



CODE OF BUSINESS CONDUCT AND ETHICS

INTRODUCTION

This Code of Business Conduct and Ethics (the "**Code**") is intended to assist all employees, officers and directors (the "**Nanofilm Representatives**") of Nanofilm Technologies International Limited and each of its direct and indirect subsidiaries (individually and collectively, "**Nanofilm**") to maintain the highest standards of ethical conduct in corporate and business affairs.

The purpose of this Code is to:

- encourage a culture of honesty, accountability and mutual respect among Nanofilm Representatives;
- provide guidance for Nanofilm Representatives to recognize ethical issues; and
- provide mechanisms to support the resolution of ethical issues.

While this Code is designed to provide helpful guidelines, it is not intended to address every situation. Dishonest or unethical conduct or conduct that is illegal will constitute a violation of this Code, regardless of whether such conduct is specifically referenced to in this Code. Nanofilm Representatives should conduct their corporate and business affairs in such a manner that will not impugn Nanofilm's reputation should details of their dealings become a matter of public discussion. Nanofilm Representatives shall not engage in any activity that adversely affects the reputation or integrity of Nanofilm.

If laws or other policies and codes of conduct differ from this Code, or if there is a question as to whether this Code applies to a particular situation, Nanofilm Representatives should check with their direct supervisor, manager or head of department ("**Reporting Officer**") before acting. If there are any questions about any situation, Nanofilm Representatives should ask their Reporting Officer about how to handle the situation. Every supervisor, manager and head of department is responsible for helping Nanofilm Representatives understand and comply with the Code. Nanofilm will take disciplinary or preventive action as it deems appropriate to address any existing or potential violation of this Code.

COMPLIANCE WITH LAWS

All Nanofilm Representatives must, at all times, comply with all applicable laws and regulations, including but not limited to employment, discrimination, health, safety, competition, securities and environmental laws that apply to Nanofilm and its operations. No Nanofilm Representative has authority to violate any law or to direct another Nanofilm Representative or other person to violate any law on behalf of Nanofilm. Nanofilm will not condone the activities of those who achieve results through violation of the law or unethical business dealings. This includes any payment for illegal acts, indirect contributions, rebates, and bribery. Nanofilm does not permit any activity that fails to stand the closest possible public scrutiny. All business conduct should be well above the minimum standards required by law. Accordingly, all Nanofilm Representatives must ensure that their actions

cannot be interpreted as being, in any way, in contravention of the laws and regulations governing Nanofilm's operations.

Many of the laws applicable to Nanofilm and Nanofilm Representatives are complex and fact specific. If any Nanofilm Representative has questions concerning a specific situation, he or she should contact his/her Reporting Officer, who, if necessary, should seek appropriate legal advice.

RECORDING AND REPORTING OF FINANCIAL RESULTS

Nanofilm's books and records must reflect, in an accurate and timely manner, all business transactions. Each Nanofilm Representative responsible for accounting and record keeping must fully disclose and record all assets, liabilities, or both, and must exercise diligence in enforcing these requirements. They must not make or engage in any false record or communication of any kind, whether internal or external, including but not limited to:

- False expense, attendance, production, financial, or similar reports and statements
- False advertising, deceptive marketing practices, or other misleading representations

Each Nanofilm Representative shall act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated, in order to ensure that to the best of his or her knowledge that Nanofilm's books, records, accounts and financial statements are maintained accurately and in reasonable detail, appropriately reflect Nanofilm's transactions, are honestly and accurately reflected in its publicly available announcements, reports and communications and conform to applicable legal requirements and the Nanofilm's system of internal controls.

RESPECT FOR HUMAN RIGHTS

Nanofilm complies with employment laws in every country in which it operates, and supports fundamental human rights for all people. Nanofilm will not employ children or forced labour and will not allow physical punishment or abuse. Nanofilm will respect the right of employees to exercise their lawful right of free association.

Nanofilm respects each individual's human rights and will not discriminate on the basis of race, colour, religion, creed, sex, age, social status, family origin, physical or mental disability or sexual orientation, nor will Nanofilm commit other violations of human rights. Nanofilm will be resolute in upholding human rights in everything it does and will not tolerate such discrimination in others. Ignorance and inaction do not constitute excuses for discrimination. Nanofilm will make every endeavour to be fully aware of human rights issues and foster respect and equality for all.

