

# Code of Ethics and Business Conduct





# Our Values


**WIN** the **RIGHT**  
way

We will win through our commitment to honesty and integrity, not compromising our values in order to achieve success.



**CUSTOMER**  
Obsession

We put customers at the center of our plans and actions. Our expertise allows us to identify their needs, deliver value, earn and keep their trust.



Deliver on  
our **PROMISES**

We strive for excellence in everything that we do and shortcuts are not an option. We are accountable to each other and to our stakeholders.




Communicate  
**HONESTLY**

We don't shy away from tough conversations or put off hard decisions.



**Constantly**  
**CREATIVE**

We encourage the relentless exploration for the best solution. We challenge the status quo, while continuously learning and improving.



# Code of Ethics and Business Conduct

## Executive Summary

At IEWC, success has always been based on hard work and an unwavering commitment to honesty and integrity in everything we do. Today's business environment is complex and changing but one thing that has never changed is our belief that our good reputation depends on each of us being personally responsible for our conduct. What follows is a summary of IEWC's new Code of Ethics and Business Conduct Policy. It is provided as an overview but not as a replacement for your review and understanding of the entire policy.

### POLICY SUMMARY

#### OUR COMMITMENT

- Protecting IEWC's reputation is the responsibility of every employee in every country we do business
- This policy applies to all employees, temporary employees as well as business partners such as vendors and consultants.
- If you see or suspect illegal/unethical behavior or you have a question about what to do, ask for help. We have an obligation to report any possible violations.
- Be assured, you can report ethical violations confidentially and without any fear of retaliation.

#### OUR RESPONSIBILITIES TO EACH OTHER

- We owe each other honesty, respect and fair treatment.

- We support laws prohibiting discrimination based on race, color, gender, origin, age, religion, disability, veteran status, marital status or sexual orientation.
- A harassment-free workplace
- Privacy
  - We need to learn about what types of information are protected by law and establish appropriate levels of protection.
  - Protect the confidentiality of personal information
  - Return or destroy personal information that is no longer needed
  - Immediately report the loss or inadvertent disclosure of employee information
- Safe and Healthy Work Environment
  - Each of us is responsible for acting in a safe manner that protects ourselves and others. Report situations/concerns immediately

#### OUR RESPONSIBILITIES TO OUR CUSTOMERS AND BUSINESS PARTNERS

- Honest and Ethical Dealings – treat our customers fairly and honestly
- Be responsive to customer's requests unless it is something you regard as unethical or unlawful.
- Promise what you can deliver and deliver what you promise

- Confidential information from customers should be protected.
- Business leaders who oversee work with governments/government owned entities must remain up to date on relevant regulations, and responsible to communicate IEWC's business standards to third parties working on behalf of IEWC.
- Conflict of Interest - Any conflicts of interest, either real or perceived should be immediately reported. All "moonlighting" must be disclosed to your manager.
- Gifts and Entertainment
  - We do not accept or provide gifts, favors or entertainment if the intent is to improperly influence a business decision.
  - Gifts, either given or received, should be appropriate to the business relationship.
  - Individual gifts should be limited to a reasonable and customary value.
- Protecting IEWC Assets
  - Each employee is responsible for the company assets they are entrusted with. Company assets are for business use.
  - Confidential Information - should only be used and disclosed for legitimate business purposes and only with individuals that are authorized to have access to the information.

### **OUR RESPONSIBILITIES TO THE MARKETPLACE**

- Competitive Intelligence - We must never engage in fraud, misrepresentation or deception to obtain competitive information.
- Communicating with the Public - IEWC needs a consistent voice when speaking with the public. It is important that only authorized employees speak on behalf of IEWC.

### **OUR RESPONSIBILITIES AS CORPORATE CITIZENS**

- Personal involvement in the community is encouraged, but we should not pressure co-workers.
- You have the right to participate in the political process but you do not have the right to portray your views as those of IEWC.
- Insider trading – Confidential information may not be used for personal benefit or the benefit of friends, family or business associates.
- Anti-trust and Fair Competition – We never engage in improper practices that may limit competition and we never look to gain competitive advantage through unethical or illegal business practices.
- Anti-corruption and bribery – We are a global company with a global commitment to integrity. We do not pay bribes or kickbacks at any time for any reason to a private businessperson or government official. It is especially important that we monitor third parties acting on our behalf. We recognize that in some countries it is common practice to make "facilitating payments" which are small payments to low-level government employees to get them to perform their job.
- Global Trade – IEWC honors the trade, import and export laws in all of the countries in which it operates and we expect our business partners to do the same.

This policy is at the core of how IEWC conducts its business and how it expects its employees and business partners to conduct business. Each of us has the responsibility for acting with integrity, even when difficult. We are expected to know and understand the policy. In that light, it is very important that you review the policy in its entirety.



## A message from our CEO

At IEWC it is our goal to be an industry leader, and we are committed to achieving this by strong performance and ethical behaviors. Our values: Win the Right Way, Deliver on our Promises, Customer Obsession, Be Constantly Creative, and Communicate Honestly align to and support our Code of Ethics. To be a strong company on the outside you have to be a strong company on the inside. The code is our guide to ensuring that we are making sound business decisions when dealing with each other, our customers, and our business partners.

Our code offers guidance on how to act in most situations, but as you know it is not possible to address every business situation. If you are ever in a position in which you are unsure about what to do please reach out to your manager or Human Resources. In addition to this, if you have any questions or concerns at all about the Code of Ethics or if you observe our policy being violated, it is your responsibility to inform a member of management or Human Resources.

Our reputation depends on each of us committing to our code and our values. I am confident in our employees, and in our ability to support one another in the right way, while delivering on our promises! Thank you for your commitment to adhering to our code and our values!

Thank you.

Sincerely,

Mike Veum

*President & CEO*

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# Our Commitment to Ethics and Compliance

Protecting IEWC's reputation is the responsibility of every employee in every country where we do business. We must always act with Integrity; when we do, others will know they can trust us and have confidence that we will be honest and fair. We want to be known as a company that always honors its commitments and is a reliable business partner. When we do the right thing, we protect our reputation and that will help us to succeed even in today's complex and competitive business environment.

This Code is designed to help when you have questions about what to do in specific situations. It is a summary of how we will do business in accordance with our values, policies, and various laws and regulations.

Since IEWC operates in many countries, we need to be especially aware of different laws and customs that apply. While we respect the norms of our customers, business partners and co-workers throughout the world, all employees must at a minimum comply with the standards and principles in this Code unless they are inconsistent with local law, in which case you should seek guidance.

## How To Use This Code

The Code is designed to serve as a resource when you need information

about our policies or standards or when you are faced with a difficult ethical situation.

It's impossible to anticipate every question you may have or situation you might face, so in addition to the Code, IEWC also has other resources that can be of help. These additional resources are listed throughout the Code. As always, the Company relies on you to use good judgment and to seek help when you need it.

