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TERRASEIS

HUMAN RESOURCES

CODE OF CONDUCT

2015

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1. GENERAL

The Terraseis Group of Companies¹ (hereinafter “Terraseis”) has adopted written policies and rules of conduct (“Code of Conduct”) to be used in conducting the business of Terraseis. This Code of Conduct identifies issues that might arise and provides responses for addressing these issues. However, beyond identifying and responding to the particular issues included in the Code of Conduct, employees are expected to act in a professional and ethical manner in every aspect of their interactions with customers, contractors, suppliers, fellow employees, the business community, and government authorities.

Each employee is expected to understand the scope of the Code of Conduct and, in particular, the relevant portions that apply to the employee’s job. Each employee should review the Code of Conduct carefully. Any questions should be addressed to the employee’s supervisor, Human Resources’ manager, or Terraseis’ Legal Counsel and any possible violations should be reported in accordance with the Confidential Reporting of Alleged Code Violations, found in the last section of this Code of Conduct.

Any employee who does not comply with this Code of Conduct is acting outside the scope of his or her employment and will be subject to disciplinary action, up to and including termination.

¹Inclusive of the following companies: Toper Services Limited; Terraseis 1040 Limited; TME Services Limited; Mawtini NA Limited; Tadmin Corporation Limited; Tasset Enterprises Limited; and any other affiliate of the Terraseis Group of Companies.

2. ETHICAL BUSINESS PRACTICES

Terraseis requires that its employees observe high standards of business and professional ethics in the performance of their jobs. This requirement involves not only acting in accordance with applicable domestic and foreign laws, but also acting in a moral and honest manner.

Terraseis prohibits commercial bribes, kickbacks, and other similar payoffs and benefits paid to any suppliers or customers. Bribery includes any payment or other gift of significant value to any representative of a supplier, customer, or government official in exchange for a benefit to the employee or Terraseis.

This prohibition does not apply to reasonable expenditures for meals and entertainment of suppliers and customers that are legal and customary in the business. There may be certain circumstances where it is appropriate for Terraseis to expend other sums that benefit representatives of our suppliers or customers, such as financially supporting participation in training schools or conferences where Terraseis has worked jointly with such party. In each such case, the expenditure should be handled openly and consistently with the other party’s approved policies and in a manner appropriate for the occasion. Any such expenditure should be included on expense reports and approved in accordance with Terraseis’ procedures.

Employees and agents are also prohibited from receiving anything of significant value defined as above (other than ordinary compensation from Terraseis) in connection with a transaction entered into by Terraseis.

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It is also Terraseis' policy to select suppliers and contractors based on merit, without favouritism, and whenever practicable, on a competitive basis.

3. CONFLICTS OF INTEREST

Terraseis expects its employees to act in the best interest of Terraseis and to be fully engaged in discharging their job responsibilities. Employees are expected to devote all of their working hours to the performance of their job related duties. Any outside business, activity, or interest that an employee is engaged in during working hours will be considered a conflict of interest and is prohibited. Employees are free to pursue an outside business, activity, or interest when they are not on working hours if these activities do not otherwise create a conflict of interest or contravene any applicable laws.

Employees are prohibited from engaging in any business that is competitive with, or contrary to, any activity or interest of Terraseis. Employees are prohibited from having any position with, or a substantial financial interest in, any other business enterprise that might conflict with the performance of their job related duties with Terraseis or that might influence, or reasonably be thought by others to influence, the employee's judgment or actions in the conduct of Terraseis' business.

A conflict of interest may exist in instances where the actions of an employee involve:

- i. Personal financial benefits resulting from transactions between Terraseis and persons, firms, or business operations associated with the employee.
- ii. Obtaining a personal financial gain or advantage for the employee resulting from non-publicized information relating to Terraseis' business.
- iii. Acceptance of a gratuity that is more than a nominal amount.

When considering the definition of a 'nominal amount' employees should apply one of these standards, namely:

- An employee should not accept a gift or offer of entertainment which he or she cannot return in-kind whilst operating within Terraseis' Code of Conduct;
- As a guideline, gifts, entertainment or similar gestures should not exceed a cash equivalent value of \$150/-.

Generally, however, a conflict of interest arises whenever an employee's personal interest diverges from his or her responsibilities to Terraseis or from Terraseis' best interests.

