

Factory Conduct, Compliance and Conflict Minerals

A. Scope.

This Code of Business Conduct and Ethics applies to all CHARM AMERICA suppliers, vendors and their employees. Such suppliers, vendors, directors, officers and employees are **referred to herein collectively as the “Covered Parties.”** CHARM AMERICA is referred to herein collectively as the “Company.” Suppliers, vendors and their employees are referred to herein as “Suppliers”.

The code of conduct supports the values of the company. It is basically a set of rules and tells all our Covered

Parties what the proper practices are.

B. Purpose.

The Company is proud of the values with which it conducts business. It has and will continue to uphold the highest levels of business ethics and personal integrity in all types of transactions and interactions.

To this end, this Code of Business Conduct and Ethics serves to:

- (1) Emphasize the Company’s commitment to ethics and compliance with the law;
- (2) Set forth basic standards of ethical and legal behavior;
- (3) Provide reporting mechanisms for known or suspected ethical or legal violations; and
- (4) Help prevent and detect wrongdoing.

Legal Compliance: Laws, Rules, Regulations

In response to new regulatory and customer supply chain initiatives, aimed at bettering our manufacturing and sourcing marketplace, Charm America has developed this KYC Form.

Included in this comprehensive set of operating improvements is a new vendor packet that requires enhanced documentation of compliance with socially responsible labor and environment laws as well as certified satisfaction of other Ethical Sourcing requirements.

Specifically, we now require that all Vendor Partners, and all CHARM AMERICA facilities, are compliant with regulatory laws that govern current labor and environmental practices plus full compliance with the following U. S. Regulations”

Patriot Act Anti-Money Laundering Program

Foreign Corrupt Practices Act (FCPA)

Dodd Frank Conflict Minerals statute #1502

Kimberly Process Certification

Health and Safety Laws

CHARM AMERICA Vendor/Supplier Responsible Program

Vendor/Supplier Code of Conduct

- labor and human rights
- health and safety
- environmental responsibility
- business ethics
- management system monitoring and assessment

CHARM AMERICA Responsible Program Table of Contents:

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1.0 Dodd Frank Statement of Compliance

CHARM AMERICA fully supports the SEC's final rulings. CHARM AMERICA is now prepared for the supply of gold components and products fully compliant with the SEC guidelines.

We remain committed to taking a leadership role in working with stakeholders and industry peers to develop sustainable, practical solutions that create transparency in the supply chain and promote responsible sourcing of minerals. The CHARM AMERICA Responsible chain-of-custody process, with track and trace audit, will be the continued basis of our sustainability and accountability efforts and programs.

As Dodd-Frank diligence begins, companies will start to see the positive impact section 1502 will have on the larger purpose of supply chain transparency and business integrity.

We believe that retailers and their suppliers, from the mines, through the supply chain and to the retail consumer, can work together to produce and deliver affordable, quality jewelry made from gold, silver and diamonds that are traceable and from mines.

In support of our responsible sourcing policy, CHARM AMERICA will:

Only accept gold from refiners on the LBMA good delivery list, EICC/GeSI conflict-free compliant smelter list, certified members of the Responsible Jewellery Council or refiners which certify and independently audit that all gold supplies are conflict free, in accordance with one of the following standards: RJC chain of custody standard, OECD Responsible Supply Chain of Minerals from Conflict-Affected and High Risk Areas Supplement or the World Gold Council Conflict-Free Standard.

Only accept gold from Banks which certify and independently audit that all gold is supplied from Refineries which adhere to the refinery compliance requirements listed above.

Only accept gold from Precious Metals Trading Companies which certify and independently audit that all gold from Refineries and / or Banks which adhere to the Refinery & Bank compliance requirements listed above.

Only accept scrap and / or recycled gold from customers or suppliers which certify and independently audit that all scrap and recycled gold is identifiable as its own production and supply, i.e. scrap gold is returned product from customers, faulty inventory or scrap generated during the production process.

Every Gold (or 3T) supply chain entity, internal and external, must acknowledge, sign, document, and retain proof of compliance. The following form is mandatory for all:

Dodd Frank Conflict Minerals Certification (Form H)

Vendor/Supplier hereby certifies to CHARM AMERICA as follows:

1) Products (including parts and components thereof) supplied to CHARM AMERICA, its subsidiaries and affiliates (“Covered Parties”) do not and will not contain tin, tantalum, tungsten or gold (“Conflict Minerals”) originating from the Democratic Republic of the Congo, Angola, Burundi, Central African Republic, the Republic of the Congo, Rwanda, South Sudan, Tanzania, Uganda, and Zambia (collectively known as “Conflict Areas”).

2) Vendor will promptly notify CHARM AMERICA if evidence of or reason to believe that any Products supplied a Covered Party contains Conflict Minerals that originated from a Conflict Area. Vendor will accept CHARM AMERICA’s immediate return of any such Product for a full refund; including any shipping or processing costs incurred by CHARM AMERICA.

Signature: _____

Name (Printed): _____

Title: _____

Entity: _____

Date: _____

CHARM AMERICA Responsible Mandated Training Online :

Conflict Minerals Compliance Course Summary

This course covers the fundamentals of the Conflict Minerals Rule.

The course is an important training tool for any CHARM AMERICA entity or related company that utilizes conflict minerals — or metals derived from them — in its products or any part of its supply chain.

The course includes pop quizzes, news clippings and a final quiz highlighting real-world compliance issues that employees, vendors and stakeholders must learn to recognize and respond to appropriately.

