



# CODE OF BUSINESS CONDUCT AND ETHICS

(Amended as of January 2013)

The Board of Directors of Ormat Technologies, Inc. (with its subsidiaries, the "Corporation") has adopted this code of business conduct and ethics (this "Code") to:

- Promote honest and ethical conduct, including fair dealing and the ethical handling of conflicts of interest and corporate opportunities;
- Promote the protection and proper use of Corporation assets;
- Maintain the confidentiality of information acquired in the course of business;
- Promote compliance with applicable laws and governmental rules and regulations; and
- Encourage the prompt reporting of any illegal or unethical behavior.

All directors, officers and employees of the Corporation are subject to this Code and are expected to adhere to and comply with those principles and procedures set forth in this Code that apply to them. Each director, officer and manager or other employee performing managerial duties is expected to read and become familiar with the ethical standards described in this Code, and may be required, from time to time, to affirm his or her agreement to adhere to such standards by signing the Compliance Certificate that appears at the end of this Code.

For purposes of this Code, the code of ethics contact person (the "Code of Ethics Contact Person") will vary for different employees. For all directors and executive officers, the Code of Ethics Contact Person shall be the Chairman of the Audit Committee of the Board of Directors of the Corporation. For all other officers and employees, the Code of Ethics Contact Person shall be the Secretary of the Corporation (the "Secretary"), except in circumstances where it may be inappropriate for an officer or employee to involve the Secretary, in which case, he or she should contact the Chairman of the Audit Committee of the Board of Directors of the Corporation. Employees should consult with their manager and/or supervisor when in doubt about the appropriate course of action in a particular situation.

## I. Honest and Candid Conduct

Each director, officer and employee owes a duty to the Corporation to act with integrity, which, among other things, requires being honest and candid, and precludes deceit and subordination of principle.

### **ORMAT TECHNOLOGIES, INC.**

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Each director, officer and employee must:

- Act with integrity, including being honest and candid while still maintaining the confidentiality of information where required by or consistent with applicable law or the Corporation's policies;
- Observe both the form and spirit of laws and governmental rules and regulations, accounting standards and Corporation policies;
- Adhere to a high standard of business ethics; and
- Not directly or indirectly take any action to fraudulently influence, coerce, manipulate or mislead the Corporation's independent public auditors for the purposes of rendering the financial statements of the Corporation misleading.

## **II. Fair Dealing**

The Corporation's policy is to conduct our affairs in a spirit of honest business competition. The Corporation will use all lawful means to meet competition and maximize its profits, but the Corporation will not engage in unlawful trade practices. The Corporation does not seek competitive advantages through illegal or unethical business practices. Each director, officer and employee should endeavor to deal fairly with the Corporation's customers, service providers, suppliers, competitors and employees. No director, officer or employee should take unfair advantage of anyone, whether through abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

## **III. Conflicts of Interest**

A "conflict of interest" occurs when an individual's personal interest interferes or appears to interfere with the interests of the Corporation. A conflict of interest can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her Corporation work objectively and effectively. Conflicts of interest also arise when a director, officer or employee, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Corporation.

### **A. Loans**

Loans to and guarantees of obligations of directors, officers and employees incurred for personal reasons can also present conflicts of interest. Such loans are prohibited by law in the case of the Corporation's directors and officers. It is the policy of the Corporation that such loans will generally not be made to other employees, however, this shall not prohibit the making of advances against expenses to be incurred for proper corporate purposes, nor shall this prohibit loans to employees who are not directors or officers of the Corporation, provided that, any such loan shall not exceed



an amount equal to six months' then current salary of the employee in cases of hardship when approved by the Corporation's Chief Executive Officer ("CEO").

## **B. Corporate Opportunities**

The foremost guiding principle is that service to the Corporation should never be subordinated to personal gain and advantage. Conflicts of interest should, wherever possible, be avoided. In particular, clear conflict of interest situations involving directors, executive officers and other employees who occupy supervisory positions or who have discretionary authority in dealing with third parties may include the following:

- Any significant ownership interest in any supplier or customer;
- Any consulting or employment relationship with any customer, supplier or competitor;
- Any outside business activity that detracts from an individual's ability to devote appropriate time and attention to his or her responsibilities with the Corporation;
- The receipt of non-nominal gifts or excessive entertainment from any Corporation with which the Corporation has current or prospective business dealings; and
- Being in the position of supervising, reviewing or having any influence on the job evaluation, pay or benefit of any immediate family member.

