



## **GLOBOMOTION LTD. LIAB. CO. CODE OF BUSINESS CONDUCT AND ETHICS**

### **I. Introduction**

This Code of Business Conduct and Ethics (the “Code”) for Globomotion Ltd. Liab. Co. (“Globomotion<sup>®</sup>”) establishes standards of honesty and integrity that all Globomotion<sup>®</sup> employees, officers and directors shall follow. This Code does not address every situation that may arise and is not a substitute for our responsibility to exercise good judgment. The standards in this Code may be further explained or implemented through policy memoranda, including those relating specifically to our business. Each supervisor and manager is responsible for ensuring that employees under his or her supervision understand and comply with this Code. This Code should also be provided to and followed by Globomotion<sup>®</sup>’s agents and representatives, including consultants.

If an applicable law conflicts with a policy in this Code, you must comply with the law. However, if a local or foreign custom or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

If you become aware of any provision of this Code that may be inconsistent with this Code or that you believe may otherwise violate any local, state, federal or foreign law, rule or regulation, you are required to report such compliance issue to your supervisor (see Section XII). Those who violate the standards of this Code, including, without limitation, failure to report a compliance issue, will be subject to appropriate disciplinary action, which may include termination of employment or service.

Any waiver of the policies or procedures set forth in this Code in the case of an executive officer or director may be granted only by the board of directors of Globomotion<sup>®</sup> (the “Board”) and shall be promptly disclosed as required by law or any other the rules and regulations.

### **II. Compliance with Laws, Regulations and Rules**

Obeying the law, both in letter and in spirit, is the foundation on which Globomotion<sup>®</sup>’s ethical standards are built. All Globomotion<sup>®</sup> employees, officers, directors, temporary agency personnel and contractor personnel (collectively, “Globomotion<sup>®</sup> Personnel”) must respect and obey all applicable national, state and local laws, rules and regulations. Although not all Globomotion<sup>®</sup> Personnel are expected to know the details of these laws, rules and regulations, you must take an active role in being knowledgeable enough to determine when to seek advice from supervisors, managers or other appropriate personnel. Any suspected or actual violation of any applicable law, rule or regulation or this Code must be reported immediately to your supervisor or manager. The following highlights certain of your responsibilities with respect to particular laws, rules and regulations that may be particularly relevant to you and the conduct of our business, but in no way limits your responsibility to comply with all applicable laws, rules and regulations.



### *A. Insider Trading*

Globomotion® Personnel who are in possession of material, non-public information about any publicly traded corporation, including Globomotion® once it is a publicly owned company, are not permitted to engage in transactions in the securities of such corporations and may not use or share that information for any other purpose except the conduct of Globomotion® business. Material, non-public information includes, but is not limited to: significant new product or service developments, sales and earnings reports or projections, major contracts, agreements or other arrangements with customers or suppliers, plans for stock splits or buy backs and potential acquisitions or mergers. All non-public information about Globomotion® should be considered confidential information. To use material, non-public information for personal financial benefits, or to share such information with others who might make an investment decision based on such information, is not only unethical but also illegal and could result in civil and criminal penalties. If you have any doubt as to whether information is considered material, non-public information or any question as to the appropriateness of purchasing or selling a security, you should consult your supervisor or manager before taking any action, which may be prohibited with respect to such information.

### *B. Copyright Laws and Computer Software*

Globomotion® Personnel must comply with laws governing the reproduction of copyrighted materials. These laws dictate under what circumstances a reproduction of a copyrighted work may be legally made for purposes of Globomotion®. Generally, a single copy of a copyrighted article may be made for one's own use. The reproduction of whole works, or substantial portions of works, such as newsletter issues, is not allowed. The law does not require one to include a copyright notice on his or her work for it to be protected by copyright laws. Globomotion® may duplicate copyrighted software only according to specific licensing agreements and you must use any licensed software only in accordance with individual agreement. If you learn of any misuse or unauthorized reproduction of copyrighted material, you must immediately notify your supervisor or manager.

