



*Shaping The Future*

## Code of Business Conduct

2015

## A Message from

### *Zach Halopoff*

HALO INDUSTRIES, Inc. is a company in constant motion. With a company as dynamic as ours, we have worked hard to establish a reputation of integrity and trust throughout our industry. This reputation influences many aspects of our company, from the type of customers we attract to our employees' job satisfaction—**it all hinges on our reputation**. Therefore, it is important for HALO INDUSTRIES to protect this reputation through a strong **culture of integrity**.

The HALO INDUSTRIES Code of Business Conduct stands for a fundamental commitment to comply with all applicable laws and maintain high ethical standards wherever we operate. To help HALO INDUSTRIES meet this commitment, the Code defines what we expect of our people and business partners regardless of location or background. Everyone representing HALO INDUSTRIES is required to follow this Code with due care. The Code provides indispensable direction for us as we continue participating in “**Shaping The Future.**”

As HALO INDUSTRIES completes its 25th year in operation, we recognize that sustainable business practices and strong principles, associated with a code of conduct and a culture of integrity, will help our company endure long into the future.

This is our commitment. Thank you for your part in it.

Sincerely,

Zach Halopoff  
*President*

## **Overview:**

Uncompromising integrity and an ongoing commitment to Shaping The Future are essential elements of our success. HALO INDUSTRIES, Inc. requires lawful and ethical behavior at all times. Our **Code of Business Conduct** provides guidance and expectations for all individuals when representing or acting on behalf of the Company. "Employees," which includes by definition officers of the Company, temporary and permanent employees, contract labor, agents, consultants, and board members, have a responsibility to conduct themselves in an honest, ethical and lawful manner. We cannot anticipate every situation that may arise, but in all cases Halo Industries requires its Employees to act with the highest business ethics and conduct. The HALO INDUSTRIES **Code of Business Conduct** is intended to serve as a source of guiding principles to ensure all operations and Employees approach their work in a consistent and appropriate manner, regardless of location, entity or job function. It is vital that Employees understand and comply with the Code of Business Conduct as well as recognize their continuing obligations to familiarize themselves with all Company policies and applicable laws that govern the work performed at HALO INDUSTRIES. If questions arise as to how the **Code of Business Conduct** applies or how a situation involving an ethical or legal issue should be handled, Employees must, without delay, contact their Direct Manager or the General Manager of the company.

## **Lawful and Ethical Behavior**

It is the Company's policy that Employees conduct business in accordance with applicable U.S. federal, state and local laws and regulations. No unethical or illegal acts can be justified by saying that they were directed by a higher authority or to benefit the Company. If an Employee is faced with an ethical dilemma, his or her responsibility is to bring it forward and seek resolution. Employees must adhere to the highest standard of business ethics and conduct. Employees should be alert and sensitive to situations that could result in illegal, unethical or improper action. If an Employee is unsure or unclear how to handle a situation, it is always best to obtain guidance before acting.

If an Employee has reason to believe that a violation of the Code of Business Conduct has occurred, or is asked to violate the Code of Business Conduct, or any other policy, law or regulation he or she must report it through one of the contact points identified in this Code. Failure to report the matter may itself violate the Code of Business Conduct, depending upon the circumstances. There is never a penalty for raising an ethical concern in good faith nor will HALO INDUSTRIES tolerate retaliation against an Employee for raising ethical concerns. Reporting Employees may also remain anonymous if they choose. If an Employee is uncertain about what to do, needs advice or has reason to believe that a U.S. law could be violated in connection with Company business, Employees should contact The General Manager or the President.

## **Reputation**

Our reputation as a trustworthy business partner is critical to our business success. The reputation of HALO INDUSTRIES is determined by how every Employee presents him or herself and conducts business. Honesty, professionalism, ethical behavior and integrity when interacting with our staff, clients, suppliers and teammates are the cornerstones of our reputation and key to our business success. Illegal or inappropriate behavior can cause considerable damage to the Company. It is expected that all Employees will conduct all dealings within the Company and with customers, suppliers and competitors with fairness, honesty and integrity. The Company succeeds in the marketplace through superior performance, not by unethical or manipulative practices. False or misleading remarks to customers, suppliers about other customers or suppliers or about competitors of the Company, their products or their services are prohibited.

