

Kroll

Third Party Code of Business Conduct and Ethics

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1. THE CODE OF BUSINESS ETHICS IN PRACTICE

1.1 About the Code of Business Conduct and Ethics

We at Kroll LLC and its affiliates (“Kroll” or the “Company”) are committed to the highest standards of business conduct in our relationships with each other and with our clients, suppliers, shareholders, regulators and other stakeholders. This requires that Kroll and Third Parties conduct business in accordance with all applicable laws and regulations and in accordance with the highest standards of business conduct. Kroll reserves the right to audit Third Party’s compliance with this Code upon reasonable notice.

1.2 Definitions

The term “Third Party” as used throughout this document is intended to cover any person or entity signing, acknowledging or providing a certification with respect to this Policy, who is contracted or sub-contracted to work with or on behalf of Kroll or to provide goods or services to Kroll. Where a Third Party is an entity, the term Third Party includes the entity’s personnel, including their employees or subcontractors.

1.3 Making Ethical Decisions

Maintaining the Company’s culture of integrity requires each of us to demonstrate ethical behavior in all business activities. Acting with integrity requires us to make ethical decisions. Always consider the following questions in making any decision:

- Is the proposed action legal?
- Is it consistent with Kroll core values, the code, and Kroll policies?
- Would you or the company be embarrassed if the activity or action came out in a news story?

2. RESPONSIBILITY TO THE ORGANIZATION

2.1 Conflicts of Interest

A conflict of interest occurs when private interests interfere, or even appear to interfere, with the interests of the Company or its clients. A conflict situation can arise when Third Parties take actions or have interests that make it difficult to perform work objectively and effectively. Third Parties must conduct business in an honest and ethical manner including the ethical handling of actual, apparent and potential conflicts of interest between personal and business relationships. Such conflicts may include, for example, financial interest in a company that competes with Kroll, or simultaneous engagement with or serving as a director of a competitor of Kroll, or any other activity that may bias judgment or impair objectivity in performing duties for or on behalf of Kroll. Please note this section is not intended to restrict a Third Party’s ability to perform work for a competitor, except to the extent that such outside employment/activity creates a conflict that relates specifically to the work he or she is performing for Kroll or is otherwise harmful to Kroll.

Any potential conflict of interest must be disclosed to the Company on a timely basis. The Company will assess the nature and extent of any concern and determine possible resolutions. Depending on the circumstances, Third Parties may be required to put in place appropriate measures to manage the conflict of interest.

2.2 Entertainment, Gifts and Gratuities

Kroll does not use the exchange of business courtesies to gain an unfair competitive advantage. When Third Parties are involved in making business decisions on behalf of the Company, decisions must be based on uncompromised, objective judgment. Third Parties must never accept gifts or other benefits if business judgment or decisions could be affected.

Third Parties must never ask for gifts, entertainment or any other business courtesies from people doing business with the Company. Unsolicited gifts and business courtesies, including meals and entertainment, are permissible if they are: in compliance with relevant laws, customary and commonly accepted business courtesies, not excessive in value, not lavish,

frequent or in excess of generally accepted practices, do not involve inappropriate activities which would subject the company to reputational or other harm or risks, and are not a reward for any particular business decision already made or forthcoming.

2.3 Financial Crime

Money Laundering, Sanctions, and Terrorist Financing

The Company is committed to preventing the use of its services for criminal activities including money laundering and terrorist financing. The Company is dedicated to complying with all applicable Anti-Money Laundering (AML) laws, rules, and regulations. It is Company policy to comply with the U.S. OFAC regulations as well as economic and trade sanctions imposed against countries, governments, individuals and entities specified by the competent authorities in the jurisdictions where the Company and its Third Parties conduct business.

Third Parties shall not provide any service or enter into any arrangement that causes Kroll to be involved in financial crime, including money laundering activities, or in support of illegal activities, including terrorism or other dealings with sanctioned parties.

Fraud

Engaging in fraud is a fundamental breach of our core value of honesty and we treat it as a most serious breach of discipline. We do not tolerate fraud and require Third Parties to demonstrate the highest standards of honesty and propriety at all times. The Company expects all Third Parties to take all reasonable steps to prevent the occurrence of fraud and to identify and report instances of known or suspected fraud committed by, on behalf of, or against the Company.

Insider Trading

Third Parties are prohibited by Company policy and the law from buying or selling securities of companies while in possession of inside information or "material nonpublic information." This conduct is known as "insider trading." Passing such information on to someone who may buy or sell securities – known as "tipping" – is also illegal and prohibited. The prohibition applies to securities of companies where one learns inside information or material nonpublic information about companies, such as the Company's clients, in the course of duties for the Company.

