



LIQUEFIED NATURAL GAS LIMITED

CODE OF CONDUCT

March 2019

Liquefied Natural Gas Limited

Code of Conduct

The Nominating and Corporate Governance and Nominating Committee (the “Committee”) of **Liquefied Natural Gas Limited** (the “Company” or “LNGL”) has adopted this Code of Conduct (“Code”), which provides basic principles and guidelines to assist directors, officers and other employees in complying with the legal and ethical requirements governing the Company’s Business Principles. This Code covers a wide range of business practices and procedures but does not cover every issue that may arise.

The Company reserves the right to add to, modify, and rescind this Code or any portion of it at any time. This Code governs in the event of any conflict or inconsistency between this Code and any other materials distributed by the Company. If a law conflicts with a policy in this Code, you must comply with the law.

1. Statement of Principles

Business Principles

The Business Principles express the Company’s core values and expected behaviors. The Company’s fundamental policy is to conduct its business with honesty and integrity in accordance with the highest legal and ethical standards. The Company and its directors, officers, and other employees must comply with all applicable legal requirements of the United States and each other country in which the Company conducts business.

Individual Responsibility and Compliance

This Code provides guidance for specific situations. However, each director, officer, and employee has the responsibility to exercise good judgment so as to act in a manner that will reflect favorably upon the Company and the individual.

The Company’s directors, officers and other employees must comply with the spirit as well as the letter of this Code. Directors, officers, and other employees must not attempt to achieve indirectly, through the use of agents or other intermediaries, what is prohibited directly by this Code.

2. Implementation

Condition of Employment

All new employees are provided a copy of this Code at the time their employment commences with the Company.

Each employee is obligated to familiarize themselves and agree to comply with this Code as a condition of their employment. All managers are responsible both for ensuring that all employees under their supervision, regardless of level, are familiar with this Code and for promoting compliance with this Code.

Condition of Director Appointment/Election

Each director is obligated to familiarize themselves and agree to comply with this Code. All directors are provided with a copy of this Code at the time of their appointment or election to serve on the Board.

Compliance Certificate

Directors, officers, and other employees of the Company are asked annually to re-affirm their understanding and compliance with all the Company’s policies, including this Code, via an annual certification process conducted by the VP Human Resources.

Upon the initial adoption of this Code, all directors, officers, and other employees provided a separate certification – see “***Transition upon Adoption of this Code by the Company***”.

An affirmative response to the annual certification process is a condition of employment.

Transition upon Adoption of this Code by the Company

As a transition step upon adoption of this Code, all existing directors, officers, and employees of the Company were provided a copy of this Code at the effective date of the Code’s adoption. All directors, officers, and other employees of the Company were asked to read the Code carefully, encouraged to send inquiries to the Company’s General Counsel regarding the Code’s content, and to promptly sign and return a certification of each individual’s work (Annex A) with return receipt to:

**Liquefied Natural Gas Limited
1001 McKinney, Suite 600
Houston, Texas 77002
Lisa Vassallo, VP Human Resources**

Association with Third Parties

The Company’s employees associated with third party enterprises not controlled by the Company (including vendors, suppliers, contractors, lawyers, and accountants) must be guided in their conduct by this Code’s provisions. Such persons must attempt to influence those enterprises to conduct their activities in conformity with all applicable laws and this Code and must report violations of this Code to the Company’s General Counsel.

Letter to Vendors, Suppliers and Contractors

The Company annually sends its significant vendors, suppliers, and contractors a letter that:

- Advises that it is against the Company’s policy for directors, officers, and other employees to accept gifts or entertainment of more than nominal value from any entity that does, or is seeking to do, business with the Company;
- States that the provision of gifts and entertainment is not, and will not become, a condition of doing business with the Company; and
- Requests the recipient to identify any director, officer, or other employee or representative of the Company who pressures or solicits the recipient for gifts, entertainment, or other special favors.

