



CODE OF BUSINESS CONDUCT

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Greetings



From P2 Energy Services, LLC's CEO Brett Mendenhall

This **Code of Business Conduct** (the “**Code**”) contains policies that set the standards of ethical business conduct for **P2 Energy Services, LLC** (the “**Company**” or “**P2E**”), and provides guidelines for compliance with U.S. and other applicable laws. No matter where we are—at the office, worksite, or working from home—this Code should act as a guide to assist our efforts to fully comply with the applicable laws, rules and ethical standards at all times.

P2 Energy Services, LLC is a wholly-owned subsidiary of Sumitomo Corporation of Americas (“**SCOA**”), a proud member of the Sumitomo Corporation Group (“**SC Group**”). We respect [Sumitomo's Business Philosophy](#), which has been passed down and followed faithfully for more than 400 years since Masatomo Sumitomo (1585-1652) founded the company. The Code is aligned with SC Group's Management Principles set forth below. These principles have been adopted by Sumitomo Corporation and its subsidiaries and reflect the history of our corporate culture which has always placed primary importance on integrity and sound management.

Corporate Mission Statement:

We aim to be a global organization that constantly stays a step ahead in dealing with change, creates new value, and contributes broadly to society.

Management Principles:

- *To achieve prosperity and realize dreams through sound business activities.*
- *To place prime importance on integrity and sound management with utmost respect for the individual.*
- *To foster a corporate culture full of vitality and conducive to innovation.*

Activity Guidelines:

- *To act with honesty and sincerity on the basis of Sumitomo's business philosophy and in keeping with the Management Principles.*
- *To comply with laws and regulations while maintaining the highest ethical standards.*
 - *To set high value on transparency and openness.*
 - *To attach great importance to protecting the global environment.*
 - *To contribute to society as a good corporate citizen.*
- *To achieve teamwork and integrated corporate strength through active communication.*
 - *To set clear objectives and achieve them with enthusiasm.*

Many of the statements contained in this Code outline legal requirements. However, this Code is neither intended to cover all the significant legal requirements that apply to the Company's business, nor to make Company employees experts in such areas. Instead, it is designed to alert employees to problems that they may face and enable employees to know when to obtain guidance from appropriate Company resources before any action is taken that may have a legal impact on the Company. You will be better able to recognize situations where the Code is (or may be) violated and be able to raise questions or concerns, as appropriate. Even well-intentioned actions may violate company policies, laws, or regulations.

Lastly, we must consider the appearance of our actions, as well as the actions themselves. How would it look if what you do or say were reported on the front page of the newspaper? If you observe any behavior that is of concern that may violate the Code or other Company policies, it is important to report them immediately to company management. You may contact any of the following individuals if there are any issues or concerns:

- Manager
- Legal Office or appropriate company resource
- Human Resources
- Executive Vice President or President

Alternatively, you may ask a question or report the matter using the Company's Ethics Helpline by calling 1-888-279-1912, or by going to the website at www.scamericas.ethicspoint.com and filing a report online. Note that the Ethics Helpline system enables employees to make reports anonymously. Please remember that employees may report a known or suspected violation in good faith without any fear of retaliation. If you observe questionable behavior, or experience it yourself, please speak up to the appropriate company resource.

Thank you for doing your part to help our company meet our compliance goals. I appreciate your review and continued adherence to the guidelines in the following pages.

Do the right thing, even when no one is watching. That's the P2E way.

Best regards,

Brett Mendenhall

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Introduction

(1) Who does this Code of Business Conduct apply to?

The Code of Business Conduct applies to all directors, officers, employees, contract employees, part-time employees, and employees temporarily assigned to companies outside of the Company. We are all required to understand this Policy and put it into practice while performing our daily work.

(2) How does the Code of Business Conduct interact with the laws or company rules?

P2 Energy Services does business across the country. Accordingly, our Employees must comply with the laws and regulations of various states and regions.

- If a local law or regulation requires a higher standard than this Code of Business Conduct, we must comply with such law or regulation.
- If the standard required by the local law or regulation is lower than the standard of this Code of Business Conduct, we must apply the standard of this Code.

(3) What are the employee's responsibilities?

All company employees are expected to perform the following responsibilities:

- Understand this Code of Business Conduct and put it into practice while performing your daily work. When in doubt about compliance while performing your work, refer to this Code of Business Conduct, or contact your Manager or other company resource.
- Comply with all laws, regulations and government orders applicable to our business while maintaining the highest ethical standards.
- Make an **“Immediate Report”** when you become aware of a compliance issue, no matter how minor the issue. (A further explanation on “Immediate Report” is provided below.) You must also cooperate in good faith with any investigations or audits that the company may conduct regarding the issues.
- Employees who violate this Code are subject to disciplinary procedures up to and including termination of employment for cause.

(4) What are the management’s responsibilities?

In addition to the employee’s responsibilities, Managers of the Company are expected to perform the following responsibilities:

- Frequently send clear messages that the company prioritizes compliance.
- Clearly demonstrate, both in action and words, that compliance comes first. If the Company is ever in a situation where profit and compliance are in conflict, you must never leave the decision to be made by your staff and you must take the necessary steps to ensure that compliance is prioritized.
- Make sure that your employees understand this Code of Business Conduct.
- Model inclusive behavior by supporting co-workers who may not feel valued; interrupting stressful, unproductive treatment/conversations; and creating a positive working environment.
- Identify the appropriate company resources and individuals that need to know about reported incidents, including, when to refer matters to the Legal Office or appropriate company resource. If the Company does not have a Legal Office or legal liaison, follow your Company’s internal rules and reporting obligations.
- Properly respond to, and deal with, every compliance issue reported to you through each “Immediate Report.” Do not neglect or make light of any compliance issue, no matter how minor it may seem.
- Foster and maintain an ethically sound workplace environment characterized by effective communication among all members of the company.

Reporting: How should I report a compliance issue?

SPEAK UP SYSTEM: P2 ENERGY SERVICES, LLC ETHICS HELPLINE

If an employee observes any behavior that is of concern that may violate any law, this Code, or other Company policies or Rules, or has a question about the same, then such employee is obligated to raise the issue promptly. Reporting conduct that violates our policies allows the Company to take appropriate corrective action. Employees may contact any of the following individuals if there are any issues or concerns:

- Manager
- Legal Office or appropriate company resource
- Human Resources
- Executive Vice President or President

Alternatively, you may "Report a Concern" or "Ask a Question" with EthicsPoint as follows:



(a) Visit Website

(1) Go to EthicsPoint website at www.scamericas.ethicspoint.com from any computer with internet access. Click on "Report a Concern" or "Ask a Question." Then follow the drop-down menus to find and click on the name of your company. Follow on-screen instructions to complete your report or ask a question; or



(b) Call Ethics Helpline

(2) Call **1-888-279-1912 from the U.S. or Canada**, and an intake specialist will assist you in English.

Note that the Ethics Helpline is run by a third-party and enables anyone (employees or third-parties) to make reports anonymously. Please remember that employees may report suspected ethical and other compliance violations without any fear of retaliation.

If employees have questions about any of the areas covered this Code or other Company policies, they must consult with their Manager, and if appropriate, Human Resources, President, Legal Office, or appropriate company resource. All cases of suspected compliance violations must be entered into EthicsPoint.

Questionable Behavior?

Connect with **EthicsPoint** and share the facts

Compliance questions or concerns? Your report can prevent illegal or unethical actions.

Talk to your manager, Human Resources and/or Legal, or report through EthicsPoint. This independent reporting service allows you to communicate confidentially.

