



Business Ethics and Code of Conduct

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Table of Contents

MESSAGE	1
A PRACTICAL GUIDE	2
CONDUCTING OUR BUSINESS	3
<i>Respecting the Law</i>	3
<i>Global Reality of Our Work</i>	3
<i>International Business</i>	4
<i>Dealing with Governments and Public Officials</i>	4
<i>Relationships with Our Suppliers and Customers</i>	4
<i>Purchasing from Our Suppliers</i>	5
<i>Antitrust and Competitive Information</i>	5
<i>Conflict of Interest</i>	6
<i>Giving or Receiving Gifts & Hospitality</i>	6
<i>Outside Employment and Activities</i>	6
<i>Industry Events and Social Media</i>	7
<i>Political Activities</i>	7
<i>Record Keeping and Accounting for Business Transactions</i>	7
WORKING WITH OTHERS	7
<i>Workplace Safety</i>	7
<i>Workplace Violence</i>	8
<i>Citizens of Our Communities</i>	8
<i>Equal Opportunity Employment</i>	8
<i>Prohibition of Harassment</i>	8
<i>Drug and Alcohol Free Work Environment</i>	9
PROTECTING OUR RESOURCES	9
<i>Company Resources and Intellectual Property</i>	9
<i>Confidentiality</i>	9

<i>Environmental Protection</i>	10
<i>Our Name and Reputation</i>	10
<i>Information Technology and Internet Use</i>	10
TAKING ACTION	11
<i>Raising Concerns</i>	11
<i>Prohibition against Retaliation</i>	12
<i>Disciplinary Action</i>	12
ACKNOWLEDGEMENT	13

MESSAGE

Dear Fellow Employee:

Our work is guided by MacroSource's mission: Empowering our people to drive innovative solutions to feed the crops that sustain the world. The global supply chain starts with us. *Every day we strive to deliver to our customers what they need, when and where they need it.* We continually advance our vision and mission while adhering to our core values of entrepreneurial spirit, accountability, teamwork, and sustainability.

This Business Ethics and Code of Conduct (known as the "Code of Conduct") provides important guidance for how to perform the core functions of our business ethically, responsibly, and fairly and manage with integrity our professional relationships within the MacroSource organization and externally beyond the company.

MacroSource conducts business in many countries around the world. Our employees are citizens of many countries. As a result, our operations are subject to many different laws, customs, and cultures. MacroSource is committed to the highest ethical standards in its worldwide business operations as set forth in the Code of Conduct. It is our responsibility as employees to make business decisions professionally, safely, ethically and within the boundaries of the law.

Familiarize yourself with the Code of Conduct, and in every action, you take as an employee, think about the values and standards described in this policy. If you have a question or concern, MacroSource offers numerous resources for support, which are described in this Code of Conduct.

With each of us working together in a responsible way and guided by the Code of Conduct, MacroSource will continue to maintain its reputation as a company committed to doing business with integrity every day.

Sincerely,

Brent Harlander

President and Chief Executive Officer

A PRACTICAL GUIDE

Business Ethics and Compliance

Each day you will face and make decisions that are critical for our company's success. This Code of Conduct is a practical reference that you can use to get the information you need to make good decisions.

This Code of Conduct applies to all officers, executives, and full-time, part-time, and temporary employees of MacroSource worldwide, including its subsidiaries, and all members of the Board of Directors of MacroSource. Use this Code of Conduct in conjunction with the policies and procedures of MacroSource and your business unit to guide your actions as you do your job. This Code of Conduct is not an employment agreement.

MacroSource also expects its suppliers, consultants, law firms, contractors, and other service providers to act ethically and in a manner consistent with this Code of Conduct. For example, if an employee hires a service provider, the employee should take reasonable steps to ensure that the service provider has a reputation for integrity and ethical conduct and that the service provider acts in a manner that reflects the highest ethical standards.

When we talk about business ethics, we refer to the commitments that make our company great. We deal fairly with our customers, suppliers, and competitors as well as with each other. Each of us should strive to be:

- Law abiding
- Honest and trustworthy
- Responsible and reliable
- Fair and cooperative

When we talk about compliance, we refer to the laws, rules, regulations and policies that control and direct both our actions and those of the company. The Code of Conduct includes information about both the ethics and compliance aspects of business conduct.

