

CODE OF BUSINESS CONDUCT & ETHICS POLICY



INTRODUCTION

The Code of Business Conduct and Ethics applies to all employees of The Phoenix Company of Chicago and its affiliates. It is the policy of the Company to provide our Code of Business Conduct and Ethics and will serve as a guide to proper business conduct for all employees. At the Phoenix Company of Chicago, Inc., we observe the highest standards of ethics and

integrity in our conduct and are committed to complying with all applicable laws and regulations in a manner that excludes considerations of personal advantage or gain. Employees will not engage in improper activities that could damage the Company's reputation and otherwise result in serious adverse consequences to the Company and to the employees involved.



DEFINITION OF POLICY

To ensure ethical and impartial business, it is prohibited for the employees of The Phoenix Company of Chicago and its affiliates to:

- Engage in any activity that would offer, accept or solicit money, property, service or other items of value by way of gift, favor, inducement or loan with the intent that the offer would influence, or the recipient would be influenced by such.
- Utilize their position / title to secure special advantage in business, personal gain or other benefit derived from such relationship.
- Use any company-owned facility, building, equipment, materials or vehicle for their personal use or benefit, or for the personal use or benefit of any other individual. No employee shall have unauthorized possession of company property.
- Invest or hold a financial interest, directly or indirectly, in any business entity, transaction or business endeavor that would create a conflict between the Company and the employee's private interest.
- Kickbacks or bribes intended to induce or reward favorable buying decisions and governmental actions are unacceptable and prohibited.

In general, the use of good judgment, based on high ethical principles, will be the guide with respect to lines of acceptable conduct. If a situation arises where it is difficult to determine the proper course of action, the matter must be disclosed to the immediate supervisor and/or the Human Resource Department. Every employee has the responsibility to ask questions, seek guidance and report suspected violations of this Code of Business Conduct.

COMPANY VALUES AND ETHICS

As a global organization, The Phoenix Company of Chicago and affiliated companies, operates in different countries with differing laws, cultures, and practices. In many instances, our values require us to set standards beyond what is legally required or practiced in certain locations. Even in business situations where competitive advantage weighs in the balance, our values must never be compromised. It is imperative that we promote an organizational culture that encourages good ethical conduct and consider how our individual actions would affect the integrity and credibility of the Company as a whole. We must avoid situations that could lead to improper or illegal actions and take the necessary actions to prevent, resolve and report ethical and legal concerns without the fear of retaliation. In support of our Company mission of being a global provider of products and services to both government and commercial customers, we promote the following values:

INTEGRITY: Encourage through our words and actions.	EXCELLENCE: Encourage employees to exceed performance.
CUSTOMER RELATIONS: Promote good working relationships with vendors and customers to exceed expectations.	PERFORMANCE: Focus on driving business growth and rewarding performance.
INNOVATION: Encourage and demonstrate innovative and creative thinking.	RECOGNITION: Embrace new ideas and provide recognition for outstanding efforts.

COMPLIANCE WITH LAWS AND REGULATIONS

Our commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or Company policy, we should seek the advice from the Human Resource Department or a Manager. We are responsible for preventing violations of law and for speaking up if we see possible violations.

ENVIRONMENTAL HEALTH AND SAFETY PRACTICES

We take affirmative steps to ensure environmental and governmental compliance and take all necessary steps to reduce risk exposure. Our Company proactively seeks eco-friendly materials and solutions to ensure the health and welfare of our employees. With the help of our outside consultants, we comply with all environmental, health and OSHA regulations.

EMPLOYMENT PRACTICES



The objective of the Company is to obtain individuals who are qualified or trainable for the positions by virtue of education, training, experience and personal qualifications. We engage in practices that comply with all applicable employment laws, including immigration verification, wage and hour, and equal opportunity.

• **EQUAL OPPORTUNITY** – To give equal employment and advancement opportunities to all employees, we make employment decisions based on each person’s performance, qualifications and abilities. The Phoenix Company of Chicago and affiliated companies does not discriminate in employment

opportunities or practices on the basis of race, color, religion, sexual orientation, gender, national origin, age, disability, marital status, military/veteran status, genetic information or citizenship status.

- **EMPLOYEE DRUG FREE POLICY** – All employees have a right to work in a drug-free environment and to work with individuals free from the effects of drugs or alcohol. The Company is firmly committed to providing a productive, safe and healthful work environment. The use of illegal drugs and alcohol, adversely affects those objectives by increasing absenteeism, lowering productivity and jeopardizes the safety of others.
- **SEXUAL DISCRIMINATION AND OTHER UNLAWFUL DISCRIMINATION** – It is the Company policy to ensure that all employees have the right to work in an environment free from any form of unlawful discrimination. Sexual Harassment is constituted as discrimination and is prohibited by state and federal laws. It is the position of the Company, that any form of harassment or discrimination will not be tolerated and we will make every effort to deter any such activities.
- **HUMAN TRAFFICKING PREVENTION** – The Phoenix Company of Chicago, Inc., and affiliated companies ensure compliance with regulations prohibiting human trafficking and adhere to all applicable federal and state laws. We provide training and education to employees on prohibited trafficking activities and the Company will take serious actions to correct any violations. The following items are prohibited:
 1. Recruiting - Using fraudulent or misleading recruiting or employment practices, which includes charging fees to employees. We use recruiting agencies that comply with employment, state and federal laws.
 2. Employees – Using threats of deportation and document confiscation to maintain control over foreign national workers, holding workers in inhumane conditions with little to no pay.
 3. General – Procuring commercial sex acts, using child labor (any person under the minimum legal age for employment) and using forced labor.