Such situations, if material, should always be discussed, when possible in advance, with the Secretary. Anything that would present a conflict for a director, officer or employee would likely also present a conflict if it is related to a member of his or her family.

The provisions of this Code in no way derogate from the provisions of any applicable laws. Directors and officers of the Corporation owe a duty of loyalty to the Corporation and they should familiarize themselves with the nature and extent of this duty, as well as with all disclosure requirements that apply to them and with the process of approving transactions between them and the Corporation or in which they have a personal interest.

## **C. Disclosure of Conflicts of Interest**

The Corporation requires that employees disclose any situations that reasonably would be expected to give rise to a conflict of interest. If a director, officer or employee suspects that he or she has a conflict of interest, or something that others could reasonably perceive as a conflict of interest, he or she must report it to his or



her supervisor or the Secretary. The supervisor and the Secretary will work with the director, officer or employee to determine whether that person has a conflict of interest and, if so, how best to address it.

#### **IV. Protection and Proper Use of Corporation Assets**

All directors, officers and employees should protect the Corporation's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Corporation's profitability. All Corporation assets should be used for legitimate business purposes.

#### **V. Compliance With Law**

It is the Corporation's policy to comply with all applicable laws, rules and regulations. The need to comply with such laws, rules and regulations means that there exists a personal obligation on each director, officer and employee to adhere to the standards and restrictions imposed by those laws, rules and regulations.

##### **A. Compliance with Anti-Money Laundering Laws**

Money laundering is the process by which individuals or entities try to conceal illicit funds, or otherwise make the source of their funds look legitimate. The Corporation is committed to fully complying with all applicable anti-money laundering laws in the United States and throughout the world.

If employees encounter a warning sign that may indicate money laundering activity, they must promptly convey their concern to the Secretary before proceeding further with any transaction.

##### **B. Compliance with Antitrust Laws**

Antitrust laws of the United States and other countries are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. The Corporation's policy is to compete vigorously and ethically while complying with all antitrust, monopoly, competition or cartel laws in all countries, states or localities in which the Corporation conducts business.

Violations of antitrust laws carry severe consequences and may expose the Corporation and employees to substantial civil damages, criminal fines and, in the case of individuals, prison terms. Whenever any doubt exists as to the legality of a particular action or arrangement, it is the responsibility of the director, officer or employee to contact the Secretary promptly for assistance, approval and review.

##### **1. Actions that Violate United States Antitrust laws**

In general, U.S. federal antitrust laws forbid agreements or actions "in restraint of trade." All directors, officers and employees should be familiar with the general



principles of the U.S. federal antitrust laws. The following are examples of actions that are in violation of federal antitrust laws:

- Price Fixing. The Corporation may not agree with its competitors to raise, lower or stabilize prices or any element of price, including discounts and credit terms.
- Limitation of Supply. The Corporation may not agree with its competitors to limit its production or restrict the supply of its services.
- Allocation of Business. The Corporation may not agree with its competitors to divide or allocate markets, territories or customers.
- Boycott. The Corporation may not agree with its competitors to refuse to sell to or purchase products from third parties. In addition, the Corporation may not prevent a customer from purchasing or using non-Corporation products or services.
- Tying. The Corporation may not require a customer to purchase a product that it does not want as a condition to the sale of a different product that the customer does wish to purchase.

## **2. Meetings with Competitors**

A meeting with a competitor may give rise to the appearance of impropriety and may raise issues under United States antitrust laws. Before meeting with a competitor for any reason, officers and employees are required to obtain prior approval of the CEO or other appropriate Executive Officer and such meeting should occur, if possible, in a closely monitored, controlled environment and for only a limited period of time. The contents of the meeting should be fully documented. Specifically, the following communications by directors, officers and employees of the Corporation with a competitor should be avoided:

- Prices;
- Costs;
- Market share;
- Allocation of sales territories;
- Profits and profit margins;
- Supplier's terms and conditions;
- Production facilities or capabilities;
- Bids for a particular contract or program;
- Selection, retention or quality of customers; or
- Distribution methods or channels.



Discussions or negotiations with respect to strategic alliances must be approved in advance by the CEO.

### **3. Professional Organizations and Trade Associations**

Directors, officers and employees should be cautious when attending meetings of professional organizations and trade associations at which competitors are present. Attending meetings of professional organizations and trade associations is both legal and proper, if such meetings have a legitimate business purpose. At such meetings, you should not, without the prior consent of the relevant executive vice president, discuss pricing policy or other competitive terms, plans for new or expanded facilities or any other proprietary, competitively sensitive information.

