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OUR VISION, MISSION, & VALUES

VISION
Be the global manufacturer and provider of choice for quality products that provide superior value to our customers.

MISSION
To develop, manufacture, distribute and enhance our portfolio of quality manufactured products offered to a broadening customer base.

We will continually strive to provide:
• End-Users with products that work
• Customers with exceptional quality and best-in-class service with honesty, integrity and respect
• Employees with a challenging, innovative and engaging environment
• Stakeholders with a fair return to meet obligations and promotions and promote growth

VALUES
We believe in providing quality products with unsurpassed service to benefit our customers, employees and stakeholders. We encourage individual differences, innovation, and an entrepreneurial spirit to create a stimulating and vibrant workplace without sacrificing the foundations of teamwork.
MESSAGE FROM THE EXECUTIVE TEAM

This Guide to Business Conduct and the standards within is a guide to ethical decision making. VERMED is committed to having uncompromising integrity in all aspects of our business in how we relate to each other and our customers, vendors and suppliers outside the company. These standards reflect our core values that define us and our company. We will strive to avoid any circumstances which may create conflict or the appearance of conflict between our personal interests and those of the company.

Each individual at VERMED is personally responsible for making sure that our business decisions and actions comply with both the spirit and the letter of this Guide at all times. Given the rapid rate of change in our industry, it is impossible to anticipate all possible scenarios which might involve ethical decision making. If you have questions about the application of a standard, or if you are confronted with a situation that presents an ethical issue that is not addressed by this Guide, please do not be afraid to seek guidance from your management team.

All supervisory and management employees, including all officers and directors of the Company, have a special responsibility to lead according to the standards in this Policy, in both words and action. Our supervisory and management employees are also expected to adhere to and promote our “open door” policy. This means that they are available to anyone with ethical or other concerns, questions or complaints. All concerns, questions and complaints will be taken seriously and handled promptly, confidentially and professionally. No retaliation will be taken against any employee for raising any concern, question or complaint in good faith.

The standards of conduct set forth in this Guide will be enforced at all organizational levels. Anyone who violates them will be subject to prompt disciplinary action, which may include dismissal.
EQual OPPoRTunity EMPLOYER

VERMED is an Equal Opportunity Employer. VERMED considers applicants for all positions without regard to race, color, religion, creed, gender, national origin, age, disability, marital or veteran status, sexual orientation, or any other legally protected status.

TRUST & CREDIBILITY

The success of our business is dependent on the trust and confidence we earn from our employees, customers and stakeholders. We gain credibility by adhering to our commitments, displaying honesty and integrity, and reaching company goals solely through honorable conduct. It is easy to say what we must do, but the proof is in our actions. Ultimately we will be judged on what we do. Employees should deal fairly with our customers, suppliers, vendors, competitors and fellow employees. Employees should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential information, falsification, misrepresentation of material facts or any other intentional unfair dealing practice.

INFORMATION PRIVACY

As a business, VERMED holds personal data about employees, customers, suppliers and other third parties. This information can be held as paper files as well as electronically. It is crucial that we ensure that the confidential nature of any such personal data is kept secure at all times.

In some countries, compliance with data privacy regulations is required by law and any failure to comply could result in financial and criminal penalties for both VERMED and the individual.
INFORMATION PRIVACY (CONT.)

Any personal data that we hold must only be used for business purposes and we must ensure that it is:
- Obtained lawfully
- Processed only for the purposes for which it was obtained
- Accurate and relevant to the purpose
- Not held any longer than necessary
- Stored securely
- Not transferred to other countries without adequate protection.

In addition to the above, each of us has a responsibility to ensure that individuals who provide personal data to us are made aware of who will have access to that data, and for what purpose.
- Personal data should only be accessed by those authorized to do so, and only for business purposes
- Personal data should never be provided to unauthorized persons in or outside of Graphic Controls without the necessary consents and contracts in place to ensure that they also treat the personal data with the same level of confidentiality
- Always ensure that personal data is held securely with restricted access.

Nothing contained in this policy or Guide is designed or intended to interfere with, restrain, or prevent employee communications regarding wage, hours, or other terms or conditions of employment.

