

# Code of Business Conduct and Ethics

## General Policy and Procedures

The Code of Business Conduct and Ethics (the "Code") of the Company and each of its subsidiaries (collectively, the "Company") applies to all employees, including officers (an "Employee" and, collectively, the "Employees"), and must be strictly observed. Failure to do so may result in disciplinary action up to and including termination.

The Company is committed to the highest standards of ethics and business conduct. The Company conducts its business as a good corporate citizen and complies with all laws, rules and regulations applicable to it or the conduct of its business. This commitment and standard of conduct governs our relationships with customers, suppliers, shareholders, competitors, the communities in which we operate, and with each other as Employees at every organizational level.

The Code is an expression of our core values and represents a framework for decision-making. To this end, Employees are responsible for understanding the Code and acting in accordance with it. The Code cannot and is not intended to cover every applicable law, rule or regulation or provide answers to all questions that may arise; for that, we must ultimately rely on each Employee's good sense of what is right, including a sense of when it is proper to seek guidance from others with respect to the appropriate course of conduct. Questions regarding any law, rule, regulation, or principle discussed in this Code which may govern business conduct, should be directed to your supervisor or your local Human Resources representative.

Any violation contemplated by the Code, whether real, perceived, or potential, must be reported immediately to a Human Resource representative.

The Code does not in any way constitute an employment contract or an assurance of continued employment. It is for the sole and exclusive benefit of the Company and may not be used or relied upon by any other party. The Company may modify or repeal the provisions of the Code or adopt a new Code at any time it deems appropriate, with or without notice.

## Compliance with Laws, Rules & Regulations

Employees are required to comply fully with all laws, rules and regulations affecting the Company's business and its conduct in business matters. The Company does business in a number of jurisdictions where applicable laws, rules, regulations, customs and social requirements may be different from those in the United States and/or Canada. It is the Company's policy to abide by the national and local laws of nations and communities in which business of the Company is conducted. The fact that in some countries certain standards of conduct are legally prohibited, but these prohibitions are not enforced in practice, or their violation is not subject to public criticism or censure, will not excuse any illegal action by an Employee. In the case of any conflict between foreign and United States and/or Canadian law, or in any situation where an Employee has a doubt as to the proper course of conduct, it is incumbent upon an Employee to immediately consult their supervisor.

Beyond the strictly legal aspects involved, Employees at all times are expected to act honestly and maintain the highest standards of ethics and business conduct, consistent with the professional image of the Company.

## Confidential, Proprietary Information

One of the Company's most valuable assets is information. Employees should maintain the confidentiality of information (whether or not it is considered proprietary) entrusted to them not only by the Company, but also by suppliers, customers and others related to our business. Confidential information includes all non-public information that, if disclosed, might be of use to our competitors or harmful to the Company, or its customers or suppliers. Examples of confidential information include trade secrets, new product or marketing plans, customer lists, research and development ideas, manufacturing processes, or acquisition or divestiture prospects.

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Employees should take steps to safeguard confidential information by keeping such information secure, limiting access to such information to those Employees who have a "need to know" in order to do their job, and avoiding discussion of confidential information in public areas such as in elevators, on planes and on mobile phones.

Confidential information may be disclosed to others when disclosure is authorized by the Company or must be made pursuant to laws or regulations. The obligation to preserve confidential information is ongoing, even after termination of employment.

### Conflicts of Interest

Employees must base business decisions and actions on the best interest of the Company. Accordingly, company policy prohibits conflicts of interest. A conflict of interest occurs when an individual's personal interest interferes in any way—or even appears to interfere—with the interests of the Company as a whole. A conflict situation can arise when an Employee or a member of his or her family takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also arise when an Employee, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Such conflicts of interest can undermine our business judgment and our responsibility to the Company and threaten the Company's business and reputation. Accordingly, all apparent, potential, and actual conflicts of interest should be scrupulously avoided. Though it is not possible to list every activity or situation that might raise a conflict of interest issue(s), the list below is included to help you recognize some of the more significant ones:

- **Corporate Opportunities.** Taking personally opportunities that are discovered through the use of corporate property, information or position, or using corporate property, information or position for personal gain or competing with the Company. Such action is prohibited.
- **Gifts.** Receiving from, or giving to, a supplier, customer or competitor, gifts, gratuities, special allowances, discounts or other benefits not generally available of more than nominal value.
- **Loans.** Providing loans to, or guarantees of obligations of, Employees or their family members will not be allowed without the prior written approval of two officers, and if appropriate, the Board of Directors or a committee of the Board. The Company will not extend, maintain or arrange for any personal loan to or for any executive officer (or the equivalent thereof).
- **Outside Activity.** Engaging in any outside activity that materially detracts from or interferes with the performance by an Employee of his or her services to the Company.
- **Outside Employment.** Serving as a director, representative, employee, partner, consultant or agent of, or providing services to, an enterprise that is a supplier, customer or competitor of the Company.
- **Personal Interests.** Having a direct or indirect personal interest in a transaction involving the Company.
- **Personal Investments.** Directly or indirectly, owning a material amount of stock in, being a creditor of, or having another financial interest in a supplier, customer or competitor.
- **Political and Charitable Contributions.** Whether by direct or indirect use of corporate funds, are unlawful.

