

**NANOSTRING TECHNOLOGIES, INC.**  
**CODE OF BUSINESS CONDUCT**

(adopted by the Board of Directors on June 5, 2013)

**INTRODUCTION**

This Code of Business Conduct (the “Code”) communicates the standards upon which we at NanoString Technologies, Inc. (“we,” “us,” “our,” the “Company” or “NanoString”) intend to operate our business. The Code should help guide our conduct in the course of our daily work. However, many of the principles described are general in nature, and the Code does not cover every situation that may arise. Common sense and good judgment should always be used in applying this Code.

There are five basic principles contained in the Code, all of which are critical to NanoString’s success, now and in the future.

- conducting our business with honesty and integrity;
- complying with all applicable laws, rules and regulations;
- treating others with respect;
- acting in the best interests of NanoString; and
- protecting the Company’s assets and reputation.

We are all expected to abide by this Code when conducting NanoString business. The Code applies to all directors, officers and employees of NanoString and its subsidiaries (collectively, “covered persons”). Furthermore, officers, managers and other supervisors are expected to promote a sense of commitment to the spirit, as well as the letter, of the Code.

**If you have any questions about applying the Code, you should seek guidance from your supervisor.**

**CONDUCT OUR BUSINESS WITH HONESTY AND INTEGRITY**

We expect all covered persons to conduct business with uncompromising integrity and professionalism. This applies to all aspects of our business, from how we communicate, to how we act in our relationships with third parties, including customers, vendors, distributors, regulators, collaborators and the public at large.

**Clear and Professional Communications**

All of us must be clear, respectful and professional in our business communications, whether oral or written. Ambiguous and/or unprofessional communications have the potential to cause irreparable harm to our business. Even well-intentioned communications can be misinterpreted if there is a lack of clarity. These principles apply to all types of

communications, including email, voicemail, presentations, web content, text messages, instant messaging and social media content.

### **Strong Relationships with Customers, Suppliers and Others**

For our continued success, we must build or maintain strong relationships with our customers, suppliers, distributors, regulators, collaborators and others with whom we work on an ongoing basis. Our goal is to build these relationships based on honesty, trust and mutual respect, treating all of these parties as we would like them to treat us. In marketing and selling to existing or potential customers, we will always represent our products and services fairly and accurately.

We will never authorize, offer, promise, give, or solicit or accept, money, gifts, entertainment, privileges, benefits or other items of value that are intended to improperly influence any business decision or that otherwise violate any law or create the appearance of impropriety. You should contact our Corporate Compliance Officer if you have any questions about whether payment of money or other transfer of value is appropriate.

### **Accurate Financial, Quality and Other Records**

We are all responsible for the accuracy of our financial, quality and other business records, such that they provide a full, fair and accurate representation of the Company's operations and related business activities. Any records required by our jobs, such as time cards, expense reports, or quality records, must be prepared accurately and completely. We do not support or condone the preparation of false records under any circumstances. If you become aware of any records that may be inaccurate, report the situation immediately to your supervisor or a representative of the Finance or Legal departments.

We hire auditors to ensure that the way we conduct our business and keep records is consistent with relevant standards. We must always cooperate with auditors and ensure that everyone acting under our direction also provides complete cooperation.

We have a separate document called Complaint Procedures for Accounting and Auditing Matters with specific mechanisms that are available for reporting concerns or complaints related to the Company's financial recordkeeping, internal controls and related activities. You should refer to that document if you have concerns related to these types of matters.

### **Handling the Non-Public Information of Others**

We must handle the non-public information of others responsibly and in accordance with our agreements with them. We should not knowingly accept non-public information from other parties unless an appropriate non-disclosure agreement has been entered into with the other party. Once a non-disclosure agreement is in place, we should only accept information necessary in the circumstances. We must abide by the terms of the agreement, including

limiting the use of the information to the purpose for which it was disclosed and sharing the information only with those employees, agents or contractors having a “need to know” to perform their jobs. Furthermore, we should never encourage anyone to disclose confidential information to us unless they are authorized to do so. In particular, you should not disclose the confidential information of your former employers to your colleagues at NanoString, nor should you use such confidential information in performing your job at NanoString.

You should contact the Legal department if you have any questions about the terms of a non-disclosure agreement.

