

Code of Business Conduct and Ethics

Effective Date: January 1, 2017

Note: The Code is a statement of policies for individual and business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment, nor does compliance with the Code guarantee continued employment. Employees of the Company are employed at-will, except when covered by an express, written employment agreement. This means that you may choose to resign your employment at any time, for any reason or for no reason at all. Similarly, the Company may choose to terminate your employment at any time, for any legal reason or for no reason at all, but not for any unlawful reason.

PUTTING THE CODE OF BUSINESS CONDUCT AND ETHICS TO WORK

About the Code of Business Conduct and Ethics

We at Gibbs International are committed to the highest standards of business conduct in our relationships with each other, with the customers we serve and with our suppliers, vendors, and business affiliates. This requires that we strive to conduct our business in accordance with all applicable laws and regulations and in accordance with the highest standards of business conduct. Our Code of Business Conduct and Ethics helps each of us in this endeavor by providing a statement of the fundamental principles and key policies and procedures that govern the conduct of our business.

Our business depends on the reputation of all of us for integrity and principled business conduct. Thus, in many instances, the policies referenced in this Code go beyond the requirements of the law.

Meeting Our Shared Obligations

Each of us is responsible for knowing and understanding the policies and guidelines contained in the following pages. If you have questions, ask them; if you have ethical concerns, raise them. The General Counsel is responsible for overseeing and monitoring compliance with this Code, he and the other resources set forth in this Code are available to answer your questions and provide guidance and for you to report suspected misconduct. **Note that contact information for the**

General Counsel is provided in the "Reporting Violations" section on page 3 of this Code. Our conduct should reflect our values, demonstrate ethical leadership, and promote a work environment that fosters integrity, ethical conduct and trust.

It is up to each employee to protect the reputation of Gibbs International. Being unfamiliar with our policies is never an acceptable reason for failing to achieve our high ethical standards. In addition to other obligations described below and throughout this document, your responsibilities include:

- reading, understanding and complying with all of the provisions of this Code; and
- reporting violations and activity that may jeopardize our reputation or business.

We rely on you to understand and comply with our ethical standards. But we also rely on you to report violations or inappropriate activity. You have access to many resources to help you if you have questions about our Code or if you notice inappropriate activity. Please familiarize yourself with those resources as well as our non-retaliation policy.

Your Action is Required

•**When in Doubt, Seek Clarification.** When the right course of action is not clear, ask for help or examine your options with the Ethics Quiz on this page.

Ethics Quiz:

If you are ever unclear as to what you should do, apply these questions to the situation:

- **Could it harm Gibbs International's reputation?**
- **Could it be illegal, or is it the wrong thing to do?**
- **Would it reflect negatively on us in the media?**
- **Would friends, family, the community or our Chairman view it negatively?**
- **Is it inconsistent with Gibbs International's values, policies and guidelines?**
- **Should I check?**

If you answer "yes" to any of the above questions, you should contact your supervisor, the General Counsel or other appropriate resource to discuss or report concerns. Our reputation, and your conscience and good name, are far too valuable for you to do anything that may raise an issue under our ethical standards.

• **Certify Your Compliance.** As a condition of employment, employees must acknowledge that they have received the Code on an annual basis and certify that they have read and understand the Code. You will receive a request for your acknowledgment and certification during the month of January. New employees will provide an acknowledgement and certification as part of their orientation and upon completing ethics training.

• **Complete Ethics Training.** Ethics training assumes you are already familiar with the provisions of the Code of Ethics and will present a series of ethical dilemmas to apply and test your knowledge. New employees are required to successfully complete ethics training within 30 days of the start of employment. Existing employees must complete ethics training on a regularly scheduled basis.

• **Cooperate with Investigations.** All reported violations will be promptly investigated and treated confidentially to the extent reasonably possible. It is imperative that reporting persons **not** conduct their own preliminary investigations. All employees are expected to cooperate fully with all inquiries and investigations. When asked to cooperate or participate in an investigation, employees are required to maintain confidentiality regarding the investigation. Violations of any laws, Company policies or ethical standards, including failure to cooperate, or obstructing or interfering with an investigation or inquiry, may result in disciplinary action, including termination.

I can only control my behavior. Why should I care about this Code? Why should I report violations of it?

It is our shared duty to our company to ensure everyone abides by this Code. Our reputation could be hurt by even one violation. If we allow our colleagues to violate the Code, we put our future success at risk. It is important that we all see it as our collective duty to ensure everyone follows this Code.