Making Tough Decisions and Getting Answers

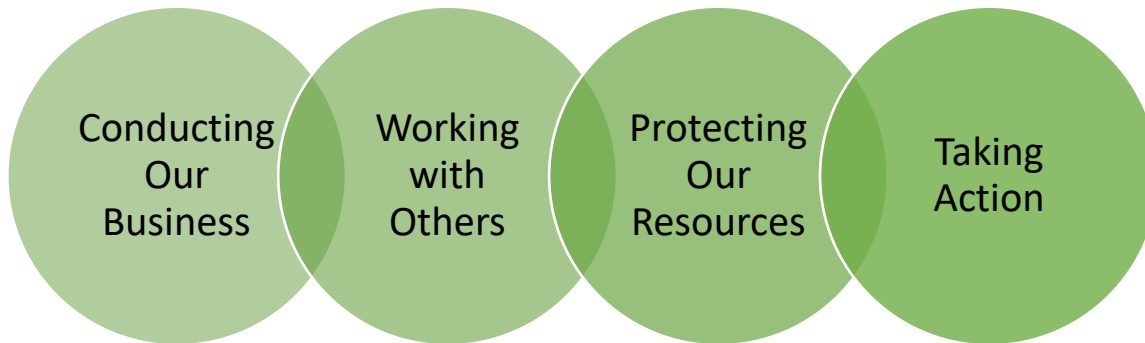
The Code of Conduct is the cornerstone of the company's commitment to integrity, and it will help you work through difficult business issues and dilemmas. The answers to some problems are not obvious for every situation. We have all faced a time when the right course of action was hard to determine. Perhaps the facts were complex, our personal interest conflicted with the best interest of MacroSource or individuals could be affected by our decision. You have resources to help you with questions about ethics and compliance. You are encouraged to speak up and seek answers to any questions that may arise. MacroSource's management is available to offer support and resources.

If you need guidance or advice, you have several resources available:

- Immediate supervisor or manager
- The Human Resources Department
- The Legal Department
- The Ethics Hotline and Website (accessible via the intranet)

Remember: When in doubt, seek guidance before you act.

As a handy resource, the Code of Conduct is divided into four sections regarding each employee's ethical responsibilities as he or she undertakes the day-to-day work of the company:



CONDUCTING OUR BUSINESS

Respecting the Law

MacroSource has a longstanding policy of compliance with all applicable laws and regulations. MacroSource also emphasizes the moral and ethical conduct of business in all of the company's operations.

As MacroSource employees, we must comply with the laws applicable in the jurisdictions in which we operate. If you become aware of a violation of the law, or if you need guidance on a matter of law, you should consult with MacroSource's Legal Department.

Global Reality of Our Work

MacroSource conducts business throughout the world. Our employees are citizens of different countries and belong to diverse cultural groups. We must be responsible citizens wherever the company does business and familiarize ourselves with the relevant laws, regulations and policies that affect our work. We must recognize the global reality of our work. In some instances, there may be a real or apparent conflict between the laws of two or more countries. In that event, you must obtain legal advice immediately to understand how to resolve the conflict.

International Business

MacroSource is a global business headquartered in the United States. We follow the laws and regulations of all the countries and jurisdictions where we do business.

We abide by the laws and regulations which govern the company's international trade activities. With respect to business operations, we are committed to compliance with a focus on customs and import controls, export controls, national security regulations and sanctions, and anti-boycott laws.

When doing business in any country, you have the responsibility to:

- Keep current with all the laws and regulations that apply to your work
- Know and follow the laws regarding the export and import of our products
- Be careful when using consulting services to represent our interests. Consultants, sales representatives and contractors must follow and comply with MacroSource's standards of conduct

Any questions or concerns regarding sanctions, boycotts or other international restrictions should be directed to MacroSource's Legal Department. Detailed information is provided in the International Trade Compliance Policy, which is available via the intranet.

Dealing with Governments and Public Officials

When interacting with governments and public officials you need to be aware that such dealings are subject to special laws and rules. Making illegal payments to government officials of any country is strictly prohibited

The U.S. Foreign Corrupt Practices Act and other relevant international laws prohibit MacroSource or its agents or representatives from directly or indirectly offering, promising to pay or authorizing the payment of money or anything of value to foreign (non U.S.) public officials, political parties and officials, candidates for political office, and other individuals for the purpose of influencing the acts or decisions of foreign officials.

