

## **Kampi Components Code of Business Ethics and Conduct**

It is the long-standing policy and commitment of Kampi Components (“Company”) to observe the highest ethical standards, and comply with all laws, rules, and regulations.

The Company requires all of its employees, officers and directors (collectively “employees”) to avoid any activities which could involve or lead to involvement of the Company or any of its employees in any unethical or unlawful practice.

The Company’s business goals are important and demanding, but maintaining integrity and ethical and legal standards must take precedence. Compliance with the law is only a minimum standard; this Company has always sought, and will continue to seek, adherence to the spirit of the law, as well.

Responsibility for carrying out the Company’s commitment to integrity, fairness, and compliance with high ethical standards and compliance with legal requirements rests with each of its employees.

The Company’s employees are required to adhere to a high standard of business and personal ethics and integrity so that the Company and all its employees will continue to enjoy the high respect and esteem of the public, government authorities, the business community, customers, vendors, and suppliers. These principles and codes are to be strictly adhered to at all times and under all circumstances. Any employee who does not adhere to this Code of Business Ethics and Conduct is acting outside the scope of his or her employment.

### *Compliance with Laws*

No employee is permitted to engage in any activity which might involve the employee or the Company in a violation of any federal, state, or local law, rule or regulation. In addition, employees involved in the Company's dealings with foreign operations and business activities must comply with the laws and customs of each host country.

### *Ethical Practice*

Each employee must observe the highest standards of business and personal ethics. This means practicing honesty, sincerity, and fairness when dealing with the public, government officials, customers, fellow employees, and anyone with whom the Company does business.

### *Personal Conflicts of Interest*

Each employee must avoid financial, business, or other relationships which might be opposed to the interests of the Company or might cause a conflict with the performance of assigned duties. Employees are reminded that they must refrain from using Company opportunities for their own benefit or using Company property for personal gain.

Employees must not solicit or accept any gift, payment, services, or special treatment from any source that conducts or seeks to conduct business or competes with the

Company, unless to do so would be consistent with applicable law and good business practice, and disclosure of the transaction would not embarrass the Company.

Employees are expected to conduct their private lives and actions in a manner that will not cause embarrassment or bring discredit upon the Company.

Employees are expected to advise the Company of any situation which involves a real or potential conflict of interest. If a conflict of interest does arise, it is the responsibility of the employee to resolve the conflict promptly to the satisfaction of the Company.

#### *Outside Employment*

Outside employment, self-employment or other non-business commitments by an employee are permissible, but must be regarded as secondary; the prime loyalty of all employees must remain at all times with the Company.

#### *Unlawful, Questionable or Sensitive Payments or Transactions*

Company funds or assets may not be offered or given to anyone as a bribe, illegal kickback, or illegal contribution. Reasonable and customary gratuities, known to be consistent with U.S. and foreign local law, may be given with the approval of the President.

### *Competitive Practices*

U.S. federal and state laws prohibit restraints on trade, price fixing and unfair or unethical business practices. All employees should compete vigorously, but fairly and honestly; avoid discussing pricing or anything that affects prices of products or services with competitors or customers; and avoid behavior which could appear as an illegal boycott or designed to exclude any competitor or to improperly allocate business.

### *Relations with Suppliers*

Employees who purchase supplies, inventories, materials, and services are to do so solely on the basis of price, quality, service, and suitability to the Company's business requirements.

Business entertainment of employees by suppliers should be avoided. When it is necessary because of business circumstances, it must be appropriate and consistent with the Company's normal business practices.

### *Relations with Commercial Customers*

Any form of rebates, kickbacks, contributions or other similar improper favors to customers, potential customers or their representatives by an employee of the Company are prohibited. Gifts should not be given to customers except for Company promotional items or other lawful gifts which are consistent with the Company's customary business

practices and do not violate customers' expressed policies concerning gift-giving. The type and value of any such gifts must be appropriate for the circumstances. In addition, business entertainment must also be reasonable and appropriate for the circumstances and consistent with the Company's approved practices.

Employees involved in international business should make every effort to know and are required to comply with all laws and customs governing relations with customers in host countries.

#### *Government Business*

Transactions with federal, state, local, and foreign governments and agencies are subject to specific legal and regulatory requirements that are frequently different from ordinary commercial transactions. Advice and assistance in preparing any government bid or negotiating or administering a government contract should be obtained through the Company's Management Team, President and/or legal advisors to ensure compliance with all requirements.

All information, including pricing data, furnished with government proposals or contracts, must be complete, accurate, and not misleading.

Classified information must be protected in accordance with applicable laws and regulations. If you have security clearance, you must ensure that you handle such information appropriately.

