

MADISON
INDUSTRIES

BUSINESS CODE OF CONDUCT AND ETHICS

**MAKING THE WORLD SAFER,
HEALTHIER & MORE PRODUCTIVE**



WINNING WITH INTEGRITY

MADISON INDUSTRIES IS COMMITTED TO ETHICS AND INTEGRITY, AND OUR CORE VALUES DEFINE THE MEANS BY WHICH WE DO BUSINESS.

Dear Fellow Employee,

Madison Industries is committed to conducting business in accordance with the highest ethical standards. Maintaining these standards has never been more important than in today's competitive and rapidly changing global business climate, and I am committed to ensuring that our company consistently demonstrates a reputation for integrity. For me, ethics and integrity are the cornerstone of Trust, Bias For Action, and being Entrepreneurs.

As employees of Madison Industries, we are all expected to act with integrity and to be familiar with this Business Code of Conduct and Ethics ("Our Code"). Neither the cultural norms of a given country nor the end result justify acting in a manner inconsistent with Our Code. Although we cannot anticipate every situation or decision we might face, this document outlines the principles for compliance with applicable policies, regulations and laws. In addition, please be aware of the numerous channels and procedures we have established to answer your questions.

In every decision we make, it is essential that we follow the ethics and integrity principles of Our Code and fulfill our responsibility to report anything that might violate the principles set forth in Our Code. Our goal is to create an open culture that encourages employees to proactively voice concerns about compliance issues and you should never fear retaliation for such behavior.

I expect that all of us will conduct ourselves according to the spirit and letter of Our Code. Failure to do so could harm our customers, suppliers, investors, community, fellow employees, and potentially constitute cause for individual employee disciplinary action, including termination of employment, not to mention possible personal liability.

I am pleased to inform you that there are internal resources at your disposal to help you with any questions you may have relating to Our Code or how to treat situations you may encounter. Do not hesitate to contact your direct manager or your senior executive team immediately if you require assistance.

I am excited about our future in the marketplace. I am fiercely committed to winning with integrity and I ask each of you to uphold your responsibility to each other, our company, our investors, our customers and our community. Together, we are making the world Safer, Healthier & More Productive.

Sincerely,

Larry Gies

Founder

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INTRODUCTION & OUR CORE VALUES

INTRODUCTION

This Business Code of Conduct and Ethics (“Our Code”) is intended to provide you with straightforward information about Madison Industries’ operating principles and offer tools to help you make decisions that align with our ethical expectations and legal obligations. All employees are expected to act with honesty and integrity. Adhering to the highest ethical standards and doing the right thing are the driving forces behind Madison Industries Corporation’ success and have been a core component of how we have done business since the beginning. Inside you will find examples of ethical decisions you may face as an employee as well as references to our Global Corporate Compliance Policies. You will also find information on what to do if you have questions or concerns regarding ethical conduct.

Our Code applies worldwide to all employees of Madison Industries Corporation “Company”, inclusive of Madison Industries controlled affiliates/subsidiaries as well as all suppliers, contractors and temporary employees. Our Code is designed to provide a broad overview and scenarios on how to conduct Company business in a manner consistent with our core values. As it cannot cover every potential scenario you may encounter, remember that in most situations your own good judgment is the best gauge when facing a potential ethical issue.

OUR CORE VALUES

Our values reflect the beliefs, principles and standards that form the groundwork of our behavior and should be drawn on when making decisions. We believe in Excellent Customer Service, Building Strong Relationships, Entrepreneurial Spirit, a Bias for Action, Respect for All People, Creating Investor Value, Doing the Right Thing, Giving Back and Taking Care of Our People.



COMPLYING WITH OUR CODE & THE LAW

We have operations in countries around the world, and our employees are citizens of these various countries. As a result, our operations are subject to a diverse set of local laws and cultures. Employees are expected to comply with Our Code and all applicable laws and regulations. If local law ever conflicts with Our Code, seek the guidance of the Chief Compliance Officer and General Counsel for resolution.

Board members, officers, executives and employees are expected to report suspected or observed violations of Our Code, Company Policies or applicable laws and regulations to Company management and/or the Chief Compliance Officer and General Counsel. Failure to follow the provisions of our Code can lead to discipline, up to and including termination.