### **C. Unfair Competition**

Federal and state law prohibit unfair methods of competition and unfair or deceptive acts and practices. These laws, like antitrust laws, are designed to protect competitors and consumers. While it is impossible to list all types of prohibited conduct, some examples include:

- Commercial bribery or payoffs to induce business or breaches of contracts by others;
- Acquiring a competitor's trade secrets through bribery or theft;
- Making false, deceptive, or disparaging claims or comparisons regarding competitors or their products;
- Mislabeling products; and
- Making affirmative claims concerning one's own products without reasonable basis for doing so.

In particular, all public statements by or on behalf of the Corporation, including in connection with advertising, promotional materials, sales representations, warranties and guarantees, should always be truthful and have a reasonable basis in fact that should not be misleading or purposefully made easily susceptible of misinterpretation.

### **D. Compliance with Insider Trading Laws**

Directors, officers and employees of, and consultants to and contractors for, the Corporation are prohibited from trading in the stock or securities of the Corporation while in possession of material, nonpublic information about the Corporation. In addition, directors, officers, employees, consultants and contractors are prohibited from recommending, "tipping" or suggesting that anyone else buy or sell stock or



other securities of the Corporation on the basis of material, nonpublic information. Directors, officers, employees, consultants and contractors who obtain material, nonpublic information about another Corporation in the course of their employment are prohibited from trading in the stock or securities of the other Corporation while in possession of such information, or "tipping" others to trade on the basis of such information. Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by the Corporation, up to and including termination of employment.

*Note: The Corporation has a formal Insider Trading Policy with which all directors, officers, employees must comply. Please contact your supervisor or the Secretary if you need a copy of this policy.*

#### **E. Compliance with Environmental Regulations**

The Corporation will comply with all federal, state, local and foreign regulations relating to the protection of the environment in the conduct of its business. It is the responsibility of all directors, officers and employees to ensure that their activities strictly adhere to applicable laws, regulations and permit requirements, as well as to all Corporation policies and procedures on environmental protection. In addition, directors, officers and employees must report in accordance with the Corporation's established procedures for reporting such matters all circumstances in which regulated materials or waste are improperly discharged, treated or transported.

### **VI. Doing Business Internationally**

While the Corporation must adapt to business customs and market practices in global markets, all directors, officers and employees shall adhere to applicable United States laws and regulations and these standards. Every employee in our international operations will also respect the laws, cultures and customs of all countries in which the Corporation operates and will conduct the Corporation's overseas activities in a way that contributes to development in such locales.

#### **A. Foreign Corrupt Practices Act**

The Foreign Corrupt Practices Act (the "FCPA") prohibits the Corporation and its employees and agents from offering or giving money or any other item of value to win or retain business or to influence any act or decision of any governmental official, political party, candidate for political office or official of a public international organization. Stated more concisely, the FCPA prohibits the payment of bribes, kickbacks or other inducements to foreign officials. Violation of the FCPA is a crime that can result in severe fines and criminal penalties, as well as disciplinary action by the Corporation, up to and including termination of employment. Contact the Corporation's CEO or Executive Vice President of International Marketing if you have any questions about the scope or application of the FCPA.



## **B. Antiboycott Laws**

United States antiboycott laws are designed to prevent business from cooperating with unsanctioned foreign boycotts of countries friendly to the United States, such as the boycott of Israel by certain Arab countries. In general, the antiboycott laws and regulations prohibit any cooperation with a foreign boycott, including:

- Refusal to do business with another person;
- Discriminatory employment practices;
- Furnishing information on race, religion, sex or national origin of any U.S. person;
- Furnishing information concerning any person's affiliations or business relationships with a boycotted country or any person believed to be restricted from doing business in the boycotting countries; or
- Utilizing letters of credit containing boycotting provisions.

Employees and officers must report any boycott request immediately to the Corporation's CEO. Directors must report any boycott request immediately to the Secretary.

## **C. U.S. Embargoes**

At the time this Code was adopted, trade restrictions were in effect with respect to the Balkans, Cuba, Iran, Liberia, Libya, Myanmar (formerly Burma), North Korea, Sudan, Syria and Zimbabwe, and, under some circumstances, with Iraq. The prohibitions and restrictions imposed under these regulations affect exports, imports, travel, currency transactions, assets and accounts. Every director, officer and employee should review any proposed activity with respect to any of these countries with the Corporation's CEO in advance. In addition, since the list of countries subject to these restrictions changes from time to time, all directors, officers and employees should be sensitive to the possibility that other countries hostile to the United States are subject to trade restrictions. This rule applies equally to foreign subsidiaries of the Corporation.

