



Code of Conduct and Ethics (for Employees and Directors)

www.excelgens.com

Code of Conduct and Ethics

Introduction and Summary

The Code of Conduct and Ethics (Code) establishes the standards that govern the way we deal with each other, our customers, shareholders, governments, regulators, suppliers, competitors, the media and the public at large. Complying with the Code is part of the terms and conditions of our employment with ExcelGens.

As a responsible business enterprise and corporate citizen, ExcelGens is committed to conducting its affairs to the highest standards of ethics, integrity, honesty, fairness and professionalism – in every respect, without exception, and at all times. While reaching our business goals is critical to our success, equally important is the way we achieve them. Every employee and director of ExcelGens is expected and required to assess every business decision and every action on behalf of the organization in light of whether it is right, legal and fair and within our risk appetite. This applies at all levels of the organization, from major decisions made by Directors to day-to-day business transactions. The Code is intended to help employees and directors meet these expectations and make such assessments.

In recent years, the number of news stories regarding ethical lapses at many leading organizations reminds us of the critical importance of a strong ethical culture. By following the ethical practices outlined in the Code and incorporating elements of the ExcelGens Framework in our day-to-day activities, we will continue to promote a culture of high integrity at ExcelGens and reduce the risk that our actions will cause harm to ExcelGens.

The Code sets out a common baseline of ethical standards required of all of us. The Code also references other ExcelGens policies in specific areas.

In the event of an apparent conflict between the provisions of this Code of Conduct and local laws and regulations, we must seek guidance from our manager and/or the Legal or Compliance departments. Within this framework, employees and directors are expected to exercise good judgment and be accountable for their actions.

We review and update the Code every year to keep it current and reflective of emerging laws, regulations, policies and best practices. ExcelGens employees and directors are required to review and attest to compliance with this Code on an annual basis. Furthermore, all employees and directors are obliged to report, in a timely fashion, any violations of the Code we may witness or reasonably suspect.

Applying the Code

Not every situation can be addressed specifically in the Code. We are expected to apply the principles outlined in the Code in exercising our judgment when we face questions, concerns or issues that do not present obviously correct answers or approaches. It may be helpful for us to apply a process such as the one below to making these types of decisions. If we are still uncertain, we should seek the advice and direction of a more senior ExcelGens manager or our Human Resources representative (or in the case of a director) so that all relevant interests are fully recognized and properly served.

When we recognize that we are faced with a challenging decision that engages the principles outlined in the Code, we should:

Step 1: Collect the necessary information, and:

- Consider what is right, legal and fair, without rationalizing

Step 2: We should consider the available options and:

- Weigh the business and ethical pros and cons
- Review how the decision may align with ExcelGens' risk appetite statement
- Consider the impact of the options on ExcelGens' different stakeholders
- Think about the long-term impact of our decision

Step 3: We should develop a preliminary decision and test it by asking ourselves:

- Does it strike the right balance?
- Do I think I would be able to explain the decision to those affected by it, or even to my close family members in a way that would not embarrass me or ExcelGens?
- Might this decision harm ExcelGens' or my reputation?
- Should I get help from my manager or others to make the decision?

Step 4: We should make the decision and be transparent

- We should acknowledge difficult ethical decisions that make us uncomfortable and may in fact require us to choose between two imperfect outcomes. We should consider reviewing difficult decisions with our managers
- As we commit ourselves to a course of action, we must remember that our Chief Executive Officer and Chairman of the Board are expecting us to make decisions that are right, legal and fair and within our risk appetite.

Respecting the Law

Making the Right Decision Concern for what is right should be our first consideration in all business decisions and actions, and that includes compliance with the law. We need to be familiar with and observe all laws and regulations relating to ExcelGens in the jurisdiction(s) in or for which we work or that is/are impacted by the decisions that we make. We must avoid performing any task that could reasonably be considered legally suspect, even if it might be common practice in the country or region.