## **COMPLIANCE WITH ALL APPLICABLE LAWS, RULES AND REGULATIONS**

As a global company, NanoString must comply with the laws of the various countries in which we do business. Each of us is responsible for knowing and following all applicable laws and regulations. We must act in a manner that upholds both the spirit and intent of the law. Where this Code or other Company policies or guidelines appear to be in conflict with local laws or regulations, consult a representative of the Legal department.

Violation of laws and regulations can have serious consequences, both for the Company and for the individuals involved. Therefore, when questions arise related to these or other legal matters, you should always seek guidance from the Corporate Compliance Officer or other members of the Legal department.

### **Bribery and Anti-Corruption**

Many countries have bribery and other anti-corruption laws that are intended to prevent companies and individuals from gaining an unfair advantage and from undermining the rule of law. We must never offer or accept bribes or kickbacks, and must not participate in or facilitate corrupt activities of any kind.

The Foreign Corrupt Practices Act (“FCPA”) prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment and requires the maintenance of accurate books of accounts. We have a separate policy regarding the FCPA that all covered persons must read, understand and agree to follow.

### **Interactions with Healthcare Providers**

Strict regulations govern our promotional activities and our commercial and educational relationships with our customers, including interactions with physicians, nurses and others who administer, prescribe, purchase and recommend our products. All promotional materials must be accurate, not misleading and compliant with all legal and regulatory standards, including those relating to substantiation, scientific rigor and fair balance. Our interactions with healthcare professionals must comply with applicable laws, regulations and industry standards, including NanoString’s Global Policy on Interactions with Healthcare Professionals. This Policy

contains specific guidance relating to activities involving healthcare professionals such as training and education activities, consulting arrangements, gifts and entertainment, and grants.

### **Environmental Compliance**

We are subject to Federal laws that impose penalties for contamination caused by the release of any hazardous substance that could cause injury to the community or the environment. Violations of these laws can be a criminal offense and can involve monetary fines and imprisonment. We are all expected to comply with all applicable environmental laws. Those of us working with hazardous substances are expected to comply with all Company policies for the handling and disposal of these materials. We also expect our suppliers to comply with all applicable environmental, health and safety laws and standards in their operations.

### **Insider Trading**

Insider trading laws restrict the buying or selling of securities by anyone who is aware of material nonpublic information. Material nonpublic information is any information not generally known to the public that a reasonable investor might find significant in deciding whether to buy or sell securities of a company. If you are in possession of material nonpublic information regarding NanoString or any other company, you cannot trade in the securities of NanoString or that company nor can you provide that information to another person. We have a separate Insider Trading Policy that all covered persons must read, understand and agree to follow.

### **Public Communications**

As a publicly-traded company, NanoString must comply with a variety of regulations that govern communications to investors and the public. Only authorized employees may make decisions regarding the disclosure of nonpublic information and make public statements on behalf of NanoString, whether to the media, investors or in other external forums, including the internet (e.g., social media sites, chat rooms and message boards). We have a separate External Communications Policy that all covered persons must read, understand and comply with.

### **TREAT OTHERS WITH RESPECT**

For NanoString to be successful, we must work effectively as a team with respect for and trust in each other. We support open and honest communication as long as it is respectful to others. We will protect our employees from discrimination, harassment or unsafe practices.

## **Open and Honest Communication**

We value the free flow of information, ideas, questions and concerns. We encourage everyone to raise issues or concerns through our established processes whenever they arise. We will not tolerate any retaliation against employees for asking questions or making good faith reports of possible violations of the law, this Code or other Company guidelines or policies.

## **Equal Opportunities**

We value diversity in our workforce and we provide equal opportunity for all job applicants and employees. We do not discriminate on the basis of race, color, religion, gender, sexual orientation, age, mental or physical disability, medical condition, veteran status, national origin, marital status or any other characteristics protected by Federal, state or local law, regulation or ordinance. We follow these principles in all areas of employment, including recruitment, hiring, training, promotion, compensation and benefits.

## **No Harassment or Discrimination**

We are committed to providing a workplace free of discrimination and harassment. The Company is an equal opportunity employer and makes employment decisions based on merit and business needs. We will not tolerate discrimination or any form of harassment, including on the basis of race, color, religion, gender, sexual orientation, age, mental or physical disability, medical condition, veteran status, national origin, marital status or any other characteristics protected under Federal, state or local law, regulation or ordinance. We must treat all of our co-workers and third parties with whom we work with dignity and respect.