## **VII. Disclosure**

Each director, officer or employee involved in the Corporation's disclosure process, including the CEO, CFO, the Controller, the Secretary and other persons having similar functions (the "Senior Financial Officers"), is required to be familiar and comply with the Corporation's disclosure controls and procedures and its internal controls over financial reporting, to the extent relevant to his or her area of responsibility, so that the Corporation's public reports and documents filed with the U.S. Securities and Exchange Commission ("SEC"), the New York Stock Exchange, Inc. ("NYSE") or state regulators comply in all material respects with the applicable federal securities laws, SEC and





NYSE rules and state laws, rules and regulations. In addition, each such person having directorial or supervisory authority regarding SEC, NYSE or state filings or the Corporation's other public communications concerning its general business, results of operations, financial condition and prospects should, to the extent appropriate within his or her area of responsibility, consult with other Corporation officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely and understandable disclosure.

Each director, officer or employee who is involved in the Corporation's disclosure process, including without limitation the Senior Financial Officers, must:

- Familiarize himself or herself with the disclosure requirements applicable to the Corporation as well as the business and financial operations of the Corporation;
- Not knowingly misrepresent, or cause others to misrepresent, facts about the Corporation to others, whether within or outside the Corporation, including to the Corporation's independent auditors, governmental regulators and self-regulatory organizations; and
- Properly review and critically analyze proposed disclosure for accuracy and completeness or, where appropriate, delegate this task to others.

#### **A. Public Communications Generally**

The Corporation places a high value on its credibility and reputation in the community. What is written or said about the Corporation in the news media and investment community directly impacts our reputation, positively or negatively. Our policy is to provide timely, accurate and complete information in response to public requests, consistent with our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial and operational data. To ensure compliance with this policy, all news media or other public requests for information regarding the Corporation (other than requests that can be satisfied solely by the distribution of documents previously authorized for public distribution) shall be directed to the Corporation's CEO or Secretary. The CEO or Secretary will work with you and the appropriate personnel to evaluate and coordinate a response to the request.

#### **B. Compliance with Regulation FD**

In connection with its public communications, the Corporation is required to comply with a rule under the U.S. federal securities laws referred to as Regulation FD (which stands for "fair disclosure").

*Note: The Corporation has a formal Regulation FD Policy. Directors, officers and employees of the Corporation should refer to the Corporation's Regulation FD Policy for a description of Regulation FD and the Corporation's policies related thereto. Please contact your supervisor or the Secretary if you need a copy of this policy.*



## **VIII. Confidentiality**

Directors, officers and employees should maintain the confidentiality of information entrusted to them by the Corporation, or its customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Corporation or its customers, if disclosed.

## **IX. Accuracy and Retention of Business Records**

### **A. Record Keeping**

All accounts and records of the Corporation shall be documented in a manner that: (i) clearly describes and identifies the true nature of business transactions, liability or equity; and (ii) properly, and in a timely manner, classifies and records entries on the books of account in conformity with U.S. Generally Accepted Accounting Principles. No record, entry or document shall be deliberately false, distorted, misleading, misdirected, incomplete or suppressed.

### **B. Internal Control Structure and Procedures for Financial Reporting**

The Corporation has established internal controls over financial reporting designed to ensure that assets are protected and properly used and that financial records and reports are accurate and reliable. The internal control structure and procedures for financial reporting is not part of this Code. Employees share the responsibility for maintaining and complying with required internal controls over financial reporting. Improper accounting and documentation and fraudulent financial reporting are not only contrary to Corporation policy but may also be in violation of federal and/or state laws and regulations. Such violations potentially involve personal liability, both civil and criminal, as well as sanctions against the Corporation.

### **C. Records Retention**

Certain documents and other records of the Corporation must be retained for various periods of time under legal and regulatory requirements. All records of the Corporation should be maintained in accordance with the Corporation's record retention guidelines. In any event, directors, officers and employees must not destroy, shred or alter records that are in any way related to a threatened, imminent or pending litigation.