Interpretation Questions

Directors, officers, or other employees who have questions on how to proceed or interpret this Code should consult their supervisor, the Company’s General Counsel, the VP Human Resources, or any other person(s) designated by the Corporate Governance and Nominating Committee to supervise the application of this Code.

Violation of this Code

Compliance with this Code is essential and a condition of employment. Violations will result in disciplinary action, including dismissal where warranted.

3. Conflicts of Interest

Situation(s) can arise when a director, officer, or other employee takes actions or has interests that make it difficult to perform his or her work objectively and effectively. Conflict(s) of interest occur when an individual’s private interest interferes in any way with the interests of the Company. Conflicts of interest also arise when a director, officer, or other employee, or a member of such person’s direct

or extended family or household, receives improper personal benefits because of the director's, officer's, or other employee's position with the Company.

A conflict of interest is deemed to exist whenever, because of the nature or responsibilities of his or her relationship with the Company, a director, officer, or other employee is in a position to further any personal financial interest or the financial interest of any member of such person's direct or extended family.

No director, officer, or other employee, regardless of level, is permitted to engage in any business or conduct or enter into any agreement or arrangement that would give rise to actual or potential conflicts of interest. Directors, officers, and other employees should not permit themselves to be placed in a position that might give rise to the appearance that a conflict of interest has arisen.

While it is not possible to describe all circumstances where a conflict of interest involving a director, officer, or employee exists or may exist, the following situations are examples that may involve actual or potential conflicts of interest:

- An officer's or employee's interest in, or position with, any supplier, customer, or competitor of the Company (except for an investment in publicly traded securities as described below).
- The acceptance of gifts or favors of more than nominal value by a director, officer, or employee (or a member of such person's immediate family) from an actual or prospective customer, supplier, or competitor of the Company or any governmental official or other employee. This does not preclude the acceptance by a director, officer, or employee of reasonable business entertainment (such as a lunch or dinner or events involving normal sales promotion, advertising, or publicity).
- The disclosure or use of confidential information about the Company or a third-party gained by reason of employment with the Company (or, in the case of a director, election or appointment to the Board) for profit or advantage by a director, officer, or other employee or anyone else.
- Competition with the Company in the acquisition or disposition of rights or property.

The following situations should not be considered conflicts of interest:

- Ownership of publicly traded securities of a supplier, customer, or competitor of the Company that do not confer upon the holder any ability to influence or direct the policies or management of the supplier, customer, or competitor.
- A transaction with one of the Company's banks, where the transaction is customary and conducted on standard commercially available terms (such as a home mortgage or bank loan).
- A transaction or relationship disclosed in accordance with this Code and determined by the General Counsel (or outside legal counsel) not to be a prohibited conflict of interest.

These examples are given only to guide directors, officers, and other employees in making judgments about conflicts of interest. If any director, officer, or employee finds himself or herself in a situation where a conflict of interest exists or may exist, he or she should immediately report the matter as provided below.

Reporting Conflicts of Interest Involving Non-Officer Employees

Actual or potential conflicts of interest involving a non-officer employee, or a member of such person's family, must be reported in writing by the affected person (or by others having knowledge of the existence of the actual or potential conflicts of interest) to the employee's immediate supervisor, who shall consult with the Company's General Counsel to determine whether a conflict of interest actually exists and to recommend measures to be taken to neutralize the adverse effect of the conflict of interest reported, if such measures are available or appropriate under the circumstances. This procedure will be applied to minimize its effect on the personal affairs of employees consistent with

the protection of the Company's interests. The matter may also be referred to the Board of Directors for its approval or rejection.

Reporting Conflicts of Interest Involving Directors or Officers

An actual or potential conflict of interest involving a director or officer, or a member of such person's family, must be reported by the affected person (or by others having knowledge of the existence of the actual or potential conflict of interest) to the Company's General Counsel, who shall promptly disclose the possible conflict of interest to the Board of Directors at the earliest time practicable under the circumstances. The possible conflict of interest will be made a matter of record, and the Board of Directors will determine whether the possible conflict of interest indeed constitutes a conflict of interest. The Board of Directors' approval will be required prior to the consummation of any proposed transaction or arrangement that is determined by the Board of Directors to constitute a conflict of interest.