ZERO TOLERANCE FOR RETALIATION

If you suspect wrongdoing, including violations of Our Code, Company Policies or the law, report it immediately. Retaliation against anyone who reports a good faith concern is prohibited and will not be tolerated. Good faith means that your concern is honest and accurate to your knowledge, regardless of whether it is discovered at a later date that you were mistaken. Allegations made maliciously in bad faith may be subject to disciplinary action.

THE OPEN DOOR POLICY

We each have a right and responsibility to ask questions about issues that are not clear to us. Madison Industries' Open Door Policy provides you access to two-way, honest and respectful communications. This policy is intended to create an atmosphere that encourages you to voice your concerns, express doubts, discuss problems, ask questions, make observations and offer suggestions about workplace issues. You should feel comfortable approaching your immediate supervisor, any other supervisor/manager, human resource associate, corporate officer, Chief Compliance Officer and General Counsel or any other Company resource at any time.

WAIVERS TO THIS CODE

For employees, the Chief Compliance Officer may authorize an exception to certain provisions of Our Code or may designate a senior executive to review and approve such exceptions on his/her behalf. All exceptions must be approved in advance and must be submitted to Corporate Compliance.

For board members and executives, waivers of the Business Code of Conduct and Ethics may be granted only by the Audit Committee or the full Board of Directors and will be subject to applicable laws and regulations regarding disclosure to investors.





GETTING ANSWERS TO YOUR QUESTIONS OR REPORTING A CONCERN

If you have questions or concerns, speak up. Madison Industries provides several options to report potential violations of Our Code, Company Policies or applicable laws and regulations.

Depending on your concern, often it is best to speak first with your immediate manager or supervisor. Your immediate manager or supervisor is best-suited to respond to your issue immediately and may already be familiar with the concern you are reporting.

Q. I reported a concern about fraud to my supervisor, Bob. Since reporting my concern, Bob has stopped including me in certain meetings. Is this retaliation?

A. Significant changes in how you are treated after reporting a potential issue can be perceived as retaliation. If you feel you are being treated differently since reporting an allegation, raise your concern by notifying your HR representative or contacting the senior leadership team.

DOING THE RIGHT THING FOR OUR ASSOCIATES

SAFETY

We are committed to providing our associates and customers a safe working environment. As an employee, you are expected to comply with all safety requirements. If you are concerned about safety or have questions, comments or feedback regarding regulatory requirements, notify your supervisor immediately. The Company should never ask or expect an employee to perform any task that is considered unsafe.

Q. Tanya, a freight supervisor, asked Marcus to use a forklift to help move some pallets, unaware that Marcus was not properly trained to operate lift equipment. What should each party do in this situation?

A. Realizing the potential safety issue, Marcus should tell Tanya he is not properly trained. Tanya should advise Marcus not to operate the forklift, find another employee to help and ensure Marcus gets the necessary training so he can assist in the future.





LABOR & EMPLOYMENT

Madison Industries believes that all people should be treated with respect and dignity, and we will not accept conduct that fails to show appropriate respect to others. Our core value of Respect for All People exemplifies how we should treat our fellow employees, customers and suppliers.

Any conduct that fails to show appropriate respect to others, including fellow employees, customers and suppliers, violates the Company's values. The following are examples of unacceptable conduct: insults; threats; intimidation; ridicule; vulgarity; discrimination; harassment; physical or verbal abuse; sexually explicit humor, conversation or behavior; gossip; slurs or stereotyping; unwelcome sexual advances; unwelcome touching or invasion of personal space; ignoring the rights of others; and insensitivity to the beliefs and customs of others.

ALCOHOL & DRUG ABUSE

We are committed to providing a safe, healthy and drug-free workplace. Using illegal drugs at any time, using alcohol when on the job, on Company premises or coming to work under the influence of alcohol is strictly prohibited. This prohibition is a condition of employment. Any employee found in violation of this condition of employment is subject to immediate termination.

Please refer to your division's standards of performance for further detail.

