs on the next Tier.

3.4 PPAP Scope

IATF 16949:2016 Clause 8.3.4.4 Product approval process states that a supplier to an automotive customer must conform to a product and manufacturing process approval procedure recognized by the customer. The same approval procedure must also be applied to its own suppliers.

PPAP includes Internal & external suppliers of Bulk (when requested by the customer) and Production Materials, including service parts and Standard catalogue production or service parts, unless formally waived by the customer. Dinex PPAP is not applicable for Service procurements. Supplier shall follow either standard or bulk PPAP as per their supplying material nature.



3.5 Dinex Categories

Category	PPAP Requirement
Steel	Not Applicable
Metal Components	Regular PPAP
PTS investment and Tooling	Regular PPAP
PGM	Bulk PPAP applicable
Substrates	Regular PPAP
Chemicals	Bulk PPAP applicable
Auxiliaries	Regular PPAP
Insulation	Regular PPAP
Electronics	Regular PPAP
IPO	Not Applicable
Freight	Not Applicable
ATS Machines and Tooling	Upon SDE Request
Services	Not Applicable

3.6 Supplier instructions

Supplier shall follow below instructions during PPAP approval from Dinex.

3.6.1 Minimum Number of PPAP parts

- a) Metal components & substrates- With significant production run from 1 hour to 8 hours with minimum 300 consecutive Parts or otherwise Specified by Dinex SDE
- b) Chemical- Min PPAP PO quantity or otherwise specified by Dinex SDE
- c) Other categories- as specified by Dinex SDE

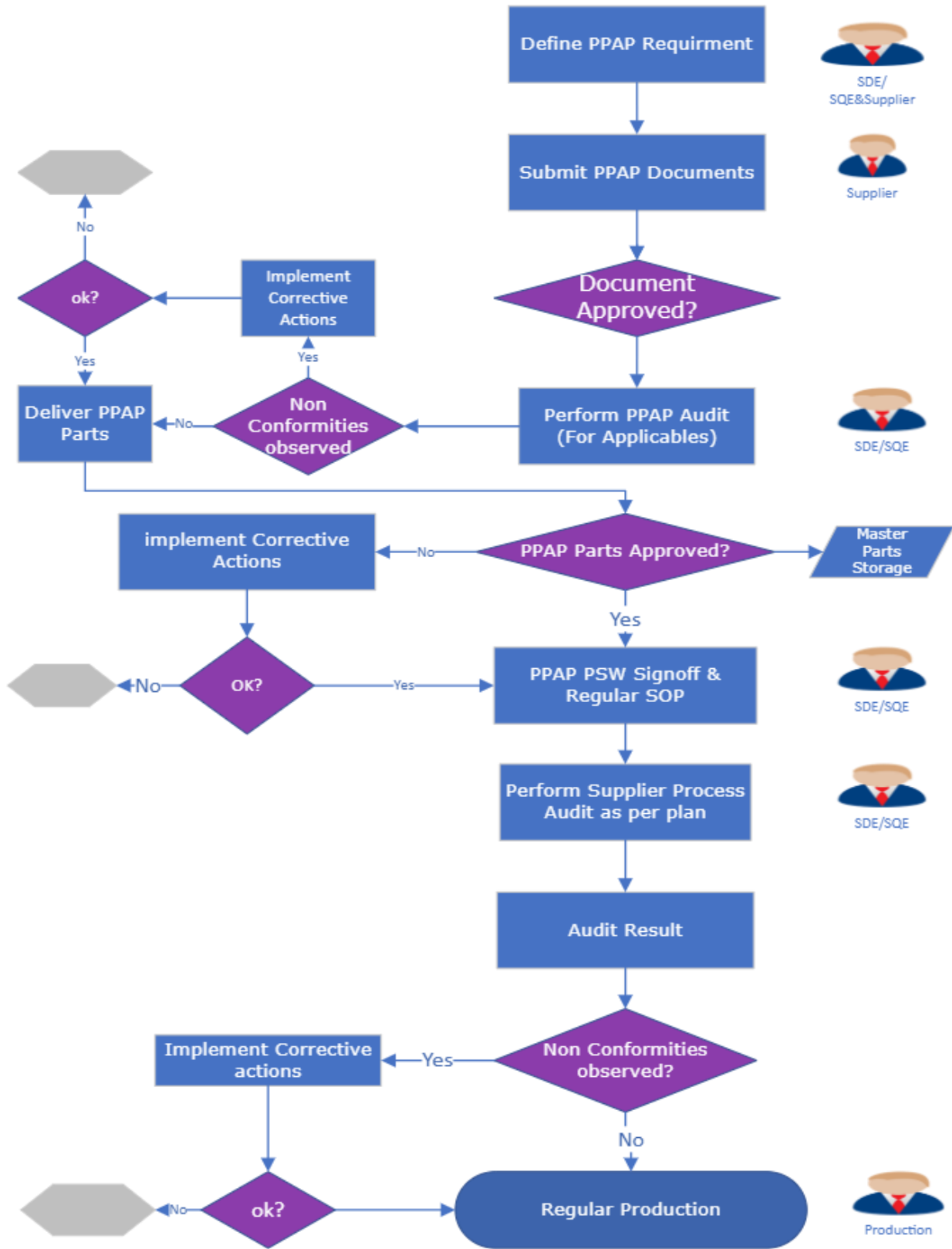
3.6.2 DINEX Supplier Qualification Stages

Below are the stages of supplier qualification process, supplier can verify themselves the present position and the time to start intended PPAP process.





3.6.3 Dinex PPAP Flow





3.7 Supplier Part Approval Process

3.7.1 Receiving of PPAP intimation.

- a) At the initial stage of supplier qualification, Dinex confirms Self-assessment, Supplier self-declaration, NDA signoff, drawing and feasibility with suppliers.
- b) As the next step, Dinex requests Proto-parts/Proto-samples from suppliers for technology evaluation.
- c) Once Technology evaluation approved; GPA will be signed off with suppliers by category team. If the technology evaluation fails, communication will be sent to supplier for taking further decisions.
- d) Dinex will intimate PPAP order through first bulk order PO, or mail or direct call communication. However, Supplier need to consider first order as PPAP batch as default.
- e) Above said sequence may change based on requirement.

3.7.2 Supplier PPAP Submission

- a) Suppliers need to take the first batch as PPAP batch as default. Level of submission to be followed as given in Clause 6.1 or otherwise specified by SDE.
- b) Supplier should start manufacturing first order from Dinex which compliance with PPAP requirement with minimum number of parts/Bulks given in clause 7.2
- c) Supplier shall notify Dinex regarding submission level for mutual agreement.
- d) Suppliers need to arrange all relevant PPAP documents, with signed PSW according to submission levels,
- e) Suppliers need to fill in the Checklist according to submission of documents. Submit checklist, PPAP documents and signed PSW to Dinex SDE/SQE once manufactured parts dispatched from manufacturing location.
- f) Dinex will conduct onsite PPAP audit (Process audit) at supplier end to verify process against document submitted. PPAP audit is not applicable for Chemical and PGM categories but conducted upon requirement.