DELIVERING QUALITY AND EXCELLENCE

Nanofilm has a passion for quality and excellence and is committed to delivering quality products, services and solutions to customers. To ensure it meets the quality commitments to customers, Nanofilm strives:

- To doing every job right the first time
- To prepare all required reports accurately and thoroughly
- To comply with contract specifications, including design requirements, inspections and tests

- To only use materials and processes conforming to the quality levels specified in each contract
- To only use substitute materials or processes if they have been approved in writing and in advance by the customer's authorized representative
- Not to knowingly misrepresent, in any way, the condition or status of services or products offered for inspection, testing, or delivery

PROFESSIONAL AND PROPER CONDUCT

Nanofilm expects all Nanofilm Representatives to conduct themselves in a businesslike manner. Drinking, gambling, fighting, swearing, and similar unprofessional activities are strictly prohibited while on the job. Employees must not engage in sexual harassment, or conduct themselves in a way that could be construed as such, for example, by using inappropriate language, keeping or posting inappropriate materials in their work area, or accessing inappropriate materials on their computer.

ETHICAL COMPETITION AND FAIR DEALING

Nanofilm is dedicated to ethical, fair and vigorous competition. Nanofilm sells its products, services and solutions based on their merit, superior quality, functionality and competitive pricing. Nanofilm will make independent pricing and marketing decisions and will not improperly cooperate or coordinate its activities with its competitors. Nanofilm will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for Nanofilm or the sales of its products or services, nor will it engage or assist in unlawful boycotts of particular customers.

Each Nanofilm Representative will deal fairly and in good faith with other Nanofilm Representatives, security holders, customers, suppliers, regulators, business partners and competitors. No Nanofilm Representative may take unfair advantage of anyone through manipulation, concealment, misrepresentation, inappropriate threats, fraud, abuse of confidential information or any other intentional unfair-dealing practice.

RESPECT FOR DIVERSITY AND FAIR EMPLOYMENT PRACTICES

Nanofilm respects the personal dignity of each individual and honour diversity, and is intolerant of violence, discrimination, harassment, or retribution in the workplace. Nanofilm believes that differences should be valued. Every employee deserves the opportunity to work and grow in an environment that is free of discrimination and harassment, and that supports work-life flexibility. At Nanofilm, diversity will be accepted throughout the organization. In exchange, Nanofilm will benefit from the creativity, varied perspective, innovation, and energy that result from a diverse workforce.

Nanofilm strives to be an employer of choice and is firmly committed to the fair treatment and compensation of employees. Nanofilm practises equal opportunity without regard to race, religion, colour, national origin, gender, sexual orientation, age, disability, or veteran or marital status. Nanofilm's employment and personnel decisions are based on individual merit and the requirements of Nanofilm. All applicants and employees are judged by their qualifications, demonstrated skills and achievements. Nanofilm believes in recognizing and rewarding excellent performance, and offering opportunities for advancement through training and promotions.

AVOIDANCE OF CONFLICTS OF INTEREST

Nanofilm expects all Nanofilm Representatives to perform their duties conscientiously, honestly, and in accordance with the best interests of Nanofilm. They must not use their positions or knowledge gained for private or personal advantage. Regardless of the circumstances, if they sense that a course of action they have pursued, or are presently pursuing, or are contemplating pursuing may involve them in a conflict of interest with Nanofilm, they should immediately communicate all facts to their Reporting Officer.

All Nanofilm Representatives share a serious responsibility for Nanofilm's good public relations, especially at the community level. Their readiness to help with charitable, educational, and civic activities brings credit to Nanofilm and is encouraged. They must, however, avoid acquiring any business interest or participating in any other activity outside Nanofilm that would, or would appear to create a conflict of interest such as an obligation, interest, or distraction that may interfere with the independent exercise of judgment in Nanofilm's best interest.

In particular, all Nanofilm Representatives should avoid investing in or acquiring a financial interest for their own accounts in any business organization that has a contractual relationship with Nanofilm, or that provides goods or services, or both, to Nanofilm if such investment or interest could influence or create the impression of influencing their decisions in the performance of their duties on behalf of Nanofilm.

