

Table of Contents

- Anti-Corruption
- Insider Trading
- Loans
- Conflicts of Interest
- Competing Fairly and Complying with Antitrust and Competition Laws
- Confidentiality
- Employee Health and Safety
- Equitable Treatment and Discrimination
- Environment
- Supplier and Customer Relations
- General Rules for Gifts
- General Rules for Meals and Entertainment
- Use of Company Assets
- Financial Controls
- Intellectual Property
- Government Investigations and Information Requests
- Reporting Procedure

DexKo Global Inc.'s policy is to operate business with a high level of ethical conduct from all employees. Employees are required to follow all company policies and conduct themselves in a manner that reflects favorably on the Company. It is our policy and belief that, as a principle of sound management, all business affairs should be conducted within the spirit and intent of high business ethics, honesty and integrity.

DexKo Global Inc.'s Code of Business Conduct and Ethics ("Code") describes principles of ethical conduct that the Company must follow to ensure our business is conducted with honesty, integrity, accountability and in compliance with the applicable laws, rules and regulations (the "laws") in the countries in which we operate. The Code applies to every Company director, officer and employee, and all Company personnel must know and follow the Code and all applicable Company policies. For purposes of this policy, all references to "directors," "officers" and "employees" refer to Company directors, officers and employees, and all references to the "Company" refer to DexKo Global Inc., its successors, subsidiaries, joint ventures, and other affiliates.

Compliance with the law is not our entire ethical responsibility, but is a minimum condition essential for the Company's success. Business or market conditions are never justifications for violating the law. Violations could subject the Company and the individuals involved to criminal liability, regulatory action and civil lawsuits. In addition, the Company may be disqualified from certain government contracts.

This Code is not exhaustive. In many cases, more specific requirements are contained in various Company policies, procedures and guidelines. If you are ever unsure about how to handle or respond to a particular situation, please direct your questions to the DexKo Global Compliance Committee (Compliance@DexKo.com) or directly to any of the Compliance Committee members listed on the Company intranet ("The Den") on the Corporate Governance page. If you become aware of a potential ethical or legal violation, including a Code of Conduct and Ethics or other Company policy violation, you have a duty to promptly report it to the Compliance Committee or through the Company's Hotline, DexKo.ethix360.com.

We value the commitment each of you has made to the Company's success. Together, we can continue our pledge to the long-term success of our company. Thank you for your vision, support, and dedication.

Anti-Corruption

We have dealings with national, federal, state and local governments in the course of our business. Governments are entitled to respect, and their rules must be followed. Statements made, records submitted and information provided to government officials, whether made orally or in writing, must be truthful and accurate.

You must not offer or make any payment, gift, bribe, secret commission or give any other benefit to influence the decision or action of any government employee, official, candidate or political party. It is important to note that under the applicable laws, the definitions of "government" and "government official" are much broader than might be expected. If you observe any violation of these Company anti-corruption requirements, you should report it in accordance with the Reporting Procedure as outlined in this policy. Business lunches and other entertainment of government employees are usually prohibited and should not be undertaken without first obtaining permission from the Company's Chief Financial Officer or the Chief Executive Officer. Bribes or kickbacks to or from governments, government officials, customers, or suppliers are strictly prohibited.

In any transactions with a government or government agencies, you must adhere to the highest standards of honesty and integrity, and abide by all applicable laws, rules and regulations.

The Company does not conduct business with individuals or organizations known to make corrupt payments, or who otherwise could harm the Company's reputation. It is a violation of this policy for any employee to use or induce any third party to perform any act prohibited by the Code of Conduct and Ethics or any company policy, or any local, state, or national law.

Insider Trading

You must never engage in "insider trading," that is, buying or selling securities based on "specific material non-public information" or attempting to "beat the market" by purchasing or selling securities shortly before, simultaneously with or within a short time after public release of material information. It is important to remember that not only is dealing in the securities an offense; encouraging another to deal or passing the material non-public information on to another person may amount to an offense. These requirements apply to the shares, stock and securities of the Company and any company about which you have specific material non-public information as a result of your employment with the Company.