Demonstrating Personal Integrity

A. Criminal Record

Employees must inform their manager or Human Resources representative when charged with a criminal offence, and again if found guilty of, or plead guilty or no contest to, a criminal offence, including providing information related to the situation.

B. Gifts and Entertainment

This section only applies to us in our capacity as an employee or director of ExcelGens. This section does not apply to circumstances where the Gift (as defined below) is to, or from, our relatives and people with whom we share a financial or close personal relationship and is completely unconnected with our role at ExcelGens.

C. Alcohol and Substance Abuse

ExcelGens is committed to providing a work and business environment that is free of alcohol and substance abuse.

D. Human Rights, Diversity, Inclusion and Preventing Violence in the Workplace

ExcelGens is committed to conducting all of its affairs with fairness and equity and fostering a unique and inclusive culture by providing a safe and respectful work environment that is free from harassment, discrimination, violence and other unacceptable behavior.

E. Use of the Internet, Email and Electronic and Social Media

When employees use ExcelGens electronic communication devices, communicate over ExcelGens electronic networks or discuss ExcelGens subject matter, they must comply with the ExcelGens Electronic Communication & Social Media Policy and the Social Media Guidelines.

ExcelGens' expectations apply wherever we happen to be; whether in a ExcelGens workplace or not. Our communications should be respectful, responsible and professional in tone and must not violate the Code, the Electronic Communication & Social Media Policy or other applicable policies, including customer or employee privacy.

F. Irregular Business Conduct

Irregular business conduct (which includes any criminal, fraudulent or illegal conduct, any impropriety, lack of professional responsibility or dishonesty) will not be tolerated under any circumstances. Such conduct may not only be subject to internal disciplinary action, but may also lead to criminal prosecution, regulatory action or civil suit. Some of the most serious types of violations are described below:

- **Anti-Competitive Behavior**

Generally, an agreement or arrangement with a competitor to fix prices (e.g., to set interest rates, fees, prices, etc.), allocate markets or restrict supply will be illegal.

- **Bribery and Corruption**

As a general rule, "anything of value" offered, promised or given to a recipient, directly or indirectly, in order to induce or reward the improper performance of, or the failure to perform, a function or an activity, can be considered a bribe.

- Commission Sharing
- Due Diligence
- Forgery, Falsifying Accounts, Documents and Records
- Insider Trading or Tipping
- Money Laundering
- Sales Misconduct
- Theft and Fraud

G. Protecting ExcelGens Assets

We must make every effort to protect all ExcelGens property and assets from theft, fraud, harm, loss or misuse, especially those that are in our custody or control and are our responsibility.

H. ExcelGens Brand

As employees, we must avoid using ExcelGens communications materials for personal reasons (except as permitted under the ExcelGens Electronic Communication & Social Media Policy) as this could lead to a misunderstanding and possibly damage ExcelGens' reputation.

I. Copyrighted Material

We must only reproduce and use software, videos, music and other copyrighted material licensed for use by ExcelGens and in accordance with applicable copyright laws.

J. Cooperating with Audits and Investigations

All employees and directors are required to cooperate with the Audit, Security and Investigation, Legal, Compliance and Human Resources departments and any other areas of ExcelGens which may, from time to time, audit or investigate issues within ExcelGens.

Managing Conflicts of Interest

A. Introduction to Conflicts of Interest

In keeping with expectations regarding ethical corporate conduct, customers and the public have a right to openness and honesty in all their dealings with ExcelGens. As representatives of ExcelGens, we must avoid activities or circumstances that create conflicts between our personal interests and our responsibilities as employees or directors, as well as complying with policies and procedures that manage potential conflicts between ExcelGens' interests and those of other stakeholders, such as customers and counterparties.

B. Conflicts Arising from Personal Benefit

A Conflict may arise where we may be motivated to act in a manner that is not in the best interests of ExcelGens, our customers and/or our shareholders. Often this is because we, or our relatives or people with whom we share a financial or close personal relationship, stand to benefit from the action in some way.