## To Whom This Code Applies

This Code applies to all employees, managers, officers and directors at IEWC and all of its Divisions. Certain business partners, such as suppliers, consultants, and temporary employees serve as an extension of IEWC. They are expected to follow the Code, as well as any applicable contractual provisions, when working on behalf of IEWC.

Managers who supervise our business partners and temporary employees are responsible for ensuring that they understand our ethics standards. If an external business partner fails to comply with our ethics and business conduct expectations and their related contractual obligations, it may result in the termination of their contract.

## Asking Questions and Using the Integrity Line

If you see or suspect any illegal or unethical behavior, or you have a question about what to do, talk to your manager and ask for help.



Sometimes, you may not be able to talk about an issue with your manager. If that's the case, you have several options. You may contact the leader of your Division, Human Resources, or a member of the Ethics Committee.

You also have the option to call IEWC's toll free **Integrity Line**.

<b>USA</b>	<b>855-603-6991</b>
<b>Canada</b>	<b>855-603-6991</b>
<b>China</b>	<b>10-800-712-1239</b> and <b>10-800-120-1239</b>
<b>Germany</b>	<b>0800-1016582</b>
<b>Mexico</b>	<b>001-8008407907</b>
<b>UK</b>	<b>08-000328483</b>

or to make a report via the **Internet** at <https://secure.ethicspoint.com/domain/media/en/gui/34872/index.html>

The Company will make every reasonable attempt to ensure that your concerns are addressed appropriately.

IEWC has an opportunity to improve every time you ask a question or raise a concern.

When you take action, speak up and report questionable conduct, you are protecting your colleagues and our reputation. Remember, an issue cannot be addressed unless it is brought to someone's attention.

## What to expect when you use the Integrity Line

The Integrity Line and the web portal are available 24 hours, seven days a week. Trained specialists from an independent third party provider of corporate compliance services, will answer your call, document your concerns and forward a written report to IEWC's Ethics Committee for further investigation.

When you contact IEWC's Integrity Line or make a report using <https://secure.ethicspoint.com/domain/media/en/gui/34872/index.html> you may choose to remain anonymous where allowed by local law. All reports will be treated equally whether they are submitted anonymously or not.

After you make a report, you will receive an identification number so you can follow up on your concern. Following up is especially important if you have submitted a report anonymously, as we may need additional information in order to conduct an effective investigation. This identification number will also enable you to track the resolution of the case; however please note that, out of respect for privacy, the Company will not be able to inform you about individual disciplinary actions.

Any report you make will be kept confidential by all individuals involved with reviewing and, if necessary, investigating it.



## Our Non-Retaliation Policy

You can report ethical violations in confidence and without fear of retaliation. IEWC will not tolerate any retaliation against an employee who asks questions or makes reports of possible violations of the Code or policies.

### Question: Our manager

**typically does nothing when concerns about potential misconduct are brought to his attention and I believe he has made things difficult for co-workers who have raised issues. Now I have a problem. A co-worker is doing something that I believe to be ethically wrong. What should I do?**

A: Take action and speak up. You are required to report misconduct. While starting with your manager is often the best way to efficiently address concerns, if you do not believe that it is appropriate or do not feel comfortable doing so, you should contact any of the resources listed at the top of page 7 of this Code.

### Question: What if someone

**misuses the Integrity Line, makes an anonymous call, and falsely accuses someone of wrongdoing?**

A: Experience has shown that the Integrity Line is rarely used for malicious purposes, but it is important to know that anyone who uses the Integrity Line in bad faith to spread falsehoods or threaten others, or with the intent to unjustly damage another person's reputation, will be subject to disciplinary action up to and including termination.

## Employee Responsibilities

Each of us must take responsibility for acting with integrity, even when this means making difficult choices. Meeting our responsibilities is what enables us to succeed and grow, today – and in the future.

- Always act in a professional, honest, and ethical manner when acting on behalf of the Company.
- Know the information in the Code and policies, paying particular attention to the topics that pertain to your job responsibilities.
- Complete all required employee ethics and business conduct training in a timely manner and keep up-to-date on current standards and expectations.
- Report concerns about possible violations of laws, regulations, or the Code to your manager or contact any of the resources listed at the top of page 7 of this Code.
- Cooperate and tell the whole truth when responding to an investigation or audit and never alter or destroy records in response to an investigation or when an investigation is anticipated.

Remember: no reason, including the desire to meet business goals, should ever be an excuse for violating laws, regulations, the Code or IEWC policies.

**Question** I suspect there may be some unethical behavior going on in my business unit involving my manager. I know I should report my suspicions, and I'm thinking about using the Integrity Line, but I'm concerned about retaliation.

A: You are required to report misconduct, and in your situation using the Integrity Line is a good option. The Ethics Committee will investigate your suspicions and may need to talk to you to gather additional information. After you make the report, if you believe you are experiencing any retaliation, you should report it. IEWC takes claims of retaliation seriously. Reports of retaliation will be thoroughly investigated and, if they are true, retaliators will be disciplined up to and including termination.

**Question** I'm a manager and I'm not clear what my obligations are if someone comes to me with an accusation – and what if it involves a senior leader?

A: No matter who the allegation involves, you must report it without exception. IEWC provides several avenues for reporting concerns. If for any reason you are uncomfortable making a report to a particular person, you may contact any of the resources listed at the top of page 7 of this Code

## Additional Responsibilities of IEWC's Leadership

IEWC leaders are expected to meet the following additional responsibilities:

- Lead by example. Managers are expected to exemplify the highest standards of ethical business conduct.
- Help create a work environment that focuses on building relationships, recognizes effort, and values mutual respect and open communication.
- Be a resource for others. Communicate to employees, consultants and contract workers about how the Code and policies apply to their daily work.
- Be proactive. Look for opportunities to discuss and address ethics and challenging situations with others.
- Create an environment where everyone feels comfortable asking questions and reporting potential violations of the Code and policies. Respond quickly and effectively to concerns that are brought to your attention.
- Never ask another or pressure anyone to do something that you would be prohibited from doing yourself.
- Ensure that Company resources are used properly and productively.
- Be aware of the limits of your authority and do not take any action that exceeds those limits. Delegate authority only where permissible and never delegate authority to any individual who you believe may engage in unlawful conduct or unethical activities.
- If you supervise third parties, ensure that they understand their ethics and business conduct obligations.

Managers should not consider ethics concerns as a threat or challenge to their authority - we want an open, honest and trustful dialogue to become a natural part of daily work.

### **Cooperating with Investigations**

All employees are required to cooperate fully and truthfully with investigations. With respect to inquiries from regulators, we must never mislead any investigator and never alter or destroy documents or records in response to an investigation.

All requests for information other than what is provided on a routine basis should be reported to the CFO immediately. When we are notified of an external investigation, we will take prompt action to preserve documents that may be relevant.

# *Win the Right Way*

**Question** I'm a manager. If I observe misconduct in an area not under my supervision, am I still require to report the issue?

