

Code of Conduct



Forming Strength

A Message from Doug DelGrosso



Dear Chassix Employees,

Success is driven by the people of Chassix. A reputation as a trustworthy and ethical corporation among customers, investors, employees and within the communities in which we serve and live is essential to the success of Chassix.

To achieve this, we must have a high-caliber workforce that continuously holds itself to the highest standards. The Chassix Code of Conduct is designed to support our efforts and guide our performance and behavior to meet the highest ethical standards in the industry and communities where we work.

Our collective ability to make ethical choices, including a commitment to behavior above reproach, is key to our customer experience, brand perception and financial performance. Thank you for contributing to the legacy of integrity we enjoy at Chassix.

Sincerely,

Douglas DelGrosso
Chief Executive Officer

Our Core Values

Chassix is built upon a foundation of strong corporate values and business practices. We are fully committed to serving our customers and employing individuals with personal standards consistent with that of Chassix standards: integrity, professionalism and commitment to superior results. Our Code of Conduct is designed to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents we provide our stakeholders, file with regulatory agencies and in our other public communications;
- Compliance with applicable laws, rules, and regulations;
- The prompt internal reporting of violations of this Code; and
- Accountability for adherence to this Code.

Our Code applies to all directors, officers, and employees of the Company and its subsidiaries. Agents and contractors of Chassix are also expected to read, understand, and abide by this Code.

This Code should help guide your conduct in the course of our business. Many of the principles described in this Code are, however, general in nature, and the Code does not cover every situation that may arise. Use common sense and good judgment in applying this Code.

If you have any questions about applying the Code, it is your responsibility to seek guidance from your supervisor, human resources manager or the Legal Department. This Code is not the exclusive source of guidance and information regarding the conduct of our business. You should consult applicable local laws, policies and procedures in specific areas as they apply.

Our Responsibilities

As a Chassix employee, you are expected to comply with both the letter and the spirit of our Code. This means you must understand and comply with all of our policies, laws and regulations that apply to your job, even if you feel pressured to do otherwise. Our Code also requires you to seek guidance if you have questions or concerns and to cooperate fully in any investigation of suspected violations of the Code that may arise in the course of your employment.

Periodically, you may be asked to provide a written certification that you have reviewed and understand Chassix's Code of Conduct, comply with its standards, and are not personally aware of any violations of the Code by others. This certification is your pledge to live up to our Code and its expectations and to promptly raise concerns about any situation that you think may violate our Code. Employees who violate our Code put themselves, fellow employees, and Chassix at risk and are subject to disciplinary action up to and including termination of employment.

Making Good Decisions

Recognizing ethical issues and doing the right thing in all Chassix business activities is your responsibility. When engaging in business activities for the Company, consider the following:

- What feels right or wrong about the planned action?
- Is the planned action consistent with the Code and Chassix policies?
- How will the planned action appear to your manager, Chassix executives, the Board of Directors, or the general public?
- Would another person's input help to evaluate the planned action?



Asking Questions and Reporting Concerns

You are obligated to report violations of the Code, the law, or any Chassix policy or procedure. If you have questions, concerns, or need to report a known or suspected violation, you should discuss it with your supervisor, any member of your management team, a human resources manager, the Legal Department, or contact Convercent at 800-461-9330 where you can report your concern confidentially or anonymously.

Commitment to Non-Retaliation

Any employee who reports a violation will be treated with dignity and respect and will not be subjected to any form of discipline or retaliation for reporting in good faith. Retaliation against anyone who provides information or otherwise assists in an investigation or proceeding regarding any conduct that the employee believes in good faith constitutes a violation of applicable laws or regulations, our Code of Conduct, or Chassix's related policies is prohibited and will, in itself, be treated as a violation of our Code of Conduct.

Working Conditions and Human Rights

Chassix is committed to providing a workplace that promotes positive working conditions and respects basic human rights.

