

## FNS CODE OF ETHICS

### *Message from Our Chief Executive Officer*

Welcome to the FNS Code of Ethics (“FNS Code”). FNS Code is in place to ensure that we conduct our business fairly, honestly, and ethically. FNS Code is especially important because our entire business is built on the principles of trust. Our customers and partners entrust us with managing critical functions of their businesses. Earning their trust in our role earns value for our business. That is why it is essential that we hold ourselves to consistently high ethical and business standards in everything that we do. FNS Code paves the road for our company’s sustainable growth and maintain the trust we have worked so hard to earn among all of the stakeholders involved, including our customers, partners, coworkers, and employees. When all of you demonstrate the behaviors that live up to our standard and follow the Code outlined in this document, not only are you contributing to FNS’ reputation as a trusted partner and employer, but also makes us all proud to say, “This is the FNS way”.

Thank you.

Chief Executive Officer

Young Bin Kim

## **1. FNS CODE OF ETHICS APPLY TO EVERYONE**

It is the responsibility of every employee, manager, director, officer, and representative of FNS to know and comply with the FNS Code of Ethics and other FNS policies. This means that we are responsible for knowing and complying with all applicable laws and regulations in the countries where we do business.

At FNS, we expect our officers, directors, and managers to show their character as leaders. That means we hold them to a higher standard with regard to our Code of Ethics, and raise our expectations as people are given more responsibility and authority within the company.

If you are an officer, director, or manager at FNS, here are some of the additional ethical responsibilities expected of you:

- Serve as a role model for employees – not just following our policies, but setting example on and off the job.
- Monitor employees and business relationships for potential and/or apparent conflicts.
- Monitor ethical behavior in others and keep each other accountable.
- Resolve concerns fairly when employees raise them. Avoid appearance of favoritism or retaliatory conduct, and escalate issues appropriately in a timely fashion.

## **2. OPEN DOOR POLICY**

FNS maintains a working environment that allows for anyone to talk to someone when there is a concern about ethics or compliance, without fear of retaliation. The best person is almost always your direct supervisor, as this person is the next in your chain of command. However, if you do not feel comfortable speaking with your supervisor, you may bypass that person and go directly to the next level. If you believe that you cannot go through your own chain of command, then the Open Door Policy allows you to contact any manager or Human Resources Department. If your concern is about a violation of ethics, our Code of Ethics, or the law, you may contact the Human Resources Department or the Legal Department.

FNS also gives you a safe alternative to the Open Door Policy through the Ethics Hotline website at <http://ethics.fnsusa.com/ethics/main/viewmain>. You can include your name and contact information in that report, or you can choose to remain anonymous. When you use the Hotline, it launches an investigation. You will receive a case number and password, so that you can follow up on your matter online to get updates on the progress of the investigation.

FNS takes all concerns seriously, regardless of how they are raised and regardless of whether they are anonymous. Please make sure that when you do raise a concern, it is made in good faith for the benefit of FNS, not for your own agenda.

FNS strictly prohibits any retaliation against individuals that have raised a concern in good faith. Retaliation is when someone takes some adverse action against an individual for raising a complaint. Any acts of retaliation will be stopped, and will be subject to disciplinary action. If you believe you have witnessed or been affected by an act of retaliation, report it to Human Resources IMMEDIATELY.

### **3. ANTI-BRIBERY & ANTI-CORRUPTION POLICY**

FNS is committed to doing business with integrity. We comply with the anti-corruption laws of all countries where we do business, including the U.S. laws that govern our activities worldwide. We do not offer to pay or accept bribes, kickbacks, illegal gratuities or similar payments to any person, organization or government official to obtain or retain business or secure an improper advantage for our business. FNS is committed to observing the standards of conduct set forth in the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, and the applicable anti-corruption and anti-money laundering laws of all countries where we do business.

These laws apply to all of us at FNS, and also anyone acting on behalf of FNS, including third parties, outside agents, and distributors. As an employee, you should never accept or provide anything of value to anyone, either directly or indirectly, in order to obtain any improper advantage or in an attempt to obtain or retain any business. Many gratuities other than cash payments have been the basis of bribery prosecutions, including travel expenses, golf outings and loans with favorable interest rates or repayment terms. Prohibited conduct also includes payments or gifts to third parties where there is reason to believe that at least a portion of the payment or gift will be offered to a foreign official or other person or entity to obtain or retain business or secure an improper advantage for our business.

You may not make a payment or offer of anything of value or accept or agree to receive anything of value that is not consistent with our policies and these laws. Improper payments are prohibited in all business dealings, in every country and circumstance.

These laws and our policies are complex, and we encourage you to seek guidance from the Legal Department if you have questions. If you are asked to make an improper payment or account for a transaction in an incorrect manner or become aware of any such payment or transaction, report it immediately to the Legal Department.

