



MCT WORLDWIDE LLC. BUSINESS ETHICS STATEMENT

Version 1.1

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Dear Colleague:

I am honored and proud to work for a company that contributes so much to our communities, our industry, and customers around the world. Our continued success as a Corporation depends upon delivering innovative solutions to our customers while maintaining our commitment to integrity — in everything we do.

All of us have a shared responsibility to maintain the highest standard of integrity to ensure that we sustain a place where we are proud to work. If you are faced with an ethical dilemma, you have a responsibility to speak up and seek resolution. We all must be accountable for acting with integrity and upholding the values of the Corporation. **MCT Worldwide LLC.**, our Code of Ethics and Business Conduct, provides guidance on our expectations for all employees, contract labor, agents, consultants, advisors, and others when representing or acting for the Corporation. Our Code spells out the values we live by and the standards we set. You should read and refer to it often as I do.

Of course, this booklet will not have all the answers to every question that may arise. In those situations where the answer isn't obvious, there are various resources available to provide guidance on doing the right thing. If you observe a violation or potential violation of this Code or if you have a question, talk to your manager, human resources, legal, myself.

Thank you for your help in Walking the Talk for ethics and integrity.

John Moon

Chief Executive Officer

July 18, 2016

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A Culture of Integrity

MCT Worldwide LLC. is committed to dealing honestly and fairly with our employees, customers, suppliers, stakeholders and the communities in which we live and work. Our success depends on maintaining a culture of integrity.

Our Vision and Our Values

MCT Worldwide LLC. holds each executive, leader, manager, employee and agent accountable for upholding our Vision, our Values and our Code. In so doing, we ensure that MCT Worldwide LLC.'s business will be conducted consistently with the high ethical standards that we demand from each other, and that others have the right to demand from us.

Our Vision:

Technology Driven, Guided By Integrity, We Help Our Customers Achieve Their Most Ambitious Goals.

Our Values:

Do What's Right

Respect Others

Perform With Excellence

Hold our Head High

Report Violations of This Code

You have many different channels to report violations or potential violations of this Code, including your manager, Human Resources, Legal, CFO, COO and CEO, as appropriate.

If you have any reason to believe that a violation of the Code or a contract provision has occurred, or you are asked to violate the Code or a contract provision, don't remain silent. You should take action. Report such violations, or suspected violations; depending on the circumstances, failure to report may itself violate this Code. Remember that no unethical or illegal acts can be justified by saying that they benefited the Corporation, or that they were directed by a higher authority in the organization.

In addition to reporting violations, you are encouraged to contact the CFO or HR manager to discuss any ethics question or concern. When faced with an ethical dilemma, it is always better to obtain guidance before acting.

You may contact the Corporate Office for Human Relations in the CFO organization for information on how to proceed, or to report a concern or seek guidance. The following are some of the confidential ways in which you can communicate with the HR Director or CFO

Call: (612) 436-3240

International: +604.644.4994

Write: Director of Human Relations
MCT Worldwide LLC. Corporation
121 South 8th Street; Suite 960
Minneapolis, MN 55402

Contacting Your Manager; HR Director or CFO

What can you expect when you contact?

- Your concern will be treated seriously and fairly.
- You will be treated with dignity and respect.
- You need not identify yourself.
- Whether you identify yourself or not, your communication will be kept confidential to the greatest extent possible.
- If your concerns are not resolved at the time you call, you will be informed of the outcome. If you have reported anonymously, you can call the HR Director to learn the outcome of the case.
- Due to privacy considerations, you likely will not be informed of the details of any discipline that may result from an investigation into your concerns.
- The Corporation takes its obligations very seriously and will take appropriate action in response to violations of this Code, even if these actions are not always visible to you.

Remember, there is never a penalty for bringing a potential or real problem to management's attention. People in a position of authority cannot stop you; if they try, they are subject to disciplinary action up to and including dismissal. ***MCT Worldwide LLC. will not tolerate retaliation against employees who raise concerns to any source in good faith.***

Be Accountable for Upholding the Code

Our Code applies to all MCT Worldwide LLC. Employees, advisors, agents, consultants, contract labor, or others, when they are representing or acting for the Corporation.*

You are responsible for adherence to the standards of conduct set forth in this Code and for raising questions if you are concerned that these standards are not being met. Violations of the Code are cause for corrective action, which may result in disciplinary action up to and including discharge.

You should speak up and seek resolution regarding issues that arise in your work environment. At times, simply asking questions, gathering additional information, reframing the issue or talking to subject matter experts can prevent a violation of the Code.

MCT Worldwide LLC. leaders must be particularly careful with their words and conduct to avoid placing, or seeming to place, pressure on subordinates that could cause them to perform in a way that is contrary to the ethical standards set forth in this Code and company policies. If someone approaches you with a question or concern relating to the Code, listen carefully and ask for clarification and additional information to ensure that you fully understand the question or concern. Answer any question that you can, but do seek help if you need it before responding. You are not required to provide an immediate response, but should always acknowledge the inquiry and get back to them as soon as possible. If the concern raised requires that an investigation be conducted to determine compliance with the Code, refer it to the appropriate resource identified in the section titled, "Report Violations of this Code."