3.7.3 PPAP Approval

- a) Dinex SDE/SQE verifies PPAP documents, received parts and audit outcomes. Based on these verifications, Dinex approve PPAP batch by signing off the PSW. Dinex would store those documents for future reference.
- b) In case of PPAP rejection, Rejected PSW will be issued to supplier for further actions, and it will clarify by Category and SDE/SQE team.
- c) Supplier can consider PPAP approval as ticket for serial production.
- d) Supplier may need to Re-PPAP in the case of PPAP rejection defined by SDE/SQE.
- e) Supplier shall initiate PPAP again if any changes during lifecycle according to the clause 2.0



3.8 Dinex PPAP Submission notification

Dinex requires different levels of documents submitted for PPAP approval. This is referred to as Submission Level.

The Standard Submission level for Dinex required is Level-3. Suppliers should follow the same or otherwise specified by Dinex SDE. Submission level may change by Dinex SDE based on requirements. Re-submission may also be required based upon SDE request.

3.9 PPAP Submission Levels

The PPAP submission requirements are divided into five classifications or levels, as follows.

Table:1.0

Level 1	Part Submission Warrant only	
Level 2	Part Submission Warrant with product samples and limiting supporting data.	
Level 3	Part Submission Warrant with product samples and complete supporting data.	Default Submission level
Level 4	Part Submission Warrant and other requirements as defined by the customer	
Level 5	Part Submission Warrant with product samples and complete supporting data available for review at the supplier’s manufacturing location	

3.9.1 PPAP Documents Submission and Retention Requirements

PPAP submission and Retention Requirement Table.					
Requirements	Level-1	Level-2	Level-3	Level-4	Level-5
1.Design Records	R	S	S	*	R
• For Proprietary components/details	R	R	R	*	R
• For all other components/details	R	S	S	*	R
2. Engineering Change Documents	R	S	S	*	R
3.Customer Engineering Approval	R	R	S	*	R
4.Design FMEA	R	R	S	*	R
5.Process FMEA	R	R	S	*	R
6.Process Flow Diagram (PFD)	R	R	S	*	R
7.Control Plan (CP)	R	R	S	*	R
8.Measurement system analysis (MSA)	R	R	S	*	R
9.Dimensional Results	R	S	S	*	R
10.Material, Performance test results	R	S	S	*	R



11.Initial Process Studies	R	R	S	*	R
12.Qualified Laboratory Documentation	R	S	S	*	R
13.Appearance Approval Report	S	S	S	*	R
14.Sample Report	R	S	S	*	R
15.Master Sample	R	R	R	*	R
16.Checking Aids	R	R	R	*	R
17.Record of Compliance with Customer Specific Requirements	R	R	S	*	R
18.Part Submission Warrant	S	S	S	*	R
19.Packaging Standard	S	S	S	*	R
20.Part/Bulk material Checklist	S	S	S	*	R

- S= Supplier must submit to the customer and retain a copy of records or documented items at appropriate locations
- R= Supplier must retain at appropriate locations make available to the customer upon request
- *=Organization must retain at appropriate location and submit to customer upon request

3.10 PPAP 18 Elements

3.10.1 Design Records

Design Documentation shall include both a copy of Dinex and supplier drawings. The documentation should also include a copy of the purchase order. In some cases, the supplier is required to supply documentation of material composition

- The purchase order is used to confirm that the part is being ordered and that is at correct revision level
- The design engineer responsible for verifying both the drawings matches and all critical/ key characteristics have been identified
- Material composition information is required to supply evidence that the material used manufacture the parts meet the customer specific requirements.

3.10.2 Engineering Change Documentation

If the PPAP is required due to a request for change to a part or product, the documentation requesting and approving the change must be included in the PPAP package. This documentation usually consists of a copy of the Engineering Change Notice (ECN), which must be approved by Dinex engineering department.

3.10.3 Customer Engineering Approval

When required as part of the PPAP, the supplier must provide evidence of approval by the Dinex engineering department/SDE/SQE

- If required, pre-PPAP samples may order by Dinex for onsite testing. The samples must be production intent and ship with a waiver so that testing



can be done. When testing is complete, the test engineer will provide an approval form to include in PPAP submission.

- Note: Copy of "Temporary Deviation" is normally required to submit parts to the customer prior to a PPAP approval

3.10.4 Design Failure Mode and Effects Analysis (DFMEA)

Design Failure Mode and Effects Analysis (DFMEA) is a cross-functional activity that examines design risk by exploring the possible failure modes and their effects on the product or customer and their probability of occurrence. This failure mode includes

- Product Malfunctions
- Reduced performance and product life
- Safety and regulatory issues

DFMEA is a living document that should be reviewed and updated throughout product life cycle

3.10.5 Process Flow Diagram

The process flow diagram outlines the entire process for assembling the component or final assembly in graphical manner. The process flow includes incoming material, assembly, test, reworking and shipping.

3.10.6 Process Failure modes and Effects Analysis

Process failure modes and effect analysis (PFMEA) reviews all the steps in the production process to identify any potential process quality risk and their documented controls. The PFMEA is also a living document and should be updated periodically even after the product and process are stable. Suppliers need to follow AIAG latest edition for PFMEA.

3.10.7 Control Plan

The control plan is output from the PFMEA. The control plan lists all product special characteristics and inspection methods required to deliver products that continually meet the customer quality requirements.

3.10.8 Measurement System Analysis Studies

Measurement system analysis studies (MSA) will include gage repeatability and reproducibility (GR&R) studies on measurement equipment used during assembly or quality control checks. Calibration records of all gauges and measurement equipment must be included.

3.10.9 Dimensional Results

The dimensional layout of sample parts is required to validate the product meet the print specifications. The samples randomly selected from a significant production run are usually at least 30 pieces. Each dimension on the drawing is measured on the final assembly to make sure that it falls within the specification. The results are recorded in the spreadsheet and included within the PPAP submission



Supplier needs to perform layout inspection, min 5 samples, along with Ballon Drawing for PPAP approval.

Dimensional results not required for Chemical/PGM categories which comes under Bulk PPAP

3.10.10 Record of Material/ Performance tests

This element should contain a copy of the Design verification plan and report (DVP&R). The DVP&R is a summary of every validation test performed on the part. It should list each test performed, a description of how the test was performed and the results of each test.