### **4. ANTI-MONEY-LAUNDERING POLICY**

Money-laundering in any form is strictly prohibited by FNS. Under no circumstances should any employee participate in or allow the commencement of any transaction at FNS that involves any funds that the employee knows or suspects were illegally obtained. If an employee suspects that a proposed transaction or transfer involves illegally-obtained funds, they should decline to execute the transaction or transfer and report the situation to their supervisor or the Legal Department.

### **5. COMPLYING WITH LAW AND GOVERNMENT**

FNS fully complies with all of the laws and regulations that apply to our business throughout the world. From time to time, we are faced with law enforcement inquiries, government audits, and regulatory inspections. When this occurs, we call in FNS experts in the relevant department.

## **6. IMPORT AND EXPORT COMPLIANCE**

In our business, we facilitate delivery of products and information for our customers in a number of countries. These countries have laws restricting the import and export of goods and data to ensure the proper collection of duties, taxes and fees to safeguard the public, to protect national security and to further foreign policy objectives.

Under these laws, we are responsible, among other things, for ensuring appropriate government approvals have been obtained covering the import or export of the products or data and for submitting accurate information about import and export shipments to U.S. Customs and other relevant government agencies. Other restrictions include those relating to embargoed countries and persons or organizations that have violated export laws or are subject to trade sanctions for other reasons. Our policy is to comply with these requirements and all other applicable U.S. or foreign laws relating to the import and export of shipments.

We also seek to ensure that our ethical standards are maintained throughout our supply chain and in accordance with applicable laws. To that end, we strictly prohibit human trafficking or similar conduct within our supply chain. To report a concern about human trafficking or similar conduct, follow the reporting processes stated in this Code.

All FNS employees and representatives involved in the import and export of shipments on behalf of the Company and its customers should be familiar with our Company policies and procedures regarding the proper import or export of shipments.

## **7. POLICY ON DEALING WITH GOVERNMENT**

It is FNS' policy to comply fully with all regulations and laws related to entering into a contract with the government and which governs contacts and dealings with government employees and officials.

Businesses engaged in contracting with the government are legally required to report certain information relating to contract negotiation, and specifically to cost and pricing. This information must be current, accurate, and verifiable. It must also be complete up to and including the date of the contract. During contract negotiation with the government, you should be prepared to forthrightly disclose the significance of all material information. All statements, correspondence, and other communications should be accurate and truthful.

Government employees, including government procurement officials, whether at the national, state, or local government levels, are subject to special laws and regulations governing their receipt of gifts and gratuities from organizations with which they do business. Any nominal gift giving (e.g., FNS t-shirts) or meals etc. between a FNS employee and a government official is permissible only if it is lawful under the written laws and regulations of the specific country in which it occurs, is tied to a legitimate business purpose, and there is no corrupt intent. Where doubt or uncertainty exists, you should contact the Legal Department.

Federal law governs the appearance of conflict in the employment, as an employee or contractor, of former government employees who go to work for government contractors. Before you hire or contract for the services of any former government employee, you should clear the hiring with the Legal Department.

Discussions with government employees regarding future employment with FNS can provide the appearance of improper influence. You should never discuss the possibility of future employment with any government employee who is

involved in the negotiation, execution, and/or administration of a government contract that FNS is associated with or of any with any government employee who is involved in the regulation of any industry which FNS conducts business in.

It is absolutely essential that the proper procedures are followed in recording costs and charging the government. It is particularly important to make sure that all costs are allocated to the proper account. It is never proper to charge other accounts. If it becomes necessary to transfer a charge, the transfer should be carefully documented and recorded. Incorrectly charging costs is a federal offense.

Federal and state law prohibits parties seeking government contracts from soliciting or obtaining from government employees any “proprietary or source selection” information (information about bids by competitors or information regarding the procurement process that would adversely affect the fairness of the process) regarding a government contract. This means you are prohibited both from attempting to obtain the information from the official, as well as receiving the information even when the government employee is willing to disclose it.

It is FNS’ policy that all government requests for interviews or documents be referred to the Legal Department in order to facilitate a prompt and thorough response to the government. As an employee, you are entitled to have counsel present to advise and assist you in responding to governmental requests for information or documents. Therefore, any time you are approached by someone claiming to be a government investigator, you should contact the Legal Department before answering any questions or producing any documents. Employees who are participating in government interviews are responsible for giving answers that are truthful, complete, concise, accurate, and unambiguous.

It is FNS’ policy to comply with all federal, state, local, and foreign laws regarding political contributions. When corporate political contributions are legal, contributions shall be made only from funds allocated for that purpose and only with the written approval of FNS’ Chief Executive Officer.

All employees must avoid the appearance of involving FNS in their personal political activities. If a planned contribution or activity could in any way be looked upon as involving Company funds, property, or services, you should consult the Legal Department. When you speak out on public issues make sure that you do so as an individual. You should not give the appearance that you are speaking or acting for FNS.

