

PFSCM Policy Document

Code of Business Conduct and Ethics

1. Purpose

This Policy helps ensure compliance with legal requirements and our standards of business conduct. All PFSCM staff are expected to read and understand this Code of Business Conduct and Ethics (“Code”), uphold these standards in day-to-day activities, comply with all applicable policies and procedures, and ensure that all agents and contractors are aware of, understand, and adhere to these standards.

2. Background

As detailed in this policy, the terms of the Code include, but are not limited to:

- compliance with the Code of Business Conduct & Ethics, and all PFSCM policies
- compliance with all applicable laws, regulations, rules, and regulatory orders. This includes the Foreign Corrupt Practices Act (FCPA), applicable patent and antitrust law, applicable Federal Acquisition Regulations, the Executive Order on Terrorism Financing, and the U.S. Export Control Act, in addition to any laws that are applicable in the countries that we do business.
- avoiding conflicts of interest.
- accurate accounting and public disclosure.
- compliance with the anti-bribery and corrupt payment provision of the FPCA.

3. Policy Statement

COMPLIANCE IS EVERYONE'S BUSINESS

Ethical conduct is critical to our business. As PFSCM staff, your responsibility is to respect and adhere to these practices. Many of these practices reflect legal or regulatory requirements. Violations of these laws and regulations can create significant liability for you, your company, PFSCM, and other staff.

Part of your job and ethical responsibility is to help enforce this Code of Business Conduct and Ethics. You should be alert to possible violations and report possible violations to People & Culture or PFSCM senior management. All alerts by PFSCM staff of concerns regarding

violations of this policy will be received on an anonymous basis and shall be kept confidential to the extent possible. Your responsibilities to PFSCM include cooperation in any internal or external investigations of possible violations. Reprisal, threats, retribution, or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code of Business Conduct & Ethics, or other PFSCM policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

Violations of law, this Code of Business Conduct and Ethics, or other PFSCM policies or procedures should be reported to People & Culture or PFSCM senior management.

Violations of law, this Code of Business Conduct and Ethics, or other PFSCM policies or procedures by PFSCM staff can lead to removal from PFSCM.

In trying to determine whether any given action is appropriate, use the following test. Imagine that the words you are using or the action you are taking is going to be fully disclosed in the media with all the details, including your photo. If you are uncomfortable with the idea of this information being made public, perhaps you should think again about your words or your course of action.

In all cases, if you are unsure about the appropriateness of an event or action, please seek assistance in interpreting the requirements of these practices by contacting the PFSCM Director, Chief Operating and Financial Officer, or People & Culture.

YOUR RESPONSIBILITIES TO PFSCM AND FELLOW STAFF

A. General Standards of Conduct

PFSCM expects all PFSCM staff, agents, and contractors to exercise good judgment to ensure the safety and welfare of staff, agents, and contractors and to maintain a cooperative, efficient, positive, harmonious, and productive work environment and business organization. These standards apply while working on our premises, at offsite locations where our business is being conducted, at PFSCM-sponsored business and social events, or at any other place where you are a representative of PFSCM. PFSCM staff, agents, or contractors who engage in misconduct or whose performance is unsatisfactory may be subject to corrective action, up to and including termination.

As part of the JSI brand of organizations, PFSCM also utilizes JSI resources to ensure compliance and help reinforce understanding of our Code of Business Conduct & Ethics. As part of the on-boarding process and annually reviewed, PFSCM staff members are required to complete the JSI Ethics Training and utilize JSI's Ethics Hotline 7 days a week, 24 hours a day to file a report, raise issues, or simply ask questions. Anyone can use the Code of Conduct Helpline,, to make a report. You are also responsible to review your individual Company employment handbook for more detailed information.

B. Applicable Laws

All PFSCM staff, agents, and contractors must comply with all applicable laws, regulations, rules, and regulatory orders. PFSCM staff located outside of the United States must comply with those laws, regulations, rules, and regulatory orders of the United States that apply to PFSCM staff wherever they may be located, including the Foreign Corrupt Practices Act, applicable patent and antitrust law, applicable Federal Acquisition Regulations, the Executive Order on Terrorism Financing, and the U.S. Export Control Act, in addition to applicable local laws. Each PFSCM staff member, agent, and contractor must acquire appropriate knowledge of the requirements relating to their duties sufficient to enable recognition of potential dangers and to know when to seek advice from the appropriate unit on specific PFSCM policies and procedures. Violations of laws, regulations, rules, and orders may subject PFSCM staff, agents, or contractors to individual criminal or civil liability, as well as to removal from the project. Such individual violations may also subject PFSCM or their individual company to civil or criminal liability or the loss of business.

