



# Code of Business Conduct

# Code of Business Conduct

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## INTRODUCING OUR CODE OF BUSINESS CONDUCT

We are pleased to introduce our enterprise Code of Business Conduct, reflecting the evolution of D+H. It is an affirmation of our commitment to ethical conduct and to the strict observation of all laws, regulations and policies that apply to D+H. It expresses our dedication not only to excellence in what we do, but just as importantly, in how we do it.

Accountability, integrity, financial performance and social responsibility are more important than ever. Our commitment to the highest standard of ethical conduct and our strict observation of the laws, regulations and policies speaks to who we are, how we act and how we demonstrate accountability to our clients and to each other.

Compliance really comes down to earning and keeping the trust of others—our partners, customers, suppliers and regulators—by playing by the rules. Although no code or policy can provide us with guidelines for every circumstance; it does serve as a set of guiding principles to which we can each apply our very best judgment. This Code of Business Conduct represents our unified view of the principles we have committed to uphold.

Each of us is expected to read and understand the Code, because adhering to its principles is an absolute condition of continued employment with D+H, to the fullest extent permitted by law. Each of us—every director, officer, contractor and employee—will be judged by how we use these principles in our actions, and every manager will be judged by how well he or she promotes the Code's ethical principles.

If you have questions, please speak to an appropriate Reporting Contact as outlined in item 2.

D+H provides the best products and services, emphasizes innovation and high quality, provides responsive support to our clients, deals fairly with our vendors, maintains a challenging, open and productive work environment for our employees, and does all these things according to the highest ethical standards. Adhering to the Code's principles will help us continue to achieve all these goals.

**Gerrard Schmid**  
CEO

**Paul D. Damp**  
Board Chair

## 1. PURPOSE OF THE CODE

This Code of Business Conduct (the “Code”) summarizes the basic legal and ethical principles that guide the conduct of DH Corporation and its affiliated companies worldwide (collectively “D+H”). The Code applies to all directors, officers and employees of D+H, as well as to contractors (including consultants, independent contractors and temporary agency staff providing services to D+H). D+H also expects its business partners, service providers and vendors to comply with the spirit and intent of the Code in their interactions with D+H. Where the Code applies differently to directors, officers, employees and contractors, it will be specified in the relevant section. If no specification is made, the Code applies to all. Any requirements or guidelines in an employment contract or contract that are more detailed or differ from what is in this Code are to take precedence over the relevant item in this Code.

## 2. RESOLVING CONCERNS AND REPORTING VIOLATIONS

If you have any question about the requirements of this Code or discover events of a questionable, fraudulent or illegal nature that are, or you believe in good faith may be, in violation of law, this Code or any other D+H policy, you are required to immediately report your questions or concerns to an appropriate “Reporting Contact”. Reporting Contacts are described below, and are referred to throughout this Code of Business Conduct where a reference is made to seeking information or reporting concerns, questions or suspected breaches.

- Where practicable, you should first address any issue with your manager or HR representative.
- If you ever feel uncomfortable raising an issue directly with your manager or HR representative, you are encouraged to contact the Code of Business Conduct Hotline (the “Hotline”) at **800-661-9675** or [www.dh.confidenceline.net](http://www.dh.confidenceline.net) (Canada) or **855-502-2071** (USA/International).

The Hotline operates 24 hours a day/seven days a week. The sole purpose of the Hotline is to receive questions and concerns regarding compliance with legal matters, this Code, and other D+H policies. If you receive a report of a violation, you must immediately contact a Reporting Contact or the Hotline. All calls to the Hotline will be routed to senior management within D+H’s Human Resources and Legal Departments. We will make every effort to give your call a quick response, especially where circumstances require. If an investigation is warranted, the issue will be investigated promptly and, if appropriate, corrective action taken. You have a duty to cooperate fully and truthfully in the investigation of any alleged violation of this Code. It is important that you not conduct your own investigation. Investigations may involve complex legal issues. Acting without proper guidance from appropriate D+H representatives or legal counsel may interfere with an investigation and subject you or D+H to additional risk.

## 3. YOUR CALL TO THE HOTLINE MAY BE MADE ANONYMOUSLY, ALTHOUGH PROVIDING YOUR IDENTITY WILL BETTER ENABLE D+H TO FOLLOW UP AND THOROUGHLY INVESTIGATE THE ALLEGED VIOLATION. CONFIDENTIALITY WILL BE MAINTAINED TO THE EXTENT CONSISTENT WITH D+H’S OBLIGATIONS UNDER APPLICABLE LAW. D+H POLICY PROHIBITS ANY TYPE OF RETALIATION OR OTHER ADVERSE TREATMENT OF ANY INDIVIDUAL WHO REPORTS IN GOOD FAITH AN ACTUAL OR SUSPECTED VIOLATION OF THIS CODE OR APPLICABLE LAW. ANYONE RESPONSIBLE FOR SUCH RETALIATION MAY BE SUBJECT TO DISCIPLINARY ACTION, UP TO AND INCLUDING TERMINATION WHERE APPROPRIATE. SUBMITTING A REPORT KNOWN TO BE FALSE, HOWEVER, ALSO CONSTITUTES A VIOLATION OF THIS CODE AND MAY RESULT IN DISCIPLINARY ACTION. JURISDICTION

D+H operates in multiple jurisdictions. This Code is intended to cover all employees, contractors, officers and Directors; however, any applicable law or regulation in a jurisdiction where the Corporation operates has precedence over the Code.

