

## VERTELLUS CODE OF BUSINESS CONDUCT

### *A Message to All Employees:*

*Our values and our Code of Business Conduct guide our day-to-day actions with customers, suppliers, and colleagues. At Vertellus we hold ourselves and each other **accountable** for **delivering results** with a **bias for action** while always acting with the utmost **integrity**. This is what it means to be a Vertellus employee. We simply cannot - and will not - tolerate unethical or inappropriate behavior. Remember, if you have a question or concern about what is proper conduct for you or anyone else, you may always talk to your supervisor, another member of your management team, Human Resources, our Compliance Officer or the Vertellus Integrity Hotline. Building a great company requires an unwavering commitment to the highest ethical standards. Each of us is accountable to do the right thing.*

*Sincerely,  
John Van Hulle, Chief Executive Officer*

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## Our Code

### **Purpose**

Our Code of Business Conduct serves as an important resource in support of day-to-day decision making. Our Code is designed to support our values, deter wrongdoing, and to promote compliance with law, adherence to high ethical standards, and responsible business citizenship.

Our Code should help guide your conduct in the course of our business. Many of the principles described in our Code are, however, general in nature, and the Code does not cover every situation that may arise. Use common sense and good judgment. Our Code is not the exclusive source of guidance and information regarding the conduct of our business. You should consult applicable policies and procedures in specific areas as they apply, and you may always contact the Legal Department for guidance on complying with laws and regulations.

### **Scope**

Our Code applies to all directors, officers, and employees of V Global Holdings LLC and its majority-owned subsidiaries (for simplicity, collectively referred to as “employees”). Agents and contractors of the company are also expected to read, understand and abide by this Code. Company operations and company employees are subject to the laws of many countries and

jurisdictions around the world. Employees are expected to comply with all applicable government laws, rules and regulations. If a provision of the Code conflicts with applicable law, the law controls.

### ***Employee Responsibilities***

Employees are expected to comply with both the letter and the spirit of our Code. This means you must understand all of our policies and the laws and regulations that apply to your job and comply with them, even if you feel pressured to do otherwise. If you have any questions about applying the Code, it is your responsibility to seek guidance. Our Code also requires you to cooperate fully and candidly in any investigation of suspected violations of the Code. Periodically, you may be asked to provide a written certification that you have reviewed and understand the Vertellus Code of Business Conduct, comply with our standards, and are not personally aware of any violations of the Code by others. This certification is your pledge to live up to our Code and its expectations and to promptly raise concerns about any situation that you think may violate our Code.

### ***Asking Questions and Reporting Concerns***

If you have a question about the Code or if you are aware of or suspect an activity is illegal or in violation of the Code, you must discuss your question or report your concern to your supervisor, any member of your management team, a Human Resources representative, the Compliance Officer, or contact the Vertellus Integrity Hotline either online, or by telephone (Toll Free) where you can report confidentially or anonymously. This allows the company to deal with the issue promptly and responsibly.

*Link to [Vertellus Integrity Hotline](#)*

### ***Additional Responsibilities for Managers***

All Vertellus leaders must promote an environment where compliance is expected and ethical behavior is the norm. No one should ask Vertellus employees to break the law, or go against the company's values, policies and procedures. Managers receiving reports of or otherwise becoming aware of any violation or suspected violation of the Code, the law, or any other company policy or procedure must take appropriate action, which includes reporting it to their manager, Human Resources, or the Compliance Officer.

### ***Commitment to Non-Retaliation***

We believe it is essential to create an environment in which individuals feel able to raise any matters of genuine concern internally without fear of adverse action being taken against them. Your concerns will be taken seriously and will be investigated appropriately, and as far as practicable be kept confidential. Vertellus prohibits retaliation, in any form, against anyone who, in good faith, reports violations or suspected violations of this Code, company policy, or applicable law, or who assists in the investigation of a reported violation. Acts of retaliation should be reported immediately to your manager.

### ***Consequences for Violations of our Code***

Anyone who violates our Code will be disciplined appropriately, up to and including termination of employment.

## **Our Commitments to Customers and Business Partners**

### ***Quality***

We are dedicated to meeting the applicable requirements of our customers regarding our products and services and addressing the concerns of other interested parties. We are committed to achieving customer satisfaction through continuous improvement in the quality of our products, processes, and services. We shall ensure that the necessary environment, training, and tools are available to support this commitment.

### ***Fair Competition***

We believe in free and open competition. In addition, in most of the countries where we operate, strict laws are in force prohibiting collusive or unfair business behavior that restricts free competition. United States antitrust laws and other countries' competition laws are quite complicated, and failure to adhere to these laws could result in significant penalties imposed on both Vertellus and the employees who violated the law. Contact the Legal Department for guidance.