## **8. FAIR COMPETITION POLICY**

It is FNS’ policy to sell our products and services on their merits, not through the disparagement of our competitors, their products or services. False, misleading, or disparaging remarks about individuals or their organizations, products, or services are against company policy. It is FNS’ policy not to interfere in the business relationships of our competitors.

No employee should make false, misleading, or disparaging comments about any competitor or their products or services. Just as we want to avoid competitors commenting unfairly about FNS, we want to avoid commenting unfairly about them.

When a customer (or prospective customer) tells FNS that they have a contract for service with a competitor, FNS employees then must do nothing to interfere with or cause a wrongful breach of that contract.

The following are rules on how to treat customers who are involved in contract negotiations with competitors.

- Up until the moment a customer or prospective customer has reached a mutual agreement with a competitor, FNS has a right to compete fairly and aggressively for that customer's business;
- FNS employees are not obligated to accept the statements of a competitor as to the status of negotiations with a customer or prospective customer, nor must we accept the statements of a competitor as to the existence of a contract;
- FNS employees have a right to communicate directly with a customer or prospective customer as to the status of negotiations or contracts between that party and competitors.

## **9. CONFLICT OF INTEREST**

All employees must conduct their business affairs such that there is no actual or apparent conflict of interest. A conflict of interest arises when an employee receives or appears to receive a personal or financial benefit that may improperly influence his/her judgment in conducting FNS business. In other words, there may be a conflict of interest when you are required to serve two different parties or organizations, but circumstances are such that you can't truly serve one without affecting the interest of the other. All employees must avoid such situations or the appearance of such situations.

When we are at work, our primary interest is doing what is best for FNS. Conflict arises when we have other interests that are related to our work, but which could personally benefit us, or someone close to us, at the expense of FNS.

In order to provide further guidance, we have established some specific guidelines. As a general rule, however, if you are concerned that a conflict exists, or may exist, you should not accept the gift or benefit. If you are in doubt or has any questions, you should discuss the matter with FNS management or a supervisor who will review the matter and give you a prompt, confidential response.

Any employee engaging in conduct deemed to constitute a conflict of interest, or which has the appearance of a conflict of interest, shall be subject to disciplinary action, up to and including termination.

Situations in which a conflict of interest may arise:

**(1) Entertainment and gifts:** FNS employees, or members of the employee's immediate family, accepting any gifts, or other favors from any supplier, vendor, or competitor with whom the company does business. This policy does not preclude normal ethical business practices such as luncheons, token gifts, or entertainment of a nominal nature. The real consideration is whether acceptance would suggest that an attempt has been made to influence one's judgment in making a commitment to those who offered gifts and favors. Therefore, if there is any question regarding the propriety of such a gift or favor, it should be declined. All meals, token gift and entertainment of a nominal nature must be reported to your supervisor.

**(2) Financial Interest:** FNS employees, or members of the employee's immediate family, owning an interest in an entity which competes with FNS or which has a current or prospective business relationship with FNS. This type of conflict of interest is clearly forbidden if and when such employee has, or appears to have, the authority to influence business relations between the entity in which he/she has an interest and FNS. A conflict of interest is not likely to exist, however, where the financial interest consists of stock shares, bonds, or other securities of a company listed on a public securities exchange and the amount of such interest is less than five percent (5%) of the value of the class of such securities.

**(3) Outside work:** A conflict of interest may exist when an employee or a family member is an employee, consultant or agent of a competitor of FNS or an entity that has a current or prospective business relationship with FNS.

**(4) Supervision of relatives or cohabitants:** A conflict of interest, or the appearance of a conflict, may exist when an employee directly or indirectly supervises relatives or cohabitants employed by FNS. A conflict of interest, or the appearance of a conflict, may also arise when a supervisor dates an employee under his/her supervision or control.

**(5) Misuse of Confidential Information:** A conflict of interest may exist when an employee or a family member uses any confidential information obtained as a result of his/her employment with FNS or his/her or another's benefit.

## **10. GIFTS & ENTERTAINMENT**

Gifts and entertainment are part of many business relationships. However, they must be handled carefully to avoid conflict of interest. That is because companies pay for the gifts and entertainment, but people get the benefits. In general, it is okay to occasionally give or receive small items, and to accept entertainment with a moderate value under certain circumstances. We do not give gifts or entertainment as a way to influence decision-making or when they do not support a legitimate business purpose. All gifts and entertainment must be reported to your supervisor.

If you are planning a gift or an event for customers, or have been invited to one, review FNS' Conflict of Interest Policy regarding gifts and entertainment. Once you have consulted the policy, ask yourself a few questions about the entertainment event:

- Would other FNS employees feel uncomfortable about attending such an event?
- Would I want to keep it a secret if I attended the event?
- Would I feel uncomfortable if my name appeared in the newspaper because of something that happened at the event?
- Would I feel comfortable with my family members in attendance?