If this Code does not cover an issue that arises, you should seek advice from a Reporting Contact as to the appropriate action in the relevant jurisdiction.

## 4. SAFE, FAIR AND LEGALLY COMPLIANT WORK ENVIRONMENT

D+H recognizes that its greatest strength lies in the talent and ability of its employees. All personnel are expected to hold themselves accountable to the highest professional standards, with professional relationships based on mutual respect. D+H respects the workplace laws of each jurisdiction in which it conducts business. These laws address a range of matters, including equal employment opportunity, environmental protection, drug-free workplaces and protection from discrimination and harassment.

**A. Fair and Equitable Treatment**

D+H treats employees equally, regardless of their ethnicity, gender, nationality, sexual orientation, age, disability, etc. D+H will not tolerate discrimination against its employees by any employee, contractor, officer or Director, or by any third party with which D+H does business. Employment decisions, such as hiring and promotion, are based solely on an employee's qualifications and performance, and we promote equal opportunity for all qualified individuals. We treat each other with the same respect and fairness that we expect to receive. This holds true both inside and outside the workplace.

**B. Diversity**

As a company with divisions that conduct business around the world, we have employees who come from a variety of backgrounds, cultures and nations. We are proud of this diversity. Each of us is responsible for respecting the diversity of individuals and cultures among our employees and within the communities in which we operate. High levels of employee involvement and teamwork are fostered by understanding and respecting the cultural differences of the communities in which we operate. We also recognize that the diversity within our communities and marketplaces should be reflected among our employees who serve those communities and marketplaces.

**C. Harassment**

We do not tolerate any form of harassment, whether directed at a fellow employee, contractor, officer or director, or a client or a vendor. Verbal or physical conduct that disrupts or interferes with another's ability to do his or her job or that creates a hostile work environment will not be tolerated. This includes inappropriate contact, leering, language, pictures, communications (whether written, electronic, or telephonic) or any other inappropriate or unwelcome personal interaction.

**D. Health and Safety**

D+H is committed to preventing workplace hazards, providing a safe and healthy work environment and complying with all occupational health and safety laws and standards. You are responsible for complying with safe working practices and procedures to ensure your own safety as well as that of your colleagues.

***You are required to report actual or potential safety hazards and or threats to security to a Reporting Contact.***

You are not to possess or use illegal drugs on D+H premises under any circumstances, nor are you to be under the influence of alcohol, illegal drugs or misuse prescription drugs. You are not to encourage, persuade, or coerce a fellow employee, contractor, officer or director to engage in illegal drug use, sell or transfer prescription medication, or in any way contribute to such use on D+H premises. Subject to applicable law, you may be required to submit on a random basis to drug screens, blood tests and other medical examinations in the event D+H has a good faith basis to suspect a possible violation of this Code or reasonably believes that such a test is necessary to protect the safety of others. Your refusal to undergo testing or to cooperate fully and honestly with these testing procedures constitutes a violation of this Code. D+H is committed to maintaining a work environment free from the illegal use and abuse of intoxicants, and may take necessary disciplinary action, including termination of employment, in response to any violation of this Code.

You must make reasonable efforts to protect yourself against threats to your personal security, and/or the security of others.

***You may not possess a firearm or other weapon while on any D+H owned or leased property, including parking lots, or while conducting D+H business, regardless of whether you are licensed to carry such a weapon. D+H will not tolerate any level of violence, or threats of violence, in the workplace.***

To enforce this Code and protect the safety and property of all personnel, D+H reserves the right to inspect lockers, toolboxes, garments, briefcases, computers, desks and cabinets, as well as motor vehicles and other personal belongings brought to any D+H facility. Failure to cooperate with any such inspection is a violation of this Code.

Any employee, contractor or officer with designated health and safety responsibilities must ensure that he or she has appropriate and up-to-date training and information, and if the training or information is lacking, must report this to a supervisor or manager, or other Reporting Contact if necessary.

**E. Environmental Compliance**

D+H recognizes its obligation as a good corporate citizen to conduct all of its activities in ways that preserve and promote a clean, safe and healthy environment. It is D+H policy to comply with the letter and spirit of applicable environmental laws and regulations. You are therefore expected to manage all aspects of your work to ensure that environmental laws and recognized standards are observed.

