

## **CODE OF BUSINESS CONDUCT**

### **1.0 Purpose**

To establish and communicate, along with the SACHEM Way, the high standards and values that all SACHEM associates shall follow when conducting company business and when dealing with other associates (e.g. customers, suppliers, governments) and third parties.

### **2.0 Scope**

The policy applies to all employees of SACHEM, Inc. and its subsidiaries ("Company"). It is the responsibility of all employees to understand and comply with this Code of Business Conduct.

### **3.0 Guidelines**

#### **3.01 *Conducting the Company's Business***

In conducting the business of the Company, you will be dealing with a variety of people and organizations including employees, customers, suppliers, competitors, and governments.

- SACHEM will be a company that is innovative, dependable, and easy to deal with. All of our business relations shall be based on honesty and fairness.
- We want long-term, mutually beneficial business relationships and trustworthiness is essential to establish and keep them.
- While being protective of SACHEM's business interests, we will be truthful in our roles and responsibilities. If there is a mistake or misunderstanding, correct it immediately.
- We will show respect to all that we deal with and make a commitment to treat all associates equally without regard to race, color, gender, religion, age, national origin, citizenship status, military service, genetic information, sexual orientation or disability.
- We will not tolerate discrimination or harassment of any kind.

#### **3.02 *Dealing With Customers***

Customers are the primary source of our success, so it is important that we give unrelenting attention to their satisfaction.

- We must work with customers to understand and anticipate their needs, and identify and remove obstacles customers may see in doing business with us.
- We need to respond promptly and courteously to customer inquiries and requests.
- We must accurately represent our products and services in our marketing, promotional and sales efforts.
- We must provide products and services of the highest quality. We need to understand what represents "highest quality" in the eyes of the customer. We must regularly measure customer satisfaction and continuously improve our quality.

#### **3.03 *Dealing with Suppliers***

Prospective suppliers must be given an opportunity to compete fairly for our business.

- We will generally select suppliers who provide the highest quality and service at the lowest total cost.
- Do not suggest to any supplier that we will not buy from them unless they purchase from us.

#### 3.04 *Dealing with Government Personnel*

We are strictly prohibited from giving anything of value, directly or indirectly, to government officials or candidates in order to obtain or retain business, or to obtain favors of any kind. Do not provide or pay for meals, travel or lodging expenses for government personnel.

#### 3.05 *Political Contributions*

Company resources shall not be used to support political parties or candidates.

Individual associates are encouraged to support their own parties and candidates, but they must do so on their own time and not use company resources.

#### 3.06 *Improper Payments*

We may not directly or indirectly offer or solicit any kind of payments or contributions for the purpose of:

- Influencing customers, suppliers or governmental entities including their officials or associates.
- Obtaining, giving or keeping business.
- Persuading any official or associate of another company to fail to perform, or to improperly perform their duties.

#### 3.07 *Consultants*

Consultants and agents retained by the Company are expected to adhere to our code of conduct in the course of their work on behalf of the Company.

- Special care should be taken to ensure no conflict of interest exists, that the consultant is genuinely qualified, that the compensation is reasonable for the services being performed, and that there is a written agreement outlining the statement of work and under which the consultant agrees to abide with all applicable laws and report any conflicts of interest.
- Consultants and agents may not be retained to do anything illegal or improper. What we may not do directly we shall not do indirectly by acting through another party.

#### 3.08 *Conflict of Interest*

We shall avoid situations in which our private interests or those of members of our families' conflict with the interests of the Company.

- Disclose any potential conflict of interest to your manager so it can be resolved.
- We should not have any business or financial relationship with customers, suppliers or competitors that could influence or appear to influence us in carrying out our responsibilities.
- You may not work for a competitor, customer or supplier as an associate, consultant or member of its board of directors without the President's approval.

#### 3.09 *Unauthorized Use of Company Property or Services*

We shall not use Company property and services for our personal benefit or that of someone else unless the use has been properly approved for general associate use or for a specific purpose.

### 3.10 *Safeguarding Company Assets*

We are all responsible for protecting Company assets, which include the Company's investment in trade secrets, technology and other proprietary information, as well as physical property. Managers are responsible for setting up and keeping good controls to protect assets from loss or unauthorized use.

### 3.11 *Disparagement*

We shall not make false, misleading or disparaging remarks about individuals or organizations (including competitors) or their products and services.

- We shall promote our products and services on their merits.
- When making comparisons between our products and those of a competitor, we are accurate and factual.

### 3.12 *Improperly Acquired Information*

We shall not acquire information about other companies through improper means. We have a responsibility not to steal or misuse the intellectual property of any customer, business partner, supplier or competitor. We regularly acquire information about other companies in conducting our business. This is acceptable when this information is properly acquired. Proper sources would include information which is published or in the public domain, or is lawfully received from the owner or an authorized third party.

Examples of improper means of acquiring information are:

- Receiving information from a third party that was illegally or improperly acquired.
- Receiving confidential information about a company from present or former associates who are unauthorized to disclose it.

If you are offered proprietary information under suspicious circumstances, you should immediately discuss the matter with your manager and jointly consider consulting legal counsel.

If you come into possession of information from another company that is marked confidential, or that you believe is confidential, you should discuss it with your manager if you have any questions regarding the proper authorization of your possession. If our possession is improper, an appropriate company representative will return the information to the proper owner.

