

# **CORPORATE CODE OF CONDUCT**

## **1. General Policy**

It is the policy of this Company to conduct business in compliance with all federal and state laws governing its operations, and consistent with the highest standards of business and professional ethics. This policy is a commitment to the consumers who purchase our products, to our customers, to our shareholders, to our community, to those government agencies that regulate Tyden Group, Inc. and its subsidiaries (hereafter called "TYDEN"), and to ourselves. In order to ensure that TYDEN's compliance policies are consistently applied, TYDEN has established a legal and regulatory Compliance Program. The program is directed by a Compliance Committee (the "Committee") and a Compliance Officer, who is the Chair of the Committee. These individuals are charged with reviewing the Company's compliance policies and specific compliance situations that may arise.

All TYDEN employees, as well as agents and contractors working on behalf of the Company, must carry out their duties for TYDEN in accordance with the policies set forth in this Code of Conduct and with applicable laws and regulations. Any violation of applicable law, or deviation from appropriate ethical standards embodied in this Code of Conduct, will result in disciplinary action, that may include oral or written warning, disciplinary probation, suspension, reduction in salary, demotion, or dismissal from employment. These disciplinary actions also may apply to an employee's supervisor who directs or approves the employee's improper actions; or is aware of those actions but does not act appropriately to correct them; or otherwise fails to exercise appropriate supervision. In addition to imposing its own discipline, TYDEN may also bring violations of law or suspected violations of law to the attention of appropriate law enforcement personnel.

This Code of Conduct includes statements of TYDEN's policy in a number of specific areas. All employees and agents must comply with these policies. Conduct that does not conform to these policies is not authorized by TYDEN, is outside the scope of TYDEN employment, and as stated above, may subject employees to disciplinary action. If a question arises as to whether any action complies with TYDEN policies or applicable law, an employee should present that question to that employee's supervisor or directly to the Company's Compliance Officer. The Compliance Officer may also be contacted confidentially via e-mail.

While an employee should always consult first with his or her supervisor or with the Compliance Officer, he or she may also pose questions to other Committee members who are listed on the attachment to this Code of Conduct.

All employees should review this Code of Conduct and make sure that these policies guide their actions on behalf of TYDEN.<sup>1</sup>

1. It is the policy of TYDEN to comply with all applicable laws of the United States and the countries in which TYDEN conducts business. Because of the complex and changing nature of legal requirements, all employees must be constantly vigilant to insure that their conduct and the conduct of the Company is above reproach. If any employee becomes aware of an issue of legal compliance that is not adequately addressed in this Code of Conduct, the Compliance Officer should be notified.

If, at any time, any employee becomes aware of any violation of TYDEN's policies, he or she must report it to his or her supervisor or to the Compliance Officer. It is not the intent of this Code of Conduct that employees shall be responsible for reporting violations of their fellow employees unless the violation is certain and factual. Rumors and innuendo are not a basis for reporting supposed violations.

All reports to the Compliance Officer will be treated as confidential subject to the conditions set forth in the Compliance Program; such reports will be shared only on a need-to-know basis. As long as a report is made honestly and in good faith, TYDEN will take no adverse action against persons based on their making of such reports. Failure to report known wrongdoing of which an employee has knowledge may, by itself, subject an employee to disciplinary action, up to and including termination of employment. TYDEN demands that its employees and agents comply with the highest standards of business and professional ethics, as well as with all laws applicable to the Company's operations.

The Code of Conduct itself generally highlights some of the more important legal principles with which employees and agents are expected to be familiar. The fact that this Code of Conduct does not specifically reference other applicable laws, professional standards, or ethical principles (some of which may be covered in other TYDEN policies), does not diminish their importance or application. Any employee who is uncertain as to whether a course of action he or she is about to take complies with the Code of Conduct is expected to communicate with his or her supervisor, or with the Compliance Officer, before taking that action.