This section may also include copies of all the certification documents for all material (steel, plastic, etc.) listed on the prints. The material certification shall show compliance to the specific call on the print.

3.10.11 Initial Process studies

Initial process studies should be done on all production processes and will include Statistical process control (SPC) charts on the critical characteristics of the product. These studies demonstrate that the critical processes are stable, demonstrate normal variation and are running near the intended nominal value.

CpK/Ppk target of ≥ 1.67 for sample production run. Long term production target for Ppk ≥ 1.33 unless Dinex will forward other customer requirements.

3.10.12 Qualified laboratory documentation

Qualified laboratory documentation consists of the industry certifications for any lab that was involved in completing validation testing. This could be for an in-house test lab or any offsite contracted test facilities that were used for validation or material certification testing.

Using external laboratory must either have accreditation by ISO17025 for measurement method or local similar accreditation. If neither exists permission from Dinex to use the laboratory must be obtained in writing.

For Chemical, PGM and Substrate categories lab should be a scope of their QMS certification.

3.10.13 Appearance Approval Report

The Appearance Approval Report (AAR) is applicable for components affecting appearance only. This report verifies that the customer has inspected the final product and it meets all the required appearance specifications for the design. The appearance requirements could include information regarding the color, textures etc.,

3.10.14 Sample Production Parts

Sample production parts are sent to the customer for approval and are typically stored at the customer or supplier's site after the product development is complete. A picture of the production parts is usually included in the PPAP



documentation along with documentation regarding the location that the parts are being stored.

3.10.15 Master Sample

A master sample is a final sample of the product that is inspected and signed off by the customer. The master sample part is used to train operators and serves as a benchmark for comparison to standard production parts if any part quality questions arise.

3.10.16 Checking Aids

This is a detailed list of checking aids used by production. It should include all tools used to inspect, test or measure parts during the assembly process. This list should describe the tool and have calibration schedule for the tool. Checking aids may include check fixtures, contour, variable and attribute gages, models, or templates. MSA may be required for all checking aids based on customer requirements.

3.10.17 Customer Specific Requirements

Customer specific requirements (CSR), this element of the submission package is where any special customer requirements are contained. Any potential OEM customer requirements that Dinex will forward to supplier in supply chain must be read as Dinex requirements. For bulk materials, the customer specific requirements shall be recorded on the "Bulk material Requirements checklist"

3.10.18 Parts Submission Warrant (PSW)

The Part submission warrant (PSW) form is a summary of the entire PPAP submission. A PSW is required for each part number unless otherwise stated by the customer. The PSW includes:

- The reason for submission (design change, annual re-validation, etc.)
- The level of documents submitted to the customer
- Declaration of part conformity to customer requirements
- A section provided for any required explanation or comments
- Supplier authorized person signature along with contact information
- An area for the customer to indicate disposition of the PPAP.

Supplier should refer to; AIAG Fourth Edition of PPAP manual for further Clarification and Formats for 18 elements to be submitted.

3.11 PPAP Approval Status

PPAP would be approved by either Dinex Regional Supplier Quality Engineer or Dinex Global Supplier Development Engineer. Guidelines for PPAP approval:

- Supplier Annual Spend below €50,000 to be approved by Regional Supplier Quality Engineer.
- Supplier Annual Spend above €50,000 to be approved by Global Supplier Development Engineer.

Note: Spend to be calculated based on one year forecast.



Approved indicates that the part or material, including all sub-components, meets all dinex requirements. Supplier is thereof authorized to ship the production quantities of the product, subject to release from the dinex scheduling activity.

Interim Approval permits the shipment of material for production for limited time or piece quantity basis. Interim approval will be granted only on clearly defined non-compliances preventing approval and prepared an action plan agreed upon by dinex. PPAP resubmission is required to obtain a status of "approved".

Material covered by an interim approval that fails to meet the agreed-upon action plan, either by the expiration date or the shipment of the authorized quantity will be rejected. No additional shipments are authorized unless an extension of the interim approval is granted.

For bulk material, the organization shall use the "Bulk Material Interim Approval" form, or its equivalent.

Rejected means that the PPAP submission does not meet the dinex requirements, based on the production lot from which it was taken and/or accompanying documentation. In such cases, the submission and/or process, as appropriate, shall be corrected to meet dinex requirements. The submission shall be approved before production quantities may be shipped.

3.12 Document Retention

Supplier shall retain all the PPAP related documents for a minimum of 15 years.

3.13 IMDS Requirements

The International Material Data System (IMDS) is a global data repository that contains information on materials used by the automotive industry. Several leading auto manufacturers use the IMDS to maintain data for various reporting requirements. Dinex as a default does not require IMDS submission for each part before or after PPAP approval but it shall be provided to Dinex upon request.

3.14 Special characteristics

Supplier obliged to apply the requirements of standard IATF16949 relating to the special characteristics. It includes the following requirements:

- apply the special characteristics as they are sent to supplier,
- identify the special characteristics in its internal documentation,
- ensure compliance of product with special characteristics, and being able to demonstrate it,
- consider and ensure compliance with special requirements provided by the customer,



- apply a change impacting a product with special characteristics only after obtaining approval,
- alert the customer in case of detection of sending a non-conforming product.

Supplier should refer to AIAG Fourth Edition of PPAP manual for further Clarification and Formats for 18 elements to be submitted.



4. Purchasing

4.1 Philosophy

Dinex strives to supply its Customers with highest quality, most cost-competitive products available in the industry. In support of this objective, our organizational philosophy is to develop and maintain relationships with suppliers who best demonstrate their commitment to these goals through consistent scheduled delivery of defect-free products, at competitive prices. Dinex suppliers shall be technologically competent and financially capable of supporting our development needs for current and future products.

To be considered as a Dinex supplier, companies shall be willing to share information on their financial situation with our purchasing department.

Sourcing decisions are based on competitive pricing, quality assurance, supply, and delivery performance. This philosophy will include the development of long-term relationships with suppliers to achieve productivity improvements, to reduce costs on a continuous basis. Suppliers are expected to be IATF 16949 certified or strive to be one.

4.2 Prices

To effectively manage cost control programs and our pricing policy, it is necessary for Dinex to clearly understand the detailed cost breakdown of purchased materials. Suppliers are expected to offer suggestions for annual productivity



improvements. It might include substituted products, alternative materials, or process improvements. The policy of Dinex is to favor cost effective suppliers showing full cost transparency on cost break down template, by rewarding them with increased level of business whenever possible. Any process or material changes shall comply with the Dinex process and refer to the PPAP approval process.

