

# **CODE OF BUSINESS ETHICS AND CONDUCT JOHNSON FOOD SERVICE, LLC**

## **I. Company Ethical Standards**

This Code of Business Ethics and Conduct sets out some basic rules and policies about how the Company expects its employees to conduct themselves. These can be summed up in the requirement that Johnson Food Service, LLC wants all employees to act honestly, responsibly, with integrity, and consistently with the Company's policies and interests.

This Code covers a wide range of ethical requirements and business policies. However, it does not attempt to address every issue that may arise or problem that could be encountered. Generally, employees should be guided by the following principles:

- Always try to act honestly, openly, and fairly - - not necessarily because of a law or written rule - - but because it's the right thing to do.
- If you are thinking about doing anything that you would have trouble explaining to your supervisor, spouse, or best friend or would be embarrassed if it was made public, then you should not do it.
- Whenever in doubt about whether some action is improper, ask your supervisor or notify the Company's Ethics Compliance Official before taking the action.
- Act in ways that you are proud to acknowledge and that bring credit to the Company.

If you comply with these common sense rules, it is almost certain that you will satisfy technical ones.

If any part of this Code is unclear or if you have any questions about how to deal with something not covered by the Code, you should ask your immediate supervisor about what to do. Complying with the principles of this Code is important, not only to the Company but also to every employee. If an employee fails to adhere to the Code, that employee could be subject to disciplinary action, up to and including termination, and employees are subject to individual civil and criminal liability.

## **I. BUSINESS CONDUCT**

### **A. Company Work Rules and Policies**

What follows is a brief summary of certain work rules and policies of Johnson Food Service, LLC. Many of these are discussed in more detail in the Company's separately published policies which are referenced in the following discussion. All employees are required to be familiar with and to adhere to the separate policies, copies of which are separately published and distributed.

#### **1. Equal Opportunity**

Johnson Food Service is committed to equal opportunity and fair treatment of all. Discrimination in all aspects of employment is prohibited, whether on the basis of race, sex, national origin, color, age, disability, religion, veteran status, or any other legally protected status. For more information, consult the Company's Equal Employment Opportunity Policy.

#### **2. Freedom from Harassment**

Johnson Food Service is committed to providing and maintaining a productive and respectful work environment. The Company prohibits harassment and abusive or hostile conduct toward any employee, including that which is based on an individual's race, sex, national origin, color, age, disability, religion, veteran status, or any other legally protected status.

##### **a. Sexual Harassment Prohibited**

One form of prohibited conduct is sexual harassment. Sexual harassment is conduct based upon sex, whether directed toward a person of the same or opposite sex. This includes unwelcome sexual advances, request for sexual favors, and other physical, verbal or visual conduct based upon sex when

- Submission to such conduct is an explicit or implicit term or condition of employment
- Such conduct has the purpose or effect of unreasonably interfering with the individual's work performance or duties by creating a hostile, offensive or intimidating work environment.

## **b. Other Forms of Harassment**

Verbal abuse, insulting comments and gestures and other harassing or intimidating conduct are also prohibited, especially when directed at an individual because of his or her race, national origin, color, age, disability, religion, veteran status, or any other legally protected status. It is the responsibility of each employee to conduct himself or herself in a professional manner at all times and to refrain from such harassment of others.

Every employee has a duty to immediately report harassment to the Company. This includes situations where you feel that you have been harassed and where you have knowledge of another employee being harassed. For more information, please consult the Company's Freedom from Harassment Policy.

## **3. Substance Abuse Policy**

To further Johnson Food Service's goal of providing a safe working environment for its employees, the possession, use or distribution of prohibited substances is not permitted in any office, work location or facility of Johnson Food Service. For more information, please consult the Company's Substance Abuse Policy.

## **4. Firearms, Explosives or Weapons**

No firearms, unauthorized explosives or weapons of any kind are allowed on Company or Government premises or jobsites. Entry into Company or Government premises is conditioned on the Company's right to search the person, personal effects and vehicles for the presence of these items.