FAIR EMPLOYMENT PRACTICES/ DISCRIMINATION

Madison Industries is an equal opportunity employer committed to ensuring employees work in an environment of mutual respect. We will not discriminate against any employee or applicant with regard to race, color, sex (gender), sexual orientation, gender identity or expression, age, religion, national origin, disability, protected veteran or other uniformed service status or any other characteristic or basis protected by applicable law.

HARASSMENT

Madison Industries will not tolerate harassment in the workplace. Harassment or disrespectful behavior can be verbal, non-verbal or physical. Examples include:

- Yelling or intimidating others, including making threats
- Offensive jokes, racial slurs or inappropriate comments regarding an individual's ethnicity
- Sexual advances, requests for sexual favors or any other unwelcome visual, verbal or physical conduct of a sexual nature

VIOLENCE IN THE WORKPLACE

We have a zero-tolerance policy for actions that threaten our employees, customers, suppliers, visitors or property. Examples of threatening actions include physical assaults or the intentional destruction of Madison Industries property or products. If you observe a situation that could become potentially violent, report it to your immediate supervisor, HR or call the compliance hotline at **1-888-309-1496**.



Q. I think I was passed up for a promotion due to my race. What should I do?

A. If you feel you have been discriminated against due to race or any other legally protected characteristic, you should raise your concern by notifying your HR or by contacting the Chief Compliance Officer.

Q. My co-worker circulated an email that was offensive to me. What should I do?

R. First ask the co-worker to stop sending you these types of emails. If you are not comfortable speaking directly with the co-worker, or the coworker does not stop sending these type of emails, you should contact your immediate supervisor, HR representative, or contact the Chief Compliance Officer.



Q. Angela's sister, Caroline, is a representative for a Madison Industries supplier. Should Angela report this relationship?

A. Yes. Most likely this relationship will not create an issue and no changes will be necessary, but to avoid a conflict of interest or an appearance of a conflict of interest, Angela should inform her immediate supervisor or senior leadership of the relationship. By being transparent, Angela's immediate supervisor can determine if any action is necessary.

CONFLICTS OF INTEREST

You have a responsibility to make decisions based on the interests of Madison Industries without regard to how they might benefit you. A conflict can occur when your private or professional interests interfere in any way – or even appear to interfere - with the interests of the Company. Even if you did not intend for your actions to create a conflict, the perception of a conflict by others can be just as damaging to you or the Madison Industries. Be on the lookout for situations that may create the appearance of a conflict and avoid them whenever possible.

It is your responsibility to tell your immediate supervisor or Chief Compliance Officer about situations when a conflict of interest may exist or could be created. Supervisors are encouraged to report the concern to the Chief Compliance Officer who can assist with handling the situation.

FINANCIAL INTERESTS

Your personal financial interests, or those of your family, should not conflict with your responsibilities to Madison Industries. In particular, significant financial interests in a Madison Industries competitor, a current or prospective supplier, or a potential target for acquisition, as well as any instance in which you or a family member may receive personal gain through opportunities discovered through Madison Industries, should be disclosed to the Chief Compliance Officer for a conflict of interest assessment.

Financial investments with no direct control over the investment strategy (e.g., mutual funds, 401k investments, etc.) are not considered conflicts of interest for the purpose of Our Code.



RELATIONSHIPS WITH SUPPLIERS

Madison Industries cautions against engaging in social relationships with current or prospective suppliers that may interfere with your ability to perform your job objectively or create an appearance of a conflict of interest. In addition, employees should disclose when serving as a board member, consultant, advisor or employee of any current or prospective third party that may do business with Madison Industries, including suppliers, vendors or service providers.

If you believe your relationship with a supplier, vendor or service provider could be viewed as a potential conflict of interest, notify your immediate supervisor, or contact Chief Compliance Officer for resolution.

Madison Industries expects its suppliers, vendors and service providers to act ethically and in a manner that meets or exceeds the standards set forth in this Business Code of Conduct and Ethics.

Q. For several years, I have managed the relationship with a sales representative of a Madison Industries supplier. During this time, we have become friends and occasionally meet for dinner outside of work to catch up with one another. We rarely discuss business unless something out of the ordinary is going on. Do I need to notify anyone of this relationship?