### ***Honest Advertising and Marketing***

It is our responsibility to accurately represent Vertellus and our products in our marketing, advertising and sales materials. Deliberately misleading messages, omissions of important facts or false claims about our products, individuals, competitors or their products, services, or employees are inconsistent with our values.

### ***Protecting Customer/Third Party Information Privacy***

We take the protection of privacy for our customers and other third parties that have entrusted us with information very seriously. We follow all applicable laws and regulations directed toward privacy and information security. We must safeguard all confidential information our customers and other third parties share with us by ensuring that their information is only used for the reasons for which the information was gathered. If you do not have a business reason to access this information, you should not do so. If you do, you must also take steps to protect the information against unauthorized use or release.

### ***Anti-Money Laundering***

Money laundering is a global problem with far-reaching and serious consequences. Money laundering is defined as the process of converting illegal proceeds so that funds are made to appear legitimate, and it is not limited to cash transactions. Complex commercial transactions may hide financing for criminal activity such as terrorism, illegal narcotics trade, bribery, and fraud. Involvement in such activities undermines our integrity, damages our reputation and can expose Vertellus and individuals to severe sanctions. Our company forbids knowingly engaging in transactions that facilitate money laundering or result in unlawful diversion. We take affirmative steps to detect and prevent unacceptable or illegal forms of payment and financial transactions. Anti-money laundering laws require transparency of payments and the identity of all parties to transactions. We are committed to full compliance with anti-money laundering laws throughout the world and will conduct business only with reputable customers involved in legitimate business activities and transactions.

### ***Anti-Corruption / Anti-Bribery***

No Vertellus employee or anyone acting on behalf of Vertellus may offer, provide or receive bribes, kickbacks or other improper benefits in order to obtain business or an unfair advantage. A bribe is defined as directly or indirectly offering anything of value (e.g., gifts, money, or promises) to influence or induce action or to secure an improper advantage. Kickbacks are agreements to return a sum of money to another party in exchange for making or arranging a business transaction. You must avoid participating in bribery and kickbacks, or even the appearance of it, in all business dealings. Even in locations where such activity may not, technically speaking, be illegal, it is absolutely prohibited by our company policy. Never give anything of value to a government official without approval from the Legal Department.

### ***Selection and Use of Third Parties / Procurement (Fair Purchasing)***

We believe in doing business with third parties who embrace and demonstrate high principles of ethical business behavior, which is why they must comply with our [Supplier Code of Conduct](#).

We rely on suppliers, contractors, and consultants to help us accomplish our goals. They are part of the Vertellus team and should be treated according to our values. To create an environment where our suppliers, contractors and consultants have an incentive to work with Vertellus, they must be confident that they will be treated in an ethical manner. We offer fair opportunities for prospective third parties to compete for our business. All selection decisions are based on company needs, project requirements and vendor qualifications.

### ***Human Rights***

We are committed to upholding fundamental human rights and believe that all human beings around the world should be treated with dignity, fairness, and respect. Our company will only engage suppliers and contractors who demonstrate a serious commitment to the health and safety of their workers and operate in compliance with human rights laws. Vertellus does not use or condone the use of child labor, slave labor, forced labor or human trafficking. Vertellus denounces any degrading treatment of individuals or unsafe working condition, and supports our products being free of conflict minerals.

## **Our Commitments to Colleagues**

### ***No Discrimination***

Having a diverse workforce – made up of team members who bring a wide variety of skills, abilities, experiences and perspectives – is essential to our success. We are committed to the principles of equal employment opportunity, inclusion and respect. All employment-related decisions must be based on company needs, job requirements and individual qualifications. We do not tolerate discrimination against anyone – team members, customers, business partners or other stakeholders – on the basis of race, color, religion, national origin, sex (including pregnancy), sexual orientation, gender identity, marital status, age, disability, past or present military service or any other status protected by the laws or regulations in the locations where we operate. We provide equal employment opportunity to everyone who is legally authorized to work. We provide reasonable accommodations to individuals with disabilities and remove artificial barriers to success.

### ***No Harassment***

Every employee has a right to a work environment free from harassment, regardless of whether the harasser is a co-worker, supervisor, manager, customer, vendor or visitor. Harassment can include any behavior (verbal, visual or physical) that creates an intimidating, offensive, abusive or hostile work environment. We will not tolerate harassment based on race, color, religion, national origin, sex, sexual orientation, gender identity, age, disability or any other status protected by law. Prohibited harassment includes sexual harassment, which is defined as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature. Sexual harassment may include a range of subtle and not so subtle behaviors and may involve individuals of the same or different gender.

