

## LICT CORPORATION

### 2015 CONFLICTS OF INTERESTS POLICY

All employees, particularly including officers of a company, have an obligation to avoid actual or potential conflicts of interest in their work for their employer. This 2015 Conflicts of Interests Policy (the “Policy”) establishes the guidelines within which LICT Corporation (the “Company”) expects its employees to conduct themselves. For the purposes of this Policy, the Company means LICT Corporation and its subsidiaries (all corporations in which a controlling interest of the stock is owned, directly or indirectly, by LICT Corporation). The purposes of the guidelines set forth in this Policy are to provide general direction regarding potential conflicts of interests, and to encourage employees to seek further clarification on specific issues.

#### I. What constitutes a conflict of interests.

##### A. General considerations.

The basic principle of any conflicts of interests Policy is that the choice of individuals or corporations with whom the Company may have a business relationship or transaction, and the terms and conditions of that relationship and/or transaction, **must be determined solely on the basis of the best interests of the Company**. The self-interest of any employee must **not** be permitted to affect any business relationship or transaction. This requirement is for the benefit and protection of both the Company and its employees.

A potential conflict of interest occurs when an employee, or any associate or relative of an employee, is in a position to influence a decision that may result in a personal gain for that employee, or for a relative or an associate of that employee, as a result of the Company’s business dealings. For the purposes of this Policy, a relative is any person who is related by blood, marriage or adoption, or who is a member of the employee’s household. For the purposes of this Policy, an associate means (a) a corporation or organization of which such employee is an officer or partner, or is, directly or indirectly, the beneficial owner of 10 percent (10%) or more of any class of equity securities; and (b) any trust, estate or other entity in which such employee has a significant beneficial interest or as to which such employee serves as trustee or in a similar capacity. It should be understood that the conflicting interest referred to throughout this Policy may be direct or indirect (the interest might be that of the employee, or an associate or relative), and the interest may be financial or of any other type which is of value to the employee, relative or associate.

It is not possible to describe all of the many situations that might constitute a conflict of interest. The mere existence of a relationship between an employee and an outside firm is not a conflict per se. However, if an employee has any influence on relationships, transactions, contracts or

policies involving the Company and the outside firm, it is imperative that he or she disclose immediately to his or her supervisor or, in their absence or if the employee believes such disclosure would be inappropriate for any reason, directly to a Corporate Officer the existence of any actual or potential conflict of interest. For the purposes of this Policy, “Corporate Officer” includes the Chief Executive Officer, General Counsel, Chief Financial Officer, Vice President – Finance, Controller, and Senior Vice President – Regulatory Dynamics. If the initial disclosure is to the employee’s supervisor, it is the responsibility of the supervisor to promptly present the matter to a Corporate Officer.

The relevant circumstances may then be evaluated and, if necessary, safeguards established to protect all parties. Obviously, the particular facts in each situation will determine whether there is an actual or potential conflict of interests. Such facts would include, among many others, whether the interest is of such a nature that it might affect the objectivity or the business judgment of the employee, the amount and type of business involved, and the extent to which the employee could influence the Company’s decisions with respect to the transaction. In each case where a conflict of interests may be involved, the determination of whether a conflict exists must be made by the exercise of sound judgment based upon a thorough and objective consideration of all of the relevant facts involved.

B. Types of transactions in which conflicts may arise.

Business transactions in which there may be conflicts of interests include, for example and without limitation:

The establishment of a contractual relationship;

The purchase or lease of materials, supplies, equipment or facilities;

The planning and implementation of capital expenditures;

The investment or borrowing of funds;

The selection and use of consultants or other professional advisors, and

The selection or supervision of agents and employees.

C. Typical conflicts of interests.

Generally speaking, it would be considered in conflict with the Company’s interest, and a violation of this Policy, for an employee, directly or indirectly, to engage in any of the following activities, (a) without the prior disclosure in writing to the Company, and (b) without the prior written approval of a Corporate Officer:

1. Interest in another organization. To have an interest in any organization (other than owning shares of stock in a corporation traded on a national securities exchange or reported in over-the-counter quotations, where the number of shares owned is insignificant compared to the number of shares outstanding), where that organization:

(A) has or is seeking to have business dealings with the Company, and where there is any opportunity for preferential treatment to be given to or received from such organization; or

(b) Is or plans to be engaged in any type of business that is similar to any business carried on by the Company.