A: You are chiefly responsible for employees, contractors and third parties under your supervision, but all IEWC employees are required to report any misconduct they become aware of, and as a leader you are especially obliged to take action. The best approach is to talk first with the manager who oversees the area where the problem is occurring, but if this doesn't work, or isn't feasible, you should contact any of the resources listed at the top of page 7 of this Code.

**Question** I just learned that a good friend of mine has been accused of sexual harassment and that an investigation is being launched. I can't believe it's true and I think it's only fair that I give my friend an advance warning or a 'heads up' so he can defend himself. Don't I have a responsibility as a friend to tell him?

A: Under no circumstances should you give him a 'heads up'. Your friend will be given the opportunity to respond to these allegations and every effort will be made to conduct a fair and impartial investigation. An allegation of sexual harassment is a very serious matter with implications not only for the individuals involved, but also for the Company. Alerting your friend could jeopardize the investigation and expose the Company to additional risk and possible costs.

## Accountability and Discipline

Violating relevant laws, regulations or the Code, or encouraging others to do so, exposes the Company to liability and puts IEWC's reputation at risk. If an ethics or compliance problem does occur, you are required to report it so that an effective solution can be developed. You should also understand that violations of laws or regulations may result in legal proceedings and penalties including, in some circumstances, criminal prosecution.

## Waivers and exceptions

The Ethics Committee will regularly reassess this Code and recommend changes to the Board of Directors for approval. In extremely limited circumstances, the Company may find it appropriate to waive a provision of the Code.

All such waivers may be granted only by the Audit and Risk Management Committee of the Board of Directors. All waivers granted to executive officers and directors will be disclosed as required by law.

### **Question** My Division sets

**various goals that we are asked to achieve. Sometimes I feel pressured to violate the Code and policies to achieve these goals. Is this acceptable?**

A: No. While successful businesses set high goals and employees strive to achieve them, you should never violate the Code or IEWC's policies to achieve your goals.

# IEWC Integrity Test

Making the right decision is not always easy. There will be times when you'll be under pressure or unsure of what to do. Always remember when you have a tough choice to make, you're not alone. Your colleagues and management are available to help, and you have other resources to turn to including the Code, our policies, your manager, and the Integrity Line.

When faced with a tough decision it may help to ask these questions:

- Is it **legal**?
- Is it consistent with the **Code and policies**?
- Do you have a thorough **understanding of the risks** involved?
- Will I be able to look myself in the **mirror** and be proud of the decision?
- Would I still be comfortable with the decision if it appeared in the **newspaper**?

If the answer to any of these questions is no, **stop and speak up.**





## Our Responsibilities to One Another

We owe each other honesty, respect and fair treatment and we need to always treat others as we would want to be treated. This is the basis of our commitment to one another and is the foundation of our success. To maintain our commitment and to attract and keep talented individuals it is vital that we continue to have a supportive, professional and respectful work environment.

Maintaining this environment not only helps IEWC succeed, it also creates the setting for each of us to thrive and to reach our full potential. What follows are some of the key areas where we must be guided by our commitment to Our Values and to each other.

**Question** one of my co-workers sends e-mails containing jokes and derogatory comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

A: You should notify your manager or contact any of the resources listed at the top of page 7 of this Code. Sending such jokes violates our values as well as our policies pertaining to the use of e-mail and our standards on diversity, harassment and discrimination. By doing nothing you are condoning discrimination and tolerating beliefs that can seriously erode the team environment that we have all worked to create.

### Diversity and Non-Discrimination

IEWC helps bring together employees with a wide variety of backgrounds, skills and cultures. Combining such a wealth of talent and resources creates the diverse and dynamic teams that consistently drive our results.

Our colleagues, as well as job applicants and business partners, are entitled to respect and should be judged on the basis of their qualifications, demonstrated skills and achievements.

We support laws prohibiting discrimination based on a person's race, color, gender, national origin, age, religion, disability, veteran status, marital status, sexual orientation or other legally protected characteristics.

#### Make sure you:

- Treat others respectfully and professionally.
- Support diversity in hiring and other employment decisions.
- Do not discriminate against others on the basis of any other characteristic protected by law or Company policy.

#### Watch out for:

- Comments, jokes or materials, including e-mails, which others might consider offensive.
- If you supervise others, judge them on performance. Avoid introducing unrelated considerations into your decisions. Use objective, quantifiable standards.
- Review your own decisions to ensure that objective merit and business considerations drive your actions.

#### To learn more

- Discuss any questions, concerns about diversity and equal opportunity with any of the resources listed at the top of page 7 of this Code.

## Harassment-Free Workplace

We all have the right to work in an environment that is free from intimidation, harassment and abuse.

Verbal or physical conduct by any employee that harasses another, disrupts another's work performance, or creates an intimidating, offensive, abusive, or hostile work environment will not be tolerated.

### At IEWC we do not tolerate:

- Threatening remarks, obscene phone calls, stalking or any other form of harassment.
- Causing physical injury to another.
- Intentionally damaging someone else's property or acting aggressively in a manner that causes someone else to fear injury.
- Threatening, intimidating or coercing others on or off the premises -- at any time, for any purpose.
- Weapons are not permitted in the workplace. This includes not only our facilities, but also company events and alternate work locations maintained by the Company.

A common form of harassment is sexual harassment, which in general occurs when:

- Actions that are unwelcome, are made a condition of employment or used as the basis for employment decisions. Such actions could include a request for a date, a sexual favor, or other similar conduct of a sexual nature.

- An intimidating, offensive, or hostile work environment is created by unwelcome sexual advances, insulting jokes, or other offensive verbal or physical behavior of a sexual nature.

### Make sure you:

- Help each other by speaking out when a co-worker's conduct makes others uncomfortable.
- Never tolerate sexual harassment including requests for sexual favors, or other unwelcome verbal or physical conduct of a sexual nature.
- Demonstrate professionalism. Do not visit inappropriate internet sites or display sexually explicit or offensive pictures.
- Promote a positive attitude toward policies designed to build a safe, ethical and professional workplace.
- Report all incidents of harassment and intimidation that may compromise our ability to work together and be productive.

### Watch out for:

- Unwelcome remarks, gestures or physical contact.
- The display of sexually explicit or offensive pictures or other materials
- Sexual or offensive jokes or comments (explicit or by innuendo) and leering.
- Verbal abuse, threats or taunting.

### To learn more

- Discuss any questions, concerns about our harassment, with any of the resources listed at the top of page 7 of this Code.

**Question** While on a business trip, a colleague of mine repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. I asked him to stop, but he wouldn't. We weren't in the office and it was 'after hours' so I wasn't sure what I should do. Is it harassment?

A: Yes it is. This type of conduct is not tolerated, not only during working hours but in all work-related situations including business trips. Tell your colleague such actions are inappropriate and must be stopped, and if they continue you need to report the problem.

## Employee Privacy

In recent years, individuals, companies and governments have grown increasingly concerned about the privacy and security of personal information. As a result, laws protecting personal information and how it may be collected, shared and used are becoming more common.