Any director or any officer having a possible conflict of interest in any proposed transaction or arrangement is not permitted to vote (in the case of a member of the Board) or use his or her personal influence on the matter being considered by the Board of Directors. Any member of the Board of Directors having a possible conflict of interest is not counted in determining the quorum for consideration and vote on the particular matter. Finally, any director or any officer having a possible conflict of interest must be excused from any meeting of the Board during discussion (subject to the exception set forth in the paragraph below) and vote on the particular matter (in the case of an interested director). The minutes of the Board meeting should reflect the disclosure, the absence from the meeting of the interested director or officer, the abstention from voting (in the case of an interested director), and the presence of a quorum. The proposed transaction or arrangement is considered approved if it receives the affirmative vote of a majority of the disinterested members of the Board of Directors (even if the disinterested members are less than a quorum).

The foregoing requirements do not prohibit the interested director or officer from briefly stating his or her position on the matter or from answering pertinent questions of the disinterested members of the Board of Directors, as the interested director's knowledge may be of assistance to the other Board of Directors members in their consideration of the matter.

4. Record Keeping

Books and Records

The Company requires honest and accurate recording and reporting of information to make responsible business decisions. As such, the Company's books, records, and accounts must accurately and fairly reflect the Company's transactions in reasonable detail and in accordance with the Company's accounting practices and policies.

Internal Controls

The Company's Chief Executive Officer and Chief Financial Officer are responsible for designing a set of policies, procedures, and activities to meet Company objectives and to safeguard Company assets by implementing and maintaining a system of internal controls that:

- Establish the Company's Control Environment, setting the tone for the organization and influencing the control consciousness of its employees;
- Utilizing Risk Assessment for the identification and analysis of relevant risks to the achievement of objectives, forming a basis for how the risks should be managed;
- Implementing Information and Communication systems or processes to support the identification, capture, and exchange of information in a form and time frame that enable people to carry out their responsibilities;

- Ensuring control activities are sufficient in policy and procedure to that help certify management directives are carried out;
- Monitoring processes used to assess the quality of internal control performance over time.

Employee Conduct

No director, officer, or other employee of the Company is permitted to willfully, directly or indirectly:

- Falsify, or cause to be falsified, any book, record, or account of the Company;
- Make, or cause to be made, any materially false or misleading statement or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which the statements were made, not misleading to an accountant in connection with (a) any audit or examination of the Company's financial statements or (b) the preparation or filing of any document or report required to be filed by the Company with any governmental agency; or
- Take any action to fraudulently influence, coerce, manipulate, or mislead the Company's independent registered public accounting firm.

Directors, officers, and other employees must exercise reasonable due diligence in order to avoid the events described above. If an employee believes that the Company's books and records are not being maintained in accordance with these requirements, the employee should follow the procedures outlined in the Company's **Duty to Report Policy**.

Payments of Amounts Due to Customers, Agents, or Distributors

- Payments for Third Party Services.** All commission, distributor, or agency arrangements shall be in writing and provide for the services to be performed for a fee that is reasonable in amount and reasonably related to the services to be rendered.
- Manner of Payment.** All payments for commissions, discounts, or rebates should be made in accordance with standard Company procedure (not by cashier's check or in currency) in the name of the agent, distributor, or customer and should be (a) personally delivered to the payee in the country in which the business was transacted or (b) sent to the payee's business address or designated bank in the country in which the business was transacted.
- Payments Outside the United States.** When the payee represents in writing or presents a written opinion from a reputable local counsel that a payment outside the country in which the business was transacted does not violate any law of that country, the payment may be permitted upon approval from the Company's principal financial officer or other applicable officer.
- Credit Memoranda.** Credit memoranda are the preferred method of effecting a rebate and generally should be issued to the customer unless another settlement method is necessary or customary due to the nature of the underlying transaction. If settlement is made with other than a credit memorandum, documentation should be robust, referring at a minimum to the sales invoices involved and indicate the amount of discount or rebate and number of units.
- Accounting Records.** All payments or discounts, rebates, and commissions shall be disclosed in the Company's accounting records. Proper documentation of contracts and agreements shall be maintained.