"Material non-public information" includes any information that has not been made available to the public that might be of significance to an investor in deciding whether to buy or sell other securities or, if such information were made public, would be likely to have a significant effect on the price of the relevant stock or securities. Examples include:

- Internal financial information, including sales volumes and trends;
- Major management changes; and
- Major transactions with other companies, such as joint ventures or licensing agreements.

Loans

In accordance with applicable laws, the Company will not, directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any director or executive officer (or equivalent thereof) of the Company.

Conflicts of Interest

Our success depends on our employees. Because of our past efforts and dedication, we have established a reputation for honest, ethical conduct. We should all be proud of this reputation, and we must work together to preserve it.

While it is impossible for the Code to catalogue every situation that might arise, the following general principles are important:

- Avoid any situation in which your independent business judgment might be, or appear to be compromised. Charges of bad faith and misdealing can arise in any situation where your personal interests and the Company's interests are not the same. For this reason, depending on your responsibilities as a Company employee, certain employees should not have a financial interest in our customers, suppliers or competitors. The most common types of financial interest are ownership of stock, shares, bonds or notes, a partnership interest or a direct or indirect interest through a trust or other relationship. Financial

interest is a problem as soon as it presents a potential for conflict of interest or the appearance of a conflict of interest with your responsibilities as a Company employee. Generally, conflicts of interest will not arise from owning stock or shares in widely held public companies, such as those traded on the London and New York Stock Exchanges.

- You cannot engage in self-employment or engage in paid or unpaid work for others in a field of interest similar to or in competition with the Company.
- Keep political activities separate from our business. If you decide to make a political contribution (including providing services), it should be made in your name, not the Company's. Making charitable contributions on behalf of or at the direction or suggestion of government officials may have serious consequences for the Company and any involved employees under various anti-corruption laws, including the Foreign Corrupt Practices Act.
- You may not take advantage of any business opportunity that properly belongs to the Company.

Competing Fairly and Complying with Antitrust and Competition Laws

We support fair global trading practices which are critical to promoting free enterprise. Antitrust and competition laws reflect this commitment to a free enterprise trade system. It is our policy to comply fully with all antitrust and competition laws.

Examples of unlawful anti-competitive behavior include:

- Coordinating bids with competitors;
- Allocating customers or markets;
- Fixing a price range or a minimum or maximum price;
- Limiting output or restricting delivery schedules;
- Fixing discounts, rebates, or credit terms;
- Agreeing to boycott certain suppliers or customers; and
- Exchanging information relating to profits, costs, prices or other terms or conditions of sale.

Violations of these laws are routinely prosecuted throughout the world and may result in the imposition of severe criminal and civil penalties on the Company and its employees.

Remember that any contact with a competitor may be hazardous. An agreement between competitors need not be written or precise in order to be legally challenged; a general and informal understanding is sufficient. Illegal agreements are often proved through circumstantial evidence of "small talk," "casual discussions" and "harmless" exchanges of business information. You should avoid such discussions, whether they occur in a large, formal group or in a social setting following a trade association meeting and report any potential issues as noted above.

Confidentiality

It is important to us that confidential information remains confidential. Confidential information includes any information, including trade secrets, that has not been made available to the public that provides insight into our current or anticipated business activities. It also includes important nonpublic information about firms with which we have dealings, including customers and suppliers. You should not discuss confidential work matters with friends, relatives or other non-

employees, or in public places, such as elevators, public transport (including airplanes) or restaurants. All inquiries regarding the Company from non-employees, such as financial analysts and journalists, should be directed to the Chief Executive Officer, Chief Financial Officer, or Vice President of Human Resources for response or referral to the appropriate party. In addition, most employees are required to sign further confidentiality undertakings upon hire. If you do not recall those undertakings, consult your Human Resources Manager for a copy of any applicable documents or policies for your business unit.

The obligation to preserve confidential information is ongoing, even after your employment with the Company ends. Information that you have acquired in your previous employment should be treated with the same respect.