A. Yes. The relationship could create a conflict of interest and should be disclosed to your immediate supervisor or Chief Compliance Officer. By being transparent about the relationship, it can be reviewed to determine if any changes are necessary.

Q. I want to start my own industrial, safety or flow research and development company while working my full-time job with Madison Industries. Is this allowed?

A. No. Since Madison Industries offers such products and services to our customers, this would create a conflict of interest between your personal interest and those of Madison Industries.

Q. Nancy, a Benefits Compensation Manager, owns a 25 percent stake in a Madison Industries supplier. Is this a conflict of interest?

A. Possibly. Nancy should disclose her ownership interest to her manager or Chief Compliance Officer for resolution. Depending on how Nancy is involved with the business and the Madison Industries' relationship with the supplier, she may be required to divest her ownership.

GIFTS & ENTERTAINMENT

The acceptance of gifts and entertainment from current or potential suppliers, vendors or service providers can cause a conflict of interest or give the appearance that you put your personal interests ahead of the Company's best interest. Taking items of value from a vendor can also increase our cost of doing business. We have a zero tolerance policy for receiving unsolicited gifts and entertainment, and this applies to anything received as a result of an actual or potential business relationship.

Examples of gifts and entertainment include but are not limited to:

- Meals, travel and travel accommodations for business or personal purposes
- Tickets to sporting or cultural events
- Discounts not available to the general public
- Gift cards
- Vendor product samples for personal use
- Wine or alcohol
- Any other merchandise or services

For the purposes of this policy, the following shall not be considered gifts and entertainment and may be accepted within reason:

- Continuing professional education or development opportunities
- Reasonable meals provided or paid for by vendors or suppliers during traditional business hours where business discussions or negotiations are the main purpose of the meeting
- Mementos or other similar awards provided or paid for by vendors as recognition for service on a particular matter provided the award has no intrinsic value
- Industry events where multiple clients or potential clients are invited or are open to the public

Employees should check with their manager or supervisor before accepting such items as certain divisions have elected more stringent guidelines. Also, it is important to note that these guidelines apply at all times and do not change during traditional gift-giving seasons or while planning a Company event.

There are some situations when refusing a gift would be inappropriate, awkward or cause professional embarrassment. These situations include when an employee is visiting a foreign country where the cultural norms are different from the United States and refusal of a gift would be a cultural insult to the person offering it, or where the gift and contact Chief Compliance Officer to disclose the gift and to arrange a donation of the gift to an approved charity or an alternative appropriate disposition approved by the Chief Compliance Officer.



WHAT TO DO IF YOU RECEIVE AN UNSOLICITED GIFT?

If you receive an unsolicited gift, advise your manager and return the gift with a letter explaining our guidelines. If the gift is perishable, impractical to return, or returning it would embarrass the Company, contact the senior executive team to determine proper disposition of the gift.

Q. Can I ask my co-worker Colette, who works in Marketing, to get me two tickets to the World Cup football game in Moscow, Russia?

A. No. It is against our policy to receive tickets for personal use from suppliers, agencies or other third parties with which the Company conducts business. Employees should not request for fellow employees, who have relationships with suppliers, agencies or other third-parties, to source tickets on their behalf.

Q. May I accept a gift from a supplier as long as it is below \$25?

A. No, there is no approved dollar amount for receiving gifts. You may only accept mementos or other similar awards provided or paid for by suppliers as recognition for service on a particular matter provided the award has no intrinsic or nominal value.

DOING THE RIGHT THING FOR OUR CUSTOMERS

ANTITRUST & FAIR COMPETITION

Madison Industries competes vigorously and lawfully to serve our customers in the competitive environment in which we operate and always acts with integrity and a spirit of fair dealing. Accordingly, all associates are required to comply with antitrust and related competition laws in jurisdictions in which we do business. These laws in the United States and other countries typically restrict and/or regulate competitive business practices in order to preserve fair, honest and vigorous competition. Violations of these laws can result in damage to our reputation, severe monetary penalties, and criminal penalties for those involved.

