

NEXO SOLUTIONS - BUSINESS ETHICS POLICY

Purpose: The purpose of this policy is to define Nexo Solutions' Policy in respect to (1) gifts, favors, entertainment and payments given or received by employees, (2) potential conflicts of interest, (3) other matters. This policy is for the benefit of all employees and suppliers.

It has been and continues to be the intent of Nexo Solutions that its employees maintain the highest ethical standards in their conduct of Nexo Solutions' affairs.

The essence of this policy is that each employee will conduct Nexo Solutions business with integrity, in compliance with applicable laws and in a manner that excludes considerations of personal advantage.

Payments by Nexo Solutions: Gifts, favors, and entertainment may be given to others at Nexo Solutions' expense if they meet all of the following criteria:

- They are consistent with customary business practices,
- They are not excessive in value and cannot be considered a bribe or pay-off,
- They are not in breach of applicable law or ethical standard, and
- Public disclosure of the facts will embarrass neither Nexo Solutions nor the employee.

Accounting records and supporting documentation reflecting gifts, favors, and entertainment to others must be accurately stated, including appropriate, clear, descriptive text.

Foreign Expending Policy

- The making of such payments is an established and well-recognized practice in the area.
- The action to be facilitated by the payment is essentially of an administrative nature (such as obtaining customs clearance, visas, and work permits) to which Nexo Solutions is clearly entitled.
- The payment does not violate the provisions of the US Foreign Corrupt Practices Act of 1977.
- In case of doubt as to the legality of any payment, gift, favor, or entertainment proposed to be given by or on behalf of Nexo Solutions, a lawyer should be consulted in advance of the commitment.

Payments related to Sales: In connection with sales by Nexo Solutions, commissions, rebates, discounts, credits, and allowances should be paid or granted only by Nexo Solutions on whose books the related sale is recorded, and such payments should:

- Bear a reasonable relationship to the value of goods delivered or services rendered,
- Be by check or bank transfer to a specific business entity with whom the agreement is made or to whom the original related sales invoice was issued – not to individual officers, employees or agents of such entity, or to a related business entity,
- Be supported by documentation that is complete and that clearly defines the nature and purpose of the transaction.

Agreements for Nexo Solutions to pay commissions, rebates, credits, discounts, or allowances should be in writing. When this is not feasible, the payment arrangement should be supported by an explanatory document for file by the approving department.

The intent of policy guidelines for the statement above in connection to and with sales by Nexo Solutions is to avoid illegal or unethical payments or establishing an environment where these may

inadvertently be made.

The business world is complex, however, and there may be unusual situations in apparent conflict with one or more of the policy guidelines, and these situations are revelries acceptable business practice and warrant an exception. The management should review any such exception, including those that arise outside the United States. The Managing Director of Nexo Solutions must approve all exceptions to this policy.

Payments Related to Purchases: Nexo Solutions is subject to the same considerations for goods and services purchased by Nexo Solutions above in the procedures with respect to payment of commissions, etc. in connections with sales.

Gifts Received: Employees shall neither seek or accept for themselves or others any gifts, favors, or entertainment without a legitimate business purpose, nor seek or accept loans (other than conventional loans at market rates from lending institutions) from any person or business organization that does or is seeking to do business with Nexo Solutions.

In the application of this policy;

1. Employees may accept for themselves and members of their families common courtesies usually associated with customary business practices.
2. An especially strict standard is expected with respect to gifts, services, discounts, entertainment, or considerations of any kind from suppliers.
3. It is never permissible to accept a gift in cash or cash equivalents of any amount.
4. Checks to employees for safety awards or recognition of job performance from Nexo Solutions' customers are acceptable. In the event employees are permitted to accept such awards, Nexo Solutions' management personnel will record its approval, which shall be kept on file.

Conflicts of Interest: Employees should avoid any situation, which involves or may involve a conflict between their personal interest and the interest of Nexo Solutions. As in all facets of their duties, employees dealing with customers, suppliers, contractors, competitors or any person doing or seeking to do business with Nexo Solutions are to act in the best interest of Nexo Solutions to the exclusion of considerations of personal preference or advantage.