D+H is committed to preventing pollution, minimizing waste and conducting appropriate waste disposal.

***You must immediately report to your manager, your HR representative, or the Hotline any unauthorized release or potential release of a hazardous substance.***

D+H's facility management team is responsible for implementing D+H's environmental compliance program, including developing site-specific environmental compliance plans, as appropriate, to supplement D+H's policies and guidelines. D+H's facility management team is also responsible for ensuring that each employee, contractor or officer whose job impacts environmental compliance is properly trained. Each facility should maintain up-to-date information on current, new and anticipated environmental laws and regulations, develop site-specific compliance programs and train employees.

The laws and regulations in this area are complex, and violation can result in severe criminal and civil penalties.

***If you become aware of an environmental compliance issue, you must report it to a Reporting Contact.***

**F. D+H Property and Funds**

You are responsible for using D+H resources and property (including time, materials, equipment, and proprietary information) for D+H business and not for any personal benefit. D+H equipment or other property should be properly handled and cared for, and should not be used for personal benefit, sold, loaned, given away or disposed of without proper authorization. You are responsible for all D+H funds over which you exercise control. D+H funds must only be used for D+H business purposes and every expenditure, including expense reports, must be supported with accurate and timely records.

**G. Physical Access Control**

D+H maintains procedures that restrict physical access control to protect the privacy of communications, maintain the security of D+H's communications equipment and safeguard D+H assets from theft, misuse and destruction.

***You must comply with the level of access control that may be implemented in the facility where you work.***

**H. Computers, Electronic Devices and Email**

Internet access and e-mail are provided as a tool to support business needs. All computer equipment, cell phones and other devices provided by D+H, as well as the files and data stored on such devices, remain the property of D+H.

***You must comply with all D+H's policies relating to information technology security. You have an affirmative obligation under the Code and D+H policies to safeguard the hardware, software and data processed by D+H computers against damage, alterations, theft, fraudulent manipulation, unauthorized access, and unauthorized disclosure of proprietary or confidential information.***

To the extent permitted by applicable law, D+H reserves the right to monitor logs detailing their Internet usage, electronic mail, voicemail and computer files at any time.

***You should have no expectation of privacy in your D+H computer or other equipment that D+H provides. Nor should you have any expectation of privacy regarding any information transmitted over, received by or stored in any electronic communications device owned, leased or operated in whole or in part by, or on behalf of, D+H.***

Email and other electronic communications are considered D+H records and D+H property. Such materials may be (i) subject to law enforcement subpoenas, search warrants and other information requests, (ii) relevant to an internal investigation conducted by D+H, or (iii) produced in litigation involving D+H. As such, email and other electronic communications are subject to D+H's records retention requirements.

No D+H business may be relayed or stored using an electronic device that is not supplied by D+H unless permission has been obtained in advance.

***You must not use your computer to display, receive or send materials that your co-workers or others might find offensive or that are unprofessional.***

**I. Social Media and Other Media**

You must use social media sites and tools, such as Twitter, Facebook and LinkedIn, responsibly, with good judgment and in compliance with D+H social media policies. At a minimum, if you write or publish in any medium, run a website or blog, or share information through social media, you must do so in a manner that does not risk causing harm to D+H's interests or reputation. Do not use any D+H confidential information, proprietary information or brand assets, such as our name, logo, or other trademarked or copyrighted material, in any form, except in accordance with D+H's brand guidelines, or with authorization from D+H. Do not use social or other media to provide endorsements of or to criticize third parties that are competitors or part of DH's supply chain. Do not provide endorsements of suppliers, partners or third parties unless approved in advance by a manager or supervisor. You are also responsible for understanding and complying with any laws and business restrictions on public communications about D+H in addition to the requirements of D+H disclosure policies.

**J. Software and Copyright Compliance**

All software that you use to conduct D+H business must be appropriately licensed. You may not run personal software on D+H computers. Computer software and other materials, including books, articles, magazines, drawings, photographs, videotapes and advertising, are potentially subject to copyright laws and various multinational pacts. It is a violation of law and of D+H policy to make unauthorized copies of such materials.

***If you learn of any wrongful copying or other misuse of computer software or other materials, you must immediately notify a Reporting Contact.***

**K. Theft and Embezzlement**

You may not engage in any scheme to defraud D+H or any person or entity with whom D+H does business. You are prohibited from misappropriating D+H assets, funds, products or services, providing products or services to anyone in violation of D+H policies or unlawfully retaining any benefit or opportunity that belongs to D+H. This prohibition covers not only embezzlement of D+H money or property, but also any unauthorized use of D+H property and equipment such as telephones, fax machines, computers and related facilities or assets.