The United States government has a number of laws and regulations regarding anything of monetary value that may be accepted by United States government personnel. The promise, offer or delivery to an official or employee of the United States government of a gift, favor or other gratuity in violation of these rules would not only violate MacroSource's policy but could also be a criminal offense.

Any gifts, hospitality or expenses that benefit or are associated with a United States or foreign government entity or public official (or family member of that official) must first be approved in writing by MacroSource's General Counsel or his or her designee.

Consult the Foreign Corrupt Practices Act & Anti-Corruption Compliance Policy, available via the intranet, for further information.

Relationships with Our Suppliers and Customers

MacroSource has invested substantial time, effort and resources in developing strong relationships with its suppliers and customers. The company's business practices must preserve those relationships with integrity and ethical business conduct.

In dealing with suppliers and customers, employees are expected to conduct themselves and the company's business in an appropriate manner to avoid violations of the suppliers' and customers' codes of conduct or similar policies, to the extent the suppliers' and customers' policies are not in conflict with applicable law or MacroSource's policies and procedures.

Purchasing from Our Suppliers

We select our suppliers based on objective criteria such as price, quality and prior performance. Our supplier relationships are based on integrity and trust. When selecting suppliers, you should work in conjunction with the appropriate departments to select suppliers that are best able to meet our business needs in terms of quality, cost, delivery and innovation. When dealing with suppliers or consultants you should:

- Require competitive bids where appropriate
- Fairly evaluate all proposals for work
- Get legal advice before doing business with former employees or board members
- Not accept gifts of more than a modest value
- Ensure that meals provided by a supplier serve a valid business purpose and are appropriate to the relationship
- When doing business with any family member, including extended family, or with vendors/customers which may be perceived to show favoritism, ask the Legal and Human Resources Departments for review

For additional information including monetary threshold values and approval processes, refer to MacroSource's Foreign Corrupt Practices Act and Anti-Corruption Compliance Policy.

Antitrust and Competitive Information

Antitrust and competition laws prohibit agreements that eliminate or discourage competition. Violations of these laws carry both stiff monetary fines and jail terms. We are committed to fair and competitive sales practices and comply fully with the antitrust and competition laws of every jurisdiction where we do business.

We will not engage in practices that would unfairly limit trade or exclude competitors from the marketplace. We will not communicate formally or informally with competitors to fix or control prices, allocate markets, boycott customers or suppliers, or limit the sales of products.

We will not make false statements regarding our competitors, nor conspire to gain their proprietary information improperly. To ensure that we comply with competition laws, you have the following responsibilities:

- Avoid even informal or casual conversations with employees of our competitors regarding prices, products or customers
- Never make inaccurate or malicious statements about our competitors

If you have any questions regarding whether an activity is acceptable under antitrust laws, contact MacroSource's Legal Department before attempting to or undertaking any such action.

Properly gathered business information is valuable. However, each of us must be mindful that such information may only be obtained through proper and lawful means. For example, we may seek this information from public sources, published surveys and appropriate dealings with third parties. Seek advice if you think someone is giving you confidential information that you should not have.

Conflict of Interest

A conflict of interest occurs when your private interests interfere – or appear to interfere – with the interests of MacroSource. MacroSource’s policy on conflict of interest is straightforward. You should not compete with MacroSource and any business dealings on behalf of MacroSource should not be influenced, or even appear to be influenced, by personal or family interests. You should base business decisions on our company’s needs, rather than your interests, the interests of family or friends or your personal gain. This includes not using confidential MacroSource information or confidential third-party information learned through your employment at MacroSource for personal gain.

To protect against improper conflict of interest, you should disclose to MacroSource’s Human Resources Department any substantial interest that you or your immediate family member might have in our suppliers, customers or competitors, and any transactions you or your immediate family have with MacroSource or any of its affiliates. Use the Conflict-of-Interest Disclosure Form available on the intranet to make any such disclosure. Be careful that your personal business relationships do not influence the decisions you make on behalf of MacroSource.