Many of us have access to personal information related to our colleagues and others. While protecting this information may now be a legal requirement, for us at IEWC privacy has always been a matter of trust.

### Make sure you:

- Learn about the types of information which are given heightened protection by the law and Company policy (such as personally identifiable information, like social security numbers and bank account numbers) and protect them through appropriate means (such as encryption or other types of limited access).
- Protect the confidentiality of personal information of current and former colleagues, as well as job applicants, business partners and customers.
- Never share colleagues' information outside the Company.
- Don't access, discuss or share confidential information unless there is a legitimate business reason to do so.
- Consult HR if law enforcement or regulatory authority or any other person outside the Company requests employee information.
- Return or destroy personal information that is no longer required by you for business reasons in accordance with our records retention policies.
- Only share confidential employee information within the Company if you have made sure it will be appropriately protected.

- Immediately report to a manager any loss or inadvertent disclosure of employee information.

### Watch out for:

- Unintentional exposure of confidential information in public settings such as on phone calls or while working on your laptop.
- When sending personal information across borders or to third parties, make sure that the transmissions are for legitimate business reasons and that they comply with local law. Also ensure that the recipient will safeguard the information.

### To learn more

- Discuss any questions, concerns about employee privacy and confidential information with any of the resources listed at the top of page 7 of this Code.

## Safe and Healthy Work Environment

IEWC is committed to providing a safe and healthy work environment for colleagues and visitors to our facilities. Each of us is responsible for acting in a way that protects ourselves and others.

Be proactive and speak up. The more we communicate, the better we can respond to any unsafe or unhealthy working conditions.

Situations that may pose a health, safety or environmental hazard must be reported immediately to your manager or to any of the resources listed at the top of page 7 of this Code. We can only achieve our goal of a safe and healthy workplace through the active participation and support of everyone.

### Make sure you:

- Observe the safety, security and health rules and practices that apply to your job.
- Notify your manager, or any of the resources listed at the top of page 7 of this Code immediately about any unsafe equipment, or any situation that could pose a threat to health or safety or damage the environment. All employees have the right and responsibility to stop any work they feel may be unsafe.
- Comply with safety and health policies and procedures.
- Maintain a neat, safe working environment by keeping work stations, aisles and other work spaces free from obstacles, wires and other potential hazards.

### Watch out for:

- Unsafe practices or work conditions.
- Lax enforcement of security standards, such as facility entry procedures and password protocols.
- Threats, intimidation and violence are unacceptable and have no place at IEWC, in our workplace or at any off-site work-related activity.
- Possession of a firearm, deadly weapon or explosives is not permitted on the company premises or at company events at any time.

### To learn more

- Discuss any questions, concerns about environmental, health and safety with any of the resources listed at the top of page 7 of this Code.

### Alcohol and drug-use policy

- While at work or on Company business, you should never be impaired, and always ready to carry out your work duties.
- While conducting IEWC business, do not use, possess or be under the influence of illegal drugs or any substance that could interfere with a safe and effective work environment or harm the Company's reputation.

### Question I've noticed

**some practices that we do in my area that don't seem safe. Who can I speak to? I'm new here, and don't want to be considered a troublemaker.**

A: Discuss your concerns with your manager or any of the resources listed at the top of page 7 of this Code. There may be very good reasons for the practices, but it's important to remember that raising a concern about safety does not cause trouble, it is being responsible.

### Question Are subcontractors expected to follow the same health, safety and security policies and procedures as employees?

A: Absolutely. Managers are responsible for ensuring that subcontractors and vendors at work on IEWC premises understand and comply with all applicable laws, and regulations governing the particular facility, as well as with additional requirements the Company may impose.





## Marketing And Advertising Standards

Marketing of IEWC must be truthful and accurate. Our advertising and promotions must always be tasteful and not offensive to IEWC, consumers and the general public. Always use due diligence when choosing business partners to ensure they meet our standards. False claims about competitors' products or services are never acceptable.

# Our Responsibilities to Our Customers and Business Partners

## Honest And Ethical Dealings

We treat our customers fairly. We work to understand and meet their needs, while always remaining true to our own ethical standards. We tell the truth about our services and capabilities and we do not make promises we can't keep.

In short, we treat our customers as we would like to be treated.

### Make sure you:

- Treat each customer fairly and honestly.
- Speak up and talk to your manager if you have concerns about any error, omission, undue delay, or defect in quality of our product or our customer service.
- Promptly raise with your manager any potential conflict of interest between you, customers or the Company.
- Never follow a customer's request to do something that you regard as unethical or unlawful.
- Be responsive to customer requests and questions.
- Promise what you can deliver and deliver on what you promise.

### Watch out for:

- Pressures from colleagues or managers to cut corners on quality or delivery standards.
- Temptations to tell customers what

you think they want to hear rather than the truth; if a situation is unclear, begin by presenting a fair and accurate picture as a basis for decision.

### To learn more

- Discuss any questions or concerns about our products or customer service with your manager or any of the resources listed at the top of page 7 of this Code.
- See the United States Employee Handbook.

## Protecting the Privacy and Confidential information of others

Our customers and our business partners place their trust in us. We must protect their confidential information.

### Make sure you:

- Learn about the types of information which are given heightened protection by the law and Company policy (such as personally identifiable information, like social security numbers and bank account numbers) and protect them through appropriate means (such as encryption or other types of limited access).
- Never share confidential information outside the Company except as authorized.
- Immediately report any loss or theft of confidential information.

### Watch out for:

- Requests by business partners for information about our customers or about our business partners.
- Unintentional exposure of customer information in public settings such as on phone calls or while working on your laptop.

### To learn more

- Discuss any questions, concerns about customer privacy with your manager or any of the resources listed at the top of page 7 of this Code.

## Conflicts of Interest

A conflict of interest happens whenever you have a competing interest that may interfere with your ability to make an objective decision for IEWC. Each of us is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict which can undermine the trust others place in us and damage our reputation.

Conflicts of interest may be actual, potential or even just a matter of perception. Since these situations are not always clear-cut, you need to fully disclose them to your manager or to any of the resources listed at the top of page 7 of this Code so that IEWC can properly evaluate, monitor and manage them.

### Make sure you:

- Avoid conflict of interest situations whenever possible.
- Always make business decisions in the best interest of IEWC.
- Discuss with your manager full details of any situation that could be perceived as a potential conflict of interest. Your manager may require you to disclose the situation to one

## Government Contracting

IEWC conducts business with governments and government-owned entities. Our policy is to comply fully with all applicable laws and regulations that apply to government contracting and transactions.

Business leaders who oversee work with governments and government-owned entities must remain up-to-date on relevant regulations and should contact their manager or any of the resources listed at the top of page 7 of this Code with any questions. Special care should be taken to ensure that any third party who, while acting on behalf of IEWC provides goods or services on government projects, is aware of and abides by our high standards and their contractual obligations.