HARASSMENT FREE WORKPLACE

We all deserve to work in an environment where we are treated with dignity and respect. VERMED is committed to creating such an environment because it brings out the full potential in each of us, which in turn, contributes directly to our business success. As such, VERMED policy is to provide a work environment that is free from harassment. Offensive conduct is prohibited in any form at the workplace, at work-related functions, or outside of work if it affects the workplace. Any employee who feels harassed should report the incident to his or her manager or to human resources. Reports will be investigated immediately, thoroughly and handled appropriately. VERMED prohibits retaliation against employees who make a good faith complaint of harassment or participate in an investigation into a complaint of harassment. This policy applies to all VERMED employees, clients, customers, guests, vendors and persons doing business with VERMED.
We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

**OPEN DOOR POLICY/REPORTING REQUIREMENT**

At VERMED everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

We are all responsible for raising any questions or concerns. Employees who are unsure of how to handle a situation or who believe there may exist a violation of laws, rules, regulations or this Guide must report that belief to their managers. If an employee is not comfortable using that process, the employee should raise any concerns with the Human Resources department.

VERMED will investigate all reported instances of questionable or unethical behavior or conduct that is inconsistent with this Guide. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

**UPHOLD THE LAW**

VERMED’s commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. We are responsible for preventing violations of law and for speaking up if we see possible violations. If local law conflicts with this Guide, we should follow the law.
UPHOLD THE LAW (CONT.)

If local business practice conflicts with this Guide, we should follow the Guide. Employees must know and follow all laws and policies that apply to their jobs. Failure to follow the law may result in corrective action (including dismissal), recovery of damages and/or criminal charges.

Some laws deserve special mention. As a U.S.-based company, we cannot participate or cooperate with boycott, unless the boycott has been approved by the U.S. government. VERMED is required to report information about or requests to support a boycott to the U.S. government. Accordingly, employees who learn of a boycott should report it.

Giving bribes, kickbacks or other improper cash payments (or anything else of value) to government officials, civil servants or anyone else to influence them is prohibited and illegal under the U.S. Foreign Corrupt Practices Act (FCPA). This includes direct or indirect offers or promises of payment. Even if bribery seems to be an accepted local practice in a country, employees are prohibited from engaging in that practice.

Many countries have competition laws or “anti-trust” laws. These laws generally prohibit business practices that interfere with competition, including price fixing, allocation of markets, or allocation of vendors. VERMED will compete vigorously and aggressively and in compliance with all anti-trust laws. Employees involved in marketing, sales, purchasing or contracts, or in discussions with competitors, have a particular responsibility to ensure that they understand what the law requires in the applicable country.

Employees are also expected to comply with money laundering prevention laws. VERMED may require payment for goods or services to be drawn on bank accounts held in the name of the invoiced customer.

International trade regulations will play a role in the import or export of goods. Employees who play a role in shipping or receiving of goods are required to be familiar with import/export requirements.

If you are uncertain about what laws apply to you, or if you believe there may be a conflict between different applicable laws, consult Human Resources or your Manager before proceeding.

Local management is responsible for ensuring that VERMED conducts its business in accordance with all local legal requirements.
COMPETITION

We are dedicated to ethical, fair and vigorous competition. We will sell VERMED products and services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit bribes, kickbacks, improper payments or gratuities in connection with the purchase of goods or services for VERMED.

SELECTIVE DISCLOSURE

We will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to VERMED, its securities, business operations, plans, financial condition, results of operations or any development plan. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

PROPRIETARY INFORMATION

It is important that we respect the property rights of others. We will not acquire or seek to acquire by improper means of a competitor’s trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

We are dedicated to ethical, fair and vigorous competition. We will sell VERMED products and services based on their merit, superior quality, functionality and competitive pricing.
All employees are responsible for protecting this confidential information while employed by VERMED and after the employment relationship ends.

CONFIDENTIALITY

Employees may have access to confidential information that people outside of VERMED never see, including product information or designs, business or strategic plans, financial information and other materials. All employees are responsible for protecting this confidential information while employed by VERMED and after the employment relationship ends. Confidential information shall only be used for company purposes and shall only be shared with co-workers who truly need to know it to do their jobs. No employee should disclose any confidential information relating to VERMED or its business outside of VERMED without specific authority to do so. Employees may not use confidential information for the employee’s own benefit.

Where confidential information is to be disclosed to another party, it should be released only under the terms of a written confidentiality agreement.

If an employee is required to disclose confidential information under the terms of an order of any competent judicial, governmental, regulatory or supervising body, the employee must first notify his manager before disclosing the information.