Comply With Laws and Regulations

Our Value

MCT Worldwide LLC. is committed to doing the right thing and remembering who we work for. For this reason, we believe that it is important to comply with both the letter and the spirit of the laws and regulations that govern our business.

Walking the Talk

You are expected to perform all of your duties on behalf of MCT Worldwide LLC. in compliance with all laws, regulations and company policies and procedures. This is a minimum expectation. The Legal Department and the Human Resources Department are always available to help you understand the laws and regulations that apply to your job. It should be understood, however, that upholding our Values and this Code may require more than mere compliance with laws and regulations.

If you perform work internationally you are also subject to the laws and regulations of the countries in which we do business. You may find that there is a conflict between the laws of the countries in which we operate and the laws of the United States or company policy. In those situations, you must consult with the Legal Department or the Human Resources Department to receive direction on how to handle the conflict.

References

MCT Worldwide LLC. employees should consult the following Corporate Policy Statement (CPS) for further information about this topic:

Code of Conduct Handbook

Citizenship and Human Rights

Our Value

MCT Worldwide LLC. is committed to good citizenship, which we believe includes the protection and advancement of human rights. Being a good citizen ensures the long-term sustainability and competitiveness of our business, and is a reasonable expectation of our employees, customers, and shareholders. We will operate with integrity in all of our business dealings.

Walking the Talk

You are responsible for upholding MCT Worldwide LLC.'s long-standing commitment to good citizenship. This means that you will understand and uphold the provisions of this Code, and all applicable policy statements. In particular, you will treat people with respect and dignity, encourage diversity and diverse opinions, promote equal opportunity for all, and help create an inclusive and ethical culture. You will seek to maintain a safe working environment, minimize the environmental impact of our operations, maximize the efficiencies of our products, and reduce wastes, emissions, energy consumption and the use of materials of concern. You will not use child labor or forced labor, discriminate against others in the workplace, or engage in corrupt practices.

References

MCT Worldwide LLC. Employees should consult the following Corporate Policy Statements (CPSs) for further information about this topic:

MCT Personnel Handbook

UN Global Compact

(<http://www.unglobalcompact.org/AboutTheGC/TheTenPrinciples/index.html>)

Zero Tolerance for Discrimination and Harassment

Our Value

MCT Worldwide LLC. is committed to providing a safe and respectful work environment free from threats, violence, harassment and discrimination. Respecting others and performing with excellence create opportunities to achieve success in our workplace.

Walking the Talk

You are expected to treat all MCT Worldwide LLC. employees, suppliers, and customers with dignity and respect. MCT Worldwide LLC.'s goal is to maintain a professional work environment that is free from threats and acts of violence, bullying, abusive or intimidating conduct or other similar behavior. MCT Worldwide LLC. does not tolerate harassment or discrimination of any kind – especially involving race, ethnicity, religion, color, sex, national origin, age, U.S. military veteran's status, ancestry, sexual orientation, gender identity or expression, marital status, family structure, genetic information, or mental or physical disability.

As a global enterprise, we recognize that the various countries in which we do business may have different legal provisions pertaining to discrimination and harassment in the workplace. Nonetheless, MCT Worldwide LLC. has set a standard of zero tolerance for discrimination and harassment that applies to all of its employees, wherever they work.

If you are a MCT Worldwide LLC. leader, you have a special responsibility for promoting a positive, diverse, and inclusive work environment where everyone may raise issues or concerns without fear of retaliation.

References

MCT Worldwide LLC. Employees should consult the following Corporate Policy Statements (CPSs) for further information about this topic:

EEO Policy of the EEOC on

1. [Age](#); 2. [Disability](#) 3. [Equal Pay/Compensation](#) 4. [Genetic Information](#); 5. [Harassment](#); 6. [National Origin](#). 7. [Pregnancy](#); 8. [Race/Color](#); 9. [Religion](#); 10. [Retaliation](#); 11. [Sex](#); 12. [Sexual Harassment](#)
2. <https://www.eeoc.gov/laws/index.cfm>

Maintain a Safe and Healthy Work Environment

Our Value

MCT Worldwide LLC. is committed to providing a drug-free, tobacco-free, safe and healthy work environment. MCT Worldwide LLC. observes environmentally sound business practices throughout the world because preservation of natural resources is the right thing to do.

Walking the Talk

You are responsible for complying with environmental, safety and health laws, regulations, policies, and procedures. Observe all posted warnings and regulations. Report immediately to the appropriate management any accident or injury sustained on the job, or any environmental, safety, or health concern you may have.

You may not be under the influence of alcohol or illegal drugs, or abuse legal drugs, in the workplace at any time. MCT Worldwide LLC. also has a tobacco- and smoke-free environment. You may not smoke, use or sell tobacco products on MCT Worldwide LLC. Premises.

References

MCT Worldwide LLC. Employees should consult the following Corporate Policy Statements (CPSs) for further information about this topic:

Under Development

Accurately Charge Labor and Other Costs

Our Value

MCT Worldwide LLC. customers place special trust and confidence in us when they award us work. We must honor this special trust by ensuring the integrity of our accounting and company records.

Walking the Talk

You and your supervisor (or manager) are responsible for understanding and complying with the labor recording policies and procedures at your location. You are also responsible for properly accounting for labor, travel, material and other costs, and ensuring that they are accurately recorded and charged to the company's records. These costs include, but are not limited to, normal contract work, work related to independent research and development, and bid and proposal activities.