Some examples in which conflicts of interest on the part of a Nanofilm Representative could arise are:

- Being employed (himself/herself 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 such Nanofilm Representative is employed with Nanofilm.
- Hiring or supervising family members or closely related persons.
- Serving as a board member for an outside commercial company or organization.
- Owning or having a substantial interest in a competitor, supplier or contractor.
- Having a personal interest, financial interest or potential gain in any transaction that is entered into with Nanofilm.
- Entering into a business transaction with a firm owned or controlled by the Nanofilm Representative or his or her family.
- Accepting gifts, discounts, favours or services from a customer/potential customer, competitor or supplier, unless equally available to all Nanofilm Representatives.

Nanofilm Representatives with a conflict of interest question should seek advice and consent from their Reporting Officer before engaging in any activity, transaction or relationship that might give rise to a conflict of interest.

A Nanofilm Representative shall upon request, submit an annual declaration declaring whether he, or any of his related persons has in the past year, directly or indirectly, entered into any transaction or received any benefits in any form or kind, which present or may potentially present a conflict between his or his related person(s)' personal interest and the interest of Nanofilm.

PROTECTION OF NANOFILM FUNDS AND OTHER ASSETS

Assets of Nanofilm, including facilities, funds, materials, supplies, time, information, intellectual property, software, corporate opportunities and other assets owned or leased by Nanofilm, or that are otherwise in Nanofilm's possession, may be used only for legitimate business purposes of Nanofilm. Assets of Nanofilm are not to be misappropriated, loan to others, donated, sold or used for personal use, except for any activities that have been approved in writing by the Reporting Officer in advance.

Those who have access to Nanofilm funds in any form must follow the prescribed procedures for recording, handling, and protecting money as detailed in Nanofilm's policies and procedures or other explanatory materials, or both. Nanofilm imposes strict standards to prevent fraud and dishonesty. If they become aware of any evidence of fraud and dishonesty, Nanofilm Representatives should immediately advise the Reporting Officer or seek appropriate legal guidance so that Nanofilm can promptly investigate further. When a Nanofilm Representative is required to spend Nanofilm funds or incur any reimbursable personal expenses, that individual must use good judgment on Nanofilm's behalf to ensure that good value is received for every expenditure. Nanofilm funds and all other assets of Nanofilm are purposed for Nanofilm only and not for personal benefit. This includes the personal use of organizational assets, such as computers.

BRIBERY AND OTHER IMPROPER PAYMENTS

No Nanofilm Representative may, directly or indirectly, give, offer, demand, solicit or accept a bribe to or from anyone in the course of conducting business on behalf of Nanofilm, including for the purpose of obtaining or retaining business, or for any other advantage. No Nanofilm Representative may, directly or indirectly, give, offer, demand, solicit or accept any improper payment to or from anyone in the course of conducting business on behalf of Nanofilm, including for the purpose of obtaining or retaining business, or for any other advantage. Improper payments include, without limitation, any gift, gratuity, reward, advantage or benefit of any kind (monetary or non-monetary). A third party intermediary, such as an agent or family member, cannot be used to further any bribe or improper payment or otherwise violate the spirit of this Code.

Kickbacks and Secret Commissions

With respect to Nanofilm's business activities, Nanofilm Representatives may not receive payment or compensation of any kind, except as authorized under Nanofilm's policies. In particular, Nanofilm strictly prohibits the acceptance of kickbacks and secret commissions from suppliers or others. Any breach of this rule will result in immediate termination and prosecution to the fullest extent of the law.

Gifts, Entertainment, and Favors

Nanofilm strictly prohibits any payment to any person that violates the laws of any jurisdiction in which Nanofilm operates. Except to the extent specifically permitted below, Nanofilm strictly prohibits any person from giving, offering, promising, demanding, soliciting or receiving, directly or indirectly, entertainment, gifts, or personal favors or using corporate or personal funds, in such a way that could influence, or reasonably give the appearance of influencing, Nanofilm's business relationship with another person. Any offer of, or request for, such entertainment, gifts, or personal favors or use of funds must be reported to the Reporting Officer. Gifts include, without limitation, material goods, as well as services, promotional premiums and discounts.