4.3 Payment terms

Payment terms are as indicated in the applicable purchasing documents and earlier agreed between the parties. The payable date will be based on the date of receipt of the goods in Dinex warehouse, not on the invoice date. The minimum payment term is expected to be at the level of 90-day end of month and to be increased 7 days every year. Payment terms are considered as one of key supplier selection criteria's.

4.4 General Terms of Purchase

Unless otherwise explicitly agreed in writing by Dinex, the "Dinex General terms and conditions of purchase" available at www.dinex.net/policies/procurement-policy, become an integral part of the order once it is accepted. Any conditions of sale enclosed with Supplier's offer, or Supplier's confirmation of an order, do not apply even if Dinex does not expressly object to them.

4.6 Confidentiality

All information that Dinex discloses to its Suppliers, orally or in writing, shall be considered as confidential and proprietary information of Dinex and shall not be disclosed by the receiving Party to any third party without Dinex's prior written consent. Dinex and Suppliers shall sign the non-disclosure agreement based on Dinex's template.

4.7 Business Review Meetings

To ensure that the collective resources of Dinex and its Suppliers are effectively planned and utilized, Dinex will invite Suppliers to participate in Business Review Meetings. Dinex will share information on the current state and direction of our business, discuss specific supplier scorecards and communicate all other known plans. This shall allow Suppliers to best plan and utilize resources to supply Dinex with the highest quality, best cost products and services.



5. Supplier Performance

5.1 Supplier Scorecard

Supplier Scorecard is done each quarter of the year for all the suppliers who delivered to Dinex in the given period. Main purpose of the evaluation is to objectively measure and compare Suppliers as well as improve their process and product manufacturing capabilities. Evaluation is done on the Scorecard sheet by the local Dinex Purchasing team. Scorecard is broken down into 3 major segments: Quality, Logistics and Commercial. Base for the measurement are the evaluation criteria where a total of 100% can be achieved. Supplier classifications to A, B, C are announced to suppliers when necessary.



5.1.1 Criteria:

1. Quality	
1.1. PPM – defective rate showing how many defective parts have been identified in a million. Example, if you had 4x pieces defective in a shipment of 1 000 pieces. $4/1\ 000 = 0,004$. $0,004 \times 1\ 000\ 000 = 4\ 000$ PPM (0,4% defective rate). Result is based on the XAL report. = 0 – 3 points < 5 000 – 2 points > 5 000 – 1 point	1.2. QMS – assess what set of policies, processes and procedures is executed on the Suppliers end. IATF 16949 – 3 points ISO 9001 + other – 2 points ISO 9001 – 1 point Non – 0,5 point
2. Logistics	
2.1. OTD – on time delivery. Measure the amount of goods delivered to Dinex on time. The result is based on ERP report. OTD tolerance -3 +3 days. >=98 – 3 points <98 – 2 points <=90 – 1 point	2.2. Premium Freight occurrence – number of events when additional charges have been paid either by Dinex or Supplier for transportation to meet a required delivery date. 0 – 3 points 1-2 – 2 points >2 – 1 point
2.3. Premium Freight costs – additional charges shown in EUR currency that have been paid either by Dinex or Supplier for transportation to meet a required delivery date. 0 EUR – 3 points < 500 EUR – 2 points > 500 EUR – 1 point	2.4. Incoterms – delivery condition offered by Supplier DAP, DDP – 3 points CPT, CIP, FOB, CFR, CIF – 2 points EXW, FCA, FAS – 1 point
2.5. MOQ – minimum order quantity per delivery covers < 2 weeks of production – 3 points covers < 4 weeks of production – 2 points covers > 4 weeks of production – 1 point	
3. Commercial	
3.1. PT – payment terms >= 91 days – 3 points 61-90 days – 2 points < 60 days – 1 point	3.2. LT – lead time for regular orders < 2 week – 3 points < 4 weeks – 2 points > 4 weeks – 1 point
3.3. Stock keeping consignment stock – 3 points safety stock – 2 points non – 1 point	3.4. Price competitiveness good (best offer) – 3 points average (average level) – 2 points poor (below average level) – 1 point
3.5. Flexibility & response time good (full response > 1 working day) – 3 points average (full response < 1 working day) – 2 points poor (response after reminder) – 1 point	3.6. Technical support & warranty service good (up to 48h for action plan, correction < 7 working days) – 3 points average (more than 48h for action plan, correction > 21 working days) – 2 points poor (reaction after reminders) – 1 point



5.1.2 Classification:

Points are assigned based on the performance or result achieved by the supplier. Points are multiplied by significance ratio (%). After summing the score up Supplier is classified to A, B or C level.

A – Supplier with $\geq 90\%$ score is preferred Supplier and considered for new projects.

B – Suppliers with $\geq 70\%$ score is acceptable

C – Suppliers with $< 70\%$ score shall be reviewed and avoided during supplier selection for new projects.

Scorecard score	Supplier classification
$\geq 90\%$	A
$\geq 70\%$	B
$< 70\%$	C

5.3 Supplier Development

Dinex will support Suppliers to work on improving their own competitiveness through VA/VE (value added/value engineering). The scope of VA/VE process is to work with both, internal organization, and Suppliers, with the aim to improve the competitiveness of products by:

- Proposing internal product cost optimization with a team dedicated to product value optimization with support of Supplier.
- Supporting Suppliers to propose to Dinex their ideas to contribute to cost optimization.
- Improving the Supplier competitiveness, through Lean Manufacturing approach.
- Joint Internal/External productivity on total value-chain improvement.

The approach is to implement a state of mind, the spirit to produce not only excellent product and process, but also have ability to constantly improve the production system and its processes ultimately to improve the cost side of the final product.



Supplier Development Process

Objective: Support already approved Suppliers to close the gap to Dinex requirements and facilitate future mutual growth through continues improvement.

going the extra mile



Supplier Development Process is an integral part of consistent category strategy. It is the process of working with certain supplier on one-to-one basis to improve their performance for the mutual benefit.