### 3.13 *Confidential Information Properly Received*

We regularly receive confidential information from those we do business with. When we receive such information, it should be received under the terms of a written agreement that spells out our obligations for the use and protection of the information. Legal counsel should review these agreements.

- We must protect the confidentiality of any such information and limit our use of it to what is authorized by the agreement. We are responsible to see that those who are not authorized do not have access to the confidential information.

### 3.14 *SACHEM's Confidential and Proprietary Information*

SACHEM strives to share information, technology, proprietary know-how and other knowledge that help associates do their job. However, we must diligently and unwaveringly assure that any proprietary information not be divulged outside SACHEM except when disclosure is legally mandated or authorized, protected, and beneficial to the Company. Confidential information includes all non-public information that, if disclosed, might be of use to competitors or harmful to the Company or its customers.

- Sensitive business information requiring protection includes customer and supplier information, pricing strategies and price lists, financial information, administrative and manufacturing processes, materials of construction, information about technologies deployed, business plans, and any information that gives the company a competitive advantage.
- Use or disclosure of sensitive information will be for Company purposes only and not for personal benefit or the benefit of competing interests.
- To preserve confidentiality, the disclosure of such information should be limited to those who have a need to know.
- Your responsibility to keep this information confidential continues after you discontinue your employment with the Company.

### 3.15 *Accurate Records and Reporting*

All Company books and records must be maintained to reflect fairly and accurately the underlying activities and transactions.

- Information that you record and submit to another party, whether inside or outside the company, must be accurate, timely and complete.
- No intentionally false or inaccurate entries shall be made nor misleading reports issued. Reports or records should not be used to mislead those who receive them or conceal anything that is improper.

### 3.16 *Legal and Regulatory Compliance*

Obeing the law both in letter and spirit is part of the foundation upon which the Company's ethical standards are built. Although we are not expected to know every law that is applicable to the Company, it is essential that we know enough to ask questions and seek advice from supervisors, managers, legal counsel or other appropriate personnel if we have any doubt regarding the legality of an action taken, or not taken, on behalf of the Company

- It is the Company's intent to conduct its business in a way that not only conforms to the letter of the law, but also promotes the spirit of fairness and honesty behind the laws.

### 3.17 *Antitrust Laws*

The antitrust laws are intended to preserve competition by prohibiting actions that could unreasonably restrain the functioning of a free and competitive marketplace.

- Any agreement that could limit competition in a specific market may be a violation of these laws and must be reviewed by our legal counsel.
- Because verbal exchanges can be viewed as an agreement, caution shall be used when meeting with competitors. Keep discussions to the business purpose of the meeting.
- Do not discuss matters with competitors related to market share, projected sales for any specific product or service, revenues and expenses, production schedules, inventories, unannounced products and services, pricing strategies, marketing, and, of course, any proprietary company information.

These guidelines also apply to informal contacts you may have with competitors, including those at trade shows or meetings of professional organizations.

The following are possible violations of these laws that should be reviewed with legal counsel:

- Agreements between competitors to:
  - Agree on prices.
  - Allocate markets or customers.
  - Limit production or quality.
  - Boycott suppliers.

- Agreements with customers (other than distributors) to:
  - Control resale prices.
  - Require tie-in sales (require purchase of one product as condition of selling another).
  - Restrict their marketing territory.

### 3.18 *Other*

This code of conduct may not cover all the questionable circumstances or ethical dilemmas you may encounter. If you encounter a situation where the application of this code seems incomplete or inappropriate, you should act in a manner that is consistent with the SACHEM Way, compliance with laws and regulations, and the principle of fairness.

- Will your action conform to the spirit of this code of conduct? Will your action be consistent with approved company practices? Will your action give the appearance of impropriety?

When in doubt, consult with your manager.

## 4.0 Reporting Suspected Violations

- You are responsible for understanding and complying with this code of conduct.
- You have a responsibility to immediately report any suspected violations of this code or other misconduct to your supervisor.
- If the conduct in question involves your supervisor and you feel your supervisor has not dealt with the matter properly, or you feel you cannot discuss the matter with your supervisor, you should discuss the matter with the next level of management.
- If you are uncomfortable discussing it within your organization, you should discuss it with either the CFO or the President. Under certain circumstances, the CFO or President may discuss suspected misconduct with the Audit Committee of the Board of Directors.
- No associate will suffer any adverse action or career disadvantage for questioning a Company practice or reporting a suspected violation of this Code or other irregularity. The Company will not allow any retaliation for reports of misconduct made in good faith.
- The Company will investigate possible violations. In doing so, it will respect the rights of all parties concerned.
- The identity of associates reporting possible violations shall be kept confidential unless the Company is required to reveal it in order to enforce this Code, or by applicable law or judicial process.

## 5.0 Failure to Comply

- Any associate that violates this Code of Business Conduct, fails to report a violation under this Code or intentionally submits a false report will be subject to discipline up to and including termination and the filing of criminal charges.

**ASSOCIATE ACKNOWLEDGEMENT**

I have read, understand, and agree to abide by the provisions of the SACHEM Code of Business Conduct.

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Name

\_\_\_\_\_  
Date