## **2. Confidential Information**

All TYDEN employees are required to safeguard the Company's confidential business information and use such information only for Company purposes. Examples of confidential business information include the Company's internal and audited financial statements; trade secrets; business trends; detailed sales, cost, and profit figures; new product or marketing plans; research and development ideas or information; manufacturing processes; and information about potential acquisitions, divestitures and investments. Failure to observe this duty of confidentiality may compromise the Company's competitive advantage over competitors and may additionally result in a violation of antitrust or employment laws, not to mention agreements providing for the protection of such confidential information. Employees should not discuss confidential Company information outside the Company. TYDEN employees may also possess sensitive, privileged information about their customers, who properly expect that this information will be kept confidential. TYDEN takes very seriously any violation of a customer's confidentiality and will not tolerate such conduct. Discussing a customer, or providing any information about customers to anyone other than TYDEN personnel who need the information and other authorized persons, could result in disciplinary action against an employee.

## **3. Accuracy of Business Records**

It is TYDEN's policy to record and report its factual information honestly and accurately. Failure to do so is a grave offense and will subject an individual to severe discipline by the Company, not to mention possible criminal and civil penalties. Shareholders count on TYDEN to provide accurate information about its businesses and to make responsible business decisions based on reliable records. Every individual involved in creating, transmitting or entering information into TYDEN's financial and operational records is

responsible for doing so fully, accurately and with appropriate supporting documentation. No officer, employee, or agent may make any entry that intentionally hides or disguises the true nature of any transaction.

Compliance with established accounting procedures, TYDEN's system of internal controls, and generally accepted accounting principles are necessary at all times. In order to achieve such compliance, the Company's records, books and documents must accurately reflect the transactions and provide a full account of TYDEN's assets, liabilities, revenues and expenses.

Knowingly entering inaccurate or fraudulent information into TYDEN's accounting system is unacceptable and may be illegal. Employees that have knowledge that an entry or process is false and material are expected to consult their supervisor or Compliance Coordinator or, if necessary, the Controller or Compliance Officer. In addition, it is the responsibility of employees to give their cooperation to the Company's authorized internal and external auditors.

When billing others for the Company's goods or services, TYDEN has an obligation to exercise diligence, care, and integrity. TYDEN is committed to maintaining the accuracy of every invoice it processes and submits. Each employee who is involved in submitting charges, preparing claims, billing, and documenting services is expected to monitor compliance with applicable rules and maintain the highest standards of personal, professional, and institutional responsibility. By the same token, each employee who is involved with processing and documenting claims for payment made to TYDEN by outside vendors or contractors is similarly expected to maintain the highest standards of professionalism and ethics. Any false, inaccurate, or questionable practices relating to billing others or to processing claims made by others for payment should be reported immediately to a supervisor or Compliance Coordinator or, if necessary, to the Controller, or Compliance Officer. Employees should also be aware that almost all business records of the Company might become subject to public disclosure in the course of litigation or governmental investigation.

#### **4. Gifts, Meals and Entertainment**

Reimbursement questions regarding gifts, meals and entertainment are governed by TYDEN's Travel & Entertainment Policy. In the event policies in effect at a Tyden Group-owned subsidiary are more stringent than those contained in this Code of Conduct, the individual company's policy shall apply.

##### **A. Entertainment and Gifts**

TYDEN recognizes that in a variety of contexts, gifts and entertainment can provide an entirely appropriate means of furthering a business relationship; however, we feel that it sends the wrong message to suppliers and vendors. All business decisions must be made on sound business practices and we must not give the appearance otherwise. Therefore, we have a 'No Gift Policy'. If this creates a business hardship for you; please see one of our Ethics Officers; as in some countries this would offend.

## **B. Relationships with Government Personnel**

Separate and more stringent gift, meals, and entertainment rules apply to dealings with government officials. Federal and state anti-kickback laws prohibit TYDEN and its representatives from knowingly and willfully offering, paying, requesting, or receiving *any* money or other benefit, directly or indirectly, in return for obtaining or rewarding favorable treatment in connection with the award of a government contract. Any employee who becomes aware of any such conduct should immediately report it to the Compliance Officer.