## **Health and Safety**

We comply with the safety laws, standards and guidelines that apply to our business. Sound safety practices are important throughout our workplace. We are all responsible for using good judgment to help ensure a safe and healthy workplace for all employees. This includes following safety and health rules and practices, and reporting accidents, injuries and any unsafe conditions.

All covered persons are expected to come to work in the condition necessary to effectively perform their jobs, free from the influence of illegal drugs, marijuana or alcohol. Violence and threatening behavior are not permitted.

## **ACT IN THE BEST INTERESTS OF NANOSTRING AND AVOID CONFLICTS OF INTEREST**

Our decisions and actions should be based on the best interests of the Company, not based on personal relationships or benefits. A conflict of interest may occur when a covered person's personal or family interests interfere – or even appear to interfere – with that covered person's ability to make sound business decisions in the best interests of NanoString. We

should always strive to avoid putting ourselves in situations where we could be tempted to make business decisions that put our personal needs ahead of NanoString's interests.

### **Conflict of Interest Examples**

Conflicts of interest typically arise in the following situations:

- Conducting non-Company business that interferes with the proper performance of our roles, such as conducting non-Company business during working hours;
- Using Company property or equipment for non-Company uses that exceed reasonable personal use
- Using confidential or proprietary information accessed as a covered person for personal gain or to NanoString's detriment, including consulting engagements with potential competitors or investment professionals
- Offering or accepting a gift, entertainment or other payment that could be viewed as a bribe
- Receiving loans or guarantees of obligations from the Company
- Accepting any personal benefit that is or could be interpreted as being given because the donor believes you might be in a position to assist them in the future
- Participating in or influencing a Company decision that could result in personal gain, gain for an immediate family member or gain for someone with whom you have a close personal relationship
- Serving on the board of directors or advisors of a competitor or a company that is seeking a business relationship with NanoString, or owning a significant interest in such an organization
- Participating in or influencing a Company decision to hire a family member, or supervising an immediate family member or someone with whom you have a close personal relationship

### **Handling Conflicts of Interest**

We recognize that a conflict of interest can arise without any deliberate action on your part, or that changes in circumstances may create a conflict or the appearance of a conflict in situations where previously none existed.

If you become aware of a possible conflict of interest, disclose it immediately to your supervisor, making a full report of all pertinent facts and circumstances. The supervisor will determine, in consultation with our Legal Department as necessary, whether a conflict of interest exists, and what, if anything, needs to be done to resolve the conflict.

Disclosure of conflicts of interest is mandatory; failing to disclose a conflict of interest is a violation of this Code.

## **Gifts and Entertainment**

Exchanging business courtesies, such as meals, entertainment, routine promotional gifts and other items can be an important element to building strong business relationships. There are times, however, when these business courtesies are inappropriate. In addition, any business courtesy should be consistent with customary business practice, reasonable and appropriate for the circumstance, and not lavish or excessive.

With employees in many different countries, and others who regularly travel to many different parts of the world, there may be guidelines specific to certain countries that differ from those appropriate elsewhere. However, there are certain principles we must observe that apply worldwide:

- We will not offer or accept bribes, i.e. anything designed to obligate a person to act improperly with regard to our business.
- We will not offer or accept cash gifts.
- We will not participate in any business entertainment activity that would violate the law or embarrass the Company by its public disclosure.
- We will follow our Company's policies when providing anything of value to Government Officials (including employees of government agencies and state owned enterprises) as gifts, meals, entertainment and travel are strictly regulated and often forbidden entirely.
- We will not seek favors directly or indirectly, such as gifts, entertainment, sponsorships or contributions from organizations doing business or seeking to do business with NanoString.

Any questions related to our policies regarding gifts and entertainment should be directed to the Legal Department. Also, as mentioned above, we have a separate FCPA policy that addresses the topics of gifts and entertainment in an international setting. You should refer to that document if you have concerns related to these types of matters.

## **PROTECT THE COMPANY'S ASSETS AND REPUTATION**

We have invested considerable amounts to develop and maintain assets used in our business. Each of us is responsible for protecting the value of NanoString's assets, including physical property, intellectual property, confidential information and its reputation.

