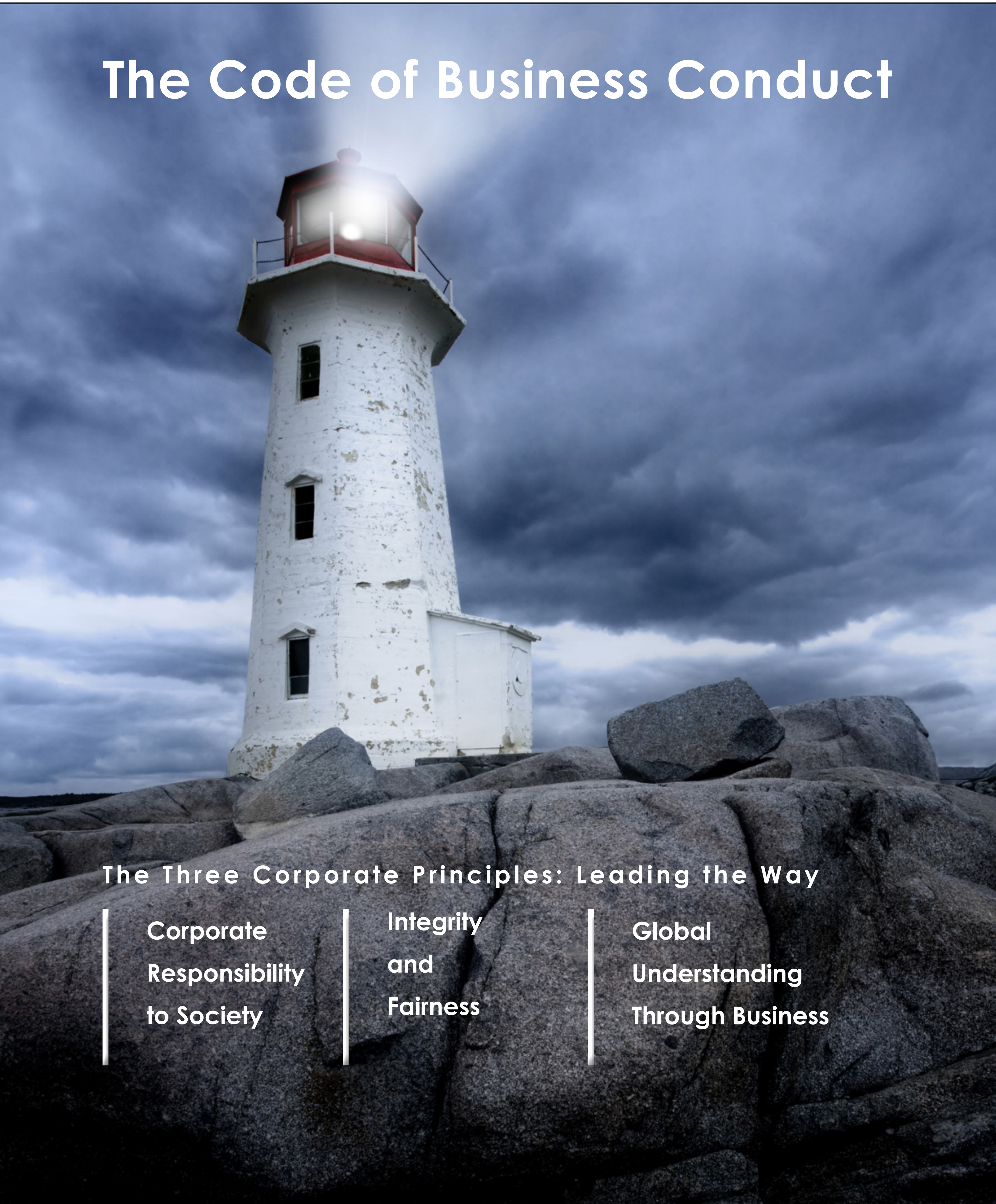
Mitsubishi International Food Ingredients, Inc.

Carolina Ingredients



The Code of Business Conduct

The Three Corporate Principles: Leading the Way

Corporate Responsibility to Society

Integrity and Fairness

Global Understanding Through Business

The cover photo is the lighthouse at Peggy's Cove in Nova Scotia, Canada, taken at dusk as a storm grows. The lighthouse symbolizes how our core values guide us through challenging business situations. Just as mariners have looked to lighthouses to guide them through stormy seas and hazardous reefs, the Code of Business Conduct sets forth important principles that guide us as we conduct business on behalf of the Company.

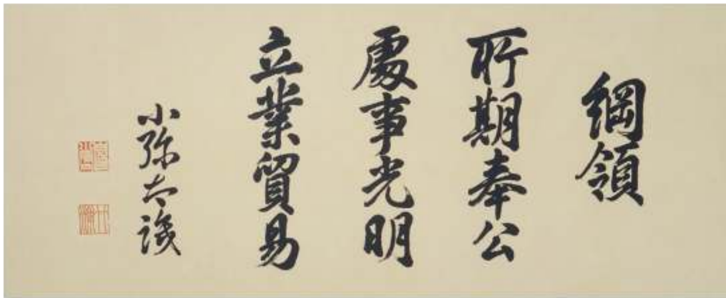
The Code of Business Conduct

Mitsubishi International Food Ingredients, Inc.
Carolina Ingredients, LLC, a subsidiary of Mitsubishi International Food Ingredients, Inc.

2021

Contents

The Three Corporate Principles



The Three Corporate Principles were adopted in 1934 as the action guidelines of Mitsubishi Trading Company (Mitsubishi Shoji Kaisha). Although Mitsubishi Trading Company ceased to exist in 1947, the Principles were adopted as the corporate philosophy of the Mitsubishi group of companies, and the spirit of these Principles lives on in the actions of today's management and employees.

The Three Corporate Principles also serve as the cornerstone of the management ethos of the Mitsubishi group of companies. Active in many business fields and united by a common history and philosophy, the Mitsubishi group of companies continue their friendly relations even while pursuing strong competition with one another.

Corporate Responsibility to Society

"Shoki Hōkō"

Strive to enrich society, both materially and spiritually, while contributing toward the preservation of the global environment.

Integrity and Fairness

"Shoji Kōmei"

Maintain principles of transparency and openness, conducting business with integrity and fairness.

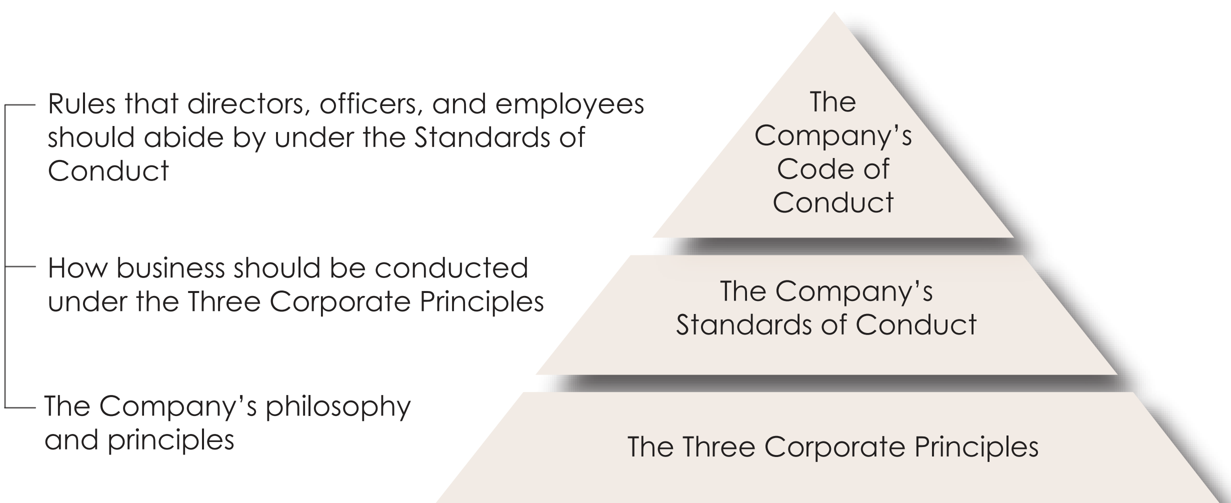
Global Understanding through Business

"Ritsugyō Bōeki"

Expand business, based on an all-encompassing global perspective.

The above statement is the modern-day interpretation of the Three Corporate Principles, as agreed on at the Mitsubishi Kinyokai meeting of the companies that constitute the Mitsubishi group in January 2001.

Structure of the Basic Principles and Policies



Corporate Standards of Conduct

Our parent company, Mitsubishi Corporation, has developed six standards of business conduct that serve as an expression of its corporate mission and core values. Subsidiaries of Mitsubishi Corporation must also live up to these standards when doing business. Therefore, we must all become familiar with these standards and be guided by them whenever we are representing the Company.

1. Aim of Business Activities

Through its business activities, the Company will endeavor to increase its value. At the same time, the Company will strive to enrich society in all ways, developing and offering its customers the best services and products, with the highest regard for safety.

2. Fairness and Integrity in Business Activities

The Company will continue to develop its business activities in compliance with all relevant laws, international regulations, and internal rules. The Company will act responsibly and will respect the highest social standards.

3. Respect for Human Rights and Employees

The Company will respect human rights and will not engage in discrimination. The Company will preserve and improve its corporate strengths through the development of its employees, while respecting the character and individuality of each employee.

4. Information Security and Disclosure

The Company will continue to develop, implement, and improve the effectiveness of its information security management system, at the same time the Company will disclose information accurately and in a timely manner, so as to maintain transparency and be correctly understood by both its stakeholders and the general public.

5. Consideration for Environmental Issues

The Company understands that an enterprise cannot continue to prosper without consideration of its environmental performance, and will strive to protect and improve the global environment and pursue sustainable development in its business activities.

