

# **Code of Ethics and Business Conduct**

## **Statement of Our Core Values**

Unico Technologies Group (“Company”) recognizes that the key to our success is to be a reliable, ethical partner to all with whom we interact. This includes employees, suppliers, customers, owners, the communities in which we operate and anyone else affected by how we conduct our business. To accomplish this:

- The Company does business with integrity and conducts our business using the highest moral and ethical standards
- The Company is committed to complying with all applicable laws and regulations.
- We will always do the right thing when it comes to compliance, and this Code of Ethics and Business Conduct provides a guide for all stakeholders including the Company’s employees, shareholders, suppliers and customers.

## **Introduction**

As evidence of Unico Technologies Group’s commitment to conducting the Company’s business to the highest ethical standards, we have adopted this Code of Ethics and Business Conduct (the “Code”). The Code establishes the basic guidelines under which the Company does business. We require that all Company employees, including officers and members of our Board of Directors:

- Read and understand the Code;
- Acknowledge that they have done so;
- Ensure that their conduct fully meets ethical standards; and
- Take appropriate action to ensure that the Company’s business partners understand and comply with these ethical standards.

## **Why We Have a Code of Ethics and Business Conduct**

In today’s business environment, legal and ethical concerns often arise. We have a Code to help guide our daily business decisions and actions to reflect our core values. While this Code cannot cover or anticipate all of the potential issues that might come up or all of the situations where the right choice may not be apparent, it offers examples and direction on situations that you might face. Through our business decisions and behavior, every person working with the Company influences our reputation, and our culture. Our Code is not a contract but following the Code is a condition of employment. When we comply with the Code it demonstrates our good judgment and ability to live up to our core values. Our Code applies to our entire business at every level including our directors, officers, and employees as well as suppliers, agents, vendors and business partners whose role may involve representing us to others.

## **Compliance With the Law and the Code**

Unico Technologies Group employees and representatives must comply with all applicable laws, regulations and other legal requirements, and the Code. No one at the Company has authority to direct anyone to violate the law or require any act that would result in a law being broken.

Compliance means not just obeying laws but also conducting business in an ethical way so that we are recognized as a company with a commitment to integrity and excellence. No employee should ever assume or believe that Unico Technologies Group's interests ever require unethical or illegal actions. We must not knowingly facilitate illegal conduct, inaccurate bookkeeping or fraud by others, regardless of local customs or pressure from others.

There may be a rare situation where a local law conflicts with a particular action or policy prescribed by this Code. If this does happen, you must comply with the law. If a local custom or another company's policy conflicts with our Code, we must comply with our Code. If you think there might be a conflict, you are unsure about what to do or you have questions, contact the Legal Department.

### **Build Trust and Credibility**

The success of our business is dependent on the trust and confidence we earn from our employees, customers and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching Company goals solely through honorable conduct. It is easy to say what we must do, but the proof is in our *actions*. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask: will this build trust and credibility for Unico Technologies Group? Will it help create a working environment in which the Company can succeed over the long term? Is the commitment I am making one I can follow through with? The only way we will maximize trust and credibility is by answering "yes" to those questions and by working every day to build our trust and credibility.

### **Create a Culture of Open and Honest Communication**

At Unico Technologies Group, everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times. All employees are responsible for reporting any actual or potential violation of this Code or any law or regulation. The Company will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the Company will take appropriate action.

### **YOUR Responsibilities Under the Code**

At Unico Technologies Group, we go beyond the minimum standards required by the law and conduct ourselves with the highest levels of ethical behavior and avoid even the appearance of impropriety, illegal or unethical behavior. The following responsibilities apply to all of us:

- Read, understand and follow this Code;
- Apply the principles found in this Code, review Unico Technologies Group policies and understand legal requirements;
- Be truthful and honest; use common sense and good judgment;
- Consult with your manager, the Legal Department or other Company resources regarding any concerns or questions about our policies and how to act ethically. We should use resources available to us when we are not sure what to do;

- When you believe in good-faith that actual or potential misconduct or violations of our policies, the law or our Code has occurred, you have an obligation to report that conduct through one of the reporting mechanisms identified in the Code;
- Cooperate in investigations of ethical or compliance concerns; and
- Periodically acknowledge your understanding and agreement to follow this Code.