Giving or Receiving Gifts & Hospitality

We rely solely on the merits of our products and services. When gifts are exchanged in a business setting it may have the appearance of appearing to influence business decisions. We may provide gifts, meals and entertainment of reasonable value in the course of doing business. Every employee is responsible for abiding by the rules and policies for giving and receiving gifts and hospitality (including meals and entertainment).

When receiving gifts or hospitality, employees are expected to exercise good judgment and should not accept anything that could be interpreted or perceived as an attempt to gain an unfair or improper business advantage. It is generally inappropriate to accept gifts or hospitality when the giver is not present (for example, accepting concert tickets from a vendor if the vendor is not attending the event). It is also generally inappropriate to accept gifts that are essentially personal in nature and do not contribute to forming a positive business relationship.

The applicable rules and policies (including monetary threshold values and approval processes) are discussed in detail in MacroSource’s Foreign Corrupt Practices Act and Ant-Corruption Compliance Policy, which is accessible via the intranet.

Outside Employment and Activities

Before you accept outside employment consider could the second job create a conflict of interest with your work here or have a negative impact on your job. We each have a primary professional obligation to MacroSource. To uphold that obligation, you should avoid any activity or personal financial interest that could adversely affect the independence or objectivity of the employee’s judgment, interfere with the timely and effective performance of duties and responsibilities, or that could conflict with the best interests of MacroSource. Do not accept outside employment with our competitors, suppliers or customers.

Industry Events and Social Media

When you attend industry events you represent the MacroSource brand. To uphold the reputation of our company and brand, you are expected to behave professionally and respectfully while representing MacroSource at industry events, on industry social media or any other forum which associates you with MacroSource.

Political Activities

Your personal political activities, including time and financial contributions, must remain separate and distinct from employment with MacroSource.

Do not contribute any company funds, assets, services, or facilities, directly or indirectly, to any political party or to the campaign for or against any candidate for political office without prior written approval from the General Counsel or his or her designee. Seek the advice of the Legal Department before contributing any company funds or resources to a charity that may be affiliated with a politician or political matters.

Record Keeping and Accounting for Business Transactions

The accurate recording of financial information is important to MacroSource's business. Business practices must be conducted with the highest standard of ethical behavior, and transactions must be accurately and properly accounted for and documented.

Certain employees have job responsibilities that include accounting for business transactions and the preparation of accurate financial statements. The overall responsibility, however, extends to each and every one of us to ensure that business transactions are properly reflected in MacroSource's books and records and that all transactions are documented appropriately. Compliance with acceptable accounting practices is vital to the long-term success of MacroSource.

WORKING WITH OTHERS

Teamwork is one of MacroSource's four core values. We mentor others, adapt and are flexible, grow together and win and lose as a team. Another core value is sustainability. We put safety first and are committed to being environmentally responsible. Both of these core values are integral to how we work together.

Workplace Safety

MacroSource is committed to providing a safe work environment. Safety is First. We follow the workplace safety and health laws and regulations of the jurisdictions where we work. Putting safety first means you:

- Report all safety hazards, injuries and accidents
- Follow company safety rules and policies that apply to your job

Refer to the programs and procedures of MacroSource's Safety Department for additional information and guidance.

Workplace Violence

MacroSource does not tolerate any threatening or hostile behavior in the workplace. These workplace behaviors are prohibited: making threatening remarks, causing physical injury to someone else, intentionally damaging someone else's property or acting aggressively in a way that causes someone else to fear injury. Subject to state laws, we prohibit the possession of any licensed or unlicensed firearm on company property, in company vehicles, or while conducting company business (excluding any recreational shooting activities for customer and industry events).

Citizens of Our Communities

MacroSource actively supports the communities in which we do business. Our civic activities demonstrate good corporate citizenship. We encourage you to participate in volunteer opportunities and community events on your own time or during work periods with management approval. For specific information about time-off for volunteer opportunities, refer to the Employee Handbook which is accessible via the intranet.

Equal Opportunity Employment

Our success depends in large part on our work environment. We support a positive environment that empowers our people to drive innovative solutions to feed the crops that sustain the world free from discrimination. We are committed to legally compliant human resource policies and practices in all aspects of employment including recruiting, hiring, evaluation, training, discipline, work assignments, career development, compensation, promotion, and termination.