A conflict of interest may also exist whenever an employee proposes to cause Terraseis, either directly or indirectly, to enter into a business transaction with a relative of the employee (including relatives of his or her spouse) or the enterprise of a relative of the employee. If a proposed transaction involves a direct or indirect familial relative of an employee of Terraseis or its agents ("Related Party"), the employee (or his/her supervisor) must obtain prior approval from the Management Committee before entering into the transaction. All Related Party proposals should be sent to Terraseis' Human Resources Department, who will forward the proposal to the Management Committee.

Additionally, an employee's appointment to public office or Governmental position may create a conflict of interest because the employee will be expected to support the goals of Terraseis and the employee's constituency, which may, at times, be adverse. Accordingly, employees are required to obtain approval from the Management Committee prior to seeking public office or governmental position. Requests for approval should be sent to Terraseis'

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Human Resources Department, who will forward the employee's request to seek public office to the Management Committee and communicate the ultimate decision back to the employee.

Likewise, prior to accepting an appointment to the board of directors, standing committee, or similar body of any outside company, organization (with the exception of religious, social, fraternal or charitable entities), or governmental agency, an employee must obtain the approval of the Management Committee. Requests for approval in this situation may be sent directly to the Management Committee.

It is impossible to identify every situation that may create a conflict of interest (and there are certain other situations not specified above which may also create a conflict of interest). However, Terraseis' employees are expected to apply good judgment in all situations to avoid any actual or perceived conflict.

If, at any time, an employee finds that he or she, or his or her Related Parties have, or are considering the assumption of, a significant financial interest in, or an outside relationship with, an entity that might involve a conflict of interest, or if the employee is not clear about the proper application of this policy, the employee should promptly contact the Terraseis' Human Resources Department. Terraseis' Human Resources Department will ensure that a review of the potential conflict is conducted. Employees are prohibited from engaging in any activity which has the potential to create a conflict of interest in violation of this policy, until the employee has received approval to engage in the activity. The employee is further prohibited from assisting his or her Related Parties in any activity which might create a conflict of interest until the employee receives approval from the Management Committee. Requests for approval should be sent to Terraseis' Human Resources Department, who will forward the request to the Executive Director. Should the employee become aware of an arrangement between Terraseis and a Related Party, that the employee has a duty to contact Terraseis' Human Resources Department.

As part of this conflict of interest policy, all employees are required to disclose to Terraseis' Human Resources Department any situation which may create a conflict of interest.

4. COMPLIANCE WITH LAWS

Terraseis employees must comply with all applicable laws. Even though the laws and business practices of foreign nations may differ, the applicability of foreign laws to Terraseis' operations will be strictly observed. Ignorance of the laws of any applicable foreign jurisdiction is not an excuse. Illegal behaviour on the part of an employee in the performance of the company duties will not be condoned or tolerated, and is strictly prohibited.

5. CODE AGAINST SEXUAL MISCONDUCT

Terraseis affirms its commitment to create and maintain an environment free from acts of sexual misconduct and to foster within that environment, respect for the dignity of all members of the community as well as to minimize risks to personal security. It is, therefore, prohibited for any employee assigned to field operations to solicit or have sexual relations, outside of the confines of marriage, with members of the local population in the country in which the employee is working for Terraseis.

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6. CONTRACTS

Each agreement entered into by Terraseis involves financial and legal risks which must be considered for each transaction. Before a contract concerning Terraseis is signed, it must be approved by Terraseis' Legal Counsel or otherwise approved through a process authorized by Terraseis' Legal Counsel. The term "contract" includes any legal commitment that obligates or commits Terraseis to a transaction or course of action, including binding offers (formal bids), contract amendments, letter agreements, purchase orders, lease agreements, engagement letters, or other legal commitments. This requirement does not extend to routine transactions that are conducted on a form pre-approved by Terraseis' Legal Counsel. If there is a question regarding whether a contract should be reviewed, please ask Terraseis' Legal Counsel. Only an officer of the relevant Terraseis Company is authorized to sign contracts. No verbal commitments purportedly binding Terraseis should be made in avoidance of this procedure. In order to facilitate negotiations, drafts should be reviewed by Terraseis' Legal Counsel in consultation with the responsible business person before being sent to the other party.