Additionally, our managers, team leaders and supervisors have special obligations because they lead others and set the tone for the employees they supervise. If you are a supervisor, team leader, or manager, then we also expect you to:

- Take time to explain to others about the areas of this Code that deal with their work;
- Create an environment where everyone feels comfortable speaking up, asking questions and making reports without fear of retaliation;
- Be diligent in detecting and preventing actions that could violate this Code;
- Act promptly to make sure all reports about potential violations are included in our system, investigated as needed and resolved appropriately when someone comes to you with a concern or is unsure about what to do;
- Look for opportunities to discuss and address ethical questions and challenging situations with others to encourage open, honest and trustful dialogue; and
- When a report is made anonymously, do not try to determine who made that report and remember that reports should not be considered a challenge to authority in any way.

## **Reporting**

Unico Technologies Group offers several avenues to report any actual or potential misconduct that you believe has or will occur. To ask for help with a business ethics or compliance concern or to report suspected, planned or actual violations of this Code or corporate policies, express your concern(s) to:

- your direct supervisor or manager;
- the next level above your supervisor, team leader, or manager;
- the appropriate functional manager or expert (for example, Human Resources or Finance);
- the Legal Department;
- the Compliance Hotline phone or web portal.

Except where expressly prohibited by law, Unico Technologies Group maintains a system to encourage and allow the confidential and anonymous reporting of suspected improper conduct. Note that if you do report a concern anonymously, then it is very important to provide enough detail so that we can proceed with a thorough investigation. If you do not report anonymously, your identity and the information you provided will be disclosed only as needed to resolve the concern.

Unico Technologies Group will investigate each reported concern. The investigation will result in findings and if appropriate corrective action recommendations. We will provide feedback to you where possible but we will not share individual disciplinary actions.

## **No Retaliation**

We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith. Our strict non-retaliation policy protects any individual who, in good faith, reports

discrimination, harassment, bullying, violence, or a breach of law or of this Code, or any individual who participates in, or otherwise supports, an investigation of such reports. Anyone who retaliates against an individual under such circumstances will be subject to disciplinary action.

### **Consequences for Code Violations**

Failing to follow this Code and our policies may result in discipline up to and including termination of employment and in some situations fines and jail time. For example, if we break the rules or tell others to do something that breaks the rules, we have violated our Code and could be disciplined. Staying quiet when we know of or have good reason to suspect something is wrong may result in discipline for not following our Code.

### **Protecting Company Assets**

We protect and preserve our tangible and intangible assets. Unico Technologies Group's assets must only be used for Company purposes and for the Company's benefit. Incidental personal use may be permitted when it does not consume a significant amount of resources and does not interfere with our ability to do our jobs. This policy applies to both tangible and intangible assets including Company equipment, computers, office supplies, materials, and other physical property, as well as intangible items such as information technologies, intellectual property, and other Company confidential information. All of the Company's information systems and resources such as cell phones, personal computers, e-mail, etc. are the Company's property. Exercise care when using Company systems to ensure communications are professional and appropriate. Our communications resources should not be considered private or personal and there should be no expectations of privacy unless local privacy laws have a different requirement.

### **Proprietary Information**

Unico Technologies Group proprietary information is a highly valuable asset. It includes all information in all formats that is not generally available to the public. It also includes information that we develop, purchase or license and information that we receive from others (including customers and suppliers). It is important that we respect both Company and third party proprietary information that comes into our possession.

We must maintain the confidentiality of information entrusted to us by the Company, our customers and our vendors except when disclosure is properly authorized or otherwise required by law. We should only use and share confidential information on an as-needed basis to perform our jobs. We must:

- Keep information secure and confidential and not share it unnecessarily;
- Not share information with others outside the Company unless the person with whom you share has a legitimate need to know it and has agreed through an appropriate confidentiality or similar agreement to maintain its confidentiality;
- Use Company and third party information only for its intended purpose and never for personal reasons;
- Responsibly copy documents containing Company or third party information, and only remove documents from the work area as required to perform our jobs properly; and
- Dispose of Company and third party information appropriately.