Knowingly mischarging the time that you work or falsifying your time keeping violates company policy and the law. No employee shall knowingly charge an incorrect account or cost objective, or knowingly approve such mischarging. Shifting costs to improper accounts also is prohibited.

Transactions between the Corporation and outside individuals and organizations must be promptly and accurately entered in our books in accordance with generally accepted accounting practices and principles in the United States, and in the countries in which we do business. Under no circumstances should you misrepresent facts or falsify records.

References

MCT Worldwide LLC. employees should consult the following Corporate Policy Statements (CPSs) for further information about this topic:

- Internal Control
- Business Travel
- Commercial Cards

Maintain Accurate Business Records

Our Value

MCT Worldwide LLC.'s reputation and credibility depend on all of us maintaining accurate business records. We have an obligation to the public and our shareholders to make accurate public disclosures. We are committed to operating in an environment of open communication, while not compromising proprietary and confidential information.

Walking the Talk

You must ensure the accuracy of any business or financial records for which you are responsible. These include not only financial accounts, but other records such as quality reports, time records, expense reports, résumés and submissions to the company, the customer or regulatory authorities like the Internal Revenue Service (IRS).

If you are responsible for the preparation of any business or financial records on behalf of the Corporation, or for making public communications, you must ensure that all information contained in such records or communications is full, fair, timely, accurate, and understandable. You should not include any proprietary or confidential information in any public disclosures without obtaining the proper prior approval. Public disclosures include reports or documents filed with the Securities and Exchange Commission, IRS, other regulatory authorities, and other public communications made by the Corporation.

If you have concerns about any aspect of our business or financial records or auditing matters, or you learn that others have such concerns, you should talk to your manager, the Finance organization, or Legal and Human Relations Office.

References

MCT Worldwide LLC. Employees should consult the following Corporate Policy Statements (CPSs) for further information about this topic:

Employees interested in Audit controls and reports are encouraged to contact Dan Markowitz, General Partner, [The Bouley Group](#) at 952.841.3027

Responding to Investigations and Legal Action

Our Value

MCT Worldwide LLC. values the trust placed in our Corporation. We face a significant risk of damaging that trust and our reputation when we are involved in an investigation or litigation. We must pay particular attention to conducting our business and ourselves according to the highest standards of business ethics.

Walking the Talk

You are required to cooperate in internal investigations. You must never destroy or alter any documents or electronic records, lie to or mislead an investigator, or obstruct the collection of information relating to an investigation or any legal action brought on behalf of, or against, the Corporation.

To the greatest extent possible, MCT Worldwide LLC. shall cooperate with government agencies responsible for investigating suspected violations of law. If requested by MCT Worldwide LLC., you also are required to cooperate with investigations conducted by the government. You must notify the Human Resources or the Legal Department immediately if you learn that a government agency or any third party is conducting such an investigation or asking for information pertaining to a suspected violation of law. The Human Resources or Legal Department will help you to review information before it is released to the investigative organization.

References

MCT Worldwide LLC. Employees should consult with their manager, the CFO, COO or CEO and always seek to confirm the legitimacy of such request:

Strictly Adhere to All Antitrust Laws

Our Value

MCT Worldwide LLC. values open and fair competition. We want to win, but only with integrity. We do not knowingly enter into business arrangements that eliminate or discourage competition or that provide us an improper competitive advantage, as such arrangements undermine the free marketplace on which our business depends.

Walking the Talk

You are expected to know that antitrust laws may apply to your activities and to consult with the Finance Department or outside legal counsel as necessary. You should be aware that any of the following may violate antitrust laws:

- Price fixing;
- Boycotting suppliers or customers;
- Pricing intended to run a competitor out of business;
- Disparaging, misrepresenting or harassing a competitor;
- Teaming with companies to try to block competitors and prevent market entry;
- Bribery, kickbacks, or stealing trade secrets;
- Entering into agreements or understandings with competitors to divide the market in which they compete by allocating territories or markets, and/or limiting the production or sale of products or product lines;
- Conditioning the sale of one product/service on the sale of another unwanted product/service; and/or
- Conditioning the sale or purchase of products/services on the requirement that the seller or purchaser not do business with competitors of the Corporation.

You must avoid engaging in or discussing any of the above activities with competitors, suppliers, or customers, and must report any instances in which such activities are proposed or discussed to the Human Resources or the Legal Department.

References

Contact your manager or Ken Ramsey, EVP of Sales and Business Development at 925.998.7735.

Do Business Ethically Outside the United States

Our Value

MCT Worldwide LLC.'s commitment to the highest standards of ethical conduct applies globally. Bribery, violations of export and import laws, and participation in illegal boycotts erode confidence in the marketplace, undermine democracy, distort economic and social development, and hurt everyone who depends on trust and transparency in the transaction of Business.

Abiding by the law

Unless prohibited or penalized by U.S. law, you are responsible for complying with the national and local laws of the countries in which we operate. In the case of a conflict with U.S. law, you must obtain direction from the Legal Department or Human Resources, which will consult with the Legal Department.

