

[2012]

SIMULTEC SRL ("BUYER")
SUPPLIER CODE OF CONDUCT

[To be included in POs/Subcontracts]

1. Buyer's Commitment to Fair and Ethical Conduct

- 1.1 Buyer is committed to conducting its business fairly, impartially, ethically and in a proper manner, including in making its procurement decisions.
- 1.2 Buyer's Code of Business Conduct and Ethics (the "Code") is published on Buyer's website at: <http://simultec.ro>. Among other provisions of the Code, Buyer requires its employees to timely disclose any situations where family members, close personal friends, or former Buyer employees could bias, or appear to bias, Buyer's business decisions, including those relating to procurement.
- 1.3 The Code also provides that Buyer's employees may accept only nominal value gifts, entertainment or other items from suppliers or potential suppliers if such benefits are not received in order to influence employees' work or duties.

2. Seller's Conduct

- 2.1 Seller is expected to conduct all of its business activities relating to Buyer in a manner that is fair, ethical and fully compliant with applicable laws.
- 2.2 Seller is encouraged to review and be familiar with Buyer's Code referenced to above. Seller is expected to adopt (or intends to adopt in the near future) and maintain a code of conduct consistent with the provisions of Buyer's Code.
- 2.3 In all of its activities relating to transactions with Buyer, Seller should comply with all applicable laws and regulations, including, but not limited to, those relating to:
 - basic human rights, fair wages and non-discrimination in employment;
 - workplace safety;
 - environmental protection;
 - fair competition and antitrust; and
 - anti-corruption and anti-bribery (recognizing that Buyer is subject to Romanian law as well as to both the Organization for Economic Co-operation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions as well as the U.S. Foreign Corrupt Practices Act).
- 2.4 Seller is expected to self monitor its compliance with the above-mentioned standards of conduct and to promptly notify Buyer in the event of any non-compliance or suspicion of non-compliance that could effect Seller's activities with Buyer.