### ***Fair Wages***

Our company is committed to providing reasonable working hours and fair wages for our employees.

### ***Workplace Safety and Violence Prevention***

We strive to provide a safe and healthy workplace for employees, customers and visitors to our premises. All employees have responsibility for ensuring proper safety and health conditions. Vertellus is committed to maintaining industry standards in all areas of employee safety and health, including industrial hygiene, ergonomics and safety. To support this commitment, employees are responsible for observing all safety and health rules, practices and laws that apply to their jobs, and for taking precautions necessary to protect themselves, their co-workers and visitors. Employees are also responsible for immediately reporting accidents, injuries, occupational illnesses and unsafe practices or conditions to their supervisor. Threats, acts of violence and physical intimidation are strictly prohibited. Possession of weapons on the job or on Vertellus premises is prohibited. No talk of violence or joking about violence will be tolerated.

### ***Substance Abuse***

Vertellus requires employees to work free from the influence of any substance, including drugs and alcohol, preventing them from conducting work activities safely and effectively. Our company reserves the right to have any employee tested if there is reasonable suspicion that he or she is under the influence of drugs or alcohol. If you are using prescription or non-prescription drugs that may impair alertness or judgment, or witness an employee impaired and therefore possibly jeopardizing the safety of others or the company's business interests, you should report it immediately. If you have a problem related to alcohol or drugs, you are encouraged to seek assistance from qualified professionals.

## ***Employee Privacy***

Vertellus respects the confidentiality of the personal information of employees. This includes employee medical and personnel records. Access to personal information is only authorized when there is a legitimate and lawful reason, and access is only granted to appropriate personnel. Requests for confidential employee information from anyone outside our company under any circumstances must be approved in accordance with our policies. It is important to remember, however, that employees should have no expectation of privacy with regard to normal course workplace communication or any personal property brought onto Vertellus premises or used for Vertellus business.

## **Our Commitments to Act with Integrity and to Protect our Company**

### ***Proprietary and Confidential Information***

All information related to our company's business should be considered proprietary and confidential unless it has been released in authorized public documents. You must take steps to protect confidential and proprietary information. You should not discuss it with others or when in public areas. It is never appropriate to copy or otherwise disseminate Vertellus confidential information or documents for personal gain. All such information and documents should be managed according to a business "need to know." In addition, your obligation to keep such information confidential continues after your employment with Vertellus ends.

### ***Intellectual Property and Protecting IP***

Our intellectual property is among our most valuable assets. Intellectual property refers to creations of the human mind that are protected by various national laws and international treaties. Intellectual property includes copyrights, patents, trademarks, trade secrets, design rights, logos, expertise, and other intangible industrial or commercial property. We must protect and, when appropriate, enforce our intellectual property rights. We also respect the intellectual property belonging to third parties. It is our policy to not knowingly infringe upon the intellectual property rights of others.

### ***Communicating with External Parties***

Vertellus employees are not authorized to speak with the media, investors, and analysts on behalf of our company unless authorized by our CEO. Unless authorized, do not give the impression that you are speaking on behalf of Vertellus in any communication that may become public. This includes posts to online forums, social media sites, blogs, chat rooms, and bulletin boards. This policy also applies to comments to journalists about specific matters that relate to our businesses, as well as letters to the editor and endorsements of products or services.

### ***Proper Use of Electronic Media***

Vertellus provides an array of information and technology resources intended to maximize our efficiency in carrying out your job such as: e-mail, computers, computer applications, networks, the internet, the intranet, facsimile machines, mobile phones, pagers, other wireless communication devices, telephones, and voice mail systems. Please remember that these tools are company property and must be used in a manner that reflects positively on Vertellus and all who work here. Occasional, limited personal use of these resources is permitted, but cannot interfere with your work performance or the work performance of your colleagues. Vertellus reserves the right to monitor and inspect, without notice, the use of its information and technology resources.

Social media is of growing importance in the marketplace. It enables us to learn from and share information with our stakeholders, as well as communicate with the public about our company. In addition to following all company policies, a general rule to remember when utilizing social media is to think about the effect of statements that you make. Keep in mind that these transmissions are permanent and easily transferable, and can affect our company's reputation and relationships with coworkers and customers. When using social media tools like blogs, Facebook, Twitter, or LinkedIn, ensure that you do not make comments on behalf of Vertellus without proper authorization. Also, you must not disclose our company's confidential or proprietary information about our business, our suppliers or our customers.