## **5. Use of Assets and Property**

All employees should endeavor to protect the Company's and Government's assets and ensure their efficient use. Theft, misuse, abuse, carelessness, and waste have a direct negative impact on the Company. All Company and Government assets and property should be used carefully, efficiently, in the manner intended, and only for legitimate business purposes. They may not be used for personal purposes and may not be used, sold, loaned, given away or disposed of without proper authorization. Any suspected incident of fraud or theft should be immediately reported for investigation. Company charge accounts, credit cards, bank accounts and other resources are strictly limited to Company use; personal charges on Company accounts are prohibited. For more guidance, please consult the Company's policies for the control, transfer, and handling of Government property.

## **6. Protection of Confidential Information**

Employees of Johnson Food Service are not to disclose or use any confidential information of the Company, either during or after employment, except when disclosure is authorized by a manager or required by laws or regulations. Confidential information includes non-public information that might be of use to competitors or which might be harmful to the Company if disclosed, including trade secrets, business, marketing and service plans, contract terms, operations information, records, personnel information and financial data and reports. It includes information that the Government, suppliers and customers have entrusted to us or that the Company has obligated itself to maintain in confidence. No one is permitted to remove or make copies of any Johnson Food Service's records, reports or documents without prior written approval from the Company's Ethics Compliance Official. Unauthorized use or disclosure of confidential information not only violates Company policy, but it can also be illegal and result in civil and/or criminal liability.

## **7. Improper Communications**

All electronic communications systems provided by the Company and or used by employees in their employment are to be used solely for job-related purposes. This includes computers, networks, Internet, email, telephones, cell phones, voicemail, and fax machines ("Electronic Communications Systems"). Use of Electronic Communications Systems is an extension of the workplace and must be used in a manner which complies with this Code and other Company policies. Any abusive, harassing, defamatory, or otherwise prohibited or inappropriate use of the Electronic Communications Systems will result in disciplinary action, up to and including discharge. Email may not be used to solicit others for commercial ventures, religious or political causes, outside organizations or other non-business matters.

Employees are advised against having any expectation of privacy in their use of the Electronic Communications Systems. The Company retains the right to monitor all of its Electronic Communication Systems at its discretion without notice to the employee, including listening to, reading, retrieval, and printing all voice mail and email or electronic messages generated by or stored in these systems, to include computer files and tracing internet activity.

## **8. Environmental, Health and Safety Laws and Regulations**

All employees are required to comply with applicable environmental, health and safety laws and regulations governing the Company's business. Sanctions for violating these laws can be severe.

The safety and care of its employees is a key concern of the Company. It is the Company's policy to provide a healthy and safe working environment for all employees and to abide by all laws and regulations as they pertain to our industry. Employees of Johnson Food Service may not engage in conduct which endangers the safety, health, and welfare of others. Violent, threatening, or unsafe behavior will not be tolerated. For more information, please consult the Company's Workplace Violence policy.

## **9. Conflicts of Interest**

Employees have an obligation to avoid actual or potential conflicts of interest in conducting the Company's business.

An actual or potential conflict of interest occurs when an employee is in a position to influence a decision that may result in a personal gain for that employee or for an employee's relative as a result of JFS's business dealings. For the purposes of this policy, a relative is any person who is related by blood or marriage or whose relationship with the employee is similar to that of persons who are related by blood or marriage. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest. It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier of the Company. The best policy is to avoid any direct or indirect business connection with the Company's customers, suppliers, or competitors, except on the Company's behalf.

## **10. Gifts and Entertainment**

All employees should respect the rights of and deal fairly with the Company's customers, subcontractors, suppliers, vendors and business partners in compliance with all laws, rules and regulations. Employees should not authorize, offer, promise, give, solicit or accept, money, gifts, entertainment, privileges, gratuities, benefits or other items of value intended to improperly influence, directly or indirectly, any business decision or that otherwise violates any law or creates the appearance of impropriety. For more information, please consult Johnson Food Service's separate Vendor Gratuity Policy.

## **11. Accurate Records**

All employees must record and report all transactions, data and information promptly, accurately and honestly. All of the Company's books, records, accounts, operational reports and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's internal policies. This obligation is covered in more detail in the Company's policies concerning proper timekeeping, paying for meals,

headcount procedures and data reporting, and standard operating procedures for automated headcount/cashier.