Exceptions

Nanofilm does not prohibit the giving or receiving of gifts of nominal or token value to or from non-government suppliers and customers, provided that they are not for the express purpose of obtaining or retaining business or some other advantage for Nanofilm and provided that they are otherwise lawful. Nanofilm does not prohibit expenditures of amounts for meals and entertainment and travel expenses in connection with customer conferences of Nanofilm and other promotional activities for non-government suppliers and customers that are ordinary and customary business expenses, if they are otherwise lawful. These expenditures should be included on expense reports and approved pursuant to Nanofilm's standard procedures.

POLITICAL CONTRIBUTIONS

Nanofilm Representatives must refrain from making any use of Nanofilm, personal or other funds or resources on behalf of Nanofilm, or which may be attributed to or associated with Nanofilm, for political or other purposes which are improper or prohibited by the applicable federal, provincial, territorial, state, local or foreign laws, rules or regulations. Nanofilm contributions, or those which may be associated with Nanofilm, or expenditures in connection with election campaigns may be permitted only to the extent allowed by federal, provincial, territorial, state, local or foreign election laws, rules and regulations and require the approval of the Reporting Officer.

Nanofilm Representatives are encouraged to participate actively in the political process in their personal capacity, but not on behalf of Nanofilm. Nanofilm believes that individual participation is a continuing responsibility of those who live in a free country.

EXTERNAL COMMUNICATION

In all matters relevant to customers, suppliers, government authorities, the public and others of Nanofilm, Nanofilm Representatives must make every effort to achieve complete, accurate, and timely communications - responding promptly and courteously to all proper requests for information and to all complaints.

Nanofilm Representatives must take care to separate their personal roles from Nanofilm positions when communicating on matters not involving Nanofilm's business. They must not use organization identification, stationery, supplies, and equipment for personal or political matters. When communicating publicly on matters that involve Nanofilm's business, Nanofilm Representatives must not presume to speak for Nanofilm on any topic, unless they are certain that the views they express are those of Nanofilm, and it is Nanofilm's desire that such views be publicly disseminated. When dealing with anyone outside Nanofilm, including public officials, Nanofilm Representatives must take care not to compromise the integrity or damage the reputation of either Nanofilm, or any outside individual, business, or government body.

HANDLING OF CONFIDENTIAL INFORMATION

Nanofilm Representatives must observe the confidentiality of information that they acquire by virtue of their relationship with Nanofilm, including information concerning Nanofilm and its customers, suppliers and competitors and other Nanofilm Representatives, except where disclosure is approved by the Reporting Officer or otherwise legally mandated.

In addition, Nanofilm Representatives must safeguard proprietary information, which includes information that is not generally known to the public and has commercial value in Nanofilm's business. Proprietary information includes, among other things, drill results, business methods, analytical tools, software programs, source and object codes, trade secrets, ideas, techniques, inventions (whether patentable or not) and other information relating to economic analysis, designs, algorithms and research. It also includes information relating to marketing, pricing, clients, and terms of compensation for Nanofilm Representatives. The obligation to preserve proprietary information continues even after employment ends. In addition to violating this Code and policy of Nanofilm, unauthorized use or distribution of proprietary information could also be illegal and result in civil or even criminal penalties. Nanofilm considers its proprietary information an important asset and may bring suit against employees or former employees to defend its rights vigorously.

When handling financial and personal information about customers or others with whom Nanofilm has dealings, Nanofilm Representatives are to observe the following principles:

- Collect, use, and retain only the personal information necessary for Nanofilm's business. Whenever possible, obtain any relevant information directly from the person concerned. Use only reputable and reliable sources to supplement this information.
- Retain information only for as long as necessary or as required by law. Protect the physical security of such information.
- Limit internal access to personal information to those with a legitimate business reason for seeking that information. Use only personal information for the purposes for which it was originally obtained. Obtain the consent of the person concerned before externally disclosing any personal information, unless legal process or contractual obligation provides otherwise.

REPORTING OF CODE VIOLATIONS

Nanofilm Representatives who observe, learn of, or, in good faith, suspect a violation of this Code must immediately report the violation pursuant to the procedures for submission of complaints and concerns set out in Nanofilm's Whistle Blowing Policy.

Nanofilm does not tolerate acts of retaliation, including demotion, discharge, discipline, discrimination, harassment, suspension or threats, against any Nanofilm Representative who makes a good faith report of known or suspected acts of misconduct or other violations of this Code.

