

Camin Cargo Control Anti-Corruption Compliance Policy June 2015

Policy Statement:

Camin Cargo Control (“Camin”), including its subsidiaries, and all Camin Employees, Agents, Shareholders, Officers, and Directors (collectively “Personnel”) are committed to conduct its business and practices in an lawful and ethical manner. All personnel are responsible for reviewing, understanding and complying with the Company’s Policy in regards to anti-corruption (“Policy”), specifically including the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.S. Patriot Act (“Patriot Act”), and the UK Bribery Act (“Bribery Act”). All Camin Personnel are expected to act in accordance with this policy, as well as Camin’s Ethics Code and Business Expense Policy.

Improper gifts, offerings, payments, bribery, kickback payments or other quid pro quo behavior in violation of anti-corruption laws is strictly prohibited. The use of one’s personal funds or assets, and/or Camin funds or assets for any unlawful, or improper, or unethical purpose is also prohibited. Failure to abide by this policy can result in significant criminal and/or other penalties for Camin, as well as for Camin personnel.

Purpose:

The purpose of this Policy is to help ensure compliance by Camin and its Personnel with anti-corruption laws and regulations, as well as to help avoid any potential wrong-doing. It is illegal for U.S. citizens and companies, as well as their Personnel, to bribe foreign officials or other Company’s employee’s, or provide any tangible gift, payment or offering to foreign officials or other employee’s. Personnel shall not be permitted to give or provide any tangible benefits to anyone for the purpose of obtaining or maintaining an improper business advantage. Camin or its personnel are also prohibited from accepting improper payments from other entities.

Camin shall also follow strict record keeping requirements, including, maintaining accurate and complete books and records to ensure proper internal controls. This Policy shall allow Camin to effectively communicate with its personnel about compliance issues, as well as effectively answer any inquiry into its behavior.

Application:

This Policy applies to all Camin personnel, including officers, directors, employees, and shareholders, as well as, its contractors, agents and consultants, as well as, domestic and foreign subsidiaries or any other entities that Camin controls or are under common control with Camin. This Policy applies to relationships with any customer, investor, client or other private party or in its relationship with any foreign government official, foreign political party, foreign political party official or candidate for foreign political office, or officer or employee of a foreign government, or any department, agency or instrumentality there-of (“foreign official”), or to any person acting in official capacity for or on behalf of a foreign government, or to “public international organizations” (World Bank, International Finance Corporation...).

Procedure:

I. Anti-Bribery

Anti-bribery provisions makes it a crime for any U.S. Company, or U.S. citizen or resident, whether operating inside the United States, or outside of the United States, to offer, promise, provide, give, or enable its personnel to give a gift, payment or other tangible goods, or anything of value¹ to any foreign government official, foreign political party, foreign political party official or candidate for foreign political office, or officer or employee of a foreign government, or any department, agency or instrumentality there-of (“foreign official”), or to any person acting in official capacity for or on behalf of a foreign government, or to “public international organizations” (World Bank, International Finance Corporation...), or to any customer, investor, client or other private party, for the purpose of obtaining or retaining business or to secure any other improper advantage.

The law prohibits both direct and indirect payments² to the above referenced parties, for the purposes of:

- Securing an improper advantage in order to obtain/retain business, otherwise known as facilitation payments.
- Inducing a foreign official to omit any required act in contravention of his/her lawful duty;
- To influence any act or decision of a foreign official or government;
- To persuade a foreign official to use his/her influence or positions within a foreign government to affect or influence any behavior or determination of such foreign government or official.

II. Other Prohibited Acts

1. Use of Third Parties

The law also prohibits any U.S. Company, or its personnel, or citizen or resident to do any act, whether inside the United States, or outside, in furtherance of giving a gift, payment or anything of value, or offering or promising to give a gift, payment, or anything of value to any other person, with the knowledge³ that all or any portion thereof, will be given, offered or promised to a foreign official for any purpose described in Section I.

Therefore, Camin Personnel should attempt to avoid situations involving third party agents that may lead to a violation of this Policy. Should it become necessary to rely on a third party, Camin Personnel shall take all reasonable precautions to ensure the third party acts in a lawful and ethical manner, in compliance with this Policy⁴.