### **Protecting Physical Assets**

Physical assets include our facilities, equipment and computer and communications systems. These assets are intended for use in our business. As a narrow exception, we may use computer and communications systems for reasonable, personal use from time to time.

We should always take all reasonable steps and follow applicable security and use procedures to protect the Company's assets from loss, damage, misuse or theft. If you become

aware of any loss, damage, misuse or theft of the Company's physical assets, report it to your supervisor or to the relevant department head immediately.

### **Protecting the Company's Information**

In the normal course of our jobs we will come into contact with NanoString confidential information, which may include:

- Proprietary and technical information and intellectual property, such as inventions, know how, trade secrets, patents, product plans and customer information
- Confidential information belonging to employees, customers, suppliers and other parties with which we do business
- Information about the Company's business strategies, plans, financial data and projections

This information must be used only for NanoString business purposes. We all have an obligation to make all reasonable efforts to protect the Company's confidential information. This information cannot be disclosed to anyone outside NanoString except when disclosure is required by law, or when disclosure is required for business purposes and appropriate steps have been taken to prevent misuse of the information, such as the establishment of a Non-Disclosure Agreement. Even after you leave the Company, you must continue to protect NanoString's confidential information and not disclose it unless authorized to do so.

Information is often maintained digitally, on laptops, handheld devices, desktop computers, local and cloud based servers, and portable storage devices. We must follow all Company security procedures to protect this information from unauthorized access, changes or loss.

### **Protecting the Company's Reputation**

The value of NanoString's reputation and good name must be upheld whenever we represent NanoString. In our interactions with customers, suppliers and other business partners, we should always be cognizant that our actions and behavior have the potential to directly impact the Company's reputation.

### **ASKING QUESTIONS AND REPORTING CONCERNS**

Each covered person will receive a copy of the Code when they join the Company, and each of us is responsible for reading, understanding and following the Code. Agents and contractors should also be given a copy of the Code, or provided with the online link to the Code on the Company's website, as part of their contracts. Additionally, it will be available on the Company's external website.

## Acknowledgment

Each covered person will be required to sign an acknowledgment form confirming that they have read the Code, that they understand it and agree to comply with its provisions. Therefore, it is important that you ask questions if there are any parts of the Code that you don't understand, or if there is any clarification needed.

## Seeking Guidance and Reporting Concerns

Because the Code cannot anticipate and address every situation that you might encounter, you will need to seek guidance whenever you are unsure about how to handle a particular situation. As a helpful tool, we have included at the end of this section a way to approach a new question or problem. So that we can conduct our Company's business with integrity and professionalism, we all have the duty to report promptly possible violations of the law, the Code and all other Company policies or guidelines.

Reports may be made on an anonymous basis; however, the process of obtaining follow-up and clarifying information will be made much more effective if you identify yourself. If you make an anonymous report, please provide as much detail as possible, including copies of any documents that you believe may be relevant to the issue. For information on how to make a report, see the section below called "Seeking Help from Company Resources".

When reports are not made anonymously, reasonable efforts will be made to keep your identity confidential. In certain circumstances, however, your identity may become apparent during an investigation or may need to be disclosed (e.g., in regulatory proceedings). Accordingly, it is not possible for the Company to give a blanket guarantee of confidentiality.

Below is a list of steps to keep in mind when determining whether a violation of the Code has occurred:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about

the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.

- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, discuss it with your department head, Human Resources manager or with our General Counsel, who is the designated Corporate Compliance Officer. If your concerns relate to accounting, internal controls or auditing matters, you should also contact the Audit Committee of the Board of Directors. For further guidance, please refer to the Company's Complaint Procedures for Accounting and Auditing Matters. If the Corporate Compliance Officer is implicated in your report, you may contact the Audit Committee of the Board of Directors.
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

### **Non-Retaliation Policy**

We will not tolerate any retaliation against anyone who in good faith reports possible violations of the law, the Code or other Company policies and guidelines, or who asks questions about ongoing or proposed conduct. Covered persons who attempt to retaliate will be disciplined. If you believe you have experienced retaliation for reporting possible violations, you should contact our Corporate Compliance Officer or other representatives of the Human Resources or Legal departments.

