



Introductory Letter from Richard H. Fisher, President

Re: Our Code of Business Conduct

Falcon Global Edge has always maintained an outsized commitment to ethical and professional business practices. Preserving, protecting and indeed, expanding that commitment has never been more important than in today's ever-changing business environment. This Code of Business Conduct represents our principles and our firm expectation that our employees and vendors will act ethically and above reproach in the conduct of Falcon's business.

Although we cannot anticipate every ethical situation, this Code serves to provide a consistent set of guidelines for how we work with each other, our clients and our vendors. Each Falcon employee and vendor is expected to read it thoroughly and use it as a guide to making good and ethical decisions and doing the right thing – for ourselves, our clients and our business community. By doing so, we can preserve the precious currency that has made and will make Falcon a continued success – the trust our clients place in us to be a solid, upright company that gets the job done right each and every time.

Sincerely,

Richard H. Fisher

President



Code of Business Conduct

Falcon Global Edge, Inc. ("Falcon" or the "Company") is committed to the highest standards of legal and ethical business conduct. This Code of Business Conduct ("Code") summarizes the legal and ethical standards that Falcon must follow. Compliance with this Code and adherence to the highest standards of business conduct is mandatory for every Falcon director, officer, employee, partner or agent.

Introduction

This Code is not intended to be a comprehensive guide to all of Falcon's policies or to all your responsibilities under law or regulation. It provides guidance to help you resolve the ethical and legal issues you may encounter in conducting business. If you have any questions about anything in the Code or appropriate actions, you may contact the Company's President, General Counsel or Director of Human Resources. We expect each of our directors, officers, employees, partners or agents to read and understand this Code. Violations of law, regulation, corporate policies or this Code may lead to disciplinary action, including dismissal and/or cessation of your business relationship with Falcon.

Compliance with Law – the “Must Do’s”

Falcon must compete in the United States and, directly or indirectly, in every other country in which we do business. We must all work to maximize profits, but, at the same time, do so in strict compliance with all laws and regulations applicable to our activities.

Ethical and Moral Standards – the “Should Do’s”

Complying with applicable laws and regulations is not enough. Each of us (and our partners around the globe) must adhere to and comply with the highest moral and ethical standards of business conduct in the United States, as well as have an appreciation for the moral and ethical standards of those other countries where Falcon has business dealings. Falcon's interests are never served by any individual's unethical or illegal behavior designed to produce a quick profit or unfair advantage, whether temporary or not.

Conflicts of Interest

Falcon prohibits employees from requesting or accepting for personal benefit any service, money or other consideration, directly or indirectly, in exchange for influence in any part of Falcon's business. Further, employees are prohibited from engaging in conduct that is, or appears to be, in conflict with the interests of Falcon or its customers. Similarly, employees and officers are prohibited from taking for themselves opportunities that are discovered through the use of corporate property, information or position. No employee or officer may use corporate property, information, or position for personal gain, and no employee or officer may compete with the Company directly or indirectly. Employees and officers owe a duty to the Company to advance the Company's interests in a fair, transparent and ethical manner when the opportunity to do so arises.

Equal Employment Opportunity

Falcon is committed to providing all persons an equal employment opportunity and equitable treatment based solely on merit and the valid requirements of the position. Falcon's equal employment opportunity policy prohibits unlawful discrimination with respect to race, sex, sexual orientation, marital status, age, color, religion, creed, national

origin, disability, veteran or other status protected by applicable law. Falcon will not tolerate any conduct calculated to intimidate, harass or otherwise unlawfully discriminate against any person.

Expectations for the Workplace

Falcon believes all employees must be allowed to work in an environment free of harassment or discrimination. To accomplish this we must have the cooperation of all of our employees. We want an open, friendly and non-coercive environment for all employees. If you believe that you or another employee has been subjected to harassment or discrimination, we urge you to report it immediately to your manager in accordance with the Company's Harassment policy. You will not be retaliated against for any reason for your complying with this Code and/or Falcon's policies.