### *C. Payments to Government Personnel*

The Swiss Penal Code prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the Swiss government has a number of laws and regulations regarding business gratuities, which may be accepted by Swiss government personnel. The promise, offer or delivery to an official or employee of the Swiss government of a gift, favor or other gratuity in violation of these rules would not only violate Globomotion® policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.



### **III. Government Investigations**

It is the policy of Globomotion® to cooperate fully with governmental investigations. During any government inspection or investigation, you should never destroy or alter any Globomotion® documents, lie or make misleading statements to a government investigator, attempt to obstruct, mislead or delay the communication of information or records to any governmental authority or attempt to cause another employee to do any of the foregoing. If you receive any inquiry from a government investigator, Globomotion® requires that you immediately notify your supervisor, or manager. You may not provide Globomotion® documents to any government entity in response to such a request without the prior approval of an executive officer. You have the right to be represented by legal counsel during any investigation or inquiry by any governmental agency.

### **IV. Conflicts of Interest**

Conflicts of interest are strictly prohibited under this Code, unless approved by the Board. A conflict of interest exists when a person's personal or private interests interfere or even appear to interfere in any way with the interests of Globomotion®. The existence of a conflict depends upon the circumstances, including the nature and relative importance of the interest involved. A conflict situation can arise when Globomotion® Personnel take actions or have interests that may make it difficult for, or raise questions as to whether, such Globomotion® Personnel can perform his or her work for Globomotion® objectively and effectively. Conflicts of interests may also arise when an employee, officer or director, or members of his or her family receive any improper personal benefits as a result of his or her position with Globomotion®. You may not obtain any financial benefit as a result of your position with Globomotion® apart from Globomotion®'s compensation and benefit programs.

It is usually a conflict of interest for a Globomotion® employee to work simultaneously for a competitor, customer or supplier. You are not allowed to work for a competitor as a consultant or Board member. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except when acting on Globomotion®'s behalf. Conflicts of interest may not always be clear, so if you have a question, you should consult with your supervisor or higher levels of management.

### **V. Corporate Opportunities**

Globomotion® Personnel are prohibited from taking for their personal use opportunities (e.g., potential business ventures) that are discovered through the fulfillment of their Globomotion® responsibilities or through the use of Globomotion® property or information without the consent of the Board. Globomotion® Personnel may not use Globomotion® property, information, or position for improper personal gain and must never compete with Globomotion® directly or indirectly. Employees, officers and directors owe a duty to Globomotion® to advance its legitimate interests when the opportunity does so arises.



## **VI. Confidentiality**

Globomotion® Personnel are prohibited from using any proprietary or confidential information of Globomotion® or its customers for their personal benefit. You may not disclose or permit the disclosure of proprietary or confidential information of Globomotion® or its customers to non- Globomotion® Personnel, except when disclosure is legally mandated by applicable laws or regulations. You must use appropriate judgment when disclosing any proprietary or confidential information to other Globomotion® Personnel and such disclosure should be made only on a “need to know” basis. Confidential information includes all non-public information that might be of use to competitors, or harmful to Globomotion® or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. Your obligation to preserve confidential information continues even after your employment with Globomotion® ends.

## **VII. Fair Dealing**

Globomotion® seeks to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Improperly obtaining proprietary information, possessing trade secret information that was obtained without the owner’s consent, or inducing such disclosures by past or present employees of other companies is prohibited. You should endeavor to respect the rights of, and deal fairly with, Globomotion®’s customers, suppliers, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

Globomotion®’s services must be sold based on price, quality and time. To comply with the law and maintain our valuable reputation, our advertisements and other communications must be truthful and fairly describe our services. Globomotion® Personnel should not disparage competitors’ services or employees. Comparisons of Globomotion®’s services to a competitor’s services should be fair and substantiated.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Globomotion® Personnel or family member of any Globomotion® Personnel unless it (i) is not a cash gift, (ii) is consistent with customary business practices, (iii) is not excessive in value, (iv) cannot be construed as a bribe or payoff and (v) does not violate any laws or regulations. You should discuss with your supervisor any gifts or proposed gifts which you believe may be inappropriate.