It is important to collect information about our competitors to compete effectively; however, such collection must always be done in a lawful and ethical manner. Employees are prohibited from engaging in illegal business practices, including entering into agreements, reaching

understandings or exchanging information with competitors about how we do business and sharing confidential and proprietary business information with or requesting such information from competitors. In addition, pricing decisions must be made independently of our suppliers, vendors or service providers. If you are dealing with a potential antitrust issue, seek the advice of the General Counsel.

To learn more about fair competition and how to interact with competitors, read the Company's Antitrust Policy.

CONFIDENTIALITY, PRIVACY & INFORMATION PROTECTION

Much of the information with which we come into contact at work each day is confidential. Confidential information is not generally known to competitors and others outside the Company and may include: financial information, including but not limited to information about sales, earnings, expenses and investments; pricing information; vendor or supplier lists; customer data; plans for future store facility locations; business development materials; costs of goods; personnel files; Company policies, manuals, guidelines, procedures and SOPs; computer software; design documents and specifications; trade secrets; know-how; videos; and memos. Confidential information is critical to our competitive advantage and must not be disclosed, except as specifically authorized or legally required. Information that has been made public by the Company, such as press releases, news articles or advertisements, is not considered confidential and does not require protection. It is the responsibility of each of us to use discretion in handling Company information so that we do not inadvertently reveal confidential information to competitors, vendors, suppliers, friends and/or family members. If you are unsure about whether certain information is confidential, presume that it is.

We respect the privacy of our customers and employees and are committed to the responsible collection, use and disposal of their Personal Information. Personal Information is information that can be used to identify a specific individual. Some examples of Personal Information include a person's name in combination with their credit card number, driver's license number and/or social security identity number. All employees are expected to safeguard Personal Information in accordance with our privacy policy and applicable laws. For more details and suggestions on how Personal Information should be properly handled, refer to your manager or Chief Compliance Officer.

If you identify a potential breach of Personal Information, report it immediately to your General Counsel.

Madison Industries maintains a large variety of assets including physical assets and valuable proprietary and confidential information assets. Proprietary and confidential information may be maintained in either hard copy or electronic formats. It is vital to our reputation that all employees ensure this information is adequately protected and controlled. Examples of ways to protect proprietary or confidential information include:

- Password protect proprietary or confidential information on a shared computer drive
- Lock your computer screen when away from your computer

Q. A department manager asked me to send her a list of everyone in her department who worked on a recent team event so that she can thank them for their participation. I want to help her out, but I am very busy. Is it ok if I just send her a spreadsheet I prepared for HR that lists the names of everyone in our department and circle the department participants? Does it matter that the spreadsheet also includes other information, such as associates' social security numbers, phone numbers, addresses and emergency contact information?

A. No, the spreadsheet should not be shared. Employees should always be on alert for situations in which they might be handling Personal Information and protect it accordingly. This responsibility includes limiting access to this kind of information to only those who have a legitimate business need to see it. Here, the spreadsheet contains additional Personal Information, including Sensitive Personal Information such as social security numbers which the department manager does not need to do her job. Only the minimum amount of information necessary for the department manager to do her job should be shared.

Q. I cannot find a thumb drive I used to store some files I was working on for my job. Thumb drives are not that expensive, so I think it will be faster and easier if I just pay to replace it myself. The files on the thumb drive may have contained some customer information. Do I still need to tell someone that I lost the thumb drive?

A. Yes. Personal Information should not be stored on flash or thumb drives as they are easily lost or stolen. Any lost or stolen Personal Information should be immediately reported to your manager.

DOING THE RIGHT THING FOR OUR INVESTORS

PROTECTING THE COMPANY'S ASSETS & INTELLECTUAL PROPERTY

While at work you will have access to important Company property and information. All employees should protect Madison Industries' property in order to avoid theft, carelessness and waste as these have a direct impact on our profitability. All Company assets should be used for the benefit of Madison Industries and never used to promote your own interests or those of another person or company.

Our intellectual property must be used properly and protected from infringement by others. Madison Industries logo, advertisements and computer software are examples of assets that make up our intellectual property. Inventions, discoveries, ideas, concepts, written material and trade secrets that are created by associates using Company time, resources or materials are also the property of Madison Industries.