2.4 Anti-Corruption Laws

Kroll has a zero-tolerance policy towards bribery and corruption in the public and private sector and is committed to operating its business with the highest standards of ethical and professional conduct. All Third Parties will strictly comply with the anti-corruption laws that govern operations in the countries in which we do business. Such laws include the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act, and similar laws enacted by other countries. Generally, these laws prohibit bribery, directly or indirectly, of foreign government officials (including employees of foreign government-owned entities), political parties or candidates to obtain some improper business advantage.

Third Parties shall not engage in corruption, bribery or any activity (including improper payments) that may imply or give any appearance of involvement in corruption or bribery when working for or with Kroll. This includes facilitation payments or the giving or receiving of preferential treatment that may be perceived as a bribe for or on behalf of Kroll.

2.5 Export/Import and Other Trade Restrictions

Third Parties must strictly comply with all export and import laws and regulations which govern the transfer between countries of certain technical data, equipment and technology and do everything possible to avoid even inadvertent violations.

2.6 Anti-Boycott

U.S. anti-boycott regulations exist to counteract foreign economic boycotts that are at odds with U.S. policy. Third Parties will not enter into an agreement, provide any information or take any action that would cause Kroll to support an illegal foreign economic boycott.

2.7 Protection and Proper Use of Company Assets

Third Parties have a duty to protect the Company's assets and ensure their efficient use. In general, Third Parties must use Kroll financial resources, communication systems (such as email, internet access and telephones) and other assets in a manner that complies with Company policy and promotes their efficient and legal use.

Theft, carelessness and waste have a direct impact on the Company's profitability. Third Parties must take measures to prevent damage to and theft or misuse of Company property. Except as specifically authorized, Company assets, including Company time, equipment, materials, resources and proprietary information, must be used for business purposes.

2.8 Company Books and Records

Kroll funds, assets and transactions must be properly and accurately recorded on the books and records of Kroll and in accordance with Kroll accounting policies and Generally Accepted Accounting Principles ("GAAP"), or equivalent relevant local rules and standards. It is Company policy to make full, fair, accurate, timely and clear disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission or another government agency, and in all other public communications made by the Company.

Third Parties must complete all Company documents accurately, truthfully, and in a timely manner, including all travel and expense reports. When applicable, documents must be properly authorized. Third Parties must record the Company's financial activities in compliance with all applicable laws and accounting practices. If a Third Party becomes aware of an actual or potential problem with the Company's accounting practices, concerns must be raised immediately with Kroll or through the Ethics Hotline.

2.9 Confidential Information

Confidential information includes all information that is not generally known or available to the public, be it information regarding Kroll employees, clients, or Third Parties, or any other information about the Company. This information must be protected from inappropriate disclosure to clients, competitors, financial analysts, the media and other Third Parties. Third Parties will not disclose confidential information to any person other than as authorized by the Company or as required by applicable laws and regulations.

Third Parties must take all necessary measures to secure the Company's confidential information and access thereto, including the use of security controls to maintain and protect information, including physical and electronic assets containing Company confidential information.

2.10 Trademarks, Copyrights and Other Intellectual Property

The Company's intellectual property (such as ideas, inventions, discoveries, trade secrets, copyrighted material, patented material and trademarks) is a valuable corporate asset that we must work to protect. It is Company policy not to infringe upon the intellectual property rights of others. When using the name, trademarks, logos or printed materials of another company, including any such use on the Company's websites, Third Parties must do so properly and in accordance with applicable law.

Third Parties must respect the intellectual property rights of Kroll and others.

2.11 Use of Social Media

Third Parties should consistently act in a respectful, courteous manner that reflects positively on the Company and guard against disclosing any confidential information. No information may be published which might embarrass a Kroll client or damage its reputation. When acting on behalf of the Company, do not post any material that is obscene, defamatory, profane, libelous, threatening, harassing, abusive, hateful or humiliating to another person or entity.

Third Parties shall not act or speak on behalf of Kroll or represent themselves as Kroll or express any views attributable to Kroll unless expressly authorized to do so by Kroll.

2.12 Interaction with External Stakeholders

Only authorized persons can speak as representatives of Kroll. Third Parties who are not official Company spokespersons may not speak with the media, the press, securities analysts, other members of the financial community, shareholders or groups or organizations as a Company representative or about Company business unless specifically authorized to do so.

3. FAIR DEALING

3.1 Company Standard

While the Company competes vigorously in all of its business activities, its efforts in the marketplace must be conducted in accordance with all applicable antitrust and competition laws. All Third Parties must endeavor to deal fairly with the Company's clients, suppliers, competitors and employees. We must never take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice, including participating in anti-competitive activity in any form.