Government contracting regulations can be complex, but despite this complexity, there are a number of principles that are fundamental and apply to all employees when bidding, pricing, negotiating, and performing government contracts, including when acting as a subcontractor or when making sales to other government contractors:

**Never** make or cause to be made a false or fraudulent statement or a false claim for payment, whether orally or in writing. This includes bids, proposals, and requests for payment. The pricing and other terms established for a particular government contract should be followed for that contract.

**Never** provide anything of value to a government employee, even meals or other incidentals. Government employees are subject to strict rules which basically require them to pay for their own expenses with limited exceptions.

**Always** use legitimate methods to obtain a contract. Never seek or receive information that the Company is not authorized to possess, including, but not limited to, confidential or proprietary data, pricing information of other competitors for government contracts, and non-public government documents relating to bidding or source selection.

**Always** comply with federal and state conflict of interest restrictions which make it illegal for former government officials or employees to represent, aid, or advise the Company on governmental matters in which the former official or employee had some governmental responsibility or involvement. No former government official or employee may be hired or retained by the Company in any capacity without the prior review and approval of the Vice President of Human Resources.

of the resources listed at the top of page 7 of this Code.

- Think ahead and proactively address situations that may put your interests or those of a family member in potential conflict with IEWC.

#### Watch out for:

Situations including the following are common examples of potential conflicts of interest:

### Corporate Opportunities

If you learn about a business opportunity because of your job, it belongs to IEWC first. This means that you should not take that opportunity for yourself unless you get approval from the appropriate resources listed at the top of page 7 of this Code.

### Friends and Relatives

On occasion, it is possible that you may find yourself in a situation where you are working with a close friend or relative who works for a customer, supplier, competitor, etc. Since it is impossible to anticipate all situations that may create a potential conflict, you should disclose your situation to your manager or any of the resources listed at the top of page 7 of this Code in order to determine if any precautions need to be taken.

### Outside Employment - Moonlighting

To ensure that there are no conflicts and that potential issues are addressed, you always need to disclose and discuss outside employment with your manager or any of the resources listed at the top of page 7 of this Code. If approved, you need to ensure that this outside activity does not interfere or detract from

your work. Working for a competitor, supplier, or customer may raise conflicts that will need to be resolved. Also, any approved side or personal business should not compete or do any business with IEWC.

### Personal investments

You should not have a significant investment in, or obligation to, one of IEWC's competitors, suppliers, customers or business partners unless you have obtained permission from the appropriate resources listed at the top of page 7 of this Code. "Significant" is hard to define, but as a rule of thumb, it means that your investment should not be big enough for someone to reasonably think that you would do something at IEWC's expense to help your investment. If you are unsure whether there is a conflict, you should ask for additional guidance from the appropriate resources listed at the top of page 7 of this Code.

### Outside Boards

Unless company management specifically asks you to do so, you shouldn't accept a seat on the board of directors or advisory board of any of our competitors, suppliers, customers or partners, especially if your current job gives you the ability to influence our relationship with them.

#### To learn more

- Discuss any questions, concerns about conflicts of interest with your manager or any of the resources listed at the top of page 7 of this Code.

## Gifts and Entertainment

In the right circumstances, a modest gift may be a thoughtful “thank you,” or a meal/entertainment may be an appropriate setting for a business discussion which strengthens a professional relationship. However, if not handled carefully, the exchange of gifts and entertainment can look like a conflict of interest, especially if it happens frequently or if the value is large enough that someone could reasonably think it is influencing a business decision.

When it comes to gifts and entertainment, our position is straightforward – we do not accept or provide gifts, favors, or entertainment if the intent is to influence a business decision.

### Make sure you:

- Only provide and accept gifts and entertainment that are reasonable complements to business relationships.
- Never make or accept gifts of any kind from a business partner with whom you are involved in contract negotiations.
- Exchange gifts and entertainment that foster goodwill in business relationships, but never provide or accept gifts, and entertainment that obligate or appear to obligate the recipient.
- Do not request or solicit personal gifts, favors, entertainment, or services.
- Accepting gifts of cash or cash equivalents is never allowed.
- Understand and comply with the policies of the recipient’s organization before offering or providing gifts, favors or entertainment.

- Be careful when using agents who represent us or third parties who introduce business partners to us. Monitor them during the duration of any agreement to ensure they live up to our high standards.
- Raise a concern whenever you learn of any sign or “red flag” that a colleague, third party or other agent of the Company may be engaged in any attempt to improperly influence a decision of a customer or government official.

### Watch out for:

- Situations that could embarrass you or the Company, including entertainment at sexually oriented establishments.
- Business partners or customers who may have gift and entertainment standards that are stricter than ours.
- Business partners that appear to be privately held but are actually considered government entities.
- Gifts, favors or entertainment that may be reasonable for a privately owned customer but not for a government official or agency.
- Third parties or agents who are thought to be valuable primarily for their personal ties rather than for the services they are to perform or who request compensation out of proportion to their services.

### To learn more

- Discuss any questions, concerns about gifts and entertainment with your manager or contact any of the resources listed at the top of page 7 of this Code.

## Gifts and entertainment – before you act, think

Gifts and entertainment come in all different forms: shirts, pens, dinners, tickets to sporting events, to name just a few examples. Before you accept or offer gifts or entertainment, think about the situation:

- Does it legitimately support IEWC’s interest?
- Is the amount reasonable and customary?
- Would this embarrass you or the Company if it were on the front page of the newspaper?

**Question** When I was traveling, I received a gift from a business partner that I believe was excessive. What should I do?

A: You need to let your manager know or report it to any of the resources listed at the top of page 7 of this Code as soon as possible. We may need to return the gift with a letter explaining our policy. If a gift is perishable or impractical to return, another option may be to distribute it to employees or donate it to charity, with a letter of explanation to the donor.

**Question** During contract negotiations with a potential new supplier, the new supplier mentioned that they had a complimentary registration to a local business seminar. They are unable to attend and asked if I would like to go in their place. I had been thinking of attending the seminar anyhow. Since the subject of the seminar applies to my work, there is no personal gain to me. It would be good for IEWC and it would be a shame to waste the registration. I planned on saying 'yes', now I wonder if that would be the right decision.

A: You should decline the offer. If you are involved in contract negotiations, you must never accept any gifts while the negotiation process is on-going. Accepting gifts during negotiations can give the appearance of a 'quid pro quo' and is always inappropriate.

## Special rules for gifts and entertainment of government representatives

The Company is committed to meeting the many special legal, regulatory and contractual requirements that apply to government-related work around the world. These requirements may apply to bidding, accounting, invoicing, subcontracting, employment practices, contract performance, gifts and entertainment, and other matters.

In addition, IEWC may be legally obligated to impose these requirements on any agents or

subcontractors we bring in to help in the work. You must always make sure you know whether you are dealing with a government-related entity. This is not always obvious. Businesses such as airlines, oil companies and telecommunications providers may be owned or controlled by a government, in whole or in part, and subject to special rules. When in doubt, discuss the situation with your manager or any of the resources listed at the top of page 7 of this Code.