## **12. “At Will” Employment Status**

Except as provided for by applicable Collective Bargaining Agreements all employment with Johnson Food Service is “at will”. This means that either the employees or the Company may terminate the employment relationship at any time for any reason or no reason. This “at-will” employment relationship can only be modified or altered by a written contract signed by the employee and the Company’s President. Neither this Code of Business Ethics and Conduct nor any other Company document should be considered an employment contract or a guarantee of employment for any specified period of time.

## **13. Anti-Fraternization**

The Company’s close interaction with military personnel makes it especially important that all employees act in a professional and business-like manner. Personal relationships or fraternization with military personnel, especially soldiers in training, are strictly prohibited.

### **B. Compliance with Laws, Rules and Regulations**

Johnson Food Service requires all employees to comply with all applicable laws, rules and regulations. The following is a brief description of some of the laws applicable to federal contractors. The list is not exclusive but representative of some of the more prevalent laws. Each individual has the responsibility to seek additional information from that person’s immediate supervisor on the laws, rules and regulations specific to his/her responsibilities.

#### **1. Adherence to Contract Terms**

Compliance with contract terms and conditions is particularly important when dealing with the U.S. Government or state and local governments. The knowing nondisclosure or a material deviation from the requirements of a Government contract, including product substitutions, is prohibited.

#### **2. Gifts and Entertainment Involving Government Officials**

##### **a. Bribery**

Clearly, paying a Government official either to take action favorable to the Company or to refrain from taking adverse action is prohibited. This is the felony of bribery. 18 U.S.C. §201.

### **b. Gratuities**

In addition, there are rules which restrict “gratuities”, meaning the giving of “anything of value” to a Government employee even though the gift may not be a bribe in the sense of a direct exchange for a benefit, sometimes referred to as a “quid pro quo” (i.e. this for that). The reason is that offering gifts or entertaining Government officials certainly creates an impression or leads to the suspicion that the contractor is doing so to repay favorable treatment in the past or to secure favorable treatment in the future.

Federal criminal laws prohibit the offer, promise or gift of anything of value to an employee, agent or official of the Federal Government with intent to influence such individual in the performance of an official act, for an official act performed or to be performed by the public official. A number of state and governmental bodies as well as foreign governments have similar statutes or regulations. The Company’s policy is that nothing should be done that may give even an *appearance* of improperly influencing a Government official.

Company employees should be aware that the Federal Acquisition Regulation warns Government employees against soliciting or accepting, directly or indirectly, any gratuity, gift, favor, entertainment, loan, or anything of monetary value from anyone who (a) has or is seeking to obtain Government business with the employee’s agency, (b) conducts activities regulated by the employee’s agency, or (c) has interests substantially affected by performance or nonperformance of the employee’s official duties. (FAR 3.101-2).

There are certain limited exceptions to these basic prohibitions which may be authorized by regulations of the Government agency and which could vary between different agencies. As a general rule, the only exception to the prohibition against providing gifts or entertainment to Government officials are modest refreshments (such as coffee, soft drinks, donuts, etc.) or an advertising or promotional item with a market value of \$20 or less provided that the Company does not furnish the recipient with gifts in the aggregate that exceed \$50 in value per year. Working meals are allowed only if the Government official pays for his or her fair share of the meal.

Any proposed deviation from this policy requires the advance approval of the Company’s Ethics Compliance Official.

### **3. Anti-Kickback Act of 1986**

The Anti-Kickback Act of 1986 was passed to deter vendors and subcontractors from making payments and contractors from accepting payments for purposes of improperly obtaining and rewarding favorable treatment in connection with a Government prime contract or a subcontract relating to a prime contract. The term “kickback” includes money, fees, commissions, credit, gifts, gratuities, things of value or compensation of any kind. The Act prohibits any person from: (i) providing, attempting to provide or offering to provide any kickback; (ii) soliciting, accepting or attempting to accept any kickback; or (iii) including, directly or indirectly, the amount of any kickback in the contract price charged by a subcontractor to a prime contractor or higher tier subcontractor or in the contract price charged by a prime contractor to the U.S. Government. Employees of Johnson Food Service must conduct Company business with its vendors and third parties fairly and impartially and must avoid offering or accepting “anything of value” from them.

