



CODE OF CONDUCT:

SCOPE:

The Code of Conduct is presented to all new employees during orientation. Supplemental information is provided through annual and as-needed in-service programs for all employees and members of the Board of Directors.

PURPOSE:

Kulanu is committed to conducting its affairs ethically and lawfully. This Code of Conduct establishes policies and procedures that are intended to guide employees, administrators and directors in the performance of their duties and responsibilities and ensure compliance with Kulanu's commitment to ethical and lawful conduct. These policies and procedures apply to all employees and directors of Kulanu. Additional policies and procedures can and will be issued by the Corporate Compliance Officer in conjunction with the Corporate Compliance Committee.

POLICY:

- 1. Compliance with Laws.** Kulanu will conduct its business and affairs in compliance with all laws, rules, and regulations and in accordance with Kulanu's high ethical standards.
- 2. Work Environment.** Kulanu will maintain a safe and drug-free work place that is free from discrimination and harassment based on race, color, creed, religion, sex, age, disability, national origin, ancestry, citizenship, armed forces service, marital or veteran status, sexual orientation, or any other impermissible factor.
- 3. Competitive Practices.** Kulanu will compete for all business opportunities vigorously, fairly, ethically and legally. Kulanu will comply with all antitrust and other laws regulating competition and trade and will not discuss pricing, cost, production plans, business strategies, or any other proprietary or confidential information with its competitors.
- 4. Recording and Reporting Information.** In recognition of the fact that accurate information is essential to Kulanu's ability to satisfy legal and regulatory obligations, all employees, administrators and directors will record and report all information accurately and honestly. No employee, administrator or director will sign or submit, or

permit others to sign or submit on behalf of Kulanu, any document or statement that he or she knows or has reason to believe is false.

5. **Payments.** Kulanu and its employees, administrators and directors will not make any improper payments to government or non-government officials, employees, customers, persons, or entities, nor will Kulanu or its employees, administrators and directors request or accept any improper payment from suppliers, customers, or anyone seeking to do business with Kulanu.

6. **Fair Dealing.** Each employee, administrator and director will deal fairly with Kulanu's customers, suppliers, competitors, independent auditors and other employees and will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice.

7. **Confidential Information.** No employee, administrator or director will use, for his or her own personal gain, or disclose to any third party, any confidential or proprietary information that he or she obtained as a result of his or her employment with or relationship to Kulanu. Confidential or proprietary information includes all non-public information that might be of use to competitors or harmful to Kulanu and its customers if disclosed.

8. **Political Contributions.** Kulanu will make no corporate political contributions to parties or individuals, even where such contributions may be legal, but encourages employees and directors to participate in community affairs and to exercise citizenship responsibilities.

9. **Corporate Opportunities.** Employees and directors owe a duty to Kulanu to advance its legitimate interests when the opportunity to do so arises. Employees, administrators and directors are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of corporate property, information, or position, (b) using corporate property, information, or position for personal gain, or (c) competing with the Kulanu.

10. **Protection and Proper Use of Company Assets.** Theft, carelessness, and waste have a direct impact on Kulanu's profitability. All employees, administrators and directors will take appropriate actions to protect Kulanu's assets and ensure their efficient use for legitimate business purposes.

PROCEDURE:

1. The administrator in charge of each division is responsible for ensuring that his or her employees understand and comply with this Code of Conduct and for creating a work environment in which compliance is expected and rewarded.
2. Any waiver of the policies or procedures set forth in this Code of Conduct in the case of an executive officer or director may be given only by the Board of Directors of Kulanu.
3. Any violation of these policies and procedures should be reported immediately to the Corporate Compliance Officer. The identity of the person or persons making a report will remain confidential except on a "need to know" basis. Reporting may be anonymous.
4. Executives and administrators in charge of each division, subsidiary or operating unit, and other appropriate employees will be required periodically to confirm in writing that they understand and are complying with these policies and that they are not aware of any violations of these policies or have properly reported all violations.
5. Kulanu will promptly investigate any alleged violation of these policies. Violation of a policy, retaliation against any individual for reporting a violation, or failure to otherwise comply with these policies will not be tolerated and will result in disciplinary action, including termination of employment where appropriate.
6. Questions concerning this Code of Conduct should be directed to the Corporate Compliance Officer.