### Protecting IEWC Assets

We are entrusted with Company assets and are personally responsible for protecting them and using them with care. Company assets include funds, facilities, equipment, information systems, intellectual property and confidential information.

#### Make sure you:

- Personal use of Company assets is discouraged, must be kept within reason and have no adverse effect on productivity and the work environment.
- Do not use IEWC equipment or information systems to create, store or send content that others might find offensive.
- Do not share passwords or allow other people, including friends and family, to use IEWC resources.

- Avoid any use of Company assets that might cause loss to the Company or damage to the assets.
- Respect the copyrights, trademarks and license agreements of others when dealing with printed or electronic materials, software or other media content.
- If you suspect any fraud or theft of company assets, immediately tell your manager or any of the resources listed at the top of page 7 of this Code.
- Only use software that has been properly licensed. The copying or use of unlicensed or "pirated" software on Company computers or other equipment to conduct company business is strictly prohibited. If you have any questions about whether or not a particular use of software is licensed, contact the IT Director.

### Watch out for:

- Company property that is not secured when not in use.
- Allowing others to borrow or use IEWC equipment without approval.
- Unknown individuals without proper credentials in our facilities.
- Excessive use of IEWC resources for personal purposes.
- Sharing passwords.

### To learn more

- Discuss any questions, concerns about protecting IEWC assets with your manager or any of the resources listed at the top of page 7 of this Code.

- Only store or communicate Company information using IEWC's information systems.

### Watch out for:

- Never discuss confidential information when others might be able to overhear what is being said – for example on planes, elevators and when using mobile phones.
- Be careful not to send confidential information to unattended fax machines or printers.

### To learn more

- Discuss any questions, concerns about confidential information with your manager or contact any of the resources listed at the top of page 7 of this Code.

## Confidential information

One of our most valuable assets is information. Each of us must be vigilant and protect IEWC's confidential information. This means keeping it secure, limiting access to those who have a need to know in order to do their job, and avoiding discussion of confidential information in public areas.

The obligation to preserve IEWC's confidential information continues even after employment ends.

### Make sure you:

- Use and disclose confidential information only for legitimate business purposes.
- Properly label confidential information to indicate how it should be handled, distributed and destroyed.
- Protect intellectual property and confidential information by sharing it only with authorized parties.

## Safeguarding our intellectual Property

IEWC's intellectual property (IP) is an important asset that must be protected. Some examples of our IP are:

- Business and marketing plans
- Company initiatives (existing, planned, proposed or developing)
- Customer lists
- Trade secrets and discoveries
- Methods, know-how and techniques
- Innovations and designs
- Systems, software and technology
- Patents, trademarks and copyrights.

Promptly disclose to your manager any inventions or other IP that you create while you are employed by IEWC.

Properly label confidential information including IP to indicate how it should be handled, distributed and destroyed.

Protect IP by sharing it only with authorized parties.



# Our Responsibilities to the Marketplace

## Creating and Managing our Business Records

Business partners, government officials and the public need to be able to rely on the accuracy and completeness of our disclosures and business records. Accurate information is also essential within the Company so that we can make good decisions.

Our books and records must be clear, complete and in compliance with accepted accounting rules and internal controls. Employees with a role in financial or operational recording or reporting have a special responsibility in this area, but all of us contribute to the process of recording business results and maintaining records. Each of us is responsible for helping to ensure the information

we record is accurate and complete and maintained in a manner that is consistent with our system of internal controls.

### Make sure you:

- Create accounting and business records that accurately reflect the truth of the underlying event or transaction.
- Record transactions as prescribed by our system of internal controls.
- Write carefully and clearly in all your business communications, including e-mails. Write with the understanding that someday they may become public documents.
- Sign only documents – including contracts – you have reviewed, are authorized to sign, and believe are accurate and truthful.

## Managing our records

IEWC has a records management policy and procedures to ensure that our books and records are maintained, stored and destroyed, when appropriate, in accordance with our business needs and in compliance with applicable regulations.

Each of us is responsible for information and records under our control. We must be familiar with the recordkeeping procedures that apply to our jobs and we are accountable for the accuracy and truthfulness of the records we produce. It is also our responsibility to keep our records organized so that they can be located and retrieved when needed.

Documents should only be destroyed in accordance with our records retention policy, and never in response to or in anticipation of an investigation or audit. Contact your manager or any of the resources listed at the top of page 7 of this Code if there is any doubt about the appropriateness of record destruction.

- Retain, protect and dispose of records according to our policy. Records subject to legal hold notices, document preservation requests or regulatory requirements may be subject to additional protections.
- If your job involves financial or operational recording or reporting, you need to know all IEWC policies that apply.
- If you are uncertain about the validity of an entry or process consult with your manager.

**Watch out for:**

- Never make false claims on an expense report or time sheet.
- Always be accurate, complete and truthful when submitting quality or safety results.
- Do not record false sales or record them early, understate or overstate known liabilities and assets, or defer recording items that should be expensed.
- Make sure that financial entries are clear and complete and do not hide or disguise the true nature of any transaction.
- Do not maintain undisclosed or unrecorded funds, assets or liabilities.
- Never interfere in any way with the external or internal auditing of IEWC's financial records.
- If you suspect any of this conduct, or any irregularity relating to the integrity of our records, you need to report it immediately to your manager or any of the resources listed at the top of page 7 of this Code.

**To learn more**

- Discuss any questions, concerns about our records management and disclosure processes or legal holds with your manager or any of the resources listed at the top of page 7 of this Code.

**Question** At the end of the last quarter reporting period, my manager asked me to record additional expenses even though I had not yet received the invoices from the supplier and the work has not yet started. I agreed to do it, mostly because I didn't think it really made a difference since we were all sure that the work would be completed in the next quarter. Now I wonder if I did the right thing.

A: No you did not. Costs must be recorded in the period in which they are incurred. The work was not started and the costs were not incurred by the date you recorded the transaction. It was therefore a misrepresentation and, depending on the circumstances, could amount to fraud.

# Communicate Honestly



## Competitive Intelligence

Information about competitors is a valuable asset in today's competitive business environment. When collecting business intelligence, IEWC employees and others who are working on our behalf, must always live up to the highest ethical standards.

We must never engage in fraud, misrepresentation or deception to obtain information. Nor should we use invasive technology to "spy" on others. We also need to be careful when accepting information from third-parties. You should know and trust their sources and be sure that the knowledge they provide is not protected by trade secret laws, or non-disclosure or confidentiality agreements.

While IEWC employs former employees of competitors, we recognize and respect the obligations of those employees not to use or disclose the confidential information of their former employers.

### Make sure you:

- Obtain competitive information only through legal and ethical means, never through misrepresentation.
- Never contact a competitor regarding their confidential information.
- Respect the obligations of others to keep competitive information known to them as confidential.
- Do not induce or receive confidential information of other companies.
- Make sure that third parties acting on our behalf live up to our standards.
- Do not disclose suppliers' non-public pricing information.

