



AIS LIMITED – CODE OF ETHICS

0.0 General

0.1 The Company expects that directors, officers and employees will conduct their business activities in a manner which reflects respect for the law, recognizes the rights and feelings of others, and conforms with Company policy. It has always been and continues to be the intent of the Company that its employees maintain the highest ethical standards in their conduct of Company affairs. It is appropriate and timely to reaffirm and amplify for the benefit of all Company employees, wherever located, the Corporation's long-standing policy with respect to potential conflicts of interest or unethical practices. The essence of the Company policy in all these matters is that the company employees shall deal with suppliers, customers and other persons doing or seeking to do business with the Company in a manner that excludes consideration of personal advantage.

1.0 Purpose and Scope

1.1 The purpose of this procedure is to clearly state the expectations of the Company in regards to ethical behavior of its directors, officers and employees.

2.0 Compliance with the Law

2.1 All Company directors, officers, and employees shall comply with the letter and spirit of the laws which govern their actions and those of the Company.

3.0 Conflicts of Interest

3.1 Employees or members of their families should not own a "significant" financial interest in any business organization that does or seeks to do business with the Company, or is a competitor of the Company, unless such interest has been fully disclosed to, and approved by, the Company's Board of Directors for such could result in a conflict between the employee's interest and the Company's best interest.

3.1.1 Family members include spouses, children, step-children, parents, step-parents, brothers, sisters, grandparents, in-laws, and any person living in the same household.

3.1.2 As a minimum standard, a "significant" financial interest is an aggregate interest of an employee and family members of more than: (a) 1% of any class of the outstanding securities of a firm or corporation; (b) 10% interest in any partnership or association; or (c) 5% of the total direct and beneficial assets or income of such employee.

3.2 Employees shall not conduct business on behalf of the Company with a member of the employee's family, or a business organization with which the employee or a member of the employee's family has an association, which could be construed as significant in terms of potential conflict of interest, unless such business dealings have been specifically disclosed in writing to, and approved by, the Chief Financial Officer.

4.0 Relationships with Suppliers and Customers

4.1 Employees shall perform their duties in a manner which will not benefit them personally at the expense of the Company, harm the Company or create an impression of impropriety. Although the Company considers it important that friendly relationships be maintained with its suppliers and customers, special care must be taken dealing with them to ensure that favoritism, preferential treatment and special benefits are avoided.

- 5.0 Outside Business Activities**
- 5.1** Employees shall not accept an offer to serve as director, partner, and consultant or in a managerial position with, or to be employed in a technical capacity by, a non-affiliated business organization which does significant business with or is a competitor of the Company, unless such has been disclosed to, and approved by the Chief Financial Officer of the Company. In addition, employees shall not accept a directorship of any corporation (either profit or nonprofit) without prior specific approval of the Chief Financial Officer.
- 5.2** All employees considering second jobs shall obtain their supervisor's approval.
- 6.0 Improper Payments**
- 6.1** Company employees are prohibited from paying kickbacks, bribes, or undisclosed commissions or making other unlawful special services to or for governmental officials or private parties. Employees are prohibited from making any such payments or performing such services for third parties for purposes of obtaining special favors, treatment, contracts or sales from others. Similarly, employees should neither solicit nor accept such payments and services themselves.
- 7.0 Gifts, Favors & Entertainment**
- 7.1** It is never permissible to accept a gift in cash or cash equivalents (e.g., stocks or other forms of marketable securities) of any amount.
- 7.2** Employees shall not seek or accept any gifts, payments fees, services, valuable privileges, vacations or pleasure trips without a business purpose, loans (other than conventional loans from lending institutions) or other favors from any person or business organization that does or seeks to do business with, or is a competitor of the Company. No employee shall accept anything of value in exchange for referral of third parties to any such person or business organization. (Except see 8.1 for gifts in foreign countries.)
- 7.3** An especially strict standard is expected with respect to gifts, services or considerations of any kind from suppliers. You can only accept a gift from a supplier if it is clearly a promotional item and without commercial value.
- 7.4** Employees should entertain or be entertained only at times and in circumstances authorized by Company policy and never in a manner which creates an appearance of impropriety.
- 8.0 Gifts in Foreign Countries**
- 8.1** It is recognized that in certain countries refusal of personal gifts with a value substantially in excess of accepted United States business practices could result in an awkward business situation. The propriety of employees keeping such valuable gifts for personal use or turning them over to the Company should be discussed in each case with the Chief Financial Officer of the Company.
- 9.0 Inside Information**
- 9.1** Employees shall not, without proper authority, release to anyone not employed by the Company, or to another employee who has no need for the information, data or information of a confidential nature concerning the Company. For example, disclosure of financial information could be harmful to the Company and could be the basis for legal action. Information which an employee learns about the Company and its products, methods, plans and processes during employment must be kept confidential at all times and only be disclosed to others in accordance with Company policy, even after employment with the Company is ended. Inventions which result in whole or in part when employees work for the Company, belong to the Company.
- 10.0 Corporate Opportunity**
- 10.1** Employees shall not acquire real estate, securities, or any other assets which they know the Company is interested in acquiring. Moreover, based upon advance information, employees shall not acquire any adjacent real estate or other related securities for speculation or investment without the specific prior approval of the Board of Directors of the Company.
- 11.0 Cooperation with Accounting, Audit and Legal Personnel**
- 11.1** During employment with the Company, employees will be required to complete numerous internal reports. In addition, they may on occasion be asked to respond to inquiries from the Company's auditors, accountants and attorneys as well as

