

Corporate Code of Conduct

Effective 06162017

Conflicts of Interest

All employees are required to:

- Conduct themselves and Troika's business with honesty and integrity, avoiding both actual and apparent conflicts of personal or professional interests.
- Refrain from making improper political contributions or other payments to outside organizations in which they or an immediate family member holds an ownership stake or a senior management role.
- Refrain from accepting or being influenced by gifts.

Legal Compliance

All employees are required to:

- Comply with laws, rules, and regulations of federal, state, and local governments, foreign governments, and other appropriate private and public regulatory agencies that govern our business. While it is difficult to know the details of these laws, it is important to know enough to determine when to seek advice from work team leaders or other appropriate management personnel, including the Legal department and Human Resources.
- Comply with the Foreign Corrupt Practices Act, the anti-boycott laws and any similar local country laws. Specific training on the requirements to comply with the Foreign Corrupt Practices Act and other applicable anti-corruption laws is provided, where relevant, to employees.
- Comply with the SEC rules relating to the full, accurate and timely reporting and disclosure of information.
- Comply with the Company's Anti-trust Policies and all laws and regulations relating to anti-trust regulations, fair competition, and pricing.
- Refrain from making or accepting any improper payments or kickbacks or asking others to do so.
- Adhere to international human rights conventions and refrain from the employment of child or forced labor.
- Lead in the area of environmental responsibilities and compliance with environmental laws, and comply with the environmental policies and practices approved by the Executive Leadership Team.

Company Information and Assets



All employees are required to:

- Report information accurately and honestly.
- Represent our business and products accurately, openly, and honestly.
- Act with integrity at all times in business transactions and with business information.
- Refrain from using confidential or proprietary information for personal gain, including disclosure of confidential information to a third party, and buying or selling the company's stock based on nonpublic information.
- Comply with the Company's policies and those of applicable law when buying or selling company securities.
- Safeguard company property and information.
- Keep confidential all information designated as such concerning the business interests, affairs, or trade secrets of the company or of any of its subsidiary or affiliated companies.
- Use company property for conducting company business and not for personal use.

Workplace Practices

All employees are expected to:

- Promote ethical behavior in the work environment.
- Promptly report dishonest, unethical, or illegal activities by other employees to appropriate parties within the Legal or other appropriate departments, including the option for reporting issues to the Theft and Fraud Hotline.
- Comply with this Code of Conduct, knowing that failure to do so may result in disciplinary action, up to and including termination of employment.
- Maintain a safe and drug-free workplace.
- Ensure that the workplace is free from discrimination and harassment and respect diversity and every individual.

Waiver to this policy

Any waiver of this policy must be given in writing. Waivers may be requested through the Legal Services Department. Waivers respecting financial officers, executive officers, and directors may require approval by the Board of Directors and will be promptly disclosed to the Company's General Counsel and the Corporate Counsel.

Reporting and Enforcement

Any breach of the above policy may result in disciplinary action in accordance with the company's policies as outlined in the Employee Manual or policy manual that is in effect at the particular location.

Internal theft, fraud, or other serious abuses, such as accounting and auditing irregularities, affect everyone. In the most serious cases, the negative impact on a company's reputation and financial

well-being can even lead to the loss of jobs. If an employee becomes aware of theft, fraud, or **T** other abuses in the workplace, he/she should not ignore it.

If an employee suspects possible violations of the Code of Conduct, Troika policies, or laws, such employee has the responsibility to contact Human Resources or Troika's Legal Services Department immediately. If the employee wishes to remain anonymous, he/she may contact the Theft and Fraud Hotline.

Regardless of how any suspected violation is reported, there will be no form of reprisal for doing so. Troika will investigate fully all matters related to alleged violations and take appropriate action in accordance with the policies outlined in the Employee Manual or policy manual that is in effect at the particular location. It is everyone's responsibility to help create and ensure an effective workplace. Employees are expected to participate fully in any investigation of alleged misconduct.