#### **4. False Statements Act**

The False Statement Act is a criminal statute. 18 U.S.C. §1001. Under this law, it is a felony to make a false statement to a Government official or agency or in connection with a Government contract or a contract funded in whole or in part by the Government. Conviction can result in imprisonment of the individual and in substantial fines both for the individual and for the Company. The penalty for conviction is up to five years in prison and \$5,000 in fines for each false statement.

The False Statements Act prohibits any individual or company from “knowingly and willfully” (i) falsifying, concealing or covering up a material fact; (ii) making a materially false, fictitious or fraudulent statement or representation; or (iii) using any false writing or document containing any materially false, fictitious or fraudulent statement or entry in any matter within the jurisdiction of the executive, legislative or judicial branch of the U.S. Government. The test for “materiality” is whether the false statement is calculated to induce action or reliance by any agency of the U.S. Government. However, it does not matter that the Government has actual knowledge that the statement is false or never relies on the false statement. Violation occurs if the individual intended Government action or should have known that Government action could result from the false statement.

#### **5. False Claims Act**

The False Claims Act is both a criminal and a civil statute. 18 U.S.C. §287 and 31 U.S.C. §3729. As with the False Statements Act, violation of the Criminal False Claims Act is a felony and conviction can result in imprisonment as well as substantial fines.

The Federal False Claims Act prohibits the “knowingly submission” of a false or fraudulent claim to the U.S. Government. The term “knowingly” includes actual



knowledge that a claim or statement is false, deliberate ignorance of the truth or falsity of the claim or statement, or reckless disregard for the truth or falsity of a claim or statement. It does not include honest mistakes or errors but may include failure to implement adequate safeguards to ensure the truthfulness or accuracy of claims or statements or failure to take prompt remedial action once aware of false statements or claims. A “claim” is broadly defined and includes, but is not limited to, any request, demand or submission for money or property which is made to a contractor, grantee or other recipient where the U.S. Government provides or reimburses any portion of the money or property requested. A “claim” also includes any request, demand or submission that has the effect of decreasing an obligation of the company to the U.S. Government. For example, such a “reverse false claim” may include false submissions to the Government to reduce liquidated damages or prevent deductions for improper performance.

This law strictly prohibits:

- Submitting or causing the submission of false claims.
- Using or causing the use of false statements to cause payment to be made.
- Making or delivering a false receipt for U.S. Government property.
- Knowingly buying property from an officer of the Government who is not authorized to sell such property.

### **Conspiracy Statute**

It is unlawful for two or more persons to conspire either to commit an offense against the United States or to defraud the United States. Defrauding the United States usually means cheating the Government out of property or money, but also includes impairing, interfering with, obstructing, or defeating lawful Government functions by dishonest means, even if the Government does not actually suffer a pecuniary or property loss. This prohibition extends not only to overt violations but also to evading the law or fraudulently seeking the benefit of laws.

## **6. Procurement Integrity Act**

### **a) Source Selection and Proprietary Information**

The Procurement Integrity Act prohibits the release of source selection and contractor bid or proposal information. Therefore, employees of Johnson Food Service must neither solicit procurement sensitive information from the Government including the identity of source selection officials, ratings or evaluations of proposals, bid or proposal information of competitors, and other private, confidential, and restricted information about a procurement that has not been distributed to all competitors or otherwise made public. Employees are strictly prohibited from obtaining or accepting

from Government sources confidential or competitive sensitive information regarding offers made by or otherwise pertaining to the Company's competitors.

### **Hiring Government Employees**

A number of laws, rules and regulations govern the hiring of former U.S. Government employees. For example, "procurement officials" are prohibited from discussing employment with a contract awardee or offeror while the matter is under his or her official duties unless the Government employee obtains advance agency approval. In addition, no U.S. Government officer or employee may participate in a Government matter involving any firm with whom the officer or employee is negotiating or has an arrangement concerning future employment. A former Government official is prohibited from accepting compensation from a contractor as an employee, officer, director or consultant of the contractor within one year after the former Government official served as a procuring contracting officer, the source selection authority, a member of a source selection evaluation board or the chief of a financial or technical evaluation team in a procurement in which that contractor was selected for award of a contract in excess of \$10 million.

Due to the complexity of the laws, rules and regulations governing hiring of former Government employees, Company policy requires consultation with the Company's Ethics Compliance Official before engaging in any recruiting, hiring discussions with, or offering employment to a current or former Government employee.

