BUSINESS CODE OF CONDUCT POLICY

Purpose

We as an organization have a commitment to compliance at every level in the company.

All employees occupy a special position of trust and responsibility within the company. To avoid the potential problems of unethical behavior, strict adherence to a sound Business Code of Conduct is required and practiced.

Scope

This policy applies to all BOS Solutions Ltd. employees and its subsidiaries in the United States and Canada. The Company also expects all vendors and outsourced providers to adhere to this policy.

Policy

Behaving ethically is at the heart of what it means to be a professional. It distinguishes professionals from others in the marketplace.

Behaving ethically is demonstrated by and defined as:

- Acting with integrity to build trust & credibility
- Treating others with respect
- Striving to work every day safely
- Avoiding conflicts of interest
- Protecting confidential or sensitive information
- Promoting fair business relationships
- Following professional principles

BOS Solutions is committed to behaving ethically and honestly when doing business and it expects every employee of the Company to adopt and uphold the same standards. This is the “BOS Way”.

Acting with Integrity

The success of our business is dependent on the trust and confidence we earn from our employees, customers and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct.

When considering any action, it is wise to ask:

- Will this build trust and credibility for BOS Solutions?
Will it help create a working environment in which BOS Solutions can succeed over the long term?
Is the commitment I am making one I can follow through with?

The only way we will maximize trust and credibility is by answering “yes” to those questions and by working every day to build our trust and credibility.

**Treating Others with Respect**
We all deserve to work in an environment where we are treated with dignity and respect. BOS Solutions is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. BOS Solutions is an equal opportunity employer and is committed to providing a workplace that is free of discrimination of all types from abusive, offensive or harassing behavior. Any employee who feels harassed or discriminated against should report the incident to his or her manager, Human Resources or the Integrity Hotline.

**Striving to Work Every Day Safely**
The safety of the public, employees and contractors is our highest priority. The company’s commitment to a Zero Harm culture is reinforced with our safety standards. These are intended to provide clarity, support and confidence as employees strive to take personal ownership of safety at BOS.

We create an environment where employees feel free to report all safety-related issues without fear of retribution. This includes near hits and hazard identification of any kind.

We encourage open and honest communication on safety, so that we identify and eliminate unsafe situations and avoid incidents and injuries.

We are committed to:
- Train and qualify our people to our safety standards
- Design, build, operate and maintain our equipment with the highest regard for the safety and well-being of all
- Identify, investigate and address the underlying causes of incidents to prevent them from recurring

**Avoiding Conflicts of Interest**
Employees should exercise professional judgment and discretion in order to avoid any perceived or actual conflict of interest when performing their duties. Should a conflict of interest arise, the employee is required to disclose their interests to BOS Solutions and/or other impacted parties as soon as possible. Employees should consider removing themselves from any decisions in which they have a conflict of interest until written consent is given from the President and Chief Executive Officer (“CEO”).

Examples of conflicts of interest could be:
- Being employed by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment
- Hiring or supervising family members or closely related persons
- Serving as a board member for an outside company or organization
• Owning or having a substantial interest in a competitor, supplier or contractor
• Accepting gifts, discounts, favors or services from a customer/potential customer, competitor or supplier

Protecting Confidential or Sensitive Information
Where an employee has been privy to confidential or sensitive information, it is their responsibility to ensure that it remains so. Such information must not be used for any personal gain or advantage. Information given in the course of an employee’s professional activity should be forthright and not intended to mislead or deceive others.

Promoting Fair Business Relationships
Employees should maintain relationships with customers, suppliers and third parties in a manner that contributes to and promotes fair competition in the market and protects the interests and reputation of BOS Solutions. Members should not use their position to garner personal favors or advantages.

Gifts, Gratuities, and Hospitality Inducements
To preserve the image and integrity of the employee and BOS Solutions, business gifts other than items of small nominal value (less than $50 USD) should not be offered or accepted. Reasonable hospitality is an accepted courtesy of a business relationship. The frequency and nature of gifts or hospitality offered or accepted should not be allowed whereby the recipient might be or might be deemed by others to have been influenced in making a business decision as a consequence of accepting such hospitality or gifts.

Federal law (Foreign Corrupt Practices Act “FCPA”) governs gift giving when working with a foreign official, either inside or outside the United States. A gift, a contribution, a donation, entertainment, or another courtesy to a political candidate, committee, governmental entity, public official, or elected or governmental figure must be approved in advance by the President and CEO.

Following Professional Principles
Employees and managers will perform their roles and duties based on the following principles of professional practice:

• Professional Competency
  To maintain their professional competency by staying informed of, and complying with the best management practices.

• Professionalism
  To provide professional advice to BOS Solutions or any other impacted party to the best of their knowledge, recognizing that any final decision is the prerogative of the senior authority within BOS Solutions; to act with courtesy and due consideration in dealings with other professional members and in all business relationships.

• Employment Practice
  To provide a workplace free of discrimination and harassment, see our Anti-harassment and Equal Opportunity Employment policy. Our workplace is one in which merit is the means to success. We hire evaluate and promote employees based on their abilities, achievements, experience and performance.
• **Honesty and Integrity**
  To maintain an unimpeachable standard of integrity and honesty in all their business relationships both inside and outside BOS Solutions.

• **Responsible Management**
  To optimize, without prejudice, the use of resources for which they are responsible so as to provide the maximum value as defined by BOS Solutions.

• **Serving the Public Good**
  To use their position to advance the interests and well-being of society; to denounce all forms of business practice which may compromise value or bring discredit to BOS Solutions.

• **Compliance with legal obligations**
  To be aware of and comply with:
  - All laws, regulations, by-laws and standards
  - Contractual obligations that apply to BOS Solutions. Employees must not engage in or condone any activity or attempt to circumvent the clear intention of the law.

**Procedure**
To ensure compliance with the spirit and letter of the Business Code of Conduct described above, each employee and manager are empowered to oversee compliance within the Company among all employees.

The Company considers breaches of the Business Code of Conduct serious and any allegations of misconduct will be investigated thoroughly. The company encourages all employees who suspect a breach in any of the above activities and actions to promptly report concerns to one’s immediate supervisor. In the event that the questionable actions involve an employee’s immediate supervisor, the employee should contact Human Resources for direction.

Depending upon the nature and magnitude of an infraction of the above actions and activities, an employee will be disciplined in accordance with the Employee Discipline Policy and may include disciplinary action to and including termination.

**BOS Solutions Integrity Hotline**
If an employee is not comfortable reporting concerns to his or her immediate supervisor or to Human Resources, the employee can confidentially contact the Integrity Hotline at the number below. This hotline is operated using a third party provider.

The Integrity Hotline number is **1-877-318-9183**

**Protection against Retaliation**
Our company does not tolerate any form of retaliation against employees who make a good-faith report and/or participate in investigations for known or suspected ethical or legal misconduct or policy violation. If you believe you or others are the subject of retaliation, you should immediately notify Human Resources.
Related Documents

- Anti-harassment and Equal Opportunity Policy

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<th>Approved by</th>
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<td>02/15/2017</td>
<td>Julie Block</td>
<td>Craig Ivie</td>
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REVISION LOG

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<td>07/26/2018</td>
<td>Add application of policy to vendors; Added safety, environment and political matters, expansion of conflicts of interest; added FCPA and gifts</td>
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