Some examples of material, non-public information would include the following if not otherwise publicly disclosed:

- Earnings, revenues or other financial information
- Business conditions or strategies, including sales volumes, margins and conditions affecting our industry
- Potential mergers, acquisitions, tender offers, joint ventures or changes in assets
- Introduction of significant new products or services or business development initiatives
- Developments regarding customers or suppliers, including the gain or loss of customers or suppliers
- Changes in the control or management of the Company
- Borrowing activities or issues related to liquidity
- Events related to our securities (e.g. stock splits, dividend changes, share repurchases)



INSIDER TRADING

It is unethical and illegal to buy or sell stock or other securities on the basis of material non-public information. It is also illegal to communicate non-public information to any other person so that they may trade.

In addition, employees, officers or directors may not enter into hedging or monetization transactions designed to limit the financial risk of ownership of Madison Industries investments. These include prepaid variable forward contracts, equity swaps, collars, exchange funds and other similar transactions, as well as speculative transactions in derivatives of the Company's investments, such as puts, calls, options (other than those granted under a Madison Industries compensation plan) or other derivatives.

Q. I am good friends with Ryan, a supplier representative at AAG Company. Ryan told me that AAG Company just landed a big sale with the Madison Industries. Although an official announcement has not been made, can I purchase shares of AAG Company?

A. No. This could be considered trading on the basis of material, non-public information and a violation of Company policy, as well as federal securities laws.



FINANCIAL INTEGRITY & REPORTING

Accurate business records are essential to the management of the Company and maintaining the Company's reputation and credibility. It is the responsibility of each employee to maintain complete and accurate financial and business records. These records include financial statements as well as time sheets, bills, invoices, expense reports, payroll and benefits records and other essential Company data. Madison Industries is committed to providing full, fair, accurate, timely and understandable reports and disclosures, as applicable, to investors, funding companies, regulatory authorities and the public. Employees must comply with all government laws, rules and regulations and the requirements of other appropriate private and public regulatory authorities applicable to our financial and business records. This includes making sure that our financial statements conform with accounting principles, the Company's accounting policies and its system of internal controls. Employees are expected to report any observed or suspected violations of law or regulation, Company Policy or activity that might constitute financial fraud or financial misconduct to the General Counsel, Chief Compliance Officer, or any member of the Senior Executive Team, and/or Board of Directors. Any proposed change in Company accounting policies and practices must be reported to and approved in advance by the Chief Financial Officer.

RECORDS RETENTION

You may collect large amounts of information as part of your daily job, such as emails, spreadsheets and contracts that may need to be retained for business or legal reasons. It is important to keep this information for a required period of time and then properly dispose of it thereafter.

Employees should consult management before destroying business records.

DOING THE RIGHT THING FOR OUR COMMUNITIES

ENVIRONMENTAL RESPONSIBILITY

We are committed to obeying environmental laws and regulations and acting responsibly to conserve and preserve natural resources. Due to our unique position in the filtration marketplace, we work to use our influence to minimize impacts on the environment by supporting and promoting innovation in the responsible use of our resources. Madison Industries will continue to promote recycling, conservation of energy and natural resources, safe use and disposal of hazardous materials and the development of environmentally sound alternatives. We expect our employees, suppliers and other business partners to join in our efforts to preserve our environment, and we encourage our customers to do likewise.

Q. An employee spilled chemicals in a factory staging area. The employee mopped up the chemicals and threw the mop in the trash. Was this the correct way to handle the spill?

A. Certain chemicals can be hazardous materials. The employee should follow the Safety SOP located on the employee's location regarding the correct steps to take when dealing with and disposing of hazardous waste.





POLITICAL INVOLVEMENT

In an effort to ensure that federal, state and local governments of those countries in which we conduct business act responsibly and in the best interest of our customers and employees, Madison Industries encourages its employees to participate, in the political process. In doing so, Madison Industries demands the highest standards of professional conduct and ethics from our employees. All employees are required to comply with the highest standard of conduct for participation in the political process.

Some state and local governments, and international countries have laws that restrict political contributions from companies and/or their employees who sell products to them. Madison Industries employees responsible for soliciting contracts with state or local governments should check with General Counsel before making personal political contributions at the state, local, and international level.