PROPRIETARY AND CONFIDENTIAL INFORMATION

It is important that we respect the property rights of others. We will not acquire or seek to acquire improper means of a competitor’s trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or

alteration of software or other intellectual property (IP). We will comply with all U.S. laws governing property rights, including the protection of patents, copyrights and trademarks.

TRADE COMPLIANCE AND ANTI-CORRUPTION LAWS

The Phoenix Company of Chicago, Inc. acknowledges responsibility and is committed to compliance with all United States trade regulations, including, but not limited to, the International Traffic and Arms Regulations (ITAR), Export Administration Regulations (EAR), Foreign Trade Regulations (FTR), US Customs Duties Regulations, and Foreign Corrupt Practices Act (FCPA).

Phoenix supports and adheres to mandates regarding responsible sourcing of materials specified by Dodd-Frank Financial Reform Bill section 1502(b). Our Company suppliers are therefore required to ensure items and materials procured by The Phoenix Company of Chicago, Inc. and affiliated companies, contain no "Conflict Minerals" from "Countries of Concern".

As part of our compliance under the Anti-Corruption Laws and/or directives that govern operations in the countries we do business with, employees are prohibited from offering or making any improper payments of money or anything of value, including kickbacks, favors, cash, gifts, gratuities, entertainment or business courtesies that could be considered to improperly influence business decisions.

ACCURATE RECORD KEEPING



As part of our quality ISO 9001 standards, we accurately record, protect, maintain, store, transfer and dispose of all business-related records in ways that protect confidentiality and are in accordance with applicable regulations or laws. We maintain those records per applicable retention guidelines within each department, which includes payroll, quality, safety, finance and operations.

FAIR COMPETITION

We are dedicated to ethical, fair and vigorous competition. We will sell our products based on their superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for the sale of its products or services, nor will we engage or assist in unlawful boycotts of particular customers.



QUALITY AND CONTERFEIT PART TRAINING

Our Company is dedicated to providing our customers with the highest level of quality, through our commitment to continuous improvement. Our Quality Policy serves as a foundation in promoting well trained, informed and empowered employees. We conduct training to our employees to communicate ISO 9001 Quality Standards and processes on detecting counterfeit parts.

CONFLICTS OF INTEREST

We will avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of the Company may conflict with our own personal or family interests because of the course of action that is best for us personally may not also be the best course of action for The Phoenix Company of Chicago and its affiliates. We owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. We must never use Phoenix property or information for

personal gain or personally take for ourselves any opportunity that is discovered through our position with The Phoenix Company of Chicago, Inc. and its affiliates.

Determining if a conflict of interest exists is not always easy to do therefore employees are encouraged to seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their managers or the Human Resource Department.

REPORTING VIOLATIONS AND CONCERNS

Every employee has the responsibility to promptly report any violation or suspected violation of Company Policy or the law. Reports should be made to your Manager or to the business standard representatives. Reports will be handled in confidence to the fullest extent reasonably possible.

All questions, concerns, complaints, and reported violations are taken seriously. The Phoenix Company of Chicago, Inc. and its affiliates will not tolerate retaliation against any employee who raises a good-faith concern or complaint or participates in a business conduct investigation.

Employees must report any business concerns to one of the following business representatives:

Larissa Stone, Human Resource Manager
Email: Lstone@phoenixofchicago.com
Direct Phone Line: (630) 616-2270

John Slesinski, President
Email: Jslesinski@phoenixofchicago.com
Direct Phone Line: (630) 616-2272

Failure to comply with The Phoenix Company of Chicago, Inc. Code of Business and Ethics policy may result in disciplinary action up to and including termination of employment and also exposes an employee to civil liability or criminal prosecution.

Disciplinary action should be considered in all appropriate circumstances including but not limited to:

- Any employee who is found to have authorized, condoned, participated in, or concealed actions that are in violation of these standards.
- Managers who approve or disregard a violation, or who, through the lack of diligent supervision, fail to prevent or report violations.
- Managers or others who retaliate, directly or indirectly, or encourage others to retaliate against an employee who reports a violation of these standards.

The Phoenix Company of Chicago, Inc. may from time-to-time revise its policies and/or procedures. In such an event, the corresponding provisions contained in this handout shall be modified accordingly. Nothing in this handout shall be interpreted to create a contract or guarantee of employment.