### *Private Information*

The Company's private information must be kept confidential and only released as determined by established Company policies, procedures, and practices and must be approved by the Company's President.

In addition, no one may use private Company information or any or any private information of others, obtained by virtue of their employment with the Company, for personal gain.

### *Political Activity and Contributions*

The Company's business activities may require contact with public officials on a wide variety of matters. If you deal with public officials, you must be familiar and comply with applicable lobbying laws and regulations, particularly those that apply to registrations and filings.

There is an absolute prohibition upon any political contribution to any federal election campaign by a corporation. No contribution, by cash or otherwise, may be made by or in the name of the Company. Limitations on political contributions in state and local elections and in foreign countries may differ. Contributions using Company funds or in the Company's name, must be approved by legal counsel before any contribution is made.

You may make personal contributions, and hold public office, provided such activities are carried out only on your personal time and they do not pose a conflict of interest under applicable law or Company policy.

#### *Accounts and Recordkeeping*

The Company observes the highest standards in keeping its books and records. The requirements for generally accepted accounting principles, the Company's Accounting Policies and Procedures and all applicable laws and regulations, must be complied with at all times in keeping the Company's books and records. All transactions must be executed only in accordance with management's general or specific authorization and must be completely and accurately reported in the books and records of the Company.

#### *Use of Agents, Consultants, Contractors and Non-Employees*

Agents, consultants and other representatives of the Company are not permitted to engage in any activity or practice on behalf of the Company that is contrary to any law or regulation or to the Company's policies.

#### *Cooperation in Company Audits and Inquiries*

Employees are required to cooperate fully with the Company's auditors, directors, legal counsel, and other representatives of the Company requesting information or conducting

- Use business opportunities solely for the benefit of the Company and refrain from (i) taking for their own benefit opportunities that belong to the Company or are discovered through the use of Company property, information, or position, (ii) using Company property for personal gain, and (iii) competing with the Company.
- Maintain confidentiality of proprietary or confidential information of the Company or its customers or suppliers acquired by or entrusted to them in the course of their relationship with the Company, unless disclosure is required by law or expressly authorized by the Company.
- Deal ethically and fairly with the Company's customers, suppliers, competitors, and employees.
- Protect the Company's assets and use those assets only for legitimate Company business purposes in accordance with Company policies and its approved practices and procedures.
- Maintain accurate and complete books and records of the Company and comply with the requirements of Generally Accepted Accounting Principles ("GAAP"), the Company's accounting policies, practices, procedures, and all applicable laws and regulations, and provide prompt, accurate responses to requests for



an inquiry in connection with the Company's business activities. Information may not be falsified or concealed under any circumstances. No employee may interfere with or seek to improperly influence, directly or indirectly, the auditing of financial records.

#### *Reporting Illegal or Unethical Conduct*

Employees who observe illegal or unethical conduct should promptly report such behavior to the appropriate representatives of the Company (Management Team, President, legal counsel) through normal communication channels.

#### *Disciplinary Action*

There is zero tolerance for violations of the Company's Code of Business Ethics and Conduct. If you have any questions as to whether an action may be in violation of the Company's Code of Business Ethics and Conduct you must seek advice from your Management Team, the Company's President or legal counsel.

#### **Summary**

Each Kampi Components employee is required to:

- Comply with all applicable laws, rules and regulations of all governmental jurisdictions in which the Company conducts its business.
- Avoid personal conflict(s) of interest with regard to the Company's interests.

information to assure that the Company's reports are timely, complete, fair, and accurate, and otherwise satisfy disclosure requirements.

- Cooperate fully with the Company's internal and external auditors, its legal counsel, and other authorized representatives of the Company requesting information or conducting an investigation.
- Promptly report illegal or unethical conduct or concerns of such conduct by Company employees or the failure by employees to comply with all Company policies and regulations to the appropriate representatives of the Company (Management Team, President or legal representatives). No acts of retaliation of any kind will be tolerated against good faith reports or complaints of violations of this Code of Business Ethics and Conduct, accounting or financial reporting irregularities, or illegal or unethical to conduct by the Company, its employees, directors or officers.
- Remember there is zero tolerance for violations of the Company's Code of Business Ethics and Conduct. Action in violation of the Code of Business Ethics and Conduct will be subject to Company discipline up to and including dismissal. Additionally, conduct not in compliance with the Code of Business Ethics and Conduct may constitute a violation of criminal laws.
- Any exception to this Code of Business Ethics and Conduct may only be made by the President.

*Acknowledgment and Agreement*

I have read the above memo and Kampi Component's Code of Business Ethics and Conduct and agree to follow and comply in all respects with regard to the terms and conditions set forth in the memo and the Code of Business Ethics and Conduct.