6. Contribution to Society

As a responsible member of society, the Company will actively carry out philanthropic programs in an effort to promote the enrichment of society. Moreover, the Company will support efforts of its employees to contribute to society.

About the Code of Business Conduct

While the Corporate Standards of Conduct define the Company's core values, this Code sets forth the specific principles that must be adhered to in conducting business on behalf of the Company.

All directors, officers, and employees of the Company must conduct all Company operations in strict compliance with applicable laws and regulations, as well as with internal corporate rules and policies. In addition, all directors, officers, and employees must conduct business in accordance with the Company's Corporate Standards of Conduct and the Three Corporate Principles. The Code of Business Conduct is designed to help us in this endeavor by setting forth the important principles that must guide us as we conduct the Company's business.

Third parties must also conduct business on behalf of the Company in compliance with applicable laws and regulations, as well as in accordance with the Corporate Standards of Conduct and this Code.

The Business Conduct Principles

This Code is based on the Mitsubishi Corporation Code of Conduct, which was adopted in 2000. Both the Mitsubishi Corporation Code and this Code are based on the following eleven business conduct principles with which we should all be familiar. These eleven principles, together with our Corporate Standards of Conduct, are the foundation of our strength.

Principle One

Respect human rights and do not discriminate on the basis of race, gender, age, national origin, religion, disability, sexual orientation, or on the basis of any other class protected by law. Do not engage in any form of harassment.

Principle Two

Maintain a high regard for environmental considerations in conducting our business operations, work toward achieving environmentally sustainable practices, and conduct business in accordance with environmental laws and regulations.

Principle Three

Promote fair business practices and comply with laws, rules, regulations, and internal corporate rules and policies.

Principle Four

Comply with the laws, treaties, and regulations governing international trade.

Principle Five

Protect the Company's intellectual property rights and the confidential and proprietary information of the Company and others.

Principle Six

Do not engage in insider trading, stock tipping, securities fraud, or any other activity in violation of securities laws and regulations.

Principle Seven

Avoid conflicts of interest with the Company by maintaining a clear distinction between Company business and personal business.

Principle Eight

Record and report accounting and financial information accurately and in a timely manner.

Principle Nine

Maintain proper legal and ethical standards with respect to giving and receiving gifts and entertainment.

Principle Ten

Do not provide support for, or enter into business with, entities or individuals engaged in any criminal activity, such as organized crime, narcotics trafficking, money laundering, or terrorism.

Principle Eleven

Promptly report violations or suspected violations of the law or this Code to your department or division manager, or to those responsible for the Company's legal, compliance, or human resources matters, or through the compliance helpline. The Company prohibits retaliation against employees for making good faith reports of suspected misconduct.

The Importance of the Code

This Code of Business Conduct applies to all directors, officers, and employees of the Company. You should read the Code carefully and make sure that you understand it, the consequences of non-compliance, and the Code's importance to the success of the Company. The Code cannot and is not intended to cover every applicable law or to provide answers to all questions that might arise. The Company relies on your good judgment, including knowing when to seek guidance on the appropriate course of conduct. Department managers are responsible for making sure that everyone working in their departments is made aware of and agrees to abide by this Code.

Third Parties Must Act in Accordance with the Code

We are all responsible for compliance with the Code of Business Conduct. Because our business depends on our integrity and principled business conduct, in many instances the policies discussed in this Code go beyond the requirements of the law.

Each of us is responsible for knowing and understanding the policies and guidelines contained in the following pages. Your department or division manager, and those responsible for the Company's legal, compliance, and human resources matters, are available to answer your questions, to provide guidance, and to receive any reports of suspected misconduct. Our conduct should reflect the Company's Three Corporate Principles and promote a work environment that upholds the Company's for integrity, ethical conduct, and trustworthiness. This Code of Business Conduct is supplemented by other compliance policies of the Company. Please be sure to familiarize yourself with and adhere to all such policies.

Third parties, such as consultants, sales agents, sales representatives, and independent contractors, must conduct business on behalf of the Company in compliance with applicable laws and regulations and in accordance with the principles set forth in this Code of Business Conduct. It is the responsibility of the department that handles the Company's business with a third party to ensure that the third party is familiar with this Code and agrees to abide by it. The Company must not hire third parties who do not agree to conduct the Company's business in accordance with the standards set forth in this Code.

We Must Report Suspected Violations

Suspected violations of this Code of Business Conduct should be reported immediately to your department or division manager, or to those responsible for the Company's legal, compliance, or human resources matters, or through the compliance helpline. The Company prohibits retaliation against employees for making good faith reports of suspected misconduct.

Seek Guidance When in Doubt

The Company provides employees with numerous resources to help ensure understanding of, and compliance with, applicable laws, regulations, and Company policy. If you have questions about whether or how the law applies to a particular situation, talk to your department or division manager or to those responsible for the Company's legal, compliance, or human resources matters.

Principle One: Human Rights

Respect human rights and do not discriminate on the basis of race, gender, age, national origin, religion, disability, sexual orientation, or on the basis of any other class protected by law. Do not engage in any form of harassment.

Human rights are universal. Business should be conducted in a manner that respects the human rights of employees and others who may be affected by our operations. Globalization creates significant business prospects for the Company, but has also imposed on us a responsibility to uphold our high standards of business ethics throughout our global operations. Accordingly, regardless of where we operate, we are committed to maintaining a safe and secure workplace (a) where employment decisions are made based on merit and not on factors such as race, nationality, ethnicity, gender, age, religion, disability, sexual orientation, or any other basis prohibited by law, (b) that is free of all forms of harassment, political or religious repression, and coercion, (c) where child labor is not used, and (d) where workers' rights to freedom of association are respected.

We Respect Each Other

All employees want and deserve a workplace where they are respected and appreciated. Everyone who works for the Company must contribute to the creation of such an environment, and managers have a special responsibility to foster a workplace that supports honesty, respect, and trust.

We Have a Harassment-Free Workplace

Company policy strictly prohibits any form of harassment in the workplace, including sexual harassment. Sexual harassment can take the form of unwelcome sexual advances or requests for sexual favors. Other types of verbal or physical conduct of a sexual nature also constitute sexual harassment when:

- Submission to such conduct is made a term or condition of employment;
- Submission to (or rejection of) such conduct is used as a basis for employment decisions; or
- Such conduct has the purpose or effect of interfering with an individual's work performance or creating an intimidating, offensive, or hostile work environment.

Employees should promptly report all incidents of harassment to those responsible for the Company's legal, compliance, or human resources matters, or through the compliance helpline, regardless of who the offender is or the offender's relationship to the Company.

Q&A: Harassment

I work in an office where there are many employees in cubicles. A man and a woman I work with often exchange sexual jokes and comments about each other's bodies. They are not talking to me, but I can easily hear them, and I am often offended by what they say and I am unable to concentrate on my work. I asked them to please take their discussions somewhere else, but they ignored me. What should I do?

You should notify your department or division manager or those responsible for the Company's legal, compliance, or human resources matters so that the Company can take appropriate action. Your work environment should be conducive to your productivity and free from unwanted and inappropriate behavior. Company policy forbids retaliation against an employee who makes a good faith report of suspected misconduct.

We Respect Human Rights

Whenever business conduct involves or impacts vulnerable groups, such as racial or ethnic minorities, indigenous peoples, or children, or when business is being conducted in countries where human rights violations have been alleged to occur, special care should be taken to ensure that the Company neither violates the human rights of any person nor facilitates or encourages human rights violations by others.

The Company will seek to work with suppliers and invest in companies that abide by similar standards.

We Respect Other Cultures

We respect the cultures, customs, and languages in countries and regions in which we conduct business. We also conduct our business operations in harmony with local society, including indigenous peoples and their cultures. However, there may be some societies that condone discrimination and other human rights abuses. When this is or appears to be the case, the Company should not conduct business in accordance with local practice since such practices do not reflect our values and are contrary to the Code.

We Provide Equal Opportunity

Our people are our most important resource. The Company is committed to providing equal employment opportunities to qualified individuals. We do not discriminate based on race, nationality, ethnicity, gender, sexual orientation, age, religion, disability (where the applicant or employee is qualified to perform the essential functions of the job with or without reasonable accommodation), or any other basis prohibited by law, in recruiting, hiring, placement, promotion, or any other condition of employment.

Q&A: Human Rights

I found out that one of our suppliers is using child labor. What do I do?

You should notify your department or division manager or those responsible for the Company's legal, compliance, or human resources matters so that the Company can take appropriate action. Mitsubishi Corporation's Corporate Social Responsibility and Environmental Affairs Department and the Company's Corporate Communications Office will determine how to proceed.

Cultural differences, substandard or discriminatory laws, or lax enforcement of laws should never be an excuse for human rights abuses or for not adhering to the Company's basic principles of respect and non-discrimination.

For additional information on the Company's policies on non-discrimination and non-harassment, including additional information on how to report concerns or complaints, please refer to the Company's Policy on Reporting Violations of Law.

Principle Two: The Environment

Maintain a high regard for environmental considerations in conducting our business operations, work toward achieving environmentally sustainable practices, and conduct business in accordance with environmental laws and regulations.