¹ The term “anything of value” should be broadly interpreted so as to include travel expenses, cash, loans, personal favors, excessive and extravagant gifts or entertainment.

² The prohibition on gifts applies whether the gift was made directly to an official or employee or indirectly to a charitable organization or other organization connected with the foreign government, official or employee.

³ Knowledge is defined to include not only actual knowledge of a violation, but also includes awareness of circumstances that should reasonably alert one to the “high probability” of a violation. Courts have determined that the knowledge of a general state of corruption exists relating to an activity and understanding that, without payments of a bribe or giving of a gift, a transaction would be unlikely to occur, is enough to establish that wrongdoing has occurred.

⁴ This may include conducting due diligence of third party, as well as inserting anti-corruption contract provisions into written agreements with third-party’s.

2. Political Contributions and Charitable Donations

Camin Personnel may not make political or charitable donations, whether in the name of the Company or their own, to obtain, retain, or gain an improper business advantage. Any contribution must be permitted under law, and under this Policy. Additionally, the contribution must be made to a bona fide organization, recognized by the IRS or other similar government entity.

Prior approval must be obtained from the Ethics Compliance Officer in the case of political contributions or charitable contributions connected to any Government Official or government entity. Individual employees must not make political or charitable contributions on behalf of the Company or its subsidiaries or affiliates.

3. Requests for Improper Behavior or Treatment

On occasion, the Company's business partners, or Government Officials, may request that the Company provide special treatment to certain individuals. These requests may encompass a variety of behavior, and it is impossible to define every possible situation Camin personnel may face. However, the following are examples of behavior that may be viewed as an "item of value", prohibited under this Policy:

- Special requests for employment or internship opportunities;
- Requests for special treatment based on Camin Personnel business connections or business partners;
- Requests for assistance on visa applications or determination of visa status.

Providing anything of value, with a corrupt intent, is strictly prohibited under this Policy. Should a request be made within the ordinary course of business, with no corrupt intent, the Ethics Compliance Office must be notified of the specific request, as well as the individual's relationship to the person making the request, in order to obtain the requisite pre-approval.

III. Exceptions

The law does provide for certain permissible payments to foreign officials, entities, or employees in very limited circumstances. Permissible payments should be made in conjunction with the Company's expense policies and accounted for accurately under those policies. Additionally, all such expenses must be recorded accurately within Camin's books, in accordance with Record Keeping section below. These exceptions include payments for the following:

1. Routine Governmental Action

This Policy does not apply to payments made to facilitate, expedite or secure the performance of routine governmental action that Camin should be legally entitled to. These situations involve payments to foreign officials necessary to obtain, police protection, contract performance, receive mail pick-up, obtain foreign business permits, satisfy custom invoices or process a necessary visa, or actions of a similar nature.

This section is not applicable to decisions on whether to, or on what terms, to award or continue doing business.

2. Lawful Payments

This Policy does not apply to payments that are explicitly lawful under the written laws of a country.

3. Reasonable and Proportionate Expenses

This Policy does not apply to reasonable and proportionate expenses, such as travel and lodging expenses, which are directly related to (i) the promotion or presentation of Camin's products or services, or (ii) relevant to the performance under a contract with a government or customer, or (iii) can relate to meals and entertainment so long as the expense serve a legitimate business purpose, and falls within the guidelines of the Business Expense Policy.

4. Gifts

This Policy does not apply to gifts or entertainment, given to foreign officials, customers, employees or investors, so long as the following conditions are strictly adhered to:

- a) The item given is not extravagant and costs Camin personnel less than \$100.00;
- b) The gift is not cash or its equivalent (i.e. gift cards, gift certificates, etc...)
- c) Local law explicitly approves of such gifts,
- d) The gift is given with full knowledge of the recipient and the recipients employer, with no hidden agenda or meaning;
- e) The gift provided is not given to obtain or retain business advantage, and is provided as a courtesy or token of gratitude;
- f) Camin properly records any gifts in its books.

If the above conditions cannot be met, advance approval is required, in writing, by the Ethics Compliance Officer. A gift will also be deemed to have occurred in situations where Personnel are not in attendance and just provide a tangible item to another individual.