2. Interest in a property transaction. To buy, sell or lease any kind of property, facilities or equipment from or to the Company, or to any company, firm or individual that has or is seeking to have a business relationship with the Company, such as an underwriter, contractor, supplier, agent or customer.

3. Acting for another firm seeking business with, or for a competitor of, the Company. To serve as an officer, director, employee or agent of any other company, or in any management capacity for, or as a consultant to, any individual, firm or other company,

(A) that is doing or seeking to do business with the Company; or

(B) that is engaged in any type of business that is similar to any business carried on by the Company.

4. Revealing confidential information. To disclose to or discuss with anyone not employed by the Company any data or information not already available to the public concerning the Company, including without limitation, information or data relating to decisions, operations, procedures, plans, earnings, financial condition, financial or business forecasts, services or products; or to use such information to the personal advantage of the employee.

5. Holding other positions to the detriment of the Company. To hold additional positions of employment with other employers or positions with any other entities, or to engage in any businesses or activities, whether or not for profit, that may require significant amounts of time and which interfere with the employee's responsibilities to the Company, or that may result in a conflict or an apparent conflict between the personal interests of the employee and the interests of Company.

#### D. Gifts.

Employees may accept a gift of only very limited value from a vendor with whom the Company is currently doing business, and only as a matter of courtesy. As a general rule, gifts with a value of more than \$100 are not appropriate and should be reviewed by the Company before acceptance. In some cases, gifts with a value exceeding that threshold may be accepted for immediate re-delivery by the employee to the Company or to a charitable organization

chosen by the Company to receive such gifts. Beyond a voluntary, vendor-initiated gift, employees may not ever solicit or accept, directly or indirectly, any cash or monetary equivalents, objects of value or preferential treatment from any person or enterprise that has had within the past two years, currently has or may reasonably be expected to have or to seek business or a commercial relationship with the Company. Employees who are offered gifts which could violate the foregoing guidelines should promptly report the offer to their supervisor or to a Corporate Officer. The gifts generally will be refused or returned, accompanied by a letter explaining the Company's Policy, or will be donated to a charitable organization.

E. Business Entertainment.

Business entertainment may be appropriate and in the best interests of the Company. However, employees should bear in mind that in accepting or providing business entertainment they must avoid the creation of any interest, obligation or situation that could conflict or appear to conflict with the best interests of the Company. All business entertainment must have some appropriate business connection, must be modest, reasonable and appropriate in nature and amount, and must not be allowed to influence, or appear to influence, any employee's business judgment.

F. Holding public office.

Though the Company's Policy is to encourage public involvement by its employees, election or appointment to public office may create a conflict of interests. That is because an employee could then be in the position of attempting to serve two entities concurrently, whose interests may be inconsistent or even adverse. Alternatively, the Company and the employee may be subject to public criticism that the employee is using an office or public trust to serve the Company's private interest. In addition, the holding of such public office, under certain circumstances and depending upon the laws of the particular jurisdiction, may give rise to a claim that there has been a violation of applicable legal rules. Accordingly, the holding of a public office must be specifically disclosed to the Company; approved in advance by a Corporate Officer; and will be carefully monitored by the Company during the employee's term of office, to assure that any conflicts which arise are dealt with appropriately, in the interest of both the employee and the Company.

G. Prohibited transactions under ERISA.

Under the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), certain employees are fiduciaries, and the Company and certain employees and their relatives are or may be deemed to be "parties in interest", with respect to the Company's employee benefit plans. Any such employee who is a fiduciary or party in interest with respect to any such plan must not engage in or permit any employee benefit plan to engage in any prohibited transaction as defined in ERISA. Prohibited transactions include, among others, a

sale, exchange or leasing of any property between such plan and a party in interest; the lending of money or other extension of credit between such plan and a party in interest; the furnishing of goods, services or facilities between such plan and a party in interest; and the transfer to, or use by or for the benefit of, a party in interest of any assets of such plan. If any employee should become aware of any such transaction involving any of the Company's employee retirement or benefit plans, the matter should immediately be disclosed to the employee's supervisor or to a Corporate Officer.

H. Prohibition of Commercial Bribes, Kickbacks or Other Unlawful Payments.

For the avoidance of any possible doubt, this Policy expressly provides that bribes, kickbacks, illegal payments in the form of cash, loans or gifts, or special consideration of any kind relating to or resulting from any transaction or business dealings involving the Company and made to or by Company employees, are strictly prohibited. So is the offer to or solicitation of any such things by Company employees. In addition to being a violation of this Policy, such activities may subject the parties involved to legal action, up to and including criminal prosecution.

I. Prohibition of Bribes and Gratuities Relating to Government Employees.

It is against the law and a violation of this Policy to give or offer bribes or gratuities to government employees. A bribe occurs when a thing of value is offered or given to a government employee with the intent to affect a particular action, *e.g.*, to obtain a government contract or regulatory ruling. An illegal gratuity may also consist of the giving or offer to give a thing of value without asking for improper action on the part of the government employee, but with the suggestion of improving the future relationship between the parties. Any such gifts, offers or suggestions by Company employees are strictly prohibited, and will subject any employee involved to severe disciplinary action, up to and including termination of employment, as well as the prospect of legal action, up to and including criminal prosecution.

J. No Political Contributions on Company's Behalf.

This Policy prohibits any direct or indirect political contribution of any kind by an employee on behalf of the Company. U.S. federal law as well as many state laws may prohibit or restrict corporations from making such contributions. Any employee, of course, is free to make political contributions to candidates or political parties of his or her own choice. In making such individual political contributions, consideration should not be given to the possibility that such contributions will be helpful to the interests of the Company, and this Policy hereby prohibits the making of any contributions for that purpose.

K. Application of Prohibitions Herein to Relatives and Associates of Employees.

In all the instances covered above, this Policy also prohibits any relative or associate of any employee from participating in or encouraging any of the prohibited activities. Any violations of this Policy by an associate or relative of an employee, or the failure by an employee to report any violations of this Policy by an associate or relative of an employee, must be imputed to such employee, and will be enforced against such employee in appropriate circumstances as if he or she had personally violated this Policy.

II. **Implementing the Company's Conflicts of Interests Policy.**

A. Basic Procedure.

A copy of this Policy is distributed to each employee of the Company, who is then required to review the Policy and return a signed copy through the employee's supervisor to the Corporate office, certifying the employee's understanding of and compliance with this Policy. Supervisors must assure that any new employee receives and signs a copy of this Policy upon their commencement of employment. Every employee is required to certify his or her compliance with the Policy on an annual basis.

B. Actions in Conflicts of Interests situations.

If an employee discloses a conflict or potential conflict of interest, or any other problematic relationship covered by this Policy, or such a matter comes to light other than by voluntary employee disclosure, the matter will be reviewed by the appropriate Corporate Officer and discussed with the employee involved, as appropriate. If it is determined that the relevant circumstances do not present a problem, this conclusion will be documented by the Corporate Officer. If, however, the interest or relationship is determined to be inappropriate, corrective action will be implemented, including but not limited to the following alternatives: (a) the employee divests the interest or terminates the relationship; (b) job functions of the employee are realigned or the employee is reassigned; or (c) disciplinary action may taken as required under all the relevant circumstances.

C. Prompt Referral of Questions to Corporate Officers

As noted above, any questions that arise under this Policy must be immediately brought to the attention of a Corporate Officer, either by the employee's supervisor or by the employee directly, with full disclosure of all relevant facts and circumstances of which the employee is aware. This requirement is designed for the benefit of employees as well as the Company, since it helps employees to resolve any questions and meet their responsibilities under this Policy. The Corporate Officer handling the matter will provide prompt and actionable guidance on the Policy's provisions, and will also attempt to provide any other form of advice or counsel that may be useful. In addition, outside counsel may retained to assist in appropriate cases.

Certificate of Compliance

**2015 LICT Corporation Conflicts of Interests Policy**

I hereby certify that I have received, read and understand the 2015 LICT Corporation Conflicts of Interests Policy.

I further certify that, except as I have disclosed previously or disclose below, (a) I have been, am now, and will continue to exercise my best efforts to remain in full compliance with the Conflicts of Interests Policy; and (b) to the best of my knowledge, each of my relatives and associates and each employee of the Company reporting to me, or with whose activities I am familiar, has been and is in full compliance with the Conflicts of Interests Policy.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name (**please print**): \_\_\_\_\_

Employer (**please print**) \_\_\_\_\_

I hereby disclose the following possible Conflicts of Interest (please describe in detail and use an additional sheet if necessary):

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