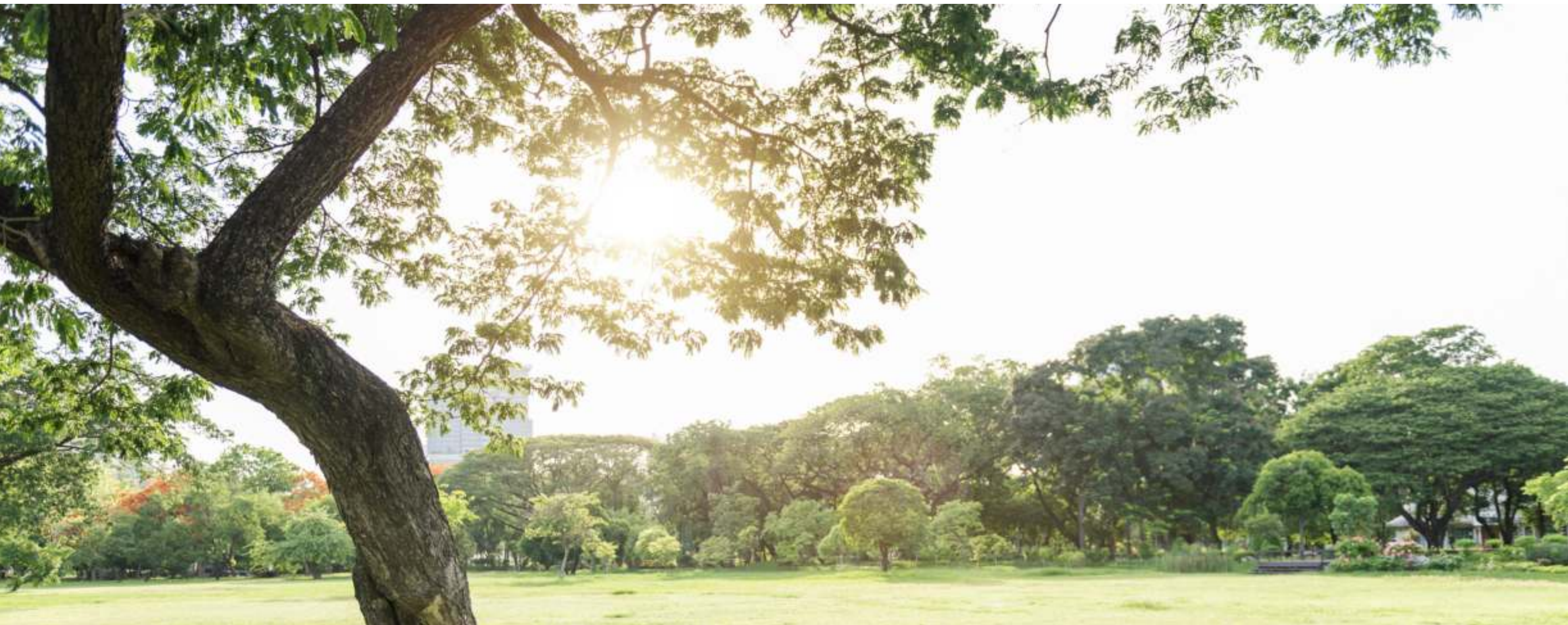
The Company is committed to achieving environmental excellence. The Mitsubishi Corporation Environmental Charter serves as the Company's guideline regarding environmental considerations. We comply with environmental laws and regulations and work toward achieving environmentally sustainable business practices.

We Comply with Environmental Laws and Regulations

Employees must carry out all business operations in strict compliance with applicable environmental laws and regulations, as well as with the Company's environmental policies and procedures. For additional information, please refer to Mitsubishi Corporation's Environmental Charter: Guidelines for Corporate Action.

We Work Toward Environmentally Sustainable Business Practices

In pursuing investments and promoting transactions, the Company gives careful consideration to the environmental impact of its activities on local communities and ecosystems. We actively promote the efficient use and reuse of natural resources and energy, while attempting to minimize the environmental impact of our operations. We also promote the recycling of waste materials generated in our business operations and the reduction of energy and paper consumption within our corporate offices, attempting to reduce the amount of waste materials that we generate through the use of common sense rules and introducing new techniques for the efficient utilization of resources. We always seek ways to improve the Company's environmental management system and strive to work with suppliers and invest in companies that abide by similar standards of operation.



Q&A: Local Laws?

We operate a mine in a Latin American country where the environmental laws are much less strict than our Company's internal requirements. My manager has indicated that he would like us to follow the less strict local laws and ignore the Company's policies. We wouldn't be breaking the law. What should I do?

> While your manager may not be breaking the law, he is violating Company policy. If you are not comfortable approaching your manager directly about this issue, or if you approach him and he is unwilling to change his mind about following the less strict standard, you should talk to his manager, or the Company's legal or compliance personnel.

Our Company's safety standards are much stricter than what is required by local law. Our competitors follow local requirements. Can we do the same?

> No. We adhere to the Company's internal policies and procedures, including our safety policies, even where they are more stringent than local law. The Company is committed to providing our workers with a safe and secure environment everywhere we operate, even if this means exceeding local requirements.

Principle Three: Compliance with Laws

Promote fair business practices and comply with laws, rules, regulations, and internal corporate rules and policies.

The Company is committed to full compliance with all applicable laws and regulations, including antitrust and competition laws. In sales and marketing, we strive to meet the needs of our customers by giving them truthful information about the products and services we provide or recommend, so that both the Company and its customers will benefit and long-term relationships will grow. Fair and honest business dealings not only minimize liability, they also enhance the Company's reputation and business prospects.

We Comply with Applicable Laws

It is a fundamental requirement that all Company operations be conducted strictly in compliance with all applicable laws and regulations. You are responsible for knowing which laws and regulations apply to your business activities. If you have questions, you should consult your department or division manager or those responsible for the Company's legal, compliance, or human resources matters.

We Maintain Heightened Awareness of Competition Laws and Antitrust Laws

The Company is involved in a substantial amount of domestic and international commerce. It is imperative that our commercial dealings be carried out in a way that does not restrain competition or otherwise violate competition/antitrust laws or regulations. One of the primary goals of competition and antitrust laws is to promote and preserve each competitor's independence when making decisions on price, output, and other competitively sensitive factors. You should never make an agreement with a competitor to fix prices, restrict output, or control the quality of products, or agree with a competitor to divide markets, customers, territories, or product lines amongst yourselves.

A company could also violate the antitrust and competition laws by forming anticompetitive relationships with customers, suppliers, or subcontractors. For example, it may be illegal for a company to affect competition by agreeing with a supplier to limit that supplier's sales to any of the Company's competitors. Collective refusals to deal with a competitor, supplier, or customer may also be unlawful. It is also unlawful in many jurisdictions to restrict, through minimum resale price maintenance (for example, by prohibiting discounts), a customer's re-selling activity.

Other activities that may raise competition/antitrust law concerns include discriminating in the terms and services offered to customers; exclusive dealing agreements; tying arrangements where a customer is required, as a condition of purchasing one product, also to purchase a second, distinct product; and predatory pricing, where a company offers a discount that results in the sales price of a product being below the product's cost, with the intention of sustaining that price long enough to drive competitors out of the market. If you have questions or concerns about any of these issues, you should consult the Company's legal or compliance personnel.

We Market Goods and Services in Compliance with the Law and High Standards of Business Conduct

Those participating in sales and marketing should never seek sales success at the expense of our traditional business ethics of integrity and fairness. We market the products and services we deal with in a manner that is lawful, fair, and honest; and all of the Company's advertising, literature, public statements, and product labeling must be clear, truthful, and accurate. Exaggerated, deceptive, or misleading statements are never justified in the marketing of goods or services because such statements may expose the Company to liability and harm our company's reputation.

Q&A: Bidding Deals

I am a manager in the Machinery Group. Last Tuesday I was having lunch at a local restaurant when a manager from one of our competitors unexpectedly joined me. She noted that our company is better suited for a Gulf Coast chemical plant project that we are both bidding on, and her company is better positioned to handle a West Coast chemical plant project that is up for bid. She suggested that our company should refrain from bidding on the West Coast project and in return her firm would not bid on the Gulf Coast project. As it happens, I was thinking about not bidding on the West Coast project anyway. Can I make such an agreement with her?

No. The agreement suggested by the competitor would violate the law in many countries where we do business. Whenever someone makes such a proposal, you must immediately end the conversation and report the incident to your manager and to the Company's legal or compliance personnel.

Q&A: My Supervisor Asked Me...

My supervisor asked me to do something that I think is illegal. What should I do?

Don't do it! If you know or have reason to believe that it would be illegal or would violate Company policy, you should talk with your supervisor about your concerns and refuse to do whatever it is that you believe may be illegal. You must also report the matter to your supervisor's manager, the Company's legal or compliance personnel, or through the compliance helpline.

Principle Four: International Trade

Comply with the laws, treaties, and regulations governing international trade.

Many countries regulate international commerce for reasons of national security or other foreign policy. As a trading company, laws and regulations pertaining to import and export are especially relevant to our operations. Violations of these laws and regulations expose the Company, as well as its officers and employees, to undue risk of liability for civil and sometimes criminal penalties. The best way to prevent such violations is to be aware of applicable laws and regulations and to carry out business strictly in accordance with them.

We Comply with Import and Export Laws

All transactions involving international commerce must be carried out in strict compliance with applicable laws and regulations of both the country of export and the country of import. Special attention should be paid to the import and export of chemicals and other materials that might be classified as toxic or hazardous, as well as items that may be used for military purposes, all of which are highly regulated.

All persons involved in import or export transactions are responsible for knowing whether and when a license or other documentation is required for the import or export of a particular product. For additional information on export licenses, please seek guidance from the Company's legal or compliance personnel.

All departments involved in the shipment or transportation of hazardous materials must have specially trained personnel handling all matters relating to compliance with applicable hazardous materials regulations. It is important to note that what qualifies as a hazardous or toxic substance within the meaning of the law may not be obvious, and care should be taken before engaging in any commercial transaction to confirm whether a particular item or substance is regulated.