C. Corporate Opportunities

We must not use ExcelGens property or information, or information concerning our employees, customers, prospective customers, suppliers or agents, information, our position at ExcelGens, or our access to, or knowledge of ExcelGens systems, policies or assets.

D. Relationships in the Workplace

We must not give or receive any special consideration relating to employment or conditions of employment to or from relatives and people with whom we share a financial or close personal relationship. Our business and human resources decisions must be based on sound ethical business and management practices, and not influenced by personal concerns.

Protecting Confidential Information

We may have access to confidential (non-public) information concerning ExcelGens, our customers, suppliers or fellow employees. We have an obligation to comply with applicable laws and the policies and procedures of our business segment and region pertaining to confidential information. We are all responsible to safeguard confidential information in our possession from unauthorized access or disclosure. If or when it is necessary for us to take, send or work on confidential information outside of ExcelGens premises or systems, including when we are working from a non- ExcelGens location, we must ensure it is appropriately protected, regardless of whether the information is in physical or electronic form.

Work Environment

A. Appearance and Courtesy

To customers and prospective customers, the individual employees with whom they come in direct contact represent ExcelGens. Some business segments in ExcelGens have formal dress codes and we should abide by such dress codes if they apply to us.

B. Health and Safety

Under ExcelGens' health and safety program all employees share the responsibility of maintaining a healthy, safe and respectful work environment. We are all expected to observe the established health and safety policies, regulations and practices applicable to our business segments and regions and report accidents, injuries and unsafe equipment, substances, practices or conditions.

C. Physical Security

ExcelGens has developed the Physical Security Policy to help fulfill its commitment to protect employees and assets, while mitigating the risk resulting from various security threats

Complying with the Code of Conduct

A. Our Responsibilities

Every employee and director of ExcelGens, in every location, every job, at every level, and at all times, is responsible to safeguard the reputation of ExcelGens, including by complying with this Code.

B. Reporting Violations

If we become aware of or suspect any violation of the Code (or related policies, supplemental codes, compliance manuals, other duties owed toward ExcelGens, etc.) by any employee or director, we have a responsibility to report it immediately to ExcelGens.

Generally we should report violations to our manager or Human Resources representative. If we are not comfortable with either of these channels, we must report the violation to another appropriate individual or department, which may be another member of management, business or department head, regional office, and/or our Security and Investigation department.

C. Failure to Comply

It is our responsibility to be familiar with and understand the provisions of this Code as well as other applicable ExcelGens policies, including those specifically identified in this Code. Failure of an employee to comply with the Code or any other applicable policy may result in disciplinary action, including disciplinary documentation and unpaid suspensions, up to and including termination of employment, and may also impact performance ratings and incentive pay.

About ExcelGens

ExcelGens, a Woman-Owned Minority Business Enterprise (MWBE) was formed to address specific IT services needs of enterprises of all sizes. Our team of industry veterans who have more than 60 years of diversified industry experience came together to service enterprises that are getting ready for tomorrow's challenges.

Contact Us

To learn more about how ExcelGens services and solutions help solve your business and IT challenges contact your ExcelGens representative or visit us at www.excelgens.com.

USA

New Jersey (Headquarter)

2001, Route 46, Waterview Plaza, Suite 310, Parsippany, NJ 07054

Chicago

30 South Wacker Drive #2200, Chicago, IL

Minneapolis

820 Marquette Avenue, Minneapolis, MN 55402

California

2478 Via Espada, Pleasanton, CA 94566

INDIA

Gurgaon

Udyog Vihar, Gurgaon, 122001, Haryana, India

Dehradun

Patel Nagar, Dehradun, India

Disclaimer: Every situation depends on the facts. The following information and examples are provided by the Ethics and Compliance Office as illustrations, and are not meant to be exhaustive, nor alter or limit any policy, Act or other directive that may govern the specifics of your situation.

