



Ethics Charter: Code of Conduct

Our Code of Conduct is driven by the way we treat each other and is based on mutual trust and dedication. We are responsible for treating each other with respect and dignity which serves as a guide for our daily business interactions. The Code clearly conveys to each of us that the manner in which we achieve our business results matters just as much as achieving them.

The Code of Conduct applies to all of our people, including directors, officers and all employees of the Company. Vendors and business partners are also subject to these requirements, as adherence to the Code is a condition for conducting business with us.

By fully including ethics and integrity in our ongoing business relationships and decision-making, we demonstrate a commitment to a culture that promotes the highest ethical standards. Most importantly, each employee is responsible for demonstrating integrity and leadership by complying with the provisions of the Code of Conduct, Company Policies and all applicable laws.

WE STRIVE TO HAVE SUCCESSFUL WORKING RELATIONSHIPS.

We take pride in the strong personal commitment of our people to our company, our clients and business partners. Our relationship with those we work with should be as a member of a winning team. People working in harmony and focused on a set of mutual objectives are the driving momentum behind our business. For this dynamic team relationship to work, each individual must fulfill his or her responsibilities and feel assured that others will do the same. This means providing the necessary support to others, at every level, to get the job done. Our relationship with those we work with should promote ethics and compliance by setting an example of decency, fairness and integrity.

WE PROMOTE OPEN AND HONEST COMMUNICATIONS.

We encourage creative and innovative thinking and treat subordinates as individuals, providing them the freedom necessary to do their jobs while offering suggestions for performance improvement. Our relationships should be one of mutual respect and trust. You and your supervisor are a team with the shared purpose of achieving the goals set for your unit by the Company. You are as responsible as your supervisor for ensuring that the communication between you is open and honest. Take the initiative as often as you can. Be innovative in solving problems. Your cooperation and creativity are essential to achieving the goals of your department and the Company.

WE VALUE PEOPLE AS OUR GREATEST RESOURCE.

Our commitment to caring for people is manifested in the workplace through a variety of programs designed to promote and reward individual and team achievement. You are encouraged to advance as far as you can and to make a meaningful contribution to the success of the Company. In the end, it is the efforts of our talented and skilled people all over the world that make the success of our business possible.

Specifically, in matters of employment:

- It is the policy, practice and desire of PDI to provide employment opportunities to all qualified persons on an equal basis. The Company will not discriminate against any employee or applicant for employment because of race, color, religion, sex, gender identity, national origin, ethnicity, age, sexual orientation, disability, marital status, veteran status or any other characteristic protected by law in any of the terms or conditions of employment. This includes, but is not limited to, recruitment, hiring, promotion, transfer, compensation, training, demotion or layoff.
- We maintain an inclusive work environment and achieve excellence by attracting and retaining people of all backgrounds in our workforce.
 - We provide training, education and promotional opportunities that permit development and career advancement for all our people.
 - We conduct performance appraisals that provide candid and accurate feedback. This process encourages two-way comments and discussion, and review of appraisals by higher levels of management.
 - We strive to avoid favoritism or the appearance of favoritism in the workplace in accordance with the policies and procedures adopted by the Company.
 - We strive to eliminate potential hazards from the workplace and to comply with all applicable occupational safety and health laws and standards.
 - We work to maintain a safe, healthy and productive work environment, for all our people and others, by: – prohibiting the possession, use, sale or transfer of illegal drugs or drug paraphernalia on Company property or time; – prohibiting any acts that could be perceived as violent, threatening, degrading or intimidating, and – requiring that any instance of drug or alcohol abuse, violence or unlawful weapons possession be reported to management immediately.

WE MAINTAIN A GOSSIP FREE WORKPLACE.

Gossip has the potential to destroy an individual and is counterproductive to an organization. Employees that participate in or instigate gossip about the company, an employee, or customer will receive disciplinary action. Gossip is an activity that can drain, corrupt, distract and down-shift the company's productivity, moral, and overall satisfaction. Gossip can have a negative impact as it has the potential to destroy a person's or organization's reputation and credibility.

The policy defines gossip as:

- Negative, or untrue, or disparaging comments or criticisms of another person or persons;
- Creating, sharing, or repeating information that can injure a person's credibility or reputation;
- Creating, sharing, or repeating a rumor about another person; or
- Creating, sharing or repeating a rumor that is overheard or hearsay.

Violations of the policy called for a written warning, with further disciplinary action—including termination if further incidents occurred.

Section 7 of the NLRA gives employees the right to engage in concerted activities for the purpose of collective bargaining or mutual aid and protection.

Section 8(a) prohibits employers from interfering with an employee's right to engage in concerted activity with other employees or on behalf of a group of employees.

The NLRB has upheld policies as lawful that prohibit abusive and profane language, harassment, or conduct that is injurious, offensive, or coercive of coworkers or clients.

In order to have a more professional, gossip free workplace we will:

1. Not speak or insinuate another person's name when that person is not present unless it is to compliment or reference regarding work matters.
2. Refuse to participate when another mentions a person who is not present in a negative light. I will change the subject or tell them I have agreed not to talk about another.
3. Choose not to respond to negative email or use email to pass on private or derogatory information about any person in the company.
4. While off the job, speak to another co-worker about people at work in a derogatory light. If I have feelings, I will select to talk to someone not at the workplace.
5. If another person in the department does something unethical, incorrect, against procedures, or disruptive I will use the proper channels to report this to the person in authority to take corrective action.
6. I will mind my own business, do good work, be a professional adult and expect the same from others.

WE AVOID CONFLICTS OF INTEREST.

Your judgment is one of your most valuable assets. You should avoid any activity, interest or association that conflicts with or appears to compromise your exercise of independent judgment in the Company's best interests. Conflicts can arise in many situations. It is impossible to cover them all here, but it should be easy to distinguish between proper and improper activity.

Complying with the Code is easiest when using good judgment and seeking guidance when questions arise. Each of us is responsible for our decision-making and for our compliance. If you are uncertain, before you proceed with a specific action, ask yourself the following:

- ✓ Am I authorized to do this?
- ✓ Am I setting the example?
- ✓ Is the action the right thing to do?
- ✓ Is the action legal and consistent with our Values, the Code of Conduct, the Company's Business Practices and other policies?
- ✓ Would I be proud to report this action to someone I respect?
- ✓ Will the action further enhance our reputation as an ethical Company?
- ✓ Am I demonstrating the highest ethical standards?

If the answer to any of these questions is NO you should discuss the situation with your manager, Human Resources, or Directors or Officers of PDI.

WE PROTECT THE TRADE SECRETS AND CONFIDENTIAL INFORMATION.

We are a private company, trade secrets; confidential information and much of our internal data are valuable assets. Protection of these assets, including maintaining their secrecy, plays a vital role in our continued growth and ability to compete. They can also include business research, new product plans, strategic objectives, any type of marketing or sales material or information, any unpublished financial or pricing information, employee, customer and vendor lists, and information regarding customer requirements, preferences, business habits and plans.

While not complete, this list suggests the wide variety of information that needs to be safeguarded. Our obligations with respect to trade secrets and other confidential information are:

- Not to disclose this information to other people or third parties except on a “need to know” or “need to use” basis and, in those instances, with confidentiality designations and other data protection mechanisms such as password protection or encryption, as appropriate; and not to otherwise disclose this information.
- Not to engage third parties to handle this information without an appropriate review of the security and information technology controls of the third party.
- Not to post or discuss this information on publicly available websites or social media sites.
- Not to use this information for your own benefit or the unauthorized benefit of persons outside of PDI.
- To protect PDI Client’s trade secrets and other confidential information in the same manner.

If you leave PDI, your obligation to protect PDI’s trade secrets and other confidential information continues until the information becomes publicly available or PDI no longer considers it a trade secret or confidential. You should also remember that this includes PDI Clients. Any correspondence, printed matter, electronic information, documents or records of any kind, specific process knowledge, procedures, special PDI ways of doing things — whether confidential or not — are all the property of the Company and must remain at PDI. Of course, personal skills acquired or improved on the job are the personal assets of the person who leaves. If you have a question as to whether information is confidential or is a trade secret, you should contact your manager, Human Resources, or Directors or Officers of PDI.

WE PROTECT PERSONAL DATA

We respect the personal privacy rights of our employees, consumers, customers, suppliers and other individuals with whom PDI has a business relationship. It is PDI’s policy to only collect, process, use and retain personal information from employees, consumers, customers, suppliers, and other individuals only as necessary and in compliance with the laws of the countries in which we do business, including laws relating to the collection and use of personal information from minors, and to take all reasonable steps to safeguard such information.

As part of their employment with PDI, employees may provide certain personal information to the Company, such as home and e-mail addresses, family information for benefits purposes, and other personal information. We use such information only for the reasons it was supplied to us, unless an employee consents to other uses, and as necessary for business purposes and consistent with local laws.

During the course of business relationships with PDI, customers, suppliers and other individuals may provide personal information, such as names, telephone numbers, fax numbers, street addresses, e-mail addresses, to the Company. We use such information only for the reason it was supplied to us and as necessary for our recordkeeping purposes. It is our policy not to share customers’, suppliers’ and other individuals’ personal information with third parties, unless required in the context of the business relationship and in compliance with applicable laws and regulations.

We are committed to monitoring evolving privacy laws and standards and may, from time to time, develop specific policies in light of them.

WE MAINTAIN RELIABLE RECORDS AND REPORTS.

We are a private company and our financial records and reporting are considered confidential information and not to be disclosed to third parties. The financial position of our Company and the results of its operations must be recorded in accordance with the requirements of law and generally accepted accounting

principles (GAAP). Company policy, as well as the law, requires PDI to maintain books, records and accounts that accurately and fairly reflect the nature of the business transactions and the disposition of assets of the Company. The integrity of the Company's accounting and financial records is based on the accuracy and completeness of the basic information supporting entries to the Company's books and accounts. Everyone involved in creating, processing and recording such information is held responsible for its integrity. Every accounting or financial entry should reflect exactly what is described by the supporting information. No payment on behalf of the Company shall be approved or made with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the documents supporting the payment. No false or misleading entries should be made in any books or records of the Company for any reason, and no fund, asset or account of the Company may be established, acquired or maintained for any purpose unless such fund, asset or account is properly reflected in the books and records of the Company. No corporate funds or assets should be used for any unlawful or improper purpose.

Managers and others responsible for the preparation of financial information should ensure that PDI's corporate financial policies are followed. Revenue and expenses should be properly recognized on a timely basis. Assets and liabilities should be properly recorded and appropriately valued. In addition, those who are responsible for or involved in the preparation of PDI's financial records and filings required by applicable law, or other communications with the business or financial community, should ensure that those filings and communications contain disclosure that is full, fair, accurate, timely and understandable. If you become aware of a possible omission, falsification or inaccuracy in accounting or financial entries, in basic data supporting such entries, or other communications, or any breakdown in internal controls, you must promptly report such information to your manager, Human Resources, or Directors or Officers of PDI.

WE PROTECT PDI'S ASSETS.

Company assets, facilities or services must be used only for lawful, proper and authorized purposes. The theft of money, property or services is strictly prohibited. PDI equipment, systems, facilities, corporate credit cards and supplies must be used only for conducting PDI business or for purposes authorized by management. You are personally responsible not only for protecting PDI property entrusted to you, but also for helping to protect the Company's assets in general.

You should be alert to any situations or incidents that could lead to the loss, misuse or theft of Company property and you must report all such situations to your manager, Human Resources, or Directors or Officers of PDI as soon as they come to your attention. Only certain officers and other senior employees have the authority to make commitments affecting the Company's assets. You should not make commitments affecting Company assets unless properly authorized. If you need to clarify your or another individual's authority to commit the Company, you should contact your manager, Human Resources, or Directors or Officers of PDI.

WE USE INFORMATION TECHNOLOGY RESOURCES AND SOCIAL MEDIA RESPONSIBLY.

We must use PDI Information Technology Resources and Social Media responsibly and in a manner consistent with the Code and all other Company Guidelines. Technology Resources include all current and future equipment, software and services that gather, store, communicate and process data that is owned, leased or provided by PDI. Information Technology Resources, as well as Social Media, should be used in a respectful, professional manner for business purposes except for limited and appropriate personal purposes.

In addition, the following uses are prohibited:

- Harassing, discriminating, offensive, defamatory, fraudulent or threatening messages, including those that offensively address race, religion, national origin, ethnicity, color, sex, gender identity, age, citizenship, veteran status, marital status, disability or any other characteristic protected by law.
 - Unauthorized distribution of PDI confidential or trade secret information or unauthorized discussions of Company business or internal processes on any external site.
 - Causing or permitting security breaches or disruptions of network communication, and/or improperly revealing your user ID or password to others or allowing others to use your user ID or password.
 - Any other use prohibited by the Company's on Using Information Technology Resources and Social Media.
- Except as limited by applicable laws, PDI reserves the right to monitor, access and review all Company Information Technology Resources in appropriate circumstances at the Company's discretion and pursuant to applicable laws. The Company's right to monitor, access and review all Company Information Technology Resources extends to business as well as personal information created, stored or transmitted using Company Information Technology Resources, and also includes Social Media sites visited via Company Information Technology Resources. Employees should have no expectation of privacy with respect to such business or personal information. PDI reserves the right to restrict or terminate any user's access to or use of PDI's Information Technology Resources at any time, for any reason, with or without advance notice, except where prohibited by law.

WE DEAL ETHICALLY WITH SUPPLIERS AND CUSTOMERS.

Our aim in conducting our purchasing operations is to ensure continuing, reliable sources of supply. Honest dealing with customers and suppliers is essential to sound, lasting relationships. Thus, we view our suppliers as partners and expect them to make a reasonable profit. We give all potential suppliers fair and uniform consideration. Decisions are based on objective criteria such as price and quality, as well as a vendor's reliability and integrity. Giving or receiving any kickbacks, bribes or similar payments of any sort is prohibited. We extend no personal favors to customers on prices, promotional allowances, marketing assistance or the like; we treat all customers on the same business basis.

WE DO NOT GIVE OR ACCEPT INAPPROPRIATE GIFTS.

It is unacceptable to give or receive gifts, payments or other personal benefits to influence, or that may appear to influence, any business decision. If you intend to give or receive a gift, payment or other benefit that is more than nominal in value (\$50 USD), you must contact Officers of PDI for approval before doing so. Also, keep in mind that you may only accept a gift of nominal value from a single source one time per calendar year. If it would be embarrassing to the Company for you not to accept a particular gift that may exceed a nominal value, then your acceptance of the gift should be reported to the Officers of PDI, which will assist in determining proper disposition. In addition, do not arrange for or accept a gift, payment or other benefit that is more than nominal in value on behalf of a close family member from anyone with whom the Company has an existing business relationship or would like to establish a business relationship. Follow this rule: never accept a gift or service if it will compromise you or could appear to compromise you. This does not include occasional business entertainment, which can be reciprocated, or gifts of purely nominal value. You should be aware that there are special rules governing appropriate conduct in dealing with federal, state, local or foreign governments that differ from rules for dealings with nongovernmental companies. In general, you may not

offer or provide government employees with any gift, gratuity or thing of value, including meals or travel, unless pre-approved by Officers of PDI. Suppliers and vendors should always be advised of the requirement to adhere to the Code when working with us or face the possibility of losing our business for failure to do so. In addition, we should respect and adhere to customer or supplier policies to the extent that they don't contradict our own policies.

WE RESPECT THE TRADE SECRETS AND CONFIDENTIAL INFORMATION OF OTHERS.

It is PDI's policy not to knowingly infringe upon the valid and enforceable intellectual property rights of others. It is also Company policy to respect the trade secrets or other proprietary information of others. This is particularly important if you have knowledge of trade secrets and proprietary information of a PDI client and it is important to protect that information from other PDI clients.

WE DEAL ETHICALLY WITH OTHERS.

It is the Company's policy that our people must comply fully with all applicable anti-bribery laws worldwide and must not engage in any acts of bribery. Therefore, you should not seek to influence the judgment or conduct of any external party with whom you might be conducting Company business by promises of gifts or other benefits, or by any other unlawful inducement.

The U.S. Foreign Corrupt Practices Act and similar anti-bribery laws around the world prohibit our people or their agents from giving or offering to give money or anything of value — whether in cash or not, or whether directly or indirectly through others — to any foreign official (i.e., foreign government employee, foreign political party, or party official or candidate for foreign political office) to induce that official to affect any governmental act or decision, or to assist the Company in obtaining or retaining business. To ensure that you do not violate this standard, it is the Company's policy that, except for legally mandated fees (for example, required permit or license fees), no payments, entertainment, gifts or other items of value will be made to foreign officials, directly or indirectly, unless approved in advance as lawful under U.S. and other applicable laws. Always be direct and honest in dealings and communications with government employees. Any knowing or willful false statements to government employees (oral or written), and particularly any false statement under oath, can expose the Company and its people to substantial penalties.

Beyond the obvious or traditional government employees, remember that in some countries government workers can include university professors, schoolteachers, dentists, veterinarians, doctors and state media employees.

WE COMPLY WITH INTERNATIONAL TRADE REGULATIONS.

In the conduct of both its domestic and overseas business operations, the Company fully complies with all applicable laws – particularly U.S. laws – governing imports, exports and the conduct of business with non-U.S. entities. These laws contain limitations on the types of products that may be imported into the United States and the manner of importation. They may also prohibit exports to, and most other transactions with, certain countries. Cooperation with or participation in foreign boycotts of countries that are not boycotted by the United States is also prohibited.

WE PARTICIPATE IN LOCAL GIVING AND VOLUNTEERISM.

Throughout the world, it is our goal to take part in projects to further the development and welfare of the local community. Such projects include participating in charitable drives and assuming responsibility for aiding the poor, injured and homeless at the time of national disaster.

The Company also encourages its people to participate on their own time in local charitable activities of their choice.

WE OPPOSE EXPLOITIVE, INHUMANE LABOR PRACTICES.

PDI opposes the illegal use of child labor, the exploitation of children, and all other forms of unacceptable treatment of workers. Moreover, it is our policy not to work with any supplier or contractor's known to operate with unacceptable worker treatment, such as the exploitation of children, physical punishment, female abuse, involuntary servitude or other forms of abuse. No abuse of child or other labor laws is acceptable to the Company, and if any violation of our principles becomes known to the Company, it is grounds for immediately terminating the business relationship.

WE DEMONSTRATE OUR COMMITMENT TO UNIVERSAL HUMAN RIGHTS.

PDI is committed to respect for human rights worldwide. To that end, we seek to work with business partners that promote the following standards:

- equal opportunity for all employees at all levels regardless of race, color, religion, sex, gender identity, national origin, ethnicity, age, sexual orientation, disability, marital status, veteran status or any other characteristic protected by law in any of the terms or conditions of employment;
- a safe and healthy workplace protecting human health and the environment;
- paying employees a wage that enables them to meet at least their basic needs, and providing employees the opportunity to improve their skills and capabilities;
- respecting employees' lawful freedom of association; and
- working with governments and communities in which we do business to improve the educational, cultural, economic and social well-being in those communities.

WE ARE COMMITTED TO SUSTAINABILITY AND SOCIAL RESPONSIBILITY.

Sustainability is a long-term business imperative, critical to the success of the Company. It is rooted in our values of Caring About our Client's needs, Teamwork and Continuous Improvement. Our focus is on People, Performance and Environment. In addition, we are committed to achieving our sustainability objective of ensuring that our business grows consistently and responsibly and benefit's those we serve, including employees, our owners and other stakeholders in our business including our suppliers.

Over the years, our commitment to sustainability and social responsibility has increased as we have integrated these initiatives into our business operations. This integrated approach has strengthened our sustainability and social responsibility initiatives and our business performance, helping us recruit and retain the best talent, enhancing our relationships with all of our stakeholders, and offering new opportunities for innovation.

WE SAFEGUARD AND PROTECT THE ENVIRONMENT.

The Company is committed to protecting the environment. Therefore, we must each comply strictly with the letter and spirit of applicable environmental laws and regulations and the public policies they represent.

No individual or manager in the Company has authority to engage in conduct that does not comply with this policy, or to authorize, direct, approve or condone such conduct by any other person. In our ever-changing world, we place a high priority on operating in a responsible and respectful manner. These efforts have led to increased efficiencies and financial advantages for the Company. Our ongoing strategy is to reduce our environmental footprint.

THE CODE APPLIES TO ALL OF PDI'S PEOPLE AND COMPANY ACTIVITIES.

The Code is applicable to everyone who works for the Power Dynamics LLC, including officers, and also applies to the Company's directors and agents in accordance with applicable law. Copies of the Code are available to all employees of PDI.

This Code cannot provide definitive answers to all questions. For that we must ultimately rely on each person's good sense of what is required to adhere to the Company's high standards, including a sense of when it is proper to seek guidance on the appropriate course of conduct.

In most instances, you should bring questions concerning the guidelines described in this Code to the attention of your direct manager, who may in turn refer such matters to his or her supervisor, or the Human Resources Department, you may also contact higher levels of management. **YOU MUST REPORT SUSPECTED VIOLATIONS.** If you know of, or have a good reason to suspect, a violation of the Code or other Company guidelines, you are required to immediately report that information.

The Company will also take all necessary steps to keep an individual's identity and the information he or she submits confidential, and will only disclose information on a need-to-know basis when that disclosure is:

- Unavoidable in order to conduct an effective investigation and take appropriate action or
- Otherwise required by applicable law.

I acknowledge by my signature that I have read, understand, and agree to PDI's Ethics Charter: Code of Conduct.

Further, I understand that my continued employment is contingent on my adherence to these policies and guidelines.

I understand that PDI may place me on probationary status or may suspend or release me from employment for failure to comply with policies and guidelines stated herein.

Signature _____

Print Name _____ Date _____