HR Policy

HR-013-00

CODE OF CONDUCT

Date Issued:  September-1-2014
Expiry Date:  September-1-2015

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NCS is strongly committed to a culture of ethics, respect and legal compliance. These goals go far beyond "doing the right thing." They not only nurture and protect our most valuable assets (our people), they are also central to our business success. When it comes to creating an ethical culture, you matter. The decisions you make each day impact our organization, its employees, its reputation, and the broader community around you.

The success of our business is dependent on the trust and confidence we earn from our customers, employees and stakeholders. We gain credibility by adhering to our commitments and achieving the organization's goals by acting honestly and with integrity. It is easy to say what we must do, but the proof is in our actions. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask:
• Will this build trust and credibility for NCS?
• Will it help create a working environment in which NCS can succeed over the long term?
• Can I realistically follow through with the commitment I am making?
• Does what I am doing comply with the NCS guiding principles, Code of Conduct and other policies?
• Have I been asked to misrepresent information or deviate from normal procedure?
• Would I feel comfortable describing my decision at a staff meeting?
• How would it look if it made the headlines?
• Am I being loyal to my family, NCS and myself?

The only way we will maximize trust and credibility is by answering "yes" to these questions and by working every day to build our trust and credibility.

Respect for the Individual

We all deserve to work in an environment where we are treated with dignity and respect. NCS is committed to creating such an environment and endeavors to bring out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone's talents go to waste. NCS is an equal employment opportunity employer and is committed to providing a workplace that is free of discriminatory, abusive, offensive and/or harassing behavior. Any employee who feels harassed, abused or discriminated against should immediately report the incident to his or her manager or to Human Resources. More detail can be found in our Anti-Harassment Policy.

Create a Culture of Open and Honest Communication

At NCS everyone should feel comfortable speaking his or her mind with respect to ethical concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions, and each of us has a responsibility to come forward if we have a concern or are aware of inappropriate or unlawful behavior. We all benefit tremendously when employees exercise their power to
prevent mistakes or wrongdoing by asking the right questions at the right times. Complaints of sexual harassment or other unlawful or unethical behavior are serious matters. It is expected that employees will report such behavior and that managers will promptly act upon such allegations. If an investigation confirms improper conduct occurred, appropriate action will be taken. We will not tolerate retaliation against employees who in good faith raise concerns about unethical or unlawful behavior.

Employees are encouraged, in the first instance, to address such issues with their manager or HR, as that is often the most effective means of resolving most problems. If for any reason that is not possible or if an employee does not feel comfortable raising the issue with his or her manager or HR, they should contact a member of the Executive Committee, or the NCS Code of Conduct Helpline

**Management's Responsibility**
Management has the added responsibility of demonstrating, through their actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated on a day to day basis. Again, ultimately, our actions are what matters. To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees’ ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At NCS, we are committed to having the ethics dialogue be an important and natural part of the workplace.

**Upholding the Law**
NCS's commitment to integrity begins with complying with all applicable laws, rules and regulations where we do business. Further, each of us must have an understanding of the NCS policies, and how applicable laws, rules and regulations apply to our specific roles. If an employee is unsure of whether a contemplated action is permitted by applicable law or NCS policy, he/she should seek the advice from his/her manager. Each of us is responsible for preventing violations of law and for speaking up if we are aware of or have concerns about inappropriate conduct. Because of the nature of our business, some legal requirements warrant specific mention below

**Competition**
We are dedicated to ethical, fair and vigorous competition. We will sell NCS products and services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for NCS or the sales of its products or services, nor will we engage or assist in unlawful boycotts.
Proprietary Information
It is important that we respect the property rights of others. We will not acquire, or seek to acquire through improper means, a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

Selective Disclosure and Insider Trading
We will not inappropriately disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to any entity (including NCS and its customers), their securities, business operations, plans, financial condition, results of operations or any development plans. Material non-public information is any information that is not yet public and could reasonably be expected to affect the price of a company's securities or be considered important to a reasonable investor. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

Health and Safety
NCS is dedicated to maintaining a healthy environment. We are each responsible for adhering to all safety policies and rules.

Conflicts of Interest
We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions on behalf of NCS. Such conflicts of interest can arise from any type of relationship, arrangement, or situation where an outside interest conflicts or appears to conflict with the best interests of NCS. The responsibility to ethically handle conflicts requires that you always fully disclose any conflicts to your manager, and abide by any conditions placed on you to control or eliminate such conflict. We owe a duty to NCS to advance its legitimate interests when the opportunity to do so arises. We must never use NCS property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with NCS.

Bribery and Improper Payments
The laws of many countries, including the U.S. Foreign Corrupt Practices Act (FCPA), and NCS’s policy prohibit us from directly or indirectly giving or offering anything of value to government officials or officials of public international organizations for the purpose of gaining business or favorable government action. Payments need not take the form of cash to be prohibited, but can be anything of value (including gifts or services). As a result, absent receiving express approval from the Executive Committee, employees must not make payments or give gifts related to NCS’s business activities to government officials, officials of public international organizations or members of national legislative bodies, their families or their staff. For more information, please see NCS’s FCPA Policy.
Promote Substance Over Form
At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away.

At NCS, we must have the courage to tackle the tough decisions and make difficult choices, secure in the knowledge that NCS is committed to doing the right thing. At times this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean we should do so.

Although NCS’s guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business and should guide us in our daily conduct.

Accountability
Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about NCS policy. If we are concerned whether the standards are being met or are aware of violations of the Code or applicable law, we must contact our manager, HR, or the NCS Code of Conduct Helpline. NCS takes seriously the standards set forth in this Code, and violations may be cause for disciplinary action up to and including termination of employment.

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