## **11. NON-DISCRIMINATION & ANTI-HARASSMENT POLICY**

FNS strives to maintain an environment where all employees will work free from discrimination and harassment. Harassment whether verbal, physical or arising out of the work environment outside the plant, at company sponsored social functions, or elsewhere, is unacceptable and will not be tolerated. FNS does not tolerate harassment of its employees. Any form of harassment related to an employees' race, color, sex, religion, national origin, handicap or disability, age, gender identity, gender expression, genetic information, or other legally protected class is a violation of the law and FNS' policy and will be treated as a disciplinary matter that may result in discipline, up to and including termination.

The Company also prohibits discrimination, harassment, disrespectful or unprofessional conduct based on the perception that anyone has any of those characteristics, or is associated with a person who has or is perceived as having any of those characteristics. In addition, the Company prohibits retaliation against individuals who raise complaints of discrimination or harassment or who participate in workplace investigations.

**(1) Harassment Prevention.** The Company's policy prohibiting harassment applies to all persons involved in the operation of the Company. The Company prohibits harassment, disrespectful or unprofessional conduct by any employee of

the Company, including supervisors, managers and co-workers. The Company's anti-harassment policy also applies to vendors, customers, independent contractors, interns, volunteers, persons providing services pursuant to a contract and other persons with whom you come into contact while working.

Prohibited harassment, disrespectful or unprofessional conduct includes, but is not limited to, the following behavior:

- Verbal conduct such as epithets, derogatory jokes or comments, slurs or unwanted sexual advances, invitations, comments, posts or messages;
- Visual displays such as derogatory and/or sexually-oriented posters, photography, cartoons, drawings or gestures;
- Physical conduct including assault, unwanted touching, intentionally blocking normal movement or interfering with work because of sex, race or any other protected basis;
- Threats and demands to submit to sexual requests or sexual advances as a condition of continued employment, or to avoid some other loss and offers of employment benefits in return for sexual favors;
- Retaliation for reporting or threatening to report harassment; and
- Communication via electronic media of any type that includes any conduct that is prohibited by state and/or federal law or by company policy.

Sexual harassment does not need to be motivated by sexual desire to be unlawful or to violate this policy. For example, hostile acts toward an employee because of his/her gender can amount to sexual harassment, regardless of whether the treatment is motivated by sexual desire. Prohibited harassment is not just sexual harassment but harassment based on any protected category.

**(2) Non-Discrimination.** The Company is committed to compliance with all applicable laws providing equal employment opportunities. This commitment applies to all persons involved in Company operations. The Company prohibits unlawful discrimination against any job applicant, employee or unpaid intern by any employee of the Company, including supervisors and coworkers.

Pay discrimination between employees of the opposite sex or between employees of another race or ethnicity performing substantially similar work, as defined by the California Fair Pay Act and federal law, is prohibited. Pay differentials may be valid in certain situations defined by law. Employees will not be retaliated against for inquiring about or discussing their pay.

**(3) Anti-Retaliation.** The Company will not retaliate against you for filing a complaint or participating in any workplace investigation or complaint process and will not tolerate or permit retaliation by management, employees or co-workers.

**(4) Reasonable Accommodation.** Discrimination can also include failing to reasonably accommodate religious practices or qualified individuals with disabilities where the accommodation does not pose an undue hardship.

To comply with applicable laws ensuring equal employment opportunities to qualified individuals with a disability, the Company will make reasonable accommodations for the known physical or mental limitations of an otherwise qualified individual with a disability who is an applicant or an employee unless undue hardship would result.

Any job applicant or employee who requires an accommodation in order to perform the essential functions of the job should contact a Company representative with day-to-day personnel responsibilities and discuss the need for an accommodation.



The Company will engage in an interactive process with the employee to identify possible accommodations, if any, that will help the applicant or employee perform the job. An applicant, employee or unpaid intern who requires an accommodation of a religious belief or practice (including religious dress and grooming practices, such as religious clothing or hairstyles) should also contact a Company representative with day-to-day personnel responsibilities and discuss the need for an accommodation. If the accommodation is reasonable and will not impose an undue hardship, the Company will make the accommodation.

The Company will not retaliate against you for requesting a reasonable accommodation and will not knowingly tolerate or permit retaliation by management, employees or co-workers.

**(5) Complaint Process.** If you believe that you have been the subject of harassment, discrimination, retaliation or other prohibited conduct, bring your complaint to your supervisor or to the HR Manager as soon as possible after the incident. You can bring your complaint to any of these individuals. If you need assistance with your complaint, or if you prefer to make a complaint in person, contact the HR Manager. Please provide all known details of the incident or incidents, names of individuals involved and names of any witnesses. It would be best to communicate your complaint in writing, but this is not mandatory.