***You must promptly report to a Reporting Contact any suspected theft, fraud, embezzlement or misappropriation of D+H property or resources.***

**L. Product Quality**

D+H conducts its business in compliance with all applicable laws, rules and regulations governing the manufacture and distribution of D+H's products and the provision of D+H services, including those relating to quality and safety standards. Quality is the hallmark of D+H's products and services.

***It is your responsibility to respond promptly and positively to client complaints concerning D+H's products or services by notifying a Reporting Contact.***

**M. Remote Work**

D+H, in its sole discretion, is increasingly allowing employees, officers or contractors to perform all or part of their duties from home offices or other remote locations rather than D+H provided work space. Such an arrangement, whether temporary or continuing, requires the agreement to (i) comply with the same rules of use for D+H equipment, connectivity, networks and systems as if working from a D+H office, (ii) maintain a secure environment where D+H equipment and information is protected against theft or unauthorized use, and (iii) observe a schedule of availability and accessibility at the remote location and return to the designated D+H office upon his or her manager's request. Such an arrangement may be modified or cancelled at any time in D+H's sole discretion.

Directors must also maintain a secure environment where D+H equipment and information is protected against theft or unauthorized use.

**N. Corporate Social Responsibility**

It is D+H's duty as a corporate citizen to add value to society while earning a profit for shareholders. D+H takes responsibility for the effects of its actions, both social and economic. D+H focuses its proactive social responsibility efforts into three major pillars that both serve to improve our communities and support the values and beliefs of our clients. They are Education and Youth; Health and Wellness; and Arts and Culture. You are encouraged to support community and/or charitable organizations in accordance with the requirements of this Code.

**5. CONFLICTS OF INTEREST**

In general, a conflict of interest exists where you have a personal or professional interest or relationship, or are involved in an activity, that is incompatible with or has the appearance of being incompatible with D+H's best interests. Any interest, relationship or activity that affects or has the appearance of affecting the objectivity in your role at D+H is a conflict of interest.

***You must avoid any situation that could result in a conflict of interest or in the perception of a conflict of interest. You must immediately disclose any potential or actual conflict of interest to a Reporting Contact. All decisions you make while fulfilling your responsibilities to D+H must be made in an objective manner, based solely on the best interests of D+H and unaffected by any consideration of personal gain for you or for anyone associated with you.***

**A. Gifts**

D+H competes for and earns business loyalty through the quality and competitive advantage of its personnel, products and services, not through the improper provision of lavish gifts or other benefits. The laws in many jurisdictions where D+H operates make it a crime to obtain business by giving or offering a thing of value to a purchasing decision-maker. These laws can carry severe civil and criminal consequences for the individual and D+H. The reputational harm to a business from a violation of these rules cannot be measured. These laws forbid both direct and indirect payments. It is D+H's policy both to obey the law and to avoid even the appearance of impropriety or a conflict of interest.

A gift is anything of value, including cash, gift certificates, meals, travel, hotel accommodations, tickets or invitations to cultural or sporting events, favors, services and promises to do something in the future, either given to or received from an entity with whom D+H does business. It does not matter whether the gift was purchased with D+H's money. Gifts do not include entertainment or events sponsored or held by D+H.

***You may not be involved in any act that could be interpreted as seeking, receiving or dispensing a bribe, kickback or questionable payment. It is unethical and generally illegal.***

Modest gifts given to or received from clients or business providers may be appropriate if the gift is unsolicited, is in the spirit of business courtesy and relationship management and in no way creates an environment where one party feels a sense of obligation to the other party. You should consider the motive behind business gifts and entertainment prior to accepting or giving them. As a guide for employees and contractors, a modest value of approximately USD or CAD\$400 (or relative value in other currencies where

the company engages in business) should be applied in assessing what is acceptable to give or to accept. Officers and directors should consider this guideline, but also consider the specific circumstances of the situation. Any officer or director who accepts a gift valued at more than \$400 should report such gift to a Reporting Contact along with an explanation as to why the gift was deemed acceptable. **Records regarding gifts requiring approvals should be retained by the segment head of finance or with the CFO.**

***You may not give or receive cash or a cash equivalent (such as a gift certificate) in any amount as a gift. You may not give or receive a gift of any kind or of any value if you are involved in any stage of a formal procurement process in which D+H is either a current or potential client or business provider. You may not give a gift if you know or have reason to believe that such a gift would be illegal or violate the client's or potential client's policies, so that you do not compromise the customer's adherence to its own internal standards.***

The provision of gifts or other benefits to any public or government official, including candidates for public office, employees or representatives of a government agency, political party officials or employees of foreign governments or government-controlled organizations, may never be made without first contacting D+H's Legal Department for advice and approval. This applies regardless of the intent or the value.