Nanofilm Representatives should be alert and sensitive to situations that could result in actions that might violate federal, state, or local laws or the standards of conduct set forth in this Code. If any Nanofilm Representative believes his/her own conduct or that of any other Nanofilm Representatives may have violated any such laws or this Code, such Nanofilm Representative has an obligation to report the matter in accordance with this Code and/or the Whistle Blowing Policy.

Generally, a Nanofilm Representative should raise such matters first with his/her Reporting Officer. However, if such Nanofilm Representative is not comfortable bringing the matter up with his/her Reporting Officer, or do not believe the Reporting Officer has dealt with the matter properly, then he/she should raise the matter with the Chief Executive Officer or Chief Financial Officer. Directors and officers should report any potential violations of this Code involving directors or officers to the Chair of the Audit Committee of the Board of Directors.

导言

本商业行为和道德准则（以下简称“准则”）旨在协助纳峰国际有限公司及其各直接和间接子公司的所有员工、管理人员和董事（以下简称“纳峰员工”），“Nanofilm”）以保持公司和商业事务中的最高道德行为标准。

本规范旨在：

- 鼓励培养诚实、负责和相互尊重的文化；
- 提供指导，帮助纳峰员工认识到道德问题；以及
- 提供支持解决道德问题的机制。

虽然此代码旨在提供有用的指导原则，但并不是针对所有情况。不诚实或不道德的行为或非法行为将构成对本准则的违反，无论本准则是否明确提及此类行为。纳峰员工应以这样一种方式处理其公司和商业事务：如果交易细节成为公众讨论的问题，Nanofilm的声誉将不会受到指责。纳峰员工不得从事任何对纳米薄膜声誉或完整性产生不利影响的活动。

如果法律或其他政策和行为准则与本准则不同，或者如果对本准则是否适用于特定情况有疑问，纳峰员工应在采取行动前与其直接主管、经理或部门主管（“报告官”）核实。如果对任何情况有任何疑问，纳峰员工应询问其报告员如何处理该情况。每位主管、经理和部门负责人都有责任帮助纳峰员工理解并遵守本规范。Nanofilm将采取其认为适当的纪律或预防措施，以解决提请其注意的任何现有或潜在违反本规范的行为。

遵守法律

所有纳峰员工必须始终遵守所有适用法律法规，包括但不限于适用于纳米薄膜及其运营的就业、歧视、健康、安全、竞争、证券和环境法律。纳峰员工无权违反任何法律或指示其他纳峰员工或其他人代表纳米薄膜违反任何法律。Nanofilm不会纵容那些通过违法或不道德的商业交易取得成果的人的行为。这包括对非法行为、间接捐款、回扣和贿赂的任何支付。纳米薄膜不允许任何不经得起公众尽可能仔细检查的活动。所有商业行为都应远远高于法律规定的最低标准。因此，所有纳峰员工必须确保他们的行为不会以任何方式被解释为违反了管理纳米薄膜运营的法律法规。

许多适用于纳米薄膜和纳峰员工的法律是复杂的和特定于事实的。如果任何纳峰员工对特定情况有疑问，他或她应联系其报告官员，必要时，他们应寻求适当的法律建议。

财务结果的记录和报告

Nanofilm的账簿和记录必须准确及时地反映所有商业交易。负责会计和记录的每个纳峰员工必须充分披露和记录所有资产、负债或两者，并且必须勤勉地执行这些要求。不得在内部或外部进行或参与任何形式的虚假记录或通信，包括但不限于：

- 虚假的费用、出勤、生产、财务或类似报告和报表
- 虚假广告、欺骗性营销行为或其他误导性陈述

每位纳峰员工应本着诚信、负责任的态度，尽职尽责、称职尽责，不得歪曲重要事实或让自己的独立判断处于次要地位，以确保尽其所知，纳米薄膜的账簿、记录、账目和财务报表得以保存准确和合理的细节，适当地反映纳米薄膜的交易，诚实和准确地反映在其公开的公告、报告和通信中，并符合适用的法律要求和纳米薄膜的内部控制系统。

尊重人权

Nanofilm遵守其运营所在国家的就业法，并支持所有人的基本人权。Nanofilm不会雇用儿童或强迫劳动，也不会允许体罚或虐待。Nanofilm将尊重员工行使其合法权利的权利