The Company encourages all individuals to report any incidents of harassment, discrimination, retaliation or other prohibited conduct forbidden by this policy immediately so that complaints can be quickly and fairly resolved. You also should be aware that the Federal Equal Employment Opportunity Commission and the California Department of Fair Employment and Housing investigate and prosecute complaints of prohibited harassment, discrimination and retaliation in employment. If you think you have been harassed or discriminated against or that you have been retaliated against for resisting, complaining or participating in an investigation, you may file a complaint with the appropriate agency. The nearest office can be found by visiting the agency websites at [www.dfeh.ca.gov](http://www.dfeh.ca.gov) and [www.eeoc.gov](http://www.eeoc.gov).

Supervisors must refer all complaints involving harassment, discrimination, retaliation or other prohibited conduct to the HR Manager of the Company so the Company can try to resolve the complaint.

When the Company receives allegations of misconduct, it will immediately undertake a fair, timely, thorough and objective investigation of the allegations in accordance with all legal requirements. The Company will reach reasonable conclusions based on the evidence collected.

The Company will maintain confidentiality to the extent possible. However, the Company cannot promise complete confidentiality. The employer's duty to investigate and take corrective action may require the disclosure of information to individuals with a need to know.

Complaints will be:

- Responded to in a timely manner
- Kept confidential to the extent possible
- Investigated impartially by qualified personnel in a timely manner
- Documented and tracked for reasonable progress
- Given appropriate options for remedial action and resolution
- Closed in a timely manner

If the Company determines that harassment, discrimination, retaliation or other prohibited conduct has occurred, appropriate and effective corrective and remedial action will be taken in accordance with the circumstances involved. The Company also will take appropriate action to deter future misconduct.

Any employee determined by the Company to be responsible for harassment, discrimination, retaliation or other prohibited conduct will be subject to appropriate disciplinary action, up to, and including termination. Employees should also know that if they engage in unlawful harassment, they can be held personally liable for the misconduct.

## **12. PREVENTING WORKPLACE VIOLENCE**

FNS recognizes that violence in the workplace is a growing nationwide problem necessitating a response by companies and employers. The cost of workplace violence is great both in human and financial terms. FNS, therefore, believes that the safety and security of its employees are paramount.

Acts or threats of physical violence, including intimidation, harassment, and/or coercion, that involve or affect FNS or that occur on FNS property or in the conducting of FNS business off FNS property, will not be tolerated. This prohibition against threats and acts of violence applies to all persons involved in FNS operations, including, but not limited to, FNS personnel, contract workers, temporary employees, and anyone else on the FNS property or conducting FNS business off FNS property. Violations of this policy, by any individual, will lead to appropriate disciplinary and/or legal action.

Workplace violence is any intentional conduct that is sufficiently severe, offensive or intimidating to cause an individual to reasonably fear for their personal safety or the safety of their family, friends, and/or property such that employment conditions are altered, hostile, abusive, or intimidating for one or several of FNS employees. Workplace violence may involve any threats or acts of violence occurring on FNS premises, regardless of the relationship between FNS and the parties involved in the incident. It also includes threats or acts of violence that affect the business interests of FNS or that may lead to an incident of violence on FNS' premises. Threats or acts of violence occurring off FNS' premises that involve employees, agents, or individuals acting as a representative of FNS, whether as victims of or active participants in the conduct, may also constitute workplace violence. Specific examples of conduct that may constitute threats or acts of violence under this policy include, but are not limited to, the following:

- Threats or acts of physical or aggressive contact directed toward another individual;
- Threats or acts of physical harm directed toward an individual or their family, friends, employees, or property;
- The intentional destruction or threat of destruction of FNS property or another employee's property;
- Harassing or threatening phone calls;
- Surveillance;
- Stalking;
- Veiled threats of physical harm or similar intimidation; and
- Any conduct resulting in the conviction under any criminal code provision relating to violence or threats of violence that adversely affects FNS' legitimate business interests.

Workplace violence does not refer to occasional comments of a socially acceptable nature. These comments may include references to legitimate sporting activities, popular entertainment, or current events. Rather, it refers to behavior that is personally offensive, threatening, or intimidating.

Any person who engages in a threat or violent action on FNS property may be removed from the premises as quickly as safety permits and may be required, at FNS' discretion, to remain off FNS premises pending the outcome of an investigation of the incident.

When threats are made or acts of violence are committed by employee(s), a judgment will be made by FNS as to what actions are appropriate, including possible medical evaluation and/or possible disciplinary action. Once a violation of this policy has been substantiated, it is FNS' policy to put the violator on notice that he/she will be held accountable for their actions and then implement a decisive and appropriate response.

Under this policy, decisions may be needed to prevent a threat from being carried out, a violent act from occurring, or a life-threatening situation from developing. No existing policy or procedure of FNS should be interpreted in a manner that prevents the making of these necessary decisions.