***You may not give a gift to any public or government official, including candidates for public office, employees of a government agency, political party officials or employees of foreign governments or government-controlled organizations without prior approval.***

**B. Entertainment**

Offering or accepting entertainment is appropriate as a business courtesy if it is business-related, reasonable in cost and exchanged in the ordinary course of business. Acceptable business entertainment may include meals, refreshments, entertainment, accommodations or travel arrangements. Regardless of the value of the entertainment, it must in no way create, or appear to create, a sense of obligation, and is to be of a style or value commonly accepted for business occasions.

The propriety of a particular type of entertainment depends upon the reasonableness of the expense and the type of activity involved. Entertainment that may compromise D+H's reputation is always inappropriate.

***You may not offer or accept entertainment, except where the purpose is to hold business discussions, the host or person providing the entertainment is present, and the level of expense is reasonable and customary in the circumstances. You may not solicit or even suggest entertainment as a condition for doing business with D+H. Employees and contractors may not offer or accept entertainment for value greater to you and your guest of USD or CAD \$400 or the local currency equivalent. Any officer or director who is offered and deems the acceptance appropriate should obtain approval in writing from an appropriate Reporting Contact, along with an explanation as to why this was deemed acceptable. Records regarding and entertainment and their approval should be retained by the segment head of finance or with the CFO.***

**C. Outside Work**

D+H respects the rights of its employees to engage in activities outside of their jobs, so long as those activities do not conflict with D+H business and do not, directly or indirectly, take any benefit or opportunity away from D+H.

***You may engage in outside business activities while employed with D+H, except: (i) work or services for, or any business relationship with, any individual or organization that supplies products or services to, purchases from or competes with D+H; (ii) activities which result in a conflict of interest, or the appearance of a conflict of interest; or (iii) activities which interfere with the performance of your work for D+H.***

**D. Directorships**

D+H's employees or officers may be invited to sit on the boards of external organizations or to accept other similar appointments.

***Before accepting a directorship or other appointment with an external organization you must seek the prior approval of D+H. You may not accept an appointment that results in a conflict of interest, or the appearance of a conflict of interest, or which interferes with your duties to D+H or is otherwise harmful to D+H or its reputation.***

**E. Lobbying**

When dealing with government officials – either directly or through third parties – many routine activities can be considered “lobbying” and are subject to applicable laws that regulate lobbying. The laws relating to lobbying may differ across the various jurisdictions where D+H does business. Any activity that may be considered to involve influencing a governmental official or representative or a policy, practice, law or regulation must be approved by D+H Legal.

***You may not engage in lobbying activities on behalf of D+H without approval.***

**F. Workplace Solicitations**

Soliciting donations or selling goods for charitable or other outside organizations can be disruptive and should be approached with common sense and respect. You may inform employees or non-employees about such situations as long as you do not disrupt their work, but you must not pressure or repeatedly approach anyone for these purposes during work time, on work premises or through the use of work facilities, regardless of the reason or cause. This restriction does not apply to D+H sponsored charitable fundraising or business-related events.

**6. PROTECTED INFORMATION**

**A. Confidentiality**

D+H handles a variety of confidential information concerning D+H, our clients, suppliers, employees and others, including confidential information that D+H is required to protect under law or contract.

Confidential information includes (but is not limited to): client lists; distribution plans or strategies; manufacturing processes; trade secrets; business plans and proposals; inventory descriptions; pricing, sales or marketing strategies; budgets; non-public revenue, earnings results or other financial metrics; business projections; security information; intellectual property; information about employees, suppliers or clients, including their personal circumstances; and any other non-public proprietary or personal information relating any individual or entity or to D+H’s financial, legal or other business activities.

Anyone with responsibility for managing access to confidential information must ensure that this information is carefully safeguarded and access is only permitted if there is a clear requirement for an individual to have specific confidential information for purposes of carrying out duties and responsibilities (both customer and employee information).

If you no longer have an employment or business relationship with D+H, you are obligated to continue to safeguard confidential information indefinitely, and to return or destroy, as applicable, any confidential information in their possession upon departure.

D+H has adopted a policy which addresses disclosure of confidential information in more detail as it relates to material information and the securities laws applicable to D+H (the “Policy and Procedures for Public Disclosure of Material Information”). You should be knowledgeable of and comply with the Policy and Procedures for Public Disclosure of Material Information.

Employees, contractors and directors must also be aware of any special requirements for confidentiality based on geographic area or line of business.

In addition, employees must comply with specific obligations relating to confidentiality set out in their employment agreements, contracts or that generally apply under law.

The disclosure of any regulatory information about the Corporation (or any other organization in the case of someone who previously worked for a competitor) is a violation of this Code.

***You may only access, use or disclose confidential information for D+H’s legitimate business purposes in accordance with applicable law. You must safeguard confidential information by not***

***disclosing it other than is necessary in the legitimate course of doing business. Personal information about an individual is subject to D+H's Privacy Policy.***

**B. Insider Trading**

D+H handles a variety of confidential information concerning D+H, our clients, suppliers, and other companies whose securities are publicly traded on a stock exchange. This information may include material non-public information (also known as "inside" information). Material non-public information means information that is not generally available to the public and that a reasonable investor would expect to have an effect on the value of a company's securities (stock, bonds, options, etc.)