## **Respect**

HALO INDUSTRIES recognizes that workforce diversity is an essential ingredient to delivering value to our clients and our own internal community. We work with individuals of different backgrounds, experiences, cultures, religions, ages, varying levels of ability, races, ethnicities, sexual orientations, world views and genders. HALO INDUSTRIES does not tolerate discrimination, harassment or offensive behavior on the basis of any of these characteristics. HALO INDUSTRIES' managers are responsible for promoting a positive, diverse and inclusive work environment in which anyone may raise issues or concerns in good faith without fear of retaliation. All Employees are expected to apply the same internal policy of respect when interacting with clients, sub-contractors, suppliers and any other external partner.

## **Management Responsibility**

The culture of integrity and compliance is interwoven into the fabric of our organization and starts at the top. Managers are responsible for all Employees entrusted to them and must emphasize the importance of ethical conduct and compliance as part of their routine business practice. Managers and Employees must work together to comply with applicable laws and HALO INDUSTRIES policies. It is the obligation of all managers to see to it that there are no violations of law within their area of responsibility. Managers must give precise, complete and binding instructions to Employees, especially with regard to compliance, and further ensure that compliance with the law is continuously monitored. With regard to work for government entities, each Employee has the responsibility to enforce, monitor and escalate compliance obligations within the Company and disclose as appropriate potential ethics or compliance issues as required by this Code of Business Conduct.

## **Safety**

HALO INDUSTRIES is committed to providing Employees with a safe and healthy work environment. It is the policy of HALO INDUSTRIES to comply with applicable occupational health and safety laws. Employees are expected to adhere to, and managers are responsible for implementing, the proper safety procedures and practices outlined in the Health and Safety Program, their specific Office Health and Safety Plan and any applicable Project Health and Safety Plan. It is the responsibility of all Employees to ensure that anyone entering Company premises follow the Company's safety standards and observe all posted warnings and safety directions and regulations. Any accident or injury sustained on the job or unsafe conditions or behaviors encountered in the workplace are to be immediately reported to a supervisor or manager. Employees should contact their supervisor when safety direction, assistance and/or personal protective equipment are needed.

## **Accurate Books and Records**

The Company requires full, fair, accurate, timely and understandable recording and reporting of all Company accounting information. Employees must act in a manner that ensures all Company books, records, accounts and financial statements are maintained in reasonable detail, accurately reflect the Company's transactions and conform to applicable legal requirements, accounting standards and the Company's system of internal controls. Employees must execute and record transactions in accordance with all internal control procedures implemented by Company management. All records, including expense reports, must be complete and timely and accurately reflect each transaction or expenditure. Employees must also ensure that their timecard accurately reflects the number of hours worked on each specific project.

Employees are not to create or participate in the creation or perpetuation of any records that are intended to mislead or conceal any improper act or misconduct. Similarly, all legal holds must be followed and no Employee should destroy a Company record (including those in electronic form) in order to mislead or conceal any improper act or misconduct.

## **Procurement**

HALO INDUSTRIES competes, directly and indirectly, for contracts and performs work for government entities. Offering or giving items that influence the procurement process and/or award of contracts, as well as the issuance of change orders, increases in work scope, improper receipt of confidential bidding information, payment of invoices subject to genuine dispute and other business advantages is prohibited. This includes the giving of payments, favors, loans, entertainment, discounts or any other item that may improperly influence customer or supplier decisions. HALO INDUSTRIES policy prohibits:

1. Making, directly or indirectly, any offer or promise of future employment or business opportunity. Engaging, directly or indirectly, in any discussion of future employment or business opportunity with any procurement official.
2. Offering or accepting kickbacks, bribes, gifts, gratuities or anything else of value, directly or indirectly, with the intent of obtaining favorable treatment from the recipient (a gift that may be appropriate in the business sector may be perceived as a bribe in the government context).
3. Improperly soliciting, obtaining or disclosing, directly or indirectly, prior to the award of a contract, any proprietary bid, proposal or source selection information.