In particular, you must pay special attention to the following laws:

Anti-corruption:

You must strictly comply with the anti-corruption laws that govern our operations in the countries in which we do business. Such laws include the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act, and similar laws enacted by other countries. Together, these laws prohibit bribery, directly or indirectly, of foreign government officials, political parties, party officials, or candidates for public office, to obtain or retain business or an improper business advantage. They also prohibit knowingly falsifying a company's books and records or knowingly circumventing or failing to implement adequate internal accounting controls, which could facilitate or conceal bribery.

MCT Worldwide LLC. Policy prohibits anyone conducting business on behalf of MCT Worldwide LLC., including MCT Worldwide LLC. officers, employees, consultants, representatives, distributors, offset brokers, suppliers, and other business partners, from offering or making any improper payments of money or anything of value to government officials, political parties, or candidates for public office. Our policy specifically prohibits facilitating payments (improper payments made to expedite or secure performance of a routine governmental action like obtaining a visa or customs clearance), but allows personal safety payments where there is an imminent threat to health or safety.

Export/Import and Other Trade Restrictions:

You are required to strictly comply with all export and import laws and regulations which govern the transfer between countries of certain technical data, equipment and technology. The export licensing and controls that govern such transfers, as well as the rules pertaining to the import of goods and services, are complex. You must be careful to avoid even inadvertent violations.

In addition, you may not obligate MCT Worldwide LLC. to engage in trade in any country subject to trade restrictions imposed by the U.S. government. Such restrictions can include sanctions or embargoes that prohibit MCT Worldwide LLC. from engaging in certain business activities in specified countries, and with specified individuals and entities. For example, U.S. law prohibits interaction with identified terrorist states and organizations.

To ensure compliance with these laws, sanctions and embargoes, you are responsible for consulting with company experts in the International Trade Controls and Compliance Organization, the Ethics Office or the Legal Department before negotiating or entering into any foreign transaction.

Anti-boycott:

You may not enter into an agreement, provide any information, or take any action that would cause MCT Worldwide LLC. to refuse to deal with potential or actual customers, suppliers, or others in support of an illegal boycott, or otherwise to engage in or support restrictive international trade practices or boycotts not sanctioned by the U.S. government. All requests to engage in any such activity, whether written or oral, must be reported immediately to the Legal Department or the Human Resources Office, which will consult with the Legal Department.

References

MCT Worldwide LLC. Employees should consult with their manager, Human Resources officer, COO or CFO if you have any questions or concerns regarding compliance.

Political Contributions and Activities, Including Lobbying

Our Value

MCT Worldwide LLC. respects the integrity of the political process. MCT Worldwide LLC. values its reputation and is committed to upholding the spirit and letter of all laws relating to its participation in the political process.

Walking the Talk

Many countries, including the United States, prohibit MCT Worldwide LLC. from donating corporate funds, goods, or services, directly or indirectly, to political candidates. This includes employees' work time. Local and state laws also govern MCT Worldwide LLC.'s political contributions and activities. Because the laws in this area are complex, you must obtain the written approval of the Finance Department or the Human Resources Office, which will consult with the Legal Department, before using any MCT Worldwide LLC. funds, assets, or facilities for the benefit of political parties or candidates anywhere in the world.

You are encouraged to participate personally in civic affairs and the political process and to support the political parties and candidates of your choice. Your involvement and participation in the political process must be on an individual basis, on your own time, and at your own expense. You must be aware of, and avoid, conflicts of interest that can arise if you campaign for or hold public office or serve on commissions or advisory groups. If you plan to seek or accept a public office, you must consult with the Legal Department.

You must be aware of and follow corporate guidelines before contacting U.S. Congressional members and covered Executive Branch officials. Lobbying, both direct and indirect, is highly scrutinized and must be performed in accordance with all applicable rules and regulations. Always consult with the Legal Department before you act to avoid unintentional violations of corporate policy and federal rules concerning gifts and lobbying.

You must also know and follow corporate policies and procedures before contacting any member or employee of a non-U.S. government.

It is important that MCT Worldwide LLC. present a single, consistent business message to our Washington, DC-based customer community. You must coordinate with the CEO or CFO before interacting with U.S. Congressional and Executive Branch employees and staff.

References

MCT Worldwide LLC. Employees should consult with their manager, Human Resources officer or CFO if you have any questions or concerns regarding compliance

Compete Fairly for All Business Opportunities

Our Value

MCT Worldwide LLC.'s continued long-term success depends on our upholding the integrity of the procurement process in bidding, negotiating and performing contracts for governmental and commercial business customers. We compete fairly and ethically for all business opportunities.

Walking the Talk

You are responsible for dealing fairly with the company's customers, suppliers, competitors and employees. If you are involved in proposals, bid preparations, or contract negotiations, you must be certain that all statements, communications, and representations to prospective customers and suppliers are accurate and truthful. Once awarded, all contracts must be performed in compliance with specifications, requirements, and contract terms and conditions.

You must refuse any offers to provide MCT Worldwide LLC. with any unauthorized contractor bid and proposal information or source selection information and immediately report the offer to the Finance Department or the Human Resources Office. You may not use, obtain, accept or receive any information to which MCT Worldwide LLC. is not clearly and legitimately entitled. If you ever have reason to believe that the release or receipt of any information is unauthorized, or you are uncertain as to MCT Worldwide LLC.'s legal right to use the information, do not copy, distribute or use it until you have obtained guidance from the Legal Department, or the CFO Office, which will consult with the Legal Department.