FNS will make the sole determination of whether, and to what extent, FNS will act upon threats or acts of violence. In making this determination, FNS may undertake a case- by-case analysis in order to ascertain whether there is a reasonable basis to believe that workplace violence has or will occur. No provision of this policy shall alter the at-will nature of employment at FNS.

### **13. SAFETY, HEALTH, & ENVIRONMENT**

FNS' policy is to promote a safe and healthy work environment for all employees and comply with all related laws. Safety and health is the foremost consideration in all aspects of FNS' operations. FNS intends to comply with all health and safety laws applicable to its business.

To this end, FNS must rely on its employees to ensure that work areas are kept safe and free of hazardous conditions. Employees should be conscientious about workplace safety, including proper operating methods and known dangerous conditions or hazards. If you observe any unsafe conditions or potential hazards or have a suggestion that would provide greater safety, please discuss such matters with your supervisor or Human Resources representative.

During work hours, all interns shall be under the direct supervision and management of one or more supervisors at all times. No intern shall be allowed on FNS premise, work independently, and/or conduct overtime work without a supervisor being physically present on-site and available for immediate oversight.

We are committed to conducting our business in a manner that complies with the requirements of environmental laws that govern our business, including those relating to the storage, handling and use of hazardous substances. If you know of a practice that does not comply with the Company's policies or applicable laws and regulations, you have a duty to report it.

#### **14. DRUG-FREE/ALCOHOL FREE WORKPLACE**

FNS is committed to providing its employees with a safe and productive work environment. The unlawful consumption, use, possession, dispensation, distribution, or manufacturing of alcohol or controlled substance is prohibited on FNS' premises. Employees who violate this prohibition will be subject to disciplinary action, up to and including termination.

Employees may use physician-prescribed medications or substances provided that the use of such drugs does not adversely affect essential job performance or the workplace safety of the employee or other individuals. FNS reserves the right to ask for medical verification of any physician-prescribed medication.

Employees with questions regarding this policy or issues related to drug or alcohol use in the workplace may raise their concerns with their supervisor or a Human Resources representative without fear of reprisal.

#### **15. HUMAN RIGHTS**

FNS is committed to conducting business in a manner that respects the human rights and dignity of all people. We do not tolerate any conduct that contributes to, encourages or facilitates human trafficking, child labor, forced or compulsory labor, or any other human rights abuses.

FNS shall not force labor (slavery, human trafficking, involuntary prison labor, etc.) on workers against their will. During recruitment, they shall enter into a written labor contract, drawn up in a language workers can understand, and provide a copy to the workers. When hiring foreign workers, workers shall maintain possession of their identity or immigration documents, e.g. passports and work permits, unless such holdings are required by law. FNS shall not limit workers' freedom of movement unreasonably, and workers shall be able to resign freely when they so desire. FNS shall not require workers to pay recruiting fees.

FNS shall not use child labor. 'Child' refers to person under the age of 15 or under the minimum age for employment stipulated by local laws. Workers under the age of 18 shall not perform work that is likely to jeopardize their health and safety, nor shall they be required to work overtime or at night. In case of using student workers, FNS shall provide proper support and training programs, and continuously check compliance with applicable law and regulations.

FNS shall respect the human rights of all workers, and make sure that workers are not subjected to sexual harassment, sexual abuse, physical punishment, mental/physical coercion, abusive language, unreasonable restriction or brutal or inhumane treatment. To this end, FNS shall clearly stipulate disciplinary policies and procedures, implement and announce them to workers.

FNS expects its suppliers and partners to comply with FNS human rights policy including all applicable laws and regulations. Possible violations will be investigated and appropriate action taken, including possible termination of violator's relationship with FNS.

## **16. ACCURATE BOOKS AND RECORDS POLICY**

It is FNS' policy to make and keep detailed, accurate and complete financial records for the time periods they are needed for business purposes and as required by law

**Company Financial Records.** Accurate and reliable corporate financial records shall be maintained at all times. All funds and other assets and all transactions for FNS must be reflected in full detail and promptly recorded in the appropriate FNS books. Accepted accounting principles must be used for all recording.

FNS financial records must reflect an accurate and verifiable record of all transactions. Information that you record and submit to another party, whether that party is inside or outside FNS, must be accurate, timely, and complete. You must not use any report or record to mislead those who receive them or to conceal anything that is improper.

Expense accounts are a particularly important financial record. Employees are entitled to reimbursement for reasonable business expenses only if the expenses are actually incurred. For example, to submit an expense account for meals not eaten, miles not driven, or airline tickets not used is dishonest reporting.

For purposes of this policy, financial records include all information pertaining to financial transactions which are executed on FNS' behalf, including the proper recording of all transactions, records received and kept in FNS' files related to financial transactions and all information recorded in the accounting records and financial statements of FNS.