4. Not fully and accurately disclosing information relevant to negotiating with governmental clients.

### **Certifications:**

HALO INDUSTRIES will provide complete and accurate disclosure statements in response to certification requests. Certification requests can be received from both governmental and non-governmental clients and have varying requirements.

### **Conflict of interest**

A conflict of interest exists when Employees have divided loyalties. When Employees have a personal interest in a matter or business dealing, his or her judgment or actions may be influenced to obtain personal gain at the expense of HALO INDUSTRIES. Each Employee is expected to avoid any investment, interest or association that interferes or appears to interfere with exercising independent judgment. Employees must obtain prior approval from their manager and the General Manager for any personal interest or conflict that is connected with the execution of their professional duties. All actual or potential conflicts of interest relating to federal government contracts must be reported to the General Manager and/or the President. When an Employee confronts a possible conflict of interest, immediate disclosure is the first step towards solving the problem and avoiding a potentially embarrassing situation or worse.

While it is not possible to identify every particular activity that might give rise to a conflict of interest, some of the more common conflicts are listed below:

1. Any ownership interest in any supplier, consultant, customer or competitor (other than nominal amounts of stock in publicly traded companies).
2. Any consulting, personal or employment relationship (including relatives working for or on behalf of the Company) with any customer, supplier or competitor.
3. Any outside activity that could harm a relationship between the Company and any customer or potential customer and that could interfere with a current or potential contract relationship.
4. Any outside business activity that is competitive with any of the Company's businesses.
5. Any outside activity of any type that could call into question the Employee's ability to devote appropriate time, attention and undivided loyalty to fulfillment of his or her duties and responsibilities to the Company.
6. Any direct supervisory review or other influential position on the job evaluation, pay or benefits of any relative.
7. Any sales or purchases of anything to or from the Company (unless it is pursuant to a routine program of disposal of surplus property that is offered to other Employees).
8. Any situation in which the Employee is required or may be tempted to disclose, or does disclose, any trade secret, confidential or proprietary information of the Company.

### **Hiring Former Government**

Employees must comply with all laws and regulations pertaining to employing or acquiring the services of present and former government employees. These rules apply to discussions with current government employees regarding potential employment by the Company or retaining such individuals in the capacity of consultant or subcontractor. These rules also restrict the roles and responsibilities that former government employees may perform after joining the Company. Any questions regarding activity which may create a conflict

of interest should be raised immediately with the General Manager or the President. The Company reserves the right to determine when actual or potential conflicts of interest exist, and then to take any action which, in the sole judgment of the Company, is needed to avoid the conflict or prevent it from continuing.

### **Legal Processes, Investigations and Audits**

It is the Company's policy that Employees conduct business in accordance with applicable United States federal, state and local laws. Occasionally the Company may need to respond to inquiries, audits or investigations imposed by outside entities or government authorities. It is required that Employees bring all investigations/ audits to the attention of the General Manager or the President immediately upon receipt of information indicating that an inquiry, audit or investigation by any outside entity or any government authority has commenced or is likely to commence and, in any event, prior to engaging with or providing any type of information or response. It is important to remember that penalties and fines can be imposed due to failure to respond, incorrect responses and delays.

The following are examples of occurrences that must be brought immediately to the attention of the General Manager or the President:

1. Notification of an inquiry, audit or investigation.
2. Request to appear or testify before a governmental or quasi-governmental agency, commission, legislative or administrative body.
3. Subpoenas or requests for documentation, interviews, on-site visits or inspections.
4. Summons or complaints served on the Company.
5. Notification of fines, penalties or injunctive actions.

It is the policy of HALO INDUSTRIES to cooperate fully with inquiries/investigations to the greatest extent possible. Knowledge of any investigation, even those that may appear focused on a supplier, subcontractor, client or other HALO INDUSTRIES- related party must be communicated to the General Manager or the President immediately.

The Company will monitor compliance with its policies and procedures through random internal audits and project reviews, and at times conduct internal investigations. These may be done by or at the direction of the Company's General Manager or the President. Employees are required to cooperate fully with any such audits, reviews and internal investigations. Employees must provide truthful, thorough and accurate responses to any request, and preserve (and not alter) documents subjected to a legal hold or that may be relevant to such investigations, inquiries or audits. Documents must be preserved even if such documents are otherwise subject to disposal under current document retention policies. Concerns about accounting, internal controls or auditing matters may be submitted to the General Manager or the President. Employees may remain anonymous if they choose.