C. Other Situations

Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. Additional guidance can be found in the Conflict of Interest Policy. If a proposed transaction or situation raises any questions or doubts in your mind, you should consult the Chief Operating and Financial Officer or People & Culture.

D. Payment Practices

Prohibition of Inducements

Under no circumstances may staff, agents, or contractors offer to pay, make payment, promise to pay, or issue authorization to pay any money, gift, or anything of value to customers, vendors, consultants, etc., that is perceived as intended, directly or indirectly, to improperly influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud. Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive and do not create an appearance of impropriety, do not violate this policy. Questions regarding whether a particular payment or gift violates this policy should be directed to People & Culture or the Contracts Unit Manager.

E. Foreign Corrupt Practices Act

PFSCM requires full compliance with the Foreign Corrupt Practices Act (FCPA) by all of its staff, agents, and contractors. The antibribery and corrupt payment provisions of the FCPA make illegal any corrupt offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value to any foreign official, or any foreign political party, candidate or official, for the purpose of: influencing any act or failure to act, in the official capacity of that foreign official or party, or inducing the foreign official or party to use influence to affect a decision of a foreign government or agency, in order to obtain or retain business for anyone, or direct business to anyone.

All PFSCM staff, agents, and contractors, whether located in the U.S. or abroad, are responsible for FCPA compliance and the procedures to ensure FCPA compliance. All managers and supervisory personnel are expected to monitor continued compliance with the FCPA to ensure compliance with the highest moral, ethical, and professional standards of PFSCM.

Laws in most countries outside of the United States also prohibit or restrict government officials or staff of government agencies from receiving payments, entertainment, or gifts for the purpose of winning or keeping business. No contract or agreement may be made with any business in which a government official or staff holds a significant interest, without the prior approval of the PFSCM Director.

F. Export Controls

A number of countries maintain controls on the destinations to which products may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to exports from the United States and to exports of products from other countries, when those products contain U.S. origin components or technology. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States may constitute a controlled export. The Contracts Unit Manager can provide you with guidance on which countries are prohibited destinations for PFSCM products or whether a proposed technical presentation to foreign nationals may require a U.S. Government license.

RESPONSIBILITIES TO OUR CUSTOMERS AND OUR SUPPLIERS

G. Customer Relationships

If your job puts you in contact with any PFSCM customers or potential customers, it is critical for you to remember that you represent PFSCM to the people with whom you are dealing. Act in a manner that creates value for our customers and helps to build a relationship based upon trust.

Payments or Gifts from Others

Under no circumstances may staff, agents, or contractors accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, vendors, consultants, etc., that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud. PFSCM staff may be faced with situations where they will be offered gifts from firms or individuals who might consider this a normal process in the course of business. This may not be a normal business process under the rules of our clients and/or norms for a not-for-profit enterprise, and PFSCM staff are subject to restrictions on the gifts that they may accept from sources outside PFSCM. Generally, they may not accept gifts that are given because

of their official position or that come from interested sources, including persons (or an organization made up of such persons) who:

- are seeking official action by PFSCM,
- are doing or seeking to do business with PFSCM, and/or
- Have interest that may be substantially affected by PFSCM performance / none performance.

H. Government Relations

It is PFSCM's policy to comply fully with all applicable laws and regulations governing contact and dealings with government employees and public officials, and to adhere to high ethical, moral, and legal standards of business conduct. This policy includes strict compliance with all local, state, federal, foreign, and other applicable laws, rules, and regulations. If you have any questions concerning government relations, you should contact PFSCM's Contracts Unit Manager.

I. Lobbying

Staff, agents, or contractors whose work requires lobbying communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation must have prior written approval of such activity from PFSCM's Director. Activity covered by this policy includes meetings with legislators or members of their staff or with senior executive branch officials. Preparation, research, and other background activities that are done in support of lobbying communication are also covered by this policy even if the communication ultimately is not made.

J. Government Contracts

It is PFSCM's policy to comply fully with all applicable laws and regulations that apply to government contracting. It is also necessary to adhere strictly to all terms and conditions of any contract with local, state, federal, foreign, or other applicable governments. PFSCM's Contracts Unit Manager, Director, or CO/FO must review and approve all contracts with any government entity.