Q&A: Rules and Regulations

Our unit imports electronic parts from a Southeast Asian nation. The company assembling the electronic parts imports three of the items used in the assembly process from a U.S. company. Among competing goods assembled abroad, the U.S. government grants preferential treatment to those goods regarding which a certain minimum percentage of the product's components originate in the U.S. I am not sure if the product in question qualifies, but I think there is a reasonable chance that the preferential treatment can be applied. If I indicate that our items are entitled to preferential treatment, I can save the Company millions of dollars over a ten-year period. May I indicate on the origin documents that they are entitled to preferential treatment?

> Not unless you confirm with the Company's customs personnel that the items are, in fact, entitled to preferential treatment. Representing that a product is entitled to preferential treatment when you are uncertain if it is may cause the Company to violate import laws and expose the Company to penalties. If you are uncertain as to the scope or application of a law or regulation, there are others in the Company who are available to help, including your department or division manager and those responsible for the Company's legal or compliance matters.

Our Silicon Valley office is currently seeking to sell the rights to use some of our high-tech software to companies in foreign nations. The technology has varied uses, mainly for speeding up existing microprocessor technology. Thus far, we have identified interested parties in five European nations and have a signed contract with a UK company. Today I am shipping several disks with the software and installation guide. Have I overlooked anything?

> Yes. Most countries have export restrictions on technology. Technology is not only equipment and machinery. It is also specific information necessary for the development, production, or use of a product. Export restrictions on technology also apply to software. The restrictions may vary according to the destination country. You must first check with the Company's legal or compliance personnel to see if there are any export restrictions on the technology you will be exporting.

We Comply with Embargo Laws and Other Import and Export Regulations

Company business must be conducted in accordance with all applicable trade restrictions, export controls, and embargo laws. The U.S. government has economic sanctions and embargoes in place that ban persons from doing business with certain countries, their governments and nationals, and numerous "Specially Designated Nationals" and "blocked persons" (that is, people and organizations associated with embargoed countries, or subject to trade sanctions for other reasons). Those involved in the export of goods should be familiar with applicable laws and regulations in this area. For additional information, please consult with the Company's legal or compliance personnel.

We Comply with Anti-boycott Laws

U.S. anti-boycott laws require U.S. companies and their subsidiaries to refuse to participate in any nation-sponsored boycott unsanctioned by U.S. law, such as the Arab League boycott of Israel. These laws also require, with very few exceptions, that U.S. companies report such requests to the U.S. government, whether the requests were received orally or in writing. So that the Company can comply with these laws, you must report any suspicious requests or contract terms to the Company's legal personnel even if you do not intend to comply with the request. Those involved in the export of goods should be familiar with applicable laws and regulations in this area. For additional information, please consult with the Company's legal or compliance personnel.

Q&A: Embargo Laws

I would like to send some products to a potential client in a country that is subject to a U.S. embargo. Would it be okay if I send the products to a company outside the U.S., and then have that company send them on to the potential client?

No. It is illegal to try to "get around" the embargo laws, or to attempt to accomplish indirectly or through third parties what the embargo laws prohibit us from doing directly.

Q&A: Illegal Boycott

How do I know if I am being asked to engage in illegal boycott activity?

In attempting to identify boycott-related requests or restrictions, pay particular attention to requests for information, or contract terms that require:

- Information about a person's past, present or prospective relationship with boycotted countries or blacklisted companies;
- Information about a person's race, religion, gender, or national origin;
- Discrimination against individuals or companies on the basis of race, religion, gender, or national origin; or
- Information about a vessel's ports of call or eligibility to enter ports in Arab League nations.

Principle Five: Confidential Information

Protect the Company's intellectual property rights and the confidential and proprietary information of the Company and others.

The Company's copyrights, patents, trademarks, trade secrets, confidential information, business techniques, and other similar things, are the Company's intellectual property. We protect the Company's confidential and proprietary information, as well as the confidentiality of information that has been provided to us by others. We also protect the Company's other intellectual property rights, and we respect the intellectual property of others.

We Protect the Company's Confidential Information

All employees may learn facts about the Company's business, plans, operations, or "secrets of success" that are not known to the general public or to competitors. Sensitive information such as customer data, the terms offered or prices charged to particular customers, marketing or strategic plans, product specifications, and production techniques are examples of the Company's confidential information. Information about employees—including personnel records and information about benefits—is also confidential. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company, its employees or its customers, if disclosed.

We each have a duty to protect the Company's confidential information. Employees who possess or have access to confidential information must:

- Not use the information for their own benefit or the benefit of other people inside or outside the Company.
- Carefully guard against disclosure of that information to people outside the Company. For example, you should not discuss such matters with family members, business or social acquaintances, or in places where the information may be overheard, such as taxis, public transportation, elevators, or restaurants.
- Not disclose confidential information to another Company employee unless the employee needs the information to carry out business responsibilities.

Your obligation to treat information as confidential does not end when you leave the Company. Upon the termination of your employment, you must return everything that belongs to the Company, including all documents and other materials containing Company and customer confidential information. You must not disclose confidential information to a new employer or to others after ceasing to be a Company employee. You are also strictly prohibited by the Company from disclosing your former employer's confidential information to the Company.

Q&A: Client Lists

I have a rather lengthy list of customers and prospects from my years in the Company. My son is starting a new business and I think that he may benefit from my client list. His business would not compete with our company. Am I permitted to share with him the information in my database?

> No. You may not share the list with your son. The list of customers and prospects is Company property and may not be revealed to anyone outside the Company or to anyone inside the Company who does not have a business need for the information.

We Respect the Trademarks of Mitsubishi and Others

Our logo and name are examples of Company trademarks. Any proposed use of the Mitsubishi name or trademark must follow the guidelines established by the Legal Department of Mitsubishi Corporation. Similarly, the trademarks of others must be used properly.

We Respect Copyright Laws

Works of authorship such as books, articles, drawings, computer software, and other such materials may be protected by copyright laws. It is a violation of those laws and of the Company's policies to make unauthorized copies of, or derivative works based upon, copyrighted materials.

The Company licenses the use of much of its computer software from outside companies. In most instances, this computer software is protected by copyright. You may not make, acquire, or use unauthorized copies of computer software. Any questions concerning copyright laws should be directed to the Company's legal or compliance personnel.

Q&A: Confidential Information

I have just been hired by the Company. I have a box of materials from my former employer that would be very helpful in developing marketing plans for my division. May I bring this with me?

> No, you should not bring materials that may contain confidential information to the Company from a prior job. Just as it would be wrong for someone to take our confidential information, we should not use the confidential information of others.

Q&A: License Agreements

Our division purchased a site-specific license from a software company for a new computer program. A friend in another division of the Company wants to use the software and asked if I would make him a copy. It would be for business use. Can I make him a copy?

> No. When a license agreement with a software vendor restricts the use of a program to a particular division or site, we cannot make copies that violate the license agreement. If you are uncertain about whether it is permissible to share software, check with the Company's legal or compliance personnel.

Principle Five: Confidential Information (continued)

Requests for Information from Outsiders

Company employees who are not official Company spokespersons may not speak with the press or members of the financial community as a Company representative or about Company business unless specifically authorized to do so. Requests for financial or other information about the Company from the media, the press, the financial community, or the public should be referred to the Company's Corporate Communications Office. Requests for information from regulators or the government should be referred to the Company's legal personnel.

We Use Computer and Communication Resources Responsibly

The Company's computer and communication resources, including desktop/laptop computers, voicemail, and email, provide substantial benefits, but they also present significant security and liability risks to you and the Company. It is extremely important that you take all necessary measures to secure your computer and any computer or voicemail passwords. If you have any reason to believe that your password or the security of a Company computer has been compromised, change your password immediately and report the incident to both the Company's information technology personnel and to its legal or compliance personnel.

When you are using Company resources to send email or voicemail or to access internet services, you are acting as a representative of the Company. Any improper use of these resources can reflect poorly on the Company, damage its reputation, and expose you and the Company to liability.

The Company's computer and communication resources are the property of the Company and are intended to be used for business purposes. You should have no expectation of personal privacy where these resources are concerned. The Company may, from time to time and at its sole discretion, review any files stored or transmitted on its computer and communication resources, including email messages, for compliance with Company policy.

You should not use Company resources in a way that may be unlawful or offensive. Do not transmit comments, language, images, or files that you would be embarrassed to have read by any person. Remember that your "private" email messages are easily forwarded to a wide audience.

Q&A: Media Inquiries

A reporter just called asking for information about a potential acquisition that we are considering. Can I talk to the reporter?

No. You should refer the reporter to the Company's Corporate Communications Office. Talking to reporters can be harmful to the Company if you don't have all the facts, and it may also violate the securities laws.

Q&A: Installing Software on Company Computer

I found some free software on the Internet that I would like to use on a project. Can I install it on my Company computer?

You may use public domain or shareware software only if you first obtain approval from the Company's information technology personnel. Never install software on the Company's computer systems without first obtaining appropriate approvals.

For additional information regarding appropriate use of the Company's computer and communication resources, please refer to the Company's Electronics Communications Policy.