Reporting

You may report inappropriate activity to the General Counsel by mail, phone, fax, or email. While faxes are not confidential, Phone, letter or email is, and the General Counsel is authorized and instructed by our Chairman to keep your personal identity confidential unless it is absolutely necessary in the course of his reporting requirements to the Chief Executive Officer and/or the Chairman to disclose your personal identity. Otherwise, you will remain anonymous. In any event, if your personal information is disclosed, it will not be disclosed to anyone whom you have reported. The contact information for reporting misconduct is:

Jimmy Gibbs
9855 Warren H. Abernathy Hwy
Spartanburg, SC 29301
Office: 1-864-439-8752
Email: jgibbs@gibbsinternational.com

All reporting methods are available 24 hours a day, seven days a week. You can use these methods to report violations of our policies or to seek guidance on those policies. All reports will be documented and investigated as necessary.

Contact Information

Non-Retaliation Policy

Gibbs International does not tolerate any retaliatory action against any individual for reporting of violations of any codes or policies. Allegations of retaliation will be investigated and, if substantiated, appropriate disciplinary action will be taken, up to and including termination. Employees must feel they can report problems without fear of reprisals. Please contact your supervisor, the General Counsel, or the President and CEO if you believe an instance of retaliation has occurred.

Exceptions – Waivers of the Code

If, for compelling reasons, an executive or employee believes an exception to a provision of the Code for a specific situation is warranted, the executive or employee must request an exception from the President and Chief Executive Officer and General Counsel. The request for exception must set forth all relevant facts. If any relevant facts change (either before or after the exception/waiver has been approved), the executive or employee must immediately update his or her request. The General Counsel will review all of the facts.

- **Waivers Submitted by Executive Officers.** Waivers to the Code for executive officers must be approved by the Chairman of Gibbs International in consultation with the General Counsel and President and Chief Executive Officer.
- **Waivers Submitted by Other Employees.** Waivers to the Code for other employees may be approved by the President and Chief Executive Officer in consultation with the General Counsel.

Discipline for Violations

We intend to use every reasonable effort to prevent the occurrence of conduct not in compliance with this Code and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Subject to applicable law and agreements, personnel who violate this Code and other Company policies and procedures may be subject to disciplinary action, up to and including termination of employment.

RESPONSIBILITY TO OUR PEOPLE

Respecting One Another

The way we treat each other and our work environment affects the way we do our jobs. All employees want and deserve a work place where they are respected and appreciated. Everyone who works for us must contribute to the creation and maintenance of such an environment, and supervisors and managers have a special responsibility to foster a workplace that supports honesty, integrity, respect and trust.

Employee Privacy

- We respect the privacy and dignity of all individuals. When we collect and maintain personal information that relates to your employment, special care is taken to limit access to personal information to our personnel with a need to know such information for a legitimate purpose. Employees who are responsible for maintaining personal information and those who are provided access to such information must not disclose private information in violation of applicable law or in violation of our policies.
- Employees should not search for or retrieve items from another employee's workspace without prior approval of that employee or management.
- You should not use communication or information systems to obtain access to information directed to or created by others without the prior approval of management, unless such access is part of your job function and responsibilities.
- Personal items, messages, or information that you consider to be private should not be placed or kept in telephone systems, computer or electronic mail systems, office systems, offices, work spaces, desks, credenzas, or file cabinets. (**Note:** We reserve all rights, to the fullest extent permitted by law, to inspect

such systems and areas and to retrieve information or property from them when deemed appropriate in the judgment of management.)

Equal Employment Opportunity and Nondiscrimination

We are an equal opportunity employer in hiring and promoting practices, benefits **and** wages. We will not tolerate discrimination against any person on the basis of race, religion, color, gender, age, pregnancy, national origin, citizenship, Vietnam-era or disabled veteran status or disability (where the applicant or employee is qualified to perform the essential functions of the job with or without reasonable accommodation), or any other basis prohibited by law in recruiting, hiring, placement, promotion, or any other condition of employment. Similarly, we will not tolerate discrimination against any customer or potential customer on the basis of race, national origin, religion, gender or other protected class characteristic. You must treat all Gibbs International's people, customers, suppliers and visitors with respect and courtesy.

Sexual Harassment

Our policy strictly prohibits any form of harassment in the workplace, including sexual harassment. We will take prompt and appropriate action to prevent and, where necessary, discipline behavior that violates this policy.

Sexual harassment consists of unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when:

- submission to such conduct is made a term or condition of employment;
- submission to or rejection of such conduct is used as a basis for employment decisions; or
- such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, offensive or hostile work environment.

Forms of sexual harassment include, but are not limited to, the following:

- verbal harassment, such as unwelcome comments, jokes, or slurs of a sexual nature;
- physical harassment, such as unnecessary or offensive touching, or impeding or blocking movement; and
- visual harassment, such as derogatory or offensive posters, cards, cartoons, graffiti, drawings or gestures.