### **7. Truth in Negotiations Act**

The Truth in Negotiations Act ("TINA") requires that Government contractors submit current, accurate, complete cost or pricing data in contract negotiations with the U.S. Government and certify that such data is current, accurate and complete on the date of the final agreement on price. Noncompliance may be termed "defective pricing" and carry substantial penalties including contract price reductions, payment of penalties and interest, charges of criminal fraud, fines, imprisonment or debarment.

TINA requires a Certificate of Cost or Pricing Data for all negotiations of cost reimbursable contracts and of change orders to fixed price contracts above a threshold amount. The current threshold is \$650,000. This amount applies to both additive and deductive changes and to the combined effect of both adds and deducts in a single change. For example, if a single change order has \$375,000 in additions and \$350,000 in deductions, such that the net amount of the change order is only \$25,000, then a Certificate of Cost or Pricing Data is still required because the adds and deducts together exceed the \$650,000 threshold.

Special rules govern the Certificate of Cost or Pricing Data, and an incorrect certificate can lead to a finding of defective cost data with financial penalties. The Company's Ethics Compliance Official should be consulted and must approve any Certificate of Cost or Pricing Data before it is submitted.

## **8. Whistleblower Protection**

FAR Subpart 3.9 – Whistleblower Protections for Contractor Employees – applies to all Government contracts and expressly prohibits Government contractors from discharging, demoting or otherwise discriminating against an employee in retaliation or reprisal for disclosing information to a Member of Congress or an authorized officer of a contracting agency or of the Department of Justice, relating to a substantial violation of law related to a contract, including the competition for and negotiation of a contract. Johnson Food Service adopts and strongly supports the prohibitions contained in this regulation and as evidenced by the section of this Code dealing with “Obligation to Report Violations” the Company expressly prohibits retaliation or reprisal for reporting violations.

## **III. Duties of All Employees**

This Code of Business Ethics and Conduct outlines some important values and policies of Johnson Food Service. It is important for all employees to understand and adhere to these values and policies. Equally important is that every employee understands the duty to raise any question or concern about possibly unethical or illegal conduct, regardless of whether the problem is written down in this Code. Such reports can be made in complete confidence and even anonymously, without any fear of reprimand or reprisal.

Johnson Food Service encourages all employees to raise such concerns to their immediate supervisor or to an onsite senior Company official whom the employee trusts. To provide even greater privacy for reporting such matters, the Company has designated Jim Ed Rice as the Company's offsite Ethics Compliance Official. Mr. Rice may be contacted by regular mail or by telephone as follows:

Mr. Jim Ed Rice  
Ethics Compliance Official  
Post Office Box 207  
Smithville, TN 37166-0207  
Telephone: 615/597-6278

To ensure even greater privacy and to allow for complete anonymity for an employee who wishes to report a concern about conduct which is potentially unethical, illegal, or contrary to company policy, the Company has established a Confidential

Hotline at (877) 271-0958 where information may be given by an employee without requirement for identification. Complaints about suspected unethical, improper, or illegal actions or behavior may be made online at [www.ascfoodservice.com](http://www.ascfoodservice.com) by clicking on the “Code of Ethics” link. There you will find a link to a form entitled “FRAUD, WASTE, AND ABUSE REPORT” on which you can describe the problem you want to report. As stated on the Form, you do not have to give your name and contact information, but this would be helpful for us to follow-up for clarification or more detail.

In summary, there are four basic ways for any employee to report a concern about possibly unethical, illegal, or problem behavior:

- (a) Immediate supervisor or onsite Senior Company official;
- (b) Mr. Rice, offsite Ethics Compliance Official;
- (c) Confidential Hot Line, (877) 271-0958;
- (d) Access website at [www.ascfoodservice.com](http://www.ascfoodservice.com) and clicking on the “Code Ethics” link and going to the form for Fraud, Waste, and Abuse Report.

No matter which reporting method is used:

- Employees need not identify themselves.
- Employees’ communication will be kept confidential to the fullest extent possible.
- Employees need not fear retaliation or reprisal for reports made in good faith.
- Employees’ concerns will be addressed and employees (who have identified themselves) will be informed of the outcome, to the extent possible, within the confines of privacy constraints.