In addition to being a violation of D+H's policies, misuse or disclosure of material non-public information is also illegal.

D+H has adopted a policy which addresses trades in securities by "insiders" in more detail (the "Insider Trading and Confidentiality Policy"), imposing trading restrictions and blackout periods. You should be knowledgeable of and comply with the Insider Trading and Confidentiality Policy.

***When you have material non-public information about a company, you must comply with all applicable laws relating to securities trading activities. You also may not share such information with other people other than as permitted by law. You must notify a Reporting Contact if you become aware of any suspect violation of applicable insider trading laws.***

**C. Proprietary Information**

D+H's proprietary information is a valuable asset, and includes trade secrets, and trademarked, patented and copyrighted materials. A trademark is something used to identify a product or service. D+H uses valuable and well-recognized trademarks. The use of D+H's trademarks by third parties (including clients, vendors, and other partners) is generally not permitted. A copyright represents the exclusive right to publish, reproduce and sell a written work, including certain works of software.

***You must correctly use D+H's trademarks and notify a Reporting Contact if you become aware of any unauthorized use of those trademarks or of any other company's confusingly similar trademarks. You may not use D+H's trademarks except for D+H's legitimate business purposes.***

***You may not do anything that would violate or possibly violate D+H's copyrights, for instance, by reproducing or offering for sale any of D+H's copyrighted materials, except for D+H's legitimate business purposes. You must notify a Reporting Contact if you become aware of any violation of D+H's copyrights.***

***You may not infringe the patents, trademarks or copyrights of others.***

**7. RECORDS, REPORTS, DATA AND FINANCIAL PRACTICES**

As a public company, D+H, through its employees, directors, officers, contractors and agents worldwide, has a responsibility to provide full, fair, accurate and timely disclosure of its business and financial condition in the periodic reports and other disclosures that it must provide in accordance with applicable securities laws and regulations.

**A. All Records Must be Accurate and Honest**

It is D+H's policy to maintain books, records and accounts in reasonable detail to reflect accurately and fairly all of D+H's transactions and its financial condition. D+H maintains a system of internal accounting controls designed to reinforce compliance. Anyone with responsibility for preparing and maintaining D+H's financial records must comply with D+H's internal accounting controls and procedures and this Code.

All of D+H's assets and liabilities must be recorded in the regular books of D+H. Under no circumstance may there be any unrecorded fund, asset or transaction of D+H or any improper or inaccurate entry knowingly made in D+H's books and records. Records are inaccurate and violate the law if they fail to record illegal or even improper transactions, or if they falsify or disguise such transactions. This includes routine documents such as time sheets and expense reports. It also includes financial statements, public filings, accounting entries, cost estimates, factory logs, requests

for refunds, contract proposals and other presentations and reports to management, clients, governmental agencies, stockbrokers, and the public. The falsification of records, whether paper or electronic, is illegal and always unacceptable. Anyone, regardless of their seniority, is responsible for implementing this policy and must cooperate truthfully with all auditing personnel, lawyers, accountants, bankers and financial advisors.

***You must prepare and complete all D+H records, including paper records, electronic records, business data, reports, filings, submissions and other documents, in a full, fair, honest, accurate, timely and understandable manner. You may not interfere with, or seek improperly to influence, directly or indirectly, the auditing of D+H's financial records. Nor may you conceal any information relevant to an auditor's activity. If you believe that D+H's books and records are inaccurate, have been falsified, or are otherwise not in accord with this Code, you must immediately report the matter to a Reporting Contact.***

**B. Record Retention**

You must comply with all laws and regulations relating to records retention and preservation. Under various legal and tax regulations, D+H must retain certain documents for varying periods of time. You should direct any question regarding these requirements to D+H's Legal Department.

If you know or become aware that D+H has received or been served with, or may receive or be served with, a subpoena, search warrant or other legal process, be it governmental, regulatory or civil, it is your responsibility to immediately contact D+H's Legal Department. If you become aware that there is an impending governmental or regulatory investigation, or that D+H has been, or may be, served with a subpoena, search warrant or other legal process, you must retain all records that may pertain to that investigation or that may potentially be responsive to the subpoena. You must not destroy or alter any such records in your possession or control. You should not guess whether certain documents should be preserved. You should contact D+H's Legal Department to obtain guidance on the scope of your document retention responsibilities.

**C. Cooperating with Internal and Government Investigations**

D+H is committed to cooperating with appropriate government inquiries and investigations. If you receive any request for information or for an interview from a governmental or regulatory agency, you should immediately contact D+H's Legal Department.