The topics covered in this course include:

- Overview of the Conflict Minerals Rule
- Compliance process
- Does the Rule apply?
- Conducting a "reasonable country of origin inquiry" (RCOI)
- Due diligence
- Conflict Minerals Report
- Costs of non-compliance

Conflict Minerals Compliance Course Outline

Introduction

Overview

Compliance Process

Step 1: Does the Rule Apply?

Does the Rule Apply?

Step 2: Conducting an RCOI

Step 3: Due Diligence

Step 3: Due Diligence

Conflict Minerals Report

The Costs of Non-Compliance

Quiz

MEMORANDUM

Re: Training Course – **CHARM AMERICA Responsible Code of Ethics and Conflict Minerals Compliance**

Thank you for taking the time to participate in this very important training course. This course is a critical part of our ethics and compliance program, as well as our commitment to good corporate citizenship. CHARM AMERICA holds itself and its suppliers to the highest social, ethical and environmental principles and is very focused on ensuring a responsible supply chain for the jewelry industry.

We are pleased to present this informational and training course to facilitate the process for all manufactures and suppliers to operate in accordance to our protocols for responsible management. The course will delineate our mandates in regards to Code of Conduct and Ethics, Zero Tolerance factory compliance in all legal matters, monitoring (plus audits) of all facilities and environmental responsibility.

An important part of this course centers on Conflict Free Minerals. The CHARM AMERICA Responsible rules and guides are mandated to each of you to ensure that all products, which include gold, tin, tantalum or tungsten, are from conflict free sources. This course explains how to determine whether the Conflict Minerals Rule applies to a company's products and outlines the steps that the company must take to comply if the Rule applies.

CHARM AMERICA proactively engages with and seeks collaboration from our Covered Parties and suppliers that share in our vision and commitments to have a positive effect on human health and the environment. We expect all CHARM AMERICA managers and suppliers to conduct their operations in a socially and environmentally responsible manner. In today's fast-paced, global marketplace, our long-term success is based on our integrity. Our customers and business partners count on us to adhere to the highest standards of business ethics and compliance. Whatever your role, your conduct and judgment reflect on our reputation and are critical to our success.

We've developed this training course to help you understand and comply with all applicable laws and policies. Please give this course your undivided attention and discuss any questions or concerns about this material with your supervisor.

At the end of the course material, you'll take a quiz that presents hypothetical scenarios for you to analyze. As you answer the multiple-choice questions correctly, you'll move through the quiz and earn a Certificate of Completion.

If you have questions about how any of this material applies to your job responsibilities, please direct them to info@charmamerica.com

We thank you for your support in our efforts and together we can achieve our Responsible goals. Please take this training opportunity seriously.

Overview

In August 2012, the Securities and Exchange Commission (SEC) approved a new rule known as the [Conflict Minerals Rule](#). It requires publicly traded companies that use certain minerals in their products to make public disclosure of the origin of those minerals as part of their regular financial disclosures to the SEC.

The purpose of the Rule is to encourage companies to strengthen their controls over how and where they obtain those minerals, thereby reducing the funding of armed groups responsible for extreme violence in the Democratic Republic of Congo and adjoining countries ("[covered countries](#)"). The Rule does not prohibit companies from obtaining conflict minerals from covered countries.

The Rule defines [conflict minerals](#) to include tantalum, tin, tungsten and gold. These substances are used in a wide range of products, including most products that contain electronic components. Thus, the Rule applies directly to [public companies](#) in many industries — technology, aerospace, automotive and consumer goods, to name a few.

The Rule also applies indirectly to nonpublic companies that are part of a public company's supply chain. This includes mining companies that extract conflict minerals, smelting companies that process those substances, and manufacturers that make electronic components used in a public company's product.

[SEC Conflict Minerals Rule](#)

Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank") directed the SEC to issue the Conflict Minerals Rule. In effect, Congress is acting through the SEC to use securities law to bring about social and/or political change abroad.

Unlike most filings that the SEC requires of public companies, Conflict Minerals Rule compliance is not just the concern of a company's financial executives. It also involves those in sales, purchase, operations and legal to gather the information needed.

[Public Companies](#)

Any company (other than registered investment companies) that files periodic reports with the SEC under Sections 13(a) or 15(d) of the Exchange Act is subject to the Rule.

[Covered Countries](#)

Covered countries include —

- Democratic Republic of the Congo (DRC)
- Central Africa Republic
- South Sudan
- Zambia
- Angola
- The Republic of the Congo
- Tanzania
- Burundi
- Rwanda
- Uganda

According to the SEC, these countries account for 15% to 20% of the world's supply of tantalum and smaller percentages of tin, tungsten and gold.

Conflict Minerals

Technically, the Rule defines "conflict minerals" as cassiterite, columbite-tantalite, gold and wolframite and their derivatives. Cassiterite, columbite-tantalite and wolframite are ores from which tin, tantalum and tungsten, respectively, are extracted. Gold is either found in its native form or obtained as a by-product of other mining operations.

Compliance Process

The Rule provides a three-step process to help a company determine if it is subject to the disclosure requirement and, if so, what it must do to comply:

1. **Determine whether the Rule applies.** If the company manufactures (or contracts to manufacture) a product of which conflict minerals are "necessary to the functionality or production," the Rule applies. If the company does not, it does not need to take the other steps in the process.
2. **Conduct a "reasonable country of origin inquiry" (RCOI).** If the company determines that its conflict minerals did *not* originate in a covered country or came from recycled or scrap sources, it must file a Form SD with the SEC that includes a brief description of the RCOI process and its result.
3. **Conduct due diligence and file a Conflict Minerals Report.** If the company knows that its conflict minerals originated in a covered country or were not from recycled or scrap sources, it must investigate the source and chain of custody of those minerals and file a Conflict Minerals Report as an exhibit to Form SD.