4. RESPONSIBILITY TO OUR PEOPLE

Third Parties must provide employees with a healthy, safe and productive environment in which to work. Third Parties must contribute to the creation and maintenance of a respectful work environment. This environment extends beyond our physical surroundings and includes how we interact with and treat one another.

4.1 Equal Employment Opportunity and Nondiscrimination

The Company is an equal opportunity employer in hiring and promoting practices, benefits and wages. The Company and Third Parties will not tolerate discrimination against any person on the basis of any characteristic protected by applicable law, such as race, religion, color, gender, age, marital status, national origin, sexual orientation, citizenship, Vietnam-era or disabled veteran status or disability (where the applicant or employee is qualified to perform the essential functions of the job with or without reasonable accommodation), or any other basis prohibited by law in recruiting, hiring, placement, promotion, or any other condition of employment.

4.2 Employment Practices

Various laws prohibit trafficking in persons, including trafficking-related activities. Third Parties must not participate in, or benefit from, any form of human trafficking or modern slavery, forced or involuntary labor or child labor under any circumstances. Third Parties must comply with all applicable laws and regulations around minimum wages, working hours, overtime pay, and age of its employees. Third Parties must immediately notify Kroll in writing of any activity inconsistent with this paragraph. Failure to comply with the provisions of this paragraph will lead to termination of Third Party's relationship with Kroll.

4.3 Sexual and Other Forms of Harassment

Company policy strictly prohibits any form of harassment in the workplace. Harassment includes verbal or physical conduct that degrades or shows hostility or hatred toward an individual because of his or her race, color, national origin, citizenship, religion, sexual orientation, marital status, age, mental or physical handicap or disability, veteran status or any other characteristic protected by law. Third Parties will take prompt and appropriate action to prevent and, where necessary, discipline behavior that violates this policy.

4.4 Safety in the Workplace

Third Parties are responsible for maintaining facilities free from recognized hazards and obeying all safety rules. Working conditions should be maintained in a clean and orderly state to encourage efficient operations and promote good safety practices.

No Third Party may bring firearms, explosives, incendiary devices or any other weapons into Kroll premises, or any Company work-related setting, regardless of whether persons are licensed to carry such weapons. Except for moderate and responsible consumption of alcohol while attending a company-sponsored event or while attending a business-related entertainment function, Third Parties cannot use, sell, attempt to use or sell, purchase, possess or be under the influence of alcohol or any illegal drug on Company premises or while performing Company business on or off the premises.

5. INTERACTING WITH GOVERNMENT

5.1 Bribery of Government Officials

Company policy and the anti-corruption laws of many countries prohibit the Company and its officers, employees and third parties from promising, authorizing, giving or offering to give money or anything of value to a government official, a political party, a party official or a candidate for political office (collectively “government officials”) in order to influence official acts or decisions of that person or entity, to obtain or retain business, or to secure any improper advantage. Officials of government-owned corporations are considered to be government officials.

Third Parties shall not accept or provide any gifts, hospitality, or anything of value to or from active or former government officials for or on behalf of Kroll without obtaining prior written approval from Kroll.

5.2 Working with U.S. Government Clients

Kroll recognizes that its dealings with the U.S. government impose a special trust on Kroll. Third Parties are responsible for understanding the statutes and regulations which govern the way in which the federal government purchases supplies and services, as well as the special requirements imposed when performing federal government contracts. Third Parties will comply with the relevant rules and regulations in our dealings with U.S. government clients.

5.3 Political Contributions and Activities

Laws of certain jurisdictions prohibit the use of Company funds, assets, services, or facilities on behalf of a political party or candidate. Payments of corporate funds to any political party, candidate or campaign may be made only if permitted under applicable law and approved in writing by Kroll.

Work time and use of Kroll facilities may be considered the equivalent of a contribution by the Company. Therefore, Third Parties will not be paid by the Company for any time spent running for public office, serving as an elected official, or campaigning for a political candidate and are prohibited from using Kroll facilities or assets for such activities.

6. IMPLEMENTATION OF THE CODE

6.1 Reporting Violations

Kroll expects Third Parties to immediately report information regarding a suspected violation of applicable laws or regulations, this Code, or the Company's related policies. Reports should be made through appropriate channels at Kroll, or to the Ethics Hotline. No one will be subject to retaliation because of a good faith report of suspected misconduct.

6.2 The Ethics Hotline

The Company has a 24-hour Ethics Hotline which is provided through a third-party service to help maintain anonymity when requested. Third Parties may use the Ethics Hotline to ask questions, to seek guidance on policies, or to report suspected violations of the Code. Reports may be made anonymously. However, please keep in mind that in some circumstances, it may be more difficult or even impossible for the Company to thoroughly investigate reports that are made anonymously.

The Ethics Hotline can be reached at: <http://www.dp.kroll.ethicspoint.com>