All original executed documents are to be maintained in the Dubai office, and a copy must be forwarded to Terraseis' Legal Counsel.

7. ENVIRONMENTAL & SAFETY LAWS

Terraseis employees must conduct business in accordance with all applicable environmental and safety laws and regulations including those in foreign countries in which Terraseis does business. These laws are designed to protect our employees and others in the community, as well as wildlife and natural resources. There are numerous requirements that apply regarding the release of pollutants, waste and materials management, and safe design and operation of Terraseis' facilities, including occupational safety and health standards. These requirements include strict permitting, record keeping, planning, training, and reporting procedures. Terraseis employees are expected to comply with the letter and the spirit of environmental and safety laws. Severe legal and economic consequences result for companies that fail to conform to such laws and, in certain environmental liability cases, it is not uncommon for law enforcement officials seek to impose penalties and even criminal sanctions on the individual employees of such companies. In order to verify compliance with the laws, employees who are responsible for operations are encouraged to arrange for periodic environmental and safety audits of Terraseis facilities, with the assistance of Terraseis' attorneys.

8. AT-WILL EMPLOYMENT

The policies and procedures in the Code of Conduct are not intended to and do not constitute an employment contract. Terraseis does not create any contractual rights by issuing this Code of Conduct. Terraseis reserves the right to amend, alter, and terminate policies and procedures at any time. Additionally, all employees of Terraseis (with the exception of employees whose employment relationship is governed by labor laws of a foreign jurisdiction that prohibit at-will employment, and employees with an express, written contract with Terraseis that is signed by the employee and an upper-level executive of Terraseis, that specifically provides for employment for a definite period of time) are at-will employees and may be terminated by Terraseis for any reason, without cause, and at any time.

9. EMPLOYMENT PRACTICES IN THE WORKPLACE (EQUAL EMPLOYMENT OPPORTUNITY)

All applicable foreign laws concerning employment practices and conditions in the workplace must be complied with by employees. Terraseis and its subcontractors shall at all times ensure that working conditions shall not infringe human dignity principles or any other fundamental rights. As defined and preceded by the Universal Declaration of Human Rights and the International Labour Organisation core principles. In addition to the general ethical standards of conduct required by Terraseis policy, for operations governed by U.S. law, the specific U.S. laws addressing employment practices and workplace concerns must be complied with by employees. For operations not governed by U.S. law, labor laws in the applicable foreign jurisdiction will be observed.

Terraseis prohibits any discrimination against any employee or applicant for employment relating to race, color, religion, sex, age, disability, national origin, or various other protected characteristics; and this policy relates to all aspects of employment, including recruitment, hiring, placement, promotion, transfer, compensation, benefits, training, educational, social, and recreational programs and the use of Terraseis facilities. Employees will be hired, promoted and compensated according to their qualifications performance and potential. Terraseis is committed to providing equal opportunities for all of its employees.

10. HARASSMENT

It is Terraseis' policy to maintain for its employees a work environment which is free of harassment, whether that harassment is based on race, color, religion, sex, age, disability, national origin, or any other protected characteristic. All persons shall be treated with dignity and respect. Terraseis prohibits harassment of its employees in any form, whether from supervisors, co-workers, contractors, customers or suppliers and vendors. Harassment may result in disciplinary action up to and including termination of the employee found to have engaged in harassment.

No supervisor or co-worker shall threaten or insinuate either explicitly or by implication that any employee's submission to or rejection of unwelcome sexual advances or requests for sexual favors will in any way influence any personnel decision regarding the employee's employment, evaluation, wages, advancement, assigned duties, shifts, or any other condition of employment or career development.

Other harassing conduct, whether physical or verbal, committed by supervisors or co-workers is also prohibited. Other harassing conduct includes, but is not limited to, slurs, jokes, or degrading comments concerning race, color, religion, sex, age, disability, national origin, or other protected characteristic; repeated offensive sexual flirtations, advances or propositions; continual or repeated abuse of a sexual nature; graphic verbal comments about an individual's body; and the display in the workplace of sexually suggestive objects or pictures. Any verbal or physical conduct of a sexual nature which has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive work environment is strictly prohibited.