EthicsPoint

- ✓ Is a 24/7 reporting system
- ✓ Online and by phone
- ✓ Confidential
- ✓ You can remain anonymous
- ✓ No retaliation for good faith reports

Introducing a New Feature: "Ask a Question"



Get in touch with **EthicsPoint** at **1-888-279-1912** or www.scamericas.ethicspoint.com

SC Americas Group

All cases of suspected compliance violations must be entered into EthicsPoint.

The policies, rules and regulations in this Code are intended as guidelines only and are subject to change at the sole discretion of the Company, with or without notice. The Company retains the discretion to interpret provisions of this Code and reserves the right to make final and binding interpretation of all policies, procedures and practices described in this Code or elsewhere. This Code shall be effective as of April 1, 2023 and supersedes all previously issued Codes of Business Conduct of the Company.

I. Fair employment & Safe Working Environment

P2E is committed to a sound and supportive work environment, where employees have the opportunity to reach their full potential. Each employee is expected to do their utmost to create a respectful workplace culture that is free of illegal discrimination or harassment of any kind, and to treat coworkers, customers, business partners, and suppliers with dignity and respect. The Company expects you to behave in a professional, respectful manner on and off the job, whether in person or virtually.

The Company complies with the safety laws, standards and guidelines that apply to our business. Sound safety practices are important in all of our workplaces. Employees and suppliers at our workplaces need to comply with the safety requirements that apply to our job and workplace.

A. Top 10 Must-Know U.S. Employment Laws

TITLE VII	Title VII of the Civil Rights Act of 1964 prohibits discriminating in hiring, firing or pay based on a person's race, religion, sex, or national origin. It also prohibits sexual harassment.
FLSA	The Fair Labor Standards Act (FLSA) is the nation's main wage law. It sets the federal minimum wages and requires time and half overtime pay for hourly employees who work more than 40 hours in a workweek. The FLSA also limits the hours and type of duties that teens can work.

<p>FMLA</p>	<p>The Family and Medical Leave Act (FMLA) says eligible employees – those with at least a year of service – can take up to 12 weeks per year of unpaid, job-protected time off for the birth of a child or adoption of a child or to care for themselves or a sick child, spouse or parent who has a “serious” health condition. The FMLA applies to organizations with 50 or more employees.</p>
<p>ADEA</p>	<p>The Age Discrimination in Employment Act says you can’t discriminate in any way against applicants or employees older than 40 because of their age.</p>
<p>ADA</p>	<p>The Americans with Disabilities Act (ADA) prohibits job discrimination against qualified people with disabilities (i.e., those who can perform the job’s essential functions with or without a reasonable accommodation).</p>
<p>USERRA</p>	<p>The Uniformed Services Employment and Reemployment Rights Act (USERRA) makes it illegal to discriminate against employees who volunteer or are called to military duty. When reservists return from active duty tour of less than five years, you must reemploy them to their old jobs or to equal jobs.</p>
<p>EPA</p>	<p>The Equal Pay Act (EPA) says employers can’t pay female employees less than male employees for equal work on jobs that require equal skill, effort and responsibility.</p>
<p>OSHA</p>	<p>The Occupational Safety and Health Act (OSHA) requires employers to run a business free from recognized hazards.</p>
<p>PDA</p>	<p>The Pregnancy Discrimination Act (PDA) prohibits job discrimination on the basis of “pregnancy, childbirth and related medical conditions.” You can’t deny a job or promotion merely because an employee is pregnant or had an abortion. She can’t be fired for her condition or forced to go on leave.</p>
<p>IRCA</p>	<p>The Immigration Reform and Control Act (IRCA) makes it illegal to hire and employ undocumented aliens. Employers must verify identification and workplace eligibility for all hires by completing I-9 Forms.</p>

B. Sexual Harassment

Our policies and the code of conduct specifically forbid sexual harassment. Sexual harassment is defined as unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when: (i) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment, (ii) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual, or (iii) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment. Sexual harassment may include a range of subtle and not so subtle behaviors and may involve individuals of the same or different gender.

(i) Prohibited behavior includes, but is not limited to:

- unwanted and unnecessary physical contact.
- unwelcome sexual advances or requests for sexual favors.
- obscene jokes and sexually explicit or offensive language.
- sexually graphic or suggestive comments about a person's dress or body.
- unwanted comments about sexual prowess or sexual deficiencies.
- leering, catcalls or touching.
- use of sexually degrading or inappropriate words or phrases, or crude language; and
- displaying sexually suggestive objects or pictures (through e-mail).

Our company is committed to providing all employees with a safe workplace that is free from all forms of hostility, harassment, and intimidation. **If a reasonable person in the position of the person who is offended would think a joke or comment is derogatory, it should be avoided. We will not tolerate degrading or humiliating jokes, slurs, intimidation, or indecent behavior, whether verbal or physical.**

C. Discrimination and Retaliation

P2 Energy Services believes in the value of diversity and inclusion in the workplace. P2 Energy Services expressly prohibits any form of unlawful harassment, sexual harassment, discrimination, and retaliation in the workplace based on any status or characteristic protected by applicable law or Company policy. Such conduct interferes with morale and the ability of our employees to perform their expected job duties, drives away valuable employees, discourages talented candidates from joining the company, violates Company policies and will not be tolerated in any work-related setting or in any other place or situation if the conduct may have an adverse impact on any work-related setting.

Any employee, manager, supervisor and management employee, who is found to have engaged in unlawful harassment or discrimination, whether it is inadvertent or intentional, will be subject to disciplinary action, up to and including termination of employment.

P2E prohibits, and considers unacceptable, any harassment or discrimination based on any protected characteristic such as race, color, creed, religion, sex (including pregnancy, perceived pregnancy, childbirth, breastfeeding and related medical conditions), gender, gender identity, gender expression, sexual orientation, status as a victim of domestic violence, age, marital status, national origin, ancestry, alienage or citizenship status, medical condition, disability, genetic information, military or veteran status, or any other status or condition protected by applicable federal, state, or local law, and that:

1. has the purpose or effect of creating an intimidating, hostile or offensive work environment.
2. has the purpose or effect of unreasonably interfering with an individual's work performance; or
3. otherwise adversely affects an individual's employment opportunities.

P2E similarly prohibits, and considers unacceptable, the use of offensive, derogatory and/or insensitive comments, questions, off-color jokes, innuendo, gestures, name-calling, hostile physical conduct, displaying insensitive images, sabotaging the victim's work, and/or similar activities aimed at such characteristics or protected classes described above.

These policies apply to all applicants and employees. Harassers can be a superior, a manager, a subordinate, a coworker or anyone in the workplace including an independent contractor, contract worker, vendor, client, customer or visitor. Conduct prohibited by these policies is unacceptable in the workplace and in any work-related setting outside the workplace,

such as during business trips, business meetings, and business-related social events (e.g., Company retreat, Company party or business dinner)

Calls, texts, emails, and social media usage by employees can constitute unlawful workplace harassment, even if they occur away from the workplace premises, on personal devices, or during non-work hours.