### **Approvals and Waivers**

Generally, provisions of this Code can only be waived with the approval of both the CEO and one of the following other Company officers: the Chairman, CFO or General Counsel. A waiver must be obtained in writing. If the matter requiring waiver or special permission involves a Company officer or a member of the Board of Directors, approval must be obtained from the Board of Directors or a committee of the Board expressly authorized to act on its behalf. To the extent required by law or regulation, the waiver and the reasons for it will be promptly disclosed to the public consistent with the requirements of the applicable law or regulation.

### **Investigation and Disciplinary Action**

At the direction of our Corporate Compliance Officer or Board of Directors, any suspected violations of the Code will be promptly investigated. If there is evidence of a violation, the individual subject to investigation will be notified, and that person will be given an opportunity to respond to any allegations made against them. A person suspected of violating

the Code may be suspended without pay while the investigation is conducted. The Company will follow local grievance procedures in any jurisdictions where such procedures exist and apply to the suspected violation.

The Company will take appropriate disciplinary action against any covered person, agent or contractor who is found to have violated the Code. These actions may include oral or written reprimand, suspension or termination of employment or business relationship, notification of law enforcement or any other action or combination of actions determined to be appropriate in the circumstances, in the Company's sole discretion. A permanent record of the disciplinary action will be retained in the employee's personnel file.

### **Reminders**

This Code serves as our guide for conducting business with integrity. It is not an employment contract and confers no rights related to employment.

The Code is not a complete list of Company policies or guidelines. You are expected to know, understand and comply with all Company policies and guidelines that relate to your job. Violations of these other policies and guidelines may also result in disciplinary action, up to and including termination of employment.

**NANOSTRING TECHNOLOGIES, INC.**

**ACKNOWLEDGEMENT  
CODE OF BUSINESS CONDUCT**

- I acknowledge that I have received and read the Company’s Code of Business Conduct, referred to as the Code.
- I acknowledge that I understand the standards, policies and procedures contained in the Code and I understand that there may be other additional standards, policies, procedures, regulations and laws relevant to my position.
- I agree to comply with the Code.
- I acknowledge that if I have questions concerning the meaning or application of the Code or other standards, policies, procedures, regulations and laws applicable to my position, it is my responsibility to seek guidance from my supervisor, the Corporate Compliance Officer or other relevant individuals or departments.
- I acknowledge that neither this Acknowledgement nor the Code is meant to vary or supersede the regular terms and conditions of my employment by the Company or to constitute an employment contract.

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*(Printed name)*

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*(Signature)*

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*(Date)*

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*(Position)*

## **NANOSTRING TECHNOLOGIES, INC.**

### **CODE OF ETHICS FOR CEO AND SENIOR FINANCIAL OFFICERS**

#### ***Overview***

As a public company, we are required to follow strict accounting principles and standards, to report financial information fairly, accurately and completely in a timely and understandable manner in accordance with these principles and standards, and to have appropriate internal controls and procedures to ensure that our accounting and financial reporting complies with law. The integrity of our financial transactions and records is critical to the operation of our business and is a key factor in maintaining the confidence and trust of our employees, security holders and other stakeholders. In addition to the Code of Business Conduct, which is applicable to all directors, officers and employees of the Company, the CEO and all senior financial officers, including the CFO, principal accounting officer, controller, or persons performing similar functions, are bound by the provisions set forth in this Code of Ethics for CEO and Senior Financial Officers.

#### ***Compliance with Rules, Controls and Procedures***

It is important that all transactions are properly recorded, classified and summarized in our financial statements, books and records in accordance with our policies, controls and procedures, as well as all generally accepted accounting principles, standards, laws, rules and regulations for accounting and financial reporting. As someone involved in financial reporting or accounting, you must have an appropriate understanding of, and you should seek in good faith to adhere to, relevant accounting and financial reporting principles, standards, laws, rules and regulations and the Company's financial and accounting policies, controls and procedures. You must also seek to ensure that internal controls and procedures are in place, understood and followed.