To ensure respectful and fair treatment for all employees, each of us must:

- Treat our fellow employees equally regardless of race, color, religion, sex, pregnancy, ethnicity or national origin, sexual orientation, gender identity, age, disability, veteran status, or other protected status
- Understand and abide by all company policies, procedures and rules relating to employment and workplace fairness

Prohibition of Harassment

MacroSource is committed to providing a workplace that is free from all forms of harassment. Each of us has the right to be free from improper or offensive conduct at work. Unwelcome, insulting or offensive remarks or actions have no place at MacroSource.

To keep our workplace harassment free, each of us must:

- Act in a manner that does not disrupt another employee's work because of the person's race, color, religion, sex, pregnancy, ethnicity or national origin, sexual orientation, gender identity, age, disability, veteran status, or other protected status
- Conduct ourselves in a professional and respectful manner in the workplace
- Understand and abide by all company policies, procedures and work rules relating to workplace conduct
- Exercise good judgment in professional and personal relationships with co-workers

Sexual harassment can occur under many different circumstances. In general, forms of sexual harassment may include:

- Requests for dates, sexual favors or other verbal or physical conduct of a sexual nature serving as the basis for an employment decision or creating an intimidating, hostile or offensive working environment
- An intimidating offensive or hostile work environment resulting from unwanted sexual advances, offensive jokes, posters, cards, cartoons, graffiti, drawings, notes, messages or gestures

Drug and Alcohol Free Work Environment

The abuse of drugs or alcohol is a serious concern for both MacroSource and its employees. All of us are responsible for maintaining a safe and healthy working environment. You are expected to report any suspected or known violations of the drug and alcohol-free work environment to your supervisor or manager. The possession, use, or sale of illegal drugs on MacroSource property or while conducting company business is prohibited. Operating any company vehicle or equipment while under the influence of drugs or alcohol is also prohibited. You should not misuse or abuse prescription drugs in a manner that may interfere with the safe and effective performance of your job.

PROTECTING OUR RESOURCES

Company Resources and Intellectual Property

The assets, property, and resources of MacroSource should be primarily used for business purposes. Use your good judgment to ensure that MacroSource's assets and property are not misused or wasted and are properly used for business purposes.

Business opportunities are also company assets. Do not take for yourself any business opportunities that you discover using company resources. It is everyone's duty to advance MacroSource's legitimate business interests when we have the chance to do so.

Our intellectual property is a valuable asset. This includes copyrights, patents, trade secrets, trademarks, ideas, inventions, and processes. We respect and protect intellectual property whether it belongs to us or others. MacroSource owns all inventions, discoveries, ideas and trade secrets created by employees on the job or produced using company resources.

Confidentiality

Employee information and data are confidential and are used only for valid business purposes. This includes personnel file information, medical records and home addresses. Always follow the law when handling the personal data of other people. Contact the Legal Department for help and advice.

You may have access to company confidential or proprietary information that must be protected from disclosure. MacroSource continues to develop and use commercially valuable, confidential, and proprietary technical and non-technical information. Such information may include, among other things, marketing plans, market positions, business strategies, budgets, strategic plans, sales and price data, and certain customer, supplier, and personnel information. It is our duty to keep this company information confidential. Employees may not, directly, or indirectly, improperly disclose, or use for the

benefit of any person, other business organization or for themselves, any of MacroSource's confidential information and must comply with applicable laws with respect to the treatment of such information.

Environmental Protection

MacroSource is committed to abiding by the laws, regulations and company policies related to the protection of the environment. Sustainability is one of our core values.

The company's facilities are subject to various federal, state and local environmental requirements. Some facilities have individual air, water and waste permits and may be required to periodically identify and report certain information, such as chemical use and/or storage, air emissions, and water discharges.

To keep our environment safe, we all must:

- Follow all environmental guidelines and procedures for handling and disposing of waste and hazardous materials
- Report any spills or leaks or any unsafe or hazardous condition that poses a threat to the environment to MacroSource's Environmental Department

Our Name and Reputation

MacroSource is very proud of its name and reputation. Public perception is important to our continuing success. We are very thoughtful about what we say when releasing information publicly. If you receive an inquiry from the media, forward the inquiry to media@macrosource.com for handling.