We receive and hold personal data on many individuals in the course of our business, and access to such information is restricted to people within the Company with a "need to know." Employees who are responsible for maintaining such information must ensure that the information is not inappropriately disclosed or misused.

Employee Health and Safety

We are committed to providing a healthy and safe work environment. Healthy and safe working conditions and accident prevention are important parts of operating our business. We must comply fully with all applicable health and safety laws. It is your responsibility to prevent accidents by maintaining a safe work environment and following safe work procedures and practices.

If the environment that you work in becomes unsafe for any reason, you should immediately report it to your manager.

The Company recognizes that employees who work while under the influence of alcohol or illegal drugs pose dangers to themselves, other employees and the general public. Our policy is therefore to forbid the possession and use of alcohol and illegal drugs by any employee in the workplace or while operating motor vehicles or other machinery while engaged on company business. Employees may, however, consume alcohol at authorized Company functions or in certain legitimate business settings such as client entertainment, provided they act responsibly and drink moderately and within limits established by law.

The Company will not tolerate behavior that endangers or threatens its employees or its reputation. Whether registered or not, you are forbidden from bringing a weapon or firearm into any of our facilities.

Equitable Treatment and Discrimination

We are firmly committed to the equitable treatment of all our employees and qualified applicants for employment. Equal opportunity is one of our firmest and most basic beliefs and we will not tolerate any illegal discrimination, harassment or retaliation.

Environment

We are committed to conducting our worldwide operations with respect for the natural environment. Employees have a responsibility to follow environmental laws and standards and to always engage in environmentally friendly and sustainable practices.

Solid and hazardous wastes must always be handled responsibly and according to the applicable law.

If you become aware of any violation of an environmental law or a practice that is prejudicial to the environment, you should report it immediately.

Supplier and Customer Relations

We base supplier relationships on lawful, efficient and fair practices. The quality of our supplier relationships often has a direct bearing on the quality of our customer relationships.

Answer all customer and supplier questions truthfully. Never mislead customers about any of our products. Buying and selling must be done on an "arm's-length" basis, free of any kickbacks, bribes, secret commissions, gifts or favors. Modest gifts and reasonable entertainment may be given and received, where legally permitted and in accordance with Company policies and local business practices, to and from persons doing business or seeking to do business with the Company.

Always provide a competitive opportunity for suppliers to earn a share of our purchasing volume, including any supplier businesses owned by the disadvantaged, minorities and women and enlist supplier support in ensuring that we consistently meet and exceed customer expectations of quality, cost and delivery.

General Rules for Gifts

Modest gifts and reasonable entertainment may be given and received, where legally permitted and in accordance with Company policies and local business practices, to and from persons doing business or seeking to do business with the Company. Company employees may give and receive gifts only if the gift has a value of no more than US \$500, is lawful under applicable laws, would not embarrass the Company if disclosed publicly, and does not create an actual or perceived conflict of interest for the recipient's ability to act in the best interest of the recipient's employer. Gifts with a value greater than US \$500 may be accepted at an event where it would be awkward or create embarrassment to refuse, so long as the situation is promptly reported to the Chief Financial Officer or Chief Executive Officer.

Gifts given with the appearance of being in exchange for the award of new business are never permitted. Giving or receiving gifts of travel, unless to a Company or business associate's office or facility and directly related to a current business purpose, is not allowed. Gifts of cash or cash equivalents are never to be given or received. Gifts requested by the recipient or gifts to government officials are not permitted.

General Rules for Meals and Entertainment

Company employees are allowed to provide or accept business meals and entertainment only if the meal or entertainment is reasonable and appropriate in the context of the business relationship, is lawful under applicable laws, would not embarrass the Company if disclosed publicly, and does not create an actual or perceived conflict of interest for the recipient's ability to act in the best interest of the recipient's employer. Meals or entertainment with a value greater than US \$500 may be given or accepted for good reason with prior approval of the Chief Financial Officer or Chief Executive Officer.