FLOW CHART	ACTIVITIES	R	A	S	I
	Procurement identify sound reasons for embarking supplier development process like: <ul style="list-style-type: none"> ✓ Improving Supplier Performance ✓ Reducing Costs ✓ Resolving serious quality issue ✓ Improving business alignment ✓ Developing new product or service ✓ Other Identification tools: Scorecard, Supplier Evaluation, Segmentation, Marketbenchmark, Priority List, Category Strategy	GCM	GPD		PC
	<ul style="list-style-type: none"> ✓ Identify opportunities, ✓ Benchmark the market (Dinex) ✓ Evaluate probability of development ✓ Analyse key-metrics to improve 	GCM		SP	
	Supplier Development L3 Project Charter to be created.	GSQDE	GCM	SP	
	Meeting with Supplier's Management is organized to schedule detailed action plan with milestones. Supplier is expected to send action or project plan in advance based on previous corrective action requests, meeting arrangements and/or Scorecard results. Documents to be reviewed at Dinex by GCM and GSQDE with support of relevant experts. Resource are to be identified and commitment from Supplier needed.	GSQDE		GCM	

FLOW CHART	ACTIVITIES	R	A	C	I
	Based on agreed action plan, need for resources is agreed by Procurement Committee. Local Supply Chain and Purchasing resources to be aligned.	GCM		GSQDE	
	If no specific resources from Dinex are needed, then the action plan execution and performance indicators are monitored by GCM or Local Buyer.	GCM	SP	GSQDE	
	GPD/PC/GCM assigning GSQDE for a specific Supplier Development Process.	GCM		GSQDE	
	Confirmation to Supplier about Supplier Development Process kick-off with dedicated resources.	GCM		GSQDE	SP
	GSQDE responsible for the implementation and monitoring of the performance indicators. Tools to be used: <ul style="list-style-type: none"> ✓ Root cause analysis ✓ Tactical Implementation Plan ✓ Continues improvement: PDCA ✓ Other 	GSQDE	SP	GCM	QM
	Results and conclusions of the process to be evaluated to close the action plan.	GSQDE	GCM	SP	QM
	Depending on the final evaluation results, GCM to recommend and PC to decide on further Supplier's status or the possible continuation of the action plan. Leverage to be used during negotiation accordingly.	GCM		GSQDE	GPD,PC



5.3 Cost of Poor Quality

Costs associated with Cost of Poor Quality (COPQ), or delivery issues may be debited to Dinex. These may include but are not limited to the following:

- Material rejection charges – costs associated with non-conforming material or a delivery issue where charge back is identified, e.g., customs declaration correction
- Incidental charges associated with the non-conformance, such as sorting, rework, finished goods, customer returns and investigation resources.
- Additional costs for Dinex assembly line downtime to cover unabsorbed overhead or capacity loss.

Settlement of extraordinary costs shall be addressed on a case-by-case basis. Such charges may include, but are not limited to administrative fee, line down fee, sorting fee, investigation fee, RE-PPAP fee.

5.4 Supplier phase-out

Supplier phase-out will be initiated when supplier performance was consistently insufficient despite development programs initiated by Dinex or in case legal or ethical deviation has been identified. Phase-out program will be presented by Dinex based on Supplier deliveries criticality and assure smooth transition without affecting the customer delivery.

6. Engineering requirements

6.1. Deviation approval

Any deviations from original approved drawings or specification requires Dinex engineering approval in writing. Suppliers should follow the deviation process. Capability studies are required for requested deviations with a 125 pc including a 6 pc layout study from items listed on the deviation.

6.2 Deviation Process

Dinex requires adherence to Dinex formal deviation procedure when the following situations occurs:

- Dinex production schedules require shipment of new/revised materials prior to Production Part Approval Process (PPAP); or
- Suppliers discover any type of non-conformance in product, which is urgently needed to meet the Dinex production plan.

In either situation, the supplier shall obtain prior written approval from Dinex before making shipments. The acceptance of a deviation request will be dependent on the nature and extent of the non-conformance and will not be effective unless authorized in writing to the supplier by Dinex.

When a deviation request is required, the supplier shall notify the Dinex of the



situation with following details:

- Stated requirement Supplier is not able to meet?
- What is the deviation request for? How many parts are affected? What is the length of time the deviation is required?

When approval is received, the Dinex buyer shall notify the Supplier that the deviation has been approved. The supplier shall include a copy of approval with the shipment of parts to the Dinex factory.

Supplier shall clearly mark that the delivered batch is according to the deviation approval. Failure to follow this procedure will result in a material rejection report and reflect on the supplier's scorecard.

7. Tools

7.1. Tool's policy

Tooling purchased by Dinex for use at a Supplier facility shall be used exclusively for production of Dinex requirements. Products produced from such tooling may not be sold or furnished to other parties without written authorization of Dinex.

Each part of tooling shall be clearly and permanently marked identifying the item as "Property of Dinex" and the part number, which it produces.

Dinex purchased tooling is the property of Dinex and held by suppliers pursuant to the terms and conditions of purchase, for such period as required to satisfy the supplier's production obligations. The supplier may not move Dinex tooling to alternate locations without Dinex's advance written approval. Dinex reserves the right to conduct audits of Dinex owned tooling at the suppliers' premises.

7.2. Tool costs

The supplier shall provide complete detail of any Dinex tooling and its costs breakdown, to be attached to Seller's invoice, before payment. Dinex will reimburse suppliers for only unique, dedicated production tools, and may request additional evidence of supplier's actual cost for such tooling prior to final payment. Specific photographic evidence must be supplied. Dinex will not pay for any tooling necessary to produce sample products unless otherwise stated on the face of the applicable purchasing documents.

Unless specifically negotiated, Dinex will not reimburse suppliers for tooling that is shared with other products or customers. Likewise, unless specifically agreed, Dinex will not reimburse suppliers for nonrecurring engineering (NRE) costs.



7.3. Tool changes

Tooling must be maintained in satisfactory working condition, capable of production that meets all requirements or drawings and specifications, at the planned forecasts. Suppliers may not change or modify tooling owned by Dinex without advance notification and approval in writing of such changes. Tooling must be fully covered by insurance against damage, loss, or theft without expense to Dinex.

7.4. Tool ownership and return policy

Ownership of Dinex tooling is granted to Dinex. Last instalment for tool payment will not be before Supplier issue the Tool Holding Certificate which shall happen within 30 days from PSW signoff. Supplier shall return the tool to Dinex within 14 days of receiving the written notice at their own cost.





8. Logistics

8.1. Planning process and call-offs

8.1.1 Planning horizon

Forecasts are shared upon Supplier’s request. Dinex may share orders and forecasts in a differentiated manner, which will cover up to a 12-months horizon. Specific call-off orders are made on a weekly basis and longer-term forecasts are shared monthly at the end of each month. Below is an illustration of the periods.

	Weeks						Months											
Period	1	2	3	4	5	6	3	4	5	6	7	8	9	10	11	12		
Zone	Firm				Flex		Plan											

8.1.2 Zone Definitions

The below table explains the specific rules and format of the different zones.