We will not acquire or seek to acquire through improper means a third party's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

All Company records (documents, emails, and other materials) containing Company information are the Company's property. The Company reserves the right to monitor or access all such records at any time and without notice, where there is a business reason to do so and it is permitted by law.

Sometimes, there may be a need to disclose Company information to people outside Unico Technologies Group for legitimate business reasons. Before disclosing or receiving information, we must enter into an agreement that describes how the parties may use and must protect the information. Unico Technologies Group maintains standard forms of Confidentiality Agreements to be used and signed by both parties before an employee may disclose any non-public Company information. We may not use confidential information that employees may have gained from their former employer in our work at Unico Technologies Group. Both current employees and those leaving the Company are expected not to disclose our confidential information or that of third parties. Employees must take reasonable precautions to avoid disclosing Company or third party information in public places.

### **Corporate Recordkeeping**

We create, retain and dispose of our Company records as part of our normal course of business in compliance with all Unico Technologies Group policies and guidelines, as well as all regulatory and legal requirements.

All of our books and records, including financial documents and employee-related forms and information, must be timely, accurate and complete. Company data must be promptly and accurately entered in our books in accordance with Unico Technologies Group's and other applicable accounting principles. We must sign and authorize transactions appropriately and consistently with our Delegation of Authority Matrix. We do not create intentionally false or misleading records for any purpose. We must not improperly influence, manipulate or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of UNICO books, records, processes or internal controls.

We maintain accurate books and records by ensuring:

- Transactions are properly authorized, and completely and correctly recorded based on appropriate standards and policies for accounting;
- Our assets are properly protected;
- Financial and management reporting is reliable, unbiased and accurate, and reflects actual business activities.

Whether records are timecards, expense reports, general accounting records or purchasing or manufacturing records, each of us has a personal responsibility to ensure that the documents are complete and accurate. Some of the ways we do that are to:

- Implement controls and procedures that improve accuracy and reliability of our Company books;
- Record financial and business information, transactions and metrics accurately and timely;

- Regularly assess systems and processes for weaknesses; make or suggest corrections where needed;
- Know the internal controls and authorities which apply to your work;
- Cooperate with audits and investigations;
- Speak up about any concerns you may have relating to financial and business information recording to your manager, the Chief Financial Officer, the Legal Department or the Audit Committee of the Board of Directors.

We must maintain our business records in an organized manner. Retaining information properly helps us meet our legal requirements and makes it possible to keep track of all of our work and manage our business more effectively.

The term “records” generally means all evidence of activities and documents in any format, whether paper, electronic or other media, made or compiled by the Company and our employees. Alteration or the unauthorized destruction of any record is a violation of Company policy and, in many cases, is illegal.

In the case of actual or potential litigation or other legal or governmental proceeding or investigation, the Company’s Legal Department will provide special records retention instructions. Often these legal holds come with instructions on preserving and keeping records longer than usual. You must comply with all Legal holds that you receive from the Legal Department.

### **Social Media**

The increased popularity of social media sites like Facebook, Twitter, Instagram and many other similar sites allows us to communicate in new and exciting ways. While social media can be exciting, using it carries special responsibilities. We should keep in mind the values of our Code when using social media. For example, we should not disclose trade secrets or material inside information on social media. Only certain people are selected and approved to post on social media on behalf of Unico Technologies Group.

### **Avoid Conflicts of Interest**

Employees must deal fairly with each other, our customers, suppliers, business partners and the Company. A conflict of interest arises when someone has a personal, financial or other relationship that could interfere with his or her duty to deal fairly with each other, or when someone uses his or her position with Unico Technologies Group for personal gain and at the expense of the Company.