### Watch out for:

- Retaining papers or computer records from prior employers in violation of laws or contracts.
- Using anyone else's confidential information without appropriate approvals.
- Using job interviews as a way of collecting confidential information about competitors or others.
- Asking new employees to discuss confidential information from their previous employer.
- Receiving suggestions from third parties for new products, product feature, or services when the source of the original idea is not fully known.
- Obtaining information through any behavior that could be construed as "espionage", "spying" or which you would not be willing to fully disclose.
- Relying, without verification, on third parties claims that business intelligence was obtained properly.

### To learn more

Discuss any questions or concerns about collecting business intelligence with our Chief Commercial Officer (CCO).

**Question** I am a manager and one of my team members who recently joined IEWC from a competitor has with her a customer list and price list from the competitor. She says she plans to use it to our advantage. Should I just ignore this and let her do it?

A: No. If an employee retains competitor information it can result in legal action by the competitor. You must report this to our CCO for appropriate action.

## Communicating with the Public

IEWC needs a consistent voice when making disclosures or providing information. It is important that only authorized persons speak on behalf of the Company. We must maintain the highest standards of integrity, objectivity and transparency. We are committed to honest, professional and legal communications to colleagues, business partners, and the public.

### Make sure you:

- Never speak publicly on issues involving the Company without prior authorization from the CCO.
- Inquiries about our activities, sales or financial results, or strategic plan must be referred to the CCO or CFO.
- Always get prior approval from the CCO before making public speeches, writing articles for professional journals or other public communication when you are identified with the Company.
- Obtain approval from your manager before distributing any communication intended for a broad employee audience. Communications intended for cross-Company distribution require approval from your manager.
- Never give the impression that you are speaking on behalf of the Company in any personal communication, including user forums, blogs, chat rooms and bulletin boards.

### Watch out for:

- Any suggestion you speak for the Company in your personal communications, including in e-mails, blogs, message boards and social networking sites.
- Temptations to use your Company title or affiliation outside work for IEWC – such as in charitable or

community work – without making clear the fact that the use is for identification only and that you are not representing the Company.

- Invitations to speak “off the record” to reporters or others who ask you for information about the Company.

### To learn more

- Discuss any questions, concerns about communicating with the public with IEWC’s CCO or, in some cases, the CFO.

## Blogs and Social networking



Be careful when writing communications that might be published online. If you participate in online forums, blogs, newsgroups, chat rooms, or bulletin boards, never give the impression that you are speaking on behalf of IEWC and before you hit the ‘send’ button think carefully.

Don’t send e-mails or post confidential information or material that could be perceived as damaging to the Company’s reputation.



# Our Responsibilities as Corporate Citizens

## Supporting our Communities

IEWC and its employees contribute actively to the well-being of communities where we do business. While each of us is encouraged to become involved in the life of our community by supporting causes, trade organizations and events, it is important to remember that we should not pressure others to contribute to or participate in our preferred charitable organizations and we should never participate in IEWC's decisions regarding a charity or other organization where we volunteer.

### Make sure you

- Take community interests into account when making decisions.
- Ensure that your personal support of charitable causes is not viewed as those of the Company.
- Follow the Company's policies and procedures for making and soliciting charitable contributions.

### Watch out for

- Requests from business partners to give to charitable causes. These requests must be approved as part of the Company process, like all other charitable contributions. If a business partner asks you to contribute from your own funds, consult your manager or contact any of the resources listed at the top of page 7 of this Code to make sure doing so will not give the appearance of a conflict.

### To learn more

- Discuss any questions, concerns about charitable contributions and our work in the community with your manager or contact any of the resources listed at the top of page 7 of this Code.
- See the United States Employee Handbook.

## Political Activities

You have the right to voluntarily participate in the political process including making personal political contributions. However, you must always make it clear that your personal views and actions are not those of the Company.

In addition, you must never use IEWC funds, assets or resources to support any political candidate or party unless specifically permitted by law and authorized by the CFO.

### Make sure you:

- Receive all necessary approvals before using any Company resources to support political activities.
- Ensure that your personal political views and activities are not viewed as those of the Company.
- Do not use IEWC resources or facilities to support your personal political activities.

### Watch out for:

- **LOBBYING** - Interactions with government officials or regulators that could be seen as lobbying must be discussed in advance and coordinated with the CFO.
- **PRESSURE** – Never apply direct or indirect pressure on another employee, customer or business partner to contribute to, support, or oppose any political candidate or party.
- **IMPROPER INFLUENCE** – Avoid even the appearance that you are making political or charitable contributions in order to gain favor or in an attempt to exert improper influence.
- **CONFLICTS OF INTEREST** - Holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties.

### To learn more

- Discuss any questions, concerns about political contributions or political activities, with the CFO.

## Insider Trading

Confidential information may not be used for personal benefit. Each of us is prohibited from trading securities or passing information on to others who then trade ('tipping') on the basis of material information before it is made publicly available to ordinary investors.

Material information is the kind of information a reasonable investor would take into consideration when deciding whether to buy or sell a security. Some examples of information about a company that might be material are:

- A proposed acquisition or sale
- A significant expansion or cutback of operations

**Question** I will be attending a fundraiser for a candidate for local office. is it ok to list my position at IEWC as long as I don't use any Company funds or resources?

A: No. You may not associate IEWC in any way with your personal political activities.

**Question** I would like to invite an elected official, such as a congress-woman or a state legislator, to speak at an upcoming Company event. Would that be a problem?

A: You must get approval from the VP-HR before inviting an elected official or other governmental officer to attend a Company event. If the invitee is in the midst of a reelection campaign, the Company event could be viewed as support for the campaign. Any food, drink, or transportation provided to the invitee could be considered a gift. In either case, there would be limits and reporting obligations. And remember, all political contributions are reported to the Audit and Risk Management Committee of the Board of Directors.

- A significant product development or important information about a product
- Extraordinary management or business developments

### Make sure you:

- Do not buy or sell securities of any other company when you have material nonpublic information about that company.
- Do not communicate such material nonpublic information to other people.

### Watch out for:

- Requests by friends or family for information about companies

that we do business with or have confidential information about. Even casual conversations could be viewed as illegal “tipping” of inside information.

- **TIPPING** - You need to be very careful when you have this type of information to make sure you do not share it with anyone, either on purpose or by accident, unless it is essential for IEWC-related business. Giving this information to anyone else who might make an investment decision based on your inside information is considered “tipping” and is against the law regardless of whether you benefit from the outcome of their trading.

#### To learn more

- Discuss any questions, concerns about insider trading with the CFO.

**Question** I'm not sure what kind of information is covered by the term 'material information.' What does it include?

A: 'Material information' includes any information that a reasonable investor would consider important when deciding whether to buy, sell or hold a security. This can include news about acquisitions, financial results, important management changes, as well as news about the financial performance of a company. If you're in doubt about whether certain information is material or has been released to the public, don't trade until you have consulted with the CFO.

## Anti-Trust and Fair Competition

We believe in free and open competition and never engage in improper practices that may limit competition and we never look to gain competitive advantages through unethical or illegal business practices, but rather through superior performance.