Health and Safety

Falcon believes that providing a safe working environment for our employees - Falcon's most important asset - promotes operational excellence and quality customer service. To protect our employees, it is Falcon's policy to provide a safe workplace for all employees based on appropriate risk assessments and to comply with all applicable health and safety laws and regulations. Each employee has responsibility for maintaining a safe and healthy workplace. Employees are expected to immediately report any accidents, injuries and/or unsafe working conditions. All forms of unlawful conduct, including workplace violence and threatening behavior, are strictly prohibited.

Community Activities and Political Contributions

Falcon encourages all employees to participate on a legitimate, individual basis in community and political activities. However, when you are participating in such activities, you are participating and expressing your views as an individual citizen and not as a representative of Falcon. Be mindful, however, of this Code in any dealings, even though on an individual basis, with any government or political organization.

Environment

Our industry relies on the operation of equipment that generates carbon and other emissions. Nonetheless, Falcon is committed to reducing our "footprint" in all jurisdictions where we have employees and vendors conducting business on our behalf. Falcon is committed to operational improvements that reduce adverse impacts on the environment.

Anti-Corruption

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. As such, Falcon complies with all laws of the United States and the laws of other countries in which the Company operates. Because of the far-reaching impact of the anti-bribery laws of the United States and the laws of other countries in which the Company operates, all employees of Falcon must comply with our anti-corruption policy or they will face severe disciplinary action, including termination. We expect that our partners and agents will adhere and abide by the same commitment we make in this Code.

A. Improper Payments

All directors, officers, employees, vendors, partners and agents are prohibited from offering, paying or receiving kickbacks, bribes or undisclosed commissions; making other unlawful special payments; giving lavish gifts or offering excessive entertainment in kind and consideration for a business advantage; giving unlawful discounts; or performing any unlawful special services to or for governmental officials or private parties. All directors, officers, employees, partners and agents acting for or on behalf of Falcon are prohibited from making any such payments or performing such services for third parties for the purpose of obtaining favors, treatment that such party typically would not be entitled to receive, contracts or sales from others. Similarly, no such person acting for or on behalf of Falcon should solicit or accept such payments or services.

B. Foreign Corrupt Practices Act ("FCPA") And Other Anti-Bribery Laws

Critical to our global compliance success is providing services to our customers in accordance with the laws of countries in which the Company operates and/or is represented. These laws include the FCPA, a broad United States law that applies to all directors, officers, employees, partners and agents acting for or on behalf of Falcon, regardless of actual physical or geographic location. The FCPA prohibits bribes being offered, authorized, promised or given to non-U.S. government officials intentionally for the purpose of obtaining or retaining business.

As a Company headquartered in the U.S., FCPA requirements apply to the conduct of all of our employees on a worldwide basis, and conduct potentially attributed to us via our non-U.S. partners and agents. It is especially important that you understand this policy. We have included several paragraphs below explaining how the law applies to you.

No director, officer, employee or partner acting for or on behalf of Falcon may (directly or indirectly) offer, authorize, promise or give anything of value to:

- i. any government official, regardless of the official's rank, title, influence or other status. This prohibition also includes members of the official's immediate and extended family;
- ii. employees of state-owned or -controlled businesses, such as airports, airlines and oil companies;
- iii. political party officials and candidates for political office; or
- iv. officials of international organizations, such as the United Nations, the Red Cross and the World Bank.

Legitimate payments made out and paid directly to a governmental agency, including customs offices, are permitted under this policy. However, payment made out personally to an individual working for such an agency is not permitted. Although facilitation payments may be lawful within the meaning of the FCPA, it is Falcon's policy that no facilitation payments can be made without obtaining prior approval from the Company's General Counsel. Also keep in mind that other laws which may affect Falcon's operations, such as the UK's Bribery Act of 2010, do not distinguish facilitation payments from bribes.