We must take care to avoid situations that lead to a conflict of interest or appearance of a conflict of interest such as any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of the Company may conflict with our own personal or family interests. We owe a duty to Unico Technologies Group to advance its legitimate interests when the opportunity to do so arises. We must never use Company property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with Unico Technologies Group. All actual or potential conflicts must be disclosed in writing to your manager and the Legal Department

promptly for review, including those circumstances where there is doubt about the existence of an actual or potential conflict.

**Here are some other ways in which conflicts of interest could arise:**

- Being employed (you or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while you are employed with Unico Technologies Group;
- Hiring or supervising family members or closely related persons;
- Serving as a board member for an outside commercial company or organization;
- Owning or having a substantial financial interest in a competitor, supplier or contractor;
- Having a personal interest, financial interest or potential gain in any Company transaction;
- Placing Company business with a firm owned or controlled by a Unico Technologies Group employee or his or her family;
- Accepting gifts, discounts, favors or services from a customer/potential customer, competitor or supplier, unless equally available to all Unico Technologies Group employees or in compliance with our policies about gifts, entertainment and meals;
- Receiving confidential or proprietary information from a competitor relating to a procurement in which Unico Technologies Group is participating;
- Personal use of Unico Technologies Group assets or equipment outside of limited or incidental personal use;
- A romantic relationship with another employee with whom you have a direct or indirect reporting relationship;
- Outside business or other interest that diverts significant time or attention from our work at Unico Technologies Group; or
- Accepting a director or officer position at any company or organization (including not-for-profit) without approval from your manager and the Legal Department.

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict of interest question should seek advice from management or the Legal Department. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their managers, the HR department or the Legal Department.

**Gifts, Gratuities and Business Courtesies**

We sell and market our products and services based on their quality, efficiency, reliability and consistency. By relying on these characteristics to win and retain business we do not need to resort to unethical or illegal tactics to meet our goals. We should avoid any actions that create a perception that favorable treatment of outside entities by Unico Technologies Group was sought, received or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom the Company does or may do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of the Company or customers, or would cause embarrassment or reflect negatively on the Company's reputation.

A Unico Technologies Group employee who deals with a government agency is expected to know and abide by all applicable guidelines, and to exercise good judgment in evaluating the

propriety of his or her own actions. Unless a proposed gift is clearly permitted under applicable laws and rules, you should assume the gift is prohibited.

The following inexpensive items may be offered to government employees and are not considered gratuities: (1) social courtesies, such as coffee, soft drinks, pastries, and refreshments as long as these items are not offered as part of a meal, (2) promotional items such as pens, mugs, mouse pads, or the like, and (3) presentation items such as cards, plaques, certificates and trophies. Specifically, the value of any single gift may never exceed U.S. \$20, nor may the total value of all gifts offered to one person exceed U.S. \$50 over the course of one year.

These rules may apply even where the business courtesy is based purely on a personal or social relationship, rather than on the position of the government employee. When in doubt, seek guidance from an appropriate supervisor or from Unico Technologies Group Management.

### **Accepting Business Courtesies**

Most business courtesies offered to us in the course of our employment are offered because of our positions at Unico Technologies Group. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position at the Company to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and good will with the firms that Unico Technologies Group maintains or may establish a business relationship with.

Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the Unico Technologies Group's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier when the Company is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain Company business.

### **Meals, Refreshments and Entertainment**

We may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:

- They are not inappropriately lavish or excessive.
- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.
- The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.

### **Gifts**

Employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including:

- Flowers, fruit baskets and other modest presents that commemorate a special occasion.
- Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising or promotional items).

Generally, employees may not accept compensation, honoraria or money of any amount from entities with whom Unico Technologies Group does or may do business. Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than \$100 may not be accepted unless approval is obtained from management.

Employees with questions about accepting business courtesies should talk to Unico Technologies Group Management, the HR department or the Legal Department.

### **Offering Business Courtesies**

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon Unico Technologies Group. An employee may never use personal funds or resources to do something that cannot be done with Company resources. Accounting for business courtesies must be done in accordance with approved Company procedures.

