



UEI® GROUP, INC. CODE OF ETHICS AND BUSINESS CONDUCT



Code of Ethics and Business Conduct

STATEMENT OF OUR CORE VALUES

Company Vision

Through continuous process improvement and research, UEI Group, Inc. ensures quality generational value to stockholders by selecting, advising, and overseeing leadership, people, investments, and communications.

Values

We will pursue success built around our core values of –

- Ethical – legal, integrity, truth, transparency
- Unity – civic minded, love for teamwork, pleasant attitude, fairness, think globally- act locally
- Preservation – stewardship, secure, respect for environment
- Leadership – accountability, innovation, diversification, differentiation, caring, interest and passion
- Respect- all of these leading to respect



BUILD TRUST AND CREDIBILITY

The success of our business is dependent on the trust and credibility we earn from our stakeholders which includes employees, customers, vendors, community and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct. It is easy to say what we must do, but the proof is in our actions. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask: will this build trust and credibility for UEI® Group, Inc.? Will it help create a working environment in which we 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.

RESPECT FOR THE INDIVIDUAL

We all deserve to work in an environment where we are treated with dignity and respect. UEI® Group Inc. 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. We cannot afford to let anyone’s talents go to waste.

UEI® Group, Inc. is an equal employment/affirmative action 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 or to human resources.

All our employees are also expected to support an inclusive workplace by adhering to the following conduct standards:

- Treat others with dignity and respect at all times.
- Address and report inappropriate behavior and comments that are discriminatory, harassing, abusive, offensive or unwelcome.
- Foster teamwork and employee participation, encouraging the representation of different employee perspectives.
- Seek out insights from employees with different experiences, perspectives and backgrounds.
- Avoid slang or idioms that might not translate across cultures.
- Support a safe work environment.
- Confront the decisions or behaviors of others that are based on conscious or unconscious biases.
- Be open-minded and listen when given constructive feedback regarding others' perception of your conduct.

We will not tolerate discrimination, harassment or any behavior or language that is abusive, offensive or unwelcome.



CREATE A CULTURE OF OPEN AND HONEST COMMUNICATION

At UEI® Group, Inc. everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

We will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

Employees are encouraged, in the first instance, to address such issues with their managers or the HR manager, as most problems can be resolved swiftly. If for any reason that is not possible or if an employee is not comfortable raising the issue with his or her manager or HR, they should contact one of our Corporate Officers.

SET THE TONE AT THE TOP

Leadership and management have the added responsibility for demonstrating, through their actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.

To make our Code work, leaders and managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At UEI® Group, Inc., we want the ethics dialogue to become a natural part of daily work.

UPHOLD THE LAW

UEI® Group Inc's commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or our own policy, we should seek the advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

Competition

We are dedicated to ethical, fair and vigorous competition. We will sell our products and services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for UEI® Group, Inc. or the sales of its products or services, nor will we engage or assist in unlawful boycotts of particular customers.

Proprietary Information

It is important that we respect the property rights of others. We will not acquire or seek to acquire improper means of a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

Selective Disclosure

We will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to UEI® Group Inc. its securities, business operations, plans, financial condition, results of operations or any development plan. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information and is identified as confidential when applicable.

Health and Safety

UEI® Group Inc. is dedicated to maintaining a safe and healthy environment. A safety manual has been designed to educate you on safety in the workplace. All employees have access to the company safety manual which is maintained on the company's intranet site.

AVOID CONFLICTS OF INTEREST

Conflicts of Interest

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of our organizations may conflict with our own personal or family interests. We owe a duty to UEI® Group, Inc. to advance its legitimate interests when the opportunity to do so arises. We must never use company property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with the company.

Here are some other ways in which conflicts of interest could arise:

- Being employed (you or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while you are employed with UEI® Group Inc.
- Serving as a board member for a company whose products compete with those of our own, or supplies products / services similar to our own.
- Owning or having a substantial interest in a competitor, supplier or contractor.
- Having a personal interest, financial interest or potential gain in any UEI® Group, Inc. transaction.
- Placing company business with a firm, owned or controlled by a UEI® Group, Inc. employee or his or her family.
- Accepting compensation, gifts, discounts, favors or services from a customer/potential customer, competitor or supplier, unless equally available to all UEI® Group, Inc. employees.

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict-of-interest question should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their managers or the HR department.