Some examples are:

- Time reports
- Employee expense account records
- Invoices received by FNS
- Invoices issued by FNS
- Recordings in the general ledger
- Accounting journal entries
- Contracts
- E-mails relating to transactions
- Transactions include all payments of money, transfers of property, and furnishing of services.

All records and information must truthfully and in reasonable detail reflect the substance of the transaction. There is no materiality standard. All transactions must be recorded correctly regardless of amount. Examples of violations include:

- Records that fail to record improper transactions;
- Records that are falsified to disguise aspects of improper transactions that were otherwise recorded correctly;
- Records that correctly set forth the quantitative aspects of the transaction but fail to record the qualitative aspects that would have revealed illegality or impropriety.

**Applicable Laws and Regulations.** U.S. law, including the U.S. Foreign Corrupt Practices Act ("FCPA"), requires that FNS financial records accurately reflect all transactions, including any payment of money, transfer of property or furnishing of services. These transactions must be recorded accurately regardless of whether the transactions are legal at the place where the transaction occurs.

The FCPA establishes the following requirements with regard to record-keeping and communications. All employees are responsible to comply with the following requirements:

- FNS' financial statements, accounting records and all transaction supporting documentation must accurately reflect all transactions.
- All disbursements of funds and all receipts must be properly, accurately and promptly recorded.
- All transactions must be recorded in reasonable detail to accurately and fairly reflect the substance of the transaction.
- No undisclosed or unrecorded fund may be established for any purpose.
- No false or artificial statements or entries may be made for any purpose in the records of FNS or in any internal or external correspondence, memoranda, or communication of any type, including telephone or wire communications.
- No employee shall intentionally allocate costs to contracts when those costs are contrary to contract provisions or accepted accounting practices.
- The FCPA also requires FNS to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that:
  - Transactions are executed and access to assets is permitted only in accordance with management authorization; and
  - Transactions are recorded in a way so as to permit financial statements to be prepared in accordance with GAAP.

**No "Private" Business Records.** Concerning transactions entered on behalf of FNS, there is no such thing as a "private" business record. Notes that you maintain for your individual use at home are subject to investigation and disclosure just as files maintained on Company property are. All Records pertaining to FNS, including any you keep off of Company property, are subject to the requirements of this Policy.

**Penalties.** Dishonest reporting, both inside and outside the Company, is not only strictly prohibited, it could lead to civil or even criminal liability for you and FNS. This includes reporting information or organizing it in a way that is intended to mislead or misinform those who receive it. Particularly serious would be the external reporting of false or misleading financial information. This policy applies to all FNS employees, regardless of whether they are U.S. citizens or not and regardless of whether the transaction at issue takes place within or outside the U.S.

**Approval.** No transactions will be recorded in the accounts of the Company unless it is within the scope of written policies and procedures or is specifically and formally approved by designated individuals.

**Auditing.** Compliance with this corporate policy will be tested and evaluated by the Company's Internal Audit Department in connection with the ongoing internal audit process.

## **17. DATA PRIVACY POLICY**

In connection with federal immigration laws, FNS must collect certain information and review certain documentation concerning the employment authorization of new employees. All employees, upon being hired, must complete an USCIS Form I-9 and provide proof of identity and eligibility to legally work in the United States. This information and documentation will be used only for FNS' compliance with applicable federal immigration laws and shall not be used for any employment related decisions or for any other unlawful purpose. If an employee's authorization for employment changes or terminates after the

start date of his/her employment at FNS, the employee is required to inform FNS management immediately. Providing false identification or making false statements on the I-9 form is a violation of law and is grounds for immediate termination.

**Use and Dissemination of Confidential Information.** FNS' property not only includes tangible property, e.g., desks and computers, but also intangible property, such as information and trade secrets. Of particular importance is proprietary and confidential information. Confidential information is any FNS information that is not generally known to the public or industry. Confidential information in any form includes but is not limited to, documents, customer and vendor lists, computer printouts, studies, reports, programs, business, marketing or advertising plans, financial reports and documents, payroll information, pricing information, records, files, proprietary or trade secret information, intellectual property, software information, passwords, product information, flow charts, product plan, sales costs, profits, forecasts or budgets, research, development or production projects and any and all e-mail messages sent and received on the company email network, and all other FNS' related materials and documents.

Employees may have access to, acquire, and become acquainted with confidential information relating to FNS' customers and businesses. Any and all information obtained in the course of employment is to be used for FNS' legitimate business purpose only. Employees must not use or disclose any proprietary or confidential information that they obtained during employment with FNS, except as required by a supervisor, with advance written authorization, or by law. This obligation remains even after an employee's employment relationship with FNS terminates.