Foreign Payments

The Company and its directors, officers, and other employees must comply with the United States Foreign Corrupt Practices Act, which makes it illegal for U.S. companies to win, retain, or direct business by offering, paying, or approving payments to foreign government workers, political parties, or their officials. All employees must comply with **Anti-Bribery and Anti-Corruption Policy** and its related processes and procedures.

5. Use of Company Property and Resources

Protection and Proper Use of Company Assets

The use of any Company funds or assets for any unlawful or improper purpose is prohibited. All employees should endeavor to protect the Company's assets and ensure their efficient use. Any suspected incident of fraud or theft should be reported immediately for investigation. Company equipment should not be used for non-business related purposes, though incidental personal use may be permitted.

The obligation of employees to protect the Company's assets includes an obligation to protect the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, databases, records, salary information, and any unpublished financial data and reports. Unauthorized use or distribution of this information violates Company policy and could also be illegal, and may result in civil or criminal penalties.

Questionable or Improper Payments and Gifts

- a) Payments or Gifts Made.** No payments or gifts from the Company's funds or assets shall be made to or for the benefit of a representative of any domestic or foreign government (or subdivision thereof), labor union, or any current or prospective customer or supplier for the purpose of improperly obtaining a desired government action or any sale, purchase, contract, or other commercial benefit. This prohibition applies to direct or indirect payments made through third parties and employees and is intended to prevent bribes, kickbacks, or any other form of payoff.
- b) Payments or Gifts Received.** Directors, officers, and other employees of the Company shall not accept payments or gifts of the kinds described in subsection 5 (a) above.
- c) Gifts to Government Personnel.** Nothing of value (for example, gifts, or entertainment) may be provided to government personnel unless permitted by law and any applicable regulation. Commercial business entertainment and transportation that is reasonable in nature, frequency, and cost is permitted. Reasonable business entertainment or transportation includes, without limitation, a lunch, dinner, or occasional athletic or cultural event; gifts of nominal value (approximately \$200 or less); entertainment at the Company's facilities or other authorized facilities; or authorized and reasonable transportation in the Company's vehicles. In addition, reasonable business entertainment covers traditional promotional events sponsored by the Company.
- d) Proper Documentation.** All arrangements with third parties (such as distributors or agents) should be evidenced or memorialized in a written contract, order, or other document that describes the goods or services that are in fact to be performed or provided and should be for reasonable fees or costs.
- e) Extension of Credit by the Company.** No director, officer, or employee may seek or accept from the Company credit, an extension of credit, or the arrangement of an extension of credit in the form of a personal loan.

Corporate Opportunities

Without the written consent of the Board, directors, officers, and other employees are prohibited from taking for themselves an opportunity that is (1) a potential transaction or matter that may be an investment or business opportunity or prospective economic or competitive advantage in which the Company could reasonably have an interest or expectancy or (2) discovered through the use of corporate property, information or position. In addition, directors, officers, and other employees are prohibited from using corporate property, information, or position for personal gain and competing

with the Company directly or indirectly. Directors, officers and other employees of the Company owe a primary duty to the Company to advance its legitimate interests when the opportunity to do so arises.