Each employee shall make prompt and full disclosure in writing to the Managing Director of the Nexo Solutions. This includes but is not limited to:

- Ownership by an employee or, by a member of the employee's family of a significant financial interest in any outside enterprise, which does or seeks to do business with or is a competitor of Nexo Solutions.
- Serving as a director, officer, partner, consultant, or in a managerial position with, or employment in a technical capacity by, any outside enterprise, which does or is seeking to do business with Nexo Solutions.
- Acting as a broker, finder, go-between, or otherwise for the benefit of a third party in transactions involving or potentially involving Nexo Solutions or its interest.
- Any other arrangement or circumstance, including family or other personal relationships, which might dissuade the employee from acting to protect the interest of Nexo Solutions.

All information disclosed to Management as required by this policy shall be treated confidentially, except to the extent necessary to protect Nexo Solutions.

The key to review of potential conflicts is whether the employee's duties for Nexo Solutions, or those of

his/her subordinates, require making decisions that could be influenced by the interest reported.

Other considerations include, but are not limited to, whether or not:

- The outside business does business or competes with the employee's function.
- The employee has an active, managerial, or decision-making role in the outside interest.
- The employee has access to Nexo Solutions' information potentially useful to the outside interest.
- Public disclosure of the facts will not embarrass Nexo Solutions.

Conflicts of interest involving real estate, oil and gas leases, potential acquisitions are particularly sensitive. Employees are prohibited from competing with Nexo Solutions in potential acquisitions or using Nexo Solutions' information or equipment to enable them to profit, either directly or indirectly, through the potential acquisitions.

Inside Information

Employees shall not:

- Use of nonpublic information obtained while in Nexo Solutions' employment (including information about customers, suppliers, or competitors) for personal profit of the employee.

Improper use of sensitive inside information can be significantly inhibited by careful control and restriction of access of information. Employees who handle sensitive information, and who may not have the background to understand the legal and corporate implications of the misuse of such information, should be periodically advised of the policy and the severe legal penalties that can be associated with misuse of inside information.

Accounting Standards and Documentation: All accounts and records shall be documented in a manner that:

- Clearly describes and identifies the true nature of the work performed.
- Clearly describes the true nature of the business transaction.
- Properly and timely classifies and records entries on the books in conformity with general accounting principles.
- No record, entry, or document shall be false, distorted, misleading, misdirected, deliberately falsified, or suppressed.

Improper accounting or documentation is not only contrary to Nexo Solutions policy but also may be in violation of the accounting provisions of the US Foreign Corrupt Practices Act of 1977 or other laws or regulations, potentially involving personal liability, both civil and criminal, as well as sanctions against Nexo Solutions.

Annual Reporting: On December 30th of each year, all salaried personnel employed by the Nexo Solutions will furnish Managing Director a written document stating:

- The employee has read and understands the Nexo Solutions' Ethics Policy.
- Identify all potential conflicts of interest.
- If there are no conflicts, a statement to that effect.
- An affirmation of personal compliance to the Policy.

Personal compliance documentation will be maintained for a period of one year.

REPORTING UNETHICAL, FRAUDULENT OR ILLEGAL ACTIVITY

Nexo Solutions wishes to operate according to the highest ethical and legal standards possible. Therefore, we not only request, but REQUIRE, that you bring to the attention of management any conduct on the part of fellow employees, supervisors, managers, or others, that you believe violates the policies, agreements, ethical standards or obligations of Nexo Solutions, or which are unethical, fraudulent or illegal in nature. Failure to report any such activity not only constitutes a violation of Nexo Solutions' Rules of Conduct but may also needlessly expose Nexo Solutions to litigation or governmental sanction, including possible criminal prosecution.

If you believe you have encountered unethical, fraudulent or illegal conduct, you are required to immediately report it to your supervisor, manager, or someone else in management. If you believe your Supervisor/Manager is engaged in inappropriate conduct or has not sufficiently addressed your concerns, you should bring the matter to the attention of the next level of supervision. You are also required to report to management any inquiries made of you or fellow employees by any Federal, State or local agencies regarding the conduct or activities of Nexo Solutions, unless otherwise protected by law.

Examples of unethical, fraudulent or illegal acts include:

- Falsification of loan, credit, accounting records or management information.
- Theft or misuse of employee, Nexo Solutions or customer property.
- Violation of any federal, state or local laws.
- Violation of Nexo Solutions' Code of Ethics, policies or procedures.
- Misrepresentation to clients, officials and others.