

INTRODUCTION

This Code of Conduct (the “Code”) describes the basic principles of conduct that we share as officers and employees of GVHL and provides guidance on how to identify and report concerns regarding possible violations of the Code or illegal behavior.

- *Who Must Follow the Code*

All officers and employees of GVHL (the “Company”) are required to comply with this Code. This Code also applies to our directors and should be followed by our agents and representatives, including consultants.

- *Your Responsibilities*

This Code is intended to provide a broad overview of basic ethical principles that guide our conduct. In some circumstances, we maintain more specific policies on the topics referred to in this Code. You should read and learn the details of the policies dealing with your work, and have a basic understanding of issues covered by the other policies relating to this Code.

BASIC PRINCIPLES OF CONDUCT

- Compliance with Laws, Rules and Regulations

The Company conducts business in numerous states around the Country and does business with many companies in other Countries. We comply with all laws, rules and regulations of the places where we do business. If a law, rule or regulation is unclear, or you think it conflicts with a provision of this Code, you should seek the advice of your Department Head or the HR Department.

- Conflicts of Interest

We conduct our business affairs in the best interests of our Company and should avoid situations where our private interests interfere in any way with our Company’s interests. We need to be especially sensitive to situations that have even the appearance of impropriety. Conflicts of interest can arise when an employee, officer or director takes an action or has an interest that may make it difficult for the employee, officer or director to render objective decisions on behalf of the Company or to perform his or her duties effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits (including loans, guarantees of obligation or acquisitions of interests in transactions involving the Company or its clients or suppliers) as a result of his or her position with the Company. If you believe that a transaction, relationship or other circumstance create or may create a conflict of interest, you should promptly report this concern. It is our policy that circumstances that pose a conflict of interest for our employees are prohibited unless a waiver is obtained from the HR Department. Any waiver of this conflict of interest policy

for a director or a senior management officer may only be made by the Board. An example of a conflict of interest is conduct which:

- Results in your competing against the Company in any business activity
- Cause you to misuse Company resources
- Influences you to take action not in the best interest of the Company that you otherwise would have avoided.

- Record Keeping

We require honest and accurate recording and reporting of information in order to make responsible business decisions. We document and record our business expenses accurately.

All our books, records, accounts and financial statements are maintained in reasonable detail, appropriately reflect our transactions, and conform both to applicable legal requirements and to our system of internal controls. We avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies in our business records and communications.

- Corporate Opportunities

We do not personally take advantage of opportunities that are discovered through the use of Company property, information or position without the prior consent of our Board or use Company property, information or position for personal gain. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Our directors, officers and employees are also prohibited from competing with the Company.

- Competition & Fair Dealing

We outperform our competition fairly and honestly by developing leading services and products based on design and performance. We do not engage in unethical or illegal business practices such as stealing proprietary information, misrepresenting important facts, possessing trade secret information that was obtained without the owner's consent, or inducing disclosure of this type of information by past or present employees of other companies. Each employee, officer and director shall endeavor to deal fairly with the Company's clients, suppliers, competitors and employees. No employee officer or director will take unfair advantage of anyone through manipulation, concealment, abuse of privileged information or any other unfair practice.

- Business Entertainment and Gifts

We recognize that business entertainment and gifts are meant to create goodwill and sound working relationships, not to gain unfair advantage with clients or suppliers.

Neither we nor our family members offer, give or accept any gift or entertainment unless it:

- Is not a cash gift
- Is consistent with customary business practices
- Is not excessive in value
- Cannot be construed as a bribe or payoff
- Does not violate any laws or regulations

- **Discrimination & Harassment**

The diversity of our employees is a tremendous asset. We provide equal opportunity in all aspects of employment and will not tolerate any discrimination or harassment of any kind. Derogatory comments based on racial or ethnic characteristics, unwelcome sexual advances and similar behavior are prohibited.

- **Health & Safety**

We strive to provide a safe and healthful work environment and act with care and respect for the environment and the people who live in the communities where we conduct business. We ensure a safe and healthy work environment by following safety and health rules and practices and promptly reporting accidents, injuries and unsafe equipment, practices or conditions to a supervisor or more senior manager.

We do not permit violence or threatening behavior in our workplaces. We report to work in condition to perform our duties at our best, free from the influence of drugs and alcohol. We do not tolerate the use of illegal drugs in the workplace.

- **Confidentiality**

We protect confidential information. Confidential information includes proprietary information such as our trade secrets, know-how, business and marketing plans, sales forecasts, engineering and operations ideas, innovations, databases, records, salary information and unpublished financial data and reports, as well as any non-public information that might be of use to competitors or harmful to us or our clients if disclosed. It also includes information that suppliers and clients have entrusted to us on a confidential basis. Employees, officers and directors must maintain the confidentiality of information entrusted to them by the Company or its clients, except when disclosure is authorized or legally mandated. Our personal obligation not to disclose confidential information continues even after employment ends.