5. Meals, Entertainment, Travel and Lodging

Any expenses incurred under this category must strictly comply with both this Policy, as well as Camin's policy regarding Business Expenses. Anything provided by Camin personnel under this category must be done so sparingly, modestly and must serve a legitimate business purpose.

This Policy will not be applicable to expenses incurred in this category so long as the following criteria are strictly met:

- a) The expense incurred is not offered as a bribe, or as a means to influence a party's business decision;
- b) What is being offered serves a reasonable⁵ business need (promotional purpose, or in the normal course of an existing business relationship);
- c) The primary reason for the expenditure is fulfilling a business need;
- d) The expense does not exceed \$150 per person per event.

Any meal, entertainment, travel or lodging expenditure greater than \$150 must be pre-approved by a Managing Director. Any expense greater than \$500 must be pre-approved by the Ethics Compliance Officer.

The following expenditures are strictly prohibited:

- a) Extravagant purchases, meals or lodging offerings;
- b) Adult entertainment expenditures;
- c) Excessive alcohol purchase.

6. Camin Personnel

These guidelines are also applicable, in the reverse, in regards to gifts, services, or opportunities provided to Camin personnel. Camin personnel, and their immediate family should not accept any gifts or favors from any customer, supplier, agent, or person related to Camin's business, other than gifts of nominal value. Anything provided to Camin personnel that is above a nominal value should be reported to the Ethics Compliance Officer.

Record Keeping:

Camin shall make and keep books, records, and accounts that, in reasonable detail, accurately and fairly illustrate specific transactions and dispositions of Camin assets. Records shall include the amount of any expense incurred by Camin personnel, the total number of attendees, the employer, and brief description of the legitimate business need or exception. Additionally, all expenses must have the requisite approval and be supported by receipts.

Camin Personnel must accurately and timely prepare and submit all expense reports in accordance with the above conditions as well as Camin's Business Expense Policy. False or artificial expenses are not to be entered into the Camin's books for any reason.

⁵ What is reasonable depends on what is required to provide necessary transportation, meals, lodging and entertainment at a modest level.

Violation:

Failure to comply with this Policy will result in disciplinary action, including termination of employment.

Compliance and Training:

Personnel should receive periodic training on this Policy. Personnel will be provided with a copy of this Policy during the training, be required to review the Policy and agree to abide by the Policy. Personnel affected by this Policy shall receive training on potential red-flags. Red flags are certain behaviors or actions which should alert the Company that there is a high possibility of non-conformance.

Personnel shall execute a Compliance certification yearly, ensuring their understanding and acceptance of the Policy. The Company will also retain attendance records of all such training to ensure compliance with this Policy.

Questions, Oversight & No Retaliation:

Any improper request or demand in violation of this Policy must be immediately rejected by Camin personnel and reported to the Ethics Compliance Officer. Additionally, if any Personnel is aware of or believes any improper payment has been made or received, the Personnel shall report such behavior to the Ethics Compliance Officer.

Employees reporting violations under this Policy shall not be retaliated against and shall not suffer any adverse employment action for reporting any good-faith violations. Employees with knowledge of improper behavior who fail to report such violations will be subject to disciplinary action, up to and including termination.

The Ethics Compliance Officer shall have the responsibility for overseeing compliance with the policies and procedures set forth in this policy and all questions regarding this policy should be directed to Ethics Compliance Officer.

APPENDIX A
CAMIN CARGO CONTROL
EMPLOYEE ANTI-CORRUPTION POLICY CERTIFICATIONS

This is to acknowledge that I have received, read and fully understood the Company's Anti-Corruption Compliance Policy (the "Policy"). I agree to comply with all the rules contained therein. I agree to report any potential violations to the Ethics Compliance Officer. I will participate in the Company's anti-corruption training on a periodic basis. I understand that failure to comply with the Policy, the FCPA, U.K. Bribery Act and any other applicable anti-corruption laws may result in immediate termination and prosecution, with penalties including fines and/or imprisonment. Should I have any questions regarding the Policy or find any deviations or violations, I will contact Ethics Compliance Officer immediately.

Name (print): _____

Signature: _____

Branch: _____

Date: _____

(The signed receipt must be returned to the HR Department and filed in the employee's personnel file.)