We do not enter into agreements with competitors to engage in any anti-competitive behavior, including setting prices or dividing up customers, suppliers or markets.

#### Make sure you:

Anti-trust laws are complex and compliance requirements can vary depending on the circumstance, but in general, the following activities are red flags and should be avoided and reported to the CFO:

- **COLLUSION** — when companies secretly communicate or agree on how they will compete. This could include agreements or exchanges of information on pricing, terms, wages, or allocations of markets.
- **BID-RIGGING** — when competitors or service providers manipulate bidding so that fair competition is limited. This may include comparing bids, agreeing to refrain from bidding or knowingly submitting noncompetitive bids.
- **TYING** — when a company with market power forces customers to take products or services that they do not want or need.
- **PREDATORY PRICING** — when a company with market power sells a product or service below cost so as to eliminate or harm a competitor,

intending to recover the loss of revenue later by raising prices after the competitor has been eliminated or harmed.

- Never share the Company's competitively sensitive information with a competitor of the Company.
- Never share competitively sensitive information of business partners or other third parties with their competitors. Never take advantage of anyone through manipulation, abuse of privileged information, misrepresentation of facts, or any other intentionally unethical or illegal action.

#### Watch out for:

- Temptations to engage in informal conversations with competitors about competitively sensitive information. A conversation may be a breach of competition law whether it is formal or informal.
- Use or dissemination of non-public information about competitors from new hires or candidates for employment.
- Conversations with competitors that could be perceived as limiting competition. If such a conversation begins, leave the meeting immediately and report it to the CFO.
- While we often collaborate with competitors to improve our industry or to serve our communities, it's not acceptable to help our competitors increase their performance or their revenue in any way that might hurt ours.
- Language in e-mails or personal notes that could be misunderstood as anti-competitive and that actions are meant to do harm to another company.

#### To learn more

- Discuss any questions, concerns about anti-trust and anti-competitive business practices with the CFO.
- See the United States Employee Handbook.

#### **Question** I received sensitive pricing information from one of our competitors. What should I do?

A: You should contact the CFO without delay and before any further action is taken. It is important that from the moment we receive such information we demonstrate respect for antitrust laws and we make clear that we expect others to do the same. This requires appropriate action that can only be decided on a case-to-case basis and may include sending a letter to the competitor.

### Anti-Corruption and Bribery

IEWC Holdings Corp. is a U.S. company with a global commitment to integrity. We do not pay bribes or kickbacks, at any time for any reason to any private businessperson or government official. This prohibition applies equally to agents and representatives of IEWC acting on the Company's behalf.

**The U.S. Foreign Corrupt Practices Act (FCPA)** and the laws of most other countries and the European Union prohibit the giving or offering of anything of value to foreign government officials. The phrase "government officials" applies not only to politicians and civil servants but also to officials of public international organizations, officials of state owned or controlled commercial enterprises, office seekers, political parties, or party officials.



## If you are ever offered or asked for a bribe

If you are offered or asked for a bribe, no matter how small, you must refuse it and clearly state IEWC's policy of never engaging in bribery or corruption. You should then immediately report the incident to the CFO.

Giving or accepting any form of bribe is serious misconduct, and will be treated as a disciplinary matter.

It is especially important that we carefully monitor third parties acting on our

behalf. We must always be sure to perform due diligence and know our business partners, consultants, agents, and all those through whom we conduct our business. We must know who they are, what they are doing on our behalf and they must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions.

### Make sure you

- Never give anything of value inconsistent with local laws, regulations and supplier/customer policies to any private businessperson or any governmental officials. If you are not sure what the local laws, regulations or policies are, the safest course of action is to not give anything of value.
- Understand the standards set forth under the FCPA as well as any other anti-bribery laws which apply to your role at IEWC.
- Accurately and completely record all payments to third parties.
- Obtain approval from the CFO before making a "facilitating payment".

### "Facilitating payments"

are small payments demanded by low-level foreign government officials to perform routine clerical functions that the company is legally entitled to, such as inspecting goods or securing shipping permits. Under current U.S. law, these payments may be allowed.

However, it's important that you keep in mind that such payments (even if acceptable under U.S. law) may be serious violations of other country's laws. If you ever encounter such a situation, obtain CFO approval before agreeing to make any payment, no matter how small.

### Watch out for

- Apparent violations of the FCPA or other anti-bribery laws by our business partners.
- Agents who do not wish to have all terms of their engagement with IEWC clearly documented in writing.

### To learn more

- Discuss any questions, concerns about anti-corruption and bribery with the CFO.
- See the United States Employee Handbook.

### Question I work with a foreign agent in connection with our operations in

**Latin America. I suspect that some of the money we pay him goes toward making payments or bribes to government officials. What should I do?**

A: This matter should be reported to our CFO for investigation. If there is bribery and we fail to act, both you and IEWC could be liable. While investigating these kind of matters can be culturally difficult in some countries, any agent doing business with a U.S. company should understand the necessity of these measures. It is important and appropriate to remind IEWC agents of this policy.

## Global Trade

We honor the trade and import and export control laws of all countries in which we operate. We expect all of our business partners to do the same.

At times, export control laws in certain regions may conflict. To avoid problems, consult our CFO as early as possible about local laws on exporting products, services and technology.

### Make sure you

- Know your customer and the ultimate destination and end use of our products.
- Receive all necessary licenses before the export or re-export of products, services, or technology.
- Report complete, accurate, and detailed information regarding every imported product, its places of manufacture and its full cost.

### Watch out for

Export rules may also restrict the following:

- Transferring technical data and technology to someone in another country, such as through the Internet, e-mail, conversations, meetings, and database access. This restriction applies to sharing information with other Company associates, as well as non-associates.
- Transporting Company assets that contain certain technology, such as a computer an associate takes on a business trip to another country.
- Many countries prohibit dealing with specifically identified countries or persons acting on their behalf, as well as transactions involving certain named narcotics traffickers and terrorists. Consult the CFO if you have any questions or concerns.

### To learn more

- Discuss any questions, concerns about international business with the CFO.

## Boycotts

A boycott is an organized effort to coerce its target to take a specific action. Boycotts are enforced by refusing to buy, sell or use the target's products and/or services. As a U.S. Company, we are subject to the anti-boycott provisions of U.S. law that require U.S. firms to refuse to participate in foreign boycotts that the United States does not sanction.

IEWC and its employees will not participate in and are required to promptly report to the U.S. Government any request to join in, support, or furnish information concerning a non-U.S. boycott.

**Question** My work at IEWC requires regular interaction with U.S. customs officials. As part of my job, I am routinely asked to provide the U.S. Customs Service with information about our imports and exports. Do I really need to contact the CFO prior to each and every submission of information to the government?

A: The right approach here would be to discuss with the CFO the types of requests your department routinely receives from U.S. Customs. These routine requests, once understood by the CFO, could be handled without any legal review. Extraordinary requests would still require CFO review to ensure that you are responding accurately, fully and in accordance with the law.



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