We Do Not Acquire or Use Competitive Information Wrongfully

It is entirely proper for us to gather information about our marketplace, including information about our competitors and their products and services. However, there are limits to the ways that information should be acquired and used, especially information about competitors. In gathering information about competitors, you should abide by the following guidelines:

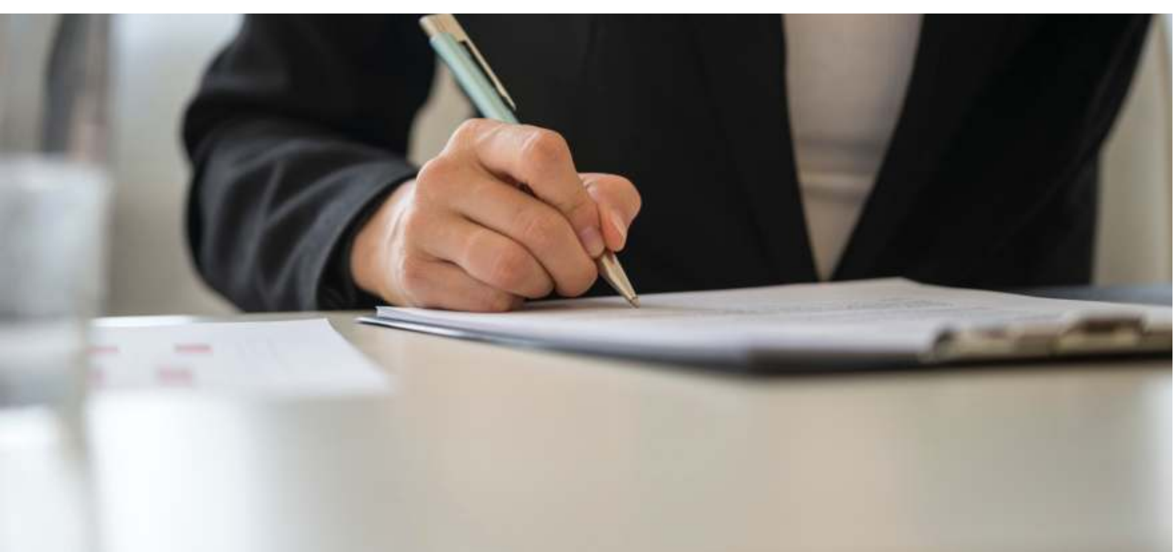
> You may gather information about competitors from sources such as published articles, advertisements, brochures, surveys by consultants, and conversations with our customers, as long as those conversations are not likely to suggest that we are attempting to (and are not in fact attempts to) (a) conspire with our competitors, (b) use the customer as a messenger or (c) gather information in breach of nondisclosure obligations or through other wrongful means. You should be able to identify the source of any information about competitors. Always make a record of the source and purpose of any competitively sensitive information you obtain about a competitor.
>
> Never attempt to acquire information about competitors through unlawful means, such as theft, spying, bribery, or breach of a competitor's nondisclosure agreement.
>
> If there is an indication that any information you are offered was not lawfully received by the offering party, refuse to accept it. Similarly, if there is any indication that it would be improper for the other party to be giving you information of this type, do not accept it. If you anonymously receive any competitive information or information that appears to be confidential, you should not review it; instead, contact the Company's legal or compliance personnel immediately.

When in doubt as to whether a source of information is proper, contact the Company's legal or compliance personnel.

Q&A: A Competitor's Information

I just received a competitor's strategic plans for the coming year in an unmarked envelope. The postmark is from the city where the competitor is headquartered. Although this is obviously a confidential document, I didn't do anything wrong to get it, so can I keep it?

> No. This document contains confidential information that was sent to us by someone who has likely violated an obligation of confidentiality. Sending it to you may have violated the law, and keeping it would create a situation where we cannot explain how we obtained the document. Do not use or make copies of the document; instead, contact the Company's legal or compliance personnel immediately.



Principle Six: Insider Trading

Do not engage in insider trading, stock tipping, securities fraud, or any other activity in violation of securities laws and regulations.

The integrity of the markets in publicly traded securities depends on full and fair disclosure of information to the public. When stock trades are made on the basis of non-public information obtained by business insiders, the public trust is violated and the integrity of the securities markets is compromised. Insider trading and stock tipping are criminal offenses in many countries where we do business. Insider trading involves buying or selling stock while in possession of material information that is not publicly available about the issuer of the stock. Tipping involves the disclosure of non-public, material information to enable someone to buy or sell stock on the basis of that information.

We Do Not Engage in Insider Trading

Do not buy or sell the stock of any public company (including companies that are affiliated with or involved in transactions with the Company) for your account or the Company's account while you have material, non-public information about that company.

Information is "material" if there is a substantial likelihood that a reasonable investor would find the information important in determining whether to trade in a security; or the information, if made public, likely would affect the market price of a company's securities. Examples of material information include any financial reports or business plans, or any reports about earnings, financial results, new or lost contracts, new or failed products, important personnel changes, possible mergers, acquisitions, divestitures or joint ventures, important litigation developments, or important regulatory, judicial, or legislative actions. Information may be material even if it relates to future or speculative events and even if it is significant only when considered in combination with publicly available information.

Information is considered to be non-public unless it has been adequately disclosed to the public, which means that the information must be publicly disclosed, and adequate time must have passed for the securities markets to digest the information. Examples of adequate disclosure include public filings with securities regulatory authorities and the issuance of press releases, and may also include meetings with members of the press and the public.

We Do Not "Tip" Inside Information

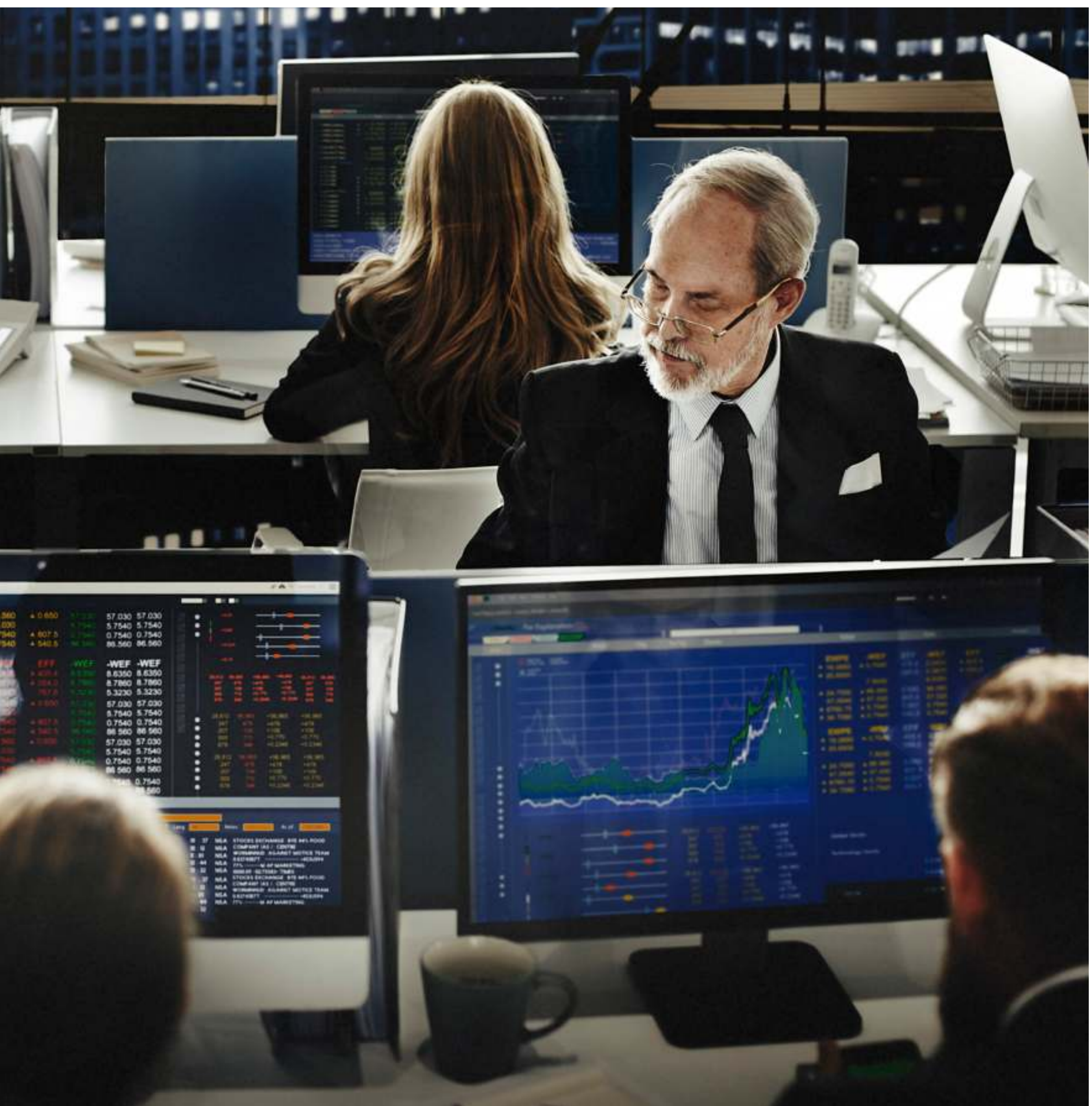
While you have in your possession any material, non-public information about a company, you should not recommend or suggest to any other person that they purchase, sell, or retain the stock of that company; this is true even if you do not disclose to that other person what that information is. Disclose inside information to fellow employees only on an as-needed basis in the ordinary course of business, and only when you have no reason to believe the information will be misused.

Do not disseminate false or misleading information about the Company or any other company. Be mindful of securities laws and regulations governing the registration, issuance, and trading of securities.

Q&A: Insider Trading

I will be having dinner with my father tonight. Through a business contact I have learned that XYZ Inc., a supplier of the Company, recently won a big contract with a transportation service company. I know that this will mean a large increase in XYZ's revenue and will likely cause the price of its stock to climb dramatically. I know that the Company's policy prohibits me from purchasing shares of a supplier's stock since this would be in violation of insider trading laws. However, can I recommend that my father purchase the stock shares?

No. You are a "temporary insider" of XYZ Inc. because you are in possession of material information not yet announced to the public. The information is "material" because it would influence a reasonable investor's decision to buy the stock. You may not purchase the supplier's stock at this time and you should not tell your father about the new contract because the information is material and has not yet been made public.



Principle Seven: Conflicts of Interest

Avoid conflicts of interest with the Company by maintaining a clear distinction between Company business and personal business.