All employees must observe good security practices and are expected to keep proprietary and confidential information secure from outside vendors, visitors, and all persons, including the press or media, who do not have a legitimate reason to see or use such information, except when expressly authorized to do so. Employees may also not remove such proprietary and confidential information from FNS' premises, except when specifically authorized to do so and when necessary for performing one's duties on behalf of FNS.

Each employee must strictly observe FNS' rules and policies regarding confidential and proprietary information. No employee shall personally allow others to deliberately falsify, alter, destroy or remove FNS' business documents or material without the prior authorization of FNS management. Each employee shall report to his/her immediate supervisor any solicitation by outsiders of the disclosure of confidential information or the unauthorized disclosure or publication by other employees of such information.

Anyone who violates the rules and policies outlined above or assists another person to do the same, may be subject to discipline, up to and including termination, and possible legal recourse.

**Privacy of Employee Records and Personnel File.** FNS must maintain accurate and current records of personal data for pay, benefits and emergency purposes. Employees are responsible for updating personal data such as name, address, emergency contact information, marital status, dependents, educational achievement, beneficiaries, etc. Any misrepresentations, falsifications, or material omissions in any of this information or data may result in termination of employment.

Your personnel records are kept and held in confidence by FNS and will only be released when permitted or required by law. You are allowed to review your own personnel file upon reasonable notice to the Human Resource Department. Confidential health/medical records are not included in your personnel file but are maintained separately.

## **18. RECORDS MANAGEMENT & RETENTION POLICY**

This policy has been developed to provide the employees of FNS with a comprehensive set of guidelines for the management, handling and disposition of Company documents and information. These guidelines have been established to assure the Company's compliance with all applicable state and federal laws and regulations, and to accommodate the company's need for access to its important business documents and records for a reasonable period of time. This policy is also intended to ensure that the Company's retention and storage of documents is conducted in an efficient and cost effective manner.

**Record Retention and Management.** FNS' Legal Department has the authority to establish, maintain, and implement a comprehensive Records Retention Schedule, including updates and modifications thereto. It also has the authority to approve uniform practices, procedures, and guidelines for the management, maintenance, and destruction of documents. Adherence to the Records Retention Schedule is intended to assure that the following objectives are met:

- All records necessary for business reasons will be retained for a period of time that will reasonably assure their availability when needed;
- All records required to be developed and retained to document or support the company's compliance with applicable federal, state, and local laws and regulations will be developed and retained for the required periods;
- All records not necessary for legal or business purposes will be destroyed to reduce the high cost of space, equipment, and
- personnel necessary to store, organize, and handle the vast number of records when retention is no longer required;
- Privacy and security of records will be protected; and
- Destruction of records will take place in compliance with standard procedures, in order to avoid any inference that any record was destroyed in anticipation of a specific problem.

## **19. COMPLIANCE WITH THE CODE OF ETHICS**

Upon hire and annually thereafter, all employees will be required to review the Code. Each employee must certify that he or she has received the documents, read and understood their contents and agrees to abide by the letter and spirit of each. In addition, each employee will be required annually to certify that they have not committed any violations and are not aware of any violations by others. Managers are responsible for ensuring that their employees comply with the Code.

From time to time, FNS will find it necessary to have auditors and investigators involved in the process of reviewing and auditing the effectiveness of our Code of Ethics. It is necessary that you fully cooperate with their investigations.

After a prompt and thorough investigation of a compliance issue, an employee determined to have engaged in a violation will be subject to discipline under this policy, up to and including termination. It is the policy of FNS to apply its discipline in a reasonable and consistent fashion; however, the form of discipline which is appropriate will be case-specific.

There are certain offenses and violations which are so serious that immediate dismissal is proper in all cases. For guidance as to these particular offenses and violations, contact Human Resources or the Legal Department.

Determining whether a violation occurred is perhaps the most important step in the process of enforcing the Code of Ethics. Given the variety of possible violations, and the range of circumstances in which they can occur, FNS cannot employ a



uniform procedure for the investigation and determination of violations. In some cases, informal meetings between supervisors and employees may be sufficient to address minor violations, while serious violations may merit a full and formal investigation by counsel.

There are, however, certain principles which will be constant from case to case. In all cases, the employee will be given advance notice and an opportunity to explain his or her actions. In all cases, the supervisors or managers directing the investigation will carefully document all actions taken and decisions reached.

## **WHO TO CONTACT:**

### **HR Department:**

Rachel Kim ([rachel.kim@fnsusa.com](mailto:rachel.kim@fnsusa.com))

### **Legal Department:**

Meehee Franz ([meehee.franz@fnsusa.com](mailto:meehee.franz@fnsusa.com))

### **Internal Audit Department**

Jesse Cho ([choonghyun.cho@fnsusa.com](mailto:choonghyun.cho@fnsusa.com))

**Ethics Hotline:** <http://ethics.fnsusa.com/ethics/main/viewmain>