



Code of Business Conduct & Ethics

Our reputation is one of our strongest strategic assets, and we are committed to continually earning the trust of our partners and customers. We take that obligation very seriously every day by upholding the highest levels of professionalism, integrity, responsibility, values and excellence, while aiming for pinnacle performance and growth.



Professionalism



Integrity



Responsibility



Values



Excellence



CODE OF BUSINESS CONDUCT & ETHICS

The Code of Conduct & Business Ethics is NOSHOK's fundamental and comprehensive policy. All NOSHOK employees are responsible for upholding this commitment to the highest standards of business conduct.

Introduction

The purpose of this Business Code of Ethics is to ensure that all employees of NOSHOK know that this Company expects and will accept no less than the highest standards of ethical and professional conduct from all employees. This Code sets out basic principles to guide all employees' business behavior with the overriding principle being that all NOSHOK employees are expected to avoid even the appearance of impropriety in all business dealings.

Any employee who violates the standards in this Code of Ethics will be subject to disciplinary action. Any employee who believes himself or herself to be in a situation that may violate this Code should follow the guidelines for reporting such violations outlined in this document.

Compliance With Laws, Rules, And Regulations

NOSHOK expects all employees to respect and obey the laws of the cities, states and countries in which we operate. While it is impossible for any one person to know all the details of all laws, we expect our employees to have a working knowledge of the appropriate laws and just as importantly to know when to ask for advice from a manager regarding legal matters.

NOSHOK will report to the office of the Inspector General (OIG) or other appropriate authority any violation by a principal, employee, agent, or subcontractor of federal, state, or local criminal law.

Competition And Fair Dealing

NOSHOK is committed to honest and ethical competition. We require full compliance with antitrust and unfair competition laws. These laws protect the free enterprise system and encourage vigorous, but fair competition. In general, these laws prohibit any agreement or understanding between or among a company and its customers, suppliers, or competitors that unreasonably interferes with competition. Engaging in or conspiring (even orally or informally) to do any of the following is forbidden:

- Price or wage fixing, bid rigging, colluding to allocate customers or markets, boycotting suppliers or customers;
- Controlling the resale pricing of distributors and dealers;
- Disparaging a competitor;
- Misrepresenting our own products or services;
- Stealing trade secrets; and
- Offering or paying bribes or kickbacks.

Employees are prohibited from disclosing the following information with competitors: prices and price discounts, costs, profits, product or service offerings, terms or conditions of sale, production or sales volumes, market share, marketing plans and customer or supplier information.

Business organizations, including trade associations, often involve meetings of competitors. Membership in and attendance at any meeting of a business organization that includes competitors, whether of manufacturers, importers, distributors, or customers, without the prior approval of the Vice President is prohibited. This does not apply to employee participation in professional associations, such as the Society for Human Resources Management, etc., where the purpose of meetings and conferences or other correspondence is to advance professional knowledge, technology, and professional networking opportunities.

Because these laws can be complex, consult with your supervisor or NOSHOK's Vice President if you are in doubt about the proper course of action in a particular situation.

Anti-Bribery & Anti-Corruption

We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate. This Anti-Bribery and Anti-Corruption Policy is designed to ensure compliance with the U.S. Foreign Corrupt Practices Act (the "FCPA") and any other local anti-bribery or anti-corruption law where we operate.

1. Compliance Requirements

a. **Prohibited Activities.** All Company employees are prohibited from:

- Giving, promising to give, or offering any payment, gift, or other item of value (including business gratuities and favors) to influence a decision impacting the Company's business or for personal gain.
- Making improper payments through a third party for the above purposes. The Company could be held liable for such payments even if you did not know, but should have known, that the payment was going to a prohibited person. For this reason, the Company must be diligent in selecting business representatives and partners.
- Accepting any payment, gift, or other item of value (including business gratuities and favors) if offered or provided with an expectation that a business advantage will be provided by the Company in return.

b. **Facilitation Payments And Kickbacks.**

- The Company does not make "facilitation payments" or "kickbacks" of any kind, regardless of whether such payments are permitted under local law.

- Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official (such as issuance of permits, licenses, processing visas or work permits, etc.). Kickbacks are typically payments made in return for a business favor or advantage and can include discounts or other types of cash incentives.
 - All Company employees must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made by, on behalf of, or otherwise in connection with the business of or for the benefit of the Company.
 - If asked to make a payment on the Company's behalf, always be mindful of what the payment is for and whether the amount requested is proportionate to the goods and/or services provided. Always ask for a receipt that details the reason for the payment. If you have any suspicions, concerns, or queries regarding a payment, you should raise these with NOSHOK's Vice President.
- c. **Gifts And Hospitality.** This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties. Such normal and appropriate hospitality would include, for example, paying for a meal with an existing client. The receiving or offering of gifts are only permitted if the following requirements are met:
- i. it is not made with the intention to influence a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in exchange for favors or benefits;
 - ii. it complies with local law;
 - iii. it does not include cash or a cash equivalent (such as gift certificates);
 - iv. it is appropriate under the circumstances;
 - v. it is given openly, not secretly; and
 - vi. gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Company's Vice President.
- d. **Political Contributions.** Company employees are prohibited from making any contribution or providing any financial support to any political party or candidate on behalf of the Company, except as may be pre-approved by the Vice President. In undertaking any political activity that is not authorized by Company policy, all employees will be deemed to be acting in their personal capacity and not on behalf of the Company.
- e. **Know Your Third Parties.** To minimize the risk of doing business with a corrupt third party, you must know the third party and confirm that it is a legitimate business with a reputation for integrity. Company employees must not circumvent Company policies by using a third party to do what the Company could not do itself. We acknowledge that a third party may mistakenly believe that as a local individual or company it enjoys more freedom to "play by the local rules." However, it is never acceptable to circumvent our policies in this manner. Third party misconduct creates a risk to the Company and to the employees involved. Company employees must report "Red Flags" with respect to a third party that signify a heightened risk to the Company. Examples might include:
- A government official recommends a specific person or company to serve as a Company employee.

- A consultant requests fees that are much greater than the market rate for comparable work without any reasonable explanation.
 - A consultant proposes to be paid a large contingency or success fee if, for example, a government contract is awarded or a favorable regulatory change is achieved.
 - A potential representative refuses to certify that it will not take any action in furtherance of an improper payment.
 - A potential representative requests payment in cash.
 - A potential representative requests that payments be made to or through a third party or to a third party bank account, or requests other financial arrangements without reasonable explanation.
 - A potential representative's business is not listed in standard industry directories, or is unknown to people knowledgeable about the industry.
 - A background check of the principals in the potential representative's business uncovers evidence or reports of suspicious activities or a record of non-compliance with applicable rules or regulations.
- f. **Recordkeeping.** Company books, records, and accounts must accurately and fairly reflect the transactions and dispositions of corporate assets. Company employees must ensure that all expense reports relating to hospitality, gifts, or expenses incurred to third parties are submitted in accordance with Company policy and the reasons for the expenditures are accurately recorded. No accounts may be kept "off-book" to facilitate or conceal improper payments. Never make false or artificial entries in any Company books or records for any reason. Do not engage in or support any act that results in such an entry.

Conflicts Of Interest

Should an employee discover that his or her own private interest interferes with the interest of NOSHOK, then a conflict of interest has arisen. No NOSHOK employee should become involved in any business or situation that might benefit or profit him or her at the expense of NOSHOK's business interests.

Employees should avoid any direct or indirect business connection with NOSHOK's customers, suppliers or competitors (except on behalf of the Company) as such relationships will almost always set up a conflict of interest for the employee. Employees should also take care to avoid any appearance of impropriety and must disclose to their supervisor any material transactions or relationships that reasonably could be expected to give rise to a conflict of interest.

In addition to the examples in the Conflicts of Interest Policy in the Employee Handbook, other examples that would be considered a conflict of interest and in violation of this policy are:

- Taking NOSHOK property for personal use.
- Writing a personal letter of complaint on NOSHOK stationery.
- Accepting a reward from a supplier or provider of services in exchange for business with NOSHOK.
- Using employee status with NOSHOK in inappropriate ways, such as to gain special consideration from authorities such as the police, and to obtain (for personal purposes) information not available to the general public.

This is in no way a comprehensive list but rather is intended to serve as examples for conflicts of interest. If any employee has a question about whether an activity establishes a conflict of interest or not, that employee should discuss the matter with a manager or the Vice President.

Anti-Human Trafficking And Modern Slavery

NOSHOK is committed to maintaining a fair and ethical workplace and condemns all human rights violations including human trafficking and modern slavery. As part of this directive, NOSHOK takes or will take appropriate steps to ensure human servitude and modern slavery do not exist at NOSHOK or at any of NOSHOK's sub-tier supplier locations. NOSHOK has a zero-tolerance policy for any human rights violations and is taking appropriate steps to communicate this perspective to all relevant interested parties.

Human trafficking is the business of stealing freedom for profit. It is estimated that over 40 million people are subjected to human trafficking and modern slavery in some form on a global basis with almost 25 million people being subjected to forced labor. As defined by the International Labor Organization, "Forced or compulsory labor is all work or service which is exacted from any person under the threat of a penalty and for which the person has not offered himself or herself voluntarily."

