

# AIPC CODE OF CONDUCT

## 1. ACCOUNTABILITY AND REPORTING

AIPC holds its directors, officers, employees, and vendors to the highest ethical standards. You are responsible not only for ensuring that you meet those standards, but for reporting any violations of law, policy, or ethics by others. Failure to comply with these standards, or knowing failure to report violations of others, will result in discipline.

The “highest ethical standards” means compliance with all laws and regulations of the United States as well as the states and countries within which we operate. It also means ensuring honest communications with all customers, government agencies, competitors, and members of the public. In addition, it means avoiding conflicts of interest, never accepting inappropriate gifts or payments, never using insider information for personal financial gain, and ensuring the accuracy of all AIPC records, particularly those reflecting financial information.

If the standards set out in this policy or set forth in the laws of the communities in which we operate are violated, **YOU** have the responsibility of reporting it. You may report violations by one of the following methods:

Contact your supervisor; or

Contact the AIPC Compliance Officer at 816-584-5636; or

Confidentially and anonymously report the violation on the web at:  
[www.mysafeworkplace.com](http://www.mysafeworkplace.com); or

Confidentially and anonymously report the violation by calling our hotline at:  
800-461-9330.

Both the confidential hotline and the confidential web reporting system are tested periodically to ensure their reliability and confidentiality. These systems will provide a reporting individual with a code documenting that the report was made. You may use the code—while maintaining your anonymity—to check on what action AIPC has taken and to determine if the investigators need any additional information. If you choose to end your anonymity you can use the code to prove that you made the report.

## 2. CONFLICTS OF INTEREST

AIPC will not tolerate directors, officers, employees, or vendors allowing personal, financial, or family interests to influence business decisions or on-the-job performance. To avoid even the appearance of impropriety any potential conflict of interest should be disclosed to your supervisor and the Compliance Officer in writing. Such conflicts include:

- Directly or indirectly supervising a spouse, parent, child, sibling, cousin, niece/nephew, aunt/uncle, domestic partner, or roommate.
- Romantic involvement with any subordinate in your direct or indirect line of supervision.
- Outside activities or business interests that undermine attention to AIPC responsibilities.
- A personal or family financial interest in a competitor, supplier, or customer of AIPC. No report need be made if the employee, officer, director, or vendor owns 2% or less of a publicly held competitor, supplier, or customer of AIPC.

All such potential conflicts must be fully disclosed to your supervisor and the Compliance Officer in writing and any changes in financial interests with competitor, suppliers, or customers of AIPC must be disclosed as well.

### **3. BUSINESS AND POLITICAL GIFTS AND PAYMENTS**

AIPC does not authorize or permit its directors, officers, employees or vendors to receive or give gifts or payments to influence business relationships or to make political contributions on behalf of the Company. Such gifts or payments, whether made domestically or in foreign countries, could violate the laws of the United States and are expressly prohibited by AIPC policy. Gifts include, but are not limited to, things such as entertainment, travel, sporting and other events, and use of facilities or services.

This policy does not prohibit the traditional practice of purchasing a customer's meal or permitting another party to pay for your meal in connection with a business meeting or a solicitation so long as the cost of the meal is reasonable. All employees, officers, directors, and vendors are expected to exercise good judgment in evaluating whether the cost of the meal is reasonable. The Compliance Officer is empowered to impose a strict limit on any person who fails to exercise good judgment.

This policy does not prohibit the acceptance of a nominal gift, less than \$150 in value, as long as that gift is not intended to induce a specific business decision. This \$150 value can be exceeded by a reasonable amount if the employee receives *written advance* approval from the Compliance Officer. The Compliance Officer must be convinced that the gift will not result in an inappropriate inducement to make a specific business decision.

All other gifts or payments made outside of the terms of a written contract, invoice, or bill are expressly prohibited.

#### **4. INSIDER TRADING AND CONFIDENTIALITY**

The protection of trade secrets and confidential information is critical to AIPC's financial success. Employees, of course, must protect confidential and proprietary information from disclosure to competitors. Equally important, however, is our duty to guard against misuse of trade secrets in violation of the laws of the United States.

AIPC requires all of its directors, officers, employees, and vendors to comply with its separate Insider Trading Policy. Any confidential information that is "material" to a stock trading decision **may not be used** in any personal trading decision. Information is "material" if a reasonable investor would consider it important to his or her decision to buy, sell, or hold AIPC stock.

Misuse or inappropriate disclosure of confidential material information will result in discipline up to and including termination from AIPC. Moreover, misuse of insider information can result in prosecution by state or federal authorities. Misuse of insider information includes disclosure of information to persons outside of AIPC whether or not for the personal gain of the insider.

If you believe confidential material information is being, or has been, misused by anyone within AIPC or has been disclosed outside of AIPC, you **MUST** immediately contact the Compliance Officer, use the on-line anonymous reporting system at [www.mysafeworkplace.com](http://www.mysafeworkplace.com), or make a report through the anonymous hotline described in Section 1 above. Failure to do so will result in disciplinary action against you.

All directors, officers, employees, and vendors must sign an acknowledgement of the separate AIPC Insider Trading Policy. If you have not done so, please contact the Compliance Officer or your supervisor.

#### **5. HONESTY AND INTEGRITY**

AIPC expects all internal and external communications to be fully truthful. All employees are expected to communicate clearly and honestly and to provide all pertinent information to management. Likewise, AIPC will not permit external communications to be dishonest or misleading in any way. Inaccurate or dishonest communications can result in civil, and potentially criminal, liability for both AIPC and its employees. Such conduct will not be tolerated.

All directors, officers, employees, and vendors using AIPC communications equipment must understand that AIPC owns all electronic communications, data, and voice mail messages that are sent from, maintained on, or received by AIPC systems or equipment. AIPC may monitor your messages; review your computer hard-drive and files stored on AIPC servers, or listen to voice mail messages, in the course of an internal investigation, as a matter of compliance, as a result of an inquiry by a governmental agency, or for any other business purpose, with or without notice to you.

No director, officer, employee, or vendor should have any expectation of privacy when using AIPC equipment, facilities, or storing data—in any form—on AIPC provided equipment. No notice need be given prior to review of any office, paper files, computer data, or voicemail. This policy is put in place to ensure the integrity of all AIPC operations and the honesty of all of its communications.

## **6. FINANCIAL REPORTING**

Accurate financial reporting is critical to the success of any public company. AIPC relies on its employees, directors and officers at every level to ensure the integrity of its financial records and reports. It is the responsibility of every employee to report financial information accurately and to report any uncorrected errors or inaccurate or incomplete disclosures to their supervisor, the Compliance Officer, or anonymously on the web or on AIPC's hotline as described in Section 1 above.

The importance of the integrity of our financial records cannot be overstated. Any error, no matter how slight, must be addressed promptly. Failure to do so is a much more serious offense than making an error in the first place. AIPC recognizes that errors can be made unintentionally; however, failure to report those errors will result in discipline.

## **7. OUTSIDE CONSULTANTS AND VENDORS**

AIPC regularly partners with outside consultants and vendors. It expects its partners also to conduct business with the “highest ethical standards” as defined in Section 1 above. Any AIPC director, officer, or employee who becomes aware of misconduct of any kind by an outside consultant or vendor is expected to report the misconduct or suspected misconduct immediately.

When an outside consultant or vendor may have potential access to confidential or proprietary information they are required to sign the separate Insider Trading Policy. Any AIPC employee who contracts with or hires an outside vendor under these circumstances has the responsibility of getting the vendor to acknowledge these policies **before** finalizing the relationship. They may also be required to sign a confidentiality and non-disclosure agreement under applicable Company policy. Compliance with these policies should be made an explicit part of any contract signed with a vendor. The Insider Trading Policy must also be acknowledged by the vendor if the vendor will have access to confidential information. Each of these acknowledgements should be forwarded to the Compliance Officer.

## **8. HARASSMENT AND DISCRIMINATION**

Just as it is committed to honesty, integrity, and accurate fiscal reporting, AIPC is committed to an open and tolerant work environment. AIPC will not tolerate any form of discrimination, harassment, or retaliation based on race, gender, age, or other legally protected class. AIPC seeks to provide a work environment where every employee will have an equal opportunity to reach their full potential and contribute to AIPC's success.