Nanofilm尊重每个人的人权，不会基于种族、肤色、宗教、信仰、性别、年龄、社会地位、家庭出身、身心残疾或性取向进行歧视，也不会犯下其他侵犯人权的行为。Nanofilm将坚决维护人权，绝不容忍他人的这种歧视。无知和不作为不构成歧视的借口。纳米薄膜将尽一切努力充分认识人权问题，促进对所有人的尊重和平等。

提供质量和卓越

Nanofilm对质量和卓越充满热情，致力于为客户提供优质的产品、服务和解决方案。为确保满足对客户的质量承诺，Nanofilm致力于：

- 第一次就做好每项工作
- 准确、完整地准备所有要求的报告
- 遵守合同规范，包括设计要求、检查和测试
- 仅使用符合各合同规定质量水平的材料和工艺
- 仅在客户授权代表事先书面批准的情况下使用替代材料或工艺
- 不得故意以任何方式歪曲提供用于检验、测试或交付的服务或产品的状况或状态

专业和正当行为

Nanofilm希望所有纳峰员工都能以一种商业化的方式行事。工作期间严禁饮酒、赌博、打架、骂人和类似的不专业活动。员工不得从事性骚扰，或以可被理解为性骚扰的方式行事，例如，使用不适当的语言，在工作区域保存或张贴不适当的材料，或在计算机上访问不适当的材料。

伦理竞争与公平交易

纳米薄膜致力于道德、公平和激烈的竞争。Nanofilm基于其优点、卓越的质量、功能和具有竞争力的价格销售其产品、服务和解决方案。Nanofilm将独立定价和营销决策，不会与竞争对手不当合作或协调其活动。Nanofilm不会提供或索取与购买Nanofilm的商品或服务或销售其产品或服务有关的不当付款或酬金，也不会参与或协助非法抵制特定客户。

每个纳峰员工将公平和诚信地与其他纳峰员工、证券持有人、客户、供应商、监管机构、商业伙伴和竞争对手进行交易。纳峰员工不得通过操纵、隐瞒、虚假陈述、不适当的威胁、欺诈、滥用机密信息或任何其他故意的不公平交易行为对任何人进行不公平的利用。 尊重多样性和公平就业做法

Nanofilm尊重每个人的人格尊严，尊重多样性，不容忍工作场所的暴力、歧视、骚扰或报复。Nanofilm认为应该重视差异。每个员工都应该有机会在一个没有歧视和骚扰的环境中工作和成长，并支持工作/生活的灵活性。在Nanofilm，整个组织将接受多样性。作为交换，纳米薄膜将受益于来自不同劳动力的创造力、不同视角、创新和活力。

Nanofilm致力于成为首选雇主，并坚定地致力于公平对待和补偿员工。Nanofilm不分种族、宗教、肤色、国籍、性别、性取向、年龄、残疾、退伍军人或婚姻状况，实行机会均等。纳米薄

膜的雇用和人事决定是基于个人的优点和纳米薄膜的要求。所有申请者和雇员都是根据他们的资历、表现出来的技能和成就来评判的。Nanofilm相信表彰和奖励优秀表现，并通过培训和晋升提供晋升机会。

避免利益冲突

Nanofilm希望所有纳峰员工都能认真、诚实地履行职责，并符合Nanofilm的最大利益。他们不得利用职务或因职务而获得的知识谋取私利或个人利益。无论在何种情况下，如果他们感觉到他们已经采取的、目前正在采取的或正在考虑采取的行动可能涉及他们与Nanofilm的利益冲突，他们应立即将所有事实告知他们的报告官员。

所有Nanofilm的代表都对Nanofilm良好的公共关系，特别是社区层面的公共关系负有重大责任。他们乐于帮助慈善、教育和公民活动，这给Nanofilm带来了荣誉，也受到了鼓励。但是，他们必须避免获得任何商业利益或参与纳米薄膜以外的任何其他活动，这些活动可能会或似乎会产生利益冲突，例如可能干扰纳米薄膜最佳利益独立判断的义务、利益或分心。

特别是，所有纳峰员工应避免在任何与Nanofilm有合同关系或提供商品或服务或两者兼而有之的商业组织中投资或获得财务利益，如果此类投资或利益可能影响或产生影响他们代表纳米薄膜履行职责的决定的印象，则向纳米薄膜公司提供。