Example: *If an employee showed a racially offensive video to two co-workers during an off-site lunch that was posted on the employee's personal social media page, other co-workers may see the post and it can create a negative perception of the company, even if the employee does not make these kinds of jokes at work. It does not matter that the video was shared off company premises or that just one of the co-workers found the video offensive. The post is not in line with the Company's standards on professional conduct and should not have been posted on social media nor shared with co-workers.*

Reporting: Even if the alleged harassment does not turn out to rise to the level of a violation of law or Company policy, the individual is protected from retaliation if the person had a good faith belief that the practices were unlawful. However, the retaliation provision is not intended to protect persons making intentionally false charges of harassment. [See Reporting: How Should I Report a Compliance Issue?](#)

D. Anti-Human Trafficking

- P2E has a zero-tolerance policy against all forms of human trafficking and related activities. This includes, but is not limited to the following trafficking- related activities:
- Engaging in any form of trafficking of persons in the performance of any work,
- Using forced labor in the performance of any work,
- Destroying, concealing, confiscating, or otherwise denying access to your identity or immigration documents, such as passports or drivers' licenses,
- Using misleading or fraudulent practices during the recruitment of candidates/employees or the offering of employment,
- Using recruiters who do not comply with local labor laws of the country in which the recruitment takes place,
- Charging applicants/candidates/employees recruitment fees,
- Failing to provide return transportation or pay the cost of return transportation upon the end of your employment if you are neither a national of, nor lawfully residing in, the country in which the work is taking place and was brought into that country for the purpose of working on any contract, unless you are legally permitted to remain in the country of employment and choose to do so, or if an appropriate U.S. Government agency has exempted the requirement,
- Providing or arranging housing that fails to meet the host country's housing and/or safety standards, and
- If required by law or contract, failing to provide an employment contract, recruitment agreement or other required work document, in writing and in a language you understand.

P2E is committed to protecting individuals globally against the trafficking of any persons, including employees and employment candidates, and by any entity with which it does business. It prohibits retaliation against anyone who files a complaint or reports a suspected violation. An employee or other party who violates this policy will be subject to appropriate discipline, including, but not limited to disclosure of the violation to government officials, as required by law or contract, and termination of employment.

Any violation of this policy against human trafficking should be reported immediately to a Manager, Human Resources, Legal Office or appropriate company resource. Alternatively, employees or any third-party may report any violation using the Company's Ethics Helpline.

[See Reporting: How Should I Report a Compliance Issue?](#)

E. Weapons-Free Workplace

To ensure that P2E maintains a workplace safe and free of violence for all employees, the Company prohibits the possession or use of dangerous weapons or firearms of any kind on Company property, if permitted by law. This includes any of P2E's offices, company-owned or leased buildings and surrounding areas such as sidewalks, walkways, and parking lots and garages under the Company's ownership or control. This policy applies to all company-owned or leased vehicles and all vehicles that come onto Company property.

A license to carry a weapon does not supersede this Company policy. If the Company office is in a leased building that does not have restrictions on weapons, the Company's weapons-free policy applies. This does not prohibit you from lawfully possessing a firearm legally permitted elsewhere—just not on Company property or while performing Company business. Anyone with questions or concerns with this policy should contact Human Resources.

F. Alcohol and Drugs

For the purposes of this policy, the phrase “**drugs**” means any substance, other than alcohol, that is capable of altering an individual's mood, perception, pain, judgment or physical or mental function excluding over-the-counter medications or prescription drugs, as long as such medications or prescription drugs are used in accordance with medical instruction and, in the case of prescription drugs, only by the individual, to whom the drug was prescribed, for the purpose for which it was prescribed.

The use of drugs and alcohol in the workplace is a threat to the safety and well-being of the Company's employees, reduces productivity and affects the quality of services provided to our customers. Therefore, the Company **prohibits:**

- employees from being under the influence of alcohol or drugs (even those deemed legal under state law) during working hours or otherwise while performing Company business;
- the sale, possession, transfer, purchase or distribution of drugs on Company property or while performing Company business; and
- the use or consumption of alcohol on Company premises except for moderate consumption in connection with Company authorized events.

The Company recognizes that its employees may periodically entertain customers off the Company's premises during non-working hours. In such circumstances, you should use appropriate judgment when consuming alcohol.

If you feel pressured by other employees to consume alcohol while entertaining clients you should notify your Manager or Human Resources.

The Company does not, however, expect or demand that you consume alcohol while entertaining clients.

Any employee who is using **prescription or over-the-counter drugs** that may impair the employee's ability to safely perform the job, or affect the safety or well-being of others, must notify the employee's manager of such use immediately before starting or resuming work. It is not necessary to inform the Manager of the specific medication being taken or the nature of the illness or injury for which the medication is being taken. Instead, the Company needs a medical certification that the use of the medication while performing work will not adversely affect the safety of the employee or others. Various federal, state, and local laws protect the rights of individuals with disabilities and others with regard to the confidentiality of medical information, medical treatment, and the use of prescription drugs and substances taken under medical supervision. Nothing contained in this policy is intended to interfere with individual rights under, or to violate, these laws. Employees who violate any aspect of this policy may be subject to disciplinary action up to and including termination of employment. At its discretion, the Company may require employees who violate this policy to successfully complete an assistance or rehabilitation program as a condition of continued employment.

Employees convicted of controlled-substance-related violations in the workplace, including pleas of nolo contendere (e.g., no contest), must inform Human Resources within five days of such conviction or plea.

II. ANTITRUST POLICY

The Company has always maintained a policy of fully complying with antitrust laws in the U.S. and other countries. Those laws seek to preserve free and fair competition.

This part of the Code provides guidelines to assist employees in understanding the antitrust laws and identifying antitrust issues that may arise during the course of their business activities.

It is extremely important for every employee of the Company to comply with these guidelines. Violations of the antitrust laws may subject the Company and its officers, directors and employees to substantial civil and criminal penalties. Antitrust litigation is expensive and burdensome, even if the outcome is favorable for the Company. Therefore, the Company's policy is for its employees to avoid any conduct that, however innocent in itself, gives even the appearance of impropriety. As a result, these guidelines may go beyond the requirements of applicable laws.

Be aware that a collusive arrangement with a competitor from a **foreign** country may lead to an “**international cartel**” issue. For example, if a collusive arrangement has an effect on the U.S. or EU markets, then even if such arrangement is made in relation to a business outside the U.S. or EU, there is a possibility that the U.S. Antitrust Laws or EU Competition Laws may apply. If any employee has the slightest doubt as to whether conduct constitutes a violation of these guidelines, the employee must STOP and consult with the Manager and Legal Office or appropriate company resource before proceeding any further.

A. RELATIONS WITH COMPETITORS

The Company must act independently in making its decisions involving competitive matters. Company employees are prohibited from discussing or agreeing with competitors on any matters concerning prices, restricting customers with whom the Company or its competitors will deal, or dividing the market for customers or sales territories. This applies to all products and services the Company sells.

1. Price Fixing

Under the antitrust laws, competitors are strictly forbidden from entering into any agreement - formal or informal - which has the purpose or effect of fixing or maintaining the price of goods or services. These prohibited agreements are often referred to as “**price fixing**.” The term “**agreement**” is very broad under the antitrust laws.

An “agreement” can be:

- written or oral, express or implied;
- inferred from “gentlemen’s agreements,” tacit understandings, and informal “off the record” conversations;
- inferred from communications through intermediaries;
- inferred from conduct such as receiving price information from a competitor, or overhearing competitors discuss price; and
- inferred from surrounding circumstances and subsequent events.

Because of the broad meaning of “agreement,” it is important not to engage in conduct that could create even an appearance of collusion with competitors in violation of antitrust policies.

The term “price” is also construed broadly, including prices, terms of sale, discounts, rebates, profits, margins, costs, pricing methods, credit terms, promotional programs or any other matter affecting prices.

Price fixing agreements among competitors are never legally justified. It makes no difference that the understanding or agreement seems to have a reasonable purpose, including stabilizing “chaotic” prices, or preventing “overproduction,” or competing against larger competitors. The fact that the agreement is made outside the U.S. or by competitors with small market shares is also irrelevant to the prosecution of a price fixing case.

