

NOTICE

The below Code of Ethics and Conduct (the “*Code*”) of ProPetro Holding Corp. (the “*Company*”) has been modified as of June 25, 2021 to provide updated contact information for the Company’s third-party contractor that has been engaged to administer ethics and compliance questions, reports and/or complaints. No substantive modifications to the Code have been made. For convenience, the updated contact information for the Company’s third-party administrator is also provided immediately below and detailed on the following page in the form that has been posted at Company business locations.

Telephone Hotline:

Any person may call 844-964-1668 to ask a question about the interpretation of the Code or to make a report or a complaint in accordance with the Code. The phone call will be received by the Company’s third-party contractor specifically engaged to administer reports and/or complaints.

Electronic Submission:

Any person may follow the link below to ask a question about the interpretation of the Code or to make a report or a complaint in accordance with the Code:

<https://secure.ethicspoint.com/domain/media/en/gui/75174/index.html>

The link opens the Company’s online reporting system, which is administered by a third party. The system allows for online submission of questions, reports or complaints. The individual is given the choice to submit any report anonymously.

PROPETRO®

ETHICS AND COMPLIANCE HOTLINE

ProPetro Services, Inc. is committed to an environment where open, honest communications are the expectation, not the exception.

You are encouraged to submit reports relating to violations stated in our Code of Conduct, as well as asking for guidance related to policies and procedure and providing positive suggestions and stories. You are encouraged to use this hotline to place an anonymous report, if needed. *Your voice will be heard.*

Go online or call, 24 hours a day:

PROPETROSERVICES.ETHICSPPOINT.COM

(844) 964-1668

LÍNEA DIRECTA DE ÉTICA Y CUMPLIMIENTO

En ProPetro Services, Inc. estamos comprometidos con un entorno donde las comunicaciones abiertas y honestas son la expectativa, no la excepción.

Les animamos a presentar informes relacionados con las violaciones establecidas en nuestro Código de Conducta, así como a solicitar orientación relacionada con las políticas y los procedimientos y a proporcionar sugerencias e historias positivas. Les animamos a utilizar esta línea directa para realizar una denuncia anónima, si es necesario.

Tu voz será escuchada.

Conectasen en línea o llama, las 24 horas del día:

PROPETROSERVICES.ETHICSPPOINT.COM

(844) 964-1668

Scan this QR code
with your phone's
camera to learn more



Escanea este código QR con la
cámara de tu teléfono para obtener
más información

PROPETRO HOLDING CORP.

CODE OF ETHICS AND CONDUCT

(As of October 2, 2019)¹

The Board of Directors (the “*Board*”) of ProPetro Holding Corp. (the “*Company*”) has adopted this Code of Ethics and Conduct (the “*Code*”) in accordance with the requirements of the Securities and Exchange Commission (the “*SEC*”) and the New York Stock Exchange (“*NYSE*”) to provide basic principles and guidelines to assist Company directors and officers and other employees (each individual, a “*Covered Party*” and collectively, the “*Covered Parties*”) of the Company and its subsidiaries in complying with the legal and ethical requirements governing the Company’s business conduct.

The Company’s fundamental policy is to conduct its business with honesty and integrity in accordance with the highest legal and ethical standards. Covered Parties must, in addition to complying with the Code, comply with the Company’s Policy for Complaints Regarding Accounting, Internal Accounting Controls or Auditing Matters (as attached hereto) and all applicable legal requirements of the United States and each other country in which the Company conducts business, if any.

I. Certification

After reading this Code, each of the Covered Parties with managerial or supervisory responsibilities and the business segment managers identified on Exhibit A must execute and return to the Company’s designated compliance officer (the “*Compliance Officer*”) a Certification of Compliance in the form attached hereto as “*Attachment A*” on an annual basis. Covered Parties are responsible for promptly signing the Certification of Compliance and returning it to the Compliance Officer.

II. Individual Responsibility

This Code covers a wide range of business practices and procedures, but does not cover every issue that may arise, and Covered Parties are expected to seek guidance from the appropriate personnel identified in this Code if they have questions or concerns. Each Covered Party has the responsibility to exercise good judgment so as to act in a manner that will reflect favorably upon the Company and the individual. *Covered Parties must comply with the spirit as well as the letter of this Code, and must not attempt to achieve indirectly, through the use of agents or other intermediaries, what is prohibited directly by this Code.* Managers are responsible for promoting compliance with this Code and for encouraging all employees under their supervision, regardless of level, to be familiar with this Code and to comply with it.

¹ Modified June 25, 2021 to update the contact information for the Company’s third-party contractor engaged to administer reports and/or complaints pursuant to the Code.

III. Reporting

Covered Parties who are officers and other Company employees who have questions on how to proceed or interpret this Code should consult their supervisors, the Company's Compliance Officer (the office of the General Counsel) or any member of the Board's audit committee (the "Audit Committee"). Directors who have questions should consult the Board chair or Audit Committee chair. For any such questions regarding the Code, any Covered Party may submit their inquiry directly to the Company's ethics hotline at **844-964-1668**, and the Company's third-party administrator will direct the question to the Compliance Officer and/or the Audit Committee, as appropriate, for resolution.

IV. Conflicts of Interest

A conflict of interest occurs when the private interests of a Covered Party interfere, or even appear to interfere, with the interests of the Company as a whole. For example, a conflict of interest can arise when a Covered Party takes actions or has personal interests that make it difficult to perform his or her Company duties objectively and effectively, or when a Covered Party receives a benefit from a third party as a result of his or her position at the Company.

Conflicts of interest can also occur indirectly. A conflict of interest may arise when a member of a Covered Party's immediate family² receives a benefit as a result of the Covered Party's position at the Company. In addition, a conflict of interest may arise when a Covered Party is an executive officer or a major shareholder or has a material interest in a company or organization doing business with the Company, or when a member of the Covered Party's immediate family is an executive officer or a major shareholder or has a material interest in a company or organization doing business with the Company.

No Covered Party, regardless of level, is permitted to engage in any business or conduct or enter into any agreement or arrangement that would give rise to an actual or potential conflict of interest. Covered Parties should not permit themselves to be placed in a position that might give rise to even the appearance that a conflict of interest. Moreover, each Covered Party has an obligation to conduct the Company's business in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, must be disclosed promptly and in advance to the Audit Committee or the Compliance Officer.

This Code does not attempt to describe all possible conflicts of interest that could develop. However, situations that commonly give rise to conflicts of interest and from which Covered Parties should refrain are set out below:

- A Covered Party's interest in, or position with, any Company supplier, customer, vendor, contractor or competitor (except for an investment in publicly traded securities as described below).
- The acceptance of gifts or favors of more than nominal value by a Covered Party (or a member of a Covered Party's immediate family) from an actual or prospective Company

² Item 404(a) of SEC Regulation S-K defines "immediate family member" as a person's child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, or any person (other than a tenant or employee) sharing the person's household.

supplier, customer, vendor, contractor or competitor or any governmental official or other employee.

- The disclosure or use of confidential information gained by reason of employment or affiliation with the Company for profit or advantage by a Covered Party or anyone else.
- Competition with the Company in the acquisition or disposition of rights or property.

For the avoidance of doubt, nothing in this Code shall be read to supersede or conflict with Section Eleventh of the Company's Certificate of Incorporation (as may be amended from time to time in accordance with the terms thereof).

V. Corporate Opportunities

Without the written consent of the Board, Covered Parties are prohibited from taking for themselves an opportunity that is (1) a potential transaction or matter that may be an investment or business opportunity or prospective economic or competitive advantage in which the Company could reasonably have an interest or expectancy, or (2) discovered through the use of corporate property, information or position. In addition, Covered Parties are prohibited from using corporate property, information or position for personal gain and competing with the Company directly or indirectly. Covered Parties owe a primary duty to the Company to advance its legitimate interests when the opportunity to do so arises.

VI. Corporate Books, Disclosures and Controls

Corporate Books and Public Reporting. The information in the Company's public communications, including in all reports and documents filed with or submitted to the SEC, must be full, fair, accurate, timely and understandable.

To enable the Company meets this standard, all Covered Parties (to the extent they are involved in the Company's disclosure process) are required to maintain familiarity with the disclosure requirements, processes and procedures applicable to the Company commensurate with their duties. All Covered Parties regardless of their position are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about the Company to others, including other Covered Parties and the Company's independent auditors, governmental regulators and self-regulatory organizations. For the avoidance of doubt:

- No false or deliberately inaccurate entries (such as overbilling or advance billing) are permitted.
- No payment shall be made with the intention or understanding that all or any part of it is to be used for any person other than that described by the documents supporting the payment.
- No undisclosed, unrecorded or "off-book" funds or assets are permitted.
- No false or misleading statements, written or oral, shall be intentionally made to any internal accountant or auditor or the Company's independent registered public accounting firm with respect to the Company's financial statements or documents to be filed with the SEC or other governmental authority.

Internal Controls. The Company's Chief Executive Officer and Chief Financial Officer are responsible for implementing and maintaining a system of internal accounting controls sufficient to provide reasonable assurances that:

- Transactions are executed in accordance with management's general or specific authorization from the Board;
- Transactions are recorded as necessary to: (a) permit the preparation of financial statements in conformity with generally accepted accounting principles or any other applicable criteria, (b) permit the preparation of disclosures in conformity with the rules and regulations promulgated by the SEC and NYSE, and (c) maintain accountability for assets;
- Access to assets is permitted only in accordance with management's general or specific authorization; and
- The recorded accountability of assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

No Covered Party is permitted to willfully, directly or indirectly:

- Falsify, or cause to be falsified, any book, record or account of the Company;
- Make, or cause to be made, any materially false or misleading statement or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which the statements were made, not misleading to an accountant in connection with (a) any audit or examination of the Company's financial statements or (b) the preparation or filing of any document or report required to be filed by the Company with the SEC or other governmental agency; or
- Take any action to fraudulently influence, coerce, manipulate or mislead the Company's independent registered public accounting firm.

Covered Parties must exercise reasonable due diligence in order to avoid the events described above. If a Covered Party believes that the Company's books and records are not being maintained in accordance with these requirements, the Covered Party should follow the procedures outlined in the Company's Policy for Complaints Regarding Accounting, Internal Accounting Controls or Auditing Matters.

VII. Use of Company Property and Resources

The use of any Company funds or assets for any unlawful or improper purpose is prohibited. All Covered Parties should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be reported immediately for investigation. Company equipment should not be used for non-business related purposes, though incidental personal use may be permitted (such as occasional use of the Company's stationery, supplies, copying facilities or telephone when the cost to the Company is insignificant).

The obligation to protect the Company's assets includes an obligation to protect the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information violates Company policy and could also be illegal and result in civil or criminal penalties.

Gifts. No payments or gifts from the Company's funds or assets shall be made to or for the benefit of a representative of any domestic or foreign government (or subdivision thereof), labor union or any current or prospective Company supplier, customer, vendor, contractor or competitor for the purpose of improperly obtaining a desired government action or any sale, purchase, contract or other commercial benefit. This prohibition applies to direct or indirect payments made through third parties and employees and is also intended to prevent bribes, kickbacks or any other form of payoff. Covered Parties shall not accept payments or gifts of the kinds described in this paragraph. In addition, it is against the Company's policy for Covered Parties to accept gifts or entertainment of more than approximately \$100 per year in value from any entity that does, or is seeking to do, business with the Company without prior disclosure or approval from the Company in accordance with the Company's Employee Handbook. Commercial business entertainment, including meals and transportation, that is reasonable in nature, frequency and cost is permitted. Reasonable business entertainment or transportation includes, without limitation, a lunch, dinner or occasional athletic or cultural event; gifts of nominal value (approximately \$100 per occasion or less); entertainment at the Company's facilities or other authorized facilities; or authorized and reasonable transportation in the Company's vehicles. Covered Parties must comply with the provisions regarding travel, entertainment and the acceptance of gifts contained in the Company's Employee Handbook.

Loans. No director or officer of the Company may seek or accept from the Company credit, an extension of credit or the arrangement of an extension of credit in the form of a personal loan.

VIII. Compliance with Laws, Rules and Regulations

Obedying the law, both in letter and in spirit, is the foundation upon which the Company's ethical standards are built. It is the personal responsibility of each Covered Party to adhere to the standards and restrictions imposed by these laws, rules and regulations in the performance of his or her duties for the Company.

Insider Trading. Purchasing or selling, whether directly or indirectly, the Company's securities while in possession of material non-public information is both unethical and illegal. Covered Parties also are prohibited by law from disclosing material non-public information to others who might use the information to directly or indirectly place trades in the Company's securities. Covered Parties also shall not recommend the purchase or sale of the Company's securities. All Covered Parties shall comply with the Company's Insider Trading Policy.

Fair Dealing. Covered Parties should endeavor to deal fairly with all Company suppliers, customers, vendors and contractors. No Covered Party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other practice involving unfair dealing.

Confidentiality. Covered Parties shall maintain the confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that, if disclosed, might be of use to competitors or harmful to the Company or its customers. Confidential information also includes written material provided and information discussed at all meetings of the Board or any committee thereof and all information that is learned about the Company's suppliers, customers, vendors and contractors that is not in the public domain. The obligation to preserve confidential information continues even after employment or affiliation with the Company ends. Any documents, papers, records, or other tangible items that contain trade secrets or proprietary information are the Company's property.

IX. Reporting, Accountability and Enforcement

Compliance with this Code is essential. Violations will result in disciplinary action, including dismissal of any officer or other employee where warranted.

The Company promotes ethical behavior at all times. Covered Parties should promptly report violations and suspected violations of the Code, laws, rules or regulations or any other unethical behavior by any Covered Party or anyone else purporting to be acting on the Company's behalf to appropriate personnel. If a Covered Party is in doubt about the best course of action in a particular situation, or if a Covered Party wishes to report violations or suspected violations of this Code, the individual should:

- Speak to their supervisors or the Compliance Officer or the Audit Committee (if the Covered Party is an officer or employee); or
- Consult the Board chair or Audit Committee chair (if the Covered Party is a director).

In addition, reports may be made anonymously through the mechanisms described in the Company's Policy for Complaints Regarding Accounting, Internal Accounting Controls or Auditing Matters. If requested, confidentiality will be maintained to the extent possible, subject to applicable law, regulations and legal proceedings.

The Compliance Officer or the Audit Committee, as appropriate, shall investigate and determine, or shall designate appropriate persons to investigate and determine, the legitimacy of such reports. The Audit Committee, or an appropriate designee of the Audit Committee, will then determine the appropriate disciplinary action. Such disciplinary action includes, but is not limited to, reprimand, termination with cause, and possible civil and criminal prosecution.

Employees will not be penalized for good faith reporting of violations or suspected violations of this Code or for cooperating with any Company investigation. Retaliation and threats of retaliation, against any employee who complains about, reports, participates or assists in, an investigation of a suspected violation are prohibited and disciplinary action, including dismissal of any officer or other employee where warranted, will be taken if the Board determines that any such retaliation or threat of retaliation has taken place.

For the avoidance of doubt, nothing in this Code is to be interpreted or applied in any way that prohibits, restricts or interferes with an employee's (a) exercise of rights provided under, or participation in, "whistleblower" programs of the SEC or any other applicable regulatory agency

or governmental entity (each, a “*Government Body*”), or (b) good faith reporting of possible violations of applicable law to any Government Body, including cooperating with a Government Body in any governmental investigation regarding possible violations of applicable law.

X. Employee Practices and Work Environment

All Covered Parties regardless of position, shall do their best to work together to meet the following objectives:

- Respect all individuals, show courtesy and consideration and foster personal dignity;
- Make a commitment to and demonstrate equal treatment of all employees and workers, including those of the Company’s suppliers, customers, vendors and contractors, without regard to race, color, gender, religion, age, national origin, citizenship status, military service or reserve or veteran status, sexual orientation, gender identity or expression or disability;
- Provide a workplace free of harassment of any kind, including on the basis of race, color, gender, religion, age, national origin, citizenship status, military service or reserve or veteran status, sexual orientation, gender identity or expression or disability;
- Provide and maintain a safe, healthy and orderly workplace; and
- Assure uniformly fair compensation and benefit practices that will attract, reward and retain quality employees.

In addition to the objectives set forth above, members of the management team are expected to:

- Use good judgment and exercise appropriate use of their influence and authority in their interactions with all Covered Parties and any other personnel or partners of the Company; and
- Keep other employees generally informed of the Company’s policies, plans and progress through regular communications.

XI. Waivers and Amendments

Before an employee, or an immediate family member of any such employee, engages in any activity that would be otherwise prohibited by the Code, he or she is strongly encouraged to obtain a written waiver from the Board and must, at a minimum, consult with his or her supervisor or the Compliance Officer.

Before a director or officer, or an immediate family member of a director or officer, engages in any activity that would be otherwise prohibited by the Code, he or she must obtain a written waiver from the disinterested members of the Board. Such waiver must then be disclosed to the Company’s shareholders, which may be accomplished through disclosure on the Company’s corporate website (subject to the applicable rules and regulations), along with the reasons for granting the waiver.

The Company reserves the right to add to, modify and rescind this Code or any portion of it at any time. This Code governs in the event of any conflict or inconsistency between this Code and any other materials distributed by the Company. If a law conflicts with a policy in this Code, individuals must comply with the law.

XII. No Rights Created

This Code is a statement of certain fundamental principles, policies and procedures that govern the Company's Covered Parties in the conduct of the Company's business. It is not intended to and does not create any rights in any Covered Party or Company customer, client, visitor, competitor, shareholder or any other person or entity.

EXHIBIT A

[To be determined by the Board and senior management]

ATTACHMENT A

CERTIFICATION OF COMPLIANCE

RETURN BY [] *[insert return deadline]*

TO: Trey Wilson, General Counsel

FROM: _____

RE: CODE OF ETHICS AND CONDUCT OF PROPETRO HOLDING CORP.

I have received, reviewed and understand the above-referenced Code of Ethics and Conduct and undertake, as a condition to my present and continued employment (or, if I am not an employee, affiliation) with ProPetro Holding Corp., to comply fully with the policies and procedures contained therein.

I hereby certify that, to the best of my knowledge, during any current or prior period of my employment (or, if I am not an employee, affiliation) with ProPetro Holding Corp., I have complied fully with all policies and procedures set forth in the above-referenced Code of Ethics and Conduct and am currently in full compliance with all such policies and procedures, in each case, except as otherwise set forth on Schedule A to this Certification of Compliance.

I am unaware of any violations or suspected violations of the Code of Ethics and Conduct by any other employee or affiliate of ProPetro Holding Corp. except as otherwise set forth on Schedule A to this Certification of Compliance.

I agree to immediately report to the General Counsel any circumstances giving rise to my reasonable belief that:

- A violation or suspected violation of the Code of Ethics and Conduct by any person has or may have occurred;
- I have, or any member of my family has or may have, any interest or engaged in any activity that violates the letter or the spirit of the Code of Ethics and Conduct;
- I am, or any member of my family is or may be, contemplating an activity or acquisition that could be in violation of the Code of Ethics and Conduct.

SIGNATURE

DATE

TITLE

Schedule A to Certification of Compliance

**PROPETRO HOLDING CORP.
POLICY FOR COMPLAINTS REGARDING
ACCOUNTING, INTERNAL ACCOUNTING CONTROLS OR AUDITING MATTERS**

(As of October 2, 2019)

1. Introduction

ProPetro Holding Corp. (the “*Company*”), is committed to full and accurate financial disclosure and to maintaining its books and records in compliance with all applicable laws, rules and regulations. The Company wishes to encourage its directors and officers and other employees as well as its independent contractors, consultants, suppliers and vendors and others who do business with the Company and, to the extent applicable, the Company’s customers, to make the Company aware of any practices, procedures or circumstances that raise concerns about the integrity of its financial disclosures, books and records.

Therefore, the Company has adopted this policy (the “*Policy*”) to govern the receipt, retention and treatment of complaints regarding the Company’s accounting, internal accounting controls or auditing matters, and to protect the confidential, anonymous reporting of concerns regarding questionable accounting or auditing matters. This Policy is in addition to the Company’s Code of Ethics and Conduct, which describes the policy and procedures for reporting any illegal or unethical behavior, and the Company’s Code of Ethics for Chief Executive and Senior Financial Officers, which requires prompt reporting of any violations of such code.

For purposes of this Policy, an “Accounting Complaint” is a complaint about accounting, internal accounting controls, auditing matters or questionable financial practices, including but not limited to complaints of:

- fraud against investors, securities fraud, mail or wire fraud, bank fraud or fraudulent statements to the Securities and Exchange Commission (the “*SEC*”) or the investing public;
- violations of SEC rules and regulations or any other laws applicable to the Company’s financial accounting, maintenance of financial books and records, internal accounting controls and financial statement reviews or audits;
- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- significant deficiencies in or intentional noncompliance with the Company’s internal accounting controls;
- misrepresentations or false statements regarding a matter contained in the financial records, financial reports or audit reports of the Company; and
- deviation from the full and fair reporting of the Company’s financial condition.

2. Reporting Accounting Complaints

The Company urges any person desiring to make an Accounting Complaint to contact Trey Wilson, the Company's designated compliance officer (the "*Compliance Officer*") directly. For persons who wish to report an Accounting Complaint but do not wish to contact the Compliance Officer directly, the Company has established the following four (4) alternative procedures to report an Accounting Complaint:

- A. Telephone Hotline: Any person may call the numbers listed on Schedule A hereto to report an Accounting Complaint. The phone call will be received by a third-party contractor specifically engaged to administer complaints, including Accounting Complaints.
- B. Electronic Submission: Any employee may follow the link below to report an Accounting Complaint:
<https://secure.ethicspoint.com/domain/media/en/gui/75174/index.html>. The link opens the Company's online complaint reporting system, which is administered by a third party. The system allows for direct online complaint reports. The individual is given the choice to submit anonymously.
- C. Written Complaints: Any person may report an Accounting Complaint to the Compliance Officer in writing marked CONFIDENTIAL and mailed to the following address: 1706 S. Midkiff, Bldg. B, Midland, Texas 79701.
- D. Audit Committee: Any person may report an Accounting Complaint to the Audit Committee directly, orally or in writing marked CONFIDENTIAL and mailed to the following address: 1706 S. Midkiff, Bldg. B, Midland, Texas 79701.

Upon receipt of an Accounting Complaint, the Compliance Officer or the Audit Committee, as applicable, will acknowledge receipt to the person reporting the Accounting Complaint, if possible. The Compliance Officer will also immediately notify the Audit Committee of any Accounting Complaint received through written complaint or telephone correspondence.

3. Review and Investigation of Accounting Complaints

Accounting Complaints received by the Compliance Officer or the Audit Committee, as applicable, will be reviewed and investigated either by him or herself, herself or themselves or by a designated employee, outside counsel, advisor, expert or third-party service provider. If determined to be necessary by the Compliance Officer or the Audit Committee, as applicable, the Company shall provide for appropriate funding to obtain and pay for additional resources that may be necessary to conduct the investigation, including without limitation, retaining outside counsel and/or expert witnesses. Unless otherwise directed by Compliance Officer or the Audit Committee, as applicable, any person assigned to investigate an Accounting Complaint will report his or her findings and recommendations to both the Compliance Officer and the Audit Committee.

At least once each calendar quarter and whenever else as deemed necessary, the Compliance Officer shall submit a report to the Audit Committee (and any member of Company management that the Audit Committee directs to receive such report) that summarizes each Accounting Complaint made to the Compliance Officer within the last twelve (12) months and

shows specifically: (i) the complainant (unless anonymous, in which case the report will so indicate), (ii) a description of the substance of the Accounting Complaint, (iii) the status of the investigation, (iv) any conclusions reached by the investigator and (v) findings and recommendations. The Audit Committee shall review all Accounting Complaints periodically.

4. Confidentiality and Anonymity of Persons Reporting Accounting Complaints

While the Company prefers that persons reporting Accounting Complaints identify themselves to aid in the investigation, if necessary, reports may be made anonymously if desired. If requested by the employee, the Company will protect the confidentiality and anonymity of an employee who makes an Accounting Complaint to the fullest extent possible, consistent with the need to conduct an adequate review and investigation of the Accounting Complaint. The Company is not obligated to protect the confidentiality and anonymity of a non-employee person who makes an Accounting Complaint.

5. Access to Reports and Records Regarding Accounting Complaints

All reports and records associated with Accounting Complaints are considered confidential information and access will be restricted to the Compliance Officer, the members of the Audit Committee and such other persons reasonably determined by the Compliance Officer or the Audit Committee to require such access.

6. Disclosure of Investigation Results

Accounting Complaints and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any Company policy in place at the time.

7. Retention of Records

All Accounting Complaints and documents relating to an Accounting Complaint made through the procedures outlined in this Policy shall be retained for at least five (5) years from the date of the complaint, after which time the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry or investigation, in which case the information may not be destroyed and must be retained for the duration of that litigation, inquiry or investigation and thereafter as necessary.

8. No Retaliation

The Company will not discriminate against or retaliate against any person who reports an Accounting Complaint in good faith and will not tolerate any such action from other employees. The Company will abide by all laws that prohibit retaliation against employees who lawfully submit complaints under these procedures.

9. Periodic Reviews and Amendments

The Audit Committee, or such other committee as determined by the Board, will periodically review this Policy. Any amendments to this Policy must be approved by the Audit Committee, or such other committee as determined by the Board.

SCHEDULE A

Hotline Telephone Numbers

USA, Guam, Puerto Rico or Canada:	844-964-1668 (English and Spanish)
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