Gifts, Gratuities and Business Courtesies

UEI® Group, Inc. is committed to competing solely on the merit of our products and services. We should avoid any actions that create a perception that favorable treatment of outside entities by UEI® Group, Inc. was sought, received or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom our company does or may do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of UEI® Group, Inc. or customers, or would cause embarrassment or reflect negatively on our reputation.

Accepting Business Courtesies

Most business courtesies offered to us in the course of our employment are offered because of our positions at UEI® Group, Inc. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position at UEI® Group, Inc. to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and good will with the firms that we maintain or may establish a business relationship with.

Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier when UEI® Group, Inc. is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain UEI® Group, Inc. business.

Meals, Refreshments and Entertainment

We may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:

- They are not inappropriately lavish or excessive.
- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.
- The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.

Gifts

Employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including:

- Flowers, fruit baskets and other modest presents that commemorate a special occasion.
- Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising or promotional items).

Generally, employees may not accept compensation, honoraria or money of any amount from entities with whom UEI® Group, Inc. does or may do business. Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than \$100 may not be accepted unless approval is obtained from management.

Employees with questions about accepting business courtesies should talk to their managers or the HR department.

Offering Business Courtesies

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon UEI® Group, Inc. An employee may never use personal funds or resources to do something that cannot be done with UEI Group, Inc. resources. Accounting for business courtesies must be done in accordance with approved company procedures.

Other than to our government customers, for whom special rules apply, we may provide nonmonetary gifts (i.e., company logo apparel or similar promotional items) to our customers. Further, management may approve other courtesies, including meals, refreshments or entertainment of reasonable value, provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.
- The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.

The business courtesy is properly reflected on the books and records of UEI Group, Inc.

THE ENVIRONMENT

Environmental considerations are an integral part of our business practices. We are committed to reduce the environmental impact of our designs, our manufacturing / operational processes and our waste emissions.

Product Content / Hazardous Substance Management

We comply with the applicable laws and regulations prohibiting or restricting specific substances. To ensure safe handling, movement, storage, recycling, reuse and disposal, we identify and manage substances that pose a hazard if released into the environment and we comply with applicable labelling laws and regulations for recycling and disposal. On request we provide | Safety Data Sheets for any hazardous or toxic substances used in the workplace and we train employees who come into contact with such substances in the workplace.

Wastewater and Solid Waste Emissions

Wastewater and solid waste generated from operations, industrial processes and sanitation facilities is monitored, controlled and treated as required by applicable laws and regulations before discharge or disposal.

Air Emissions

Air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting chemicals and combustion by products generated from operations are characterized, monitored, controlled and treated as required by applicable laws and regulations before discharge.

Environmental Permits and Reporting

We obtain and maintain the required environmental permits (e.g., discharge monitoring) and registrations and we follow the operational and reporting requirements of such permits.

Pollution Prevention and Resource Reduction

We endeavor to reduce or eliminate waste of any type, including water and energy, by implementing appropriate conservation measures in our facilities, in our production and maintenance processes and by recycling, reusing or substituting materials.

SET METRICS AND REPORT RESULTS ACCURATELY

Accurate Public Disclosures

We will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees, including all financial executives, with any responsibility for the preparation for such reports, including drafting, reviewing and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Employees should inform Executive Management and the HR department if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

Corporate Recordkeeping

We create, retain and dispose of our company records as part of our normal course of business in compliance with all UEI Group, Inc. policies and guidelines, as well as all regulatory and legal requirements.

All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with UEI Group, Inc.'s and other applicable accounting principles.

We must not improperly influence, manipulate or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of UEI Group, Inc. books, records, processes or internal controls.



PROMOTE SUBSTANCE OVER FORM

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away.

At UEI Group, Inc., we must have the courage to tackle the tough choices and make difficult decisions, secure in the knowledge that UEI Group, Inc. is committed to doing the right thing. At times this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean we should do so.

Although UEI Group, Inc.'s guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business and should guide us in our daily conduct.

Accountability

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact the HR department.

UEI Group, Inc. takes seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.

BE LOYAL

Confidential and Proprietary Information

Integral to UEI Group, Inc.'s business success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, customers and other business partners. Confidential and proprietary information includes such things as pricing and financial data, customer names/addresses or nonpublic information about other companies, including current or potential supplier and vendors. We will not disclose confidential and nonpublic information without a valid business purpose and proper authorization.

Use of Company Resources

Company resources, including time, material, equipment and information, are provided for company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent UEI Group, Inc. are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, we will not use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily activity, except for company-requested support to nonprofit organizations. We will not solicit contributions nor distribute non-work-related materials during work hours.