Our Company must establish its own prices without any understanding agreement or collaboration with any competitor. All Company personnel must avoid communications with competitors concerning prices, costs, and the terms and conditions of sale.

2. Bid Rigging

Agreements among competitors to fix the prices or terms at which services or goods will be supplied in the context of tenders and competitive bids for private or government contracts, are strictly prohibited. Such agreements are often referred to as “**bid rigging.**”

An example of illegal “bid rigging” is an agreement in which Company B agrees not to bid on the next contract, if Company A refrains from bidding on the current contract.

In certain contexts, joint bidding is legal. However, the Legal Office or appropriate company resource must always be consulted if joint bidding is being considered, before contact with a competitor is made.

3. Division of Markets

The antitrust laws prohibit competitors from entering into any agreement to divide or allocate geographic territories or customers. Company employees are forbidden from discussing or consulting with, exchanging information with, or entering into any agreement or understanding with any competitor concerning any of the territories or customers in which the Company and any competitor sells or intends to sell its products or services.

Take Action: Whenever a competitor is present during any discussion — whether business or social, whether foreseen or unforeseen, whether formal or casual — and any matter arises which appears questionable under these policies, each Company employee shall:

- immediately state that you cannot discuss those subjects;
- leave the room, or hang up the telephone, rather than listen to such conversation;
- promptly notify your Manager and the Legal Office or appropriate company resource about the incident.

B. RELATIONS WITH CUSTOMERS AND SUPPLIERS

Under the antitrust laws, the Company can select its customers and suppliers and determine with whom it will or will not do business. The key is that such decisions must be made independently, and not based on any understanding or agreement with any competitor, supplier or customer.

1. Concerted Refusals to Deal

Company employees are forbidden from entering into any agreement with any competitor concerning a decision to sell or not to sell to a customer or potential customer, or to quote or not to quote any price to any customer or potential customer.

The foregoing prohibition also applies to business with suppliers and potential suppliers. The Company must exercise its **independent business judgment** in selecting its customers and suppliers, and the conditions under which it will deal with them.

2. Resale Price Maintenance

The antitrust laws have certain restrictions as to when a seller and a customer can agree to set resale prices at which a customer sells the supplier's products. The Legal Office or appropriate company resource should be consulted if resale price restrictions are being contemplated.

C. ACQUISITIONS, MERGERS AND JOINT VENTURES

Any acquisition of an interest in or business collaboration with, a competitor or a potential competitor may result in antitrust problems. Under certain circumstances, U.S. laws require companies to report details of proposed transactions (whether or not competitors are involved) to the U.S. Department of Justice and Federal Trade Commission prior to closing.

Many nations have their own set of antitrust or competition laws. Additionally, the U.S. antitrust laws cover activities both within the U.S. and activities occurring outside of the U.S. having a substantial effect on U.S. commerce, including export and import trade.

All acquisitions, mergers and joint ventures (whether U.S. based or involving foreign entities) must be reviewed with the Legal Office or appropriate company resource in advance.

D. AVOIDING THE APPEARANCE OF IMPROPRIETY

The following are some suggestions to avoid mischaracterizing otherwise appropriate business activities:

- Avoid exaggeration, such as “This program will destroy competition.”
- Don’t mischaracterize legal competitive activities as improper, such as referring to price cutting as “unethical” or to lost customers being “stolen” by a competitor.
- When discussing pricing and competitors, avoid giving the false impression that the Company is not competing vigorously or that prices are based on anything other than its own business judgment.
- Avoid using words that might falsely imply that a particular action was being taken as a matter of “industry policy or agreement,” rather than in the Company’s own self-interest.
- Leave speculation about the legal propriety or consequences of an activity to the Legal Office.

III. INTERNATIONAL TRANSCATIONS

It is the Company's policy to conduct business in full compliance with all applicable restrictions on the exportation and importation of goods and services. From time to time, laws change. It is important to learn and familiarize yourself on laws affecting your supply chain.

For example, the Uyghur Forced Labor Prevention Act (UFLPA) was signed into U.S. law on December 23, 2021. The law prohibits imports into the United States of products made by forced labor made in the Xinjiang Uyghur Autonomous Region (XUAR) in China. Upon request, SCOA Legal provides training in this developing area of law, as well as other related areas of interest, including U.S. export compliance, and anti-corruption.

A. U.S. Import-Export Controls

All Company imports into the U.S. are subject to specific laws and regulations governing import laws and procedures, the valuation of imported goods for customs duty purposes, and in certain cases, environmental laws (such as the Toxic Substances Control Act), and international trade controls (such as quotas, voluntary restraints and sanctions).

Export transactions by the Company to countries outside of the U.S. involving goods, technology and technical data ("**Items**") may be subject to specific laws and regulations, including the Export Administration Regulations ("**EAR**") and the International Traffic in Arms Regulations ("**ITAR**"). In certain cases these regulations require export licenses to be obtained from the U.S. government prior to export, depending on the Items to be exported, the intended destination, the intermediaries involved in the transaction (including agents and brokers), and the end-user.

The U.S. export control laws may also apply to the Company's domestic sales in the U.S. when the Company employee knew or should have known that the ultimate destination for the Items was outside of the ("**Indirect Exports**"). Such Indirect Exports may occur in several different ways where, for example, the U.S. purchaser tells the vendor the ultimate destination is outside of the U.S., or where the U.S. purchaser requires delivery to a port in the U.S. Employees must bring all violations or potential violations of such rules and regulations immediately to the attention of their Manager, along with the Legal Office or appropriate company resource.

Before committing to any direct or indirect export of any Item, Company employees must:

- Determine the export control status of the items to be exported;
- Determine the ultimate destination outside of the U.S. of the items to be exported;
- Determine the ultimate end-user outside of the U.S. of the items to be exported;
- Determine if an export license is required; and
- If an export permit is required, apply for and receive an export permit.
- If an employee has any question respecting any element of the foregoing, the employee should consult with their Manager, along with the Legal Office or appropriate company resource.

If an employee has any question respecting any element of the foregoing, the employee should consult with their Manager, along with the Legal Office or appropriate company resource.

B. U.S ECONOMIC SANCTIONS

The U.S. Department of the Treasury, Office of Foreign Assets Controls (“**OFAC**”) administers U.S. economic sanctions against foreign countries and against persons (including individuals and companies) engaged in certain types of proscribed activities. Generally, there are two types of OFAC sanctions programs:

- Country Programs: These include both comprehensive and selective sanctions against certain countries.
- Sanctions against Individuals and Entities: These consist of sanctions against persons acting on behalf of sanctioned governments or persons designated by the U.S. Government as being involved in certain activities, such as terrorism, proliferation of weapons of mass destruction (“**WMD**”), and narcotics trafficking.

OFAC regulations are generally country-specific or targeted against specific groups of U.S. and foreign entities and persons. Accordingly, the scope of the sanctions, methods of implementation and important definitions (e.g., “U.S. person”) often vary from program to program. Moreover, the scope of these programs may be expanded or contracted to reflect changes in U.S. national security or foreign policy objectives.

OFAC sanctions regulations are applicable to U.S. citizens and lawful permanent residents, wherever located, and to all persons located in the U.S. In addition, OFAC regulations can apply to foreign companies dealing in U.S.-origin goods (e.g., distributors/resellers or manufacturers using U.S. components). Finally, under certain sanctions programs, OFAC controls apply to foreign subsidiaries of U.S. companies.