Employees who believe they have been harassed must immediately report such conduct to their supervisor, VP Human Resources, Terraseis' Legal Counsel, or another upper-level manager of Terraseis. Employees who believe they have witnessed harassment likewise must immediately report such incident to one of the above-referenced individuals. Nothing in

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this policy is intended to require the employee to report any complaints to the person who he or she believes has engaged in harassment. Terraseis will conduct an investigation of complaints of harassment. Where investigations determine that an employee has violated Terraseis' policy against harassment, appropriate corrective action will be taken. Such corrective action will include disciplinary action, up to and including termination of employment. All complaints and actions taken to resolve complaints will be treated confidentially, except to the extent the allegations must be disclosed for purposes of conducting a thorough investigation or as required by law.

Any form of retaliation for reporting harassment is strictly prohibited and is a violation of this policy.

11. POLITICAL CONTRIBUTIONS & CHARITABLE DONATIONS

No political contributions shall be made by Terraseis unless previously approved in writing by the Management Committee. From time to time, Terraseis may desire to make a donation to a charitable organisation. All charitable donations made by Terraseis must be approved by the Management Committee. The approval must be obtained prior to committing Terraseis to the donation. The person requesting the donation should send the request to the Management Committee.

12. U.S. FOREIGN CORRUPT PRACTICES ACT AND CANADIAN CORRUPTION OF FOREIGN PUBLIC OFFICIALS ACT

It is essential that all employees whether based in the U.S., Canada, or any other country comply with the laws that govern dealings with agents and customer representatives – especially foreign officials. The U.S., Canada, and most foreign countries have strict laws prohibiting bribery of public officials. The U.S. Foreign Corrupt Practices Act ("FCPA") and the Canadian Corruption of Foreign Public Officials Act ("FPOA") prohibits any direct or indirect payments or giving other things of value to any foreign government official (including any political party, party official, or political candidate or employee, or official of an international organization) for the purpose of influencing a foreign government or securing an improper advantage to assist Terraseis in obtaining or retaining business or directing business to any person. The FCPA and FPOA also prohibit making such payments or gifts to any person with knowledge that all or a portion of such money or thing of value will be offered, given, or promised, directly or indirectly, to a foreign government official for the same purposes.

It is essential that all Terraseis employees neither make the types of payments prohibited by the FCPA and FPOA nor approve of such actions by others. If there are any questions about specific payments or promises, Terraseis' Legal Counsel should be contacted immediately.

Agreements with agents, consultants, or representatives must be in writing and must state the amounts to be paid and other material terms and conditions. Agreements with foreign agents must include a representation that such agent understands and agrees to comply with the terms of the FCPA and FPOA. Payments must be reasonable in relationship to the value of the services rendered, and, unless approved by Terraseis' Legal Counsel, or otherwise approved through a process authorized by Terraseis' Legal Department, must be made by cheque or wire transfer in the country where the services are performed.

Terraseis' policy discourages, but does not prohibit, customary expediting payments to low-

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level employees of foreign governments when performing routine actions (such as obtaining permits or licenses to do business in a foreign country; processing government papers such as visas or work orders; providing police protection, mail delivery, or scheduling inspections; providing utility services, loading, or unloading cargoes), provided the making of such payments is an established and well-recognized practice in the area, the amount is not excessive, and the payment is otherwise legal in all applicable jurisdictions. However, it is important to remember that these types of payments are only legal in very limited circumstances, generally involving the processing or paperwork, and should never be made to individuals with the ability to influence decisions regarding whether business opportunities are available to Terraseis. Additionally, these payments may be illegal under foreign and international laws. As a result, payments of this sort should only be made after consulting with Terraseis' Legal Counsel.

Violations of the FCPA and FPOA are punishable by imprisonment and heavy fines for the employees involved and for Terraseis. If an employee has any questions regarding the FCPA and FPOA, or other anti-bribery laws, the employee must immediately consult with Terraseis' Legal Counsel.

13. EXPORT CONTROL LAWS AND U.S. SANCTIONS

As a company operating around the world, there are many laws that apply to the export of goods and the conduct of business with certain countries. These sanctions laws vary from country to country, and generally entail the risk of serious penalties for companies and individuals who intentionally or inadvertently violate them. Every effort should be made to ensure that all business is conducted in accordance with such applicable foreign and treaty laws.