The anti-kickback laws must be considered whenever something of value is given or received by TYDEN or its representatives or affiliates that is in any way connected to work performed for the government. There are many transactions that may violate the anti-kickback rules. As a result, no one acting on behalf of TYDEN may offer or accept gifts, loans, rebates, services, or payment of any kind to or from government suppliers and vendors without first consulting the Compliance Officer.

## **C. Business Dealings in Foreign Countries**

Federal law prohibits U.S. companies, and those acting on their behalf, from bribing foreign officials to obtain or retain business. Foreign officials include officers and employees of a foreign government or of a foreign government department or agency. The statute also prohibits indirect payments that include payments to agents or third parties with the knowledge that at least a portion of the payment will be given to a foreign official for an illegal purpose. TYDEN will not tolerate any conduct that violates this law. For more specific information in this area, refer to company's policy on export controls.

## **5. Regulation**

TYDEN seeks to comply with all government regulations. TYDEN needs the cooperation of employees to do so and to bring lapses or violations to light. While some regulatory schemes may not carry criminal penalties, they control the licenses and certifications that allow TYDEN to conduct its business. TYDEN's continued ability to operate depends upon each employee's help in regulatory compliance.

Some of the regulatory programs that employees may deal with in the course of their duties include the following:

- Labor laws.
- Occupational Safety and Health regulation.
- Building, safety, food service and fire codes.
- Wage and Hour Laws.
- Import/Export Control System (see Section 11).

The Compliance Officer can provide employees with information on these rules, and can direct questions or concerns to the proper person.

## **6. Conflicts of Interest**

TYDEN employees should avoid all potential conflicts of interest. Adherence to this policy ensures that TYDEN's employees are objective and loyal in carrying out their duties. To this end, TYDEN employees may not be employed by, act as a consultant to, or have an independent business relationship with any of TYDEN's customers, competitors or suppliers.

Employees should not have other outside employment or business interests that place them in the position of (i) appearing to represent TYDEN, (ii) providing goods or services substantially similar to those TYDEN provides or is considering making available, or (iii) lessening their efficiency, productivity, or dedication to TYDEN in performing their everyday duties.

Employees may not have an interest in or speculate in anything of value that may be affected by TYDEN's business. Employees may not divulge or use TYDEN's confidential information - - such as financial data, customer information, Research and Development initiatives, and computer programs -- for their own personal or business purposes.

Any personal or business activities by an employee that may raise concerns along these lines must be disclosed to the employee's immediate supervisor, and approved in advance by the Compliance Officer.

## **7. Purchasing**

Purchasing decisions must be made in accordance with applicable TYDEN policy. In addition, the prohibitions discussed in Section 4 of this Code of Conduct entitled "Gifts, Meals and Entertainment" apply to purchasing decisions made on behalf of TYDEN. Purchasing decisions must in all instances be made free from any conflicts of interest that could affect the outcome. TYDEN is committed to a fair and objective procurement system that results in the acquisition of quality goods and services for TYDEN at a fair price.

## **8. Market Competition**

TYDEN is committed to complying with all state and federal antitrust laws. The purpose of the antitrust laws is to preserve the competitive free enterprise system. The antitrust laws in the United States are founded on the belief that the public interest is best served by vigorous competition, free from collusive agreements among competitors on price or service terms. The antitrust laws help preserve the country's economic, political, and social institutions; TYDEN is firmly committed to the philosophy underlying those laws. While the antitrust laws clearly prohibit most agreements to fix prices, divide markets, and boycott -- which are addressed below -- they also proscribe conduct that is found to restrain competition unreasonably. This can include, depending on the facts and circumstances involved, certain attempts to tie or bundle services together, certain exclusionary activities, and certain agreements that have the effect of harming a competitor or unlawfully raising prices. Any questions that arise in this area should be addressed to the Compliance Officer.