C. INTERNATIONAL BOYCOTTS

The U.S. anti-boycott laws and regulations prohibit U.S. companies and persons from participating in or supporting foreign boycotts that are not sanctioned by the U.S. Government.

In addition, such laws prohibit U.S. firms from complying with requests to provide information concerning their business relationships with boycotted countries. Furthermore, the Company is required to report on a quarterly basis, all receipts of requests to take any action which has the effect of furthering or supporting an unsanctioned foreign boycott.

Although the U.S. anti-boycott laws apply to all non-U.S.-sanctioned boycotts, the Arab League's boycott of Israel is the principal foreign economic boycott of concern to U.S. companies.

D. PROHIBITED PARTIES SCREENING

There are many U.S. government lists of restricted or prohibited entities and individuals. Such lists include thousands of entities that have been sanctioned for a variety of reasons, including violation of U.S. export control laws, involvement in proliferation activities, acting as an agent for an embargoed country, involvement in terrorism or narcotics trafficking activities, etc. Employees must conduct sufficient due diligence on the counterparties to any international transactions to ensure that the Company does not engage in any business with a prohibited entity or individual in violation of U.S. laws.

E. ANTI-CORRUPTION COMPLIANCE AND POLITICAL CONTRIBUTIONS

It is the Company's policy to deal with its customers, suppliers and governments in all jurisdictions in which it operates in an ethical and transparent manner. Accordingly, Company employees are prohibited from making any bribes, "kick-backs" or other similar unlawful or corrupt payments to any individual, company, public official or government – whether foreign or domestic – to secure any concession, contract or favorable treatment for the Company or any of its employees.

Under no circumstances may any Company employee create or use undisclosed or unrecorded funds or assets of the Company. Furthermore, payments on behalf of the Company can be made only (i) if supported by adequate documentation; (ii) for the purpose(s) described in the supporting documentation, and (iii) in accordance with applicable laws and approved Company procedures.

1. Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (“FCPA”) prohibits U.S. companies from (a) making payments to foreign officials for purposes of obtaining or retaining business, and (b) falsifying business records with respect to such payments.

The Company prohibits employees from making or authorizing payments or giving anything of value to a foreign government official (including employees of the foreign government), foreign political party (or official thereof), or any candidate for foreign political office, either directly or indirectly, for the purpose of influencing any act or decision by the foreign official or for the purpose of obtaining, retaining or directing of business. The term “**foreign officials**” includes officials and employees of state-owned enterprises.

This prohibition applies to indirect payments made through sales agents or intermediaries in foreign countries. The Company is responsible under the FCPA if it knew such payments would be made. “**Knowledge**” under the FCPA is broader than just actual knowledge of Company employees, but also includes conscious disregard of circumstances that should alert one to a high probability of a violation. Examples of such circumstances include high fees for the level of work required, the reputation of the country, industry or agent chosen for corruption, and family and business ties of the agent to government officials. As a result of the FCPA, it is important that Company employees make reasonable efforts to ensure that a prospective agent in a foreign country is not likely to violate the FCPA.

All agreements between the Company and agents in foreign countries require prior consultation with the Legal Office and approval of the applicable Manager. Such agency agreements must incorporate provisions acceptable to the Legal Office, including, without limitation, a representation from the agent that he or she will not make or authorize any questionable or illegal payments.

2. Anti-Corruption Laws in the U.S

There are laws against bribing U.S. government officials on the Federal, state and local level. In addition, there are laws in virtually all states against commercial bribery between private parties. For example, we cannot offer money or monetary equivalents (e.g., gift cards) or plane rides on corporate jets to government officials or their families.

3. Anti-Corruption Laws in Other Countries

In addition to the FCPA, it is important for Company employees to be aware of anti-corruption laws in other countries, including Canada (Corruption of Foreign Public Officials Act), Brazil (Brazilian Anti-Bribery Law), United Kingdom (UK Bribery Act), and Japan (Unfair Competition Act) – which in some cases are broader than the FCPA to include commercial bribery and bribery of domestic governmental officials.

4. Payments to U.S. and Foreign Government Officials

All employees must consult with, and obtain prior approval of, their Managers, the Legal Office or appropriate company resource — before providing gifts, entertainment or anything of value to any U.S. federal, state, local and/or foreign government officials. Some businesses that appear to be private companies may be supported or partly owned by the government. For example, if an oil company is majority owned by the government, then its employees are considered government officials. Gifts, meals, entertainment, travel and lodging may be provided to a U.S. or foreign government officials if they are:

- for a legitimate business purpose;
- reasonable and customary under the circumstances;
- infrequent and not excessive in value;
- never in cash or cash equivalents, such as gift cards;
- promotional or logo items whenever possible.

While some items may be acceptable for some government officials, they must always be legal, reasonable, and not intended to influence an official decision.

Appropriate	Inappropriate
<ul style="list-style-type: none"> ✓ Casual business dinner ✓ Company-branded items of nominal value (e.g., travel mug with logo) ✓ Commemorative plaque or certificate ✓ Tickets to industry event or seats at company-sponsored table at charitable event (but not to political fundraiser) 	<ul style="list-style-type: none"> X Monthly dinners in an expensive restaurant X Travel and lodging for government officials or their families (e.g., free ride on company's corporate jet) X Cash X Cash equivalents, gift-cards X Donations to political campaigns using company funds X Visit to a Gentleman's Club

5. Political Contributions and Activities

Federal and state laws limit the nature of corporate involvement in the political process. Generally, under the Federal Election Campaign Act, political contributions to a Federal election campaign by a corporation are unlawful. At the state level, laws vary, with some states permitting corporate political contributions and some not.

There are laws against bribing U.S. government officials on the Federal, state and local level. In addition, there are laws in virtually all states against commercial bribery between private parties. For example, we cannot offer money or monetary equivalents (e.g., gift cards) or plane rides on corporate jets to government officials or their families. It is Company policy that no Company funds may be used to make political contributions of any kind to any political candidate or to the holder of a government office at the national, state, or local level, even where such contribution is allowed by local law. Any exceptions to this policy must be approved in writing by the President of the Company. Political contributions include direct or indirect payments, loans, advances, or deposits, as well as indirect support such as services, gifts, subscriptions, memberships, purchase of tickets to fundraising events, or the furnishing of office space, supplies, or secretarial assistance.

Of course, individual employees are free to participate in the political process, provided that the employee bears the entire financial responsibility for any political contribution and represents their participation only to be in a personal capacity. Employees cannot be reimbursed for making political contributions nor compensated for any time spent participating in the political process or campaigning for a candidate. To be clear, Company employees may take time off from work to vote in elections.

The political process is highly regulated and employees who have questions regarding what is considered to be a political contribution should seek assistance from the Legal Office or appropriate company resource before doing anything that may be construed as involving the Company in political activity.

IV. PREVENTION OF MONEY LAUNDERING, FRAUDULENT TRANSACTIONS AND RACKETEERING

The Company is committed to complying fully with all anti-money laundering, racketeering and anti-terrorism laws. Money laundering occurs when individuals or companies involved in criminal activity – e.g., racketeering, terrorism, narcotics, bribery and fraud – try to “**launder**” the proceeds of their crimes to hide them or make them appear legitimate. The Company conducts business only with reputable customers and suppliers involved in legitimate business activities, with funds derived from legitimate sources. Company employees are forbidden from transacting business with any organization that is or has been influenced or compromised by organized crime or terrorism. Failing to detect questionable relationships and transactions can place the Company at risk and can severely damage its integrity and reputation.