### ***Gifts and Entertainment***

Modest gifts, favors, and entertainment are often used to strengthen business relationships. However, no gift, favor or entertainment should be accepted or given if it obligates, or appears to obligate, the recipient, or if it might be perceived as an attempt to influence fair judgment.

### ***Avoiding Conflicts of Interest***

We have an obligation to make sound business decisions in the best interests of Vertellus without the influence of personal interests or gain. Our company requires you to avoid any conflict, or even the appearance of a conflict, between your personal interests and the interests of our company. A conflict exists when your interests, duties, obligations or activities, or those of a family member are, or may be, in conflict or incompatible with the interests of Vertellus. Conflicts of interest expose our personal judgment and that of our company to increased scrutiny and criticism and can undermine our credibility and the trust that others place in us. Should any business or personal conflict of interest arise, or even appear to arise, you should disclose it immediately to leadership for review. In some instances, disclosure may not be sufficient and we may require that the conduct be stopped or that actions taken be reversed where possible. As it

is impossible to describe every potential conflict, we rely on you to exercise sound judgment, to seek advice when appropriate, and to adhere to the highest standards of integrity.

### ***Trade Compliance (Export/Import Control)***

We comply with all United States import and export laws and regulations as well as those of any other jurisdiction applicable to a given transaction. These laws restrict transfers, exports, and sales of products or technical data to certain prescribed countries and persons as well as re-export of certain such items from one location to another. If you are involved in importing and exporting goods and data, you are responsible for knowing and following these laws.

### ***Maintain Accurate Financial Records / Internal Accounting Controls***

Accurate and reliable records are crucial to our business. We are committed to maintaining accurate company records and accounts in order to ensure legal and ethical business practices and to prevent fraudulent activities. We are responsible for helping ensure that the information we record, process, and analyze is accurate, and recorded in accordance with applicable legal or accounting principles. We also need to ensure that it is made secure and readily available to those with a need to know the information on a timely basis. Company records include sales information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, certificates of analysis, electronic data files, and all other records maintained in the ordinary course of our business. All company records must be complete, accurate, and reliable in all material respects. There is never a reason to make false or misleading entries. Undisclosed or unrecorded funds, payments, or receipts are inconsistent with our business practices and are prohibited.

It is also your responsibility as an employee of our company to make open and full disclosure to, and cooperate fully with, outside accountants in connection with any audit or review of our company's financial statements. If you have reason to believe that any of our company's books and records are being maintained in a materially inaccurate or incomplete manner, you are required to report this immediately to your manager, the Chief Financial Officer, or the Compliance Officer.

### ***Relationships with Regulators***

Given the highly regulated environment in which we operate, we must be vigilant in meeting our responsibilities to comply with relevant laws and regulations. We expect full cooperation of our employees with our regulators, including responding to regulators' requests for information in an appropriate and timely manner. If we become aware of any regulatory or legal concerns, we must bring them to the attention of our supervisor, manager, or the legal department. We are committed to maintaining an open, constructive and professional relationship with regulators on matters of regulatory policy, submissions, compliance, and product performance.

### ***Political Activities and Contributions***

We encourage our employees, officers, and directors to contribute to the community and to fully participate in local, national and international political processes. As a private citizen, you are free to make contributions to causes, candidates or political parties of your choice. If you express a personal view in a public forum (such as a letter to the newspaper), do not use Vertellus letterhead, company e-mail, or reference your business address or title. Our company will comply with all relevant laws regulating its participation in political affairs, including political contributions.

## **Our Commitments to our Communities**

### ***Charitable Contributions***

We support community development throughout the world. Vertellus employees may contribute to these efforts, or may choose to contribute to organizations of their own choice. However, as with political activities, you may not use company resources to personally support charitable or other non-profit institutions not specifically sanctioned or supported by our company.

### ***Environmental Stewardship***

We are committed to conducting business in an environmentally responsible manner and strive to improve our performance to benefit our employees, customers, communities, shareholders, and the environment. We use energy wisely and efficiently and employ technology to minimize risk of environmental impact. Employees whose work affects environmental compliance must be completely familiar with the permits, laws, and regulations that apply to their work. All employees are responsible for making sure that Vertellus business is conducted in compliance with all applicable laws and in a way that is protective of the environment.

### ***Social Responsibility and Sustainability***

We pride ourselves on being a company that operates with integrity, makes good choices, and does the right thing in every aspect of our business. We will continually challenge ourselves to define what being a responsible company means to us, and work to translate our definition into behavior and improvements at Vertellus. We seek to align our social and environmental efforts with our business goals and continue to develop both qualitative and quantitative metrics to assess our progress.

**\*\*\* Raise Question or Report Concerns \*\*\***

[Vertellus Integrity Hotline](#)