A co-worker keeps telling jokes or making comments that I find offensive. Most people just laugh, but I know others are uncomfortable with it too. My supervisor knows about it, but nothing has changed. What should I do?

Report the problem to the next-level manager, your Human Resources generalist, or to the Ethics Line for a prompt and thorough investigation. If you are comfortable doing so, it is also appropriate to tell co-workers when you are offended by their comments and ask them to stop.

Other Forms of Harassment

Harassment on the basis of other characteristics is also strictly prohibited. Under this policy, harassment is verbal or physical conduct that degrades or shows hostility or hatred toward an individual because of his or her race, gender, color, national origin, religion, age, mental or physical handicap or disability or any other characteristic protected by law, which

- has the purpose or effect of creating an intimidating, hostile, or offensive work environment;
- has the purpose or effect of unreasonably interfering with an individual's work performance; or
- otherwise adversely affects an individual's employment.

Harassing conduct includes, but is not limited to, the following: epithets; slurs; negative stereotyping; threatening, intimidating or hostile acts; and written or graphic material that ridicules or shows hostility or aversion to an individual or group and that is posted on our premises or circulated in the workplace.

Reporting Responsibilities and Procedures

If you believe that you have been subjected to harassment of any kind, you must promptly report the incident pursuant to this Code, and you are also encouraged to report the incident to your supervisor or any other member of management, including the General Counsel or President and CEO. If you feel comfortable doing so, you may also wish to confront the offender and state that the conduct is unacceptable and must stop. Complaints of harassment, abuse or discrimination will be investigated promptly and thoroughly and will be kept confidential to the extent possible. We will not in any way retaliate against any employee for making a complaint or report of harassment or participating in the investigation of such a complaint or report.

We require the prompt reporting of all incidents of harassment, regardless of who the offender may be, or the offender's relationship to us. This procedure should also be followed if you believe that a non-employee with whom you are required or expected to work has engaged in prohibited conduct. Any employee who is found to be responsible for harassment, or for retaliating against any individual for reporting a claim of harassment or cooperating in an investigation, will be subject to disciplinary action, up to and including discharge. Remember that, regardless of legal definitions, we expect employees to interact with each other in a professional and respectful manner.

Safety in the Workplace

The safety and security of employees is of primary importance. You are responsible for maintaining our facilities free from recognized hazards and obeying all our safety rules. Working conditions should be maintained in a clean and orderly state to encourage efficient operations and promote good safety practices. For more information see the Safety in the Workplace Policy in the Employee Handbook.

Weapons and Workplace Violence

No employee may bring firearms, explosives, incendiary devices or any other weapons into the workplace or any work-related setting, regardless of whether or not employees are licensed to carry such weapons. However, police officers, security guards and other individuals who have been given consent by us to carry a weapon on Company property will be allowed to do so. We will not tolerate any level of violence in the workplace or in any work related setting. Violations of this policy must be referred to your supervisor and the General Counsel immediately. Threats or assaults that require immediate attention should be reported to the police at 911. For more information see the Weapons Policy in the Employee Handbook.

Drugs and Alcohol

We intend to maintain a drug-free work environment. Except at approved Company functions, you may not use, possess or be under the influence of alcohol on Company premises. You cannot use, sell, attempt to use or sell, purchase, possess or be under the influence of any illegal drug on Company premises or while performing Company business on or off the premises.

RESPONSIBILITY TO OUR ORGANIZATION

Our employees, officers and directors are expected to dedicate their best efforts to advancing our interests and to make decisions that affect us based on our best interests, independent of outside influences.

Conflicts of Interest

A conflict of interest occurs when your private interests interfere, or even appear to interfere, with our interests. A conflict situation can arise when you take actions or have interests that make it difficult, or even appear to make it difficult, for you to perform your Company work objectively and effectively. Your obligation to conduct our business in an honest and ethical manner includes the ethical handling of actual, apparent and potential conflicts of interest between personal and business relationships. This includes full disclosure of any actual, apparent or potential conflicts of interest as set forth below.

Special rules apply to executive officers and directors who engage in conduct that creates an actual, apparent or potential conflict of interest. Before engaging in any such conduct, executive officers and directors must make full

disclosure of all facts and circumstances to the President and CEO, who shall, in consultation with the General Counsel, inform and seek the prior approval of our Chairman.