Zone Definitions	
Plan Zone	Dinex will share a forecast once at the end of each month, as part of Dinex’ internal planning process. The forecast will be the accumulated expected consumption for the month. It does not consider MOQ’s nor shipment multiples but is the raw demand. It will be shared in a spreadsheet format via email to the respective contact at the Supplier. The purpose of the forecast is for the Supplier to prepare capacity and materials in a timely manner to avoid disruptions to the flow of goods.
Flex Zone	Dinex will issue a purchase order (PO) no more than 6 weeks in advance of the requirement at Dinex premises (DAP). Weeks 5 and 6 are within the flex zone, which means that Dinex reserves the right to postpone orders not more than 6 months and change quantities by up to 50% in this period. Changes to the PO will happen through a revised PO for quantity changes and postponements through direct communication in writing.
Firm Zone	The issued PO’s will become fixed and will not be changed 4 weeks ahead of receipt.

8.1.4 Processing call-offs and form of delivery

The contracting parties shall mutually agree on the manner and frequency of the transmission of call-offs to supplier by Dinex. The delivery schedule shall always be accepted by the Supplier, if the Supplier does not raise any objection to it within 2 days of receipt, it is considered as accepted.

The form of delivery, e.g., Kanban/JIT call-off, delivery schedule call-off, etc. shall be agreed between the Supplier and Dinex supply plant prior to starting deliveries.



8.2. Packing

To ensure damage-free shipments, it is the Supplier's responsibility to work with Dinex receiving plant to develop packaging to withstand the given transportation mode. Dinex may, but is not required to assist with the design, but accepts no responsibility for nonperformance. Once the packaging method has been accepted, the supplier may not change without prior written approval from Dinex.

A good rule of packaging is that you must pack items like you would like to receive them yourself. This means, please consider your customer before packaging. When shipping to Dinex adhere to these requirements:

- All items must be sorted on the pallets by item number.
- Do not mix item numbers on the pallets. Keep them separate. If it is needed to pack more item numbers together on one pallet to save freight, make sure the items are clearly separated on the pallet. A well packaged pallet can be checked and received without unpacking it.
- Boxes, bundles, etc. should be packed according to the agreed multiples between Dinex and the supplier to avoid excessive handling.

8.2.1. Packing sustainability

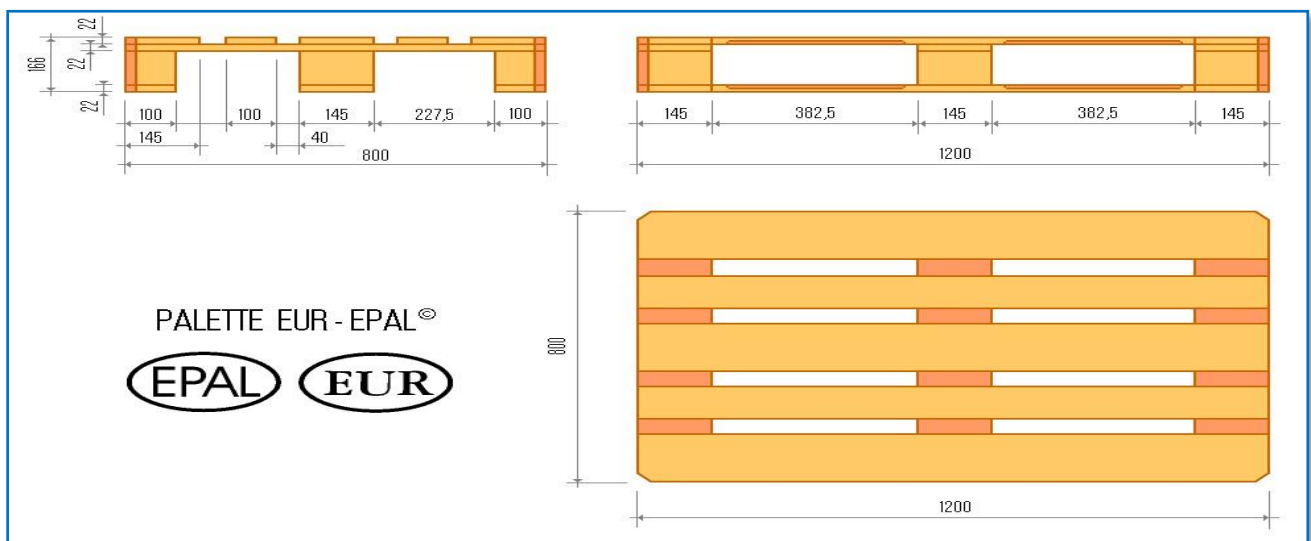
Suppliers shall make sure that packaging is reduced to a minimum, to reduce excess use of materials and to limit empty space inside the boxes and pallets. Do not ship air to Dinex, but make sure that the items arrive safely.

Packaging materials are to be sustainably sourced either with FSC certified or made from recycled cardboard or plastic.



8.2.2 Pallets

Material sent on pallets to Dinex shall be on Euro-pallet made to EPAL specifications and heat treated.





Purchased pallet made to EPAL and European specifications. Take note of the thickness of the wood, chamfered edges on the corners and the bottom planks. Note the different sizes of the planks of the wood making up to the top of the pallet.

8.2.3 Packing instruction

going the extra mile		PACKING INSTRUCTION					
Dinex Item No:		Customer Item No:		Part Description			
Packing Time		Unit Net Weight		Gross Weight			
Packing Materials				Weight	Quantity	Total Weight	
PROD. Pcs. Per Layer		Layers Per Box/Pallet		Total Pcs.		Stackable?	Yes/Qty
Photo							
Photo							
Remarks							
1 _____							
2 _____							
3 _____							
		Logistics		Warehouse		Approved By Customer	
Signature							
Date							



8.3. Labels and identification

All the parts delivered to Dinex must be labeled with EAN-13 provided by Dinex. All parts must have batch control and traceability throughout all stages of production. This traceability shall be documented at least as per IATF 16949. Any sorted or reworked material must be traceable. Supplier’s name or logo are not allowed on the label. Only the Supplier number set-up in Dinex’ ERP system.

Template and example:

	MADE IN INDIA	PRODUCTION WEEK: 2024/05
Item number and description: 60300090 Marmon flange		
Quantity: 1		Supplier number: 8051

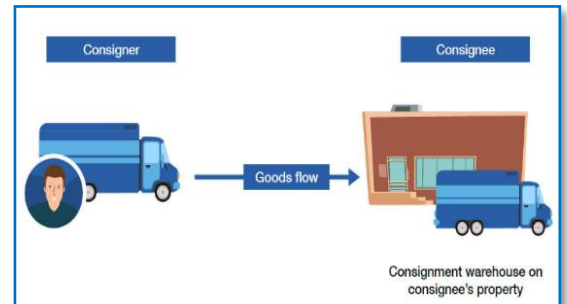
*bolt details to be adjusted accordingly.