## **VIII. Discrimination and Harassment**

Globomotion® is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Globomotion® will offer opportunities for employment, training, development and promotion to qualified individuals without regard to race, religion, national origin, color, sex, sexual orientation, age, military status, disability, or any other characteristic protected by law.

## **IX. Health and Safety**

Globomotion® strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining such a workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted in Globomotion®'s workplace. Employees should report to work in condition to perform their duties, free from the influence of controlled, illegal or impairing substances. Without the permission of a Globomotion® Executive, the distribution, use, or possession of alcoholic beverages on Globomotion® property, including office parties and other celebrations, is strictly prohibited. All other controlled or illegal substances are prohibited at all times on Globomotion® property, unless you have professional medical authorization. Controlled or illegal substances are those that are restricted or prohibited by law with respect to their distribution, use, or possession.

## **X. Environment and Human Rights**

Globomotion®'s concern about sustainable preservation of the environment is reflected by the use of FSC labeled paper and wood. Globomotion® uses to their best knowledge only furniture, equipment and goods that have been produced respecting environment, human rights and responding to Globomotion®'s high ethic standards. Globomotion® sorts all waste incurring within its daily business in order to guarantee appropriate recycling. Each employee has responsibility for maintaining this practice while working for Globomotion®.

## **XI. Record-Keeping**

Globomotion® requires honest and accurate recording and reporting of information in order to make responsible business decisions. You must ensure that all records for which you are responsible accurately reflect transactions and do not include any false or misleading information. For example, Globomotion® Personnel are responsible to properly document their true and actual number of hours worked and for documenting and recording accurately the use of business expense accounts.



All of Globomotion®'s books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect Globomotion®'s transactions and must conform both to applicable legal requirements and to Globomotion®'s internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation and brought to the attention of Globomotion®'s controllers.

Business records and communications often become public and you should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can or could be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to Globomotion®'s record retention policies. In accordance with those policies, you should consult with your supervisor or an executive officer in the event of litigation or a governmental investigation.

## **XII. Protection and Proper Use of Globomotion® Assets**

All Globomotion® property should be used for the benefit of Globomotion® in the conduct of its business. Globomotion® Personnel should endeavor to protect Globomotion®'s assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on Globomotion®'s profitability. Any suspected incident of fraud or theft should be immediately reported to your immediate supervisor for investigation. Globomotion® assets should not be used for non- Globomotion® business.

The obligation of Globomotion® Personnel to protect Globomotion®'s assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Globomotion®'s policy, may be illegal and could result in civil or even criminal penalties.

## **XIII. Disclosure and Public Communications**

It is Globomotion®'s policy to provide full, fair, accurate, timely and understandable disclosures in all reports and documents Globomotion® files with or submits to official or governmental entities as well as in all other public communications made by Globomotion®.

It is the responsibility of all Globomotion® Personnel to be alert to how internal information about Globomotion®'s business and positions is communicated outside Globomotion®. Communicating information prematurely, incorrectly or without proper clearance could have a serious impact on Globomotion®'s competitive position, litigation matters, legal compliance, stock price and stockholder value even if not quoted, or other affairs. Therefore, all written or oral statements geared toward external audiences, including statements made in any Internet forum, and in particular communications to the investment community, must be cleared in accordance with such procedures as shall be established and implemented by the executive officers. Requests for information about Globomotion® or its business should be directed to your supervisor or executive officer.