- Child labor will not be tolerated and the age of employment must be in accordance with local labor law
- Working hours, including overtime, should comply with applicable local laws regulating hours of work
- Employees will be compensated on the basis of hours worked, therefore employees must report and record time accurately in accordance with established local procedure
- Compensation and benefits should be competitive and comply with applicable local laws, including those relating to minimum wages, overtime compensation, and legally mandated benefits
- Any form of forced or compulsory labor, including human trafficking, will not be tolerated
- Workers should be able to communicate openly with management regarding working conditions without fear of reprisal, intimidation, or harassment. Workers should have the right to associate freely, to join or not join labor unions, seek representation, and join worker's councils in accordance with local laws

Harassment

Chassix is committed to providing a work environment free of all forms of harassment, including but not limited to sexual harassment, which includes:

- Any unwelcome behavior, such as verbal or physical conduct designed to threaten, intimidate or coerce
- Verbal taunting (including racial and ethnic slurs, inappropriate jokes or language)
- Negative stereotyping
- Unwelcome sexual advances, requests for sexual favors or other verbal or physical conduct of a sexual nature in which: submission to the conduct is either an explicit or implicit term or condition of employment; or submission to or rejection of the conduct by an individual is used as the basis for making employment decisions, including advancement, affecting such individual – known as “quid pro quo,” or “this for that.”

If you believe you are being harassed, or if you have witnessed harassment of a colleague, you need to report this to your manager, another manager, or human resources. Chassix will act promptly in investigating your concern and directly address the issue with the individuals involved. We recognize the sensitive nature of these claims and will work to ensure confidential treatment of the allegations in order to protect all involved. Of course, retaliation against any employee, who reports harassment, will not be tolerated.

Health and Safety

We strive to provide each employee with a safe and healthy work environment. Each employee has responsibility to follow health and safety rules and practices by reporting accidents or injuries, and unsafe equipment, practices or conditions. Violence or threatening behavior is not permitted under any circumstances. We are committed to the protection of our employees and property. Threats, intimidation and violence in our workplace will not be tolerated.

Substance Abuse

Chassix requires employees to work free from the influence of any substance, including drugs and alcohol, preventing them from conducting work activities safely and effectively. Chassix reserves the right to have any employee tested if there is reasonable suspicion that he or she is under the influence of drugs or alcohol. If you are using prescription or non-prescription drugs that may impair alertness or judgment, or witness an employee impaired and therefore possibly jeopardizing the safety of others or Chassix's business interests, you should report it immediately. If you have a problem related to alcohol or drugs, you are encouraged to seek assistance from your human resources manager or other qualified professionals and review the Chassix Drug-Free Workplace Policy in the Employee Handbook.

Employee Information Privacy

Chassix will respect the privacy of employees. Chassix will collect and handle personal employee information only for business reasons consistent with applicable law. Access to personal employee information is limited only to those who have a legal right to see the information, and then only on a need-to-know basis for the performance of their job. Those who handle personal information are advised on a regular basis of their duty to protect this information. All employees have the right to review and comment on information contained in their personnel records maintained by the company, and may perform other actions with their records as allowed by applicable national data privacy laws.

Proprietary and Confidential Information

In carrying out Chassix's business, employees, officers and directors often learn confidential or proprietary information about Chassix, its customers, prospective customers, or other third parties. Employees, officers and directors must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information includes, among other things, any non-public information concerning Chassix, including its businesses, financial performance, results or prospects, and any nonpublic

information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed.

Physical Assets and Resources

All employees must protect Chassix assets, such as equipment, inventory, supplies, cash, and information. Treat company assets with the same care you would if they were your own. Use Chassix resources only to conduct Chassix business. No employee may commit theft, fraud or embezzlement, or misuse Chassix property.



Proper Use of Electronic Media

Electronic media, such as telephones, fax machines, personal computers, data storage units or thumb drives, e-mail, and voice mail are provided to us to enable us to do our job at Chassix. Each of us has a responsibility to protect these systems and the data that is contained on them from misuse, improper access, damage, and theft. Even when use of Chassix's electronic media for limited personal purposes is permitted, such

use is not private. Anything sent or received using Chassix's electronic media may be reviewed by Chassix and others at its discretion and direction. Remember: Be just as careful and professional with electronic media such as e-mails, instant and text messaging, and other similar forms of communication as you would when writing a formal letter.

- Never use electronic media to initiate, save, or send items that are hostile, harassing, offensive, threatening, or otherwise inappropriate.
- Do not use electronic media to initiate, save, or send chain letters or other widespread non-business distributions.
- Do not use electronic media to initiate or participate in any malicious, unauthorized, or fraudulent use of Chassix resources.
- Think before you use Chassix's electronic media for non-business purposes and comply with the policies of Chassix.