#### ***Accuracy of Records and Reports***

It is important that those who rely on records and reports—managers and other decision makers, creditors, customers and auditors—have complete, accurate and timely information. False, misleading or incomplete information undermines the Company's ability to make good decisions about resources, employees and programs, and may, in some cases, result in violations of law. As someone involved in preparing or reviewing financial or accounting records or reports, including financial statements and schedules, you must be diligent in

assuring that those records and reports are complete, accurate and timely. Anyone representing or certifying as to the accuracy of such records and reports should make an inquiry or review adequate to establish a good faith belief in their accuracy.

### ***Intentional Misconduct***

You may not intentionally misrepresent the Company's financial performance or otherwise intentionally compromise the integrity of the Company's reports, records, policies and procedures. For example, you may not:

- report information or enter information in the Company's books, records or reports that fraudulently or intentionally hides, misrepresents or disguises the true nature of any financial or non-financial transaction or result;
- establish any undisclosed or unrecorded fund, account, asset or liability for any improper purpose;
- enter into any transaction or agreement that accelerates, postpones or otherwise manipulates the accurate and timely recording of revenues or expenses;
- intentionally misclassify transactions as to accounts, business units or accounting periods; or
- knowingly assist others in any of the above.

### ***Dealing with Auditors***

Our auditors have a duty to review our records in a fair and accurate manner. You are expected to cooperate with our independent auditors, internal auditors (if any) and representatives of the finance department, in good faith and in accordance with law. In addition, you must not fraudulently induce or influence, coerce, manipulate or mislead our independent or internal auditors regarding financial records, processes, controls or procedures or other matters relevant to their engagement. You may not engage, directly or indirectly, any outside auditors to perform any audit, audit-related, tax or other services, including consulting, without written approval from the Chief Financial Officer and the Audit Committee of the Board of Directors.

### ***Obligation to Investigate and Report Potential Violations***

You should make appropriate inquiries in the event you may see, for example:

- financial results that seem inconsistent with underlying business performance;

- inaccurate financial records, including travel and expense reports, time sheets or invoices;
- the circumventing of mandated review and approval procedures;
- transactions that appear inconsistent with good business economics;
- the absence or weakness of processes or controls; or
- persons within the Company seeking to improperly influence the work of our financial or accounting personnel, or our external or internal auditors.

Dishonest or inaccurate reporting can lead to civil or even criminal liability for you and the Company and can lead to a loss of public faith in the Company. You are required to promptly report any case of suspected financial or operational misrepresentation or impropriety to the Corporate Compliance Officer, the Chairman of the Audit Committee or the Chairman of the Board. For further guidance, please refer to the Company's Complaint Procedures for Accounting and Auditing Matters.

### ***Keeping the Audit Committee Informed***

The Audit Committee plays an important role in ensuring the integrity of our public reports. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should notify the Audit Committee of the Board of Directors. In particular, the Chief Executive Officer and senior financial officers such as the Chief Financial Officer and the Controller should promptly bring to the attention of the Audit Committee (as well as the Chief Executive Officer) any information of which he or she may become aware concerning, for example:

- the accuracy of material disclosures made by the Company in its public filings;
- a material violation of the securities laws or other laws, rules or regulations applicable to the Company
- material weaknesses or significant deficiencies in internal control over financial reporting;
- any evidence of fraud or a conflict of interest between personal and professional relationships that involves an employee who has a significant role in the Company's financial reporting, disclosures or internal controls or procedures; or

- any evidence of a material violation of the policies in this Code regarding financial reporting.

**NANOSTRING TECHNOLOGIES, INC.**

**ACKNOWLEDGEMENT  
CODE OF ETHICS FOR CEO AND SENIOR FINANCIAL OFFICERS**

- I acknowledge that I have received and read the Company’s Code of Ethics for CEO and Senior Financial Officers, referred to as the Code.
- I acknowledge that I understand the standards, policies and procedures contained in the Code and I understand that there may be other additional standards, policies, procedures, regulations and laws relevant to my position.
- I agree to comply with the Code.
- I acknowledge that if I have questions concerning the meaning or application of the Code or other standards, policies, procedures, regulations and laws applicable to my position, it is my responsibility to seek guidance from my supervisor, the Corporate Compliance Officer or other relevant individuals or departments.
- I acknowledge that neither this Acknowledgement nor the Code is meant to vary or supersede the regular terms and conditions of my employment by the Company or to constitute an employment contract.

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*(Printed name)*

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*(Signature)*

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*(Date)*

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*(Position)*