Employees also must not take or use confidential information or materials from a previous employer or ask for or otherwise attempt to obtain confidential information from another company’s employees or suppliers.
SAFETY

VERMED believes that people are our most important asset, and that optimum work performance can only be achieved in conjunction with a safe work environment and work practices. VERMED is committed to providing a safe workplace by implementing safe work practices. Each manager and supervisor is responsible for training individuals on safe work practices, facilitating corrective/preventative actions, and auditing to assure safe conditions throughout the VERMED facility.

The Safety Committee is responsible for developing safety procedures, overseeing auditing of the facility for compliance, and providing advice to management in achieving the established safety goals. VERMED safety rules include a zero tolerance workplace violence policy, a drug-free workplace policy, and various health and safety laws and policies. Employees are expected to review and abide by these policies.

As part of our commitment to safety, VERMED employees are required to follow all applicable laws and regulations regarding meal periods, rest breaks and employment of minors. Any questions about safety or VERMED safety rules should be brought to your manager.

People are our most important asset, and that optimum work performance can only be achieved in conjunction with a safe work environment and work practices.
CONFLICTS OF INTEREST

We must avoid any relationship or activity that might impair, or even appear to impair our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of VERMED may conflict with our own personal or family interests. We owe a duty to VERMED to advance its legitimate interests when the opportunity to do so arises. We must never use VERMED property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with VERMED.

Here are some ways in which conflicts of interest could arrive:

1. Acting as a consultant to a competitor or potential competitor, supplier or contractor, while employed with VERMED.
2. Hiring an immediate family member if it would create a direct supervisor / subordinate relationship with the family member, having the potential for creating an adverse impact on work performance, or create an actual conflict of interest, or the appearance of a conflict of interest. This is also considered when promoting an employee.
3. Serving as a board member for an outside commercial company or organization.
4. Owning or having a substantial interest in a competitor, supplier, or contractor.
5. Placing company business with a firm owned or controlled by a VERMED employee or his or her family.
6. Accepting gifts, discounts, favors or services from a customer / potential customer, competitor or supplier, unless equally available to all VERMED employees.

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict of interest question should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their managers or the HR department.

We owe a duty to VERMED to advance its legitimate interests when the opportunity to do so arises.
We should avoid any actions that create a perception that favorable treatment of outside entities by Graphic Controls was sought, received, or given in exchange for personal business courtesies.

**GIFTS, GRATUITIES AND BUSINESS COURTESIES**

VERMED is committed to competing solely on the merit of our products and services. We should avoid any actions that create a perception that favorable treatment of outside entities by VERMED was sought, received, or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom VERMED does or may do business. Such courtesies must be reasonable and proportionate and should never improperly influence or appear to improperly influence business decisions. We will neither give nor accept business inducements that would violate law, regulation or policies of VERMED or customers, or would cause embarrassment or reflect negatively on VERMED reputation. When a government entity, official or employee is involved, the issue of gifts, gratuities and business courtesies may have serious legal implications. Employees who work with the government should speak to their managers to ensure they are not engaging in any conduct that could be perceived as inappropriate.

**MEDIA INQUIRIES**

VERMED is a high-profile company in our community, and from time to time, employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the company, we should direct all media inquiries to the CEO. No one may issue a press release, speak with or be interviewed by the media on behalf of the company without first consulting the CEO.
GOVERNMENT INVESTIGATIONS

VERMED will cooperate appropriately with government requests or investigations. Employees who receive a request to provide company information (either written or verbally) as part of a government investigation (or if a government representative visits the workplace asking for company records, documents or other information), must notify and confer with the Human Resources or the responsible department manager before responding. When an employee participates in a government investigation, the employee must give truthful, accurate information, and never try to obstruct, influence or impede the request for information. Employees must not alter, falsify, mutilate, cover up, dispose of or destroy any documents or records related to a government request, investigation or legal proceeding.

POLITICAL ACTIVITIES AND CONTRIBUTIONS

Employees’ personal political activities must be done on their own time, with their own resources. Employees should not promote personal political views or beliefs on VERMED property or time. Employees should not suggest or intimate that their political views are those of VERMED or that VERMED supports their personal views. Election laws in some countries prohibit corporations from making campaign contributions. VERMED will not make any contributions to any candidates for political office where such contributions are unlawful.

CORPORATE RECORD KEEPING AND FINANCIAL REPORTING

Accurate business records are essential to managing a successful company. Every employee is responsible for making sure all company records, information and accounts are clear, truthful and accurate. Other employees and outside parties, such as auditors and investigators, rely on these records. Employees must ensure they maintain records for an appropriate length of time. Dishonesty on business records will subject an employee to corrective action up to and including dismissal.