### **A. Discussions With Competitors**

TYDEN policy requires that the rates it charges for goods and services must be determined solely by TYDEN. In independently determining prices and terms, TYDEN may take into account all relevant factors, including costs, market conditions,

Research and Development initiatives, widely used reimbursement schedules, and prevailing competitive prices, to the extent these can be determined in the marketplace. There can be no oral or written understanding with any competitor concerning prices, pricing policies, pricing formulas, bids, or bid formulas, or concerning discounts, credit arrangements, or related terms of sale or service. To avoid the possibility of misunderstanding or misinterpretation, TYDEN policy prohibits any consultation or discussion with competitors relating to prices or terms that TYDEN or any competitor charges or intends to charge. Joint ventures and affiliations that may require pricing discussions must be individually reviewed for antitrust compliance. Discussions with competitors concerning rationalization of markets, downsizing, or elimination of duplication ordinarily imply market division and must be avoided.

TYDEN policy prohibits consultation or discussion with competitors with respect to its services, selection of markets, territories, bids, or customers. Any agreement or understanding with a competitor to divide markets is prohibited. This includes an agreement allocating shares of a market among competitors, dividing territories, or dividing product lines or customers.

## **B. Trade Associations**

TYDEN is involved in a number of trade and professional associations. These organizations promote quality by allowing TYDEN to learn new ideas, develop policies and, where appropriate, speak on public issues. It is not always appropriate, however, to share business information with trade associations and their members. Sharing information is appropriate if it is used to better inform consumers or to promote efficiency and competition.

TYDEN may participate in surveys of price, cost, and wage information if the survey is conducted by a third party and involves an appropriate number of comparably sized companies.

If an employee is asked to provide a trade association with information about TYDEN's charges, costs, salaries, or other business matters, he or she may not do so without first obtaining approval of the Compliance Officer. If an employee has any question or concern about an activity of a trade association, he or she may ask the Compliance Officer to seek guidance from counsel.

## **C. Boycotts**

Company policy prohibits any agreement with competitors to boycott or refuse to deal with a particular person or persons, such as a vendor, customer, or other company. These agreements need not be written to be illegal; any understanding reached with a competitor (directly or indirectly) on such matters is prohibited. Exclusive arrangements with vendors, customers, and other companies must be approved by an officer of the Company or by the Compliance Officer based on an analysis of the relevant market.

## **9. Employment Practices**

TYDEN is committed to a policy of nondiscrimination and equal opportunity for all qualified applicants and employees, without regard to race, color, sex, religion, age, national origin, ancestry, disability, or sexual orientation. The policy of non-discrimination extends to customers. Discrimination may also violate state and/or federal anti-discrimination laws and trigger substantial civil penalties.

If an employee feels he or she or any customer or vendor has been discriminated against or harassed on the basis of his or her race, color, sex, or other protected category, he or she should/contact his or her supervisor, a Human Resources representative, or the Compliance Officer so that an investigation may be initiated in accordance with TYDEN policies and procedures.

We do not accept child labor or any practice that inhibits the development of children. We believe that all employment should be freely chosen and forbid any TYDEN associate from contracting with or otherwise engaging the services of any firm that uses child or forced labor.

TYDEN is also strongly committed to complying with other federal and state laws governing employment.

## **10. Political Contributions**

TYDEN believes that our democratic form of government benefits from citizens who are politically active. For this reason, TYDEN supports each of its employees to participate in civic and political activities in his or her own way. TYDEN's direct political activities are, however, limited by law. Corporations may not make any contributions -- whether direct or indirect -- to candidates for federal office. Thus, TYDEN may not contribute any money or products, or lend the use of vehicles, equipment, or facilities, to candidates for federal office. Nor may TYDEN make contributions to political action committees that make contributions to candidates for federal office. Neither TYDEN, nor supervisory personnel within TYDEN, may require any employees to make any such contribution.

Finally, TYDEN cannot reimburse its employees for any money they contribute to political candidates or campaigns.

Many state laws also limit the extent to which corporations and individuals may contribute to political candidates. Any question about the propriety of political activity or contribution should be directed to the Compliance Officer.