## **X. Gifts, Gratuities and Entertainment**

Directors, officers and employees and their family members must not accept, directly or indirectly, gifts, gratuities or entertainment from persons, firms, or corporations with whom the Corporation does or might do business with that are greater than nominal in



value. The Corporation does not offer gifts, gratuities or entertainment to persons, firms or corporations with whom the Corporation does or might do business, except for modest items and reasonable entertainment. Gifts, gratuities or entertainment that affect or give the appearance that the director, officer or employee's business judgment could be affected must be avoided and refused. Gifts, gratuities and entertainment that are acceptable are only those that reflect common courtesies and responsible business practice. All gifts, gratuities and entertainment must be properly reported on expense statements.

There are some cases where refusal of a valuable gift would be offensive to the person offering it. This is particularly true when directors, officers or employees are guests in another country, and the gift is something from that country offered as part of a public occasion. In these cases, the director, officer or employee to whom the gift was offered may accept the gift on behalf of the Corporation, report it to a supervisor and turn it over to the Corporation.

## **XI. Employment Practices**

### **A. Equal Employment Opportunity and Harassment**

The Corporation's focus in personnel decisions is on merit and contribution to the Corporation's success. Concern for the personal dignity and individual worth of every person is an indispensable element in the standard of conduct that we have set forth for ourselves. The Corporation affords equal employment opportunity to all qualified persons without regard to any impermissible criterion or circumstance. This means equal opportunity in regard to each individual's terms and conditions of employment and in regard to any other matter that affects in any way the working environment of the employee. The Corporation does not tolerate or condone any type of discrimination prohibited by law, including harassment.

### **B. Alcohol and Drugs**

The Corporation is committed to maintaining a drug-free work place. All directors, officers and employees must comply strictly with Corporation policies regarding the abuse of alcohol and the possession, sale and use of illegal substances. Drinking alcoholic beverages is prohibited while on duty or on the premises of the Corporation, except at specified Corporation-sanctioned events. Possessing, using, selling or offering illegal drugs and other controlled substances is prohibited under all circumstances while on duty or on the premises of the Corporation. Likewise, directors, officers and employees are prohibited from reporting for work, or driving a Corporation vehicle or any vehicle on Corporation business, while under the influence of alcohol or any illegal drug or controlled substance.

### **C. Violence Prevention and Weapons**



The safety and security of Corporation employees is vitally important. The Corporation will not tolerate violence or threats of violence in, or related to, the workplace. Employees who experience, witness or otherwise become aware of violence or a potentially violent situation that occurs on the Corporation's property or affects the Corporation's business must immediately report the situation to their supervisor or his or her immediate supervisor or the Secretary.

The Corporation does not permit any individual to have weapons of any kind on Corporation property or in Corporation vehicles, while on the job or off-site while on Corporation business. This is true even if the employee has obtained legal permits to carry weapons. The only exception to this policy applies to security personnel who are specifically authorized and employed by Corporation management to carry weapons.

## **XII. Other Policies and Procedures**

### **A. Questions**

Any questions concerning the manner in which this Code should be interpreted or applied should be addressed to the Secretary. A director, officer or employee who is uncertain as to whether or not a situation violates this Code should discuss it with the Secretary to prevent possible misunderstandings and embarrassment at a later date.

### **B. Waiver**

From time to time, the Corporation may waive some provisions of this Code. Any waiver of this Code in respect of directors or executive officers of the Corporation may be made only by the Audit Committee or the Board of Directors and must be disclosed as required by the SEC and/or NYSE rules. Any waiver in respect of other employees may be made only by the Secretary. In determining whether to waive any of the provisions of this Code, the Audit Committee, the Board of Directors or the Secretary, as the case may be, will consider whether the proposed waiver: (i) is prohibited by this Code; (ii) is consistent with ethical and honest conduct; and (iii) would result in a conflict of interests.

### **C. Disclosure**

The Corporation will report any changes in or waivers to this Code applicable to any Senior Financial Officer of the Corporation in filings with the SEC and otherwise disclose any such changes or waivers to the Corporation's shareholders to the full extent required by the SEC and/or NYSE rules.



### **XIII. Enforcement and Whistleblower Policy**

#### **A. Reporting of Accounting and Auditing Complaints**

Directors, officers and employees should strive to identify and raise potential issues before they lead to problems, and should ask about the application of this Code whenever in doubt. Any director, officer or employee who becomes aware of any existing or potential violation of this Code in respect of accounting or auditing issues, including matters of financial reporting fraud, falsification of financial documents, and insider trading, must promptly notify the Corporation's Director of Internal Controls or the Corporation's Chairman of the Audit Committee (or if circumstances are such that it would be inappropriate to involve the Chairman of the Audit Committee, then the CEO).