Although we cannot list every conceivable conflict, what follows are some common examples of actual, apparent and potential conflicts of interest, and to whom employees (other than executive officers, who are discussed in the paragraph above) should make disclosures. If you are involved in a conflicts situation that is not described below, you should discuss your particular situation with your supervisor or the General Counsel.

- ***Improper Personal Benefits from the Company***
 - Conflicts of interest arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position with us.
 - You may not accept any benefits from us or those with whom we do business that have not been duly authorized and approved pursuant to the applicable Company policy and procedure, including, without limitation, Company loans, guarantees of your personal obligations, or payments and gifts other than those permitted by our gift policy.
 - We will not make any personal loans to, nor guarantee the personal obligations of, directors and executive officers.
- ***Financial Interests in Other Businesses***
 - You may not own or otherwise possess an interest in a company that competes with us unless the company is publicly traded on a recognized US Stock Exchange and your interest in the competitor is 5% or less of the company's equity. You may not own or otherwise possess an interest in a company that does business with us without the prior written approval of President and CEO in consultation with the General Counsel.
- ***Business Arrangements with Us***
 - Without prior written approval from the President and CEO in consultation with the General Counsel, you may not participate in a joint venture, partnership or other business arrangement with us.
- ***Outside Employment or Activities With a Competitor***
 - Simultaneous employment with or serving as a director of our competitor is strictly prohibited, as is any activity that is intended to or that you should reasonably expect to advance a competitor's interests.
 - You may not market products or services in competition with our current or potential business activities.
 - It is your responsibility to consult with the President & CEO to determine whether a planned activity will compete with any of our business activities before you pursue the activity in question.
- ***Outside Employment With a Vendor, Credit Bank, Lending Bank or Supplier***
 - Without prior written approval from the President and CEO in consultation with the General Counsel, you may not be employed by, serve as a director of or represent a vendor, competitor, or creditor, of Gibbs International.
 - Without prior written approval from the President and CEO in consultation with the General Counsel, you may not be a supplier or vendor of Gibbs International.
 - You may not accept money or benefits of any kind as compensation or payment for any advice or services

I work full time for Gibbs International, and I have a part-time position with another seller of textile equipment on the weekends. Can I keep my part-time job without first obtaining approval from the President & CEO?

No. While every situation is evaluated on a case-by-case basis, working for a competitor organization presents a conflict of interest. Ideally, additional outside employment opportunities should be disclosed prior to starting such employment, or prior to starting work with us.

that you may provide to a customer, credit bank, lending bank, vendor, supplier or anyone else in connection with its business with us.

- **Family Members**

- Employees cannot enter into business transactions with any vendor or competitor of ours if a family member may directly or indirectly benefit from the transaction. Accordingly, in the event that such situation arises, immediately inform your supervisor and the General Counsel so that you will not be involved in decisions on behalf of us that involve the other company.
- While you are prohibited from entering into business transactions with the other company if a family member may benefit, there may be other situations that are not so prohibited, but that call for extra sensitivity to security, confidentiality and conflicts of interest. There are several factors to consider in assessing such a situation.
 - the relationship between us and the other company;
 - the nature of your individual work responsibilities; and
 - the access each of you has to your employer's confidential information.
- Such a situation, however harmless it may appear to you, could arouse suspicions among your associates that might affect your working relationships. The very appearance of a conflict of interest can create problems, regardless of the propriety of your behavior.
- You must disclose your specific situation to your supervisor and the General Counsel to assess the nature and extent of any concern and how it can be resolved.

Corporate Opportunities

Employees and directors owe a duty to us to advance our legitimate interests when the opportunity to do so arises. If you learn of a business or investment opportunity through the use of corporate property or information or your position here, such as from a competitor, supplier or business associate of us, you may not participate in the opportunity or make the investment without first presenting the opportunity to us and obtaining the prior written approval of the President & CEO. Directors must obtain the prior approval of the Chairman of Board of Directors. Such an opportunity should be considered an investment opportunity for us in the first instance. You may not use corporate property or information or your position for improper personal gain, and you may not compete with us.

Company Books and Records

It is our policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that we file with, or submit to, the Securities and Exchange Commission and in all other public communications made by us. You must complete all our documents accurately, truthfully, and in a timely manner, including all expense reports. When applicable, documents must be properly authorized. You must record our financial activities in compliance with all applicable laws and accounting practices. The making of false or misleading entries, records or documentation is strictly prohibited. You must never create a false or misleading report or make a payment or establish an account on behalf of us with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documents.

Protection and Proper Use of Company Assets

We each have a duty to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. We should take measures to prevent damage to and theft or misuse of our property. When you leave us, all our property must be returned to us. Except as specifically authorized, our assets, including our time, equipment, materials, resources and proprietary information, must be used for business purposes only.