Information Technology and Internet Use

Like all of our other assets, our information technology is a company resource that must be used only to further our company's business. You should never use our technology to support a personal business or political venture. We protect our computer systems from unauthorized access by outsiders.

Most of the software we use is licensed for business purposes only. Unless expressly permitted, software programs may not be copied for personal business or home use or shared with others.

When using company information technology you have the following responsibilities:

- Safeguard all computer equipment and data
- Do not use software for which we do not have a license
- Do not share computer passwords

Internet access should not be used to support a business or political venture, violate any of the standards in the Code of Conduct or embarrass MacroSource. You may never use the company's internet access or telecommunications services to download, view, send or forward information that is sexually explicit, discriminatory, derogatory, illegal, profane, or abusive.

TAKING ACTION

Raising Concerns

We are all responsible for acting ethically. At MacroSource we believe that management and employees share accountability for business ethics. As a company we cannot live up to our commitment to act with integrity if we do not speak up when we should. Managers and supervisors are expected to lead by example, foster an environment of trust where employees can speak up without fear of retaliation and provide timely advice and guidance to employees on ethics and compliance concerns. The more we talk openly about business conduct and our standards, the clearer we will be about what is expected.

As an employee, you are expected to:

- Read, understand and use the Code of Conduct
- Learn the details of the policies and procedures that specifically impact your work assignments
- Share concerns about possible ethical misconduct with your supervisor, manager, another member of management or through the Ethics Hotline
- Hold co-workers accountable for ethical work standards
- Cooperate with any internal investigation about a reported ethics or compliance matter

When you are uncertain about the right course of conduct, ask questions and get answers **before** you act.

Questions about the Code of Conduct and any reports of actual or potential violations may be directed to the following points of contact:

- Immediate supervisor or manager
- The Human Resources & Compliance Department
- The Legal Department
- The Ethics Hotline and Website (accessible via the intranet)

All questions, conversations, calls and reports made in good faith will be taken seriously. We will investigate all reported concerns – promptly and in confidence – and resolve those concerns appropriately. If we find our standards have been violated, we will take action including imposing disciplinary action.

The Ethics Hotline and Website, which is hosted by MacroSource's third party provider EthicsPoint, is a confidential, anonymous reporting system available to all employees that can be used to report any suspected breach of ethics or misconduct. To file a confidential, anonymous report with EthicsPoint, employees may either:

- Click on the “Ethics Hotline” icon on the intranet homepage; or

- Call the EthicsPoint Hotline at 1-833-609-1715.

Prohibition against Retaliation

MacroSource will not retaliate against any employee who, in good faith, lawfully and truthfully seeks advice, raises a concern or reports misconduct. MacroSource takes claims of retaliation seriously. Allegations of retaliation will be investigated and appropriate disciplinary action may be taken.

Disciplinary Action

Violations of laws, regulations, principles, this Code of Conduct, or our policies can have severe consequences for you and for MacroSource. Appropriate disciplinary action may be taken for violation of applicable laws or regulations, this Code of Conduct, or any company policies or procedures. Discipline may also extend to individuals who fail to report a violation or who prevent the reporting of a violation. Disciplinary action is decided on a case-by-case basis and may include severe consequences, such as termination of employment, suspension from employment without pay, demotion, transfer, withholding of promotion and requiring reimbursement of damages caused.

Violations are a serious matter and may, in some circumstances, subject MacroSource or the employee involved to civil liability or even criminal prosecution. It is paramount that each employee upholds the law and the company's policies and procedures in every action, decision and judgment made on behalf of MacroSource.

ACKNOWLEDGEMENT

I hereby acknowledge that I have received and will review the Business Ethics and Code of Conduct (the “Code of Conduct”) for MacroSource, LLC and its worldwide subsidiaries, which sets forth the company’s commitment to ethical and legal conduct and sound business practices. I also acknowledge that each employee of MacroSource and its subsidiaries, has a responsibility and obligation to meet the standards of conduct set forth in the Code of Conduct and that I will hold myself accountable for aligning my behavior and actions with the policies and procedures contained within this Code of Conduct.

Name (printed):

Signature:

Date: _____