Other than to our government customers, for whom special rules apply, we may provide nonmonetary gifts (i.e., Company logo apparel or similar promotional items) to our customers. Further, management may approve other courtesies, including meals, refreshments or entertainment of reasonable value, provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.
- The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.
- The business courtesy is properly reflected on the books and records of Unico Technologies Group.

### **Fair Employment Practices**

We value and respect our diversity in the workforce. We work every day to create an atmosphere where each of us knows that we are valued as an individual and everyone is treated with dignity and respect. We are an equal opportunity employer and we employ and promote qualified people without discrimination. Any treatment of a person, either less or more favorably, with respect to a person's race, color, religion, gender, gender identity, sexual orientation, marital status, age, national origin, disability, military or veteran status is not allowed. This applies to all aspects of the person's employment, including recruitment, hiring, training and development, compensation, transfer, promotion, discipline or discharge.

We are committed to complying with applicable labor and employment laws in all the places where we do business, including those related to freedom of association, privacy, collective bargaining, immigration, fair working conditions, employment discrimination and harassment. We treat everyone with respect -- meaning fairly, professionally, and with honesty.

We are committed to maintaining a workplace free from physical, psychological, verbal and nonverbal harassment, including sexual harassment. We will promptly and impartially investigate all complaints of harassment and discrimination.

Harassment is a behavior related to a person's race, gender, gender identity, color, religion, national origin, age, sexual orientation, marital status, veteran status, disability or other characteristic that creates an intimidating, hostile or offensive work environment or that unreasonably interferes with an employee's work performance. All forms of harassment by anyone, including customers, visitors and suppliers, are strictly prohibited.

### **Substance-Free Workplace**

We do our best work with a clear mind and body that is not impeded by drugs or alcohol. We do not tolerate the use of drugs or alcohol that can negatively affect the safe and successful conduct of our business. In accordance with local policies, we prohibit the use of tobacco products while inside Company facilities or in Company vehicles. We do not permit possession or use of alcohol or illegal drugs in Company facilities or while working, including lunches and break periods. Possession, use, purchase, transfer or sale of drugs or controlled substances without documented medical authorization is cause for immediate disciplinary action include in some situations termination of employment. There can be exceptions for use of alcohol during special events (such as a holiday party) with advance approval by a Company officer.

### **Violence-Free Workplace**

Our workplace is free from violence, intimidation and bullying. Violence can mean causing physical harm, such as shoving or pushing as well nonphysical contact such as shouting or threatening. Those people that engage in violence, including suppliers, visitors and customers, go against our values, our Code and our way of doing business.

We prohibit the possession of weapons while on Company premises including in personal vehicles (unless expressly permitted by local law). Weapons include guns, knives, explosives, and any similar items with the potential to cause harm.

### **Environment, Health, Safety and Sustainability**

We maintain work environments that are safe and healthy. We are committed to meeting all applicable environmental requirements and conducting our operations in a manner that minimizes environmental impact. This applies to all our activities, not just managing our waste and emissions, but everything we do. It also includes using resources efficiently, recycling and operating all facilities in accordance with laws and our policies.

Safety must always be a top priority. Follow proper procedures in case of a fire or other emergency. We need to know how to use our tools and equipment safely and properly. No deadline or sale is ever worth endangering people or compromising safety. If you see something that could potentially be a hazard, speak up and report the hazard to your manager or through the reporting mechanisms identified in this Code. Everyone has the authority to stop work in order to correct a safety issue.

### **Supplier Relationships**

Unico Technologies Group's suppliers make significant contributions to our success, and must be confident that they will be treated ethically. Our policy is to purchase supplies based on

need, quality, service, price, and terms and conditions. Under no circumstances should any Unico Technologies Group employee, representative, distributor, agent, consultant, or contractor attempt to coerce suppliers in any way. Our suppliers are free to sell their products or services to any other party, including competitors, unless the agreement between the parties contains restrictions on sales.

We partner with suppliers based on the value and quality of products as well as their commitment to doing business the right way. To be successful, we need to partner with suppliers that share our value of ethical business dealings. We partner with suppliers that respect human rights. All our suppliers must maintain safe and healthy working environments where their employees are respected and treated with dignity. We also require that our suppliers comply with our Conflict Minerals Policy and laws about chemical and hazardous substances.