As long as I pay my corporate credit card off each month, is it all right if I occasionally use the card for personal purchases?

No. The corporate credit card and other corporate expense reports are issued and paid out strictly for the purpose of charging business-related expenses, except in the case of incidental expenses incurred in the course of business travel (such charges must be paid promptly). Personal expenses should be charged to your personal credit

Record Retention

In the course of our business, we produce and receive large numbers of records. Numerous laws require the retention of certain records for various periods of time. We are committed to compliance with all applicable laws and regulations relating to the preservation of records. Our policy is to identify, maintain, safeguard and destroy or retain all records in our possession on a systematic and regular basis. Under no circumstances are our records to be destroyed selectively or to be maintained outside our premises or designated storage facilities.

If you learn of a subpoena or a pending or contemplated litigation or government investigation, you should immediately contact the General Counsel:

- You must retain and preserve ALL records that may be responsive to the subpoena or relevant to the litigation or that may pertain to the investigation until you are advised by the General Counsel as to how to proceed.
- You must also affirmatively preserve from destruction all relevant records that without intervention would automatically be destroyed or erased (such as e-mails and voicemail messages). Destruction of such records, even if inadvertent, could seriously prejudice us.
- If you have any questions regarding whether a particular record pertains to a pending or contemplated investigation or litigation or may be responsive to a subpoena or regarding how to preserve particular types of records, you should preserve the records in question and ask the General Counsel for advice.

Confidential Information

All employees may learn, to a greater or lesser degree, facts about our business, plans, operations or "secrets of success" that are not known to the general public or to competitors. Sensitive information such as customer data and marketing or strategic plans are examples of our confidential information or trade secrets. Confidential information includes all non-public information that might be of use to competitors, or harmful to us or the customers we serve, if disclosed. During the course of performing your responsibilities, you may obtain information concerning possible transactions with other companies or receive confidential information concerning other companies which we may be have to maintain as confidential.

You must maintain the confidentiality of information entrusted to you by us or the customers we serve, except when disclosure is authorized or legally mandated. Employees who possess or have access to confidential information or trade secrets must:

- Not use the information for their own benefit or the benefit of persons inside or outside of the Company.
- Carefully guard against disclosure of that information to people outside the Company. For example, you should not discuss such matters with family members or business or social acquaintances or in places where the information may be overheard.
- Not disclose confidential information to another Company employee unless the employee needs the information to carry out business responsibilities.

Your obligation to treat information as confidential does not end when you leave the Company. Upon the termination of your employment, you must return everything that belongs to us, including all documents and other materials containing our and customer confidential information. You must not disclose confidential information to a new employer or to others after ceasing to be a our employee. You may not disclose your previous employer's confidential information to us, but you may use general skills and knowledge acquired during your previous employment. For additional information about our with respect to Confidentiality, please see the Employee Handbook.

Entertainment, Gifts and Gratuities

Gibbs International recognizes that there are certain circumstances under which acceptance of gifts or other things of value do not violate the general policy prohibition on gifts. The below guidelines are intended to address situations that are the most likely to raise questions. Employees are required to be aware of and comply with any additional policies and procedures applicable to their work group. Generally, accepting an item or benefit will not violate the policy against giving/receiving gifts, entertainment, or other benefits if:

- the acceptance is based on an obvious family or personal relationship existing independent of Gibbs International where the circumstances make it clear that it is that relationship, rather than our business, that is the motivating factor;
- the benefit is available to the general public on the same conditions on which it is given to the employee; or
- the benefit would be paid for by us as a reasonable business expense if not paid for by another party.

In addition, provided there is no intent to influence by either the giver or the receiver of the benefit, the following may be accepted under the circumstances described:

- meals, refreshments, entertainment (including sporting events and concerts), accommodations or travel arrangements of reasonable value in the course of a meeting or other occasion where the purpose is to hold bona fide business discussions or to foster better business relations, provided your host is present, your attendance is related to your job duties, the level of expense is reasonable and customary in the context of your business and the relationship with the host, and the frequency of such invitations from one host, is not excessive;
- other gifts (including gift cards), not to exceed \$150, that are related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, holidays or birthdays (*Note: exceptions must be approved by the General Counsel, the President and Chief Executive Officer, or the Board of Directors, as specified in the Code*);
- advertising or promotional material of reasonable value, such as pens, pencils, note pads, key chains, calendars and similar items;
- discounts or rebates on merchandise or services that are available to other customers under similar circumstances;
- awards of a reasonable value from civic, charitable, educational, or religious organizations for recognition of service and accomplishment;
- gifts awarded as part of a random drawing where it is clear that no possible inference can be drawn that acceptance of the gift could influence you in the performance of your duties for Gibbs International.