Generally, U.S. sanctions laws, if applicable, prohibit doing business in, exporting goods to, or importing goods from, specific foreign countries, providing services to or in such foreign countries, or in any way facilitating such transactions. Terraseis' U.S. employees should not assist Terraseis or any person or company, including customers and joint venture partners, in any activity which assists such persons or entities in violating any sanctions laws or regulations. The foreign countries currently subject to these types of prohibitions are:

- Albania
- Bulgaria
- Bosnia and Herzegovina
- Greece
- Kosovo
- the Republic of Macedonia
- Montenegro
- Serbia
- Burma/Myanmar
- Cote d'Ivoire/The Ivory Coast
- Iran
- Liberia
- North Korea
- Sudan, and,
- Syria.

U.S. sanctions also prohibit any transactions with individuals involved in international crime, narcotics trafficking, weapons proliferation, or terrorism.

As a result, it is important that employees pay close attention to the specifics of every international transaction. If an employee has any indication that a transaction may involve questionable individuals, or if the transaction in any way involves a foreign country subject to economic sanctions (or individual citizens or residents of such countries), the employee must consult with and obtain approval from Terraseis' Legal Counsel before taking any steps to complete the transaction.

14. ANTI-BOYCOTT LAWS

Where applicable, U.S. law prohibits cooperation with certain boycotts that are in effect in other foreign countries (including the boycott by certain Arab nations against Israel), and also requires the reporting of certain boycott-related requests. Generally, U.S. companies are prohibited from participating in unsanctioned foreign boycotts, including by agreeing to not do business with a boycotted foreign country, a national or resident of such country, a business concern organized under such country's laws, or any person who has dealt with the boycotted country. Additionally, employees must not provide information concerning Terraseis Group's relationship with a boycotted foreign country or the national of a boycotted foreign country if such information is requested for boycott-related purposes, or if the giving of such information would otherwise be in violation of U.S. law. Employees must comply with these laws. As requests to comply with a boycott are sometimes difficult to detect because they can be carefully concealed in contractual language, employees who participate in transactions that may include such requests must become familiar with the details of this issue, and must consult Terraseis Group's Legal Department if there are any questions.

15. ANTI-TRUST LAWS

All employees of Terraseis Group are to comply with all federal, state, and foreign antitrust laws (where applicable). In the U.S., transactions that impose unreasonable restraints on trade are considered anticompetitive and unlawful. In addition, certain transactions are automatically prohibited by antitrust laws, regardless of the actual effect on competition.

Formal or informal agreements with competitors to limit or restrict competition are automatic violations. Examples may include agreements to fix, stabilize or control prices, or the terms or conditions of sale. Also prohibited would be agreements to allocate products, markets, customers, or territories; or to refrain from doing business with certain persons. In order to avoid any violation, Terraseis Group employees must not discuss or make arrangements with any potential competitor, or exchange sensitive information, which could result in an automatic violation.

Certain agreements between a customer and a supplier may also create automatic violations. An agreement between a supplier and a distributor setting the distributor's minimum prices would be illegal. It would also be illegal if a party with market power required a customer to buy one product or service in order to be permitted to buy another. Reciprocal buying agreements, where one party requires a second party to buy its goods in order for the first party to buy the second party's goods, are also illegal if the first party has market power.

Violations of the antitrust laws generally are a felony and punishable by imprisonment and heavy fines for the employees and the non-employee individuals involved and even heavier fines for Terraseis Group. If an employee has any doubt as to the legality of any proposed action, the employee must immediately consult with Terraseis Group's Legal Department.

16. INTELLECTUAL PROPERTY

All information, ideas, concepts, improvements, discoveries, and inventions, whether patentable or not, which are conceived, made, developed or acquired by an employee, individually or in conjunction with others, during the employee's employment by Terraseis (whether during business hours or otherwise and whether on Terraseis Group's premises or otherwise) which relate to Terraseis' business, products, or services are and shall be the

sole and exclusive property of Terraseis, and the employee shall disclose these to Terraseis. This shall include, without limitation, all such information relating to corporate opportunities, research, financial and sales data, pricing and trading terms, formulas, methods, processes, products and product manufacturing techniques, technical data, evaluations, opinions, interpretations, the identity of customers or their requirements, the identity of key contacts within the customer's organizations, or marketing and merchandising techniques. Any material of any type, including documents, notes, drawings, records, files, manuals, models, specifications, computer programs, or databases, containing such information are and shall be the exclusive property of Terraseis and shall be delivered to Terraseis upon completion of the employee's employment with Terraseis. If, during an employee's employment by Terraseis, he or she creates an original work of authorship fixed in any tangible medium of expression which is the subject matter of copyright, Terraseis shall be deemed the author of such work, and the employee shall, and by agreeing to this Code of Conduct hereby does, assign to Terraseis all of the employee's worldwide right, title and interest in and to such work and all rights of copyright in such work.