Nobody likes to report on a co-worker. However, the Company can be subjected to severe penalties for an employee’s unethical conduct or violation of various laws, including suspension or debarment of the Company from Government contracting for several years, even though the Company knew nothing about the employee’s improper conduct, the employee’s action was expressly forbidden by written Company policy, the employee acted for his own benefit, the Company gained nothing from what the employee said or did and, in fact, the employee’s conduct was contrary to the Company’s interests.

Federal regulations specifically require that if a contractor becomes aware that the Government may have made an overpayment, the contractor must timely disclose credible evidence of the overpayment and, if the overpayment is confirmed, the contractor shall remit the amount of the overpayment back to the Government. Additionally, a contractor must timely disclose to the Government, in connection with the award, performance, or closeout of a Government contract, credible evidence of a violation of Federal law involving fraud, conflict of interest, bribery, or gratuity violations found in federal criminal statutes or violation of the civil False Claims Act.

In order to comply with these requirements, the Company must be informed of suspected violations, either self-reported by employees of their own conduct or through notification by employees of the conduct of others, so the Company can investigate and take appropriate action in a timely and effective manner and thereby mitigate potential adverse consequences to the Company's ability to stay in business. Everyone's job depends on this.

#### **IV. Disciplinary Action**

Company employees should keep in mind that aside from termination of employment or other disciplinary action taken by the Company, penalties for violation of the laws and regulations can be severe and include any one or all of the following:

- monetary damages suffered by Government
- criminal fines
- personal debarment from Government contracts
- imprisonment

Additionally, the Company will take appropriate action against any officer, director, employee, agent, contractor, subcontractor or vendor whose actions are found to violate this Code of Business Ethics and Conduct. Disciplinary actions may include, at the Company's sole discretion, oral or written reprimand, suspension or immediate termination of employment or business relationship, or any other disciplinary action or combination of disciplinary action as deemed appropriate to the circumstances. A record of the disciplinary action will be retained in the employee's personnel file.

In determining what disciplinary action is appropriate in a particular case, the Company will take into account all relevant information including the nature and severity of the violation, any history of warnings and violations, whether the violation appears to have been intentional or inadvertent and whether the violator reported his/her own misconduct. The Company will enforce this Code in a uniform and consistent manner.

Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Certain violations of this Code may also subject the

violation to civil or criminal prosecution by governmental authorities and others. Where laws have been violated, the Company will report violators to the appropriate authorities.

**ACKNOWLEDGEMENT OF RECEIPT OF  
CODE OF BUSINESS ETHICS AND CONDUCT**

I hereby acknowledge that I have received and read a copy of the Company's Code of Business Ethics and Conduct. I understand the content of this document and acknowledge that it sets forth the ethical guidelines the Company requires me to follow in conducting business. I will uphold, follow and apply this Code in all respects. If I ever am in doubt regarding the obligations placed on me by the Code, I will seek advice and guidance before proceeding to act.

I understand that failure to comply with the Code will subject me to disciplinary action up to and including possible termination. I understand that every Company officer, director, employee, agent or representative is responsible for knowing and strictly adhering to this Code of Business Ethics and Conduct.

\_\_\_\_\_  
EMPLOYEE ACKNOWLEDGMENT SIGNATURE

\_\_\_\_\_  
EMPLOYEE PRINTED NAME

\_\_\_\_\_  
DATE SIGNED

**PERSONNEL FILE COPY**

**ACKNOWLEDGEMENT OF RECEIPT OF  
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EMPLOYEE ACKNOWLEDGMENT SIGNATURE

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EMPLOYEE PRINTED NAME

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DATE SIGNED

**EMPLOYEE COPY**



**CODE OF BUSINESS ETHICS AND CONDUCT  
ANNUAL COMPLIANCE CERTIFICATION**

I hereby certify that I am in full compliance with the Company's Code of Business Ethics and Conduct including the duty to report any suspected violations since my date of hire, through and including the date set forth below.

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EMPLOYEE CERTIFICATION SIGNATURE

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EMPLOYEE PRINTED NAME

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DATE SIGNED

**TO BE COMPLETED ANNUALLY BY EMPLOYEE**

**PERSONNEL FILE COPY**

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