6. Business and Trade Practices

Compliance with Laws, Rules and Regulations

- a) **Compliance with Laws.** Obeying the law, both in letter and in spirit, is the foundation upon which the Company's ethical standards are built. All directors, officers, and other employees must respect and obey the laws of the cities, states or provinces, and countries in which the Company operates. Although directors, officers, and other employees are not expected to know every law that is applicable to the Company, it is important that directors, officers, and other employees seek advice from supervisors, managers, lawyers, or other appropriate personnel if they have any doubt regarding the legality of an action taken, or not taken, on behalf of the Company. For this reason, the Company periodically organizes information and training sessions to promote compliance with laws, rules and regulations applicable to the Company and all invited employees are expected to attend these information and training sessions.
- b) **Insider Trading.** Purchasing or selling, whether directly or indirectly, the Company's securities while in possession of material non-public information is both unethical and illegal. Directors, officers, and other employees are prohibited by law from disclosing material non-public information to others who might use the information to, directly or indirectly, place trades in the Company's securities. Directors, officers, and other employees also shall not recommend the purchase or sale of the Company's securities. All directors, officers, and other employees shall comply with the Company's **Securities Trading Policy**.

Fair Dealing

Directors, officers, and other employees should endeavor to deal fairly with the Company's customers, suppliers, competitors, and employees. No director, officer, or other employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other practice involving unfair dealing.

Confidentiality

Directors, officers, and other employees shall maintain the confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that, if disclosed, might be of use to competitors or harmful to the Company or its customers. Confidential information also includes written material provided and information discussed at all meetings of the Board or any committee thereof and all information that is learned about the Company's suppliers and customers that is not in the public domain. The obligation to preserve confidential information continues even after employment or agency with the Company ends. Any documents, papers, records, or other tangible items that contain trade secrets or proprietary information are the Company's property.

Health, Safety, Security and Environment Policy

The Company is committed to conducting its business in compliance with applicable health, safety, security and environmental laws, rules, and regulations in a manner that has the highest regard for the health and safety of human life and the environment. Each employee has the responsibility for maintaining a healthy, safe, and environmentally-friendly workplace by following health, safety, security, and environmental laws, rules and regulations and reporting accidents, injuries and unsafe equipment, practices or conditions.

Directors, officers, and other employees should be aware that health and safety laws may provide for significant civil and criminal penalties against individuals and the Company for the failure to comply with applicable requirements. Accordingly, each director, officer, and other employee must comply with all applicable safety and health laws, rules and regulations, including occupational safety and health standards.

Directors, officers, and other employees should be aware that environmental laws may provide for significant civil and criminal penalties against individuals and/or the Company for failure to comply with applicable requirements. Accordingly, each director, officer and other employee must comply with the **Health, Safety, Security and Environment Policy** and all applicable environmental laws, rules, and regulations.

Employees should report to work in a condition allowing them to perform their duties free from the influence of drugs, alcohol, or other controlled substances. The use of illegal drugs in the workplace is not be tolerated. Employees must comply with the **HR Policy on Drug & Alcohol Free Workplace**.

Retention of Documents and Records

It is the Company's policy to cooperate with all governmental investigative authorities. Each director, officer, and other employee shall retain any record, document, or tangible object of the Company that is known to be the subject of an investigation or litigation.

It is a violation of this Code for any director, officer, or other employee to knowingly alter, destroy, mutilate, conceal, cover up, falsify, or make a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence the investigation or proper administration of any matter within the jurisdiction of any state, federal department, or agency or any bankruptcy or in relation to or contemplation of any such matter or case.

7. Preparation and Certification of Annual Report

Disclosure Controls

It is the Company's policy to promote full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to ASX and in other public communications made by the Company.

Certifications

The Company's Chief Executive Officer and Chief Financial Officer shall make the annual certifications as required.