The intellectual property rights of other persons must be respected by the employees. No employee is to take any action in violation of another party's patent, trademark, copyright, trade secret, or other intellectual property rights. Employees may not willfully infringe for purposes of commercial advantage or private financial gain a third party's copyright in a work by unauthorized copying, distribution, use, or preparation of derivative works. Valid licenses are required for all software acquired for employee use. Employees may not intentionally traffic in goods or services using a counterfeit or spurious trademark. Employees may not use any trademark or trade name owned by Terraseis, or a mark that is confusingly similar, on any advertisement, photograph, video, digital image, Internet website, Internet weblog, or Internet message board without first obtaining written permission from Terraseis. Upon receiving such permission, Employee may not substantially change the manner of such use without first obtaining written permission from Terraseis. Employee may not, during the scope of an employee's employment by Terraseis, use or utilize any trademark or trade name owned by Terraseis, or mark that is confusingly similar, in a tarnishing or disparaging manner.

Certain countries laws make it a crime to acquire the "trade secrets" of others through improper means (such as through deceit or misrepresentation, or paying someone for the information, or through theft or "hacking"), and prohibits the receipt or use of information illegally acquired by a third party, or from present or former employees who are not authorized to disclose it. "Trade Secrets" means information which:

- i. Is in fact secret (i.e., not generally known to and not readily ascertainable by the public)
- ii. The owner has taken reasonable steps to keep secret
- iii. Has independent economic value because it is not widely known.

However, many other legal sources of information are available, and employees are encouraged to seek and use publicly available information that would be helpful to Terraseis' business, and employees are also encouraged to legally obtain non-public non-trade secret information that would be helpful to Terraseis' business.

17. CONFIDENTIALITY

Employees will regularly be exposed to information that is confidential or proprietary in the scope of their employment. Confidential trade secrets and proprietary information may

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include product formulas, lists of customers or suppliers, new technologies and concepts, business research, strategies and plans, process systems, data stored on any computer system, computer software, unpublished financial information, corporate policy manuals and organizational charts.

Such information belongs to Terraseis or its customers, suppliers, or other business associates. Employees are prohibited from disclosing confidential or proprietary information outside Terraseis, either during or after employment, without Terraseis' prior authorization. Further, employees may not use such information to their personal benefit or for the benefit of others. Any disclosure or use could harm Terraseis or its customers or other business associates, or could help a competitor.

Terraseis regularly works with its customers' proprietary data, which have placed trust in Terraseis to keep such information confidential. Employees must be extremely cautious in protecting such information, and should only disclose such information to other employees if their positions require them to know such information. An employee must not trade in the securities of another company if, in the course of his or her employment with Terraseis, he or she learns confidential information about such other company that is likely to affect the price of such securities.

Employees should be cautious in protecting confidential information so as to avoid an inadvertent disclosure. Employees should take appropriate precautions when disposing of documents or other sensitive material, and refrain from conversations in public places which may be overheard.

Upon termination of an employee's employment with Terraseis, the employee must return all materials of any type which contain confidential information or trade secrets of Terraseis. The obligation not to disclose Terraseis' confidential and proprietary information continues even after an employee leaves Terraseis, and continues until the information becomes publicly available, or until Terraseis no longer considers the information a trade secret or proprietary. Unauthorized use or disclosure of Terraseis' confidential or proprietary information is a violation of this Code of Conduct. Moreover, the theft of Terraseis' trade secrets may result in civil and criminal penalties.

18. PUBLIC RELATIONS

Relations with customers, governments, employees, suppliers and other persons will be conducted in honesty, candor and fairness. Employees must refrain, both during and after their employment from making any oral or publishing any written statements about Terraseis or any of its employees or agents:

- That are slanderous, libelous or defamatory; or
- That disclose private or confidential information about their private affairs; or
- That constitute an intrusion into their private lives; or
- That give rise to unreasonable publicity about their private lives; or
- That place them in a false light before the public; or
- That constitute a misappropriation of their name or likeness.