Business records and communications are company property and may become public, such as through government investigations or litigation. Thus, employees must be thoughtful in their word choices.

All books, records and accounts must comply with VERMED’s policies and procedures. There are basic rules that employees must follow:

- All records must be accurate and complete and they should allow an accurate view of the business at any point in time
- Supporting document should be collected at the time of a transaction
- Accounting records and documents should be retained in accordance with local legal and fiscal requirements, but in any case, for not less than six (6) years, but certain documents, such as annual financial statements and documents relating to acquisitions and other significant transactions should be kept permanently
- Fully cooperate with any internal or external audits and take no action to coerce, manipulate, mislead or fraudulently influence anyone engaged in an audit or review of VERMED financial statements
- Never falsify any record – financial or non-financial
- Never dispose of or otherwise transfer any VERMED assets without proper documentation and authorization
- Never make any false or misleading accounting entries on expense claims
- Never destroy information to conceal bad or substandard practices
ENVIRONMENTAL STEWARDSHIP

VERMED is committed to reducing its impact on the environment. We will strive to improve our environmental performance over time and to initiate additional projects and activities that will further reduce our impact on the environment. Our commitment to the environment extends to our customers, our staff, and the community in which we operate. We are committed to:

1. Operate in a manner that conserves and protects the earth’s laws and regulations;
2. Operate in compliance with applicable environmental laws and regulations;
3. Work with government entities towards developing and implementing effective environmental laws and regulations;
4. Implement programs for documenting our compliance, and our vendor’s compliance to initiatives including; REACH-SVHC, ROHS, WEEE and Disclosures on conflict minerals emanating from the Democratic Republic of the Congo and 9 (nine) adjoining countries;
5. Provide the support necessary to ensure compliance with applicable environmental laws and regulations;
6. Hold managers accountable for the environmental performance of the company;
7. Encourage process modifications that reduce pollution and waste;
8. Implement internal recycling programs;
9. Implement programs for self-monitoring, evaluation, and reporting to ensure compliance with environmental laws and regulations and continuous improvement in conserving natural resources and protecting the environment;
10. Establish and provide mechanisms for employees to report concerns on environmental issues;
11. Develop employee’s awareness of their environmental obligations, foster an environment in which employees freely ask questions, and express concerns about environmental issues without fear of retribution, and address employee questions and concerns promptly and thoroughly.

Our commitment to the environment extends to our customers, our staff, and the community in which we operate.
CONFLICT MINERALS

As a socially responsible company, VERMED has concern for the well-being of people and our global community. We conduct business fairly and ethically, respect human rights, comply with laws and regulations, and follow a rigorous Code of Conduct. VERMED supports the efforts of human rights organizations to end violence and atrocities in Central Africa, where major driver of violence is the natural abundance of minerals: tin, tungsten, tantalum and gold, referred to as “conflict minerals”. Armed groups fight for control of mines in this region and use forced labor to mine and sell the minerals, which in turn funds ongoing violence. VERMED supports the spirit of the United States Securities and Exchange Commission ruling regarding the sourcing or conflict minerals as defined in the Dodd-Frank Wall Street Reform and Consumer Protection Act, Section 1502, and aligns its efforts and practices accordingly.
USE OF COMPANY RESOURCES

Company resources, including time, material, equipment and information, are provided for company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent VERMED are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, we will not use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily contributions nor distribute non-work related materials during work hours.

In order to protect the interests of the VERMED network and our fellow employees, VERMED reserves the right to monitor or review all data and information contained on an employee's company issued computer or electronic device, the use of the Internet or VERMED Intranet. We will not tolerate the use of company resources to create, access, store, print, solicit, or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate.

Questions about the proper use of company resources should be directed to your manager.

Employees and those who represent VERMED are trusted to behave responsibly and use good judgment to conserve company resources.
Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy.

ACCOUNTABILITY

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact the HR department.

VERMED takes seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.

DO THE RIGHT THING

Several key questions can help identify situations that may be unethical, inappropriate or illegal.

Ask yourself:

- Am I complying with the VERMED principles, Code of Conduct and company policies?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Would I feel comfortable describing my decision at a staff meeting?
- How would it look if I made the headlines?
- Am I being loyal to my family, my company and myself?
- What would I tell my child to do?
- Is this the right thing to do?