## **11. Exports and Imports**

There are many U.S. laws governing international trade and commerce that serve to limit the export of certain products to certain countries. TYDEN is committed to complying with those laws. Under no circumstances will TYDEN make sales contrary to U.S. export laws.

Because these regulations are complicated and change periodically, employees and agents seeking to make a sale to a customer in a foreign country must first confirm the legal trade status of that country. If an employee or agent is uncertain about whether a foreign sale complies with U.S. export laws, he or she must contact the Compliance Officer for guidance.

TYDEN employees and agents should be aware that there are also many U.S. laws that govern the import of items into the United States. Among other things, these laws control what can be imported into the United States, how the articles should be marked, and the amount of duty to be paid.

TYDEN complies with all U.S. import laws. If an employee or agent is uncertain about whether a transaction involving the importation of items into the United States complies with these laws, he or she must contact the Compliance Officer for guidance. Reference should also be made to the Company's export controls policies and procedures.

## **12. Advertising, Promotion and Product Safety**

### **A. Advertising and Promotion**

TYDEN is committed to promoting its brands in ways consistent with its excellent reputation. Products will be truthfully and accurately represented. Advertising, packaging, point of purchase displays, or promotions must never misstate facts or be designed to create misleading impressions. Claims that favorably compare TYDEN products with those of competitors shall be truthful.

TYDEN will respect copyright and individual consent rights before use in advertising or promotional materials.

### **B. Product Safety**

Given TYDEN's reputation for quality products, the Company has a major responsibility to ensure that customers can trust the quality and safety of these products. It is the primary responsibility of every employee in every location to make sure the product leaving the factory is safe. If an employee becomes aware of a possible threat to product safety, he or she must immediately report it to his or her supervisor, Quality Control Manager, Plant Manager and if appropriate, to the Compliance Officer.

### **C. Unfair or Deceptive Practices**

In addition to the antitrust laws, TYDEN is committed to complying with other federal and state laws governing market competition. Federal law, particularly the Federal Trade Commission Act, and the laws of most states prohibit the use of "unfair or deceptive acts and practices," including the distribution of labeling, advertising, and marketing materials that are false or misleading. TYDEN employees responsible for preparing and distributing such materials must be familiar with these laws. Concerns that specific materials may not be in compliance with applicable law should be directed to the Compliance Officer before distribution.

## **13. Computers, the Internet and E-Mail**

Everyone who works with the company's computer-based resources is responsible for their appropriate use and protection from theft, damage or loss. **Information created, transmitted or accessed on company networks is company property and the company reserves the right to monitor or restrict access to it.**

Individual supervisors are responsible for ensuring company resources are used productively or to enhance employees' skills and job performance.

Computer software used in connection with TYDEN's business must be properly licensed and used only in accordance with that license. Using unlicensed software could constitute copyright infringement. If an employee has any questions as to whether his or her use of computer software is licensed, he or she should consult with the Company's Management Information Services Group and with his or her Compliance Coordinator or Compliance Officer.

## 14. Workplace Environment

TYDEN is committed to making the work environment safe, secure and healthy for its employees and others. To this end, TYDEN complies with all applicable laws and regulations relating to safety and health in the workplace. TYDEN employees should immediately report dangerous conditions so that workplace accidents are minimized. Employees should also comply with all security policies set by the Company and should immediately report any activity that compromises Company security.

To help ensure a safe, secure, and healthy work environment, TYDEN prohibits some activities. Examples include but are not limited to:

- **Threatening or violent behavior**, or even the suggestion of such behavior, toward others, including co-workers, customers and suppliers;
- **Possession of firearms, explosives, or other weapons** anywhere on Company property or while conducting Company business; and
- Willful destruction of Company property or the property of others.

Employees are expected to consult and comply with all plant and facility rules regarding workplace conduct and safety.