- **Privacy**

We respect the privacy of all officers, directors and employees. We are required to handle private information responsibly by maintaining the confidentiality of personal information about officers, directors and employees. Access to such information is

limited to managers and others with a specific need for the information in the performance of their duties.

- Protection and Proper Use of Company Assets

Theft, carelessness, and waste of Company assets have a direct impact on our profitability and should be avoided. All Company assets shall be used for legitimate business purposes. Any suspected incident of fraud or theft should be immediately reported to a supervisor or, if appropriate, a more senior manager for investigation. We carefully safeguard our confidential information. Unauthorized use or distribution of confidential information is prohibited and could also be illegal, resulting in civil or even criminal penalties.

- Waivers

Only our Board may waive a provision of this Code for our senior management staff or directors. Waivers of this Code for any other employee may be made only by an appropriate Company officer, and then only under special circumstances.

- Reports of Illegal or Unethical behavior

In order to encourage reports of illegal or unethical behavior (including violations of this Code), we keep all reports confidential and do not allow retaliation for good faith reports of possible misconduct by others. It is also our duty to cooperate in internal investigations of alleged misconduct.

RAISING QUESTIONS OR REPORTING CONCERNS

We must all work to ensure prompt and consistent action against unethical or illegal behavior. This responsibility includes an obligation to report a concern about a possible violation of this Code. Often times a violation of this Code will be easy to recognize and should be promptly reported to a supervisor or, if appropriate, a more senior manager. However, in some situations it is difficult to know right from wrong. Because none of us can anticipate every situation that will arise, it is important that we have a way to approach a new or sensitive question or concern. Here are some questions you should ask yourself:

1. ***What specifically am I being asked to do? Does it seem unethical or improper?*** This will focus the inquiry on the specific action in question and the available alternatives. Use judgment and common sense. If something seems unethical or improper, it probably is.
2. ***What is my responsibility?*** In most situations, there is shared responsibility. Should colleagues be informed? It may help to get others involved and discuss the issue.
3. ***Have I discussed the issue with a supervisor?*** This is the basic guidance for all situations. In many cases, a supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is the supervisor's responsibility to help solve problems.
4. ***Should I seek help from Company Management?*** When it may not be appropriate to discuss an issue with a supervisor, or where you would not be comfortable approaching a supervisor with your question, discuss it with the HR Head, who will take it forward appropriately.

WHAT HAPPENS WHEN A COMPLIANCE CONCERN IS REPORTED

All reported concerns regarding possible violations of this Code or illegal behavior are taken seriously. When such a concern is reported, the following actions will be taken:

1. A review team will be assigned.
2. If the team decides further review is required, an investigation will be conducted.
3. Appropriate corrective actions will be identified and implemented.
4. If necessary, improvements in business practices or processes will be implemented.

Remember, the whole idea is to speak up. Ask questions. Get answers. Bring the concern into the open so that any problems can be resolved quickly and more serious harm can be prevented.

CONSEQUENCES FOR VIOLATIONS

Any violation of this Code can result in disciplinary action, including termination of employment. Examples of conduct that will be considered a violation of this Code include the following:

- Violations of a policy relating to this Code
- Requesting another person to violate this Code
- Failure to report a known or suspected violation of this Code
- Failure to co-operate in an investigation of a possible violation of this Code
- Retaliation against another person for reporting a concern about a violation of this Code
- Failure to use reasonable care to prevent a violation of this Code

Violation of this code may also be a violation of a criminal or civil law which could result in you or the Company being subject to other penalties.

ACKNOWLEDGEMENT

An acknowledgement of receipt and compliance with this Code will be distributed periodically to all appropriate officers, directors and employees, who will be required to certify and confirm continued compliances with this Code and any related policies. This Company will monitor compliance.

CONCLUSION

The Company's good name and reputation, the safety of our employees, and our relationships with clients, suppliers and the members of the communities where we do business depend, to a very large extent, upon you taking personal responsibility for maintaining and adhering to the policies and guidelines set forth in this Code. Your business conduct on behalf of the Company must be guided by the policies and guidelines set forth in this Code.

AVAILABILITY OF THIS CODE

A copy of this Code will be given to all officers, directors and employees of the Company. Any additional copies can be obtained from the HR department.

ACKNOWLEDGEMENT OF RECEIPT AND COMPLIANCE WITH THE CODE OF CONDUCT

I have received, read, understand and agree to the terms and conditions set forth in the GVHL Code of Conduct.

In addition, to the best of my knowledge, information and belief, I affirm that I have not engaged in any actions that could be considered as violating the Code of Conduct and I am not aware of anyone who reports to me who has (either now or at any time during the past year), and I do not have knowledge of any other person who has engaged in any such conduct, except as indicated below. (Write NONE if appropriate).

Furthermore, I affirm that I will promptly report any violations of this Code in the future.

I understand that strict adherence to these policies and guidelines is required and that violation is grounds for disciplinary action, including employment termination.

I further understand that these policies and guidelines in no way affect the applicability of other GVHL policies appearing in manuals, bulletins, handbooks, application for employment forms, etc.

SIGNATURE

DATE

NAME

DEPARTMENT