8. Employment Practices and Work Environment

Employee Relations

All directors, officers, and other employees, regardless of position, shall comply with the Human Resources Policies and shall work, together to provide an employment environment that is fair, supportive, encourages development, and is free of harassment of any kind and to meet the following objectives:

- Respect each employee, worker, and representative of customers, suppliers, and contractors as an individual, showing courtesy, and consideration and fostering personal dignity;
- Make a commitment to and demonstrate equal treatment of all employees, workers, customers, suppliers, and contractors of the Company without regard to race, color, gender, religion, age, national origin, citizenship status, military service or reserve or veteran status, sexual orientation, or disability;

- Provide a workplace free of harassment of any kind, including on the basis of race, color, gender, religion, age, national origin, citizenship status, military service or reserve or veteran status, sexual orientation, or disability;
- Provide and maintain a safe, healthy, and orderly workplace; and
- Assure uniformly fair compensation and benefit practices that will attract, reward, and retain quality employees.

Diversity Policy

The Company values the diversity of its employees and is committed to providing an equal opportunity in all aspects of employment to all employees without regard to race, color, gender, religion, age, national origin, citizenship status, military service or reserve or veteran status, sexual orientation, or disability. All directors, officers and employees must comply with the **Diversity Policy**.

Freedom of Association

The Company recognizes and respects the right of employees to exercise their lawful rights of free association, including joining or electing not to join any association. The Company expects its business partners to also adhere to these principles.

Disciplinary Practices

The Company will not condone any type of harassment, abuse, or punishment, whether corporal, mental or physical, of an employee by a director, officer, or other employee or any partner, customer, or supplier of the Company. All directors, officers, and employees are required to comply with the **Anti-Harassment and Anti-Discrimination Policy**

9. Political Contributions.

Federal Elections

The Company encourages the personal and financial participation of its directors, officers, and other employees in federal, state or provincial, and local elective processes. Federal law prohibits the Company from making any direct contribution or expenditure to a candidate or candidate's campaign in any federal election. Although there are exceptions, most states also prohibit the use of corporate treasury funds to influence state elections.

Political Contributions in U.S. Elections

It is the Company's policy not to make direct or indirect political contributions in support of any party or candidate in any U.S. election, whether federal, state, or local, except as stated above. For the purposes of this policy, the purchase of tickets for dinners, advertising in political program booklets, use of the Company's duplicating facilities, compensated employee activity, employee contributions reimbursed through expense accounts, and similar donations in kind are considered political contributions. These are merely examples of political contributions, and the preceding list is not intended to be exhaustive.

Political Contributions in State and Local Elections

The Company may on occasion contribute to state and local office candidate committees and to state and local initiatives or referendum campaigns where the Company's interests are directly involved and where permitted by state and local law. Proposed political contributions require a brief description of the purpose of the proposed contribution and a written legal opinion that confirms that the proposed contribution is lawful under all applicable laws. The documentation for proposed contributions shall be approved in advance by the Company's Board of Directors to ensure full compliance with applicable state and local regulations and reporting requirements.

Political Action Committees

To the extent permitted by law, the Company's resources may be used to establish and administer a political action committee or separate segregated fund. All proposed activities shall be submitted for review and approval by the Board prior to their implementation.

Foreign Elections

In countries where corporate political contributions are permitted by law and encouraged by local custom, contributions may be appropriate and are permitted where approved by the proper corporate officer and the Board.

10. Reporting Violations

The Company proactively promotes ethical behavior.

Directors, officers, and other employees should report violations of applicable laws, rules, and regulations and of this Code or any other code, policy or procedure of to the appropriate personnel or follow the procedures outlined in the Company's **Duty to Report Policy**.

Directors, officers, and other employees are expected to cooperate in internal investigations of misconduct.

11. Waivers of the Code

Any waiver of a provision of this Code may be made only by the Board. Any waiver for directors or executive officers must be disclosed in the Annual Report. The disclosure must provide the reasons for the waiver.

12. Amendments to this Code

Any amendment to this Code shall be made only by the Corporate Governance and Nominating Committee. If an amendment to this Code is made, appropriate disclosure will be made within two business days after the amendment has been made.