Any information you provide to the government must be complete and truthful. In those instances where D+H documents are requested, you are reminded of the obligation to preserve such material and that such material is D+H property and as such you should obtain permission to produce it from your manager. Nothing in this Code should be interpreted as prohibiting or discouraging you from testifying or participating in any state or federal administrative, judicial or legislative proceeding or investigation.

***You must never, under any circumstance:***

- ***Destroy or alter any D+H document, including emails and other electronic records, in anticipation of a request by a governmental agency;***
- ***Lie or make false or misleading statements to any governmental representative; or***
- ***Attempt to persuade any other D+H employee, or any other person, to provide false or misleading information to a governmental representative, to destroy or alter any document or to fail to cooperate with an investigation or other regulatory process.***

In addition to being a violation of D+H policy these actions may constitute a criminal offense. This policy applies to all communications, either direct or indirect, with any governmental agency.

**8. COMPETITION**

**A. Fair Methods of Competition**

D+H adheres to principles of fair dealing in all its undertakings. Taking unfair advantage through manipulation, concealment, abuse of privilege, misrepresentation and other unfair dealing practices is

unacceptable. You are expected to deal fairly with the Corporation's customers, suppliers, competitors and employees.

D+H will compete for and win clients through fair competition. You should never attempt to obtain or accept a competitor's confidential information by improper means. Although D+H may, and does, employ former employees of competitors, we recognize and respect the obligations of those employees not to use or disclose the confidential or other protected information of their former employers.

***You may not use improper or illegal means to gain competitive information that is confidential or proprietary to others.***

**B. Compliance with Antitrust Laws**

D+H and its employees, contractors, officers and directors must comply with the antitrust and unfair competition laws of all jurisdictions in which D+H does business. These laws vary from country to country and can be complex. If you have a role that may implicate the antitrust laws, such as a sales and marketing position or a position with authority over pricing, you are responsible for knowing the applicable laws. You should address any question regarding compliance with those laws with D+H's Legal Department.

Antitrust laws prohibit attempts to monopolize or otherwise restrain trade, including, but not limited to, unlawfully selling products or services below cost, bid rigging, group boycotts, price discrimination, "fixing," or agreeing on, the price or cost of products or services, or dividing clients or geographic territories with competitors. Also prohibited are certain kinds of "tying" arrangements that require a client who wishes to purchase a product or service to buy other products or services, agreements with distributors or retailers regarding the price at which they will resell D+H's products or services and other restrictive agreements. A violation of the antitrust laws can carry both civil and criminal penalties.

Although these laws are complex, generally, at a minimum they require that there be no agreement between D+H and any other party, whether formal or informal, that reduces or is perceived as reducing competition. By way of example only, you should never exchange non-public sales, pricing or other competitive information with competitors. In addition, you must immediately report to a Reporting Contact any request by someone outside D+H for an agreement to exchange non-public competitive information.

**C. No Improper Payments to Foreign Officials**

D+H policy and applicable law prohibit employees, contractors, officers and directors and their agents from making a payment or offer of any kind to any foreign official to induce that official to affect any governmental decision (whether it be to act or to refrain from acting) or to assist any individual or entity (including D+H) in obtaining or keeping any business or otherwise obtaining an improper advantage. An improper payment need not be in the form of cash and can include gifts, services, amenities, stock or other types of consideration. Severe criminal penalties may be imposed for violating these requirements.

***You must immediately report to a Reporting Contact any request by a foreign official for a payment or benefit covered by this Code and any other action taken to induce such a payment or benefit.***

Payments must not be made to an agent or local representative when you know or have reason to believe that the agent or representative will give some or all of the payment to a government official, agency, political candidate or political party. No contract or agreement may be entered into with any business in which a governmental official or employee holds a significant interest without prior approval of D+H's Legal Department.

Although the laws of many countries permit certain types of payments to foreign officials, including payments made to "facilitate" routine government actions, determining what constitutes a "facilitating" payment involves difficult legal judgments that you should not make alone. Because this is a complex area of law, it is D+H's policy that no payment or gift will be made to foreign officials, directly or indirectly, unless approved by D+H's Legal Department.

**D. Contracting and Payments**

D+H must use only legitimate means to obtain a contract. You may not seek or receive information that D+H is not authorized to possess, including improperly obtained confidential or proprietary information of competitors and improperly obtained nonpublic documents relating to bidding or source selection. Absent a specific written authorization from an appropriate corporate officer, you may not sign a bid or contract on D+H's behalf. You must also observe internal procedures for verifying the good character of D+H's business partners and their commitment to abide by the same high ethical standards that we do. All forms of contract must be approved by D+H's Legal Department.

**E. Advertising**

D+H also abides by all laws, foreign and domestic, that regulate advertising. Generally, these laws prohibit false, misleading or deceptive advertising and related activities in the promotion and sale of D+H's products and services. All advertising claims made by D+H regarding its products (including those included on the packaging of D+H's products) and services must be truthful and have a reasonable basis in fact.