### **Gifts and Entertainment:**

The sale of Company services, and its purchase of goods and services from others, as well as other business advantages, including the issuance of permits, licenses, visas, tax clearances and other benefits that may be conveyed by governmental decisions, must always be free from the perception that favorable treatment was sought, received or given in exchange for the furnishing or receipt of business courtesies. Employees will neither give nor accept business courtesies that constitute, or could be reasonably perceived as constituting, unfair business inducements or that would violate law, regulation or policies of the Company or customer, or could cause embarrassment to or reflect negatively on the Company's reputation. Employees must not assume that a practice is permissible because they have seen others do it or they believe it to be common practice. It is each Employee's responsibility to understand prohibitions or limitations of a recipient's organization before offering any business courtesy. If Employees are unsure or unclear, it is always best to obtain guidance before acting.

## Receiving Gifts

Generally, Employees and immediate family members may not solicit or accept gifts, services, discounts or favors from those with whom the Company does business or considers doing business. Gifts, entertainment, favors or gratuities are subject to the following guidelines:

1. Employees may accept gifts of nominal value ordinarily used for sales promotion (calendars, appointment books, pens, etc.) and holiday or special occasion gifts of nominal value, such as a food basket of nominal value.
2. Ordinary “business lunches” or reasonable entertainment consistent with local social and business customs and valued at less than USD 250.00 or equivalent are permissible as long as they are reasonable in frequency. Such courtesies must not be so frequent as to create a pattern or the appearance of a pattern of accepting gifts or entertainment from the same person or entity.
3. If an Employee receives a gift that does not fall within these guidelines, the Employee must report the gift to their immediate supervisor and return it.
4. Employees must never solicit gifts or favors, even if they are of nominal value.

## Giving Gifts

Government departments and agencies are governed by laws and regulations concerning acceptance by their employees of entertainment, meals, gifts, gratuities and other items of value from firms and persons with whom those government departments and agencies do business or over whom they have regulatory authority. It is the policy of the Company to know and comply strictly with those laws and regulations as well as all applicable United States federal, state and local laws.

## Local Government Employees

Employees of local government departments or agencies are subject to a wide variety of laws and regulations. The Company policy requires Employees to avoid offering anything of value that might be in violation of the potential recipient’s obligations under the applicable laws, rules and regulations or this Code of Business Conduct. It is the Employee’s responsibility to understand prohibitions or limitations of a recipient’s organization before offering any business courtesies.

## Business Courtesies to Non-Government Persons

It is acceptable practice for Employees to provide meals, refreshments, entertainment and other business courtesies of reasonable value to non-government persons in support of business activities, provided:

1. The practice does not violate Company policy, any law or regulation or the standards of conduct of the recipient’s organization. It is the Employee’s responsibility to inquire about prohibitions or limitations of the recipient’s organization before offering any business courtesy.
2. The business courtesy is consistent with marketplace practices, infrequent in nature and is not lavish or extravagant. While it is difficult to define “lavish or extravagant” by means of a specific dollar amount, a common sense determination must be made consistent with reasonable marketplace practices. If an Employee has any question as to what constitutes an acceptable business courtesy, he or she must obtain guidance before extending the courtesy.

## Governance of Business Practices

HALO INDUSTRIES, Inc. is incorporated in the state of California and has its headquarters in the state of California in the United States of America. All HALO INDUSTRIES business regardless of location shall be conducted in accordance with the standards of United States Federal laws. Unless prohibited by U.S. law, every Employee is responsible for also complying with applicable state and local laws in which HALO INDUSTRIES conducts business. The following specific laws that govern HALO INDUSTRIES business practices are important to understand:

- **Antitrust**

Antitrust laws center on the belief that competition free of unreasonable restraints positively drives the economy. Whether termed antitrust, competition or free trade laws, the rules are designed to keep the marketplace thriving and competitive. Most countries, including the United States, have laws prohibiting certain business practices that could inhibit effective competition. The Sherman Act prohibits any kind of conspiracies or understandings, whether written, verbal or implied, between competitors regarding any element of price, including price stabilization efforts, bid rigging and/or buying goods to prevent market price decline.