纳峰员工可能产生利益冲突的一些例子有：

- 受雇于竞争对手或潜在竞争对手、供应商或承包商，或担任其顾问（他/她自己或亲密的家庭成员），无论雇佣性质如何，而该纳峰员工受雇于Nanofilm。
- 雇用或监督家庭成员或密切相关人员。
- 担任外部商业公司或组织的董事会成员。
- 拥有或拥有竞争对手、供应商或承包商的实质利益。
- 在与纳米薄膜达成的任何交易中拥有个人利益、经济利益或潜在收益。
- 与纳峰员工或其家人拥有或控制的公司进行商业交易。
- 接受来自客户/潜在客户、竞争对手或供应商的礼物、折扣、优惠或服务，除非所有纳峰员工都能平等获得。

有利益冲突问题的纳峰员工应在从事任何可能引起利益冲突的活动、交易或关系之前征求其报告官的意见，并征求其报告官的同意。

保护纳米薄膜基金和其他资产

Nanofilm的资产，包括设施、资金、材料、供应品、时间、信息、知识产权、软件、公司机会和Nanofilm拥有或租赁的其他资产，或Nanofilm拥有的其他资产，只能用于Nanofilm的合法商业目的。纳米薄膜的资产不得被挪用、借给他人、捐赠、出售或用于个人用途，但经报告官员事先书面批准的任何活动除外。

以任何形式获得纳米薄膜资金的人必须遵守纳米薄膜政策和程序或其他解释性材料或两者中详细记录的记录、处理和保护资金的规定程序。Nanofilm实施了严格的标准来防止欺诈和不诚实。如果他们发现任何欺诈和不诚实的证据，纳峰员工应立即通知报告官员或寻求适当的法律指导，以便Nanofilm能够及时进行进一步调查。当纳峰员工需要花费纳米薄膜基金或招致任何可报销的个人开支时，该个人必须代表纳米薄膜运用良好的判断，以确保每项开支都获得良好的价值。纳米薄膜基金和纳米薄膜的所有其他资产仅用于纳米薄膜，不用于个人利益。这包括个人使用组织资产，如计算机。

贿赂和其他不当支付

在代表Nanofilm开展业务的过程中，任何纳峰员工不得直接或间接地向任何人提供、提议、要求、索取或接受贿赂，包括为了获得或保留业务，或为了任何其他利益。在代表Nanofilm开展业务的过程中，任何纳峰员工不得直接或间接向任何人给予、提供、要求、索取或接受任何不当付款，包括为了获得或保留业务，或为了任何其他利益。不当支付包括但不限于任何礼物、酬金、报酬、任何形式的利益（货币或非货币）。第三方中介机构，如代理人或家庭成员，不得用于进一步行贿或不当支付或以其他方式违反本守则的精神。回扣和秘密佣金

对于Nanofilm的业务活动，纳峰员工不得获得任何形式的付款或补偿，除非获得Nanofilm政策的授权。特别是，Nanofilm严格禁止接受供应商或其他人的回扣和秘密佣金。任何违反此规则的行为将导致立即终止合同并在法律允许的范围内进行起诉。

礼物、娱乐和恩惠

Nanofilm严格禁止向违反Nanofilm运营所在司法管辖区法律的任何人付款。除下文明确允许的范围外，Nanofilm严格禁止任何人直接或间接地给予、提供、承诺、要求、索取或接受娱乐、礼物或个人恩惠，或使用公司或个人资金，其方式可能会影响或合理地表现出影响，Nanofilm与他人的业务关系。任何提供或要求此类娱乐、礼物或个人恩惠或资金使用的行为必须向报告官员报告。礼品包括但不限于实物，以及服务、促销溢价和折扣。

例外情况

Nanofilm不禁止向非政府供应商和客户赠送或接受象征性或象征性价值的礼物，前提是这些礼物不是为了获得或保留Nanofilm的业务或其他优势，并且在其他方面是合法的。Nanofilm不禁止与非政府供应商和客户的Nanofilm客户会议和其他促销活动相关的餐费、娱乐费和差旅费支出，这些费用属于正常和习惯性的业务费用，如果这些费用是合法的话。这些支出应包括在费用报告中，并根据纳米薄膜的标准程序批准。