Remember: The unauthorized transmission of company data, access to inappropriate internet sites, and the transmission of inappropriate e-mails are examples of misuse of technology.

Protecting Customer/Third Party Information Privacy

We take the protection of privacy for our employees, customer's, supplier's, and other third parties that have entrusted us with information very seriously. We follow all applicable laws and regulations directed toward privacy and information security. We must safeguard all confidential information our customers and other third parties share with us by ensuring that their information is only used for the reasons for which the information was gathered. If you do not have a business reason to access this information, you should not do so. If you do, you must also take steps to protect the information against unauthorized use or release.

Antitrust and Fair Competition

It is our policy that all directors, officers, and employees comply with antitrust and competition laws. International, US federal and state antitrust and competition laws prohibit efforts and actions to restrain or limit competition between companies that otherwise would be competing for business in the marketplace. You must be particularly careful when you interact with any employees or representatives of Chassix's competitors. You should use extreme care to avoid any improper discussions with our competitors, especially at trade association meetings or other industry or trade events where competitors may interact. Under no circumstances should you discuss customers, prospects, pricing, or other business terms with any employees or representatives of our competitors. If you are not careful, you could find that you have violated antitrust and competition laws if you discuss or make an agreement with a competitor regarding:

- Prices or pricing strategy,
- Discounts,
- Terms of our customer relationships,
- Sales policies,
- Marketing plans,
- Customer selection,
- Allocating customers or market areas, or
- Contract terms and contracting strategies.

Agreements with competitors do not need to be written in order to violate applicable antitrust and competition laws. Informal, verbal, or implicit understandings, i.e., knowing winks, are also violations. Antitrust violations may be prosecuted criminally as felonies and can result in severe penalties for Chassix and any associate or other person who participates in a violation.

You do not have to have written agreement to violate the antitrust laws! When in doubt – contact the legal department

Honest Advertising and Marketing

It is our responsibility to accurately represent Chassix and our products in our marketing, advertising and sales materials. Deliberately misleading messages, omissions of important facts or false claims about our products, individuals, competitors or their products, services, or employees are inconsistent with our values. Sometimes it is necessary to make comparisons between our products and our competitors. When we do we will make factual and accurate statements that can be easily verified or reasonably relied upon.

Obtain Competitive Information Fairly

Gathering information about our competitors often called competitive intelligence is a legitimate business practice. Doing so helps us stay competitive in the marketplace; however, we must never use any illegal or unethical means to get information about other companies. Legitimate sources of competitive information include publicly available information such as news accounts, industry surveys, competitors' displays at conferences and trade shows, and information publicly available on the Internet. You may also gain competitive information appropriately from customers and suppliers (unless they are prohibited from sharing the information) and by obtaining a license to use the information or actually purchasing the ownership of the information. When working with consultants, vendors, and other partners, ensure that they understand and follow Chassix policy on gathering competitive information.

Anti-Money Laundering

Money laundering is a global problem with far-reaching and serious consequences. Money laundering is defined as the process of converting illegal proceeds so that funds are made to appear legitimate, and it is not limited to cash transactions. Complex commercial transactions may hide financing for criminal activity such as terrorism, illegal narcotics trade, bribery, and fraud. Involvement in such activities undermines our integrity, damages our reputation and can expose Chassix and individuals to severe sanctions. Chassix forbids knowingly engaging in transactions that facilitate money laundering or result in unlawful diversion. We take affirmative steps to detect and prevent unacceptable or illegal forms of payment and financial transactions. Anti-money laundering laws of the United States and other countries and international organizations require transparency of payments and the identity of all parties to transactions. We are committed to full compliance with anti-money laundering laws throughout the world and will conduct business only with reputable customers and suppliers involved in legitimate business activities and transactions.

Selection and Use of Third Parties/Procurement (Fair Purchasing)

Our procurement decisions are made on a competitive basis based on total value, which includes quality, suitability, performance, service, technology, and price. Proper procurement conduct includes:

- Using established corporate-wide or regional supply (leveraged) agreements.
- Obtaining competitive bids when leveraged agreements do not exist.
- Confirming the financial and legal status of the supplier.
- Verifying quality and service claims on a regular basis.
- Making sure that purchase agreements clearly state the services or products to be provided, the basis for earning payment and the applicable rate or fee.
- Verifying that invoices clearly and fairly represent goods and services provided.
- Avoiding reciprocal agreements or exchange of favors.