You are expected to dedicate your best efforts to advancing the Company's interests and to make decisions that take into account the Company and its best interests. While you are free to engage in personal business and financial activities outside of your employment with the Company, you are expected at all times to be loyal to the Company and to ethically approach any activity or situation that creates or appears to create a conflict between your personal interests (which include the interests of your family and friends) and the Company's interests.

We Handle Conflicts of Interest Ethically

A conflict of interest occurs when your private interests interfere, or even appear to interfere, with the interests of the Company. Your obligation to conduct the Company's business in an honest and ethical manner includes the ethical handling of actual and apparent conflicts of interest between personal and business relationships. Further, you are required to disclose actual and apparent conflicts fully, and to obtain written approval of the Company's management, consistent with the Company's conflicts of interest policy, before engaging in activities that may involve a conflict of interest.

If you or any member of your family is involved in any activity, financial interest, or relationship that may present a possible conflict of interest (or even the appearance of a conflict of interest) with the Company, you must promptly disclose this fact to, and get approval from, the Company's management, consistent with the Company's conflicts of interest policy. While it is impossible to describe every situation where a conflict of interest may arise, what follows are examples of conflicts of interest that are prohibited or that require disclosure and pre-approval.

Financial Interests in Other Businesses

You may not own an interest in another company that competes with our Company. You may not own an interest in another company that does business with our Company (such as a customer or supplier) without prior written approval of the Company's management, consistent with the Company's conflicts of interest policy. However, it is not typically considered a conflict of interest (and therefore, prior approval is not required) to own an interest of less than 1% of the outstanding shares of a publicly traded company.

Q&A: Conflicts of Interest

I own shares in a distributor that has recently become a supplier to the Company. Is that a problem?

It may be a problem, if your investment in the supplier is substantial enough and you participate in making decisions for the Company that concern the supplier. You should disclose the situation to your department manager, and obtain the prior written approval of the Company's management, consistent with the Company's conflicts of interest policy. They will help you determine if a conflict exists and, if so, what should be done to protect the Company's best interests.

Business Arrangements with the Company

You may not participate in a joint venture, partnership, or any other business arrangement with the Company without prior disclosure to the Company's management, consistent with the Company's conflicts of interest policy.

Outside Employment or Activities with a Competitor

Simultaneous employment with, or serving as a director of, a competitor of the Company is strictly prohibited, as is any activity that is intended to, or that you should reasonably expect to, advance a competitor's interests. You may not market goods or services in competition with the Company's current or potential business activities. It is your responsibility to provide prior disclosure to your department manager, and to seek prior approval of the Company's management, consistent with the Company's conflicts of interest policy, to determine whether a planned activity will compete with any of the Company's business activities. You must do so before you pursue the activity in question.

Outside Employment or Activities with a Customer or Supplier

You may not be a customer or be employed by (or represent) a customer of the Company without prior disclosure to your department or division manager and prior approval from the Company's management, consistent with the Company's conflicts of interest policy. Similarly, without such prior disclosure and approval, you may not be a supplier, or be employed by or represent a supplier, to the Company. You also may not accept money or benefits of any kind as compensation or payment for any services that you may provide to a client, supplier, or anyone else in connection with its business with the Company.

Q&A: Special Offers

I regularly do business with the vice president of a medium-sized commercial bank whose services are used by the Company. I mentioned to her that I am seeking a mortgage for a new home. She said that the bank would be able to provide a mortgage at interest rates lower than those offered to the general public because of the significant business that our Company does with the bank. She described it as a personal favor. Am I permitted to accept a loan from this bank under these terms?

No. You may not accept a loan from this bank at a better-than-market rate. The favor provided to you by the vice president may cause you to lose your objectivity when dealing with her bank. Also, the loan may be perceived as creating a duty or obligation on your part to give the bank favorable terms in return for the courtesy extended to you in the mortgage on your home. Even if you believe that you would not be affected by the loan, it could certainly appear to others to be improper.

Principle Seven: Conflicts of Interest (continued)

Family Members Working in the Industry

It is not unusual for employees to find themselves in a situation where a spouse, domestic partner or significant other, child, parent, in-law, or someone else with whom they have a close familial relationship is a competitor, supplier or customer of the Company, or is employed by one. Such situations are not prohibited, but they do require extra sensitivity to security, confidentiality, and conflicts of interest. There are several factors to consider in assessing such a situation, including the relationship between the Company and the other entity; the nature of your responsibilities as a Company employee and those of the family member as an employee of the other entity; and the access each of you has to your respective employers' confidential information. Such a situation, however harmless it may appear to you, could arouse suspicions among your co-workers that might affect your working relationships. To protect against doubts or suspicions and to protect the Company's best interests, you must disclose such a relationship to your department manager and to the Company's management, consistent with the Company's conflicts of interest policy, so they can assess the nature and extent of any concern and determine how it can be resolved.

We Offer Corporate Opportunities to the Company

Employees, officers, and directors have a duty to advance the Company's legitimate interests when opportunities to do so arise. If you learn of a business or investment opportunity through the use of Company property or information, or through your position at the Company (for example, if you hear about an opportunity through a customer, supplier, or business associate of the Company), you may not participate in the investment without the prior written approval of your department manager and the Company's legal or compliance personnel. Such an opportunity should, in the first instance, be considered an investment opportunity for the Company.

Charitable, Government, and Other Outside Activities

The Company encourages all employees to participate in activities and causes that enhance our local communities. However, you must consult with your department manager and with the Company's legal or compliance personnel to determine if a conflict exists prior to serving as a director or trustee of any charitable, not-for-profit, for-profit, or other entity, or before running for election or seeking appointment to any government-related position.

Q&A: In-kind Donations

I would like to donate some of the Company's outdated computers to a charity supported by one of our customers. Can I do that?

Possibly, but you must first obtain an appropriate internal approval before making any contribution of Company resources for charitable or community purposes. The Company encourages charitable contributions, but even contributions to charities and community organizations may create conflicts of interest and present legal and regulatory concerns.

Q&A: Investment Opportunities

I've been spending a lot of time at a customer's facility lately and I've become friends with Nelson, their head of business development. When I was at their facility yesterday, Nelson told me about a great opportunity to invest in a privately-held company that the customer often uses. The customer is also planning to invest. Can I make the investment?

Not without first presenting the opportunity to your department manager and obtaining the approval of both your department manager and the Company's legal or compliance personnel. Because you learned of this investment opportunity directly through your work for the Company, the opportunity properly belongs first to the Company unless the Company specifically rejects it.

Q&A: Doing Business with Family

We have been using the same office supplies vendor for several years. My brother-in-law is an executive at ABC Paper, which also sells office supplies. ABC Paper has been seeking to do business with the Company. I think that I can save our Company some money if I begin to place our orders for paper with ABC Paper. I know that I can get great service because my brother-in-law is their head of sales. Do I need to do anything before I place my first order?

> Yes. The relationship between you (buyer on behalf of the Company) and your brother-in-law (seller on behalf of ABC Paper) could create a situation where your personal relationship interferes with your objectivity in purchasing items on behalf of the Company, and which may also seem improper to others. When acting on behalf of the Company, you must be free from influences that conflict with the Company's best interests. Even the appearance of a conflict of interest can be damaging to the Company. If, however, you disclose the situation to your department manager, and to the Company's legal or compliance personnel, and remove yourself from the vendor selection process, it may be possible for your brother-in-law's company to compete for the business along with other vendors. Your manager will likely delegate the decision and relationship management with ABC Paper to another employee, leaving you out of the decision-making process.

Principle Seven: Conflicts of Interest (continued)

We Protect the Company's Assets

We each have a duty to protect the Company's assets and ensure their efficient use. We should take measures to prevent damage to, and theft or misuse of, Company property. When you leave the Company, all Company property must be returned. Except as authorized, Company assets, including Company time, equipment, materials, resources, and proprietary information, must be used for the Company's business purposes. We should also never use Company assets for outside business activities.

Q&A: Using Company Equipment for Another Business

I am an administrative assistant for the Company and also have a second job doing online research for a marketing company. The marketing company is not a competitor and does not provide services to any competitor of the Company. I do not have high speed Internet access at home, so I do my work for the marketing company at my desk after I have completed my regular hours for the Company. I also sometimes use our Company copy machine and fax to do work for the marketing company. Could I get into trouble for my activities?

The fact that you work for the research company is not in itself problematic, so long as your work for them does not keep you from devoting your best efforts to your work for the Company. However, your use of Company equipment and Internet access for the marketing company is not permitted. You may not use Company equipment for another business, or perform outside business on Company property or during regular business hours.

Q&A: Including Expenses for a Spouse

I am an administrative assistant, and I am filling out my manager's expense report for a recent business trip. Her husband went with her on the trip and she included her husband's expenses in the report. What should I do?

If you're comfortable doing so, you can ask your manager if she included her husband's expenses by mistake. If you're not comfortable speaking with her directly, report the matter to your manager's manager, to the Company's legal or compliance personnel, or through the compliance helpline. Part of your job is to help the Company protect its assets and resources; reporting this matter is one of your responsibilities as an employee.

We Engage in Political Activities on Our Own Time

The Company does not discourage employees from engaging in political activity, but any such activity must be carried out on your own time. You must not use Company equipment or assets to support political candidates or initiatives. When you express your opinion on political or public issues, it must be clear at all times that the views expressed are your own and are not those of the Company. Employees may not make political contributions in the name of the Company.

We Maintain a Professional Workplace

In the interest of maintaining a professional work environment and to protect employees from unwanted solicitations, you should not solicit money or aid or distribute non-work-related written materials during your working hours or on Company premises. To the extent consistent with applicable law, the Company may permit solicitations for charitable causes with the prior approval of your department manager and the Company's legal or compliance personnel. This policy does not prohibit or restrict any solicitation or distribution that is otherwise permissible under the labor laws.