The Company requires its employees to implement appropriate due diligence procedures to review risks, including those involving new customers, and to take reasonable steps to prevent and detect unacceptable and suspicious forms of payment.

If any employee detects a suspicious transaction, the employee must report the matter to their Manager and to the Legal Office or appropriate company resource.

In conclusion, each employee should watch out for the following situations:

- Fund transfers to or from third parties, unknown accounts or countries unrelated to the transaction;
- Transactions involving offshore banks, non-bank financial intermediaries, unlicensed money remitters and currency exchangers or dummy companies;
- Transactions structured to evade record keeping or reporting requirements (e.g., executing multiple transactions in amounts below the threshold for reporting); or
- E-mails directing changes in bank wiring instructions. Instead, call your usual counterparty to verify and do not use the phone number provided in the e-mail.

V. CONFLICTS OF INTEREST

Each employee of the Company (including officers and directors) has a duty of loyalty to the Company, and must act at all times in the Company's best interests. No conflict may exist between an employee's personal affairs and their duties or roles at work. This includes potential conflicts arising from activities of the family members of employees.

A conflict of interest is any circumstance that could cast doubt on an employee's ability to act totally objectively regarding the Company's interests, or any situation which benefits the individual to the detriment of the Company. Furthermore, any actions or interests which create even the appearance of conflict or impropriety, fall within this policy and must be avoided.

If an employee believes a family member has an actual or potential conflict, the employee must disclose the situation to the Manager for further review.

A. Gifts, Entertainment or Favors

No employee or member of their family should accept any gift, entertainment or favor from any person which:

- Goes beyond common courtesies generally associated with accepted business practice.
- Could place the employee under an obligation to a current or potential supplier of goods or services, or other person seeking to do business with the Company; or
- If publicly disclosed, would be embarrassing to the Company.

[See also Payments to U.S. and Foreign Government Officials.](#)

B. Outside Business Activities and Investments

Employees are required to review with, and obtain approval from, their Manager for any investment in or financial dealings with a person or entity with which the Company has or may have dealings, if the employee is in a position to influence the Company's decision to do business with such person or entity.

Employees should not become involved directly or indirectly in outside commercial or other interests that could be detrimental to the Company's interests, or in activities where time spent could adversely affect the performance of the employee's duties.

C. Proper Use of Company Assets and IT Systems

You may only use your company's assets including its IT devices or IT systems for the purpose of performing your work and you must not use such assets for personal purposes. See also [Social Media](#).

For more information, please refer to "Employee Handbook" and related policies, which can be found on the Intranet.

VI. CONFIDENTIAL INFORMATION AND INSIDER TRADING

The following guidelines on use of confidential information apply to current employees as well as to any employee who has left the Company for any reason, including retirement or termination.

A. Confidential Information of the Company and Third Parties

Confidential information is valuable both to the Company and to outsiders. It is the policy of the Company that all confidential business information relating to the Company must be used solely for corporate purposes and may not be disclosed to unauthorized persons or used for the purpose of furthering private investment or making a personal profit.

Employees may also become aware of confidential information relating to another company. A third party may make information available to the Company pursuant to a contractual obligation of confidentiality signed by the Company or its subsidiaries or affiliates. In any case, any third-party confidential information should be kept confidential by the Company's employees and should not be disclosed to unauthorized persons or used for unauthorized purposes (whether business or private).

B. Confidential Information and Competitors

Anyone who steals or wrongfully acquires a trade secret or proprietary information may be subject to civil and criminal liability, including damages and fines.

Company employees who obtain information legally may:	Company employees are PROHIBITED from:
<ul style="list-style-type: none"> ✓ obtain and use competitive intelligence from customers, prospects, suppliers, or public sources such as industry publications or websites; ✓ accept competitive information from customers when the bidding process is open and transparent, and all market participants have equal access to the information. 	<ul style="list-style-type: none"> • using a competitor’s trade secrets or proprietary information without consent; • hiring a competitor’s employees to gain access to its trade secrets or proprietary information; accepting a competitor’s trade secrets or proprietary information from new employees; using trade secrets or proprietary information of other companies for purposes other than those set forth in contractual agreements • physically trespassing or posing as the employee of the competitor to obtain competitive information; • hacking restricted websites or databases.

C. Insider Trading

Employees must comply with the U.S. securities laws that prohibit the misuse of material non-public information (“**Insider Information**”) concerning the Company or any other company. Use of such information for personal gain from securities trading activities is a crime under U.S. law.

This prohibition covers material non-public information concerning both public and private corporations, and is applicable to securities trading conducted on behalf of the Company or by any employee for the employee’s own account. The law covers information passed on to family and friends. Even the appearance of misuse of material insider information must be avoided.

Insider Information generally means information which a reasonable investor would consider important in making a decision to buy, sell or hold a security, or which have a significant effect on the market price of the security. For example, Insider Information includes information about plans of large-scale mergers or acquisitions or significant modifications of corporate earnings forecasts. In the event you become aware of any Insider Information, you must follow your Company’s internal rules and keep it confidential. Determining what information is material will vary with the circumstances. Employees are encouraged to discuss the matter with their Manager and Legal Office or appropriate company resource should there be any questions.

D. Data Privacy

We must properly manage the confidential information of the Company as well as the confidential information received from our business partners to prevent any unauthorized disclosure or use of such confidential information.

“Personally Identifiable Information” (PII) means information that can be used to identify an individual and generally includes names, addresses, telephone numbers, email addresses, identification numbers, passwords, geo locational data, and biometric, medical or health insurance information. PII can be found in the Company’s business in emails and address books, in databases and software systems and in paper records. It can also relate to individual employees of our Company and its affiliates, to individuals who work for customers, vendors or service providers and to other individuals that come into contact with our business.

Employees should take care to handle PII based on the basic principles listed below.

1. Collect and maintain PII only for legitimate business interests of the Company.
2. Access only PII when the information relates to and is necessary to perform the Employee’s job duties.
3. Share PII only with other employees and agents of our Company if the recipient has a job- related need to know the information.
4. Ensure that the PII that is collected is accurate, complete and relevant to the purposes for which it was collected.
5. Exercise care to protect PII from loss, unauthorized access and unauthorized disclosure and should comply with all Company procedures to protect the security of the Company’s data.
6. Notify your Manager and Human Resources if the employee becomes aware of a security incident where the security, confidentiality or integrity of PII collected by our company has been compromised.

Many countries have adopted some form of PII regulation, the most well-known being the General Data Protection Regulation (GDPR) laws of the European Union (EU). Domestically, the State of California has recently established its own PII regulation, the California Consumer Privacy Act. Employees should familiarize themselves with local PII regulations and laws to which it may be subject. Please note, that the regulation of the handling of PII of individuals who are domiciled in one of the member states of the EU is particularly strict and fines for violation of such rules can be significant. As a result, PII of EU residents should be handled with particular care. Such PII should not be collected or retained without consulting the Legal Office or appropriate company resource and then only if absolutely necessary for business purposes. The PII should be deleted when no longer necessary for those business purposes. Questions regarding the collection, handling, storage and disposal of PII should be addressed to Human Resources.

VII. PRODUCT LIABILITY

As a seller of products, the Company has an obligation to supply products that do not cause damage to people or the environment. Failure to meet this obligation may lead to product liability claims. Such claims may expose the Company to the risks of large monetary payments and may damage the Company's reputation.

The products offered for sale by the Company must comply with all legal and regulatory requirements and pose no unreasonable dangers or hazards to the users of the products or to the environment. The Company shall coordinate with product manufacturers to confirm that the manufacturers' products meet these requirements. Whenever employees become aware of any potential defect or danger (whether to individuals or to property) associated with a product sold by the Company, the employees must immediately notify their Manager and Legal Office or appropriate company resource. Prompt notification is necessary to enable the Company to take appropriate steps to mitigate any potential risk of harm associated with the product in cooperation with the customer and the product manufacturer.