The fee or price paid for goods and services by Chassix must represent the value of the goods or services provided. Payments can only be made to the person or the firm that actually provides the goods or services, and must be made in the supplier's home country, where it does business, or where the goods were sold or services provided, unless approval is obtained from our legal department. Chassix will not knowingly use suppliers who participate in the following activities:

- Supplying unsafe products or services.
- Violating laws or regulations.
- Using child labor or forced labor.
- Using physical punishment to discipline employees, even if it is allowed by local law.

Supplier Diversity

It is the policy of Chassix to encourage the use of Minority, Women and Disabled-Veteran Business Enterprises to provide for supplier diversity. Chassix is committed to the development and support of a diverse supplier base. We focus on the development and inclusion of all capable material and service suppliers. Our primary objective is to identify the most qualified suppliers capable of meeting our price, quality, and delivery requirements.

Anti-corruption / Anti-bribery

The United States and many other countries have laws that prohibit bribery, kickbacks, and other improper payments. No Chassix employee, officer, agent, or independent contractor acting on our behalf may offer or provide bribes or other improper benefits in order to obtain business or an unfair advantage. A bribe is defined as directly or indirectly offering anything of value (e.g., gifts, money, or promises) to influence or induce action, or to secure an improper advantage. The Foreign Corrupt Practices Act prohibits payment of any money or anything of value to a foreign official, foreign political party (or official thereof), or any candidate for foreign

political office for the purposes of obtaining, retaining or directing of business. Other governments of countries where we do business prohibit payments to private companies or individuals for the purpose of obtaining or retaining business. We expect all employees, officers, agents, and independent contractors acting on behalf of Chassix to strictly abide by these laws.

Gifts and Entertainment

We believe that no gift, favor, or entertainment should be accepted or provided if it will obligate, or appear to obligate, the receiver. The giving or accepting of bribes, inappropriate, lavish or repeated gifts, or other benefits is always prohibited, even if acceptable by local custom. Similarly, requesting or soliciting gifts or services, or requesting contributions from vendors, suppliers or other business partners for yourself or for Chassix, is prohibited, except with regard to charitable organizations specifically sanctioned or supported by Chassix. The only permitted exception is providing or accepting normal sales promotion items, occasional meals, or other non-cash items not exceeding \$500.00 provided that the value of the gift is in line with accepted business practices and could not be construed as improperly influencing good business judgment. Please review the General Policy on Compliance with Anti-Corruption Principles and contact the Legal Department with any questions.

Trade Compliance (Export/Import Control)

We comply with all United States federal import and export laws and regulations. These laws restrict transfers, exports, and sales of products or technical data from the United States to certain prescribed countries and persons as well as re-export of certain such items from one non-U.S. location to another. Many countries in which we operate have similar laws and regulations. If you are involved in importing and exporting goods and data, you are responsible for knowing and following these laws.

Government Customers/Contracting

When doing business with federal, state, or local governments, we must ensure all statements and representation to government procurement officials are accurate and truthful, including costs and other financial data. If your assignment directly involves the government or if you are responsible for someone working with the government on behalf of Chassix, be alert to the special rules and regulations applicable to our government customers. Additional steps should be taken to understand and comply with these requirements. Any conduct that could appear improper should be avoided when dealing with government officials and employees. Payments, gifts, or other favors given to a government official or employee are strictly prohibited as it may appear to be a means of influence or a bribe. Failure to avoid these activities may expose the

government agency, the government employee, Chassix, and you to substantial fines and penalties. For these reasons, any sale of our products or services to any federal, state, or local government entity must be in accordance with Chassix policy.

Maintain Accurate Financial Records / Internal Accounting Controls

Accurate and reliable records are crucial to our business. We are committed to maintaining accurate company records and accounts in order to ensure legal and ethical business practices and to prevent fraudulent activities. We are responsible for helping ensure that the information we record, process, and analyze is accurate, and recorded in accordance with applicable legal or accounting principles. Company records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files, and all other records maintained in the ordinary course of our business. All company records must be complete, accurate, and reliable in all material respects. There is never a reason to make false or misleading entries. Undisclosed or unrecorded funds, payments, or receipts are inconsistent with our business practices and are prohibited.