Government auditors. The reports and responses should be straightforward, accurate and complete and in such format as the Company should advise.

12.0 Political Contributions

12.1 The Company encourages employees to participate on an individual basis in community and political activities. However, by participating employees are expressing their views as citizens and not as a representatives of the Company. The contribution of Company funds to political campaigns is prohibited, regardless of whether it is done directly or through third parties, unless lawful and expressly approved by the Board of Directors of the Company. Employees are free to contribute their personal funds to political campaigns as they wish. They will not be reimbursed by the Company for such contributions.

13.0 Company Products & Services

13.1 The Company's goal is to produce only safe, quality products and services and to promote and distribute them to the public in a manner which informs the public of their qualities without misleading it. All of the products the Company produces and markets must be in compliance with applicable government regulations and of the best quality consistent with the materials available, economic viability of the products and the Company's marketing objectives. Employee cooperation is essential to meet these goals and to deal with the problems which arise, should it fail to meet them.

14.0 Equal Opportunity

14.1 The Company has a policy of equal opportunity with respect to race, sex, age, color, religion, creed, national origin, veteran status, sexual orientation or presence of a disability. The Company is morally and legally committed to give all persons an equal opportunity for employment and promotion based solely upon their individual qualifications and the valid requirements of the position. All supervisors and managers are charged with the responsibility of preventing discrimination, however, success of the Company's equal opportunity policy ultimately depends on the unbiased attitudes and actions of all of its employees.

14.2 Harassment in any form of employees by fellow employees is a form of unlawful discriminatory behavior and is not permitted regardless of the working relationship. Specifically forbidden is harassment of a sexual, religious, racial or ethnic nature.

15.0 Competition

15.1 Competition based on quality, service and price is the heart of the free enterprise system. The positive assertion of the benefits of the Company's products and services is a proper means of selling; derogation of competitors, their products, programs or management is destructive practice. The relationships with competitors must be conducted within the guidelines of the laws applicable to the Company.

16.0 Use of Undisclosed Information

16.1 Although much of the following discussion will not apply to most of the Company's employees, certain actions of employees could be in violation of securities laws and regulations. Penalties for violations of these laws and regulations are severe and it is deemed important to call attention to the following:

16.1.1 Employees who learn important information not generally known to the public and stemming from their employment with the Company (commonly referred to as "material undisclosed information"), about the Company or any other corporation, including customers, suppliers or competitors, could be found to be in violation of such laws and regulations if they take advantage of that information by:

Trading in other corporations' stock; or

Inducing others to trade in such stock

16.1.2 Important information about the Company would include significant new products or discoveries, sales and earnings figures, major contracts, plans for acquisitions or mergers. Such information in the case of another corporation would also include knowledge that the other corporation will enter into or is negotiating for a contract important to it for the sale of goods or services to or by the Company.

16.1.3

16.1.4 Accordingly, it is the Company's strict policy to ban: (a) trading of securities of any publicly-held company about which any such person learns non-public information through his or her relationship with the Company; and (b) tipping or disclosure by any person of any material, non-public information regarding the Company or any publicly-held company if such information was acquired through such person's relationship with the Company. Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency) are no exception, and employees are responsible for compliance with these policies by their family members.

16.1.4.1 The Company, of course, is not in a position to give personal legal advice to its employees. Therefore, if an employee has any questions relative to the sale or purchase of a security under circumstances where these laws and regulations might apply, it is suggested that they consult with their own attorney.

17.0 Company Ombudsman

17.1 The company has designated the Human Resource Director as the person to investigate all employee concerns about the ethical behavior of employees.

17.1.1 Employees are encouraged to report unethical behavior to the Human Resource Director. It is acceptable to write, call or discuss the situation in person with him. It is also acceptable to report items anonymously.

17.1.2 The Human Resource Director is responsible for investigating and resolving all situations that are reported to him/her.

18.0 AIS Hotline 1(866) 239-6615 or HR@ais-sim.com