8.4. Supplier stock

Dinex operates in volatile market where Customers may change their order quantities rapidly. To keep up with demand and anticipate forecast fluctuations, all Suppliers are asked to maintain one of the stock options for Dinex:

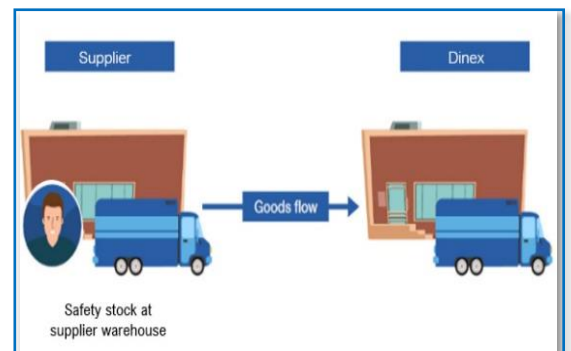
8.4.1 Consignment stock

Finished goods’ (FG) stock kept at Dinex warehouse and owned by Supplier until used at production. Dinex sends regular reports of consignment stock utilization based on which supplier invoice used quantity with agreed payment terms. Consignment stock agreement template → Dinex website.



8.4.2 Safety stock

Finished goods’ (FG) stock kept at Supplier’s premises to secure short delivery time which should at minimum cover the demand during lead time to expedite shipment. The safety stock has the function of a buffer stock and must be provided by the Supplier to decrease lead time if the consignment stock is not established. Dinex shall be entitled to withdraw goods from the safety stock based on production requirements with a max of 5 days lead time to dispatch.





8.5. Delivery notes requirements

Suppliers are responsible for submitting Advanced Shipping Notice to the Dinex facility plant prior to the time of any shipment. The delivery note must contain the following information, but more information is welcome.

- Address of the sender and receiver of items.
- Dinex Purchase order number for every item number mentioned in delivery note.
- Quantity of each item number delivered on the specific purchase order and delivery.

The information must match the information in the Dinex purchase order. If a deviation is needed, the supplier must contact Dinex purchaser to have information in Dinex purchase order corrected before the items are shipped out from suppliers. This cannot be done after shipment, as the papers on the physical shipment must also be correct.





9. Warranty

9.1. Scope

Defective material or service may be identified at any point in the process including incoming inspection, assembly, usage, field, or packaging. Defects can also be discovered during validation, at the end customer or through warranty claims coming from the end Customer from the field. Supplier must take immediate action upon receipt of a supplier corrective action request. Dinex processes are focused on delivering defect-free products and we expect the same commitment from our suppliers and sub suppliers. Suppliers should provide sufficient qualified resources to support the manufacturing process to deliver quality products. If nonconforming material is identified prior to dispatch, robust processes for managing the risk of shipping defective products and implementing corrective/preventive actions should be used. Where defective product is found at a Dinex facility or customer, we expect the Supplier of material to lead investigation, containment, and corrective/preventive action.

9.2. Claims and warranty cost association

This section is to set the method for the handling and settlement of costs incurred from the delivery of defective goods by Suppliers to Dinex. The principle is that the party supplying the defective goods shall be responsible for costs associated with all warranty related complaints, costs, and expenses. The purpose of the warranty process is redirect of all warranty costs from to the Supplier that has provided the defective goods. All Suppliers shall establish and maintain resources to support Dinex warranty requirements including but not limited to warranty support, issue tracking and product improvement.

9.3. Supplier's warranty procedure

All Suppliers shall provide a Warranty Procedure and Flow Chart documenting the system for control, analysis, and corrective action integration into the production process. The procedure shall include regularly scheduled warranty part reviews for emerging warranty issues.

9.4. Warranty problem solving

Supplier will undertake to receive and respond to an 8D Problem Action report which is the official communication tool for reporting and resolving problems. The 5-Why analysis and Ishikawa fishbone diagram for determining root causes and verification is required to be completed as part of the 8D process. The required response time frame is as follows:

- Initial response to a critical problem is required within 24 hours of receipt
- 8D final response required within 10 calendar days of receipt

If Suppliers fails to respond within above mentioned time frame Supplier will be deemed to have accepted the warranty claim including all warranty costs and other costs and expenses of Dinex will be the sole responsibility of the Supplier.



Customer Complaint Date: Complaint Date: Status Date:	8D - Report		
	CRM Cust. Compl. No.:	Customer Ref. No.:	
	Our Ref. No.:		
Header data Title: Product: Accepted Quantity: Fully Functional Failure not discovered: Customer Material No.: Warranty Decision: Customer: Coordinator: Danix Contact: Email: Customer Contact: Business Address: Email:		Reported by: Material No.: Rejected Quantity: Customer Accepted Qty: Manufacturing Plant: Complaint Type / Mode: Serial No.:	
			Telephone: Telephone: Telefax:
D10 Establish Team Sponsor:	First Name	Last Name	Teamleader
Customer Team:			
D20 Define Problem Supplier description: Dinex Description: Failure Mode: Defect Location: Manufacturing Date: Manufacturing Year: Mileage Duration: Installation Date:		No. of complaint parts: Manufacturing Month: Mileage Unit: Failure Date:	Completion Date: Manufacturing Day: Warranty Start Date: Warranty End Date: Invoice Date:
D30 Define and Implement Containment Actions Description: Responsible:			Planned introduction on: Introduced on:
D40 Find Root Cause Root Cause Type: Description: Root Cause Categ.:			
D50 Define and Implement Corrective Actions Description: Responsible:			Planned introduction on: Introduced on:
D60 Validate Corrective Actions Introduced corrective action(s): Description: Responsible:			Planned introduction on: Introduced on:
D70 Define and Implement Preventive Actions Description: Responsible:			Planned introduction on: Introduced on:
D80 Sign Off and Celebrate Participants: Accomplished at:	First Name	Last Name	Function
Signatures: Teamleader: Sponsor:	Name: <input type="checkbox"/>	Date:	Signature:
	Name: <input type="checkbox"/>	Date:	Signature:

8-D A3 Problem Solving				
Problem Awareness: D	CAR #	Shifts Affected:		
	Date Opened:			
Assemble the Team D Process Owner: 6D Facilitator:	Target Closure Date:	Define and Verify Root Cause: D4		
Team: Technical Resources:	Actual Closure Date:	Man Machine		
Problem Description: D	Revision Date:	Method Material		
As-found condition		Item How Checked Result		
Ideal State		5 Why Investigation		
		Why? B: Why? B: Why? B: Why? B: Why? B:		
		Root Cause:		
Interim Containment Actions: D3		Define and Verify Permanent Corrective Actions: D5		
What Who When Status		What Who When Status		
		Measures Affected / % Improvement:		
Locate Point of Effect / Cause (High Level Process Map) D4		Implement Permanent Corrective Actions D		
□ → □ → □ → □ → □		Operating Instruction	Manufacturing	
		Control Plan	Engineering	
Prevent Recurrence D		FMEA	Quality	
Systemic Impact: <input type="checkbox"/> Considered, Not Req'd <input type="checkbox"/> Considered/Req'd <input type="checkbox"/>		Process Flow	Materials	
Mistake Proofing: <input type="checkbox"/> Considered, Not Req'd <input type="checkbox"/> Considered/Req'd <input type="checkbox"/>		Procedures	Information Technology	
Lessons Learned: <input type="checkbox"/> Considered, Not Req'd <input type="checkbox"/> Considered/Req'd <input type="checkbox"/>		Celebrate Success: D8		



9.5. Warranty analysis

Suppliers shall have proper equipment or outside resources available when needed for warranty part conformance testing. At Suppliers cost, Supplier shall conduct all components level testing and analysis of warranty returned parts within the required time frame.