Manage Records Properly

- Most of us participate to some extent in recording, processing, or analyzing financial or other information, or in the review and audit of these activities. These processes exist to assist in business decision-making and the evaluation of Chassix's performance by our Board and senior management. They are also necessary to ensure compliance with legal and other requirements pertaining to the retention of information and its disclosure to others, including to investors and regulators.
- Never make, or ask others to make, a false or misleading entry or report. This applies whether the report is financial or non-financial or for internal or external use.
- Always record business transactions and payments accurately and in accordance with Chassix policies.
- Never use or transfer Chassix funds for any purpose that would be in violation of any law, regulation, or Chassix policies.
- If you have any questions or concerns about Chassix's financial records, internal accounting controls, or audit practices, discuss the matter with your supervisor or manager.

Avoiding Conflicts of Interest

We have an obligation to make sound business decisions in the best interests of Chassix without the influence of personal interests or gain. Chassix requires you to avoid any conflict, or even the appearance of a conflict, between your personal interests and the interests of Chassix. A conflict exists when your interests, duties, obligations or activities, or those of a family

member or close friend are, or may be, in conflict or incompatible with the interests of Chassix. Conflicts of interest expose our personal judgment and that of Chassix to increased scrutiny and criticism and can undermine our credibility and the trust that others place in us. Should any business or personal conflict of interest arise, or even appear to arise, you should disclose it immediately to leadership for review. In some instances, disclosure may not be sufficient and we may require that the conduct be stopped or that actions taken be reversed where possible. As it is impossible to describe every potential conflict, we rely on you to exercise sound judgment, to seek advice when appropriate, and to adhere to the highest standards of integrity.

Determining Conflicts of Interest

In any potential conflict of interest situation, ask yourself:

- Could my personal interest interfere with those of Chassix?
- Might it appear that way to others, either inside or outside of Chassix?

When unsure, seek guidance from your local Human Resources Manager or the Legal Department

Insider Trading

You are prohibited from trading or enabling others to trade stock or stock of another company – such as a customer, supplier, competitor, potential acquisition or alliance – while in possession of material nonpublic information (“inside information”) about that company. Material information is any information that an investor might consider important in deciding whether to buy, sell, or hold securities. Information is considered non-public if it has not been adequately disclosed to the public. Information is not considered public until the first business day after it has been disclosed to the public. All non-public information about companies with which we do business is considered confidential information. To use material non-public information in connection with buying or selling securities, including “tipping” others who might make an investment decision on the basis of this information, is not only unethical, it is illegal. We must exercise the utmost care when handling material inside information.

We must not use confidential information for personal benefit, trade securities based on material inside information, or provide inside information to others.

Communicating with External Parties

To ensure professional handling, all media requests should be directed to the Vice President of Human Resources and requests from investors, stockholders and industry analysts should be forwarded to Vice President of Human Resources. Contact information for the Vice President of Human Resources can be found on our public website at www.chassix.com.

Social Responsibility

We pride ourselves on being a company that operates with integrity, makes good choices, and does the right thing in every aspect of our business. We will continually challenge ourselves to define what being a responsible company means to us, and work to translate our definition into behavior and improvements at Chassix. We seek to align our social and environmental efforts with our business goals and continue to develop both qualitative and quantitative metrics to assess our progress.

Charitable Contributions

We support community development throughout the world. Chassix employees may contribute to these efforts, or may choose to contribute to organizations of their own choice. However, as with political activities, you may not use company resources to personally support charitable or other non-profit institutions not specifically sanctioned or supported by Chassix. Please contact the Vice President of Human Resources if you would like to make a contribution on behalf of the company.

Environmental Stewardship

We are committed to conducting business in an environmentally responsible manner and strive to improve our performance to benefit our employees, customers, communities, shareholders, and the environment. We use energy wisely and efficiently and employ technology to minimize any risk of environmental impact. Employees whose work affects environmental compliance must be completely familiar with the permits, laws, and regulations that apply to their work. All employees are responsible for making sure that Chassix business is conducted in compliance with all applicable laws and in a way that is protective of the environment.

Waivers/Modifications

In certain limited situations, Chassix may waive application of the Code to employees, officers or directors. With respect to executive officers and directors, any such waiver requires the express approval of the Audit Committee of the Board of Directors. With respect to all other employees, any such waiver requires the express approval of the Chassix Compliance Committee.