Step 1: Does the Rule Apply?

The Rule applies only to companies that *manufacture or contract to manufacture products for which conflict minerals are necessary to the functionality or production.*

"Manufacture or Contract to Manufacture"

In most situations, it will be obvious whether a company "manufactures" a product or not. The Rule does not apply to a company that only services, maintains or repairs a product. Likewise, a retailer that only buys and sells products manufactured by others is not subject to the Rule.

It is not always obvious whether a company has "contracted to manufacture" a product. Generally, a company that only puts its branding on a product made by others would not be considered to have contracted to manufacture the product.

But the more influence a company has over the materials, parts, ingredients or components of a product made by others, the more likely it will be considered to have contracted to manufacture the product. For example, a company ordering parts that must be made to unique specifications has contracted to manufacture those parts.

Does the Rule Apply?

"Necessary to the Functionality or Production"

Whether conflict minerals are necessary to the functioning or production of a product depends on these factors:

- Is the conflict mineral intentionally added to the product (or any component of the product), rather than a naturally occurring by-product?
- Is the conflict mineral necessary to the product's generally expected function, use or purpose?

- If the conflict mineral is used only for ornamentation or decoration, is ornamentation or decoration a primary purpose of the product?
- If the conflict mineral is used only in a product's packaging, is the packaging essential to the delivery of the product?

If the answer to any of these questions is "yes," the Rule most likely applies.

On the other hand, if conflict minerals are contained only in a tool or machine used to produce a product, the Rule does not apply. For example, if a company uses a tungsten-carbide cutting tool to make a product but the finished product does not contain tungsten (or other conflict minerals), the Rule does not apply.

Step 2: Conducting an RCOI

A company that uses conflict minerals must conduct a "reasonable country of origin inquiry" (RCOI) designed to determine (1) whether the minerals originated in a covered country, (2) where they were processed, and (3) whether they came from scrap or recycled sources.

The company may request this information from any of its suppliers, but it must have reason to believe that the responses are true. A long-standing relationship with a supplier may not be a sufficient basis for accepting its response to an RCOI. The company should look for [red flags](#) and request more information if there is any doubt about the accuracy of a response.

If the information collected through the RCOI shows either that —

- The company **knows** that conflict minerals did **not** originate in a covered country or are from scrap or recycled sources, or
- The company has **no reason to believe** that the minerals **may have** originated in a covered country or may not be from scrap or recycled sources,

the company may file [Form SD](#) without further inquiry. Otherwise, it must proceed to Step 3.

Red Flags

Red flags include —

- A response from a supplier indicating that conflict minerals originated in a country known to have little of that mineral; and
- A processing plant that accepts materials known to originate in many different countries.

Form SD

The company must disclose its determination and provide a brief description of the RCOI and its results on Form SD. The company must also make its description publicly available on its website and provide the Internet address of that site in Form SD.

Step 3: Due Diligence

If a company determines as a result of the RCOI that it knows or has reason to believe that the minerals (1) may have originated in a covered country, and (2) may not be from scrap or recycled sources, the company must perform [due diligence](#) on the source and chain of custody of the minerals. It must also file a Conflict Minerals Report as an exhibit to Form SD.

The aim of the due-diligence process is to trace the history of the conflict minerals from the time they were mined through their delivery to the manufacturer. The ultimate goal of the process is to determine if the company's conflict minerals are "DRC conflict free," "not DRC conflict free" or "DRC conflict undeterminable."

During due diligence, a company may need to collect information from employees who provided information during the RCOI or who have contact with suppliers and contractors. Employees should keep detailed records of their RCOI responses, any orders involving conflict minerals, outsourcing contracts and the company's business relationships with suppliers in case any of this information is needed in the due-diligence process.

[Due Diligence](#)

The Rule does not include specific due-diligence requirements, but it provides that a company's process must conform to a nationally or internationally recognized due-diligence framework, such as the guidance approved by the Organisation for Economic Cooperation and Development (OECD).

Step 3: Due Diligence

At the end of the due-diligence process, a company is usually able to conclude whether its conflict minerals originated in a covered country and whether they came from recycled or scrap sources. Depending on the conclusion, the company may need to file a **Conflict Minerals Report** with Form SD:

- **Conflict minerals are from recycled or scrap sources or are not from a covered country:** The company does not need to file a Conflict Minerals Report, but it must complete Form SD. It may refer to its minerals as "DRC conflict free."
- **Conflict minerals originated from a covered country:** The company must submit a Conflict Minerals Report as an exhibit to Form SD. It must also obtain an independent audit of the Report. Its minerals are considered "not DRC conflict free."
- **Source of conflict minerals cannot be determined:** If the company still cannot determine the source of its conflict minerals after performing due diligence, it must submit a Conflict Minerals Report but does not have to obtain an independent audit for a temporary period. Its minerals are considered "DRC conflict undeterminable."

[Due Diligence](#)

The Rule does not include specific due-diligence requirements, but it provides that a company's process must conform to a nationally or internationally recognized due-diligence framework, such as the guidance approved by the Organisation for Economic Cooperation and Development (OECD).

Conflict Minerals Report

When a company is required to file a Conflict Minerals Report, the Report must include a description of its due diligence on the source and chain of custody of its conflict minerals.

For products determined to be "not DRC conflict free," the company must obtain an independent audit of the Conflict Minerals Report and include the audit report as part of the Conflict Minerals Report.

For products determined to be "not DRC conflict free" or "DRC conflict undeterminable," the Report also must describe —

- The facilities used to process the conflict minerals in those products;
- The country of origin of the conflict minerals in those products (if known); and
- The efforts to determine the mine or location of origin.

For "DRC conflict undeterminable" products, the Report must describe the steps the company has taken or will take to mitigate the risk that its conflict minerals benefit armed s.

The Costs of Non-Compliance

Non-compliance with the Conflict Minerals Rule can lead to severe consequences for a company, as well as its officers and employees:

- A public company that files a Form SD or Conflict Minerals Report containing material misstatements or omissions faces civil and criminal penalties and shareholder lawsuits against the company and its officers.
- Employees can be held individually liable if they directly contributed to creating material misstatements in a Form SD or Conflict Minerals Report.
- The company can be delisted from the stock exchange.
- The company may face pressure from non-governmental organizations, human-rights s, consumers and other market forces to comply with the Rule's disclosure requirements.

The SEC expects the Rule to affect approximately 6,000 public companies directly, and it is estimated that another 100,000 companies (public and private) in their supply chains will be affected indirectly

Dodd Frank Conflict Minerals
Certification

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- 2) Vendor will promptly notify CHARM AMERICA if evidence of or reason to believe that any Products supplied a Covered Party contains Conflict Minerals that originated from a Conflict Area. Vendor will accept CHARM AMERICA’s immediate return of any such Product for a full refund; including any shipping or processing costs incurred by CHARM AMERICA.

Signature: _____

Name (Printed): _____

Title: _____

Entity: _____

Date: _____

Additional Compliance Requirements

The Kimberley Process (KP)

The Kimberley Process (KP) is a joint governments, industry and civil society initiative to stem the flow of conflict diamonds – rough diamonds used by rebel movements to finance wars against legitimate governments.

Vendors are strictly prohibited from intentionally purchasing, selling, or distributing diamonds originating from conflict areas. Organizations whom are engaged in the buying, selling, and exporting of rough diamonds must fully comply with the systems and controls set out by the ‘Kimberly Process Certification Scheme.’

Suppliers engaged in any type of diamond purchasing or sales must comply with the guidelines of the ‘World Diamond Council Resolution on Industry Self-Regulation.’ Employees involved in the activities mentioned in this paragraph are required to be knowledgeable and aware of all local and international restrictions on the trade of conflict diamonds, including the ‘Kimberly Process Certification Scheme,’ and the ‘World Council Systems of Warranties.’

Guidance for the Kimberley System Warranty

In order to combat conflict diamonds, on November 5, 2002, fifty-two governments ratified and adopted the Kimberley Process Certification Scheme. These countries have agreed that they will only allow the import and export of rough diamonds if those rough diamonds come from, or are going to, another Kimberley Process participant.

The Kimberley Process requires that every shipment of rough diamonds crossing an international border be transported in a tamper-resistant container and be accompanied by a government-validated Kimberley Process Certificate.

In order to strengthen consumer confidence that diamonds offered for sale are, in fact, conflict-free, the industry developed a voluntary “System of Warranties” for polished diamonds and jewelry containing polished diamonds. Pursuant to this system, all buyers and sellers of both rough and polished diamonds should make **an affirmative statement on all invoices regarding the source of the diamonds. This statement is called the Kimberley Process Warranty**

CHARM AMERICA Compliance with the Kimberley System Warranty for Rough Diamonds, Polished Diamonds and Jewelry Containing Polished Diamonds. The following must appear on all invoices to any and all CHARM AMERICA entities:

The diamonds herein invoiced have been purchased from legitimate sources not involved in funding conflict and in compliance with United Nations resolutions. The seller hereby guarantees that these diamonds are conflict free, based on personal knowledge and/or written guarantees provided by the supplier of these diamonds.

For further reference please visit <http://www.kimberleyprocess.com> or <http://www.jvclegal.org/kimberely.pdf>

CHARM AMERICA Responsible Vendor Code of Conduct

CHARM AMERICA is committed to ensuring that working conditions, employee treatment, and manufacturing processes are respectful, responsible, and safe throughout our supply chain.

CHARM AMERICA's Vendors are obligated to operate in full compliance with the laws, rules, and regulations imposed by the countries in which they operate. This Vendor Code of Conduct draws upon international and industry specific recognized standards in order to advance social responsibility and environmental sustainability. CHARM AMERICA requires that all Vendors implement this Code of Conduct using the management systems described in this document.

Labor and Human Rights

CHARM AMERICA and its Vendors are required to uphold the human rights of workers. All workers must be treated with dignity and respect as recognized by the international community. Work environments must be free of harassment. No employee should endure harsh or inhuman treatment. CHARM AMERICA considers the below forms of treatment as harsh or inhuman:

- Sexual Harassment
- Sexual, Physical, Mental, and Verbal Abuse
- Mental/Physical Coercion
- Corporal Punishment
- Child Labor
- Unnecessary Restriction of Entering or Exiting Provided Facilities
-

Antidiscrimination

Vendors shall implement policies that prohibit any discrimination considered unlawful under federal, state or local laws, including but not limited to age, race, religion, color, national origin, citizenship, disability, sex, marital status, sexual orientation, pregnancy or liability for governmental service. Vendors shall fulfill of this policy with respect to hiring, placement, promotion, transfer, demotion, layoff, termination, recruitment, advertising, rate of pay, other forms of compensation, selection for training and general treatment during employment. This includes making reasonable accommodations for known physical and/or mental limitations of otherwise qualified applicants and employees with disabilities, unless the accommodation would impose an undue hardship on the operation of your business. In addition, Vendors will not require employees or potential employees to undergo medical testing that could be considered discriminatory expect where required by applicable laws, regulations or prudent for workplace safety.

Debarment of Involuntary Labor

CHARM AMERICA imposes a zero tolerance policy on any form of forced, bonded, indentured, or prison labor. All workers employed by a CHARM AMERICA Vendor must be awarded an "employee at will" status, granting the ability to leave or terminate their employment with due notice. Vendors must accurately communicate the workers employment commitment and rights in a manner understood by each individual. Any outside or third party contractors used by the Vendor, must also conform to the statements above. It is the responsibility of the Vendor to ensure that its subcontractors comply with this policy.

Debarment of Child and Juvenile Labor

Vendors throughout CHARM AMERICA's supply chain are strictly prohibited from using the labor of minors. The minimum age for employment shall be 18, or the minimum age for employment in the country of operation. Minors employed under the age of 18 must have restricted working hours in compliance with the country of operation. Juveniles who are older than the applicable legal minimum age for employment but are under the age of 18 can be employed. These juveniles must not perform or be required to work under conditions that may jeopardize their health.

Working Hours

A general work week shall be restricted to 60 hours per week inclusive of all voluntary overtime. All workers must be provided as least one day of rest within a seven day period. Without exception, workweeks will not exceed the amount allowed by applicable laws and regulations. All paid time off, sick days, and vacation time awarded or stipulated under local laws and regulations must be offered.

Wages and Benefits

CHARM AMERICA Vendors are required to compensate all employees consistent with applicable laws and regulations. This compensation includes but is not limited to minimum wage rates and legally mandated benefits. Overtime pay must be paid at the legal rate established by local legislation and laws. Wage garnishments being used as disciplinary actions are strictly prohibited. In addition to the above statements, every employee must be paid wages and benefits in a fair, timely manner.

Freedom of Association

All Vendors must respect the right of workers to associate freely. Workers shall be free to form and join workers organizations of their choosing, seek representation and collective bargaining where legal under local laws and regulations. Vendors must not discriminate based on association or membership. Equal opportunity employment must be offered to all potential workers.

Health and Safety

CHARM AMERICA recognizes the importance of creating and sustaining a healthy, safe work environment for everyone within the Company's supply chain. Vendors must be committed to upholding the below guidelines in order to insure safe and healthy working conditions for all their employees.

Injury Prevention

Vendors must make an extensive effort to deter physical hazards wherever possible. After such actions are taken and physical hazards still exist, appropriate safe guards must be constructed. Vendors must implement the appropriate controls to identify, evaluate, and limit their employee's exposure to hazardous chemicals and gasses. In areas where such agents are used, sufficient ventilation and /or closed areas must be utilized. Where physically demanding tasks are performed within the workplace, the Vendor must award the employee with proper training, equipment, and workstations to perform their duties in an ergonomic manner. Where appropriate management systems and controls are not possible for the above mentioned situations, the Vendor must implement safe operating procedures. Workers must be given the right to refuse unsafe working conditions until these conditions are addressed by management without fear of disciplinary action.

Company Supplied Housing and Dining

Vendors who provide housing and dining areas to their employees are responsible for providing a clean and safe environment for all. Housing must possess adequate entrances, exits, emergency exits, heat, ventilation, running water, and toilet facilities. Dining facilities must be sanitary in food preparation, storage and eating areas.

Emergency Planning and Response

Vendors must implement management systems which anticipate, identify, and assess the risk of emergency situations. Sufficient and operational first aid, fire detection, and fire extinguishing equipment must be present within all areas. Emergency plans and procedures should be documented and communicated. Employee training and fire drills must be conducted on a quarterly basis.

Health and Safety Committees.

Vendors are strongly encouraged to create an employee health and safety committee. This committee should have a representative from each department in different employment levels. This committee would be responsible for establishing procedures and systems to manage, track, and report all health and safety incidents. Representatives from this committee will be responsible for creating and communicating said policies.

Environmental Responsibility

CHARM AMERICA maintains a commitment to sound environmental programs and practices, and encourages the reduction and recycling of waste. Vendors must comply with all applicable laws relating to the environment and dispose of hazardous materials in a controlled and safe manner. To that end, CHARM AMERICA encourages its Vendors to be equally dedicated to pursuing continuous efforts to improve the compatibility of its operations with the environment.

Waste and Emissions

Vendors are required to dispose of waste substances in compliance with applicable laws and regulations. In the absence of such laws, international standards must be upheld. Vendors should implement management systems that reduce the amount of waste produced from their operations. The recovery, re-use, and recycling of materials should be the pillars of said management systems.

Hazardous Substance

Vendors are responsible for the correct labeling, storage, and usage of chemicals and hazardous substances in accordance to applicable laws and regulations. Vendors will not manufacture, trade and/or use chemicals and hazardous substances subject to international bans due to their high toxicity, environmental detriment, potential for bioaccumulation or potential for depletion of the ozone layer. All Vendors engaged in the use of cyanide for the use of gold recovery, must comply with the International Cyanide Management Code, 2005. Operators using any hazardous substances or chemicals must have the proper ventilation, space, and protective equipment to do so safely. Where possible, Vendors should find alternatives for chemicals and Hazardous Substances used in their production processes.

Business Ethics

CHARM AMERICA is committed to holding itself and its employees to the highest of ethical standards. Vendors of CHARM AMERICA must also share this commitment through full compliance with applicable local and international laws. Vendors and CHARM AMERICA must conduct their business activities within the CHARM AMERICA Prohibited Business Practices Policy and below parameters:

Bribery, Facilitation Payments, and the Foreign Corrupt Practices Act

CHARM AMERICA and its Vendors are responsible for prohibiting bribery and facilitation payments throughout all of their business transactions. Suppliers are required to consider bribery as a risk and take the appropriate steps to monitor and vet possible vulnerabilities. Vendors are required to adopt and communicate a zero tolerance policy on these practices. Proper systems and procedures should be developed to monitor and educate employees. No Vendor may corruptly give anything of value to a Government Official for the purpose of influencing such Official, securing any improper advantage, or inducing such Official to affect any governmental decision or to help such Vendor obtain business. In addition, no Vendor may offer, give, or authorize anything of value to intermediaries, such as affiliates or agents, if all or part of the payment will be used for any such prohibited action. In accordance with the provisions of the U.S. Foreign Corrupt Practices Act ("FCPA"), these prohibitions include Government Officials of a foreign government. Liability may be imposed in situations where the Company or its employees are willfully blind or have constructive knowledge of improper payments to a Government Official. If an employee has reason to believe that such payments are being made, he or she should inform the [CHARM AMERICA VP of Compliance].

Note that the term "Government Official" is broad and includes employees of a company under government control, de facto members of government (e.g., political parties, candidates for political office), employees of state-owned or controlled enterprises, and officials or employees of international organizations. A company may be under government control even if it is publicly traded or has substantial nongovernmental ownership of its equity. In some countries, such as China, government control of publicly traded companies is common. There is no clear test for determining whether a person is a Government Official. In general, no funds or services of any kind may be paid or furnished for any political purpose.

Bona Fide and Reasonable Reimbursement of Business Expenses

The Vendor or its employees shall not provide travel and lodging expenses to Government Officials unless those expenses are reasonable and relate directly to the promotion, demonstration or explanation of products or services of a Vendor or to the execution or performance of a contract of a Vendor with a government or government-owned/controlled enterprise. Offers to reimburse and the actual reimbursement of expenses to a Government Official must be documented and the business purpose of the expense must be explicitly recorded.

Gifts and Entertainment

Great care must be taken to ensure that no gifts or entertainment could be interpreted as bribes or improper forms of compensation or payment. Gifts to Government Officials may only be made when they are (1) made to promote general good will and not as a *quid pro quo* for any official action; (2) of modest value; (3) not in the form of cash money; (4) permitted under local laws of the host country; (5) customary in type and value in that country; (6) given openly and not secretly; and (7) accurately reflected in the Vendor books and records of the Vendor or on whose behalf they are made or otherwise granted.

Money Laundering and Financing of Terrorism

Money laundering and the financing of terrorism are strictly prohibited. Vendors must maintain financial accounts of all business transactions. These records must comply with national and international accounting standards. Vendors are strongly encouraged to conduct a self-audit annually. Further information can be found within the CHARM AMERICA Anti- Money Laundering Policy and Program documents.

Management Systems

Vendors must adopt management systems designed to ensure compliance with this Code. These systems should include but not be limited to the following elements:

Organizational Commitment

CHARM AMERICA Vendors should construct a corporate social and environmental statement affirming the Vendors' commitment to compliance and continuous improvement. This statement should be available and posted throughout the organization in an appropriate vernacular.

Management Responsibility

The Vendor must clearly identify company representatives responsible for the implementation and review of the Vendors' management systems. These representatives will also be responsible for developing a process to identify, monitor, and understand applicable laws, regulations, and amendments to this Code. Communication and training on the above to all employees also falls under their responsibility.

Monitoring and Assessments

The Vendor is strongly encouraged to conduct periodic self-assessments to ensure the Vendor, its subcontractors and next-tier Vendors are complying with this Code and applicable laws. CHARM AMERICA reserves the right to conduct periodic on-site visits through the use of internal and/or third party sources. These visits will be for the purpose of vetting the Suppliers compliance with this Code and applicable laws and regulations. Vendors are responsible for the payment of all fees incurred and associated with third party on-site assessments.

1.0 Conflicts of Interest

A conflict of interest exists when a person's private interest interferes in any way with the interests of the Company. A conflict can arise when an Covered Parties take actions or have interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest may also arise when Covered Parties, or members of his or her family, receives improper personal benefits as a result of his or her position at the Company. Loans to, or guarantees of obligations of, Covered Parties and their family members may create conflicts of interest. It is almost always a conflict of interest for Covered Parties to work simultaneously for a competitor, customer or supplier.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor or manager or, if circumstances warrant, the Chief Financial Officer or VP of Compliance of the Company. Any Covered Party who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in Section 4.0 of this Code.

All directors and executive officers of CHARM AMERICA and its divisions, shall disclose any material transaction or relationship that reasonably could be expected to give rise to such a conflict to the Company's VP of Compliance No action may be taken with respect to such transaction or party unless and until such action has been approved by the VP of Compliance and/ or CFO.

1.1 Fair Dealing

Covered Parties shall behave honestly and ethically at all times and with all people. They shall **act in good faith, with due care, and shall engage only in fair and open competition**, by treating ethically competitors, suppliers, customers and colleagues. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present Covered Parties of other companies is prohibited. No Covered Parties should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice.

1.2 Prohibited Offers and Payments

The Company prohibits all Covered Parties from making [sensitive payments](#) of any kind, and those who either make or receive such payments shall be subject to appropriate disciplinary action. In addition, any out-of-the-ordinary payment made from funds of the Company for the purpose of obtaining or retaining business or unduly influencing some matter (such as a tax decision) in favor of such company should be considered a "sensitive payment" and is prohibited. Note that such a payment can take the form of extravagant entertainment or a gift of significant value. If any question exists as to the propriety of any proposed transaction or payment, the matter should be referred to the management of the Company or to the VP of Compliance or the CFO prior to entering into the transaction or making the payment.

The purpose of **business entertainment and gifts** in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered or accepted by an Covered Parties or any family member of an Covered Parties unless it (1) is consistent with customary business practices, (2) is not excessive in value, (3) cannot be construed as a bribe or payoff and (4) does not violate any laws or regulations. The offer or acceptance of cash gifts by any Covered Parties is prohibited. Covered Parties should discuss with their supervisors, managers or other appropriate personnel any gifts or proposed gifts that they think may be inappropriate.

Furthermore, no CHARM AMERICA Company Associate or Covered Party may corruptly give anything of value to a [Government Official](#) for the purpose of influencing such Official, securing any improper advantage, or inducing such Official to affect any governmental decision or to help such CHARM AMERICA Company Associate or Covered Parties obtain business. In addition, no CHARM AMERICA Company Associate or Covered Parties may offer, give or authorize anything of value to intermediaries, such as affiliates or agents, if all or part of the payment will be used for any such prohibited action. In accordance with the provisions of the U.S. Foreign Corrupt Practices Act ("FCPA"), these prohibitions include

Government Officials of a foreign government.

Liability may be imposed in situations where the Company or its Covered Parties are willfully blind or have constructive knowledge of improper payments to a Government Official. If an Covered Parties has reason to believe that such payments are being made, he or she should inform the VP of Compliance or the CFO.

Sensitive Payments

The term "sensitive payments" is commonly used to describe a broad range of corporate dealings that are generally considered to be illegal, unethical or immoral or to reflect negatively on the integrity of management. Such payments are usually in the nature of kickbacks, bribes or payoffs to influence a decision affecting a company's business or for the personal gain of an officer or Covered Parties.

Government Officials

The term "Government Official" is broad and includes Covered Parties of a company under government control, de facto members of government (e.g., political parties, candidates for political office), Covered Parties of state-owned or controlled enterprises, and officials or Covered Parties of international organizations. A company may be under government control even if it is publicly traded or has substantial nongovernmental ownership of its equity. In some countries, such as China, government control of publicly traded companies is common.

There is no clear test for determining whether a person is a Government Official. In general, no funds or services of any kind may be paid or furnished for any political purpose.

Reimbursement of Business Expenses

The Company and its Covered Parties shall not provide travel and lodging expenses to Government Officials unless those expenses are reasonable and relate directly to the promotion, demonstration or explanation of products or services of a CHARM AMERICA Company Associate or Covered Parties or to the execution or performance of a contract of a CHARM AMERICA Company Associate or Covered Parties with a government or government-owned/controlled enterprise. Offers to reimburse and the actual reimbursement of expenses to a Government Official must be documented and the business purpose of the expense must be explicitly recorded.

Gifts to Government Officials

Great care must be taken to ensure that no gifts or entertainment could be interpreted as bribes or improper forms of compensation or payment. Gifts to Government Officials may only be made when they are (1) made to promote general good will and not as a quid pro quo for any official action; (2) of modest value; (3) not in the form of cash money; (4) permitted under local laws of the host country; (5) customary in type and value in that country; (6) given openly and not secretly; and (7) accurately reflected in CHARM AMERICA's books and records of CHARM AMERICA or CHARM AMERICA Company on whose behalf they are made or otherwise granted.

1.3 Money Laundering

"Money laundering" is the process that criminals use to disguise the true origin and ownership of cash by funneling it through lawful enterprises. In other words, ill-gotten wealth is "laundered" to conceal its sources and to make it appear legitimate.

Money laundering is a crime that furthers other serious crimes, such as drug-smuggling and terrorism. Not only would it severely undermine our Company's reputation to be implicated — even inadvertently — in any sort of money-laundering scheme, but our Company and even individual Covered Parties could be subject to criminal and civil prosecution for their involvement.

You can help prevent our Company from being used in a money-laundering scheme by —

4. Knowing your customers and suppliers— ascertain the true identity of new customers and suppliers and be familiar with their business activities;
5. Keeping records concerning a customer's identity; and
6. Closely scrutinizing transactions that might lend themselves to money laundering — especially those in cash.

CHARM AMERICA Anti-Money Laundering Policy and Program

It is the policy of CHARM AMERICA, Inc. to prohibit the use of its business or services for money laundering or terrorist financing. This Anti-Money Laundering Policy and Program has been developed in compliance with the requirements of the rules promulgated by the U. S. Department of Treasury, Financial Crimes Enforcement Network, 31 CFR Part 103, Section 130, 140, under Bank Secrecy Act as amended by the USA Patriot Act of 2001.