The greatest numbers of human rights violations are known to occur outside of the United States with the most prevalent transgressions occurring in Asia and the Pacific followed by Africa, Latin America and the Caribbean. Most of the demand for goods and services that drive human trafficking in terms of forced labor originate from within the United States.

Most developed nations are taking actions to mitigate potential risks associated with human trafficking and modern slavery. The United States is one of the most proactive countries in this regard.

NOSHOK's anti-human trafficking and modern slavery policy applies to personnel who work for or on behalf of NOSHOK. It is the responsibility of all personnel who work with NOSHOK in any capacity to familiarize themselves with this policy and support it through active participation. Additional training may be provided where required to ensure all NOSHOK personnel are aware of and fully support NOSHOK's commitment to abolish human trafficking, forced labor and other forms of human slavery.

NOSHOK proactively takes or is in the process of taking the following steps to prevent transgressions against our fellow humans.

- Placing an emphasis on supplier sources for goods and services that do not originate from high risk areas.
- Information is made available to all key suppliers regarding NOSHOK's commitment to the abolishment of practices that support human trafficking and slavery and are required to act in accordance with any directives set forth by these governing principals.
- NOSHOK reserves the right to verify any violations by whatever means possible and discontinue any relationships with suppliers that are known to be in violation of any human rights principals without notice.

Employees are expected to notify management as soon as any transgressions or suspected violations of any kind are identified. The identity of anyone reporting any such violations will be held in confidence to the greatest extent possible and consistent with the need to conduct an investigation.

Prohibition Against Discrimination And Harassment

NOSHOK does not discriminate on the basis of race, color, religion, national origin, ancestry, age, sex, sexual orientation, gender identity, pregnancy, disability, genetic information, veteran or military status, or any other legally protected status.

All employees of NOSHOK are expected to treat people with dignity, respect and compassion to foster a work environment free of harassment, intimidation, and unlawful discrimination.

Confidential Information

NOSHOK employees must not disclose or use any confidential information (as defined in the Company's Confidentiality Policy in the Employee Handbook) concerning the Company or its business that might be contrary to the Company's interests without prior written authorization from the Vice President. Misuse, unauthorized access to, or mishandling of confidential information is strictly prohibited and will result in discipline or termination of employment.

Competitor's Confidential Information

Although the ability to obtain, analyze, and act upon information about competitive conditions is vital to the Company's success, there are important limitations on how and what competitive information may be lawfully obtained. No improper means may be used to collect competitive information, such as any form of industrial espionage, the payment of money or giving any type of favor or consideration, or the hiring of a competitor's employees to obtain confidential information. Specific information that may not be obtained includes information regarding a competitor's unannounced new products or confidential financial data relating to costs, prices, or profits.

Third Party Confidential Information

Employees must take great care in handling information that has been entrusted to us by our customers and other third party business partners. The use and handling of such information is typically regulated by a nondisclosure or confidentiality agreement. Employees should familiarize themselves with and strictly observe the restrictions that apply to all such confidential information to which they may have access.

Breaches Of Data Security

NOSHOK takes precautions to ensure the security of sensitive information entrusted to it. If, however, there is a breach of our data security, we need to know this as soon as possible so we can take steps to prevent or limit potential harm from such breach. Employees who discover or suspect a breach of data security must immediately notify the IS Department or the Vice President of NOSHOK.

Records Management

NOSHOK is required by various laws to retain certain records and to follow specific guidelines in managing its records. Civil and criminal penalties for failure to comply with these guidelines can be severe. The Company has policies governing record retention that must be followed.

In connection with litigation or a government investigation, the Vice President may issue a “legal hold” that suspends all normal document destruction procedures. Records or supporting documents, including those in electronic form, that have been placed under a legal hold must not be destroyed, altered or modified under any circumstances. If you are unsure whether a document has been placed under a legal hold, you should preserve and protect that document while you check with NOSHOK’s Vice President.

Reporting Illegal Or Unethical Behavior

Every employee of NOSHOK is expected to report what he or she believes in good faith are violations of the law or of NOSHOK policy, whether accidental or deliberate, by any other NOSHOK employee. Should you become aware of a violation, it is your responsibility and obligation to disclose the matter fully. The failure to report such violations is itself a violation of NOSHOK policy.

Should any employee feel it necessary to report any suspected illegal or unethical behavior, the employee should call or write the Vice President or any other officer of the Company.

You may report suspected legal or ethical violations in confidence and without fear of retaliation. NOSHOK does not permit retaliation of any kind against employees for good faith reports of suspected or actual ethical or legal violations.

ACKNOWLEDGMENT

I have read and understand NOSHOK’s Code of Business Ethics. I believe I am in compliance with this Code (exceptions should be brought to the attention of the Vice President).

Signature

Printed Name

Date