In the event of an emergency at one of Terraseis' work sites or offices, only persons designated in advance by Terraseis will serve as spokesperson during the emergency. Please see the Terraseis Contact List in order to identify the authorized spokesperson. If any other employee is contacted by the media or other outside investigator for information, the inquiry should be politely referred to the district or plant manager; or, if such person is

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not available, the name, company, and contact information of the person requesting information should be taken so that they can be responded to appropriately.

At no time should any employee, other than the official Terraseis spokesperson, discuss any matter regarding Terraseis with a representative of the media.

19. ACCOUNTING SYSTEMS, BOOKS AND RECORDS

Employees responsible for maintaining Terraseis' books and records must take care to assure that Terraseis' books and records properly reflect Terraseis' transactions and any dispositions of Terraseis' assets. Terraseis' accounting controls and financial reporting guidelines are available to the appropriate employees of Terraseis. It is the responsibility of the employee to read and understand the accounting control and financial guidelines from Terraseis.

In particular, it is Terraseis' policy that no entries will be made or omitted from Terraseis' books that intentionally obscure or disguise the true nature of the transactions underlying such entries. Additionally, no unrecorded "slush" fund or secret assets of any kind are to be maintained for any purpose whatsoever. All of Terraseis' books and records must be maintained in accordance with Terraseis' accepted accounting principles.

No false, artificial, or misleading statements or entries are to be made in Terraseis' books, records, accounts, documents, or financial statements, and no false, misleading, or incomplete statements are to be made in connection with any audit of Terraseis or any filing with any federal, state, or local agency. Moreover, all transactions must be recorded in such a manner both as to maintain accountability for all Terraseis assets and to permit preparation of financial statements in conformity with International Financial Reporting Standards. Tax accounting in foreign jurisdictions should be maintained under the rules of the generally applicable tax regime for that jurisdiction. When possible, the functional currency used in foreign locations should be the U.S. dollar.

20. COMPLIANCE WITH GOVERNMENTAL INVESTIGATIONS

It is each employee's responsibility to cooperate fully with governmental authorities in conducting investigations of Terraseis or in gathering information in preparation for making a decision as to whether to conduct such an investigation. However, it is important that all such matters be properly coordinated within Terraseis and that all inquiries or investigations from the government be handled in an orderly matter. Because government investigations are normally conducted pursuant to some applicable law, Terraseis' Legal Counsel should be immediately notified and brought into any investigation in which Terraseis becomes or might become involved. "Investigation" means any non-routine inquiry of Terraseis and any of Terraseis' employees. It does not include routine government audits or compliance reviews.

All requests, either oral or written, for access to Terraseis' files or for other information of any nature regarding Terraseis must immediately be referred to Terraseis' Legal Department. No information, whether oral or written, or records or files of any nature should be furnished to an outside investigator in connection with any such non-routine inquiry except upon prior approval of Terraseis' Legal Department.

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Employees should be aware that there are criminal sanctions that can be imposed upon any person submitting false or misleading information to the government in connection with any government investigation. It is extremely important to be truthful and accurate when making statements and giving information to regulatory and law enforcement officials.

21. DOCUMENT RETENTION

All employees must make themselves aware of retention guidelines prior to the disposal or destruction of any of Terraseis' records or files. This requirement is necessary because of laws and regulations that require retention of certain records for various periods of time, particularly in the tax, personnel, health and safety, environment, contract and corporate structure areas.

Furthermore, when litigation or an investigation is pending, relevant records (including records in electronic format) must not be destroyed. Destruction or falsification of any potentially relevant document may lead to prosecution for obstruction of justice or making false statements. If you have any question about the legality of destroying a document, consult with the Terraseis' Legal Department before destroying the document.

22. ELECTRONIC AND TELEPHONIC SYSTEMS

All electronic and telephonic communication systems and all communication and information transmitted by, received from, or stored in these systems are the property of Terraseis. Terraseis acknowledges that the work location and circumstances of certain employees are such that they will need to utilize the internet / Skype for personal purposes and this is permissible provided it is outside of working hours, doesn't interfere with their work, doesn't involve visiting websites which make Company systems vulnerable to viruses and adheres to other IT Policies and Procedures. Furthermore, the Company actively encourages the use of internet / Skype as a means for employees to communicate regularly with their families. Terraseis reserves the right to access, monitor, and disclose any electronic, voice mail or other messages and computing records for any purpose, including those subpoenaed for court cases. Any telephone calls made or received by an employee while at work may be recorded, and Internet access and computer use may be monitored by Terraseis to ensure compliance with law and company policies.