### **Personal Data Privacy**

We must respect individuals and their personal information. We are committed to a workplace where sensitive personal information is protected.

In the course of our business, we collect and maintain personal information such as names, contact information and identification numbers of our employees, suppliers and customers. People that disclose personal information to us should do so with confidence that we will maintain and use it responsibly for legitimate business purposes and in compliance with applicable privacy laws. Our employees and representatives must handle personal information for only its intended purpose and on a “need-to-know” basis.

Many countries have laws about the collection and use of personal information. These laws govern the handling of information provided by consumers as well as personal information of Unico Technologies Group employees and representatives. We collect, use and disclose personal information with appropriate security and in a manner consistent with the laws of the countries in which we do business. Appropriate safeguards must be in place to ensure that data is properly controlled such as securely transferring personal information.

If you learn or suspect that personal information has been improperly disclosed or misused, Inform your supervisor, team leader, the HR Department, the Legal Department or Integrity Alert Line phone or web portal.

### **Product Safety and Quality**

At Unico Technologies Group, our products need to be of the highest quality possible and safe to use to achieve their purpose. We all share responsibility for utilizing Company resources to improve the reliability and safety of our products. We have rigorous quality control and production standards in place to make sure that all of our products meet legal, regulatory and customer requirements. Creating the best products possible in an ethical and safe way will ensure our long term success.

### **Fair Competition**

Unico Technologies Group is dedicated to winning customers through the quality and total value of our products and services. We do not win by creating unfair disadvantages for our

competitors. It is critical that we avoid even the appearance of impropriety while competing in the marketplace.

Competition laws (called antitrust laws in some countries) promote fair and honest competition and protect suppliers and customers from practices that limit competition. Violations of these laws can mean potential damages and fines for the Company and large fines and imprisonment for the people involved.

These laws are complex, can apply globally, and may operate differently in different circumstances. We comply with all applicable competition laws. It is essential that the Legal Department be consulted before discussions or agreements with a competitor are entered, before appointment or termination of business partners (including distributors) or before change pricing practices or processes.

We do not make any agreements or arrangements, formally or informally, with competitors, customers, suppliers or others to intentionally limit or reduce competition. We independently determine the prices and terms of sale for our products and services. We do not “price fix” and we avoid agreements – written or unwritten, formal or informal - with competitors about prices. No price fixing means that our prices must be reached independently. Agreements with competitors related to prices are strictly prohibited. This prohibition includes, but is not limited to, agreements that decrease prices, increase prices, set minimum or maximum prices, or establish a formula for computing prices.

We do not allocate territories, product lines or customers with competitors and make no agreements to allow these activities. These types of agreements are strictly prohibited.

Communications with competitors must only be done in limited situations and with pre-approval of the Legal Department. Only meet with a competitor representative (outside of trade or professional association gatherings) after receiving approval from the Legal Department. While sometimes we must meet with suppliers or customers who are also competitors, you must report situations where you are meeting with a supplier or customer who is also a competitor when the discussion goes outside the scope of the supplier or customer relationship. If a competitor attempts to initiate communication regarding anti-competitive subjects, you must immediately stop the communication and tell the competitor that our policy forbids you from having such a discussion. If these subjects arise in a meeting or other setting and the discussion is not immediately stopped, you should leave the meeting. Then, immediately report the situation to the Legal Department.

Participation or membership in trade and professional associations frequently involves communication between competitors. When you participate in trade or professional associations pay careful attention to our policy on antitrust laws and avoiding discussing competition-sensitive topics.

Gathering information about our competitors and competing products and services is a necessary and routine part of business. However, in gathering such information, we will not use improper means such as theft or deception.

### **Working with Governments**

We do business with a variety of private and public companies, including municipal, provincial, state and national governments and government-owned entities (sometimes called “state

owned”). We routinely work with government regulatory agencies and officials in connection with our non-government business.