GOVERNMENT CONTRACTING

The rules imposed on the Company when it sells to the government are often different from, and more restrictive than, the rules that apply to purely commercial transactions. As a government contractor, we are committed to complying with these requirements and view doing business with the government as a special trust and responsibility.

THE FOREIGN CORRUPT PRACTICES ACT (FCPA) & ANTI-BRIBERY

It is against our policy to participate in any form of corruption. Neither we, nor outside parties acting on the Company's behalf will bribe another party to gain any benefit for the Company. Among other things, U.S. law and the foreign laws of countries where we do business make it illegal to offer or pay a bribe to a foreign official for a business favor or to gain an improper business advantage. The term foreign official includes employees of any government agency, government-owned business (such as state-owned enterprises), or political party, plus any political candidate. Bribes go beyond giving cash payments and may also include giving gifts or other items of value. Our policy also prohibits giving, facilitating or expediting payments to foreign officials.

Since Madison Industries can be held liable for payments made by third parties, outside parties engaged directly or indirectly by Madison Industries who may interact with foreign officials on the Company's behalf must be approved by the General Counsel, be thoroughly screened before being hired and must contractually agree to comply with Madison Industries' Anti-Corruption and Global Sanctions Policy and these laws.

Given the complexity of the FCPA and anti-bribery laws, all team members should contact the General Counsel with any questions concerning obligations to comply with this policy.

TRADE COMPLIANCE (IMPORT/EXPORT)

It is our policy to comply with U.S. Department of Treasury, Office of Foreign Assets Control, as well as other governments and international organizations (including the E.U., U.S. and the UN) rules, regulations and laws to maintain and enforce economic trade sanction against specific countries. For some Sanctioned Countries, all transactions are prohibited. These sanctions programs can frequently change as changing conditions in a foreign country may warrant additional or lessened sanctions.

All potential transactions, partnerships, customer relationships, and other potential Third Party relationships involving or related to the following Prohibited Countries are strictly prohibited:

- Cuba
- North Korea
- Iran
- Syria
- The Crimea Region of Ukraine

The list of Prohibited Countries may be expanded or contracted by the Company from time to time, depending on changes to the relevant sanctions programs. Customer transactions where the customer is located in or does a substantial amount of business in or with a Prohibited Country are prohibited. Partnerships where a potential partner does business with or sells products or services to a Prohibited Country or to a person or entity located in a Prohibited Country are also prohibited. In limited circumstances, certain transactions may be permissible under applicable US laws. Any potential transaction, customer, partner, or other Third Party transactions that is related or connected to a Prohibited Country must follow strict guidelines as provided by the Chief Compliance Officer.

Relationships or transactions with Third Parties involving or related to Other Sanctioned Countries may be permitted only with prior approval by senior management. If you have any

doubt whether a potential transaction, customer, partner, or other Third Party is connected to another Sanctioned Country, please ask the General Counsel.

Other Sanctioned Countries

- Libya
- Belarus
- Russia
- Burundi
- Somalia
- Central African Republic
- Sudan
- South Sudan
- Ukraine
- Democratic Republic of the Congo
- Venezuela
- Iraq
- Yemen
- Lebanon
- Zimbabwe
- Albania
- Bosnia and Herzegovina
- Croatia
- Macedonia
- Montenegro
- Serbia

The Company may add additional countries to its list of Other Sanctioned Countries based on the sanctions programs of other governments or international organizations as needed.

Given the complexity of the Trade Compliance and Global Sanctions laws, employees should refer to the Company's Anti-Corruption and Global Sanctions Policy - available in your ADP portal under Company Policies. Contact the General Counsel with any questions concerning obligation to comply with this policy.



RESOURCES

At Madison Industries Corporation, we are committed to creating a better world, especially for our employees. Our open-door policy should make you comfortable reaching out to all levels of management should the need arise.

Making the right decisions - helping our company keep
Winning with Integrity!

COMPLIANCE HOTLINE

1-888-309-1496

ANTITRUST POLICY

Available in your ADP account under **Company Policies**

ANTI-CORRUPTION & GLOBAL SANCTIONS POLICY

Available in your ADP account under **Company Policies**

MADISON

INDUSTRIES