TYDEN is also committed to a **Drug-Free Workplace**. The use of illegal drugs, and the misuse of legal drugs, while on company premises or business which interfere with a safe, healthy and productive environment are prohibited. Specifically, TYDEN prohibits the use, possession, distribution, or sale of illegal drugs on its premises, and in its vehicles, and while conducting TYDEN business. Furthermore, no employee may conduct TYDEN business while under the influence of illegal drugs or alcohol. Any employee who knows of such conduct is to provide the information immediately to his or her supervisor, or the Compliance Officer.

## 15. Environmental Compliance

In conducting its business, TYDEN is committed to compliance with all applicable laws and regulations relating to the protection of the environment, and in particular those governing the incineration, treatment, storage, disposal, and discharge of waste. Failure to comply, even if unintentional, could result in significant penalties for TYDEN. Accordingly, if an employee suspects noncompliance or violation of these laws and regulations, the circumstances should be reported immediately to his or her supervisor, Plant Manager or to the Compliance Officer.

## **16. Response to Investigations or Government Inquiries**

Numerous state and federal agencies have broad legal authority to investigate TYDEN and review its records. TYDEN will comply with subpoenas and respond to governmental investigations as required by law. The Compliance Officer is responsible for coordinating TYDEN's response to investigations and the release of any information.

If an employee or officer receives an investigative demand, subpoena, or search warrant involving TYDEN, it should be brought immediately to the Compliance Officer. No documents should be released or copied without authorization from the Compliance Officer or TYDEN legal counsel. If an investigator, agent, or government auditor comes to one of TYDEN's facilities, contact the Compliance Officer or their designee immediately. Ask the investigator to wait until the contacted individual arrives before reviewing any documents or conducting any interviews. The Compliance Officer, their designee, or TYDEN legal counsel is responsible for assisting with any interviews. If TYDEN employees are approached by government investigators and agents while they are away from TYDEN's premises and asked to discuss Company affairs, the employee has the right to insist on being interviewed during business hours with a supervisor or counsel present. Alternatively, any employee may choose to be interviewed or not to be interviewed at all. The Company recognizes the choice of how to proceed in these circumstances is left entirely to the employees. If an employee chooses to speak with government personnel, it is essential that the employee be truthful. Questions may be directed to the Compliance Officer.

TYDEN employees are not permitted to alter, remove, or destroy documents or records of TYDEN except in accordance with regular document retention and destruction practices.

## **17. Personal Conduct**

Employees must refrain from making legal conclusions or commenting on legal positions taken by the Company or others. They must also avoid exaggeration, colorful language, and derogatory characterizations of people and their motives. The Company will not tolerate any conduct that creates an inaccurate impression of TYDEN's business operations.

## **18. Media Inquiries**

When TYDEN provides information to the news media and others, it has an obligation to do so accurately and completely. In order to ensure that TYDEN complies with its obligations, employees receiving inquiries regarding TYDEN's activities, results, plans or position on public issues should refer the request to the Company's President or the designated corporate spokesperson.

### **Compliance Committee**

Committee Members:

Robert Logemann	Tyden Group, CEO
Steve Keane	Tyden Group, CFO
Tiffany Easterday	Telesis, Human Resources and Benefits Mgr.

## EMPLOYEE CERTIFICATION AND AGREEMENT OF COMPLIANCE

I certify that I have read TYDEN's "Corporate Code of Conduct" and Compliance Program Description and fully understand the obligations set forth in those documents.

The Code of Conduct includes a statement of TYDEN's policies, which are designed to ensure that the Company and its employees conduct TYDEN's business in compliance with all federal and state laws governing its operations, and consistent with the highest standards of business and professional ethics. I understand that the Code of Conduct obligates me to carry out my duties for TYDEN in accordance with these policies and with applicable laws. I further understand that any violation of these policies or applicable laws, or any deviation from appropriate ethical standards, will subject me to disciplinary action. I am also aware that in the event that I have any question about whether an action complies with TYDEN policies or applicable law, I should present that question to my supervisor, or, if appropriate, directly to the Company's Compliance Officer or other members of the Compliance Committee.

With these understandings of my obligations, I agree to act in accordance with the TYDEN policies set forth in the Code of Conduct.

Signed: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_