HALO INDUSTRIES works with only those consultants, business representatives and other third parties who share HALO INDUSTRIES's commitment to upholding the highest standards of business integrity. Business integrity and commitment to obeying the law are key considerations in the selection and retention of those who represent HALO INDUSTRIES. Consultants, representatives or other third parties must conduct business in a manner that is consistent with the HALO INDUSTRIES Code of Business Conduct and must be able to certify their compliance with this Code, HALO INDUSTRIES policies and procedures and all applicable laws and regulations. In the case of sales commission agreements with agents or similar arrangements, prior approval must be obtained from the General Manager or the President, and is not subject to delegation. Employees responsible for hiring consultants, agents and partners in joint ventures or comparable entities, whether the interest is controlling or minority, should ensure that those parties abide by anti-corruption laws to protect HALO INDUSTRIES.

- **Confidential Information**

Confidential Company information is an important corporate asset that merits the same protection as the Company's physical assets. Employees must safeguard the Company's confidential information and refuse any improper access to such information. Employees are required to enter into a non-disclosure agreement detailing obligations regarding the Company's confidential information, and they must adhere to this agreement. Employees also have an obligation to protect the confidential information provided to the Company by its customers, suppliers and other Employees during the course of the Company's business.

- **Corporate Opportunities**

An Employee may not use Company property, information or position for personal gain. Employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Employees are prohibited from competing with the Company or taking advantage for personal gain of any opportunity that is discovered through the use of Company property, information, position or resources.

Company officers have an additional obligation to not take advantage for personal gain of any opportunity that the Company may have an interest in pursuing notwithstanding that the officer's knowledge of such opportunity is obtained independently of the relationship with the Company.

- **Data Privacy**

The Company respects the privacy of all its Employees, business partners and clients. We handle personal data responsibly and in compliance with all applicable privacy laws. Employees who handle the personal data of others must:

- Act in accordance with applicable laws.
- Act in accordance with relevant contractual obligations.
- Collect, use and process such information only for proper business purposes.



- Limit access to the information to those who have a legitimate business purpose for seeing and using the information.
- Take care to prevent unauthorized disclosure.

- **Unauthorized Use of Company Property or Services**

Employees may use Company property (including the phone and e-mail system, as well as its intellectual property) only for legitimate business purposes. Employees may not use or remove from Company premises any Company property or services for any personal benefit or the personal benefit of anyone else. The Company realizes that sometimes the line between personal and Company benefit is difficult to draw, and recognizes Employees may make occasional and limited personal use of the phone, e-mail, photocopier, fax and similar systems when doing so is less disruptive than leaving work to use other systems. All questions about the reasonableness of the use in question should be directed by the Employee to his or her supervisor.

- **Intellectual Property**

It is against Company policy and may be unlawful to copy, reproduce, scan, digitize, broadcast or otherwise use or modify third-party intellectual property, including copyrighted works, trademarks and patented items when preparing Company products or promotional materials unless written permission from the owner of the property has been obtained prior to the proposed use.

- **Violations**

This Code of Business Conduct provides the ethical and legal framework within which HALO INDUSTRIES carries out business each and every day and contains the basic principles and rules for conduct with both internal and external partners. Violation of this Code of Business Conduct will subject an Employee to disciplinary action, up to and including termination of employment. Suspected violations must be reported to the Employee's supervisor, The General manager or the President.

- **Reporting Concerns**

HALO INDUSTRIES Employees must immediately come forward with concerns so that suitable action can be taken to resolve a problem. In appropriate cases, and at the Company's sole discretion, the Company will conduct a fair and impartial investigation. All concerns will be treated as confidentially as practicable. When the investigation is complete, HALO INDUSTRIES will take suitable and appropriate action. HALO INDUSTRIES will not engage in or allow retaliation against any Employee based on that Employee's making a good faith complaint, participating in good faith or otherwise cooperating with an investigation. An Employee must immediately notify the Human Resources Department if he or she believes that they are the subject of discrimination, retaliation or other inappropriate conduct as a result of making a good faith complaint or participating in an investigation.