



Foreign Corrupt Practices Act Policy

The purpose of this Foreign Corrupt Practices Policy (the “Policy”) is to help ensure compliance by The Tri-M Group, LLC and its affiliates (“Tri-M”) with the Foreign Corrupt Practices Act of 1977, as amended (the “FCPA” or the “Act”) and the USA PATRIOT Act. The FCPA makes it illegal for U.S. citizens and companies, their officers, directors, employees and agents, and any stockholders acting on their behalf, to bribe foreign officials. The FCPA also requires U.S. companies to keep accurate and complete books and records and to maintain proper internal accounting controls. The USA PATRIOT Act requires companies to conduct reasonable due diligence to ensure that transactions do not facilitate money laundering or other illegal activity and to report certain cash or currency transactions. This Policy should be read in conjunction with the Company’s Standards of Business Conduct and other general management policies.

All Company personnel are expected to conduct Company business legally and ethically. Improper gifts, payments or offerings of anything of value to foreign officials could jeopardize the Company’s growth and reputation. The use of Company funds or assets for any unlawful, improper or unethical purpose is also prohibited. Specifically, it is the Company’s Policy to comply fully with the FCPA and the USA PATRIOT Act.

It is Tri-M’s policy to comply fully with the requirements of the FCPA. Each officer, manager, and employee of Tri-M has the responsibility for compliance with the FCPA within his or her area of authority, and must report any suspected violations immediately.

Note that the FCPA covers *agents, distributors, brokers, partners, consultants, lobbyists, contractors, joint venture partners and other representatives (including foreign nationals and companies) acting on behalf of Tri-M, and foreign nationals or representatives of such companies acting in the United States* (collectively “Third Parties” and each a “Third Party”).

Scope

The FCPA has broad application to transactions between Tri-M and foreign government officials or representatives of governmental-type organizations. As used in this Policy, “foreign official(s)” means any officer or employee of a foreign government (i.e., other than the United States) or any department, agency, or instrumentality thereof (which includes a government-owned or government-controlled state enterprise) or of a “public international organization”, any person acting in an official capacity for or on behalf of a foreign government or government entity or of a public international organization, any foreign political party or party official, or any candidate for foreign political office. Thus, foreign officials include not only elected officials, but also consultants who hold government positions, employees of companies owned by foreign governments, political party officials and others. The Company’s Executive Management should be contacted if there is a question as to whether an organization should be treated as a public international organization for the purpose of this Policy. Please note that because of the

extraterritorial effect of the FCPA, the definition in this Policy includes government officials from all jurisdictions throughout the world.

It is often difficult to determine whether a specific circumstance might represent a violation of the FCPA; therefore, it is imperative that all employees read and understand this Policy, ask questions if any aspect of the Policy is unclear, and that all Tri-M Third Parties operating outside the United States and foreign nationals operating in the United States comply with this Policy.

Prohibited Payments and Reporting

The FCPA's anti-bribery provisions make it illegal to bribe foreign officials in order to obtain or retain business or to secure any improper advantage. Specifically, the FCPA prohibits payments, offers or gifts of money or anything of value, with corrupt intent, to a foreign official. The FCPA prohibits both direct and indirect payments to foreign officials. Thus, a U.S. company can face FCPA liability based on improper payments made by its agents or other business partners. Accordingly, except as set forth in this FCPA Policy, neither the Company nor any of its employees, agents or business partners shall make, promise or authorize any gift, payment or offer anything of value on behalf of the Company to a foreign official or to any third person (such as a consultant) who, in turn, is likely to make a gift, payment or offer anything of value to a foreign official.

The FCPA prohibits the mischaracterization or omission of any transaction on a company's books or any failure to maintain proper accounting controls that result in such a mischaracterization or omission. Keeping detailed, accurate descriptions of all payments and expenses is crucial for this component of the Act. Accordingly, Company employees must follow applicable standards, principles, laws and Company practices for accounting and financial reporting. In connection with dealings with public officials and with other international transactions explained in this FCPA Policy, employees must obtain all required approvals from Tri-M management and, when appropriate, from foreign governmental entities. Prior to paying or authorizing a payment to a foreign official, Company employees or agents should be sure that no part of such payment is to be made for any purpose other than that to be fully and accurately described in the Company's books and records. No undisclosed or unrecorded accounts of the Company are to be established for any purpose. False or artificial entries are not to be made in the books and records of the Company for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by Company Policy.

Potential "Red Flags"

Employees and Third Parties of Tri-M are encouraged to be aware of "Red Flags" which might represent a questionable transaction. Some Red Flags to watch out for as indicators of potential violations include, but are not limited to, the following:

1. A Foreign Government Official recommends that Tri-M hire a specific Third Party.
2. The Third Party suggests that, because of its close relationships with key foreign government officials, only organizations that partner with it will be able to secure certain government benefits.

3. The Third Party implies, explicitly or implicitly, that he has special influence over a foreign official or foreign government.
4. Being asked to provide any kind of extravagant gift or extravagant purchase by a Foreign Government Official with the understanding this will ensure certain government actions.

Responsibility and Ownership

This Policy has the full and complete backing of the Executive Committee of Tri-M. It is the responsibility of all relevant employees of Tri-M to fully understand the Policy and to take the required actions outlined herein. Every company employee, agent or representative whose duties are likely to lead to involvement in or exposure to any of the areas covered by the FCPA is expected to become familiar with and comply with this Policy.

The Chief Financial Officer of Tri-M has been appointed as the designated Anti-Corruption Compliance Officer. It shall be the responsibility of the Anti-Corruption Compliance Officer to review this Policy and its implementation with the Human Resources Department on an annual basis to ensure it continues to comply with applicable anti-corruption laws.

Penalties

The FCPA imposes criminal liability on both individuals and corporations. For individuals who violate the anti-bribery provisions of the FCPA, criminal penalties include fines, imprisonment, or both. The Company may not reimburse any fine imposed on an individual. Corporations may be fined for criminal violations of the FCPA's anti-bribery provisions. In addition to criminal penalties, a civil penalty of up to \$10,000 may be imposed upon a company that violates the anti-bribery provisions, and against any officer, director, employee or agent of a company, or a stockholder acting on behalf of a company who violates the Act. The U.S. Department of Justice and the U.S. Securities Exchange Commission may also obtain injunctions to prevent FCPA violations. In addition to civil and criminal penalties, a person or company found in violation of the FCPA may be precluded from doing business with the U.S. government. Violating the FCPA will also result in discipline by the Company, up to and including termination of employment.

USA Patriot Act

The USA Patriot Act (formally known as the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act (the "USA Patriot Act") broadened requirements for U.S. financial institutions to prevent and detect money laundering and terrorist financing. The Company is committed to ensuring that our operations and businesses do not further money laundering or terrorist financing activities.

Reporting

Employees and Third Parties are required to report any suspected breach of the Policy to the Anti-Corruption Compliance Officer at (610) 444-1000 x107 or the Human Resources Department at (610) 444-1000 x114.

Training and Awareness

Tri-M will identify and train relevant employees and Third Parties for whom training regarding this Policy is appropriate in light of their circumstances and responsibilities. This training is required to insure that relevant employees and Third Parties are aware of the types of corruption, improper actions, the risks of engaging in corrupt activity, this Policy, and how they are to report suspected corruption and improper actions. This will include all relevant newly hired employees and newly identified Third Parties. It is also a requirement that all relevant Third Parties regularly sign Tri-M's Third Party Certification confirming that they are in compliance with the FCPA and all the provisions of this Policy. All Third Party Certifications shall be submitted to the Anti-Corruption Compliance Officer and maintained by the Accounting Department.

Where to Get Help with Questions or Concerns

Tri-M has an "open door" policy, formalized in Tri-M's Employee Handbook, which is strongly encouraged through our management structure.

Tri-M will not tolerate any retribution or retaliation against anyone who has in good faith sought out advice or reported a possible violation of this Policy, or refused to participate in activities that violate this Policy.

If any Tri-M employee or Third Party has any questions regarding this Policy or how to deal with a potentially problematic situation, he or she should contact the Anti-Corruption Compliance Officer at (610) 444-1000 x 107 or the Human Resources Department at (610) 444-1000 x114.

Approved: February 9, 2016