One of my business contacts represents an important vendor that is currently competing for our business. Recently, after a meeting, he handed me a \$50 gift certificate for a local restaurant. He said he just wanted to thank me. Should I keep it?

No, you should not keep it, even though the amount is less than the \$150 gift threshold. Gibbs International's Code of Business Conduct and Ethics prohibits gifts that may appear to influence decisions involving our business. Politely refusing the gift will ensure compliance with our ethics policies. If you are unsure, talk with your manager or the General Counsel.

Exceptions occasionally are made allowing or encouraging employees or directors to attend events that exceed this policy if a significant customer or vendor sponsors an event, or attendance at an event is important to maintaining our relationship with that customer or vendor. However, employees must consult with their manager and the General Counsel regarding appropriateness of such an exception before attending any such event.

Trademarks, Copyrights and Other Intellectual Property

Trademarks

Our logos and the name Gibbs International, Inc., are examples of Company trademarks. You must always properly use our trademarks and advise your supervisor or the General Counsel of infringements by others. Similarly, the trademarks of third parties must be used properly.

Copyright Compliance

Works of authorship such as books, articles, drawings, computer software and other such materials may be covered by copyright laws. It is a violation of those laws and of our policies to make unauthorized copies of or derivative works based upon copyrighted materials. The absence of a copyright notice does not necessarily mean that the materials are not copyrighted. We license the use of much of its computer software from outside companies. In most instances, this computer software is protected by copyright. You may not make, acquire or use unauthorized copies of computer software. Any questions concerning copyright laws should be directed to the General Counsel.

Intellectual Property Rights of Others

It is our policy not to infringe upon the intellectual property rights of others. When using the name, trademarks, logos or printed materials of another company, including any such uses on our websites, you must do so properly and in accordance with applicable law.

Online Social Media and Other External Communications

Personal Social Media Activities

In general, off-duty or personal activities are your business except where such activities negatively affect your job performance, the performance of others, your work environment, or our brand or business interests. Employees who choose to communicate about us externally, including in online forums, bulletin or message boards, chat rooms, blogs, Facebook, Instagram, LinkedIn, Twitter, etc. (referred to collectively in this policy as "online social media"), are expected to comply with our Code of Business Conduct and Ethics. The following principles apply to your external communications using online social media:

- **Personal Responsibility**
 - Employees are personally responsible for the content they publish or communicate and may never indicate that the personal views expressed by you are endorsed or condoned by us.
- **Confidential Information**
 - Employees may not disclose our internal, confidential, or customer confidential information.
- **Respect**
 - Employees should respect their audience and avoid any offensive language or sentiments such as ethnic slurs, personal insults, obscenity, or any conduct that would not be acceptable in our workplace.
- **Disclaim**
 - Employees who identify themselves as our employees and comment on Company-related topics must make clear that their views and positions are not those of the Company, unless specifically authorized to speak on behalf of us.
- **Gibbs International Logos and Trademarks**
 - Unless otherwise authorized, employees may not use our logos or trademarks, and must respect copyright, privacy, fair use, financial disclosure, and other applicable laws.

- **Media Relations**
 - If a member of the news media or blogger contacts you about an Internet posting that concerns our business, please refer that person to the General Counsel.
- **Comply with laws**
 - Employees must be mindful not to engage in any unlawful conduct, such as invasion of privacy, violations of security laws, defamation, etc.

Business Activities and Social Media

You must be explicitly authorized by appropriate management to conduct business for us using social media. Authorization requires approval by the President and CEO. Consistent with existing corporate policies and processes, management authorization may include prior review and approval. Content that is posted on social media sites about our products and services may be viewed as marketing or advertising. You are expected to comply with our Code of Business Conduct and Ethics and any other applicable business line or compliance policies related to your business activities and social media. If you are uncertain about whether your use of online social media and other external communications comply with this policy, you should consult with the President and CEO. Failure to follow all applicable policies may result in disciplinary action up to and including termination.

I need to send an email outside of the company to one of my vendors that contains confidential or customer confidential information. Can I go ahead and send it?

Before sending such information to someone, make sure that you know to whom you are sending it, and make sure the receiver is authorized to receive the information. Ensure you have the correct email address. Limit the information you send to only what the authorized receiver needs to complete the task or request. Don't send information the receiver should already have such as an account number or a social security number.

Internal Computer and Communication Resources

Our computer and communication resources, including computers, voicemail and email, provide substantial benefits, but they also present significant security and liability risks to you and us. It is extremely important that you take all necessary measures to secure your computer and any computer or voicemail passwords.