For direct and confidential access to the Corporation's Chairman of the Audit Committee, please enclose your written auditing and accounting related issues or complaints, in a sealed envelope, addressed exactly as follows:

The Chairman of the Audit Committee  
of the Board of Directors of Ormat Technologies, Inc.  
C/O - The Corporate Secretary  
Industrial Area  
P.O. Box 68  
Yavneh 81100  
Israel

Strictly Private and Confidential

The sealed envelope must either be delivered to the Corporate Secretary of the Corporation, personally or by being left in his/her specifically designated mail receptacle at the offices of the Corporation, or mailed to the Corporate Secretary at the above address.

All reports and inquiries will be handled confidentially to the greatest extent possible under the circumstances. Failure to do so is itself a violation of this Code. You may also submit your report anonymously in accordance with this paragraph.

#### **B. Reporting of All Other Complaints**

Any director, officer or employee who becomes aware of any existing or potential violation of this Code (except in respect of accounting or auditing matters to be notified pursuant to Section XIII(A)) is required promptly to notify their respective



Code of Ethics Contact Person. All reports and inquiries will be handled confidentially to the greatest extent possible under the circumstances. Failure to do so is itself a violation of this Code. You may also submit your report anonymously in accordance with this paragraph, via the Corporation's whistleblower ethics hotline - 001-866-294-5535, or via the Corporation's third party web-based whistleblower site - [www.ethicspoint.com](http://www.ethicspoint.com).

### **C. Investigation and Consequences**

The Director of Internal Controls, the Chairman of the Audit Committee, and the Secretary shall take all actions they consider appropriate to investigate any violations reported to them. If a violation has occurred, the Corporation will take such disciplinary or preventive actions, as it deems appropriate, after consultation with the Chairman of the Audit Committee, in the case of a director or executive officer, or the Secretary, in the case of any other employee, except in circumstances where such employee notified the Chairman of the Audit Committee, in which case the Corporation will consult with the Chairman of the Audit Committee. All such actions shall be reasonably designed to deter wrongdoing and promote accountability for adherence to this Code.

The Corporation will conform to the following procedures in investigating and enforcing this Code, and in reporting on this Code:

- The Director of Internal Controls, the Chairman of the Audit Committee, or the Secretary, as the case may be, will take all appropriate action to investigate any violations reported to them.
- If, after such investigation, the Director of Internal Controls, the Chairman of the Audit Committee, or the Secretary, as the case may be, believes that no violation has occurred, no further action will be necessary.
- If the Director of Internal Controls, the Chairman of the Audit Committee, or the Secretary, as the case may be, determines that a violation has occurred, they will inform the Board of Directors, in the case of a violation by a director or executive officer, or the CEO, in the case of a violation by any other employee.
- If the Board of Directors or the CEO agrees that a violation has occurred, the Board of Directors or the CEO will take such disciplinary or preventive action as it, he or she deems appropriate, which may include dismissal or, in the event of criminal or other serious violations of law, notification to the appropriate governmental authorities.

### **D. No Retaliation**

No director, officer or employee may retaliate against any other director, officer or employee for reports of existing or potential violations that are made in good faith, and you should be aware that if you report in good faith what you suspect to be illegal or unethical activities, you may do so without concern about retaliation from



others. Any employees involved in retaliation will be subject to serious disciplinary action by the Corporation.

Any director, officer or employee who makes deliberately false reports alleging violations shall, however, be subject to sanctions.

#### **XIV. Conclusion**

Please remember that the Corporation expects you to observe the spirit, as well as the letter, of its policies. You may not try to accomplish indirectly what the policies prohibit you to do directly. For example, you may not evade the policies by using personal funds or resources, rather than Corporation funds or resources, or by having family members or agents engage in conduct on your behalf if the policies would prohibit you from engaging in such conduct.

Thank you for your help in making the Corporation a responsible member of the corporate community and an ethical and safe place to work.



## COMPLIANCE CERTIFICATE

I have read and understand the Corporation's Code of Business Conduct and Ethics (the "Code"). I will adhere in all respects to the ethical standards and other provisions in the Code. I further confirm my understanding that any violation of the Code will subject me to appropriate disciplinary action, which may include demotion or discharge or a request for resignation.

I certify to the Corporation that I am not in violation of the Code, unless I have noted such violation in a signed Statement of Exceptions that was delivered to the Corporation's HR office.

Date:

\_\_\_\_\_

Name:

Title/Position: