

APPENDIX I

INTERNATIONAL-MATEX TANK TERMINALS HOLDINGS, LLC'S CODE OF BUSINESS CONDUCT AND ETHICS

The Purpose of this Code of Business Conduct and Ethics: This Code of Business Conduct and Ethics outlines the commitment of International-Matex Tank Terminals Holding, LLC and its subsidiaries or affiliated companies (collectively referred to as “IMTT” or “Company”), and each director, officer, and employee, to act with integrity, keep promises, comply with all applicable laws, and raise concerns when things do not seem right. That commitment is essential to IMTT’s reputation and long-term success as the Company works hard to earn the trust of our customers, vendors, business partners, and owners.

The same commitment is also essential for the success of all IMTT employees. We do not want to put ourselves at risk or harm individual reputations. Following corporate policies, complying with applicable laws, making principled decisions, asking questions, and raising concerns protects all of us.

The Principles of Conduct outlined below are the foundations upon which this Code of Business Conduct and Ethics is set. While guidance on many business conduct topics is included in this document, to provide additional guidance, IMTT and its operating divisions publish specific policies on many of the topics in this Code of Business Conduct and Ethics.

Principles of Conduct

- We conduct business affairs with the highest standards of honesty and integrity. We tell the truth.
- We keep our promises to customers, vendors, business partners, shareholders, and each other.
- We respect the rights of the people with whom we work.
- We act in good faith, free from conflict of interest, fulfilling the trust that IMTT has placed in us and protecting IMTT’s assets and reputation. We avoid even the appearance of improper behavior.

- We comply with all applicable laws and regulations that govern our business.
- We are personally accountable. We do not excuse misconduct because it is directed or requested by someone else.
- We raise concerns about possible violations of law or policy and never retaliate against anyone for speaking up in good faith.
- We are confident that IMTT's General Counsel will investigate concerns that we raise. We cooperate in investigations.

Making the Right Decision: No written policy or document can answer all the potential business conduct questions that you may encounter. When you are not sure about the right course of action, ask yourself:

- Have I gathered and analyzed all the facts?
- Have I considered the people and companies that will be affected and considered my obligations to them?
- Will my actions follow IMTT's Principles of Conduct?
- Will my actions fully comply with the law and with IMTT's policies?
- Am I acting in IMTT's best interests, or will my actions damage our reputation?
- Have I received advice from people who can help me?
- Have I informed my supervisor?
- Would I feel comfortable if my actions were made public on the internet or other public media?
- Would I feel comfortable if my family and friends learned of my actions?

A Right and a Responsibility to Speak Up: What if you have an integrity concern – or you are the victim of a policy violation? It may involve a safety issue that must be addressed immediately or harassment that may only grow worse over time if not addressed. What if you become aware of employees not treating each other fairly or a manager acting in a manner contrary to the IMTT Code of Business Conduct and Ethics? If you do not confront the problem, who will? You have the right and a responsibility to speak up. You have many options to do that. You may raise it with your supervisor or a more senior manager – we have an open-door policy. You can also seek advice from Human Resources, Finance, or General Counsel's office. IMTT prohibits retaliation against anyone who reports a concern, asks a question in good faith, or assists in an investigation of an ethics or compliance issue.

IMTT's Hotline: If you do not feel comfortable with any of these options, you can also report a concern or ask a question confidentially, even anonymously if you choose, through the IMTT Hotline. When you call or email the IMTT Hotline, you reach an independent company where your questions or concerns are noted. You can call the IMTT Hotline at 1833-945-3465 or use the following website: imtt.ethicspoint.com.

An experienced interviewer will take the information you provide or the question you ask and will explain to you the procedures for resolving the issue and for maintaining confidentiality. You need not reveal your name; you will receive a Personal Identification Number to use when you want a response to your report. The independent helpline company provides a written summary of your question or concern to IMTT's General Counsel.

Once received, IMTT's General Counsel will begin an appropriate process to respond. This may include a variety of actions, but some of those could be providing you with a response to your question, providing you with further guidance and resources to help you make a decision, or informing you that IMTT understands your concern and will investigate the matter. When appropriate and possible, you may also be asked to cooperate with an investigation.

IMTT's General Counsel has the responsibility to ensure each report is investigated and resolved, and that the person who submits the concern receives a response.

Personal Accountability: IMTT has the obligation to enforce this Code of Business Conduct and Ethics and thereby maintain its ethical business practices and compliance with the law. IMTT, therefore, periodically requires personnel to acknowledge the following personal commitment:

- I acknowledge that I have received the IMTT Code of Business Conduct and Ethics.
- I understand that every IMTT director, officer, and employee is required to comply with this IMTT Code of Business Conduct and Ethics.
- When I have a concern about a possible violation of IMTT policy, I will raise it in one of the ways that are outlined. I can raise my concern with my manager, any IMTT officer, IMTT's General Counsel, or the IMTT Hotline.

Violating an IMTT policy may mean breaking the law. IMTT – or you as an individual – might face criminal penalties (prison or fines) or civil sanctions (fines and penalties).

IMTT personnel who violate IMTT's Code of Business Conduct and Ethics, or IMTT policies designed to help us comply with IMTT's Code of Business Conduct and Ethics and the laws to which we are bound, are also subject to discipline, up to and including termination of employment.

These are examples of conduct that may result in discipline, up to and including termination of employment:

- Violating the law or an IMTT policy or requesting others to do so.
- Failing to promptly raise a suspected policy violation.
- Failing to cooperate in an investigation of a policy violation.
- Retaliating against another person for reporting a concern or cooperating in an investigation.

Leaders' Responsibilities: IMTT's leaders – its directors, officers, and managers – must maintain a culture of integrity. They must set the right example through their own behavior, talk directly to their teams about IMTT values and policies, and evaluate employees' commitment to the Code in performance appraisals.

IMTT leaders are also responsible for ensuring that the business operations and functions for which they are responsible comply with applicable laws and IMTT policies. They must work with IMTT's legal department to prevent and detect violations of applicable laws and IMTT policies. If a leader receives a report of a possible violation of law or IMTT policy, then that leader must raise it to someone senior to himself/herself.

Waivers of the IMTT Code of Business Conduct and Ethics: Any waiver of this IMTT Code of Business Conduct and Ethics for executive officers and directors requires the prior, written approval of the IMTT Topco, Inc. Board of Directors. Waivers for any other IMTT personnel require the prior, written approval of the President/CEO of IMTT. All other codes of ethics and conduct that may exist throughout IMTT and its operating divisions are superseded with the adoption by the Board of Directors of this IMTT Code of Business Conduct and Ethics.

Agents and Representatives: IMTT might retain agents, consultants, or other independent representatives (Third Parties) to provide services on its behalf. We expect them to meet our standards of legal and ethical behavior. You should call IMTT's legal department to determine when a Third Party must sign an acknowledgment of IMTT policies or of this Code of Business Conduct and Ethics.

IMTT personnel must report concerns arising from the actions of these Third Parties, just as they would concerns about the actions of employees.

Employment Matters: This IMTT Code of Business Conduct and Ethics is not an employment contract. IMTT does not create any contractual rights through the issuance of this Code of Business Conduct and Ethics.

This Code of Business Conduct and Ethics does not limit rights of employees under Section 7 of the United States National Labor Relations Act, specifically the right to self-organization; to form, join or assist labor organizations; to bargain collectively through representatives of their own choosing; and to engage in other concerted activities for the purpose of collective bargaining or other mutual aid or protection.

Determining which Laws Apply: You should always comply with the applicable local, state, federal, and international laws where you operate. In some cases, US laws apply to IMTT's operations, even in other countries; there might be other situations where a country's laws apply outside of its borders. If you are in doubt, or if there is a conflict between the applicable laws, contact the IMTT legal department.

Our Legal and Policy Obligations

Compliance with Laws and Regulations that Govern Business Operations: We comply with the laws and regulations that apply to our business operations.

Examples include:

- Laws and regulations that apply to environmental protection and safety.
- Laws requiring the accurate treatment, handling, and tracking of customer products.
- Laws requiring accurate financial records and reports.

IMTT has the responsibility to identify and manage its regulatory compliance obligations, including the development of policies and procedures, allocation of resources, training for employees, timely and accurate filing of reports to regulatory agencies, monitoring of compliance processes, and response to reports of non-compliance.

Environmental and Social Responsibility (Including Occupational Health and Safety):

IMTT recognizes that its infrastructure operations create environmental and social responsibilities, including the safety of IMTT employees and contractors who work in our facilities (Occupational Health and Safety or “OH&S”).

- We exercise environmental responsibility to protect natural resources.
- We exercise social responsibility to manage the impact of our operations on communities, customers, employees, and stakeholders, and to protect the property of our customers that has been entrusted to our care.
- We exercise OH&S responsibility by managing safety and health impacts related to employees who work in our facilities or who are delivering our products and services to our customers, and customers or other individuals who are visiting our facilities.
- We conduct due diligence before making new investments and manage environmental, social, and OH&S risks during construction and facilities operation.

IMTT employees should report all environment and OH&S incidents or product defects immediately to the appropriate personnel at their facility and to IMTT Corporate, if required, so that we can promptly investigate and respond.

Employment Practices: We respect the professionalism and diversity of our employees across our operations. We make decisions based on merit and never tolerate harassment, intimidation, discrimination, or violations of applicable employment laws.

IMTT personnel should:

- Use only merit and job criteria in employment, promotion, and compensation decisions.
- Comply with all applicable laws that prohibit employment discrimination. Never make decisions based on race, color, religion, sex (including pregnancy, sexual orientation, and gender identity), national origin, age (40 or older), disability status, genetic information, protected veteran status, or any other characteristic protected by applicable law.

- Take affirmative action, as required by applicable law, to increase employment opportunities for disadvantaged groups.
- Never harass, bully, or demean anyone. Never make unwelcome sexual advances. Avoid behavior that can create a hostile environment.
- Never violate applicable labor laws, for example, by hiring a child under minimum age, or by ignoring wage and hour regulations. Never hire without proper documents.

Any type of harassment, including harassment of a sexual or moral nature, is absolutely prohibited. Harassment is unwelcome and offensive conduct that may interfere with a person's ability to perform his/her work. Harassment does not require intent to offend.

Financial Stewardship: We keep accurate books and records for our owner and financial institutions with whom we do business. We escalate problems quickly to solve them before they grow. We respect internal checks and balances.

IMTT personnel should:

- Never create a false document, whether for internal use or to give to a customer, supplier, or government agency.
- Maintain complete, accurate, and timely records and accounts for all transactions. All books and records should contain full and truthful data.
- Never authorize a payment if it is known that all or part of the payment is for a purpose other than the one stated in the documents supporting the payment. All payments should be made only for legitimate business purposes.
- Follow IMTT's financial and contracting policies and procedures.
- Never cover up mistakes; disclose them promptly so that they can be corrected.
- Always cooperate with IMTT's auditors.
- Never make contributions on behalf of IMTT to charitable organizations, political campaigns, or other organizations without approval of IMTT senior management.
- Follow IMTT policies for maintaining documents and electronic records. Preserve documents and electronic records related to litigation, audits, and investigations that have begun or are the subject of a litigation hold notice.

Disclosures to Regulators: IMTT is also committed to the integrity of our system of accounting and internal controls; our accounting and financial records must be valid, accurate, and complete.

IMTT is committed to filing accurate and timely reports to all government agencies that regulate IMTT's business operations, including public utility commissions, environment, and safety agencies, the Department of Transportation, port authorities, and other regulators to which we report information.

IMTT personnel should:

- Provide full, fair, accurate, timely, and understandable information for use in IMTT's public communications, reports, and filings with regulatory agencies.
- Never make any deletions or alterations to documents, registrations, records, or systems for the purpose of inducing IMTT employees or third parties to have an erroneous or partial understanding of any subject based on these documents, registrations, records, and systems.

IMTT's General Counsel should be consulted prior to any public disclosure of information concerning IMTT.

Insider Trading: We do not trade, or tip anyone to trade, securities of any company on inside information. We follow fair disclosure laws. Inside information is material non-public information that would influence an investor's decision to buy, sell, or hold a company's stock or other securities. We observe the rules of the SEC that govern trading by executive officers, directors, and other designated personnel who have access to inside information.

IMTT's **Insider Trading Policy** provides specific guidance for IMTT employees, officers, and directors. (See Insider Trading Policy section 1.35 of this handbook)

IMTT personnel should not:

- Buy or sell any company's securities based on inside information.
- Suggest that anyone else buy, sell, or retain securities of a company while you have inside information about that company. This applies to any company, our customers, and vendors.
- Disclose inside information to anyone outside IMTT unless it is necessary for IMTT's business, and you have received approval from IMTT's General Counsel.

You should report accidental disclosures of inside information to IMTT's General Counsel or the Hotline immediately.

Conflicts of Interest: We fulfill our obligations to IMTT, never using influence or information for personal gain. We avoid conflicts of interest, knowing that even the appearance of a conflict of interest can destroy trust our owners, customers, and vendors have in us, as well as trust among our employees.

A conflict of interest exists when a person's private interest interferes in any way, or even appears to interfere, with IMTT's interest. A conflict can arise if a person (or a family member) has interests that may make it difficult to perform work objectively, or if that person (or a family member) receives improper gifts, favors or personal benefits because of his or her position with IMTT.

IMTT personnel should not:

- Have a material economic or financial interest in a competitor, customer, distributor, or vendor, if that interest might influence or appear to influence their actions on behalf of IMTT.
- Work for or provide service to any competitor, customer, distributor, or vendor, without previous written authorization from IMTT's General Counsel.
- Engage in work unrelated to IMTT, such as the sale of products of any type, on IMTT premises whether these activities take place during or outside normal working hours.
- Direct business to a company based on relationships with family or friends, or act on behalf of IMTT in any transaction if you or your family has a financial interest.
- Ask for or accept anything of value from any supplier, vendor, customer, or other person in connection with IMTT activities. The only exceptions are meals, business entertainment, and travel arrangements that are reasonable in value, and gifts up to a value of US \$100.00 (or the equivalent in a foreign currency).
- Accept any gift, entertainment, or anything else that might affect judgment or job performance, or that is accompanied by any explicit or implicit agreement that the person receiving the consideration is in any way obliged to do something in return, even if below the US \$100.00 limit.
- Take loans or guarantees for personal obligations from IMTT.
- Influence or conduct job evaluation or salary review for relatives or persons with whom they have close relations.

IMTT personnel should report all conflicts, or potential conflicts of interest, to IMTT's General Counsel for review with IMTT's senior management or Board of Directors, as appropriate.

Related Party Transactions: A “Related Party” is any person who is, or at any time since the beginning of IMTT’s last fiscal year was:

- A director, manager, or executive officer of IMTT.
- A person beneficially owning more than 5% of the voting securities of IMTT’s owner Riverstone Ivy Holdings, L.P. (“Riverstone”).
- A director or executive officer of Riverstone.
- An Immediate Family Member of the foregoing persons.

An “**Immediate Family Member**” includes any child, step-child, parent, step-parent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of an individual that is a Related Party that shares the household of such Related Party and any person (other than a tenant or an employee) sharing the household of a Related Party.

Related Party transactions can create conflicts of interest or the appearance that decisions are not in IMTT’s best interests. The general rule is that all transactions between IMTT on the one hand, and a Related Party, on the other hand, must be approved in advance by the IMTT Topco, Inc. Board of Directors.

IMTT’s Related Party Transactions Policy sets forth specific guidance and approval procedures. It also sets forth certain permitted transactions between IMTT and certain Related Parties.

IMTT personnel who might be engaged in any Related Party transactions must follow the **Related Party Transactions Policy** and should consult IMTT’s General Counsel for advice on its application. (See Anti-Corruption section 1.40 of this handbook)

Duty of Loyalty and Corporate Opportunities: Each of us has a duty to advance IMTT’s business interests to the best of our abilities and to avoid risk to IMTT’s financial security.

IMTT personnel should not:

- Take any opportunities that are discovered through work at IMTT for personal benefit.
- Divert a business opportunity from IMTT for personal benefit.
- Use IMTT property, information, or position for personal gain.
- Compete with IMTT.

Protection of Company Assets: We each have an obligation to protect IMTT’s assets – for example, financial holdings, trade secrets, customer information, computer systems, facilities, inventories, and equipment.

We also have an obligation to protect assets that our customers, business partners, and suppliers entrust to IMTT.

IMTT personnel should:

- Guard against fraud – lies and deceptive acts from people who want to take the Company's assets.
- Use IMTT resources (such as supplies, vehicles, and funds) only for appropriate business purposes. You also must do your best to protect them from theft, misuse, or damage.
- Never deceive others, either for your personal or business gain or to achieve a business advantage for IMTT.
- Use and conserve IMTT assets; carelessness and waste mean we have fewer assets to invest for our growth.

Information Security: We protect the computers and systems that contain our confidential information from hackers and accidental breaches.

IMTT personnel should:

- Follow information security guidance and promptly report any breaches of security.
- Be vigilant to avoid cybersecurity risks.
- Use only secure transmission for personal data and Company trade secrets.
- Remember that computers and internet access are for Company business. Incidental personal use is permitted, but not if it strains system capacity, and never for illegal purposes or harassing, offensive, obscene, or hateful content.
- Be aware that IMTT has the right to monitor your use of Company property, including vehicles, computers, personal digital assistants, email, and phones, subject to the limits of applicable laws.

Personal Data Protection: We protect the privacy of IMTT employees and customers and of all other people for whom we collect personal data in the course of our business. Data can be electronic or in hard copy.

IMTT personnel should:

- Follow IMTT privacy policies for classification, retention, and handling of information that can identify any person – whether an IMTT employee or a customer, supplier, or business partner.
- Follow the specific procedures of Human Resources department when dealing with the employment, benefits, and other data of IMTT personnel.

- Follow the applicable law of the country where you collect data. It may be stricter than our general policy. Do not transfer personal information out of that country unless the applicable law permits.
- Do not distribute personal data within IMTT to people who do not need it.
- Never transfer personal information to any company outside of IMTT that does not comply with our policies.
- Promptly report any unauthorized access to personal data.

Social Media: “Social Media” includes any digital communication channels that allow individuals to create and share content and post comments.

IMTT personnel must comply with all IMTT policies in their use of online media. IMTT policies apply to communications related to job responsibilities and to personal communication that may impact IMTT. In personal activities on social media, you should be polite and respectful, and remember that one’s conduct may impact the way others view IMTT and what IMTT stands for.

IMTT personnel should be mindful of the content created, shared and posted remembering that the Internet is a public place. Always use good judgment when engaging in social media.

Confidential Information and Intellectual Property: We safeguard IMTT’s confidential information, inventions, trade secrets, trademarks, and copyrights. We do not misuse other companies’ confidential information and intellectual property, or confidential information about our customers.

“Confidential Information” includes:

- Personal and commercial information about our customers,
- Commercial information about suppliers or advertisers, sales and marketing strategies, costs, prices, and other market data,
- Pricing policy, acquisition strategy, business, or financial models,
- Technical information (such as methods, know-how, processes, designs, and drawings),
- Strategic information (such as upcoming strategies for acquisitions, business development, sales, or marketing), and
- Information about employees, self-employed contractors, consultants, service providers and representatives.

IMTT personnel should:

- Safeguard IMTT's trade secrets, technology, inventions, know-how, customer lists, pricing, and competitive plans.
- Never give Confidential Information to anyone outside IMTT except for authorized business purposes. Require each recipient of our Confidential Information to execute a confidentiality and non-disclosure agreement.
- Never disclose Confidential Information that other companies disclose to us and comply with all confidentiality and non-disclosure agreements that we sign.
- Refrain from talking about Confidential Information in public places, sending Confidential Information by unsecured methods, or posting Confidential Information on social media sites.
- Notify IMTT's legal department of any unique products, services, or processes you develop. We may be able to get a patent.
- Follow IMTT guidelines when using trademarks, service marks, and brand's names of IMTT. Report to IMTT's General Counsel any other company's unauthorized use or imitation of our trademarks, copyrights, trade secrets, or other intellectual property.
- Never infringe another company's rights. Never seek or accept the proprietary information of another company without that company's permission.
- Never use unlicensed software or make unauthorized copies of licensed software.

Even after leaving IMTT, personnel have a duty to maintain the confidentiality of all Confidential Information.

If the disclosure of Confidential Information is demanded by any court or by a competent government authority, you must notify IMTT's legal department.

Ethics in Negotiations and Fair Dealing: IMTT is committed to negotiating fairly and honestly with its customers, vendors, service providers, competitors, employees, and managers. We do not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practices.

IMTT personnel should:

- Select vendors based on technical merit, professional and ethical criteria, and IMTT's procurement requirements.
- Never offer benefits or compensation contrary to applicable laws, rules, or regulations, including fair competition legislation.

- Never ask suppliers to terminate dealings with competitors or third parties in order to maintain a commercial relationship with IMTT, except for valid and legal business purposes.
- Never denigrate employees, former employees, competitors, or service providers.
- Never use illegal or unethical methods to obtain competitor information, including theft of Confidential Information or inducing unauthorized disclosure.

Competition Laws (Antitrust): The US and most of the countries in which we operate have laws protecting free enterprise, and severely punish collusion and price fixing. These laws also limit dominant companies from abusing their power.

IMTT personnel should:

- Never make an agreement with any competitor about prices to be charged, bids to be submitted, sales territories, allocation of customers, terms of sale, capacity, volume, costs, profits, market share, or service offerings.
- Remember that discussing these subjects with a competitor can create suspicion that an illegal agreement exists. If a competitor raises one of these subjects, stop the conversation and walk away. Report the incident to IMTT's General Counsel or the IMTT Hotline.
- Never engage in any activity to manage or manipulate markets for securities, financial assets, energy supplies or commodities; strictly comply with all regulations that apply to trading.
- Remember, an agreement does not have to be in writing to be illegal. It can be oral. It can be informal, implied, or just an "understanding."
- Obtain advice from the IMTT legal department for any merger, acquisition, joint venture, or technology licensing.

Government Business: In some instances, we are a trusted supplier to government customers, recognizing our obligation to act with integrity and to follow the special contracts, security rules, disclosures, and ethics regulations that apply. The laws and regulations associated with doing business with government customers are varied and complex. In all circumstances, we must ensure full compliance with applicable requirements, and we must carefully review any claims for payment prior to submission.

IMTT personnel should:

- Be accurate and complete in all communications, invoices, and reports with government officials, whether in writing or not. False or misleading statements can lead to legal penalties.
- Fully comply with all government contracts. Seek a formal clarification if there is a question about what the contract requires.
- Follow government bidding procedures. Never seek or accept confidential information about another bidder's prices or service offerings or attempt to improperly exclude a competitor from bidding on a government project.
- Never offer even a nominal gift or any entertainment to a government employee or discuss potential employment with IMTT unless you follow applicable regulations.

Government Relations and Political Activity: In the course of your work, you may interact with government officials and agencies. When conducting business with these parties, you must apply the highest ethical standards and comply with all applicable laws that apply to lobbying, political contributions, and activities.

Lobbying is attempting to influence decisions made by government officials such as legislators or members of regulatory agencies. Lobbying is strictly regulated; therefore, if you are considering participating in lobbying activities, you must consult IMTT's General Counsel.

IMTT personnel should:

- Not make donations to political parties or any candidates for political office on behalf of IMTT or any of its businesses.
- Obtain IMTT's General Counsel's advice and approval before engaging in any meetings with or presentations to elected officials, candidates for office, political parties, or regulatory agencies.
- Keep all your personal political activities separate from IMTT activities.

Corruption and Bribery: Bribery means paying or giving something to someone to break a promise, to violate his or her job duties, including a bribe to a public official to break an oath. A bribe can be "anything of value." Examples include money, gifts, loans, lavish entertainment, charitable donations, or employment for family members.

Bribery is a crime; making, offering to make, or accepting a bribe is a violation of IMTT's principles of ethical business conduct. Remember, the mere offering of a bribe is a violation.

IMTT's Anti-Corruption Policy sets forth prohibition against the payment or acceptance of bribes, and our commitment to comply with all applicable local, state, and federal laws, including the United States' Foreign Corrupt Practices Act, and international laws including Canada's Corruption of Foreign Public Officials Act.

IMTT personnel should not:

- Make or offer bribes to public officials, government employees, politicians, political parties (collectively "Public Officials"), private company employees, or anyone else. (The term "Public Officials" includes elected officials, government employees like customs inspectors, political candidates, and employees of state-owned enterprises).
- Make, offer, solicit, or accept bribes directly or indirectly through brokers, agents, consultants, charitable organizations, or other Third Parties. We form business relationships with Third Parties only after due diligence review, use written contracts with anti-bribery and corruption requirements, and monitor contract performance.
- Make unlawful political contributions to obtain or retain business overseas.
- Solicit or accept bribes.
- Make "facilitation payments" (small payments to expedite a routine, non-discretionary action by a government official). In exceptional circumstances, when the safety or life of an employee is involved, payments could be made to avoid the imminent threat to freedom, life, or safety. Such payments must be reported in writing within 48 hours to IMTT's General Counsel.
- Conceal bribes by using off-the-books arrangements or by falsifying our books and records.
- Use travel and expense accounts for any unauthorized purpose or falsify travel and expense reports.

Trade Sanctions: There are criminal laws that prohibit companies and individuals from conducting business with certain foreign governments and their agents, as well as with terrorists, traffickers, and organizations engaging or supporting such criminals and their activities. These laws also prohibit transactions with citizens and financial institutions of certain countries.

IMTT personnel should:

- Conduct due diligence for compliance with trade sanctions, together with anti-money laundering due diligence. We need to know our customers and the countries in which they operate.
- Obtain clearance from IMTT's legal department before engaging in any new business from international customers.

IMTT EMPLOYEE CERTIFICATION OF COMPLIANCE

I hereby certify that as an employee, I have read and understand IMTT's Code of Business Conduct and Ethics.

Furthermore, I hereby certify that should I become aware of any known or potential violations of this policy, whether by me or by any other covered employee or entity, I will immediately notify the Company's General Counsel or will report such matters through the IMTT Ethicspoint Hotline system at 833-945-3465 or online at [IMTT.ethicspoint.com](https://www.imtt.ethicspoint.com).

I hereby certify compliance as outlined above.

Employee's Signature: _____

Employee's Printed Name: _____

Date: _____