

Code of Ethics and Business Conduct

 **CommonLook**
By Netcentric Technologies

January 2017

Objective

As an employee or a Contractor of NetCentric Technologies Inc. (NetCentric or the Company,) you are expected to act ethically at all times.

Acting ethically is the right thing to do. It also helps protect the Company, our employees, customers and business partners from the consequences of unethical or illegal behavior.

This Code of Ethics and Business Conduct (Code) is intended to serve as a guide to proper business conduct for all of NetCentric's employees and contractors.

The Code does not create a contractual relationship between NetCentric and you, nor does it cover every possible situation. It is intended, however, to provide general guidance on ethical behavior within the business context.

Audience

NetCentric employees and contractors.

Compliance with the Law

You must at all times abide by the laws of the country where you reside, visit or do business.

If you are asked to do something that you think may be illegal by a manager, an employee, a contractor a business partner or anyone else while engaged in business on behalf of the Company then you must immediately report the incident to the Compliance Officer or to the Company's CEO.

Honesty and Credibility

You are expected to act honestly and to keep the commitments made to customers, other employees and business partners. When making commitments, you must ensure that you are able to keep your promises and meet these commitments.

By doing so, you build up your credibility, and by extension the credibility of the Company, and gain the trust of customers, business partners and other employees. Trust is critical for effective team work, for win-win relationships with customers and business partners and for long term business success.

Dealing with Uncertain Situations

In most cases, your personal ethical compass and sense of integrity will help you identify unethical behavior and avoid it.

Sometimes it may not be clear if an action or a situation is ethical. If you view an action or a situation as dishonest, harmful or potentially embarrassing to you or to others, then you should seek guidance from your manager or from the Compliance Officer.

Responsibility

As a NetCentric employee or contractor, you are responsible for conducting business ethically. You are also responsible for familiarizing yourself with Company policies, including the policy on harassment.

Reporting Illegal or Unethical Behavior

You must report illegal, unethical, fraudulent or wasteful behavior immediately to the Compliance Officer at compliance_officer@commonlook.com.

Examples of such behavior include, but not limited to, the following:

- Inappropriately accessing or sharing nonpublic information pertaining to the Company, to clients, to employees or to business partners
- Intentionally submitting incorrect expense reports, time sheets or other claim forms
- Derogatory, threatening or inflammatory communication
- Attempting to influence a government employee through bribery or other inappropriate means
- Engaging in any form of corruption or bribery
- Engaging in price collusion with competitors
- Using Company assets for personal use or gain
- Referring customers to any other entity unless sanctioned by the Company
- Storing or viewing sexually explicit materials in the workplace or on Company assets
- Not disclosing potential conflict of interest situations
- Engaging in personal or volunteer activities on Company time

NetCentric will investigate all reported incidents and concerns of illegal, unethical, fraudulent or wasteful behavior and will take appropriate action when such behavior is found to have occurred.

Retaliation

Retaliation against an employee or contractor who reports illegal, unethical, fraudulent or wasteful behavior in good faith will result in severe disciplinary action and can be grounds for termination of employment.

Work Environment

Everyone deserves to be treated with dignity and respect and to work in a workplace that is free of harassment and discrimination. If you feel harassed or discriminated against on the basis of race, color, religion, sex, gender, age, national origin, marital status, sexual orientation, veteran status, disability, genetic information, or any other status or condition protected by applicable federal, state or local laws, you must immediately report any such incidents to Human Resources or the Compliance Officer.

NetCentric has zero tolerance for the use of drugs or alcohol, or to the presence of these substances in the body, during working hours.

Managers' Responsibility

Managers have a special responsibility to foster an open environment where everyone feels comfortable to speak their mind and to report any ethical concerns without fear of retaliation.

They should further lead by example in behaving ethically at all times and ensuring employees are aware of the Code.

Managers should also ensure employees attend any required compliance training.

Managers must address reports of incidents involving ethical concerns promptly.

Manager must not employ or contract with individuals or companies that are on a government exclusion list (Check <https://www.sam.gov/> and <https://exclusions.oig.hhs.gov/>)

Confidential Information

During your work for NetCentric, you will likely be exposed to nonpublic Company and customer information such as names and contact information of customers, sales data, financial, cost, pricing or marketing information, business practices, technical or marketing data and similar information. The confidentiality of this information is critical to the business success of the Company. You will not disclose such information without proper authorization from the Company unless compelled by a competent legal authority.

Company Assets

Company assets include equipment, material, resources, information and time provided by the Company for business use. You may occasionally use Company assets for personal use outside of working hours, as long as this done in a responsible manner and does not interfere with your job performance or the performance of others and does not compromise the security or interest of the Company in any way.

You may not use Company assets to support religious or political activities or to conduct an outside business.

NetCentric may monitor the use of the internet by employees and may monitor information present on Company-issued computes.

Use of Company assets to create, store or disseminate any materials that are abusive, hateful, threatening, offensive or sexually explicit is strictly prohibited and may be cause for termination.

Competition

We believe in competing fairly on the basis of the quality and merit of our products and services. You must not collude or improperly coordinate activities with competitors.

Conflict of Interest

You must disclose to management any activity, relationship, or transaction that might give rise to a conflict of interest. Examples of conflict of interest include, but not limited to, the following:

- Hiring or supervising a close family member
- Owning a significant financial interest in any business or individual doing business, or seeking to do business, with the Company
- Using Company assets or information for personal gain
- Any situation where a business action may run contrary to personal or family interests

It is not always easy to identify when a conflict of interest situation is likely to occur. When in doubt, inform management and Human Resources before engaging in any situation that might give rise to a conflict of interest.

Entertainment and Gifts

You may not accept business courtesies such as gifts, entertainment and meals that are frequent from the same person or entity or that can be interpreted as an attempt to influence business decisions.

You also may not offer a business courtesy that violates the law, as in the case of federal employees, or that has the appearance of an attempt to gain an unfair business advantage.

Corporate Recordkeeping

You must ensure that any corporate records you prepare or maintain are accurate and complete to the best of your abilities and that they conform with corporate policies and any applicable contractual or regulatory requirements.

Compliance and Accountability

You are accountable for complying with the Code. Managers are also responsible for communicating the principles of the Code and for providing guidance when needed.

Complying with the Code is critical to building the trust of employees, customers and business partners. This trust is a critical component in the success of the Company.