Upon the effective date of any amendment, all directors, officers, and other employees will re-certify their knowledge of and compliance with this Code utilizing a form and process similar to the one described in "***Transition upon Adoption of this Code by the Company***".

13. Posting Requirement.

The Company shall post this Code on the Company's website.

14. Applicability

Every director, officer, or other employee of every wholly owned LNGL company and in every joint venture company under LNGL control must follow this Code. We apply this Code in all joint operations where LNGL is the operator. When participating in joint venture companies not under LNGL control we encourage the adoption of a similar Code.

Contractors and consultants are required to act consistent with this Code when working for LNGL companies as our agent, on our behalf or in our name on any business activity including when delivering outsourced services.

Breach of a LNGL Code of Conduct may result in disciplinary action, up to and including dismissal. LNGL reserves the right to amend or update this Code as required from time-to-time.

**ANNEX A
CODE OF CONDUCT
CERTIFICATION**

I have read and understand the Code of Conduct (Code) of **Liquefied Natural Gas Limited** (Company). I agree that I will comply with the policies and procedures set forth in the Code. I understand and agree that, if I am an employee of the Company or one of its subsidiaries or other affiliates, my failure to comply in all respects with the Company's policies, including the Code, is a basis for termination for cause of my employment with the Company and any subsidiary or other affiliate to which my employment now relates or may in the future relate.

In addition, I agree to promptly submit a written report to the Company's General Counsel describing any circumstances in which:

1. I have reasonable basis for belief that a violation of the Code by any person has occurred;
1. I have, or any member of my family has or may have engaged in any activity that violates the letter or the spirit of the Code;
2. I have, or any member of my family has or may have an interest that violates the letter or the spirit of the Code; and
3. I or any member of my family may be contemplating an activity or acquisition that could be in violation of the Code.

I am unaware of any violations or suspected violations of the Code by any employee except as described below or on the attached sheet of paper. (If no exceptions are noted, please check the space provided below.)

_____ No exceptions

To the best of my knowledge and belief, neither I nor any member of my family has any interest or affiliation or has engaged in any activity that might conflict with the Company's interest, except as described below or on the attached sheet of paper. (If no exceptions are noted, please check the space provided below.)

_____ No exceptions

I am aware that this signed Certification will be filed with my personal records in the Company's Human Resources Department.

Signature

Type or Print Name

Date

**ANNEX B
CODE OF CONDUCT
COMPLIANCE PROCEDURES**

Directors, officers and other employees must work together to ensure prompt and consistent action against violations of the Code. However, a director, officer or other employee may encounter a situation in which it is difficult to determine how to proceed while also complying with the Code. Since not every situation that will arise can be anticipated, it is important to have a way to approach a new question or problem. When considering these situations, a director, officer or other employee should:

1. ***Make sure to have all the facts.*** In order to reach the right solution, all relevant information must be known.
2. ***Consider what he or she specifically is being asked to do and whether it seems unethical or improper.*** This will enable the individual to focus on the specific question and the alternatives he or she has. If something seems unethical or improper, it probably is.
3. ***Understand his or her individual responsibility and role.*** In most situations, there is shared responsibility. Are other colleagues informed? It may help to get other individuals involved and discuss the problem.
4. ***Discuss the problem with a supervisor.*** In many cases, supervisors will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Employees should remember that it is the responsibility of supervisors to help solve problems and ensure that the Company complies with this Code.
5. ***Seek help from Company resources.*** In the rare case in which it may not be appropriate to discuss an issue with a supervisor or a supervisor is not available to answer a question, employees should discuss it with Human Resources. If that is not appropriate or if a satisfactory resolution is not obtained, call or send concerns to the Company's General Counsel.
6. ***Report ethical violations in confidence and without fear of retaliation.*** If the situation so requires, anonymity will be protected. The Company does not permit retaliation of any kind for good faith reports of ethical violations.
7. ***Always ask first, act later.*** When unsure of what to do in any situation, the individual should seek guidance and ask questions before the action in question is taken.