K. Free and Fair Competition

Most countries have well developed bodies of law designed to encourage and protect free and fair competition. PFSCM is committed to obeying both the letter and spirit of these laws. The consequences of not doing so can be severe for all of us. These laws often regulate PFSCM's relationships with its distributors, dealers, and customers. Competition laws generally address the following areas: pricing practices (including price discrimination), discounting, terms of sale, credit terms, promotional allowances, secret rebates, exclusive dealerships or

distributorships, product bundling, restrictions on carrying competing products, termination, and many other practices.

Competition laws also govern, usually quite strictly, relationships between PFSCM and its competitors. As a general rule, contacts with competitors should be limited and should always avoid subjects such as prices or other terms and conditions of sale, customers, and suppliers. Staff, agents, or contractors of PFSCM may not knowingly make false or misleading statements regarding its competitors or the products of its competitors, customers, or suppliers. Participating with competitors in a trade association or in a standards creation body is acceptable when the association has been properly established, has a legitimate purpose, and has limited its activities to that purpose.

No staff member, agent, or contractor shall at any time or under any circumstances enter into an agreement or understanding, written or oral, express or implied, with any competitor concerning prices, discounts, other terms or conditions of sale, profits or profit margins, costs, allocation of product or geographic markets, allocation of customers, limitations on production, boycotts of customers or suppliers, or bids or the intent to bid, or even discuss or exchange information on these subjects. These prohibitions are absolute and strict observance is required. Collusion among competitors is illegal, and the consequences of a violation are severe.

Although the spirit of these laws, known as “antitrust,” “competition,” or “consumer protection,” or unfair competition laws, is straightforward, their application to particular situations can be quite complex. To ensure that PFSCM complies fully with these laws, each of us should have a basic knowledge of them and should involve our Contracts Unit Manager early on when questionable situations arise.

L. Industrial Espionage

PFSCM policy is to compete lawfully in the marketplace. This commitment to fairness includes respecting the rights of our competitors and abiding by all applicable laws in the course of competing. This policy intends to maintain PFSCM’s reputation as a lawful competitor and to help ensure the integrity of the competitive marketplace. PFSCM expects its competitors to respect our rights to compete lawfully in the marketplace, and we must respect their rights equally. PFSCM staff, agents, & contractors may not steal or unlawfully use the information, material, products, intellectual property, or proprietary or confidential information of anyone including suppliers, customers, business partners, or competitors.

M. Accurate Accounting and Public Disclosure

The accurate and full recording of PFSCM business activities is essential to its ability to fulfill its financial and legal obligations. Under no circumstances should any PFSCM staff alter any business record or destroy any records except in conformity with PFSCM policy on records retention.

Financial transactions are to be recorded in accordance with generally accepted accounting principles and applicable governmental rules and regulations. PFSCM staff are expected to comply fully with internal accounting and audit policies and procedures designed to protect the

integrity of PFSCM records and to cooperate with the Accounting Unit and internal and external auditors. All PFSCM staff, officers, and directors are encouraged to report any concerns that they may have regarding the accounting, internal accounting controls, or auditing matters of PFSCM to the CO/FO.

All submissions by staff of concerns regarding questionable accounting or auditing matters will be received by the CO/FO on a confidential and anonymous basis. We want to assure all PFSCM staff, officers, and directors that they have no need to fear retaliation or retribution for having acted in good faith in reporting their concerns. Although no one can exempt themselves from the consequences of their own misconduct by reporting, self-reporting will be considered in determining the appropriate course of action.

N. Waivers

Any waiver of any provision of this Code of Business Conduct and Ethics with respect to any staff, agent, or contractor must be approved in writing by the Director or CO/FO unless otherwise stated herein.

O. Sexual Harassment

It is PFSCM's goal to provide a workplace free of tensions involving matters that do not relate to PFSCM business. In particular, an atmosphere of tension created by unwelcome sex-related remarks, sexual advances, requests for sexual favors, or other unwelcome conduct of a sexual nature will not be tolerated. Any violation of local sexual harassment laws and/or an individual's company sexual harassment policy may be grounds for removal from PFSCM.

P. Discrimination

PFSCM provides for a workplace without discrimination on the basis of age, race, color, national origin, ancestry, creed, religion, gender, disability, physical or mental handicap, marital status, sexual orientation, sexual preference, or military status (special disabled veterans or veteran status) in any form. Discriminatory behavior or action by any PFSCM staff member, consultant, or any other person housed at PFSCM is cause for removal.