References

MCT Worldwide LLC. Employees should consult with their manager, Human Resources officer, COO or CFO if you have any questions or concerns regarding compliance

Provide and Accept Appropriate Business Courtesies

Our Value

MCT Worldwide LLC. Competes on the merits of its products and services and does not use the exchange of business courtesies to gain an unfair competitive advantage. When people exchange business courtesies it can create the perception that favors were granted in order to influence business judgment.

Walking the Talk

MCT Worldwide LLC. Employees are responsible for ensuring that the offering or receipt of any gift or business courtesy is permitted by law and regulation; does not violate the rules and standards of the recipient's organization; is consistent with reasonable marketplace customs; and will not adversely impact the reputation of, or embarrass, MCT Worldwide LLC.

Questions and Exceptions:

If you have any questions about whether an offer or acceptance of a business courtesy is in compliance with the rules, regulations, and MCT Worldwide LLC. Policy, you must obtain guidance in advance from HR Department, which will consult with the outside Legal counsel as applicable. You may only offer, give or accept a business courtesy that is not expressly permitted by this Code or MCT Worldwide LLC. Policy if you obtain written approval in advance from the Finance Department or Human Resources Office.

Definition of Business Courtesy:

MCT Worldwide LLC. defines the term business courtesy broadly to mean a gift, gratuity, favor, benefit, loan, commission, discount, forbearance, or other intangible or tangible item having monetary value for which fair market value is not paid by the recipient. Such courtesies include, but are not limited to: cash and cash equivalents (checks, bonds, stocks, certificates of deposit, other convertible coupons, or gift cards/certificates); discounts; door prizes and raffles; entertainment and recreation (tickets, passes, fees, etc.); free or reduced cost admittance to a business-related event (conference, briefing, seminar, training, MCT Worldwide LLC. authorized participation in an advisory board or committee meeting, or other business event); honoraria; lodging; meals and drinks; models; promotional items; services; transportation; or use of a donor's time, material, equipment or facilities.

1. Offering or Providing Business Courtesies to Government Officials or Representatives:

The rules and regulations that apply to the offering of business courtesies to government employees, officials, and representatives of the U.S. and foreign governments are complex. You must comply strictly with these laws and regulations and you must never offer or accept a business courtesy if doing so violates a law or regulation, will cause embarrassment for the Corporation, or will reflect negatively on the Corporation's reputation. The following subsections address the offering or providing of business courtesies in certain specific situations:

A. U.S. Federal, State and Local Governments

Employees of U.S. federal, state and local governments are subject to laws and regulations concerning acceptance of business courtesies from firms and persons with whom the government does business or over whom it has regulatory authority.

a) Federal Executive Branch Employees

You may not offer or give anything of value to federal Executive Branch employees, except as follows:

- MCT Worldwide LLC. advertising or promotional items of little intrinsic value (generally \$20.00 or less per occasion) such as a coffee mug, calendar, or similar item displaying the company logo;
- Modest refreshments such as soft drinks, coffee, and donuts on an occasional basis in connection with business activities; or
- Business courtesies, other than transportation, having an aggregate value of \$20.00 or less per occasion.

When combined, the value of the business courtesies may not exceed \$50.00 in a calendar year. Although it is the responsibility of the government employee to track and monitor these thresholds, you must not knowingly provide business courtesies exceeding the \$20.00 individual or \$50.00 annual limit.

b) Federal Legislative and Judiciary Branches, and State and Local Government Employees

Employees of the federal Legislative and Judiciary Branches and employees of state and local government departments or agencies are subject to a wide variety of laws and regulations.

With few exceptions, you may not provide business courtesies to Senate or House of Representatives members, officers or staffs. Generally, you also may not provide business courtesies to members of the Judiciary Branch.

It may be permissible to provide business courtesies of reasonable market value to employees of state or local government in support of business activities, provided such practice does not violate any law or regulation or the standards of conduct of the recipient's organization. It is your responsibility to know the prohibitions or limitations of the recipient's organization before offering any business courtesy.

B. Foreign Governments

The U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act, and the anti-corruption laws of other countries in which we do business may restrict the Corporation from offering or giving business courtesies to any foreign official, any foreign political party or official of a foreign political party, or any candidate for foreign political office. Officials or employees of companies owned or controlled by a foreign government are considered "foreign officials" under the FCPA.

The company policy on Compliance with the Anti-Corruption Laws contains Hospitality Rules for Foreign Officials and Hospitality Guidelines that outline those business courtesies that are acceptable to offer and give in particular countries in which we do business. This MCT Worldwide LLC. Policy and the Hospitality Rules for Foreign Officials and Hospitality Guidelines apply to all MCT Worldwide LLC. Employees around the world, including employees of wholly owned subsidiaries, and others doing business on behalf of MCT Worldwide LLC..

If you seek to offer or give a business courtesy that is not expressly permitted by the Hospitality Guidelines and Hospitality Rules, you must obtain prior approval from the Legal Department or the Ethics Office, which will consult with the Legal Department.

. Offering or Providing Business Courtesies to Non-Government Persons

You may provide business courtesies of reasonable value to non-government persons in support of business activities, provided:

- The practice is not for any improper purpose and does not violate any law or regulation or the standards of conduct of the recipient's organization;
- The business courtesy is reasonable, customary, appropriate for the occasion, and infrequent;
- No cash or cash equivalents, a loan, guarantee of loan, compensation, or honoraria are provided; and
- The business courtesy is under a fair market value of \$100.00.

