



PMI Industries, Inc. Customer Code of Conduct

Purpose:

An unwavering commitment to ethical conduct in all business operations is the heart of PMI's culture. PMI is committed to conducting business ethically and with honesty, integrity and in full compliance with all applicable laws and regulations.

Although PMI recognizes the different legal and cultural environments in which its customers operate throughout the world, PMI customers must comply with the fundamental legal and ethical principles described in this Code of Conduct. This

Code of Conduct is applicable to PMI customers, their employees, temporary employees, and independent contractors.

Compliance with Laws:

Domestically, customers are required to comply with PMI's policies and all local, state and national laws, including the Anti-Kickback Act of 1986. The Anti-Kickback Act was passed to deter subcontractors from making payments and contractors from accepting payments for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime contract or a subcontract relating to a prime contract. Accordingly, PMI's customers are prohibited from receiving compensation of any kind from any individual or entity for the purpose of receiving preferential treatment of any kind.

When conducting business internationally, customers must comply with the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act and similar anti-corruption laws. Specifically, the FCPA makes it a civil and criminal offense to directly or indirectly pay, offer, or give "anything of value" to a "foreign official" for the purpose of influencing the decisions of the official. Payments or gifts provided indirectly through third parties (such as agents, representatives, brokers, or consultants) to foreign officials are also prohibited. This is true regardless of the fact that giving things of value may be a widely accepted practice in the country in question.

No customer doing business with PMI will offer or agree to receive any improper payment or anything of value to or from anyone anywhere in the world, or commit an illegal or unethical act, to obtain or retain business or to



secure any improper benefit. PMI will not be involved with business opportunities involving an improper or illegal payment, bribe, gift, rebate, kickback, or similar inducements.

Equally important under anti-corruption laws is the necessity for accurate and complete books and records to be maintained regarding all transactions between PMI and its customers. False and misleading accounting practices, slush funds and similar financial practices are prohibited by PMI and may violate applicable

laws. PMI customers must not engage in any misleading, inaccurate or falsification of any type of transactional documentation relevant to PMI business.

PMI customers must refrain from contracting with any entity or individual in connection with a PMI transaction that engages in, or is suspected of engaging in, bribes, kickbacks, or other similar improper or unlawful payments. A PMI customer may comply with this requirement by adopting third-party due diligence procedures.

PMI customers may not offer facilitation payments for routine government actions in connection with a PMI transaction, even where permitted by the FCPA or local laws.

Audit:

For a reasonable time following a transaction with PMI, a customer shall keep full and accurate books, records, and all documents and other materials in accordance with standard accounting procedures such as Generally Accepted Accounting Principles (GAAP) or International Financial Reporting Standards (IFRS). During that same period, PMI, or its duly authorized agent or representative, shall have the right, upon reasonable notice, to audit and inspect such books, documents, and other material, at a mutually agreeable time and place, and may make copies of such books, documents and other materials in order to verify whether the customer has complied with its obligations under the Contract.

This audit requirement applies only to books, records, documents and other materials specifically related to the customer's business and transactions with PMI.

Reporting Violations:

For anonymous reporting of the Customer's Code of Conduct, you may contact Cheryl R. Doell at 216-881-4914 ext. 37.