When contracting with governments, certain unique and special rules often apply to accounting, pricing, reporting, product specifications and how we comply with their requirements. It is essential that we fully review and understand applicable government requirements, especially as to the U.S. Government or its agencies, before submitting proposals or accepting contracts. We only enter into an agreement with requirements that we can fully meet. Any proposal for the sale of goods or services to a government agency, military unit, branch of government, any entity owned even in part by any type of government, including a sale to a non-government customer or contractor for later sale to a government agency, requires prior review and approval by the Legal Department. All Company communications with government personnel must be truthful, accurate and complete.

We are committed to following government rules for competing fairly. We will honor limitations applying to government employees, such as restrictions related to gifts and offering employment to former government officials.

Any activities involving government officials and changes to laws and regulations affecting the Company (such as lobbying) require advance approval from the Legal Department. Such activity may require advance registration or reporting under lobbying or other laws.

### **Anti-Corruption Program**

Unico Technologies Group conducts its business in compliance with all applicable international, national and local anti-corruption laws and regulations of the places where it operates. UNICO adheres to all antibribery laws. This means Unico Technologies Group does not tolerate bribery in its dealings involving public officials or in private commercial transactions. Anti-corruption laws are in place all over the world. These laws, including ones like the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act (UKBA), prohibit companies from improperly giving anything of value to get, keep or influence a decision or action.

We do not engage in bribery or corrupt activities to gain or retain an improper business advantage. A bribe can be anything of value (including favors and other non-tangible items) that is meant to improperly influence a business decision. We do not allow others to provide bribes on our behalf. We need to carefully monitor the actions of our business partners and agents, because the actions of individuals acting on Unico Technologies Group’s behalf can have a direct impact on the Company. Some laws make no distinction between Unico Technologies Group employees and business partners acting on our behalf if misconduct occurs.

There may be situations where a government official requests a small cash payment to facilitate or speed up or complete an otherwise routine task such as setting up a phone line or issuing a permit. As a general matter, we do not make or pay these types of “facilitation payments.” There are very limited and extreme circumstances where facilitation payments may be permitted, such as when faced with a life threatening situation or serious harm to ourselves or property, then a payment may be necessary, however if you are faced with these situations, contact the Legal Department as soon as possible.

Unico Technologies Group prohibits giving money, gifts, gratuities or anything of value to public officials, independently of their jurisdiction, in return for favorable treatment. In most

jurisdictions, public officials are prohibited from accepting payments or gifts of value. The term “public official” should be interpreted broadly to include any person acting on behalf of any government or government agency in an official function, regardless of whether they are employed by the government. This includes all members of the military, as well as individuals employed by state-run enterprises that carry on government functions, such as public utilities, providers of municipal services, or health service providers, among others.

All Unico Technologies Group employees must be familiar with and abide by the Company’s anti-corruption policies and procedures. If you have questions, talk to your manager or someone in the Legal Department before acting. Understand your obligations as a Unico Technologies Group employee under the Anti-Corruption Program.

### **Political Contributions and Activities**

We comply with all national, state and local laws regulating our participation in political affairs, including limitations on contributions to political parties, organizations, and individual candidates. Those who make contacts on behalf of the Company with political parties, organizations, candidates or government officials must fully comply with all applicable laws and rules.

We encourage our directors, officers and employees to be informed voters and to be involved in the political process. Participation in the political process is a personal, voluntary and individual decision. However, making contributions to political activities can sometimes be a way to provide bribes to members of the government. We should be careful to avoid even the appearance of bribery when involved with political activities.

Those who choose to participate in the political process, whether in contribution of time or resources, may not do so as a representative of Unico Technologies Group. We must not use Company time, resources or facilities to work on political activities or fundraisers without pre-approval.

These restrictions apply to political activities and payments in all countries, unless applicable laws allow such activities. However, even where permitted by law, the responsible business leader and the Legal Department must approve in advance any political activities or payments made on behalf of the Company.