9.5. Warranty costs

If the Supplier delivers defective components, the Supplier shall indemnify Dinex against all expenses and costs incurred by Dinex. Dinex reserves the right to compensate its payment obligations against any amount which might be owed by the Supplier, corresponding to penalties and quality claims. In the event the products do not conform to the warranties granted to Dinex, Dinex may, without prejudice to Dinex's right to claim for damages, charge the Supplier with, and the Suppliers undertakes to bear, all and any repair or replacement costs reported by Dinex. Dinex shall make available to the Supplier the Charge-back warranty data.





10. Corporate Social Responsibility

10.1. Code of Conduct

The Dinex Group and its affiliated companies are committed to making a positive contribution to society through its global operations. We expect our suppliers to help us fulfill this commitment by reflecting our principles in their own business practice. The Dinex Group further encourages its suppliers to be in compliance with internationally recognized standards on business conduct, human rights, sanctions policy and the environment, with due consideration to the local laws and regulations. To clarify our expectations, the Dinex Group Supplier Code of Conduct outlines the principles that we deem to be the most relevant for our suppliers.

<http://www.dinex.net/code-of-conduct>



10.2 Conflict Minerals

It is the policy of Dinex A/S to comply with the SEC disclosure and reporting requirements of Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. As part of our policy, Dinex A/S requires direct material suppliers to engage in due diligence of their supply chain to understand and report the tin, tantalum, tungsten, and gold (3TG) content of their parts supplied to AAM. "Materials of Concern" are minerals that are not specifically identified in the Frank-Dodd Act as conflict minerals but do represent a threat to social or environmental systems. As such, from time-to-time specific information related to "Materials of Concern" may be requested and compliance with requests is expected. Direct material suppliers are further required to adhere to Dinex A/S periodic Conflict Minerals reporting requirements. This includes but is not limited to Dinex A/S Suppliers surveying their own tiered supply base, responding to Dinex A/S periodic conflict minerals surveys, and providing a complete and accurate smelter listing and disclosing the location of mines for all 3TG necessary to the functionality or production of components or assemblies supplied to Dinex A/S.



11. Dinex factories

DINEX A/S Fynsvej 39, DK-5500 Middelfart, Denmark CVR-no: 10504473	DDK	
SIA DINEX LATVIA Address: Rubeņu ceļš 58, Raubēni, Cenu pag., Ozolnieku nov., LV-3043, Latvia Reģ.nr. 40003468507	DLV	
Dinex Egzoz ve Emisyon Teknolojileri San . ve Tic. A.Ş. Yıldırım Beyazıt mah. Bayrka Sok no : 16/1 , 59500 Cerkezkoy Tekirdag, Turkey Vat number: 300 028 0426	DTR	
Dinex Emission Solutions India Pvt. Ltd. Plot no. 1, Phase 5, 8th Avenue, Mahindra World City, Chengalpattu -603 004, Tamil Nadu, India	DIN	
Dinex Emission System (Changzhou) Co.,Ltd . Building 6/8/9, No. 835 Hanjiang Xi Road, New district, Changzhou City, Jiangsu Province, China	DCN	
Dinex Emission Inc. 2020 Waldrep Industrial Boulevard, Dublin, GA 31021, USA	DUS	



12. Glossary

Abbreviation	Definition
APQP	Advanced Product Quality Planning
ASN	Advanced Shipping Note
ASTM	American Society for Testing and Materials
CoC	Code of Conduct
COPQ	Cost of Poor Quality
Cp, CpK	Measures of process capability
CSR	Corporate Social Responsibility
CSRs	Customer Specific Requirements
DFMEA	Design Failure Mode and Effects Analysis
EDI	Electronic Data Interchange
GPA	General Purchase Agreement
IATF	International Automotive Task Force
IMDS	International Material Data System
LE	Legal Entity
LTA	Long-Term Agreement(s)
MSA	Measurement System Analysis
NPI	New Product Introduction
OE / OEM	Original Equipment / Original Equipment Manufacturer
OTD	On time delivery
PC	Procurement Committee
PFMEA	Process Failure Mode Effects Analysis
Poke-Yoke	Mechanism to help avoid mistakes
PPAP	Production Part Approval Process
PPM	Parts Per Million (Defective)
PSW	Part Submission Warrant
QMS	Quality Management System
RCA	Root Cause Analysis
REACH	Registration, Evaluation, Authorization and Restriction of Chemicals (the regulation (EC) No. 1907/2006)
RoHS	Restriction of Hazardous Substances
SCR	Supplier Change Request
SDE	Supplier Development Engineer / Specialist
SQDE	Supplier Quality Development Engineer
SDS / MSDS	Safety Data Sheet / Material Safety Data Sheet
SEC	The Securities and Exchange Commission in U.S.
SQE	Supplier Quality Engineer
VA/VE	Value Analysis / Value Engineering



Dinex in facts



- ~ 2,000** Employees
- 140** Engineers & R&D
- +14%** CAGR for the past 10 years
- 15** Countries on 3 continents
- 9** Production sites
- 19** Distribution centers
- 8** Technology centers
- +10%** Graduate recruitments annually



Denmark, Middelfart



France, Lisses



UK, Warrington



Germany, Kalbach



Latvia, Jelgava



Italy, Teramo



Poland, Gdansk



Spain, Barcelona



Germany, Hasslock



Russia, St. Petersburg



Turkey, Cerkezköy



China, Changzhou



Serbia, Veternik



USA, Dublin, CA



Finland, Vihtavuori



India, Chengalpattu

A woman with blonde hair in a braid, wearing a pink long-sleeved shirt and black leggings, stands on a rock with her arms raised in a 'V' shape. She is looking out over a vast, green mountain valley with a winding road and a small town in the distance. The scene is misty and atmospheric.

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