

# Code of Conduct

## Preface

Employees of Insight Scientific International and its subsidiaries should do the right thing – follow the law, act honourably, and treat co-workers and customers with courtesy, support, and respect.

We expect all of our employees and Board members to know and follow this Code of Conduct. Failure to do so can result in disciplinary action, including termination of employment. Any waivers of this Code for directors or executive officers must be approved by our Board.

Never retaliate against anyone who reports or participates in an investigation of a possible violation of the Code.

If you are employed by a subsidiary, please comply with your employer's code of conduct. If your employer doesn't have its own code of conduct, if you have a question or concern about this Code or believe that someone may be violating it, or if you want to remain anonymous, you can make a report of a suspected violation or concern through our Helpline. And if you believe a violation of law has occurred, you can always raise that through helpline or with a government agency.

While the Code is specifically written for Insight Scientific International employees and Board members, we expect our contractors, consultants, suppliers and other members of the extended workforce who may be temporarily assigned to perform work or services for Insight Scientific International to follow the Code in connection with their work for us. Failure of a member of the Insight Scientific International extended workforce to follow the Code can result in termination of their relationship with Insight Scientific International.

## I. Compliance with Laws, Regulations and Company Policies

Comply with all applicable legal requirements and understand the major laws and regulations that apply to your work. In addition, all of our directors, officers, service providers and employees must comply with applicable Company policies, as they may exist and amended from time to time.

A few specific laws and policies are easy to violate unintentionally and so are worth pointing out here. If you have any questions about these laws or policies governing our work, please consult the Helpline or our legal counsel.

### 1. Competition Laws

Be sure you follow all laws designed to promote free and fair competition and protect consumers. These laws generally prohibit 1) arrangements with competitors that restrain trade, 2) abuse of market power to unfairly disadvantage competitors, and 3) misleading or harming consumers. Some of these laws carry civil and criminal penalties for individuals and companies.

### 2. Anti-Bribery Laws

Various laws that prohibit bribery in different settings. Our rule is simple – don't bribe anybody, at any time, for any reason.

Non-government relationships. Be careful when you give gifts and pay for meals, entertainment or other business courtesies on behalf of Insight Scientific International. Avoid the possibility that the gift, entertainment or other business courtesy could be perceived as a bribe. Provide such business courtesies infrequently and, when you do, to keep their value moderate.

Dealings with government officials. Various laws prohibit seeking to influence official action by offering or giving anything of value to government officials, candidates for public office, employees of government-owned or controlled companies, public international organizations, or political parties. Avoid not only traditional gifts, but also things like meals, entertainment,

travel, political or charitable contributions, and job offers for government officials' relatives. With pre-approval, it may be permissible to make infrequent and moderate expenditures for gifts and business entertainment for government officials that are directly tied to promoting our products or services.

### **3. Healthy and Safety Policies**

Insight Scientific International strives to provide each employee with a safe and healthy work environment. Each employee is responsible for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe conditions.

Violence and threatening behaviour are strictly forbidden. Employees should arrive to work in a condition suitable to performing their duties, free from the influence of illegal substances or alcohol. The use of illegal substances in the workplace will not be tolerated.

All employees must comply with applicable Company policies prohibiting alcohol and substance abuse in the workplace.

### **4. Confidentiality Policies**

Directors, officers and employees must maintain the confidentiality of confidential information entrusted to them by Insight Scientific International or its clients, except when disclosure is required by laws or regulations and then only with the full knowledge and approval of the Company's COO or Chief Executive Officer ("CEO"). Confidential information includes but is not limited to all non-public information that might be of use to competitors, or harmful to the Company or its clients, if disclosed. It also includes information that vendors and clients have entrusted to us. The obligation to preserve confidential information continues even after employment ends. For the avoidance of doubt, this Section shall not limit any of Insight Scientific International's directors, officers or employees from providing other party or person with information that relates to a possible violation by laws (including any rules or regulations thereunder) that has occurred, is ongoing, or is about to occur.

## **II. Avoid Conflicts of Interest**

When you are in a business situation in which competing loyalties could cause you to pursue a personal benefit for you, your friends, or your family at the expense of Insight Scientific International or our users, you may be faced with a conflict of interest. All of us should avoid conflicts of interest and circumstances that reasonably present the appearance of a conflict.

When considering a course of action, ask yourself whether the action you're considering could create an incentive for you, or appear to others to create an incentive for you, to benefit yourself, your friends or family, or an associated business at the expense of Insight Scientific International. If the answer is "yes", the action you're considering is likely to create a conflict-of-interest situation, and you should avoid it.

## **III. Ensure Financial Integrity and Responsibility**

Ensure that money is appropriately spent, our financial records are complete and accurate, and our internal controls are honoured.

If your job involves the financial recording of our transactions, make sure that you're familiar with all relevant policies, including those relating to revenue recognition.

Never interfere with the auditing of financial records. Similarly, never falsify any company record or account.

If you suspect or observe any irregularities relating to financial integrity or fiscal responsibility, no matter how small, immediately report them.

#### **IV. Promote a workplace that is supportive and respectful for all employees and members of the extended workforce**

Insight Scientific International has an unwavering commitment to prohibiting and effectively responding to harassment, discrimination, misconduct, abusive conduct, and retaliation. To that end, Insight Scientific International adheres to these Guiding Principles:

- A. **Commitment:** Insight Scientific International sets a tone at the top of commitment to a respectful, safe, and inclusive working environment for all employees and members of the extended workforce.
- B. **Care:** Insight Scientific International creates an environment with an emphasis on respect for each individual at all levels of the organization, including specifically by offering assistance and showing empathy to employees and members of the extended workforce throughout and after the complaint process.
- C. **Transparency:** Insight Scientific International is open and transparent as an organization regarding the frequency with which complaints arise regarding harassment, discrimination, misconduct, abusive conduct, and retaliation, and the Company's approach to investigating and responding to those allegations.
- D. **Fairness & Consistency:** Insight Scientific International ensures that individuals are treated respectfully, fairly, and compassionately in all aspects of Insight Scientific International interactions and applies policies, procedures, and outcomes consistently regardless of who is involved.
- E. **Accountability:** Insight Scientific International holds all individuals responsible for their actions, and ensures that where appropriate, those individuals hold others accountable too.

#### **V. Conclusion**

We rely on one another's good judgment to uphold a high standard of integrity for ourselves and our company. Each of us should be guided by both the letter and the spirit of this Code.

Adopted October 10, 2017

#### **Report concerns**

To notify Insight Scientific International's Audit and Compliance Committee of any concerns regarding Insight Scientific International's accounting, internal controls, auditing, conflict minerals matters or workplace concerns, you may mail your concern to:

Insight Scientific International Shanghai Limited.  
Attn: Accounting Concerns or Workplace Concerns  
8th FL, ShengYin Building E, 666 ShengXia Road, Shanghai, P. R. China

Or send Emails to:

Info@insightscientific.com.cn

You may report your concerns anonymously; however, the Audit and Compliance Committee encourages you to provide your name and contact information so that we may contact you directly if necessary.