It is incumbent upon all employees to report any discrimination, harassment, or hostile environment, regardless of who is the target of such misconduct. These reports can be made directly to your supervisor or the Compliance Officer, or anonymously on the web or by hotline as described in Section 1.

## **9. SAFETY AND ENVIRONMENTAL PROTECTION**

The safety of our employees and guests is of great concern to AIPC. Therefore AIPC wants all employees to bring any safety or environmental concern to the attention of management promptly in the manner described in Section 1 above.

We are dedicated to maintaining and operating facilities that protect our people and physical resources. This includes providing and requiring the use of adequate protective equipment and measures. AIPC always insists on “safety first.”

## **10. ACKNOWLEDGEMENT**

Every officer and member of the board of directors must execute an acknowledgement annually recognizing his or her duties under this policy. A sample acknowledgement is attached to this policy as Exhibit A. Each employee with AIPC shall execute an acknowledgement of this policy within 60 days of its adoption by the board of directors. Every new employee hired thereafter shall also execute an acknowledgement of this policy. All employees shall keep a copy of this policy and shall post the pocket guide near their workstation.

It is the duty of the Compliance Officer—in conjunction with the Human Resources Department—to obtain and maintain these acknowledgments. Any employee with the authority to contract with outside vendors has the duty of obtaining executed acknowledgments from existing and future vendors. These executed acknowledgments must be forwarded to the Compliance Officer.

## **11. CONCLUSION**

AIPC and its Board of Directors require every employee to take their duty to meet the “highest ethical standards” very seriously. Honesty and integrity are at the core of AIPC’s success. If you have any question regarding any action taken by an AIPC employee, manager, or director, make a report. Depending on the nature of the report, independent investigators from the Human Resources Department or the Audit Committee of the Board of Directors will investigate the matter thoroughly and appropriate action will be taken.

Knowing failure to report a violation of these policies can result in discipline. Remember, you can remain anonymous, but don’t fail to live up to your duty to help AIPC meet the “highest ethical standards.”

**ACKNOWLEDGEMENT OF RECEIPT AND REVIEW OF  
AIPC'S CODE OF CONDUCT POLICY**

I \_\_\_\_\_ (Print Name) hereby acknowledge receiving a copy of AIPC's Code of Conduct Policy and the pocket guide to that policy. I affirm that I have reviewed these documents and recognize that I am bound by their terms. I further recognize that failure to comply with this policy can and will result in discipline up to and including termination.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

\_\_\_\_\_  
[Sign here]

**AIPC POCKET GUIDE  
TO CODE OF CONDUCT**

**AIPC puts its ethical obligations first and we demand that our directors, officers, employees, and vendors do the same.**

Every AIPC employee has an **obligation** to report any conduct that they believe has a questionable ethical foundation, violates the rules of the company, or violates any law or regulation.

Knowing failure to make a report will result in **discipline**.

**How do you make a report?**

1. Contact your supervisor; or
2. Contact the Compliance Officer at 816-584-5636; or
3. Call the hot-line to make a report anonymously at 800-461-9330; or
4. Make a report on line at [www.mysafeworkplace.com](http://www.mysafeworkplace.com).

**What should you report?**

1. Violations of law or AIPC policies.
2. False statements made internally or externally.
3. Insider trading—using AIPC information to make stock trading decisions.
4. Conflicts of interest.
5. Inaccurate financial reporting.
6. Failure to maintain confidentiality of proprietary or employment information.
7. Bribes, payoffs, or “informal” payments made outside of explicit contractual provisions with customers, suppliers or governmental officials.
8. Payments or gifts made by or to a customer, supplier, job applicant, or supervisor with a value greater than \$150.
9. Harassment or Discrimination.
10. Safety risks or OSHA violations.
11. Environmental damage or risks.

[Note: this pocket guide is a summary of the requirements set out in the company’s Code of Conduct Policy. To the extent there is any discrepancy between these two documents, the formal policy memorandum governs.]