Q&A: Political Activities

I have decided to run for a position with my city government. The position will not require more than a few hours of my time per month and I have obtained all necessary approvals from my manager. I would like to use the Company's office copier, fax machine, and computers to make some flyers and distribute information about my campaign. Is that okay?

No, it is not. Company property and equipment may not be used for any political purpose.

Q&A: Selling Goods to Employees

I sell cosmetics on the weekends and in the evenings. Can I sell to other Company employees, customers, or suppliers?

You cannot sell to other Company employees in the workplace or on work time, and you should never solicit the Company's customers or suppliers for your own non-Company business interests without approval of the Company's management. You also should not use Company resources, such as Company phones or computers, to engage in outside business activities.

Principle Eight: Financial Reporting

Record and report accounting and financial information accurately and in a timely manner.

Many employees have responsibilities that require them to document or record Company information, such as financial and accounting information, as well as commercial information and data relating to business transactions. In order for the Company to make effective, well-informed business decisions, and to comply with applicable laws and regulations, all Company information must be reported, recorded, and retained accurately, systematically, and fully in compliance with all legal requirements and internal Company policies. We must (a) record accounting and financial information accurately and in a way that will not mislead those who receive it, (b) record expenses and revenue on a timely basis, (c) record credit and debt accurately and (d) not own off-the-books assets or liabilities.

We Maintain Accurate Books and Records

We accurately report and record all Company transactions and dispositions of assets in a timely manner, in accordance with Company policies and generally accepted accounting principles. Employees must help ensure that all records of the Company's business transactions, including all business expense accounts, time records, vouchers, and bills are reliable, accurate, and complete. You must record the Company's financial activities in compliance with applicable laws and accounting practices. False or misleading entries or information on the Company's books and records are strictly prohibited.

Proper Accounting and Financial Integrity

To ensure the accuracy of all periodic and other reports prepared by the Company, the Company's books, records, and accounts shall be maintained in accordance with the following additional guidelines:

Completeness: All transactions and other events and circumstances that occurred during a specific period, and that should have been recognized in that period, have in fact been recorded.

Existence or Occurrence: Assets, liabilities, and ownership interests recorded as existing as of a specific date actually existed on that date, and recorded transactions represent events that actually occurred during the specified period.

Accuracy: Assets, liabilities, revenue, and expense components are recorded in appropriate amounts in conformity with relevant and appropriate accounting principles.

Valuation or Allocation: Transactions are carefully calculated, correctly and appropriately summarized, and recorded in the Company's books and records.

Rights and Obligations: Accounts receivable and accounts payable are assets and liabilities respectively as of the specified date.

Presentations and Disclosure: Items in the financial statements are properly described, sorted, and classified.

We Comply with the Company's Records Retention Policy

In the course of its business, the Company produces and receives large numbers of records. Numerous laws require the retention of certain Company records for specific periods of time. The Company is committed to compliance with applicable laws and regulations relating to the preservation of records. The Company's policy is to identify, maintain, safeguard, and destroy or retain all records in the Company's possession on a systematic and regular basis. For more information on records retention and destruction, please refer to the Company's document retention policy.

Under no circumstances are Company records to be destroyed selectively or to be maintained outside Company premises or designated storage facilities, except in those instances where Company records may be temporarily brought home by employees working from home in accordance with approvals from their managers pursuant to the Company's applicable policies.

If you learn of a subpoena or a pending or contemplated litigation or government investigation, you should immediately contact the Company's legal personnel. You must retain all records that may be responsive to the subpoena or may be relevant to the litigation or investigation, until you are advised by the legal personnel as to how to proceed. You must also actively prevent the destruction of all relevant records that would otherwise be automatically destroyed or erased (such as email and voicemail messages).

Destruction of such records, even if inadvertent, could seriously injure the Company.

Q&A: Electronic Records

Are electronic records, like email, covered by the Company's document retention policy?

Yes, all Company records—including electronic records—are subject to the policy. If you have any questions about specific retention periods, consult the policy or contact the Company's legal or compliance personnel.

Q&A: Spreading Costs over the Next Quarter?

My department consistently produces revenue that is the envy of most others within the Company. However, because of an unexpected increase in our costs, we recently sustained our first quarterly loss. My manager instructed me to spread some of the cost increases over both this and the next quarter. He said this is acceptable if we just send out some of the checks later than usual, three months after receipt of the bill instead of our usual 30-day payment. Should I make the changes, or object?

Do not change the accounting method for these costs. Doing so would be a violation of generally accepted accounting principles, as well as of Company policy. Violations of accounting principles can lead to misleading financial information in Company financial records and reports, and can also be embarrassing to the Company and harm its reputation. Explain your objections to your manager. If he does not agree to report the expenses accurately, you should report this problem to his supervisor or to the Company's Chief Financial Officer, or through the compliance helpline.

Principle Nine: Gifts and Entertainment

Maintain proper legal and ethical standards with respect to giving and receiving gifts and entertainment.

When you are involved in making business decisions on behalf of the Company, your decisions should be objective. Employees interacting with any person who has business dealings with the Company (whether a supplier, customer, contractor, or consultant) must conduct those relationships in the best interests of the Company. While the exchange of business courtesies is common and can help build business relationships, accepting or providing business courtesies that are excessive or inappropriate can harm your reputation and the Company's reputation as well. The Company relies on you to use good judgment to distinguish between appropriate situations that build relationships and inappropriate situations that create or appear to create conflicts of interest.

We Use Good Judgment When Exchanging Business Courtesies

We must never accept any benefit from people doing business with the Company if our business judgment or decisions could be affected. The term "benefit" in this context can refer to anything of value: money, material objects, entertainment, services, preferential treatment, or other items, whether tangible or intangible. Benefits given to or received by members of your family may also be subject to these guidelines if they could affect your business judgment or the judgment of our business partners.

You must never ask for gifts, entertainment, or any other benefit from people doing business with the Company. You may accept unsolicited gifts and business courtesies, including meals and entertainment, if they are customary and commonly accepted business courtesies (i.e., not excessive in value), and are given and accepted without an express or implied understanding that you are in any way obligated by your acceptance of the gift.

Gifts of cash or cash equivalents (including gift certificates, securities, below-market loans, etc.) in any amount are prohibited, must be returned promptly to the donor, and must be reported to the Company's compliance personnel.

Q&A: Refusing a Gift

I am on a business trip to a country where refusing a gift from a business associate can be considered an insult. What should I do if I am offered an expensive gift and know that I will cause offense if I don't accept it?

If it is customary to exchange gifts in the local culture, and you believe that you will harm the Company's business relationships if you do not accept a gift, you may accept the gift on behalf of the Company. You must then disclose the gift to your manager, who will help you determine the appropriate disposition of the gift. The Company could, for example, donate the gift to a charity or display it in the Company's offices.

Q&A: Special Gifts

I have become somewhat friendly with one of the salespeople for our office equipment supplier. She called today to invite my family to use her beach house, which she said we could use for a full week next month. We have had an account with her company for about 15 years and I don't anticipate taking our business to another firm because of the superior service and personal attention that her company provides. Am I able to accept her offer?

You may not accept the gift without full disclosure to, and prior approval by, your manager, and you should be prepared for the likelihood that the gift will not be approved by the Company. The value of your stay at the beach house is more than a nominal amount. The gift might influence—or appear to outsiders to influence—your decisions when purchasing office equipment. Especially because the gift is not related to business, it could appear to be an attempt to create a personal sense of obligation that could interfere with your duty to make sound business decisions for the Company.

We Use Good Judgment in Providing Gifts and Courtesies to Others

When you are providing a gift, entertainment, or other accommodation in connection with Company business, you must do so in a manner that is in good taste and without excessive expense. You may not furnish or offer to furnish any gift that is of more than token value or that goes beyond the common courtesies associated with accepted business practices without the prior written approval of your manager. Our suppliers and customers likely have gift and entertainment policies of their own. You should be careful not to provide gifts or entertainment that violate other companies' gift and entertainment policies.

Gifts to Government and Public Officials Require Pre-approval

The various branches and levels of government have different laws restricting gifts (including meals, entertainment, transportation, and lodging) that may be provided to government officials and employees. Generally, you may not provide gifts, meals, or anything of value to government officials or employees without prior written approval from those responsible for the Company's legal or compliance matters.

Q&A: Gifts for Government or Public Officials

My division deals with an agent within the government customs office on a regular basis. Although many of the agents are knowledgeable and provide us with a lot of assistance, one agent is extraordinary. He has often saved us an enormous amount of time and expense by giving us advice on getting our shipments through the maze of regulations and red tape. Our division wishes to reward the agent for the time and attention that he has provided to us. We are intending to send him two tickets to see his favorite football team. The pair of tickets would cost approximately $150. May we send the agent this gift?

No. Although giving gifts to clients may sometimes be acceptable in the private sector, such activity is highly regulated when the recipient of the gift is a government or public official. Government ethics laws are very complex. Even if the gift has a small value, it may be deemed an illegal gratuity. If a gift is made to a government or public official, the official, as well as the entity making the gift, may be subject to criminal prosecution. Before giving gifts to any governmental or public official, please discuss the Company's compliance guidelines with the Company's compliance personnel.

We Do Not Offer or Pay Bribes

Of course, it goes without saying that both the law and Company policy absolutely prohibit us from giving or offering to give money, or anything of value, to a government or public official or employee in order to influence their acts or decisions, to obtain or retain business, or to secure any improper advantage. In other words, bribery is absolutely prohibited. We also may not pay a fee to an agent or consultant when it is known, or should be known, that the fee could be used to pay a bribe or to wrongfully influence a government or public official. Company policy also strictly prohibits bribery in any form even when it involves only private individuals or entities with no government connection.