**9. WORKPLACE RELATIONSHIPS**

D+H understands that individuals that are working together can develop personal relationships as well as professional relationships and platonic workplace friendships. In addition, when employment or contracting opportunities arise in D+H, it is natural for you to want to share these with relatives and close friends. While recognizing these factors, it is essential that our business decisions are based on sound ethical business and management practices, and not influenced by personal concerns.

Relatives and people who share a financial or close personal<sup>1</sup> relationship may not work in positions where there is an actual or potential conflict of interest (for example, where the positions serve as controls for each other, where there is a direct reporting relationship between them, or where either one has the authority to influence, directly or indirectly, any term or condition of employment of the other, or if the relationship is with someone who is in a position to supply services or products to D+H), unless the situation has been disclosed to the relevant Manager and to the Human Resources department and approval has been obtained.

Directors should disclose such a situation to the Board Chair (and if it is the Chairman of the Board, he/she should disclose the situation to the Chair of the Governance and Nominating Committee).

If a Conflict exists, one of the parties may be relocated.

**10. ADMINISTRATION**

**A. Certification**

D+H will distribute this Code to each new employee, contractor, officer or director upon commencement of his or her relationship with D+H and then again on an annual basis. Upon receipt of the Code, you must certify compliance with its terms. Be sure that you have read and understood this Code before submitting your certification. If, in good faith, you believe you cannot certify your compliance with the Code, you must advise a Reporting Contact of your reasons for not certifying compliance. All employees, contractors, officers, and directors will be required to participate in applicable training concerning the Code.

**B. Compliance**

This Code is not an employment contract. Adherence to the standards of this Code, however, is a condition of your continued engagement with D+H. This Code does not confer rights of any kind upon any person, and may be changed by D+H at any time without notice. D+H may change and update this Code from time to time. This Code also periodically may be supplemented to incorporate specific regulatory developments or other matters. If you are uncertain whether there has been a change or

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<sup>1</sup> Relationships need not be intended as permanent in order to be reportable.

supplement to the Code on a matter of interest to you, please contact a HR representative or a Reporting Contact.

D+H will seek to prevent and stop conduct that does not comply with the Code and will discipline those who violate the Code or who fail to properly supervise others who violate it. Such disciplinary action might include termination of employment, directorship or contract, referring the individual misconduct for criminal prosecution or regulatory discipline and suing to recover any loss or damage resulting from a violation. All violations of the Code are serious, but D+H will endeavor to tailor its responses to all the applicable facts and circumstances.

**C. Policies and Procedures**

We may establish policies and procedures as needed to implement the letter and spirit of this Code, and to otherwise ensure that D+H's business is conducted in a safe, secure and legally compliant manner. You are required to read, understand and adhere to such policies and procedures to the extent you fall within their scope. To the extent you believe there is a conflict or inconsistency between this Code and any such policy or procedure, please discuss with a Reporting Contact.

**D. Director and Management Responsibilities**

Directors will promote ethical behavior and take steps to ensure senior management fosters an environment of ethical conduct through the implementation of policies and practices which endorse ethical behavior and require employees to report violations of laws, rules, regulations or the Corporation's Code of Ethics and Business Conduct.

Training in ethical issues shall be part of on-boarding training for all new employees and long term contractors, and annual refresher training shall be provided for all new employees, long term contractors and directors.

Members of management assume a special obligation for knowing and effectively communicating to the employees reporting to them the importance of complying with this Code. These responsibilities cannot be delegated. Managers and supervisors are encouraged to maintain an open-door policy in responding to questions regarding this Code. Frequent discussion of ethical issues, both informally and formally, is a good corporate practice.

**E. Amendments and Waivers**

This Code may only be amended by D+H's Board of Directors or a Committee of the Board. Waivers of the Code for directors or executive officers may only be considered by the Board of Directors or a Committee of the Board. Waiver requests for other D+H employees may be made by contacting a Reporting Contact.

Appendix A: Related Policies

1. Social Media Policy
2. Policy and Procedures for Public Disclosure of Material Information
3. Insider Trading and Confidentiality Policy
4. Privacy Policy

**D+H COMPLIANCE REPORT FORM**

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To: D+H Human Resources Department or Corporate Secretary

I have read, understand and acknowledge the principles and standards of conduct contained in the D+H Code of Business Conduct. Since I last reviewed the Code, I have adhered to and complied with its principles and standards, and I will adhere to and comply with such principles and standards in the future, including a duty to report any suspected violations of the Code. I am presently unaware of any violation of this Code that I have not reported as required.

I understand that such statement and agreement does not constitute or give rise to any contract of employment.

Please sign here: \_\_\_\_\_

Please print your name: \_\_\_\_\_

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

You must return this signed and completed form to your HR representative or, in the case of directors, to the Corporate Secretary, annually.