政治贡献

纳峰员工不得将代表Nanofilm的Nanofilm、个人或其他资金或资源，或可能归因于Nanofilm或与Nanofilm相关的资金或资源用于适用的联邦、省、地区、州、地方或外国法律不适当或禁止的政治或其他目的，规章制度。只有在联邦、省、地区、州、地方或外国选举法律、法规和条例允许的范围内，并且需要报告官员的批准，才允许纳米薄膜捐款或与纳米薄膜有关的捐款，或与选举活动有关的支出。

鼓励纳峰员工以个人身份积极参与政治进程，但不能代表纳米薄膜。Nanofilm认为，个人参与是那些生活在自由国家的人的持续责任。

对外交流

在与客户、供应商、政府当局、公众和纳米薄膜其他方有关的所有事项中，纳峰员工必须尽一切努力实现完整、准确和及时的沟通——对所有适当的信息请求和所有投诉作出迅速和礼貌的回应。

在就不涉及纳米薄膜业务的事项进行沟通时，纳峰员工必须注意将其个人角色与纳米薄膜职位分开。他们不得将组织标识、文具、用品和设备用于个人或政治事务。在就涉及Nanofilm业务的事项进行公开沟通时，纳峰员工不得就任何话题为Nanofilm发言，除非他们确定自己表达的

观点是Nanofilm的观点，并且Nanofilm希望公开传播这些观点。在与Nanofilm以外的任何人（包括政府官员）打交道时，纳峰员工必须注意不要损害Nanofilm或任何外部个人、企业或政府机构的完整性或声誉。

机密信息的处理

纳峰员工必须遵守其通过与Nanofilm的关系获得的信息的保密性，包括有关Nanofilm及其客户、供应商和竞争对手以及其他纳峰员工的信息，除非报告官员批准或其他法律规定的披露。此外，纳峰员工必须保护专有信息，其中包括公众通常不知道的、在纳米薄膜业务中具有商业价值的信息。专有信息包括钻探结果、商业方法、分析工具、软件程序、源代码和目标代码、商业秘密、想法、技术、发明（无论是否可申请专利）以及与经济分析、设计、算法和研究有关的其他信息。它还包括有关营销、定价、客户以及纳峰员工的补偿条款的信息。即使在雇佣关系结束后，保留专有信息的义务仍在继续。除了违反纳米薄膜的这一准则和政策外，未经授权使用或传播专有信息也可能是非法的，并可能导致民事甚至刑事处罚。Nanofilm认为其专有信息是一项重要资产，可能会对员工或前员工提起诉讼，以有力地维护其权利。在处理与Nanofilm有交易的客户或其他人的财务和个人信息时，纳峰员工应遵守以下原则：

- 仅收集、使用和保留Nanofilm业务所需的个人信息。在可能的情况下，直接从相关人员处获取任何相关信息。仅使用信誉良好且可靠的来源补充此信息。
- 仅在必要或法律要求时保留信息。保护此类信息的物理安全。
- 将个人信息的内部访问权限限制为那些有合法商业理由寻求该信息的人。仅将个人信息用于最初获取的目的。除非法律程序或合同义务另有规定，否则在对外披露任何个人信息之前，必须征得相关人员的同意。

违规行为举报

观察、得知或善意怀疑违反本规范的纳峰员工必须立即根据纳米薄膜举报政策中规定的投诉和关注提交程序报告违反行为。

Nanofilm不容忍对任何纳峰员工进行报复行为，包括降职、解雇、纪律处分、歧视、骚扰、停职或威胁，该代表对已知或涉嫌的不当行为或其他违反本准则的行为进行善意报告。纳峰员工应对可能导致违反联邦、州或地方法律或本准则规定的行为标准的行为的情况保持警惕和敏感。如果任何纳峰员工认为他/她自己或任何其他纳峰员工的行为可能违反了任何此类法律或本准则，则该纳峰员工有义务根据本准则和/或举报政策报告此事。

一般来说，纳峰员工应首先向其报告官提出此类问题。但是，如果该纳峰员工不愿意向其报告官提出该事项，或不认为报告官已妥善处理该事项，则应向首席执行官或首席财务官提出该事项。董事和高级管理人员应向董事会审计委员会主席报告涉及董事或高级管理人员的任何潜在违反本准则的行为。