The prohibitions of the FCPA and related laws, such as the UK Bribery Act, are strict and apply even when you know that certain business activities cannot be accomplished without an improper payment. These prohibitions cover not only cash payments but also offering, authorizing, promising or giving meals, gifts, entertainment, travel or anything else of value to government officials. If the offer or payment to a government official is tied to an expectation of securing business or obtaining an unfair advantage over our competitors or assisting a customer, you cannot make the offer or payment. If the offer or payment is *intended* to obtain or retain any improper business advantage, then the offer or payment is prohibited. This is true even if you personally make the payment with your own money out of your own pocket and do not request reimbursement from the Company. Your actions can be attributed legally to Falcon.

Falcon directors, officers, employees, partners and agents should not turn a blind eye to any payments being offered or paid to a government official to advance Falcon's interests even if that party did not authorize the offer or payment. The standards of the FCPA and similar anti-corruption statutes do not allow you to bypass or circumvent this policy or the FCPA requirements by arranging for someone else (such as an agent or other third party) to make the offer or payment. Since you are not permitted to make an offer or payment, then you cannot have a third party make the offer or payment. Trust your instincts; if you become aware or even suspicious of any improper offers or payments, you should immediately contact the Company's General Counsel. Any such communications will be secure and confidential to the

greatest extent legally possible. If you are a partner or agent of Falcon, and require additional information or training in this area, please also contact Falcon's General Counsel.

Gifts and Entertainment

It is Falcon's policy not to offer, give or accept gifts of significant value unless specifically authorized by an executive officer of the Company. As a general guideline, "significant" would be a gift with a value in excess of US\$100.00, while "nominal" would be below that amount. While Falcon discourages offering, giving or accepting gifts of even nominal value, such conduct will not constitute a violation of Company policy if it is a customary practice and does not violate applicable law or any other provisions of this Code. You should entertain and be entertained only at times and in circumstances authorized by Company policy and never in a manner that could create an appearance of impropriety. Any giving or receiving of gifts or entertainment of even nominal value must be approved by your direct supervisor. Remember that certain types of gifts to, and entertainment of, government officials, employees of a state-owned or -controlled business, political party officials or candidates for political office or officials of an international organization are never permissible. To avoid any doubt, consult your supervisor or the Company's General Counsel.

Antitrust / Competition

Antitrust and competition laws were enacted to help preserve free markets by promoting competition in the marketplace. Falcon strongly believes that fair competition and a free market with minimal barriers to entry serve the best interests of Falcon, our customers and vendors. It is Falcon's policy that all directors, officers, employees, partners and agents shall comply with all applicable antitrust and competition laws of any country or group of countries applicable to Falcon's business.

Any meeting with a competitor (for example, at a trade show or trade association meeting) can provide a setting at which the temptation may be present for competitors to discuss matters that may constitute violation of antitrust laws. In those situations, do not:

- A. discuss, or otherwise communicate, competitively sensitive topics with a competitor or any third party. Examples of competitively sensitive topics include price, rates, terms of sale, pricing plans and specific costs;
- B. divide or otherwise allocate markets or customers with a competitor.
- C. collaborate or coordinate with a competitor on a competitive bid;
- D. join or attend meetings of a trade association (or any other similar group) that does not have its own written antitrust guidelines;
- E. agree to implement pricing or service guidelines published or otherwise promoted or endorsed formally or informally by a trade association or other industry advocacy group.

However, do:

- A. Ensure that your written communications in memos, email, studies or reports are clearly worded to avoid any false impression that Falcon has engaged in improper activity when, in fact, it has not;
- B. Ensure that any trade associations or other similar groups, such as an industry group formed to promote common causes in which Falcon participates along with

one or more of its competitors, have appropriate pro-competitive purposes and are conducted in compliance with applicable antitrust laws;

- C. if a discussion of prices, rates or fees is begun at a meeting with a competitor or during a formal meeting of a trade association, at an informal social event or otherwise ***leave the meeting/event immediately and in a conspicuous manner by announcing that you are leaving and the reason that you are leaving***. If minutes are being recorded for the meeting, you should request that your departure and the reason for it be noted in the minutes. Always report as soon as possible all suspected antitrust problems to the Company's General Counsel.