Local transportation and reimbursement for local transportation may be provided to non-government persons if allowed by the recipient's organization and the expenses are reasonable under the circumstances.

3. Acceptance of Business Courtesies by MCT Worldwide LLC. Employees

MCT Worldwide LLC. employees who are involved in a procurement or financial role (extends to employees who work with or evaluate vendors, suppliers, etc.) with a particular business relation may not accept any business courtesy from that business relation with the exception of promotional items with a fair market value under \$20.00.

It is permissible for employees outside a procurement or financial role with a particular business relation to accept unsolicited business courtesies from that business relation, provided the business courtesy is:

- Extended to a general audience (e.g., all conference attendees, all veterans);
- Infrequent and presented openly and transparently;
- Avoiding the intent and appearance of impropriety;
- Not in the form of cash, cash equivalents, a loan, a guarantee of loan, compensation or honoraria;
- Not in the form of expense-paid travel (transportation, lodging, or subsistence meals); and
- Under a fair market value of \$100.00.

Solicitation of business courtesies is always prohibited. If you have any questions about the propriety of accepting a business courtesy, contact the Ethics Office for guidance. It is your personal responsibility to ensure that your acceptance of a business courtesy does not create the perception that favors were granted to secure favorable treatment.

References

MCT Worldwide LLC. Employees should consult with their manager, Human Resources, COO or CFO if you have any questions or concerns regarding compliance

Avoid Personal and Organizational Conflicts of Interest

Our Value

MCT Worldwide LLC. is committed to upholding the highest standards of ethical business conduct and expects the same of its employees, agents and Board of Directors. We all have a responsibility to our shareholders to act in the best interests of the Corporation.

Walking the Talk

Definition of Personal Conflict of Interest:

A personal conflict of interest exists when you have divided loyalties – when you have a direct or indirect personal interest in a transaction or matter such that it might reasonably appear to affect the judgment that you exercise on behalf of MCT Worldwide LLC., influence your actions, or lead you to neglect MCT Worldwide LLC. business interests.

Personal Conflict of Interest Guidelines:

You are responsible as a MCT Worldwide LLC. Employee to act in a fair and impartial manner in all business dealings, and to place the interests of MCT Worldwide LLC over personal interests in matters relating to MCT Worldwide LLC. business.

You must avoid financial, business, or other transactions or situations in which your personal interests might conflict with, or appear to conflict with, the interests of MCT Worldwide LLC. Such situations may arise from relationships with customers, competitors, and suppliers, present or prospective employees, or from the acquisition or use of company assets for personal gain. An actual conflict of interest does not need to be present to constitute a violation of this Code; you must also avoid activities that create the appearance of a conflict of interest. A conflict of interest may exist when you use your contacts or position in the company to advance interests other than the company's, such as your own private business or financial affairs, or those of a friend or relative (whether or not at the expense of the company). You should never use company property or information for personal gain, or take for yourself personally any opportunity that is discovered through your position at MCT Worldwide LLC.

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Examples of how conflicts of interest could exist:

- Acceptance of gifts, payment, or services from those seeking to do business with MCT Worldwide LLC.
- Placement of business with a firm owned or controlled by a MCT Worldwide LLC. employee or their family.
- Ownership of, or substantial interest in, a company that is a customer, competitor or a supplier.
- Acting independently as a consultant to a MCT Worldwide LLC. customer or supplier, while employed by MCT Worldwide LLC..
- Having a personal interest or potential for gain in any company transaction.
- Using company assets, intellectual property, or proprietary information for personal gain.
- Employing or discussing employment with former government employees, or using them as consultants or subcontractors in violation of applicable laws or regulation.
- Having a close, personal relationship with a subordinate employee.

You must disclose in writing any situation, transaction, or relationship that might give rise to an actual or potential conflict of interest to your manager or supervisor, who will review the disclosure with the Human Resources Department.

References

MCT Worldwide LLC. Employees should consult with their manager, Human Resources officer, COO or CFO if you have any questions or concerns regarding compliance

Avoid Conflicts of Interest When Hiring and Working with Former Government Employees

Our Value

MCT Worldwide LLC.'s continued success and ability to compete in the marketplace depends on ensuring that we do not hire or work with former government employees in any manner that creates a real or perceived conflict of interest. We compete fairly and ethically for all business Opportunities.

Walking the Talk

You are responsible for ensuring that MCT Worldwide LLC. avoids conflicts of interest in connection with employing or acquiring the services of current or former government employees. This includes employing or acquiring the services of current or former military personnel and other federal government employees.

You must comply fully with all laws and regulations pertaining to employing or acquiring the services of government employees. These rules apply to contact or negotiations with current government employees to discuss their potential employment by the company or their use as consultants or subcontractors. These rules also may restrict the roles and responsibilities that former government employees may perform on our behalf after joining the company. The laws and regulations governing the hiring and employment of former government employees can be difficult to follow; when in doubt, you should consult MCT Worldwide LLC. Policies and procedures, and seek the advice of your supervisor, manager, Human Resources, the CFO Office or Legal Department.