In order to protect the interests of the UEI Group, Inc. network and our fellow employees, UEI Group, Inc. reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, the use of the Internet or UEI Group, Inc.'s intranet. We will not tolerate the use of company resources to create, access, store, print, solicit or send any materials that are illegal, harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate.

Questions about the proper use of company resources should be directed to your manager.

Media Inquiries

UEI Group, Inc. is a high-profile company in our community, and from time to time, employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the company, we should direct all media inquiries to the [Public Relations Executive and the President of the UEI® Group entity]. No one may issue a press release without first consulting with the [Public Relations Executive and the President of the UEI® Group entity].

DO THE RIGHT THING

Several key questions can help identify situations that may be unethical, inappropriate or illegal. Ask yourself:

- Does what I am doing comply with the UEI Group, Inc. guiding principles, Code of Conduct and company policies?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Would I feel comfortable describing my decision at a staff meeting?
- How would it look if it made the headlines?
- Am I being loyal to my family, my company and myself?
- What would I tell my child to do?
- Is this the right thing to do?

LABOR AND HUMAN RIGHTS

We uphold the human rights of our employees and we treat each employee with dignity and respect, as understood by the international community.

Discrimination

We do not discriminate against any employee based on race, color, age, gender, sexual orientation, ethnicity, disability, religion, political affiliation, membership of an employee organization or marital status in hiring and employment practices such as promotions, rewards, access to training, job assignments, wages, benefits, discipline, termination and retirement. The applicable laws and rules apply.

Harsh Treatment and Harassment

We are committed to a workplace free of harassment. We do not threaten employees with or subject them to harsh or inhumane treatment, including sexual harassment, sexual abuse, corporal punishment, mental coercion, physical coercion or verbal abuse.

Involuntary Labor / Human Trafficking

We do not use any form of forced, bonded, indentured or prison labor. Work is voluntary and our employees are free to leave with reasonable notice.

Child Labor

We do not use child labor at any stage of manufacturing. Our employees are at least the minimum age for employment in the relevant country or the age for completing compulsory education in that country, whichever is higher. We maintain a firm commitment to ethical practices, and we do not engage in business partnerships with any organizations that employ or exploit child labor in any form.

Remuneration

We pay wages, benefits and overtime to our employees in accordance with applicable laws, including those related to minimum wages, overtime, hours and legally mandated benefits. The basis on which our employees are paid is clearly conveyed to them in a timely manner.

Privacy

We respect our employees' privacy and we therefore maintain only those employee personnel and medical records necessary for business, legal or contractual purposes. Access to those records, and the information contained therein, is limited to persons with a need to know for a legitimate business purpose. Each employee has the right to see his own personnel record. We comply with applicable laws regulating the disclosure of personal information about employees.

International Conventions and Recommendations

Besides the laws and regulations in each country certain international organizations like the UNO, OECD and others provide Conventions and Recommendations, which are primarily addressed to Member States and not directly to companies. Nevertheless, we consider them as important guidelines for the conduct of UEI® Group, Inc. and its employees and expect this from our business partners and suppliers as well.

CONCLUSION

The public reputation of a company depends not only on its commercial success, but also through its inherent values, as demonstrated by its behavior to its employees, its business partners and the communities in which it operates. We understand by this that the way we conduct our daily business must be oriented toward and consistent with, not only legal and ethical standards, but also with our core values.

Social responsibility and a business conduct aligned to ethical standards have historically served as a rule for our internal corporate governance. We recognize the importance of constant reinforcement and renewal of our business model in a continuously changing world.

The Code of Ethics and Business Conduct contained herein cannot cover all situations that may be encountered in daily business; it is intended as a guideline to assist each of us in making the "right choice". When in doubt about any matter, you should seek guidance from your manager or such other person or department designated within the Code.

We encourage you, as our employee, to take time to read this Code carefully, because it represents the basis of our working life and the relationship to our customers, business partners and the communities in which we live and work.



By taking this Code and following its rules you support our engagement to maintain and carry forward the outstanding reputation of UEI® Group, Inc.


Our sincere thanks for your engagement and support.



Andy C. Tuck
Chairman



Jim A. Hutchison
COO / Sr. Vice President



Glenda S. Hutchison
Corp. Secretary



Larry R. Hutchison
CEO / President



David S. Hutchison
Treasurer