The Company has developed extensive guidelines to assist employees in understanding what the anti-bribery laws require and how to identify and avoid potentially unlawful situations. For additional information, please contact the Company's compliance personnel.

Q&A: Inside Connection

We are currently negotiating with the government officials of a particular nation to obtain permits to begin mining operations on land we recently purchased. Although the previous owner was actively mining the property, our permits have been delayed by government red tape. One government official who is involved with the permit process suggested that I retain the services of a local lawyer who, he says, will be able to obtain the permit within 24 hours. This particular lawyer has the same last name as the government official. I am very tempted to pay because the amount of the lawyer's fee is a small fraction of the amount of money the Company is losing on a weekly basis because of the permit dilemma. May I retain this lawyer and pay the fee?

Not without first consulting the Company's legal or compliance personnel to obtain their counsel. The payment could violate both local law and U.S. law. The suggestion that someone has an "inside connection" or is able to accomplish a task upon the payment of money, without further specific details, is a red flag that bribery may be involved. This area of the law can be quite complicated, and you must contact the Company's legal or compliance personnel immediately to get advice on the situation.

Principle Ten: Criminal Activities

Do not provide support for, or enter into business with, entities or individuals engaged in any criminal activity, such as organized crime, narcotics trafficking, money laundering, or terrorism.

We all have a responsibility to know and uphold the law and not to engage in business with (or provide support to) anyone who we know (or have reason to suspect) might be involved in criminal activity of any kind. Any involvement by the Company in criminal activity—such as organized crime, money laundering, narcotics trafficking, or terrorism—would be harmful to our society, and devastating to the Company's reputation. It could also expose the Company and the individuals involved to criminal liability. Everyone should be mindful of the dire consequences that flow from involvement in such activities, even where the Company unwittingly engages in activity that aids and abets the commission of a crime by a third party.

We Do Not Assist in Money Laundering or Other Criminal Activities

Money laundering is the process whereby entities or individuals attempt to conceal the source of illicit funds or otherwise attempt to make illegal income appear legal. Money laundering can also be a seemingly legal activity that hides or supports illegal activities.

One way to help protect the Company against the possibility of assisting in money laundering, or otherwise inadvertently aiding criminal conduct, is to familiarize ourselves with our customers and the nature of their businesses before entering into business transactions with them for the first time. If a transaction does not appear to have any legitimate business purpose, do not enter into it. Even when doing business with familiar companies, beware of unorthodox requests from such companies.

We Do Not Aid Narcotics Traffickers

We should be especially vigilant when we are involved in the sale of chemical products, such as iodine and red and white phosphorus, which are known to be used in the manufacture of controlled substances. For additional information, please contact the Company's legal or compliance personnel.

Q&A: Money Laundering

How do I spot possible money laundering?

Some examples of activities that could indicate money laundering include:

- Your client proposes a transaction that lacks business sense or is inconsistent with their stated business strategy.
- Information provided by your client that identifies their source of funds turns out to be false or misleading.
- The client has a questionable background or is the subject of news reports indicating possible criminal activity.
- The client seems unconcerned about the risks or costs of the transaction.
- The client has difficulty describing the nature of their business or lacks general knowledge of their industry.

Q&A: Sudden Increase in Demand

A customer just called from Russia to say that he wants to double his typical order, but that his company is in the midst of changing banks, so he wants to pay for his next shipment in cash. It will be a large amount of cash. What should I do?

Report the situation to the Company's legal or compliance personnel immediately. The sudden increase in demand without an adequate explanation could be a warning sign, especially when coupled with the request to make a large cash payment. Cash payments—along with third-party checks or multiple payments—are sometimes used by criminals to launder money.

Q&A: Suspiciously Low Bid

To clear a backlog of orders, we hired several shipping companies in addition to our regular carrier. One company's bid was so low that we were concerned that it may not be a responsible carrier. We contacted a few references and found that they have an excellent reputation. I have the contract on my desk but have just read in the newspaper that a prominent mobster and drug trafficker is associated with the company. However, the mobster's name did not appear on any of the corporate documents. The contract will save us thousands of dollars. Should I sign it?

You should immediately notify the Company's legal or compliance personnel of all the facts that you have gathered and allow them to handle the situation from this point on. The very low bid is a possible red flag indicating that illegal acts may be involved. The money savings—while relevant to your business decision—is not a valid reason to cause the Company to associate with potential criminals. This may be a case where it is better to be safe and avoid the risk of association with drug smuggling. The Company's legal personnel can perform appropriate due diligence and will let you know how to proceed.

Always report suspicious activities, transactions, or behavior to the Company's legal or compliance personnel.

Principle Eleven: Reporting Violations

Promptly report violations or suspected violations of the law or this Code to your department or division manager, or to those responsible for the Company's legal, compliance, or human resources matters, or through the compliance helpline. The Company prohibits retaliation against employees for making good faith reports of suspected misconduct.

The effectiveness of this Code will depend in part upon the diligence of all of us in understanding what is required by this Code and promptly reporting known or suspected violations. Violations that go unreported are more likely to expose the Company and its employees, officers, and directors to liability. The Company has a strict policy of non-retaliation against anyone who makes a good faith report about suspected violations. If you are unsure about any provision of this Code or have any questions, feel free to consult with your department or division manager, or with those responsible for the Company's legal, compliance, or human resources matters.

We Are All Responsible for Putting the Code to Work

While each of us is individually responsible for putting the Code to work, we need not do it alone. The Company has a number of resources, people, and processes in place to answer your questions and guide you through difficult decisions. If you have questions, ask them. If you have ethical concerns, raise them. Your department or division manager, those responsible for the Company's legal, compliance, or human resources matters, and others at the Company are available to assist you in fulfilling your responsibilities under the law and this Code.

When in Doubt, Seek Guidance

The Code cannot provide definitive answers to all questions. If you have questions regarding any of the policies discussed in this Code or if you are in doubt about the best course of action in a particular situation, seek guidance from your department or general manager, or the other resources identified in this Code.

When You Suspect a Violation, Report It

If you know of or suspect a violation of applicable laws or regulations, the Code, or the Company's other policies, you must immediately report that information to your department manager or any higher-level manager. If you believe that reporting the violation to a manager in your business group or branch office is not appropriate, you may make the report to the Company's president, any executive vice president, the Chief Financial Officer, those responsible for the Company's legal, compliance, or human resources matters, or through the compliance helpline. Reports may be made through the helpline by calling the 24-hour number or by making a submission through the internet. Please refer to the Company's Policy on Reporting Violations of Law or Company Policy for further details.

Q&A: Paying Bribes

While I appreciate the Company's goals of legal compliance and high standards of business ethics, it is sometimes tough to do that and maintain our competitive standing. I will likely lose a big contract if I don't pay a bribe to a local official. Does the Company really want me to lose the business?

Yes, the Company would rather lose business if gaining business requires bribery or other improper means. The short-term gain of winning business would be more than offset by the long-term loss of reputation if the bribe is discovered and, more importantly, the business is simply not worth violating the law and our high standards of business ethics to get it. If you are faced with a situation like this, speak to your manager. The Company places great value on your decision to do the right thing under difficult circumstances.

The Compliance Helpline

The Company has a 24-hour-a-day compliance helpline, which you can use to report violations of the Company's policies. The phone number and web information (URL, username and password) for the helpline may differ depending on which office you are in; please check the helpline posters or pamphlets made available in your office. You may anonymously or confidentially report suspected violations through the compliance helpline. Reports will be treated confidentially to the extent practicable in light of the Company's need to conduct any ensuing investigation and to appropriately handle any issues involved.

The Company has contracted with an outside vendor to run the helpline for us. This vendor has a staff of professionals who have been trained to listen to and process reports of suspected violations. After making a report, you will be given a report number, a PIN number, and a specific date to call back to get a response to your question or to check the status of your concern. The outside vendor then sends a report to the appropriate persons at the Company to help the Company formulate a response to your report.

The Company Promptly Investigates Reports of Suspected Violations

Reports of suspected violations will be investigated promptly and treated confidentially to the extent reasonably possible. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.

Employees must cooperate with the Company's investigations of suspected violations so that the Company can appropriately investigate and take action to prevent future occurrences.

Q&A: Compliance Hotline

When I call the compliance helpline and volunteer my name, is it really confidential?

The Company will maintain the confidentiality of the person reporting, to the fullest extent reasonably practicable in light of the Company's need to conduct any ensuing investigation and to appropriately handle any issues involved. Legal or business requirements may not allow for complete confidentiality. Also, in some cases, it may not be possible to proceed with, or to properly conduct, an investigation unless the reporter identifies himself or herself. In addition, the identity of persons making reports might become known for reasons outside the control of the Company. The identity of other persons subject to or participating in any inquiry or investigation relating to a report shall be maintained in confidence subject to the same limitations.

Q&A: No Retaliation

I think my manager is doing something that the Code says is wrong. I'm afraid to report him because he might make my job more difficult for me. What should I do?

If you don't feel comfortable talking to your manager about it directly, you can speak to his or her manager, the Company's President, any executive vice president, the Chief Financial Officer, or those responsible for the Company's legal, compliance, or human resources matters. Alternatively, reports may be made anonymously by calling the compliance helpline or by submitting a compliance helpline report over the Internet. Company policy strictly prohibits retaliation against employees for making good faith reports of suspected violations.

Need help? Don't know who to call? MCA Legal and Compliance have The Red Phone. The number is 212-605-2600. Call and we'll direct you to the right person. Or you can email The Red Phone at ml.theredphone@mitsubishicorp.com and your email will be directed to Legal and Compliance.

The Red Phone
212-605-2600 | ml.theredphone@mitsubishicorp.com