### **International Trade Controls**

International trade involves the movement of both physical products such as controls, motors, generators and components as well as information such as software and technical know-how. Laws in many countries prohibit or restrict the export of certain types of commodities, technology, software, information and other items. An export can occur through shipments, carrying items across a border, electronic transmission (emails, web access, telephone, etc.) or in-person conversations. Exports can also occur by allowing access to certain products and information by a foreign national in the United States.

U.S. laws prohibit companies from doing business with or exporting our goods and services to citizens, companies and representatives of certain countries. This prohibition also applies to individuals and companies that appear on various restricted party lists. Certain products and services may require a license from the U.S. government before they can be exported. Laws also forbid U.S. companies from cooperating with certain boycotts of other countries and require

U.S. companies to report requests for support of boycotts. We need to know sufficient information about our customers to be certain that we are dealing with reputable entities to whom we can legally sell and export.

It is important that we know our customers when doing business both internationally and domestically. Our customers should provide clear answers about their operations, owners, locations and end use of our products before we engage in the export process. We need to be sure that our customers are not engaged in acts of terrorism, illegal weapons manufacturing or included on banned lists for dangerous and illegal activity. We have to be sure that the products we make do not end up in the wrong hands. We do this by knowing our supply chain and our customers.

Any inquiries relating to international trade should be direct to the Export Compliance Team or the Legal Department. All countries have specific legal requirements governing the movement of goods across their borders. Employees involved in export or import activities must:

- Obtain proper authorization as applicable;
- Establish eligibility of those who will receive products being exported by the Company;
- Execute and deliver required documentation that is timely, truthful, accurate, and complete; and
- Retain records in accordance with applicable requirements.

### **Money Laundering and Corruption Prevention**

We are committed to complying with anti-money laundering laws around the world. Stopping money laundering is a key step in combating serious criminal activities. It is essential to take reasonable steps to detect and avoid potential customer relationships that place us at risk for money laundering. We will do business only with customers that are engaged in legitimate business activities and that use funds obtained through legitimate sources.

Before engaging any representative, distributor, third party agent or other business partner that may represent Unico Technologies Group in any way, we must perform appropriate due diligence. The following are NOT allowed or, at least require extra scrutiny and the approval of the Legal Department:

- Attempts or requests by a customer or potential customer to pay in cash, money orders or travelers checks;
- Attempts or requests by a customer or potential customer to pay through a third party;
- Requests by a supplier for the Company to make a payment to a third party;
- Orders or purchases by a customer that are unrelated to its normal business;
- Transactions involving locations commonly associated with terrorism, narcotics trafficking or money laundering;
- Attempts to structure business to evade recordkeeping and reporting requirements, such as multiple cash transactions below the amounts requiring reporting to authorities or two sets of books where information is omitted from one intentionally;
- Unreasonably complicated transactions;
- Customer or customer representative providing false information or is reluctant to provide complete customer identifying information; and
- Commissions, bonuses, success fees and other payment arrangements that are above the usual rate.

## **Do the Right Thing**

Several key questions can help identify situations that may be unethical, inappropriate or illegal. Ask yourself:

- Does what I am doing comply with the Unico Technologies Group guiding principles, Code of Conduct and Company policies?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Would I feel comfortable describing my decision at a staff meeting?
- How would it look if it made the headlines?
- Am I being loyal to my family, my Company and myself?
- What would I tell my child to do?
- Is this the right thing to do?

## **Accountability**

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about Company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact the HR department or the Legal Department.

Unico Technologies Group takes seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.

## Information and Resources

### President & CEO

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### Vice President of Human Resources

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### General Counsel

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Phone: 1-262-504-7221

### Ethics Hotline

Web: [unicotg.ethicspoint.com](http://unicotg.ethicspoint.com)

Phone:

United States	1-844-628-9773
Australia	1-800-339276
Canada (English)	1-844-628-9773
Canada (Français)	1-855-350-9393
Colombia	01800-9-155860
Germany	0800-1016582
Japan	Use United States number—phone charges may apply
Mexico	001-800-840-7907 or 001866-737-6850
Ukraine	Use United States number—phone charges may apply
United Kingdom	0800-032-8483