All potential and actual conflicts of interest or material transactions or relationships that reasonably could be expected to give rise to such a conflict or the appearance of such a conflict must be promptly communicated to your supervisor. Employees should take care to report conflicts to a person who they believe is not involved in the matter giving rise to the conflict.

### Fair Dealing

The Company's success depends on building productive relationships with one another and third parties based on honesty, integrity, ethical behavior and mutual trust. Every Employee should endeavor to deal fairly with each of our customers, suppliers, competitors and other Employees. No Employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practices.

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### **Insider Trading**

Federal and state law prohibits the use of “material inside information” when trading in or recommending Company securities. The laws of Canada include similar prohibitions. In accordance with these applicable laws, no Employee may engage in transactions in Company securities (whether for their own account, for the Company’s account or otherwise) while in possession of material inside information (“Insider Trading”) relating to the Company. Further, no Employee who is in possession of material inside information may communicate such information to third parties who may use such information in the decision to purchase or sell Company securities (“Tipping”). These restrictions also apply to securities of other companies if an Employee learns of material inside information in the course of his or her duties for the Company. In addition to violating Company policy, Insider Trading and Tipping are illegal.

What constitutes “material inside information” is a complex legal question, but is generally considered to be information not available to the general public, which a reasonable investor contemplating a purchase of Company securities would be substantially likely to take into account in making his or her investment decision. Such information includes, but is not limited to, information relating to a stock split and other actions relating to capital structure, major management changes, contemplated acquisitions or divestitures, and information concerning earnings or other financial information. Such information continues to be “inside” information until it is disclosed to the general public.

Any person who is in possession of material inside information is deemed to be an “insider.” This would include directors, officers, Employees (management and non-management), as well as spouses, friends or brokers who may have acquired such information directly or indirectly from an insider “tip.”

Substantial penalties may be assessed against people who trade while in possession of material inside information and can also be imposed upon companies and so called controlling persons such as officers and directors who fail to take appropriate steps to prevent or detect insider trading violations by their employees or subordinates.

### **Protection and Proper Use of Assets**

Proper and efficient use of Company, supplier, customer and other third party assets, such as electronic communication systems, information (proprietary or otherwise), material, facilities and equipment, as well as intangible assets, is each Employee’s responsibility. Employees must not use such assets for personal profit for themselves or others. In addition, Employees must act in a manner to protect such assets from loss, damage, misuse, theft, removal and waste. Finally, Employees must ensure that such assets are used only for legitimate business purposes. However, in limited instances, Company assets may be used for other purposes approved by management.

### **Create a Culture of Open and Honest Communication**

At the Company everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

The Company will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

Employees are encouraged, in the first instance, to address such issues with their managers or a Human Resources representative, as most problems can be resolved swiftly. If for any reason that is not possible or if an employee is not comfortable raising the issue with his or her manager or a Human Resources representative, CORE’s Executive Officer, Major Mittendorf, operates with an open-door policy.

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### **Reporting of any Illegal or Unethical Behavior**

Any Employee who is aware of any illegal or unethical behavior or who believes that an applicable law, rule or regulation or the Code has been violated, must promptly report the matter as follows:

- Your Human Resources representative;
- Field Supervisor; or
- Executive Officer, Major Mittendorf.

In addition, an Employee who has a concern about the Company's accounting practices, internal controls, or auditing matters, must report his or her concerns to the following:

- Executive Officer, Major Mittendorf

### **Responding to Improper Conduct**

This Code will be enforced on a uniform basis for everyone, without regard to an Employee's position within the Company. If an Employee violates the Company's Code, he or she will be subject to disciplinary action. Supervisors and managers of a disciplined Employee may also be subject to disciplinary action for their failure to properly oversee an Employee's conduct, or for retaliation against an Employee who reports a violation(s).

The Company's response to misconduct will depend upon a number of factors including whether the improper behavior involved illegal conduct. Disciplinary action may include, but is not limited to, reprimands and warnings, probation, suspension, demotion, reassignment, reduction in salary or immediate termination. Employees should be aware that certain actions and omissions prohibited by the Code might be crimes that could lead to individual criminal prosecution and, upon conviction, to fines and imprisonment.

