

## ***Code of Ethics***

### **GENERAL**

We will conduct our business with honesty and candor in accordance with the spirit as well as the letter of all applicable federal, state and local laws and regulations and the laws of foreign countries where we transact business. Legal compliance is only a part of our ethical responsibility, and should be viewed as the minimum acceptable standard of conduct. We intend to maintain our reputation and avoid activities that might reflect adversely on the Company. Mirencó, Inc. strives to act with the utmost integrity, not just in our most important corporate decisions, but also in the thousands of actions taken every day by our employees worldwide. Ethical conduct is a high ideal, but often just means exercising common sense and sound judgment. Acting ethically will help us become a better company, a better partner with our customers, and a better corporate citizen.

### **HONEST DEALING**

All employees are expected to be honest and forthright in their interactions with one another and in dealings with customers, suppliers, business partners and shareholders. Mirencó will not condone dishonesty or deceitful actions in any form. This includes, but is not limited to, making misrepresentations to customers, changing customer documents, making false or misleading entries on the Company's books or ledgers, inflating expense reports, or falsely recording hours worked on time cards.

### **RESPECT IN THE WORK ENVIRONMENT**

Mirencó strives to maintain a workplace where all employees are treated with dignity, fairness and respect. Harassment or discrimination based upon race, creed, sex, sexual orientation, gender identity, color, national origin, religion, disability, veteran status, age, or other category under law will not be tolerated.

Other activities that are prohibited because they are clearly not conducive to a respectful work environment include threats of physical harm, violent behavior, or possessing weapons while on Company premises. Furthermore, being under the influence of alcohol or illegal drugs while at work is strictly forbidden.

## **GRATUITIES**

Building strong relationships with customers is essential to Mirencó's business. Socializing with customers and suppliers is an integral part of building those relationships. Common sense and good judgment should always be exercised in providing or accepting business meals and entertainment of nominal gifts, however.

While individual circumstance differ, the overriding principle concerning gratuities is not to give or accept anything of value that could be perceived as creating an obligation on the part of the recipient (whether a Mirencó employee or a customer) to act other than in the best interests of his or employer or otherwise to taint the objectivity of the individual's involvement. Bribes and kickbacks are illegal. Mirencó does not permit or condone the receipt by employees of bribes, kickbacks, commissions or similar forms of consideration; and does not permit or condone similar payment to suppliers, government officials, or others. We intend to maintain our reputation and avoid activities that might reflect adversely on the Company. It is the responsibility of each employee to ensure that providing or accepting a gratuity is appropriate under the circumstances. When in doubt, err on the side of prudence.

## **HANDLING COMPANY AND CUSTOMER ASSETS**

Company property and customers' property with which Mirencó has been entrusted must be used and maintained properly with care taken to guard against waste and abuse. Appropriate use of Company and customer property, facilities and equipment is every employee's responsibility. Of course, stealing or misappropriating Company or customer property will not be tolerated. Likewise, the removal or borrowing of Company or customer property without permission is prohibited.

## **CONFLICTS OF INTEREST**

Although employees are generally free to engage in personal financial and business transactions, this freedom is not without constraints. Every employee must avoid situations where loyalties may be divided between Mirencó's interests and the employee's own interests. Employees also should seek to avoid even the appearance of a conflict of interest. If an employee is considering engaging in a transaction or activity that may present a conflict of interest or the appearance of a conflict of interest the employee should disclose the matter and obtain appropriate approvals before engaging in such transaction or activity.

For employees, examples of potential conflicts of interest include accepting concurrent employment with, or acting as a consultant or contractor to, any Mirencos competitor, customer or supplier; or holding a significant financial interest in any Mirencos competitor, customer or supplier.

It is recognized that directors of Mirencos who are not employees may engage in outside activities with, or have duties to, other entities, as employees, directors, consultants or otherwise. Such activities and duties generally do not in and of themselves constitute a conflict of interest, and in fact are valuable to Mirencos because of the experience and perspective that outside directors offer Mirencos as a result of these activities. Directors are expected to exercise sound judgment with respect to the relationship between their outside activities and their responsibilities to Mirencos, and at all times to act in a manner consistent with their duties of care and loyalty, as well as other applicable legal standards governing the responsibilities of directors. Directors should err on the side of caution in disclosing to the Board relationships that may constitute, or may appear to constitute, an actual or potential conflict of interest, and may be required to abstain from involvement as a Board member or as an employee, director, consultant, or other affiliation with another entity, in a particular matter. Outside directors should also fully disclose their relationship with Mirencos to other entities with which they have a relationship.

## **CONDUCT WITH COMPETITORS**

In dealing with competitors it is Mirencos's policy to not discuss pricing policy, contract terms, costs, inventories, marketing plans, productions plans and, of course, proprietary and confidential information. Discussion of these subjects or collaboration on them with competitors can be illegal. If a competitor raises any of them Company employees are expected to object, stop the conversation, and tell the competitor that we will not discuss those matters under any circumstances.

## **SAFEGUARDING CONFIDENTIAL INFORMATION**

As a condition of employment with Mirencos, each employee is required to sign an Employee Confidentiality Agreement. This agreement creates an obligation on the part of each and every employee to protect Mirencos's proprietary information, which includes such things as business, financial, research and development, and personnel information.

Confidential information also includes any proprietary information shared with Mirengo by our customers and business partners, or information that has been acquired by an employee during the course of working for a former employer. Mirengo employees have an equal obligation to protect against the unauthorized disclosure of misuse of such third party confidential information.