Additionally, the electronic mail system and the company's Internet connections are not to be used in ways that are disruptive or offensive to others, or in ways that are inconsistent with the professional image of Terraseis. The display or transmission of sexually explicit or defamatory images, messages, cartoons, or any communication which can be construed as harassment or disparagement of others based on their race, color, religion, sex, age, disability, national origin, or other protected characteristics are prohibited. Likewise, the use of Terraseis' Internet connections for an employee's own business venture, including, but not limited to, the creation of personal or business web sites, is prohibited. An employee who engages in the display, inappropriate use, or transmission of electronic material prohibited by this policy will be subject to disciplinary action, up to including termination.

23. SOFTWARE USE

It is the policy of Terraseis to respect all computer software copyrights and to adhere to the terms of all software licenses to which Terraseis is a party. Terraseis will take all steps necessary to prohibit users from duplicating any licensed software or related documentation

for use either on Terraseis’ premises or elsewhere unless Terraseis is expressly authorized to do so by agreement with the licensor.

Unauthorized duplication of software may subject employees and Terraseis Group to both civil and criminal penalties under the United States Copyright Act or other applicable laws. Employees are prohibited from using software in any manner inconsistent with the applicable license agreement, including giving or receiving software from third parties.

Terraseis’ computers are Terraseis-owned assets and must be kept both software legal and virus free. Only software purchased or licensed through Terraseis’ internal software-purchasing procedures may be used on Terraseis’ systems. Employees are not permitted to bring software from home and load it on to Terraseis’ computers. Generally, Terraseis-owned/licensed software may not be loaded on computers other than those owned by Terraseis. If an employee requires access to such Terraseis-owned/licensed software on a computer that is not owned by Terraseis, the employee should consult with the IT Manager to determine if the appropriate licenses permit that use.

24. PERIODIC CERTIFICATION

Each employee of Terraseis must comply with this Code of Conduct, and Terraseis intends appropriately to address any actions by its employees that conflict with this Code of Conduct. In addition, Terraseis requires all employees to periodically certify their compliance with this Code of Conduct. In addition, to assist in identifying any situations that create or could create a conflict of interest between Terraseis and its employees, each employee shall identify (in or on an attachment to the Certificate of Compliance) all current relationships and all relationships and actions that have existed or occurred since the date of the most recent prior Certificate of Compliance delivered to Terraseis by such employee that may create a conflict of interest.

25. CONFIDENTIAL REPORTING OF ALLEGED CODE VIOLATIONS

Terraseis has established a reporting system that allows employees to report violations of the policies set forth in this Code of Conduct, or other Terraseis policies, as well as any suspected criminal or fraudulent act by any employee or agent of Terraseis Group relating to Terraseis’ business. If an employee becomes aware of a situation involving a violation of a policy set forth in this Code of Conduct or criminal or fraudulent conduct, the employee should report the details by using any of the following methods:

- Writing an email including as much detail as possible to:

Brian Andrews
 Terraseis Corporate Counsel
 Subject: CONFIDENTIAL – Code of Conduct
 compliance@terraseis.com

- Telephoning or sending an email to:

Jackie Crowley
 VP, Human Resources

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+9714 515 3105
humanressources@terraseis.com

The employee may either sign such report or submit such information anonymously, and any such anonymous report will be investigated and acted upon as if it contained a signature. All reports should include as much detail as possible so that Terraseis may conduct a full investigation.

All letters, e-mails, and telephone calls will be kept in strict confidence unless disclosure is required or advisable in connection with a government investigation or report, in the interests of Terraseis, or in Terraseis' legal handling of the matter.

Any retaliation against an employee for using the reporting system in good faith to report suspected wrongdoing is strictly prohibited. Likewise, any harassment or intimidation of any employee for using the reporting system is strictly prohibited.

Employee Declaration:

I, _____ confirm that I have read this Code of Conduct and agree to abide by it.

Signature:

Date: