



DEVOS LTD. d/b/a GUARANTEED RETURNS
CODE OF BUSINESS CONDUCT
AND
CORPORATE COMPLIANCE PROGRAM

Background and Overview: Devos Ltd. d/b/a Guaranteed Returns (“Guaranteed Returns” or the “Company”), together with its subsidiaries, have long been committed to promoting full compliance with all applicable laws, regulations and rules, as well as the highest standards of ethical conduct, in all matters regarding its operations. By this commitment, the Company seeks to maintain its good reputations and the trust of its shareholders, employees, suppliers and other members of its community. To ensure compliance with these standards, the Company’s Board of Directors (the “Board”), has adopted this Corporate Compliance and Business Ethics program (the “Program”), which consists of various policies, procedures and internal controls already in place at the Company as well as additional measures designed to meet emerging compliance standards. In addition to developing and implementing compliance and ethics policies, procedures and internal controls, the Company will continue to seek to ensure that its organizational culture promotes law abiding and ethical behavior. The Program is applicable to the Company and all of its controlled subsidiaries.

I. THE ELEMENTS OF THE PROGRAM

- Establishment of the Ethics and Compliance Committee. Guaranteed Returns shall establish an Ethics and Compliance Committee consisting of (i) the Company’s President and Chief Executive Officer; (ii) the Company’s Chief Financial Officer/Treasurer who shall function as the “Internal Auditor”, (iii) the Company’s Human Resources Director (or person who is responsible for the duties customarily associated with that of a human resources director) who shall function as the “Compliance Manager”, (iv) the Voting Trustee of 100% of the Company’s common stock and (v) the person who generally serves in the capacity as the Company’s general counsel.

- Risk Assessment. Guaranteed Returns seeks to maintain awareness of the risks of unlawful and unethical behavior, and to address those in an effective manner using Guaranteed Returns’ policies and procedures.

1. Foundational ethics/compliance risk assessments. The Compliance Manager will conduct a foundational risk assessment. The Company will use the results to identify areas to improve the Program. The Ethics and Compliance Committee, discussed below, shall present the findings of this risk assessment to the Board.

2. On-going risk assessments. The Compliance Manager will conduct annual compliance risk assessments. The risk assessments shall include consideration of compliance risk-related information otherwise identified through operation of the Program (such as information from internal audit reports; reports of possible violations; and issues raised in connection with training sessions). The Compliance Manager will also incorporate information about the changing nature of the Company’s business (such as the development of new services, the acquisition of new business, the

entry into a new venture, the imposition of new requirements, or the entity into new geographical markets) into the risk assessments.

3. Use of risk assessments. The Ethics and Compliance Committee shall ensure that the results of the foundational and on-going risk assessments are utilized in modifying the various other Program elements (described below in this Section I) to meet applicable legal standards and otherwise ensure the effectiveness of the Program.

- Code of Business Conduct. The Company Code of Business Conduct (located in Section III of the Program and referred to as the “Code”) sets forth the Company’s underlying legal and ethical standards. All Company Directors, Officers, employees and customer service representatives (“Company Personnel”) must comply with the Code in all matters concerning Company business. All new Company Personnel hires must certify that they have received and read the Code and will comply with the Code. Thereafter, all person required to comply with the Code must certify their compliance with the Code annually.

- Other Compliance Policies. In addition to the standards set forth in the Code, more detailed Company-wide standards of conduct are contained in the Company’s Employee Handbook. The Code and these policies are collectively referred to as the Company’s “Standards of Conduct”.

- Communication of Standards of Conduct. The Company shall communicate its Standards of Conduct in an effective manner through training and other means.

1. Training. Compliance training shall be mandatory at the Company and shall include training for all persons subject to the Code. Compliance training shall be a part of the orientation for all new Company Personnel.

2. Communications Plan. On no less than an annual basis, the Compliance Manager shall create and the Ethics and Compliance Committee shall approve a written plan for communicating the Standards of Conduct in an effective manner to Company Personnel (“Compliance Communications Plan”). The Compliance Communications Plan shall include both communications of Company-wide standards and any standards that are not applicable to the entire Company.

- Auditing, Monitoring and Other Forms of Compliance Checking.

1. Compliance Auditing. The Company shall seek to enforce the Standards of Conduct through auditing, monitoring and other forms of checking (collectively referred to as “Compliance Auditing”). On an annual basis, the Compliance Manager shall prepare a plan for Compliance Auditing (“Compliance Audit Plan”), which shall be approved by the Ethics and Compliance Committee. The Compliance Audit Plan shall be based in part upon the latest risk assessment and any other information received by the Compliance Manager through the operation of the Program or otherwise. The Compliance Audit Plan shall include compliance auditing for the Standards of Conduct.

2. Program Audits and Evaluations. Pursuant to the Compliance Audit Plan, the Internal Auditor shall conduct audits to ensure that the Program is functioning as intended. Among other things, the Internal Auditor shall conduct Program audits that may include, but need not be limited to,

such areas as: (a) communication of the Standards of Conduct to Company Personnel; (b) participation in compliance training; (c) auditing for violations; (d) compliance-related supervisory oversight; (e) publicizing the systems for encouraging Company Personnel to report violations; (f) background checks and other personnel measures; (g) discipline; (h) treatment of those who report suspected violations; and (h) on-going risk assessment/Program continuous improvement. The Internal Auditor shall periodically evaluate the effectiveness of the Program under applicable legal/regulatory standards, using internal or external resources as appropriate, and report to the Ethics and Compliance Committee regarding such audits.

- Supervisory Oversight. To the extent necessary to promote adherence to the Standards of Conduct as reflected in the results of the risk assessment, the Company will require compliance-related oversight by senior management of the Company and others.

- Encouraging Reports of Possible Violations of the Standards of Conduct and Seeking Advice about Program issues.

1. Means to report suspected violations or to seek guidance. The Company requires Company Personnel to report violations of, and to seek advice about, the Standards of Conduct and the Program to/from the following persons/departments or through the following means:

- the Company's General Counsel or, if there is none, the attorney or attorney's that regularly represent the Company in corporate matters;
- the Internal Auditor;
- the Human Resources Department;
- such Company Personnel's supervisor or manager;
- Senior Officers of the Company ("Senior Management");
- anonymously through the Company's confidential, toll-free compliance hotline number at 1-844-894-2994; or
- anonymously by e-mail at tellgr@getintouch.com

1. Publicizing the means to report violations or seek guidance. The means to report violations shall be sufficiently publicized within the Company. The Compliance Manager shall be responsible for insuring sufficient publication. Supervisors shall be instructed on how to respond to and transmit reports of possible wrongdoing to the appropriate Company personnel in a timely manner pursuant to Company procedures. The Compliance Manager shall periodically assess efficacy of the internet and telephone reporting mechanisms (as well as other aspects of this element of the Program) and shall report on such to the Ethics and Compliance Committee.

2. Prohibition against retaliation for reporting suspected violations or seeking guidance. The Company strictly prohibits retaliation against individuals reporting in good faith under this policy or in cooperating with investigations concerning the Company's Standards of Conduct, including but not limited to being discharged, demoted, suspended, harassed, or discriminated against in any manner as a result of the individuals reporting or cooperating. Retaliating against any individual for



reporting in good faith any matter concerning the Standards of Conduct is a serious violation of Company policy and will result in disciplinary action, up to and including termination.

- Investigation into Possible Violations of the Compliance Standards of Conduct. The Company shall investigate any reports of possible violations of the law, applicable regulation or its compliance policies in accordance with its established procedures (which may be modified by the Ethics and Compliance Committee as needed). Investigations will be overseen by the Ethics and Compliance Committee, which will review the status of such investigations. The Ethics and Compliance Committee will communicate to the Board any circumstances suggesting the need for an independent investigation and will otherwise report to the Board on investigations as required by the established procedures.

- Discipline for Violations of the Company's Compliance Policies. The Company's President shall take all steps necessary to ensure that the Company imposes discipline for violations of the Standards of Conduct in a manner that is necessary to ensure the effectiveness of the Program. The Ethics and Compliance Committee will review – either before or after the fact – discipline in connection with significant violations of the Standards of Conduct.

- Background Checks.

1. Employment. The Company, through a third-party vendor or using internal resources, will, with respect to select departments and/or positions, perform background checks and other employment screening actions as needed to retain or hire Company Personnel who do not have a propensity to engage in illegal activities or have otherwise engaged in conduct that would make their employment with the Company inconsistent with the Company's having an effective compliance and ethics program. The Compliance Manager, in consultation with the Ethics and Compliance Committee, will advise the Human Resources Department, based on the foundational and on-going risk assessments, as well as the Compliance Audit Plan, the departments and/or positions for which such employment screening actions are required.

2. Agents and Third Parties. The Company will perform background checks and other due diligence as needed when retaining independent agents and other third parties, to the extent suggested by the compliance risk assessments. The Compliance Manager, in consultation with the Ethics and Compliance Committee will advise the relevant business unit, based on the foundational and on-going risk assessments, as well as the Compliance Audit Plan, whether background checks should be performed with respect to the Company's retaining of third party agents.

- Incentives. The Company will seek to utilize incentives to the extent necessary to ensure the effectiveness of its Program under applicable legal and regulatory standards, including but not limited to the consideration of ethics and compliance criteria in performance evaluations, and, as applicable, job descriptions.

- Agents/Suppliers. The Ethics and Compliance Committee shall consider the extent to which other Program elements – such as training – shall be applied to independent agents. The Ethics and Compliance Committee shall also consider, based on the Company's compliance risk assessment, various means to



encourage ethical practices, policies and/or compliance measures by others having or seeking to have a business relationship with the Company.

- Continuous Improvement. The Ethics and Compliance Committee shall ensure that the program is continuously improved as warranted by the risk assessments, changing legal and regulatory mandates and other factors suggesting a need for such improvement. Among other things, the Compliance Manager shall ensure that information suggesting the need for such improvement is reported to the Ethics and Compliance Committee, which shall utilize such information in proposing modifications to the various Program elements.
- Documentation. The Compliance Manager shall ensure that adequate documentation of Program activities is maintained to meet applicable legal and regulatory requirements.

II. RESPONSIBILITIES UNDER THE PROGRAM

A. The Board. The Board will be knowledgeable about, and shall exercise reasonable oversight with respect to, the Program, its implementation and effectiveness. The Board shall be knowledgeable about the content and operation of the Program and shall oversee the Program through reports received from (and other interaction with) the Ethics and Compliance Committee and Compliance Manager and any other means deemed necessary or helpful by the Board for such oversight. On no less than an annual basis, the Board shall receive reports concerning the Program's operation and effectiveness from the Ethics and Compliance Committee and the Compliance Manager. The Board shall review for prior approval any significant changes to the Code or the Program that, in the view of the Board, are appropriate for such review. The Board shall take any steps necessary to support the Program, ensure that the Program is adequately funded and ensure that those administering the Program have sufficient authority.

B. Senior Management. Senior Management shall be responsible for being knowledgeable about the contents and operation of the Program, for setting a tone that promotes law abiding and ethical behavior and for otherwise ensuring that the Company's organizational culture is consistent with the goals of the Program.

C. Management Oversight of the Program.

1. The Ethics and Compliance Committee. The Ethics and Compliance Committee, shall have management oversight of the Program, will support Senior Management in ensuring the effectiveness of the Program and will report to the Board. The Ethics and Compliance Committee shall have oversight responsibility for the following:

- a. Maintaining familiarity with applicable legal and regulatory standards, applicable industry practice, and general best practices relating to compliance and ethics programs.
- b. Assessing the risks of non-compliance with applicable law or regulation and of unethical conduct by Company Personnel and, as appropriate, agents.
- c. Determining how best to mitigate such risks through:

- i. the promulgation/revision of written compliance and ethics standards;
 - ii. the communication of such standards through training and other means;
 - iii. auditing, monitoring and other forms of checking;
 - iv. requiring supervisory oversight;
 - v. encouraging Company Personnel and independent agents, as appropriate, to report possible violations of Company compliance- and ethics – related standards and to seek guidance concerning Program-related matters;
 - vi. the exercise of diligence in hiring and promotions through the use; as appropriate, of incentives and other personnel-related policies;
 - vii. internal controls; and/or
 - viii. Any other Program mechanism, policies and/or procedures suggested by applicable law or regulation or best practices.
- d. Assisting Senior Management in ensuring that the Company’s organizational culture appropriately promotes compliance with the law and ethical conduct.
- e. Assisting Senior Management in ensuring that:
- i. The Company devotes sufficient resources for the Program to be effective under applicable legal and regulatory standards.
 - ii. Company Personnel assigned operational responsibilities relating to the Program are given sufficient authority and support to carry out such responsibilities.
- f. Overseeing and helping to ensure the efficacy under applicable legal and regulatory standards and Company policy of:
- i. internal investigations into possible violations of law or the Standards of Conduct; and
 - ii. Discipline imposed for any violations of the law or Standards of Conduct.
- g. Otherwise helping to ensure continuous improvement of the Program, based on consideration of, among other things: (i) any information suggesting a need for such improvement arising from an incident of non-compliance with the Company’s compliance and ethics standards, (ii) the risk assessment, and (iii) developing best practices in the compliance and ethics field.
- h. Assisting the Board with respect to their oversight of the Program, including but not limited to those aspects of the Program set forth in items a-g of this paragraph.

- i. Considering applications for any waivers of the Code of Conduct (other than Directors, the Chief Executive Officer, the Chief Financial Officer, General Counsel or the Chief Accounting Officer, which shall be considered by the Corporate Governance Committee).
- j. Providing interpretation or guidance of any matter regarding the Program.
- k. Assessing the effectiveness of the Program under applicable legal and regulatory standards.

2. Meeting with/access to the Board. Members of the Ethics and Compliance Committee and the Compliance Manager shall meet on a not-less-than-annual basis with the Board to report on the efficacy of the Program and shall have access to the Board on an as-needed basis to report on Program matters that, in their respective views, warrant the attention of the Board.

3. Delegation. The Ethics and Compliance Committee may delegate its duties to those Company Personnel, and agents of the Company as the Committee deems appropriate and necessary to fulfill its duties and obligations.

4. Day-to-Day Responsibilities for the Program. The Compliance Manager shall have day-to-day responsibility of the Program. In this capacity, he/she shall assist the Ethics and Compliance Committee in connection with all aspects of the Committee's duties as set forth herein and shall otherwise manage the Program on a day-to-day basis. As set forth above, the Compliance Manager, with the Ethics and Compliance Committee, shall report to the Board on a no less than annual basis and otherwise shall have access to the Board on an as-needed basis to report on the Program.

D. Senior Management. Senior Management shall be responsible for creating an atmosphere that is conducive to promoting the highest standards of lawful and ethical behavior and to allow their Company Personnel to ask questions and raise concerns. Senior Management is responsible for:

- Setting a tone that encourages ethical behavior and invites Company Personnel to ask questions and raise any ethical concerns;
- Showing their commitment to the Code and its principles through their words and conduct;
- Assisting Company Personnel with questions about the Code by either responding to their questions or directing them to the appropriate source; and
- Processing reports of potential violations or concerns promptly, confidentially and in the manner set forth in the Code.

E. All Company Personnel. All Company Personnel shall be responsible for:

- Abiding by the code and its principles in the daily performance of their jobs;
- Seeking advice with respect to any questions about the Code or Standards of Conduct from their managers, supervisors, the Human Resources Department, the Internal Auditor, the General Counsel of the Company, the Compliance Manager of the Ethics and Compliance Committee; and
- Reporting promptly information in the manner set forth in the Code about suspected violations of the Code, Standards of Conduct or of the law by any associate or agent of the Company.

F. The Human Resources Department. The Human Resources Department shall:

- Provide assistance, as requested, in implementing the compliance training program, including but not limited to ensuring all Standards of Conduct are up-to-date and available on the Company's intranet website and coordinating the curriculum, communications, tracking and follow-up;
- Ensure that all new hires certify compliance with the Code and that all Company Personnel certify compliance with the Code of an annual basis;
- Integrate ethics and compliance criteria into performance evaluation and, as applicable, job descriptions, as directed by the Ethics and Compliance Committee and Compliance Manager;
- Ensure that when, through promotion, acquisition or hiring, persons become Company managers they will be given a copy of the most recent memorandum on reporting violations of the Standards of Conduct, law or regulation;
- Perform background checks and other employment screening actions as directed by the Ethics and Compliance Committee to ensure that certain new hires or newly acquired Company Personnel will act in law abiding and ethical manner; and
- Ensure that any exit interviews with Company Personnel include compliance-related questions.

G. The Internal Auditor. The Internal Auditor shall prepare the Compliance Audit Plan with the Compliance Manager to be approved by the Ethics and Compliance Committee. The Internal Auditor shall also conduct audits to ensure that the Program is functioning as intended.

III. CODE OF BUSINESS CONDUCT

A. Compliance with Laws, Rules and Regulations. The Company complies with all applicable laws and regulations in the conduct of its activities and expects Company Personnel to do the same. All Company Personnel must respect and obey the laws of the cities, states and countries in which we operate. Although not all Company Personnel are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel. If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

B. Conflicts of Interest. It is the policy of the Company to avoid situations that create an actual or potential conflict between a Company Personnel's personal interests and the interests of the Company and, in this regard the Company has established a Conflicts Committee (which shall initially be composed of the members of the Ethics and Compliance Committee). A conflict of interest exists when a person's loyalties or actions are divided between the interests of the Company and those of another, such as a competitor, supplier, customer or personal business. A conflict situation can arise when a Company Personnel takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest may also arise when a Company Personnel, or members of his or her family,



receives improper personal benefits as a result of his or her position in the Company. Moreover, the appearance of a conflict of interest alone can adversely affect the Company and its relations with its customers, suppliers and employees. The appearance of a conflict should also be avoided.

Company Personnel are expected to use good judgment, to adhere to high ethical standards and to avoid situations that create an actual or potential conflict of interest. It is almost always a conflict of interest for a Company Personnel (other than a Director) to work simultaneously for a competitor, customer or supplier. Company Personnel are not allowed to work for a competitor as a consultant or board member without prior disclosure to and approval from the Chief Executive Officer or, in the case of a Director (including a Director who is also an Executive Officer), a vote of a majority of the Directors other than the Director in question. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf.

Conflicts of interest can also arise with respect to employment of relatives and persons with close personal relationships. Further, if an employee or someone with whom an employee has a close relationship (a family member or close companion) has a financial or employment relationship with a competitor, supplier, or potential supplier, the employee must disclose this fact in writing to the Chief Financial Officer and to the Company's Conflicts Committee.

C. Corporate Opportunities. Company Personnel are prohibited from taking for themselves opportunities that are discovered through the use of Company property, information or position without the consent of the Board of Directors. No Company Personnel may use corporate property, information, or position for personal gain, and no Company Personnel (other than a Director but solely with respect to transactions developed by the Director exclusive of information provided to such Director by the Company) may compete with the Company directly or indirectly. Each Company Personnel shall take all reasonable steps to ensure that any persons or entities to which it subcontracts any of its services hereunder shall agree, as a condition to their acting in such capacities, and except as otherwise specifically authorized by the Company, to offer to the Company any business opportunities related to real property or assets related thereto that are offered to or generated by such person or entity during the term of such engagement. Company Personnel owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

D. Competition and Fair Dealing. We seek to outperform our competition fairly and honestly. Stealing proprietary information, possessing secret trade information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each Company Personnel should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No Company Personnel should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.



Company personnel should not engage a competitor in discussions, agreements or understandings concerning proprietary or specific information with regards to tenant lease terms, investors, interest rates, transaction structures, similar business related arrangements or any other business of the Company. In addition, Company personnel should avoid discussing with a competitor any other agreements inhibiting free and open competition or involving tie-in sales or reciprocal transactions.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain an unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Company Personnel or its family member unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws or regulations. Any proposed gift to a Company Personnel or its family member which is other than of nominal value (greater than \$250 when taken with all other gifts given from such person during the preceding 12 month period) should be discussed first with the Company's Ethics and Compliance Committee for appropriate resolution, in advance of the receipt of such proposed gift.

Company Personnel are prohibited from offering bribes, kickbacks or questionable payments of any kind, directly or indirectly, to any customers, suppliers, vendors, government employees or officials, or other parties. This policy is intended to be interpreted broadly, and encompasses giving anything of value to a third party for a corrupt purpose or under circumstances which might appear to suggest corruption. Company Personnel should conduct their business affairs in such a manner that the Company's reputation will not be impugned if the details of their dealings should become a matter of public discussion.

E. Equal Employment and Working Conditions. Each of us has a fundamental responsibility to show respect and consideration to our fellow employees. The diversity of the Company's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. All employment practices and decisions, including those involving recruiting, hiring, transfers, promotions, compensation, benefits, discipline and termination, will be conducted without regard to race, creed, color, religion, national origin, sexual orientation, sex or age and will comply with all applicable laws.

The Company is further committed to protecting the dignity and respect of all of its employees. Discrimination or harassment in any form – verbal, physical or visual – is strictly against Company policy. It is the responsibility of all Company Personnel to follow conscientiously the Company's antidiscrimination and anti-harassment policy and to bring to the Company's attention immediately any concern they may have regarding any discrimination or sexual harassment they believe they may have experienced or witnessed. Sexual Harassment is defined as unwanted sexual advances, requests for sexual favors and other verbal, visual or physical conduct of a sexual nature. This conduct is unlawful whenever: (1) submission to such conduct is expressly or implicitly made a condition of employment or advancement; (2) submission to or rejection of such



conduct is used as the basis for making employment decisions affecting a Company Personnel; or (3) such conduct reasonably interferes with a person's work performance or creates an intimidating, hostile or offensive working environment.

F. Relationships with Co-workers. The Company expects everyone to provide co-workers with information that is accurate, complete, objective, relevant, timely and understandable and to share knowledge and maintain skills important and relevant to each co-workers' needs. The Company expects all supervisory personnel to promote ethical behavior in the work environment.

G. Health and Safety. The Company strives to provide each employee with a safe and healthy work environment. Each employee has an individual responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted. Company Personnel should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated and any Company Personnel using illegal drugs will be subject to disciplinary action up to and including immediate discharge.

H. Record Keeping. The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. All company business data, records and reports must be prepared truthfully and accurately. Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or characterizations of people and companies that are inappropriate or can be misunderstood. This applies equally to e-mail, internal memos and formal reports. Records should always be retained or destroyed according to the Company's record retention policies.

I. Confidentiality of Company Information and Trade Secrets of Others. Persons who come into possession of Company information must safeguard the information from the public and not intentionally or inadvertently communicate it to any person (including family members and friends) unless the person has a need to know the information for legitimate, Company-related reasons. This duty of confidentiality is important both as to the Company's competitive position and with respect to the securities laws applicable to the Company as a public company.

Consistent with the foregoing, all Company personnel should be discrete with respect to inside information and not discuss it in public places. Such information should be divulged only to persons having a need to know it in order to carry out their job responsibilities. To avoid even the appearance of impropriety, Company personnel should refrain from providing advice or making recommendations regarding the purchase or sale of the Company's securities.



Confidential information related to the Company can include a variety of materials and information regarding the ongoing operations and plans of the Company. For example, confidential information can include information regarding the financial health of the Company, salary and personnel information, and marketing and sales plans. Confidential information will be held in the strictest confidence, and such confidential information should not be disclosed by any Company Personnel to any third party unless the third party has signed a nondisclosure agreement approved by the Company's general counsel and the specific disclosure also has been approved by the Company's general counsel. The confidential information can only be disclosed by an employee for limited purposes when such disclosure is needed.

Company personnel must maintain the confidentiality of confidential or proprietary information entrusted to them by the Company or others, except when disclosure is authorized in writing by the Company's general counsel or required by law or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its shareholders, customers or suppliers, if disclosed. The obligation to preserve confidential information continues even after a Company Personnel ceases to be a Company Personnel.

Company Personnel must not intentionally or inadvertently breach any agreement to keep knowledge or data in confidence or in trust prior to his or her becoming a Company Personnel. As long as a person is a Company Personnel, no confidential or proprietary information or material belonging to any previous employer or other parties shall be improperly used or disclosed to the Company. Company Personnel must not bring onto the premises of the Company or use in the performance of his or her responsibilities any unpublished documents or any property belonging to any previous employer or any other person to whom such Company Personnel has an obligation of confidentiality unless consented to in writing by that previous employer or person.

J. Protection and Proper Use of Company Assets. No secret or unrecorded fund of Company assets or cash shall be established or maintained for any purpose. Anyone spending or obligating Company funds should be sure that the transaction is properly and appropriately documented, and that the Company receives the appropriate value in return.

All Company Personnel should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation to the Human Resources Director or Internal Auditor. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

The Company licenses the use of much of its computer software from a variety of outside companies. The Company does not own this software or its related documentation and, unless authorized by the software developer, does not have the right to reproduce it. With regard to the use of software on local area networks or on multiple machines, employees shall only use the software in accordance with the license agreement.



K. Political Contributions and Payments to Government Personnel. The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

L. Reporting any Illegal or Unethical Behavior or Other Violations of this Code. As part of its commitment to conducting business in an ethical and legal manner, the Company requires all Company Personnel to report, in good faith, information about suspected violations of this Code or of the law by a Company Personnel in the manner set forth below. This Code requires Company Personnel to come forward with any such information, regardless of the identity or position of the suspected offender.

You have a duty to adhere to this Code and to all existing Company policies and to report any known or suspected violations as set forth herein. All such reports will be investigated by the Company. The Company shall evaluate reported violations on a case-by-case basis. Company Personnel are expected to cooperate in internal investigations of misconduct and in all Company audits.

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solution, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate



being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems. If you are not satisfied with the response you receive from your supervisor, you should bring your grievance to an appropriate senior officer within the Company.

- Seek help from Company resources. In the case where it may not be appropriate to discuss an issue with your supervisor or where you do not feel comfortable approaching your supervisor with your question, discuss it with the Human Resources Director or Internal Auditor.

- You may report violations of this Code in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees for good faith reports of possible ethical violations. Further, the Company has adopted a policy for the protection of whistleblowers that prohibits any form of retaliation against an individual who reports violations.

- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

You must report the following to the Company's General Counsel, your supervisor or manager, senior management, the Company's anonymous, confidential Compliance Hotline (at 1-844-894-2994 or by e-mail at tellgr@getintouch.com) (i) any suspicious activity or behavior (including concerns regarding questionable accounting or auditing matters), (ii) possible violations of the Code, Company policy, law or regulation, (iii) if another Company Personnel asks you to do something that would constitute a violation of law, regulation, the Code or any applicable Company policy, or (iv) any other illegal act. When in doubt about the best course of action in a particular situation, report the observed violations of the Code or any other potentially illegal or unethical behavior as set forth in the preceding sentence. Company Personnel who use the Internet site or the Compliance Hotline may do so in an anonymous manner, and all reports will be kept confidential to the extent reasonably possible. Reporting the activity will not subject you to discipline unless you knowingly file a false report.

Those who are found to have violated this Code or other Company policies or applicable law are subject to disciplinary action, including (but not limited to) termination of employment as discussed below. Violations may also result in legal prosecution.

M. Discipline for Violations. The failure to comply with the standards and requirements set out in this Code may result in discipline, up to and including possible termination of employment of Company



Personnel and monetary penalties for Investment Persons for violations of Section 4, subject to applicable law. The failure of Directors to comply with the standards and requirements set out in this Code may result in their removal from the Board.

In addition to violating the provisions of the Code, Company policy or law, the following are some examples of other types of conduct that may result in discipline, including possible termination of employment:

- Failing to report promptly a known or suspected violation of the Code, Company policy or the law;
- Failing to cooperate fully with Company investigations or audits;
- Permitting others to violate the Code, Company policy or applicable law or requesting that they do so;
- Aiding another Company Personnel in violating the Code, Company policy or the law; and
- Retaliating against another Company Personnel or third party for reporting a suspected violation or for cooperating in a Company investigation or audit.



GUARANTEED RETURNS, LTD.
ADDENDUM TO
CODE OF BUSINESS CONDUCT
AND
CORPORATE COMPLIANCE PROGRAM:
POLICY FOR GOVERNMENT CONTRACTING

INTRODUCTION

As a provider of services to federal, state, and local governments, Guaranteed Returns operates under strict legal and regulatory requirements imposed upon government contractors. Guaranteed Returns is committed to complying with the letter and spirit of these laws and regulations. This *Policy for Government Contracting* ("*Government Contracting Policy*") is an addendum to and supplements Guaranteed Returns' Code of Ethics and Business Conduct, which sets forth legal and ethical standards for the company and its employees. One purpose of this *Government Contracting Policy* is to reiterate the Company's commitment to the highest standards of integrity in all aspects of our interaction with public sector entities. Public sector entities include federal, state and local governments, public health entities and public hospitals. Additionally, this *Government Contracting Policy* identifies laws, regulations, and other requirements imposed on government contractors such as Guaranteed Returns that are more proscriptive than the requirements that apply when we operate in the purely private sector. The policies contained herein apply to all Company employees who interact with public sector personnel. This includes civilian as well as military personnel and employees of government agencies.

RESOURCES AND REPORTING

Company employees are required to comply with this *Policy* and to seek assistance or clarification in advance of taking action on behalf of the Company in order to avoid unethical or illegal business conduct. If you have questions or need advice or assistance regarding this *Policy*, contact the Company's Legal Counsel or Corporate Ethics and Compliance Officer. Guaranteed Returns also maintains a Compliance Hotline through a third party vendor, InTouch, an independent service devoted to receiving employee complaints and concerns regarding practices or behaviors that may be unethical or in violation of company policies and procedures. The Hotline is available twenty-four (24) hours per day, seven (7) days per week at the following toll free number: 1-844-894-2994. Reports can be made anonymously. It is against company policy to retaliate against any employee who makes a good faith report involving Guaranteed Returns.

Employees of Guaranteed Returns who are aware of or suspect that a violation of law, regulation, contract term, or company policy are required to make a report internally using resources made available by Guaranteed Returns. Personnel may contact the Company's Legal Counsel, Corporate Ethics and Compliance Officer, Hotline, or a company senior manager. The Company is committed to timely and thoroughly investigating all issues raised by employees or third parties. The Company is further committed to meeting its reporting obligations to the government, such as under the Mandatory Disclosure requirements contained in the federal acquisition regulation applicable to government contractors. Contractors that fail to report certain misconduct involving their federal contracts to the US government face serious sanctions, including exclusion from receiving future government contracts.



ACCURATE STATEMENTS, SUBMISSIONS, CERTIFICATIONS AND REPRESENTATIONS

In the ordinary course of its business, Guaranteed Returns makes numerous written and oral submissions, certifications, and representations to public sector entities. Examples include proposal information, pricing data and estimates, account reconciliations, and other statements regarding Company services. We have special obligations – and legal risk - whenever we submit information to public sector entities. Criminal and civil fraud sanctions apply to entities and individuals that submit false statements and claims relating to government programs and contracts. To avoid allegations of false statements or false claims, always tell the truth in any communications or submissions that may relate to Company business. If there is any doubt about the accuracy of a statement, do not make the statement or represent it to be accurate until you have assurance of its accuracy. Employees who prepare or submit company information to third parties are required to exercise due diligence to ascertain and ensure that the information is accurate and complete, and not misleading or erroneous.

OFFERING GIFTS, GRATUITIES, AND ENTERTAINMENT TO GOVERNMENT PERSONNEL

There are strict laws and regulations that govern the giving or offering of gifts, gratuities, entertainment, or anything of value to a government employee. Examples of gifts and gratuities include meals, refreshments, transportation, and entertainment. These rules sometimes vary depending on the government agency involved, and often apply to family members of the government employee as well. It is Company's policy that no Guaranteed Returns employee will give or offer a gift or gratuity, regardless of value, to any governmental employee or family without first obtaining written approval from the Guaranteed Returns Corporate Ethics and Compliance Officer. The only blanket exception to this rule is that Guaranteed Returns may provide coffee and other nonalcoholic beverages to government personnel as part of a business meeting on company premises.

ACCEPTING KICKBACKS FROM VENDORS AND SUPPLIERS

The Company is committed to ensuring that all transactions and business dealings are conducted in compliance with the federal Anti-Kickback Act. The Act prohibits government contractors and their employees from soliciting or accepting anything of value from a downstream vendor or supplier for the purpose of obtaining or rewarding favorable treatment in connection with the award of a vendor or supplier agreement. A "kickback" includes: any money, fee, commission, credit, gift, gratuity, or compensation of any kind that is provided, directly or indirectly, to any prime contractor or prime contractor employee for the purpose of improperly obtaining or rewarding favorable treatment in connection with a government contract.

It is Guaranteed Returns' policy that our employees must never solicit or receive a kickback from any party seeking a vendor, supplier, or other contract agreement with Guaranteed Returns. This includes vendors and suppliers who directly assist Guaranteed Returns with the performance of its government contracts, as well as those entities furnishing general supplies and services to the Company, such as accounting services, HVAC vendors and IT vendors.



"OFF-LIMITS" PROCUREMENT INFORMATION

Guaranteed Returns has a policy in its Code of Ethics and Business Conduct requiring that business be won on the merits of the Company's superior performance. The federal Procurement Integrity Act ("PIA") contains strict requirements when bidding on federal government contracts. The Act prohibits the unauthorized disclosure and receipt of various types of "protected" or "off limits" information, including contractor bid and proposal information and government source selection information. To ensure that competitive procurements are free from favoritism or unauthorized competitive advantage, during a competitive procurement process, certain information may not be requested or obtained by contractors such as Guaranteed Returns, unless the information is released to all competitors. Therefore, it is important for Company personnel to be alert when offered information that is marked in any of the following ways:

- Government Source Selection or Procurement Integrity Sensitive
- Competitor Bid or Proposal Information
- Competitor Proprietary or Trade Secrets
- Government For Official Use Only (FOUO)
- Not Releasable Under the Freedom of Information Act
- Draft — Not For Release Outside of the Government.

Protected, or "off limits" information is further defined as:

- "Source Selection Information" is information that is prepared by or for use by a federal government agency (and sometimes state or local agencies pursuant to laws modeled after the federal law) for the purpose of evaluating a bid or proposal to enter into a government contract, if that information has not been previously made available to the public or disclosed publicly. This includes:
 - Bid prices submitted in response to a federal agency invitation for bids or lists of those bid prices before bid opening
 - Proposed costs or prices submitted in response to a federal agency solicitation or lists of those proposed costs or prices
 - Source selection plans
 - Technical evaluation plans
 - Technical evaluations of proposals
 - Cost or price evaluations of proposals
 - Competitive range determinations that identify proposals that have a reasonable chance of being selected for award of a contract
 - Rankings of bids, proposals or competitors
 - Reports and evaluations of source selection panels, boards or advisory councils
- "Bid or Proposal Information" refers to information submitted to a government agency by a company or other entity as part of or in connection with a bid or proposal to enter into a government agency contract, if that information previously has not been made available to the public or disclosed publicly. This includes:
 - Cost or pricing data
 - Indirect costs and direct labor rates



- Proprietary information about manufacturing processes, operations or techniques marked by the contractor in accordance with applicable law or regulation
- Information marked by the contractor as "contractor bid or proposal information" in accordance with applicable law or regulation
- Information marked in accordance with FAR 52.215-12, "Restriction on Disclosure and Use of Data".

Guaranteed Returns employees should never knowingly solicit or obtain source selection or contractor bid or proposal information. Company personnel cannot assume that Guaranteed Returns is permitted to receive all information it is offered and must always take steps to ensure that the company is authorized to receive information provided by government employees or third parties, including consultants. If you receive any of the types of protected or off limits information discussed above, even if the information is not marked with a restrictive legend or if you receive other information that you are not sure you or the Company should have, contact the Guaranteed Returns Legal Counsel or the Corporate Ethics and Compliance Officer *immediately before reviewing the information or sharing it with any other employees or third parties*. Please also be aware that information available publicly, such as on a competitor's website, does not fall into these protected categories.

INDEPENDENT PRICING

The pricing in proposals submitted to public sector entities must be arrived at independently without consultation, communication, or agreement with any other offer or competitor. It is never appropriate for the Company to enter into agreements with our competitors setting prices; allocating customers, suppliers or territories; or in any other way restricting competition in the market for our products and services. Such agreements "in restraint of trade" are against the law and against Company policy. Company employees must avoid any behavior that could leave the company vulnerable to allegations of conspiring with our competitors. While all communications with competitors are not prohibited, exchanging certain types of business information can create the appearance of illegal or unethical conduct. Moreover, terms and conditions of sale; customer and supplier list; costs, profits and profit margins; and distribution and sales methods are confidential and proprietary information. Confidential and proprietary Company business information may only be shared with employees of the Company and business partners with whom the Company has entered into nondisclosure agreements.

HOLDING EMPLOYMENT DISCUSSIONS WITH GOVERNMENT PERSONNEL

Numerous government laws restrict the timing and nature of employment discussions between government personnel. Government personnel generally cannot hold employment discussions with a company over whom the government personnel have oversight or other responsibility until they notify the government's designated ethics official and obtain permission from the agency to proceed with employment discussions. The government broadly defines employment discussions to include activities as limited as exchanging a resume. It is not necessary that salary or other employment terms be discussed to trigger the onset of employment discussions. This prohibition on employment discussions cannot be circumvented by the use of hints, subtlety or ambiguity, the use of hypotheticals, or by communicating an offer "after hours", or in a social setting. All employment discussions with government personnel must be approved in advance by Guaranteed Returns' Legal Counsel.



"REVOLVING DOOR" RESTRICTIONS PLACED ON FORMER GOVERNMENT PERSONNEL

There are numerous post-employment or "revolving door" restrictions on the types of activities that former government personnel can perform in the private sector. The laws and regulations impose one-year, two-year, or life-long bans prohibiting current and former government employees from performing certain activities on behalf of a contractor. The restrictions may include, for example, barring the individual from working for some companies for one year, from working on certain contracts and from representing certain companies to the government with respect to particular matters. The restrictions are imposed based upon the individual's responsibilities and, in some cases, grade level, while employed with the government. The determination of which restrictions apply to a current and former government employee is complex and requires a legal analysis.

An offer of employment shall not be made by Guaranteed Returns to any current or former government employee unless approved by the Guaranteed Returns' Legal Counsel.

CONTRACT PERFORMANCE OBLIGATIONS

When Guaranteed Returns is doing business with public sector entities, every aspect of the business transaction, from the initial customer contact and bidding through contract completion and beyond, is subject to detailed laws, rules and regulations. The Company has an obligation to strictly comply with the terms and conditions of every contract. Government and public sector contracting is not simply commercial contracting with a public customer. There are contractual and reporting requirements that are unique to the public sector. Company employees must be careful to identify all of Guaranteed Returns' contractual obligations to make sure that those obligations have been met before the Company requests or receives payment for government work.

RECORD RETENTION

The Company' books and records related to its government contracting work are subject to audit by the government. Those Company personnel involved in obtaining and performing government contracts must retain all records related to those contracts. Record retention requirements applicable to contractors such as Guaranteed Returns are set forth in individual contracts and agency regulations.