References

MCT Worldwide LLC. Employees should consult with their manager, Human Resources officer, COO or CFO if you have any questions or concerns regarding compliance

Properly Engage Consultants, Representatives, and Other Third Parties

Our Value

MCT Worldwide LLC only works with those consultants, business representatives, and other third parties who share MCT Worldwide LLC.'s commitment to upholding the highest standards of business integrity. The actions of our consultants, representatives, and other third parties reflect on and impact the reputation of MCT Worldwide LLC. Business integrity and commitment to obeying the law are key considerations in the selection and retention of those who represent MCT Worldwide LLC.

Walking the Talk

You must not retain a consultant, representative, or other third party to conduct business in a manner that is contrary to MCT Worldwide LLC.'s policies or procedures or that would circumvent our values and principles. For example, you must not retain consultants, representatives or other third parties for the purpose of paying bribes or kickbacks, engaging in industrial espionage, obtaining the proprietary data of a third party without authority, or improperly gaining inside information or influence.

You are responsible for seeking advice from Corporate Consultant Services or the Legal Department prior to engaging an international or domestic consultant. Consultants and representatives must certify their willingness to comply with this Code, MCT Worldwide LLC.'s policies and procedures, and all applicable laws, regulations, and administrative requirements.

References

MCT Worldwide LLC. Employees should consult with their manager, Human Resources officer, COO or CFO if you have any questions or concerns regarding compliance

Protect Sensitive Information

Our Value

MCT Worldwide LLC. customers, suppliers and shareholders trust us to protect sensitive information. We generate sensitive information in our day-to-day work for the Corporation and our customers, and we regularly receive sensitive information from our customers, suppliers and others. Our obligation to protect sensitive information extends beyond our employment with MCT Worldwide LLC.

Walking the Talk

You may not disclose or receive sensitive information, including proprietary company information, without proper authorization. You must keep sensitive information, including any proprietary documents, protected and secure. You may only disclose sensitive information if you have the proper authorization to do so.

In the course of normal business activities, suppliers, customers, and competitors may sometimes divulge to you information that is proprietary to their business. You may only accept or use the proprietary information of a supplier, customer or competitor if such use or acceptance complies with company policy. If you receive proprietary information from a supplier, customer or competitor, without proper authorization, such as a non-disclosure agreement, you must immediately bring this to the attention of the Finance Department or the outside legal counsel.

References

MCT Worldwide LLC. Employees should consult with their manager, Human Resources officer or CFO if you have any questions or concerns regarding compliance.

Employees covered by an employment contract should refer to this agreement which contains their rights and responsibilities with respect to safeguarding confidential information

Protect Personal Information

Our Value

MCT Worldwide LLC. Employees, contract labor, agents, consultants, customers, business partners and advisors entrust to us personal information. To continue building and sustaining a culture of trust, we must protect this sensitive data and use it only for authorized purposes.

Walking the Talk

You must not access personal information unless you have a “need to know” such information for legitimate business purposes and have prior authorization.

If you have access to personal information (including personnel or medical records), you may not disclose such information without proper authorization. You must keep personal information protected and secure in accordance with all corporate policies, procedures, laws and applicable third party agreements. You must never use personal information for any purpose for which it was not intended or for personal gain.

If you collect or access personal information on behalf of MCT Worldwide LLC., you are responsible for knowing and complying with all applicable laws and policies that govern such activities.

If you become aware or believe that personal information has been accessed by an unauthorized person, disclosed inappropriately, and used for purposes other than MCT Worldwide LLC. Business, or gathered in violation of corporate policy or the law, you must immediately bring this to the attention of the COO, CFO or Human Resources Department.

References

MCT Worldwide LLC. Employees should consult with their manager, Human Resources officer or CFO if you have any questions or concerns regarding compliance

Properly Use Company and Customer Assets

Our Value

MCT Worldwide LLC.'s resources and assets do not belong to us – they belong to our shareholders. We have a special responsibility to protect MCT Worldwide LLC.'s resources and assets. We have the same special responsibility to protect all customer resources and assets that are entrusted to MCT Worldwide LLC. for use and safeguarding.

Walking the Talk

You are responsible for the proper use of company and customer property, electronic communication systems, information resources, materials, facilities, and equipment. You must use and maintain these assets with the utmost care and respect, guarding against waste and abuse, and you must never borrow or remove them from company or customer property without management's permission.

Company assets are intended to be used for the conduct of MCT Worldwide LLC.'s business. You may occasionally use company assets for personal use if you obtain permission from your supervisor or manager and your use is in accordance with company policy. You must also seek guidance and permission before using any customer asset for personal use. You may not use the company's resources to support a personal business or for an illegal act or a purpose which would cause embarrassment to our Corporation.

Use of a corporate credit card for personal use is strictly prohibited.

References

Refer to Corporate Personnel Handbook.

MCT Worldwide LLC. Employees should consult with their manager, Human Resources officer, COO or CFO if you have any questions or concerns regarding compliance

Do Not Engage in Insider Trading

Our Value

MCT Worldwide LLC. believes in the value of a fair and open market for the buying and selling of securities. While we are a privately owned corporation and our company's stock doesn't trade on public exchanges we are still prohibited on using non-public information from our customers and/or suppliers to profit at the public's expense. As such we have a special obligation to be alert to and comply with the securities laws and regulations of the United States and other countries.