#### **XIV. Compliance**

All employees, agents, consultants or other representatives are expected to be familiar with and to observe the Code. Violations of the Code may be grounds for immediate termination of employment or termination of service-related contracts. In addition, all supervisors have the responsibility to ensure that employees are aware of the Company's commitment to conducting business ethically and legally. No supervisor or manager may require or imply that an employee should act illegally or in contradiction to the Code. Each supervisor and manager is responsible for ensuring employee understanding and compliance with the Code and such management will be required each year to confirm that they are not aware of unreported violations of the Code and to ensure that appropriate training on Code responsibilities has been properly communicated to each employee under their direction.

#### **XIV. Reporting Complaints or Concerns Regarding Accounting, Internal Accounting Controls or Audit Matters**

Any employee who has complaints or concerns about the Company's accounting, internal accounting controls or auditing matters, or who becomes aware of questionable accounting or audit matters, is strongly encouraged to report such matters to the Audit Committee in any of the following ways:

- Send a written report (signed or anonymous) to the attention of the Audit Committee, Globomotion Ltd. Liab. Co., Gurzelenstrasse 7, P.O. Box 4113, CH – 2500 Bienne 4
- Email the Audit Committee at [ombudsman@globo-motion.com](mailto:ombudsman@globo-motion.com) (this email address is also available in your company's Global Address Book)

Reports may also be submitted to the following individuals:

- Immediate supervisor
- The Chief Executive Officer
- The Chief Financial Officer
- The Internal Audit Director

#### **XV. Investigation and Response**

In order to facilitate a complete investigation, employees should be prepared to provide as many details as possible, including a description of the questionable practice or behavior, the names of any persons involved, the names of possible witnesses, dates, times, places, and any other available details. The Company encourages all employees with complaints or concerns to come forward with information and prohibits retaliation against employees raising concerns in good faith. The confidentiality of all reports will be maintained to the extent consistent with law. All reports will be considered and appropriately investigated. Globomotion® Personnel are expected to cooperate with all internal investigations relating to financial, accounting and audit matters.



The Audit Committee will oversee the receipt and handling of allegations of questionable accounting or auditing matters, including directing an appropriate investigation and response. The Audit Committee may, at its discretion, direct the Internal Audit Director to conduct any or all parts of the investigation. Based on its investigation, the Audit Committee will direct the Company to take prompt and appropriate action in response to the complaint or concern if necessary to ensure compliance with legal and ethical requirements relating to financial, accounting and audit matters of the Company. If the Audit Committee determines that a particular complaint or concern is not covered by this policy, it will refer the complaint or concern to the Company's General Counsel for appropriate handling and response.

#### **XVI. Whistleblowers and Non-retaliation**

Employees are sometimes concerned that they will be the victim of retaliation or reprisals if they "blow the whistle" by reporting violations of the law or the Company's policies, including the Code. The Company's policy is to promptly and thoroughly investigate any reports of suspected violations. The Company will not retaliate or take any form of reprisal against any person who, in good faith, makes a report pursuant to the Code or who participates in an investigation regarding a violation of the applicable securities laws, rules or regulations, or any provision of other laws regarding fraud against shareholders. Any such retaliation or reprisal by a Company employee is forbidden. Any employee who retaliates against another employee or a witness because they have made a report or participated in an investigation should report such suspected retaliation in the same manner as described in Section XIV above.

#### **XVII. Reporting Complaints or Concerns Regarding Violations of Federal, State, Local or International Laws and Regulations Relating to the Company's Processes**

Any employee who has complaints or concerns about the Company's processes as addressed under federal, state, local or international laws and regulations is strongly encouraged to report such matters to the Chief Compliance Officer as outlined in Globomotion®'s Operating Procedures.

#### **Receipt of Code of Business Conduct and Ethics Policy**

I have received a copy of this revised Code of Business Conduct and Ethics policy, and I understand that I am responsible for reading the Policy and understanding the guidelines described within.

I understand that this Policy may be changed, modified or deleted at any time without notice. I further understand that this Policy does not create a contract of employment, either express or implied.

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date