The Occupational Safety and Health Administration ("**OSHA**") requires that manufacturers or importers of chemicals prepare a material safety data sheet ("**MSDS**") for every chemical thought to be hazardous to health or to the environment. An MSDS, describing the chemical's hazards and methods to protect against them, must be sent to customers with shipments of a hazardous chemical, and such MSDS must be updated when appropriate.

In the Company's business, an MSDS is typically prepared by the supplier of products the Company handles, and not by the Company itself. However, Company employees have an obligation to read and understand each MSDS passed to its customers. Employees should contact their Manager and Legal Office or appropriate company resource if they have concerns that an MSDS is deficient or inaccurate in any way.

VIII. ENVIRONMENTAL POLICY

It is the Company's policy to protect the environment and comply with applicable legal requirements.

A. Toxic Substances Control Act ("TSCA")

Any employee engaged in importing any chemical substances (and any manufactured item containing a chemical substance) into the U.S. must comply with TSCA. TSCA enables the Environmental Protection Agency ("EPA") to track the categories and volumes of chemicals that enter the U.S. Company employees must confirm that any chemical substances (and any manufactured item containing a chemical substance) intended for importation into the U.S. is listed on the EPA's TSCA inventory of chemical substances. If the chemical substance is not already on the list, the Company must ensure that the manufacturer submits an application with the EPA to include the chemical substance on the list, before the Company imports the product into the U.S.

TSCA is of particular significance to the Company and other trading companies, because the importer is legally responsible for ensuring that the product is on the TSCA inventory list. Additionally, the Company must provide appropriate written certifications to U.S. Customs when importing any chemical substance (and any manufactured item containing a chemical substance).

TSCA covers all chemical substances (and manufactured items containing chemical substances) and not merely products that are actually toxic or harmful to human health. It applies to all chemical substances that are imported into or manufactured in the U.S. other than substances expressly excluded from TSCA. Such excluded substances may be covered by other laws, such as the Federal Food, Drug and Cosmetic Act, but Company employees must consult with the Legal Office or appropriate company resource before relying on any TSCA exclusion.

B. Pollution Control

Employees must ensure that the Company's business operations comply with all pollution control laws. The federal pollution control statutes (and their state counterparts) deal generally with wastes and emissions created by manufacturing and other daily commercial and industrial activities.

C. Occupational Safety and Health

The Company also maintains a policy of ensuring that its employees are protected from injury in the work environment. Company employees must ensure that the Company complies with any legal requirements designed to protect the safety of all employees and Company guests.

D. Environmental Due Diligence

The Company maintains a policy of carefully assessing environmental risks prior to making any acquisition, investment or financing transaction. Any risk assumed by the Company in such a transaction may be enormous in light of the extremely high costs of cleanup or other remedial action, and, in the case of an acquisition, may even exceed the purchase price.

E. Discovery of Environmental Issues

Whenever an employee becomes aware of an actual or potential environmental liability or non-compliance, such employee must immediately notify their Manager and appropriate company resource. Follow reporting obligations and other Company policies.

In the event of a spill, or leakage of potentially hazardous materials involving goods in transit (or other circumstances), employees must also follow the emergency communications instructions on the applicable MSDS.

IX. INTELLECTUAL PROPERTY

It is the Company's policy to avoid infringing intellectual property ("IP") rights of other parties. Federal and state laws exist to protect IP, including patents, trademarks, copyrights, and trade secrets.

Infringing other parties' IP rights could subject the Company or its employees to liabilities arising from such laws. Every employee of the Company should have a basic understanding of the types of IP rights described above, and refrain from engaging in conduct that might infringe other parties' IP rights.

A. General Guidance

Company employees should consult with the appropriate company resource or Legal Office in advance to determine if such employees' conduct would infringe another parties' IP rights, or whether the Company should apply for patent, trademark or copyright protection – especially in the following instances:

- Making, using or selling a new product, process, computer program or device developed internally or outside the Company;
- Using a new slogan, name or symbol for the Company's goods or services;
- Reproducing another's copyrighted works to promote Company sales or engaging in other commercial purposes, unless written permission is obtained from the copyright holder.

B. Sales, Purchases and Licensing

Whenever the Company licenses or acquires goods or services either for Company use or for resale, employees should confirm that the purchase contract contains adequate contractual provisions to protect the Company against IP infringement claims. For example, if you plan to produce or sell a new product which was developed with new technologies, or if you plan to sell or promote a product or service with a new logo or mark, you must first conduct appropriate searches to ensure that others' IP rights are not infringed. The manufacturer or service provider should contractually agree to indemnify the Company against any third-party claim that the Company's sale or use of such goods or services violates IP laws.

X. COMMUNICATIONS

A. Social Media

As used herein, the term “**social media**” is defined broadly to include an ever-evolving array of internet-based platforms such as Facebook, Twitter, LinkedIn, Instagram, TikTok, YouTube and any other internet-based communications platforms that currently exist or may be developed in the future.

P2E recognizes that online social media platforms are becoming increasingly important communications channels that are changing the way people communicate with each other as well as with business partners, customers, suppliers and stakeholders. Social media can also be an effective tool for promoting the Company’s brand and profile, thereby improving its prospects for developing new business. P2E therefore encourages the responsible and effective use of social media in furtherance of Company business.

However, P2E also recognizes that social media carries unique risks both to its employee users and the Company and its stakeholders. Social media should therefore be used carefully and wisely, and its use by employees, whether for Company business or for private or personal purposes, should be consistent with all applicable Company policies, including but not limited to the Code of Business Conduct and the Company’s IT rules. This policy offers practical guidance for responsible, constructive communications via social media channels relating to Company business, as well as certain general restrictions on the use of social media by employees on the Company’s time, or utilizing the Company’s equipment, information, or name.

The term “**Company business**” is intended to include current and prospective business operations as well as any activities that are intended to promote the Company’s brand, reputation, and long-term business prospects. Examples of business purposes for which social media may be useful include, but may not be limited to, the following:

1. **Branding:** Postings by company-authorized personnel of the company name and trademark to increase public awareness
2. **Marketing or advertising goods or services:** Company-authorized personnel promoting products and services that the Company deals in; and/or soliciting and managing customer inquiries
3. **Reputation risk management:** Stakeholder engagement and crisis communications by Company-authorized personnel; and Company-authorized personnel promoting corporate social responsibility, community service, employee engagement and strategic philanthropy activities by the Company or its officers, employees, affiliates, or subsidiaries

The following guidelines should be adhered to if and when the use of social media is duly approved for **Company business**:

1. **Compliance:** Be mindful of and always adhere to P2E's Code of Business Conduct, and all other relevant policies, and refrain from engaging in any communications via social media that would violate applicable laws or any provision of the Company policy if communicated by other means, either orally or in writing.
2. **Confidential and/or Proprietary Information:** Employees are under a general obligation **not** to disclose confidential or proprietary information of or about the Company and its customers, suppliers and business partners, or to use Company equipment or software to communicate or display copyrighted materials, trade secrets, proprietary financial information or similar materials without all necessary authorization or permission. These obligations apply equally to social media communications and any violation may be cause for disciplinary action, as well as potential personal liability for any resulting damages.
3. **Attribution of Content/Disclaimer:** Even if you are authorized to use social media for Company business, you may need to make clear that any personal views and opinions you express are your own. For example, if you have been authorized to promote Company business by means of a "blog," you should prominently post the following standard disclaimer: ***"The postings on this site are my own and do not necessarily represent the views or strategies of P2 Energy Services."*** Last but not least, make sure you have the right to publish third party content before doing so, and always give third parties proper credit for their work. For example, if you are at a customer's job-site and want to include a picture of the project, ask the customer for permission before posting.
4. **Transparency/Authenticity:** Identify yourself and your role with P2E when using social media for Company business, and refrain from making false or unsubstantiated claims about any products or services or investments that you may be promoting. Refrain from posting any materials that can be claimed as copyright infringement.
5. **Professionalism:** While social media naturally lends itself to informality, when it is used for Company business you should always employ language and a tone that is both professional and polite, and you should refrain from conduct that would not be acceptable in the workplace.
6. **Use common sense:** Exercise good judgment and common sense. You are responsible for what you write, and keep in mind that your actual audience includes not only the general public, but current and prospective business partners, as well as internal and external stakeholders. Communications using social media can be even more difficult to correct or retract than traditional communications, and a greater degree of care should be used when communicating via social media to avoid inappropriate or offensive language that might prove embarrassing or possibly even result in disciplinary or legal action.

7. Reporting of Online Content about the Company: It is helpful for management to know what is being said about the Company on social media platforms. Therefore, if you happen to encounter comments about the Company on any platform that are of a significant or material nature, and that are not part of communications you are engaged in for Company business, you should inform your Manager and Human Resources.

When using social media for personal or private purposes (e.g., not related to Company business), you are nonetheless prohibited under Company policy from disclosing any confidential and proprietary information that you are exposed to during the course of your employment, and this obligation continues even after employment with the Company ceases.

Employees who do engage in social media for personal or private purposes are reminded that the Company PCs and related systems are property of the Company, and employees should have no expectation of privacy on any such devices. Employees should not engage in personal use of social media on Company time (e.g., during office hours, exclusive of any permitted rest periods or breaks), or in any other manner that interferes with their work or the work of any other employees or violates any Company policy.

B. Third-Party Protest

It is the Company's policy to respect the rights, opinions and peaceful protests of responsible individuals and groups who may disagree with Company's policies and practices. Third party protestors may include local community groups, governmental agencies, business associations, politicians and special interest groups. Any employee who has knowledge of any third-party protest involving the Company, its products, and its subsidiaries must report the matter to their Manager and to the Vice President of Sales.

C. Press Releases and Company Statements

All press releases and Company statements issued by the Company or by third parties (including subsidiaries and affiliates) that refer to the Company require approval from the Vice President of Sales.

D. Media or Third-Party Requests for Information or Interviews

The Vice President of Sales, working with senior management of the Company, is responsible for all media communications. It is the Company's policy to deliver strategic, coordinated messages about the Company, its subsidiaries and affiliates, their respective products and services, and issues of public interest.

As part of this strategy, the Company intends to communicate to the various publics in a genuinely open, consultative, fair and direct manner while at the same time keeping in mind that the legitimate interests of the Company, its subsidiaries and affiliates must be protected.

If any employee is contacted by the media (e.g., internet blogger, newspaper, television or magazine) regarding the Company's business or its relationship with third parties, the employee should immediately advise their Manager and the Vice President of Sales.

Special requests for information about the Company's business or its relationship with third parties from non-business-related organizations, or individuals (such as community groups, special interest groups, etc.) should be handled similar to media inquiries. Each employee should obtain information from the caller and notify their Manager and the Vice President of Sales. Employees should not answer any non-routine requests without prior approval from the Vice President of Sales. For questions related to media and third party inquiries, always contact the Vice President of Sales.

When receiving a media phone inquiry, please use the following script:

"I'm sorry I can't help you, but I will have someone get back to you immediately. Would you please tell me your name, publication, email address and telephone number where you can be reached? Is there a specific question you want to ask, and what is your deadline?"

E-mail the foregoing information promptly to your Manager and the Vice President of Sales.

XI. LEGAL PROCEEDINGS AND GOVERNMENT INQUIRIES

A. Legal Proceedings

If an employee receives documents relating to a lawsuit or other legal proceeding involving the Company, the following actions must be taken immediately: (1) advise the Manager, and (2) send copies of such documents to Human Resources and Legal Office or appropriate company resource by hand delivery, via email, or overnight delivery service. Follow reporting obligations and other Company policies. The Human Resources Department will reach out to SCOA Legal & Compliance for advice and counsel.

Examples of legal documents employees might receive include:

- summons and complaints; or
- subpoenas for documents or witnesses.

These legal documents will normally be sent by email, or delivered in person, or by overnight mail service; and all such methods of sending legal documents are called “**service of process.**” If service of process is made in person, then a “**process server**” will typically go directly to a Company office and will seek an employee of the Company to sign a receipt for the legal papers.

If any employee has any questions about these policies, please contact your Legal Office, CFO, or other appropriate company resource.

Only the following persons are authorized to accept legal documents and sign a receipt:

Company President, Human Resources Director or other designated manager must be called to accept service of process.

B. Governmental Inquiries

If you are contacted by a U.S. or foreign governmental agency (federal, state or local) seeking information about the Company's business or its relationship with third parties, obtain the following information, and immediately advise your Manager and follow reporting obligations and other Company policies:

- Name of caller
- Title
- Employer or other entity that the caller represents
- Telephone number and email address
- Purpose of call

DO NOT ATTEMPT TO ANSWER THE GOVERNMENTAL AGENCY. Instead, the employee should obtain the above information from the caller, and inform the caller that the appropriate Company personnel will get back to them shortly. Employees must forward copies of written requests to their Manager and the SCOA Legal Office.

The ONLY EXCEPTION to the above policy concerning governmental inquiries is as follows. If, as a part of an employee's job, the employee routinely deals with a government agency, the employee does not need to advise the Legal Office of the communications with such agency, so long as the nature or scope of the government inquiry is customary. Of course, employees should continue to advise their Manager, as appropriate, and obtain approval if necessary, in accordance with Company rules. Examples of such routine matters include:

- filing periodic government reports and forms;
- applying for various permits and export licenses; and
- dealings between the Company and government agencies where the relationship is that of buyer and seller.

If employees have any doubts whether a communication to a government agency is covered by this policy, they should consult their Manager and the Legal Office.

XII. ACCURACY OF COMPANY BOOKS AND RECORDS; RECORDS RETENTION

Each entry made in the Company's books, records and accounts must properly and fairly reflect the transaction being recorded. All assets and liabilities of the Company must be disclosed and recorded properly; no undisclosed or unrecorded liability of the Company is to be established for any purpose.

Every employee, regardless of their position with the Company, is involved in providing business information to the Company. For example, a sales person takes orders, a product manager fills out price data, an employee prepares an expense statement, etc. All employees report Company information, and all are required to do it **completely, correctly, and honestly**. All documents related to any litigation or material dispute must be retained and preserved (including any electronic communications), notwithstanding the Company's 7-years Records Retention Rule.

CODE OF BUSINESS CONDUCT ACKNOWLEDGEMENT FORM

I acknowledge that I have received and reviewed P2 Energy Services, LLC's Code of Business Conduct. I understand that the Code of Business Conduct is a statement of principles for individual and business conduct and does not constitute an employment contract. I further acknowledge that it is my responsibility to understand and follow compliance standards and to adhere to the ethical principles outlined in this Code of Business Conduct and any amendments and modifications. Email this form to your Manager and Human Resources Department when completed.

Printed Name

Signature

Date