Walking the Talk

You may not buy or sell stocks or securities on the basis of "material non-public information." In the course of your job at MCT Worldwide LLC., you may learn of material information related to MCT Worldwide LLC. or other companies before the general public knows such information. This type of information is referred to as "material nonpublic information." "Material information" is any information that a reasonable investor would consider important in making decisions. Some examples of "material information" may include, but are not limited to: discussions of mergers and acquisitions; changes in the management or executive structure of the Corporation; awards or cancellations of major contracts; and corporate financial information. When such information is not known to the public, it is considered "material nonpublic information."

Until such "material nonpublic information" is well known by the public, it is against the law for you to buy or sell the Corporation's stock based on the information, or to pass this information on to someone else who then buys or sells the stock. Two simple rules can help protect you in this area: (1) do not use nonpublic information for personal gain; and (2) do not pass along such information to someone else without a need to know. If you have a question as to whether information is "material nonpublic information," please check with the Finance or Human Relations Department.

This guidance applies to the securities of other companies (suppliers, vendors, subcontractors, etc.) for which you receive nonpublic information in the course of your employment at MCT Worldwide LLC..

References

MCT Worldwide LLC. Employees should consult with their manager, Human Resources officer or CFO if you have any questions or concerns regarding compliance

Participate in Business Conduct Compliance Training and Ethics Awareness Training

Our Value

MCT Worldwide LLC. Has developed education and communication programs in many subject areas to provide employees with job-specific information to raise their level of awareness and sensitivity to key issues.

Walking the Talk

MCT Worldwide LLC. Expects all employees, consultants and Advisors to participate in awareness training. You are required to complete Ethics Awareness Training annually and compliance training as assigned. Completion of annual Ethics Awareness Training and Business Conduct Compliance Training is a condition of your continued employment with MCT Worldwide LLC.

About Ethics and Business Conduct

MCT Worldwide LLC. Has established the Finance Department to insure that the Employees understand their responsibilities to act in an ethical manner and to provide the tools to insure that the Company Walks the Talk. This policy statement underscores our commitment to ethical conduct throughout our Corporation.

The Comptroller/HR – Director, Senior Vice President of Finance and are continuing to oversee a vigorous corporate-wide effort to promote a positive, inclusive, and ethical work environment for all employees.

Your direct supervisor is tasked with the primary responsibility to promote a positive, inclusive, and ethical work environment for all employees of their Business Area.

If you are comfortable in reporting the potential violation to your supervisor this may be your first course of action. In the event you would prefer to escalate this directly or confidentially you are encouraged to Walk the Talk. If your concern relates to the actions or decisions of the Vice President, CFO, please contact the Chief Executive Officer of MCT Worldwide LLC. Corporation.

Warning Signs – You’re on Thin Ethical Ice When You Hear...

“It doesn’t matter how it gets done as long as it gets done.”

“We didn’t have this conversation.”

“No one will ever know.”

“It sounds too good to be true.”

“Shred that document.”

“I deserve it.”

“We can hide it.”

“It’s all for a good cause.”

“Well, maybe just this once.”

“Everyone does it.”

“This will destroy the competition.”

“What’s in it for me?”

“It’s okay if I don’t gain personally.”

“No one will get hurt.”

“This is a ‘non-meeting.’”

If you hear anyone using one of these expressions, use the following questions to help ensure you are on solid ethical ground.

Speak Up – When in Doubt, Ask...

“Does it comply with MCT Worldwide LLC.’s values?”

“How will it look to our customer or supplier?”

“Is it fair and honest?”

“Do I need to ask more questions for a clearer picture?”

“Does my supervisor know?”

“Do I have valid data that may lead to a different decision?”

“Is this really the only solution?”

“Are these actions legal?”

“Have we considered all the risks?”

“How would I feel if my family, friends, and neighbors knew what we were doing?”

“Who can help me clarify the options?”

“Can I live with this decision?”

“Why is this bothering me?”

If you are still not sure what to do, speak up... keep questioning yourself and others until you are certain you are doing the right thing.

Comments on the Code

Please feel free to provide the Human Resources Office with your comments about the Code.

Call: (612) 436-3240

International: +604.644.4994

Receipt and Acknowledgment

You must acknowledge that you have received your personal copy of Walking the Talk, the MCT Worldwide LLC. Code of Ethics and Business Conduct (the Code). Your acknowledgement indicates that you have read and will abide by the Code. You will also be acknowledging that you understand that each MCT Worldwide LLC. Employee, advisor, agent, consultant, or contract worker is responsible for knowing and adhering to the principles and standards of the Code.

EMPLOYEE NAME: _____

DEPARTMENT: _____

TELEPHONE NUMBER: _____

DATE OF ETHICS AND CODE OF CONDUCT REVIEW: _____

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Contacting Your Human Resources Office regarding Ethics and Business Conduct

What can you expect when you contact Human Resources?

- Your concern will be treated seriously and fairly.
- You will be treated with dignity and respect.
- You need not identify yourself.
- Whether you identify yourself or not, your communication will be kept confidential to the greatest extent possible.
- If your concerns are not resolved at the time you call, you will be informed of the outcome. If you have reported anonymously, you can call HelpLine to learn the outcome of the case.
- Due to privacy considerations, you likely