- All sensitive, confidential or restricted electronic information must be password protected.
- If you have any reason to believe that your password or the security of a Company computer or communication resource has in any manner been compromised, you must change your password immediately and report the incident to your supervisor.

When you are using our resources to send e-mail, voicemail or to access Internet services, you are acting as our representative. Any improper use of these resources may reflect poorly on us, damage our reputation, and expose you and us to legal liability.

All of the computing resources used to provide computing and network connections throughout the organization are our property and are intended for use by Company employees to conduct our business. All e-mail, voicemail and personal files stored on our computers are our property. You should therefore have no expectation of personal privacy in connection with your use of these resources. We may, from time to time and at our sole discretion, review any files stored or transmitted on our computers and communication resources, including voice mail and e-mail messages, for compliance with our policy. Incidental and occasional personal use of electronic mail and telephones is permitted but should be limited, and is not private.

You should not use our resources in a way that may be disruptive or offensive to others or unlawful. At all times when sending e-mail or transmitting any other message or file, you should not transmit comments, language,

images or other files that you would be embarrassed to have read by any person. Remember that your "private" e-mail messages are easily forwarded to a wide audience. In addition, do not use these resources in a wasteful manner. Unnecessarily transmitting messages and other files wastes not only computer resources, but also the time and effort of each employee having to sort and read through his or her own e-mail. Use of computer and communication resources must be consistent with all other Company policies, including the Employee Handbook and those policies relating to harassment, privacy, copyright, trademark, trade secret and other intellectual property considerations.

Responding to Inquiries from the Press and Others

Company employees who are not official Company spokespersons may not speak with the press, securities analysts, other members of the financial community, shareholders or groups or organizations as a Company representative or about Company business unless specifically authorized to do so by the President and CEO. Requests from any third party for comments about the Company should be referred to the President and CEO.

RESPONSIBILITY TO OUR CUSTOMERS

Fair Dealing

The Company depends on its reputation for quality, service and integrity. The way we deal with customers, competitors and suppliers molds our reputation, builds long-term trust and ultimately determines our success. You should endeavor to deal fairly with the Company's suppliers, competitors and employees and the customers the Company serves. We must never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Customer Privacy

The Company is committed to complying with all federal, state and local laws regarding privacy of customer information. The Company will take all appropriate steps to provide information security for all private data.

Gaming

Any form of "gaming" to receive compensation, to meet sales goals, or for any other reason is in direct violation of our policy and this Code. Gaming is the manipulation and/or misrepresentation of sales or sales reporting in an attempt to receive compensation or to meet sales goals.

Undue Influence

It is not appropriate for you to influence, or attempt to influence, anyone for the purpose of having them handle a transaction or process in a way that results in an improper personal benefit to you, your friends, relatives, or even to that particular team member. Such improper benefit may result from using a relationship (whether personal, social, or professional) to prevail upon another person, such as a coworker, vendor, or someone who reports to you, to do something for you that is outside the scope of standard business practice. In addition, undue influence may take the form of pressuring, intimidating, or threatening another person in an attempt to persuade him or her to take an action that is inconsistent with standard business practice. The services of others should be selected on the basis of quality, price, and other factors that may be appropriate in particular cases and family relationships or friendships should never be a factor. Team members should not attempt to influence selection of a vendor based on a family relationship or friendship. Neither you, a family member, nor any entity in which you or your family member has a financial interest or by which you or your family member is employed, may supply goods or services to us without prior approval of the President & CEO.

Antitrust Laws

While we compete vigorously in all of our business activities, our efforts in the marketplace must be conducted in accordance with all applicable antitrust and competition laws. While it is impossible to describe antitrust and competition laws fully in any code of business conduct, this Code will give you an overview of some types of conduct that are particularly likely to raise antitrust concerns. If you are or become engaged in activities similar to those identified in the Code, you should consult the General Counsel for further guidance.

Conspiracies and Collaborations Among Competitors

One of the primary goals of the antitrust laws is to promote and preserve each competitor's independence when making decisions on price, output, and other competitively sensitive factors. Some of the most serious antitrust offenses are agreements between competitors that limit independent judgment and restrain trade, such as agreements to fix prices or to divide a markets. You should not agree with any competitor on any of these topics, as these agreements are virtually always unlawful.

Unlawful agreements need not take the form of a written contract or even express commitments or mutual assurances. Courts can -- and do -- infer agreements based on "loose talk," informal discussions, or the mere exchange between competitors of information from which pricing or other collusion could result. Any communication with a competitor's representative, no matter how innocuous it may seem at the time, may later be subject to legal scrutiny and form the basis for accusations of improper or illegal conduct. You should take care to avoid involving yourself in situations from which an unlawful agreement could be inferred.

Tying Arrangements

"Tying" arrangements, under which the availability or price of one product is conditioned on the customer's purchase of another product, are illegal under some circumstances. You are responsible for being familiar with these rules if they apply to you.

Use Caution

The antitrust laws are extremely complex. Because antitrust lawsuits can be very costly, even when a company has not violated the antitrust laws and is cleared in the end, it is important to consult with the General Counsel before engaging in any conduct that even appears to create the basis for an allegation of wrongdoing. It is far easier to structure your conduct to avoid erroneous impressions than to have to explain your conduct in the future when an antitrust investigation or action is in progress. For that reason, when in doubt, consult the General Counsel with your concerns.

Gathering Information About Our Competitors

It is entirely proper for us to gather information about our marketplace, including information about our competitors and their products and services. However, there are limits to the ways that information should be acquired and used, especially information about competitors. In gathering competitive information, you should abide by the following guidelines:

- We may gather information about our competitors from sources such as published articles, advertisements, brochures, other non-proprietary materials, surveys by consultants and conversations with customers, as long as those conversations are not likely to suggest that we are attempting to (a) conspire with our competitors, using the customer as a messenger, or (b) gather information through other wrongful means. You should be able to identify the source of any information about competitors.
- If there is any indication that information that you obtain was not lawfully received by the party in possession, you should refuse to accept it. If you receive any competitive information anonymously or that is marked confidential, you should not review it and should contact the General Counsel immediately.

The improper gathering or use of competitive information could subject you and us to criminal and civil liability. When in doubt as to whether a source of information is proper, you should contact the General Counsel.

Anti-Money Laundering and the USA PATRIOT Act

Gibbs International has established policies, procedures and internal controls designed to assure compliance with international laws and regulations regarding money laundering and terrorist financing. You should be familiar with, and comply with, these policies, procedures and controls. You should also understand your obligations to:

- know your customers and your customers' use of our products and services;

- get proper training if you are identified as being in a job that poses a risk of money laundering or terrorist financing; and
- be alert to and report unusual or inappropriate activity to the General Counsel.

INTERACTING WITH GOVERNMENT

Prohibition on Gifts to Government Officials and Employees

The various branches and levels of government have different laws restricting gifts, including meals, entertainment, transportation and lodging, that may be provided to government officials and government employees. You must be aware of and strictly follow these restrictions.

Compliance with the Foreign Corrupt Practices Act

All of our employees, agents, affiliates, liaisons, vendors, and third parties with whom we conduct business are required to conduct themselves in accordance with the Gibbs International, Inc., FCPA Policy. If you have any questions regarding your compliance with the FCPA Policy, please contact the General Counsel.

Political Contributions and Activities

Laws of certain jurisdictions prohibit the use of our funds, assets, services, or facilities on behalf of a political party or candidate. Payments of corporate funds to any political party, candidate or campaign may be made only if permitted under applicable law and approved by the President & CEO. Your work time may be considered the equivalent of a contribution by us. Therefore, you will not be paid by us for any time spent running for public office, serving as an elected official, or campaigning for a political candidate. Nor will we compensate or reimburse you, in any form, for a political contribution that you intend to make or have made. To ensure compliance with applicable laws and regulations, all employees of the Company must comply with the following requirements:

- Any proposed political contribution or expense incurred by us on behalf of any candidate, campaign, political party, political committee (e.g., a political action committee ("PAC") or ballot measure committee), or any entity exempt from federal income taxes under Section 527 of the Internal Revenue Code must be approved in advance by the President and CEO.
- No corporate assets, funds, facilities, or personnel may be used to benefit any candidate, campaign, political party, or political committee (e.g., a PAC or ballot measure committee), or any entity exempt from federal income taxes under Section 527 of the Internal Revenue Code without advance approval by the President & CEO.
- No one at Gibbs International may make a political contribution to obtain or retain business or to obtain any other improper advantage.
- No one at Gibbs International may use or threaten force or reprisal against an employee to contribute to, support, or oppose any political group or candidate.

Lobbying Activities

Laws of some jurisdictions require registration and reporting by anyone who engages in a lobbying activity. Generally, lobbying includes:

- communicating with any member or employee of a legislative branch of government for the purpose of influencing legislation;
- communicating with certain government officials for the purpose of influencing government action; or
- engaging in research or other activities to support or prepare for such communication.

So that we may comply with lobbying laws, you must notify the President and CEO or the General Counsel before engaging in any activity on behalf of us that might be considered "lobbying" as described above.