### **Payments to Government Personnel**

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

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

### **Occupational Health and Safety**

Occupational health and safety is a top priority at the Company. We will strive to ensure safe working conditions, equipment and work sites. The Company promotes Employee involvement and accountability in identifying, preventing and eliminating hazardous conditions and the risks of Employee injury.

Health and safety in the working environment, product quality and operating efficiency are inseparable. The Company will ensure continuous improvement in health and safety performance through close cooperation among management, Employees and unions, which will contribute to the health and safety of Employees and the success of the organization.

The Company is committed to:

- Make Employee health and safety a priority in all aspects of management practices;
- Establish, communicate and enforce, with the Employees' involvement, work site-specific rules and safe work methods;
- Promote and develop the awareness, leadership and accountability of Employees in health and safety through their involvement in continuous improvement processes; and

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- Measure its health and safety performance in accordance with established standards, and communicate the results to the Employees.

### **Records**

The Company maintains high standards of accuracy and completeness in its records. These records serve as the basis for managing the Company's business, for measuring and fulfilling the Company's obligations to shareholders, Employees, suppliers and others, and complying with tax, financial, and other reporting requirements. Financial records should be maintained in accordance with the requirements of law and generally accepted accounting principles.

In preparation and maintenance of records, all Employees must:

- Record and report timecard information accurately and honestly;
- Comply with the Company's accounting standards, practices, rules, regulations and controls, and with those of relevant authorities in the United States and elsewhere;
- See that all entries are promptly and accurately recorded and properly documented. The Company's records are subject to internal and external audit. No entry may intentionally distort or disguise the true nature of any transaction;
- Never establish any undisclosed or unrecorded funds or assets for any purpose;
- Maintain books and records that will fairly and accurately reflect the Company's business transactions.

### **Environmental Policy**

The Company is committed to conducting its business in a manner that protects the environment, conserves resources, reduces its environmental footprint and ensures sustainable development. The Company continuously seeks to improve its environmental performance by setting, reviewing and updating environmental goals.

### **Antitrust Policy**

The Company believes in free and open competition. In all of the countries where we do business, strict laws are in force – similar to antitrust laws in the United States and Canada and competition laws in Canada and the European Union – prohibiting collusive or unfair business behavior that restricts free competition. The Company is not permitted to enter into agreements with competitors to fix prices, terms of sale or production output. Also, attempts by suppliers to discriminate in prices or terms of sale between customers, or to otherwise restrict the freedom of our customers to compete, can sometimes be illegal. Legal issues can also arise from refusal to deal with customers or competitors. Failure to adhere to these laws could result in significant penalties to both the Employee and the Company.

### **Discrimination and Harassment**

We all deserve to work in an environment where we are treated with dignity and respect. The Company is committed to creating such an environment because it brings out the full potential in each of us, which in turn, contributes directly to our business success. We cannot afford to let anyone's talents go to waste.

The Company is an equal employment/affirmative action employer and is committed to providing a workplace that is free of discrimination of all types from abusive, offensive or harassing behavior. Any employee who feels harassed or discriminated against should report the incident to his or her manager or to a Human Resources representative.

### **Drugs**

The use of intoxicating, addictive or illegal drugs on the job or on the Company's premises is prohibited. Use of prohibited substances off the job or off of the Company's premises may also be the subject of corrective action if such use impairs the job performance of an employee, the reputation of the Company, or endangers the health or safety of other Associates.

### **Implementation**

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This Business Ethics Policy outlines the way we want to treat others, as well as the way we want to be treated. All employees receive a copy of this policy and are expected to adhere to it. You are encouraged to consult with your supervisor, or as appropriate, the Human Resource representative of the Company prior to taking any action whenever the proper course of conduct is in doubt. Any failure to adhere to this policy may result in disciplinary action, up to and including termination of employment.

All Associates are expected to report violations of this policy. Such violations of this policy or any other inappropriate activity in the workplace may be reported to any member of management. The specific procedures for making an anonymous and confidential report will be periodically communicated to all employees, and will be continually posted for employee access. The Company's Executive Officer shall be responsible for receiving and investigating the anonymous reports.

Failure to report any violations of this policy, failure to cooperate with any investigation of any alleged violation of this policy or the submission of information that is known to be false in response to an investigation of any alleged violation of this policy is, in itself, a violation of this policy.

Reprisal action against any employee or other person who in good faith reports suspected violation of this policy is not permitted, and any such reprisal actions will be deemed a violation of this policy.