Meals or entertainment given with the appearance of being in exchange for the award of new business are never permitted. Providing meals or entertainment because they were requested by the recipient is not permitted.

Use of Company Assets

We utilize computers, facsimile machines, photocopiers and other business systems and equipment to enhance the quality and efficiency of the services we provide. You should only use these systems and equipment for Company business-related purposes. You may use such systems for limited personal purposes, but only in a responsible way and not in any way that may cause liability or harm to the Company or to you. All use of these systems and equipment must comply with applicable law and Company policies. The Company reserves the right to limit personal access in any way including revoking access altogether. You may be subject to disciplinary action (even dismissal) if you violate this policy.

All messages, documents, data and other material created by, entered into, or stored in our systems or equipment belong to us. Subject to applicable laws, we may access, review, monitor and/or disclose such material at any time, with or without notice to you. This includes all e-mail messages and Internet usage.

Financial Controls

The Company has in place financial controls, practices, and procedures which aim to protect the group's assets from theft or misappropriation. No system can be 100% failsafe and employees, whether or not they work in finance or a related area, have an important role to play in identifying suspicious activity. You must make candid reports to management. Among other things, this requires that reports contain accurate information and that accounting records be maintained properly in accordance with our internal controls and generally accepted accounting principles. It also means that you must fully and frankly disclose to management anything that might affect the Company's performance or reputation.

It is important that where an employee becomes aware of or has concerns about possible improprieties, including being asked to do something which the employee knows is not in accordance with the applicable financial control or established procedure or practice, the employee must report this to their manager, Human Resources Manager, or other management representatives using the Reporting Procedure outlined in this Code of Conduct and Ethics.

Intellectual Property

Intellectual property is an important asset that helps us maintain our competitive advantage and, therefore, must be protected. Examples of intellectual property include: the Company's names, logos, patents, trademarks, copyrights, confidential information, ideas, plans and strategies.

Without appropriate authorization, do not duplicate licensed computer software, use trademarks that the Company does not own or reveal trade secrets disclosed to the Company. Willful infringement of a copyright is illegal.

If you detect misuse of the Company's intellectual property, you should report it to the appropriate individual in your business unit or to other management representatives using the Reporting Procedure outlined in this Code of Conduct and Ethics.

If you make any inventions or discoveries during your employment or engagement with the Company, you must treat such inventions or discoveries as strictly confidential information, as they may require protection by registration or filing under applicable law.

Government Investigations and Information Requests

Our policy is to cooperate with every reasonable request of government investigators.

If a representative of any government or government agency seeks an interview with you or requests access to data or documents for the purposes of an investigation, you must refer the representative to your supervisor immediately, who must consult with the Vice President of Human Resources or Chief Financial Officer. Under no circumstances should you grant an interview or provide data or documents before you or your supervisor have consulted with the Vice President of Human Resources or Chief Financial Officer. You should also preserve all materials, including documents and e-mails that might relate to any pending or reasonably possible investigation.

Reporting Procedure

If you are aware of a violation or potential violation of applicable law or Company policy or if you are unsure as to whether a violation has occurred or if you need guidance as to any action that might be taken, please direct your questions to the DexKo Global Compliance Committee (Compliance@DexKo.com) or directly to any of the Compliance Committee members listed on the Company intranet ("The Den") on the Corporate Governance page. If you become aware of a potential ethical or legal violation, including a Code of Conduct and Ethics or other Company policy violation, you have a duty to promptly report it to one of the named individuals in this policy or through the Company's Hotline, DexKo.ethix360.com.

If you become aware of a potential ethical or legal violation, including a Code or a Company policy violation, you have a duty to promptly report it to one of the named individuals in the Reporting Procedure section of this policy or through the Company's Hotline, DexKo.ethix360.com.

You will be subject to disciplinary action if you submit a false report, but you will never be penalized for making a good-faith report and we will not tolerate retaliation against any employee who makes a good-faith report. Self-reporting is encouraged and if you report a violation and are in some way also involved in the violation, the Company will take the self-report into account in its consideration of disciplinary action in connection with any violation.