1.4 Sanctions and Trade Embargoes

U.S. law has instituted trade sanctions that may restrict or prohibit certain imports, exports, offshore transactions and financial transactions by U.S. companies and U.S. nationals (collectively, "U.S. Persons") with certain designated countries, s or persons in those countries, including the Balkans, Belarus, Cote d'Ivoire, Cuba, the Democratic Republic of the Congo, Iran, Iraq, Liberia, Myanmar, North Korea, Somalia, Sudan, Syria, Venezuela and Zimbabwe. The U.S. administers and enforces many different trade sanctions, which can be separated into "[country-based](#)" and "[list-based](#)" sanctions programs.

When transactions are effected by foreign subsidiaries of U.S. companies, United States law may be violated if U.S. Persons of those subsidiaries, including any U.S. Nationals who are officers, directors, Covered Parties or agents of a CHARM AMERICA Company, are involved in such transactions. Similarly, if U.S. Persons affiliated with foreign subsidiaries (of U.S. companies) approve or facilitate those transactions, including CHARM AMERICA or any of its officers, directors, Covered Parties or agents (that are U.S. Persons), U.S. law may be violated. To prevent such violations of U.S. law, no U.S. Person shall engage in, facilitate or approve a transaction with any such designated country, organization or national without the express prior authorization of the CHARM AMERICA VP of Compliance or the CFO. Any such transaction and any proscribed transaction with Cuba or North Korea is a "prohibited transaction."

Country-based Sanctions

"Country-based" sanctions include Cuba, Iran, Myanmar, North Korea and Sudan. Of these countries, three are subject to U.S. trade embargoes prohibiting virtually all types of commercial and financial activity: Cuba, Iran and Sudan.

List-based Sanctions

The U.S. administers a growing number of "list-based" programs targeting members of governments and other s and individuals whose conduct is inimical to U.S. national security and foreign policy. Collectively, these "list-based" s and individuals are known as Specially Designated Nationals or SDNs, which appear on the U.S. Office of Foreign Assets Control's ("OFAC") master list of SDNs. All assets of SDNs are blocked, and U.S. Persons are generally prohibited from dealings with them. From time to time, CHARM AMERICA will provide Covered Parties with an updated list of designated countries, organizations and nationals, or instructions regarding web-based access to such lists.

Under U.S. law, prohibitions of the Cuba and North Korea sanctions programs apply to foreign subsidiaries of U.S. companies, and thus to CHARM AMERICA and all its subsidiaries, since such companies are considered persons subject to U.S. jurisdiction.

Cuba

U.S. law broadly prohibits persons subject to U.S. jurisdiction from virtually all commercial and financial transactions with Cuba. Restricted dealings include: (i) imports into the U.S. of goods, technology or services of Cuban origin; (ii) exports from the U.S. to Cuba of goods, technology or services, either directly or through third country intermediaries; (iii) offshore transactions dealing in or assisting the sale of goods, technology or services to or from Cuba; and (iv) other transactions in which a Cuban financial institution or other Cuban national have any property interest (which is defined very broadly).

North Korea

U.S. law prohibits imports into the U.S. of goods, technology or services of North Korean origin either directly or through third countries, without prior U.S. government approval. U.S. economic sanctions no longer prohibit most exports and sales to North Korea (with the exception of certain luxury goods and items that have both civil and military applications). However, United Nations ("UN") imposed sanctions (which are legally binding on all member states); restrict exports of defense hardware, related defense services and luxury goods to North Korea.

Iran

As a result of various U.S. laws and United Nations resolutions (including UN Security Council Resolution 1929 adopted on June 9, 2010), trade with Iran is severely restricted. No CHARM AMERICA Company or CHARM AMERICA Company Covered Parties should consider doing any activities in Iran without first consulting with the CHARM AMERICA Compliance officer, legal department or CFO

1.5 Anti Competitive Conduct

"Antitrust" (in the U.S.) and "competition" (in the E.U.) laws are intended to promote competition in the marketplace for the benefit of consumers. These laws target the following anti-competitive practices:

- **Agreements between competitors** (a) to set prices or terms; (b) to allocate markets, customers or territories; or (c) to not do business with ("boycott") certain suppliers or customers;
- **Agreements between manufacturers and distributors** that the distributors may sell only in certain territories or to certain types of customers;
- **Agreements between suppliers and customers** to (a) set resale prices; (b) require a customer to buy all of its requirements from one supplier; (c) "tie" a customer's purchase of a desirable product/service to the purchase of a less desirable product/service; and
- Certain predatory practices by companies with **monopoly power** in their markets.

2.0 Insider Trading

Covered Parties who have access to confidential information are not permitted to use or share that information for securities trading purposes ("insider trading") or for any other purpose except the conduct of the Company's business. All nonpublic information about the Company should be considered confidential information.

It is always illegal to trade in Berkshire Hathaway securities while in possession of material, nonpublic information, and it is also illegal to communicate or "tip" such information to others. While all Covered Parties are prohibited from insider trading, Berkshire has adopted specific "Insider Trading Policies and Procedures" applicable to the Company's directors, executive officers and key Covered Parties ("Directors and Covered Covered Parties"). This document is posted on Berkshire's website and is sent periodically to Directors and Covered Covered Parties in connection with certification of compliance.

2.1 Confidentiality

Covered Parties must maintain the confidentiality of confidential information entrusted to them, except when disclosure is authorized by an appropriate legal officer of the Company or required by laws or regulations. Confidential information includes all nonpublic information that might be of use to competitors or harmful to the Company or its customers if disclosed. It also includes information that suppliers and customers have entrusted to the Company. The obligation to preserve confidential information continues even after employment ends.

2.2 Protection of Company Assets

Employees and Covered Parties are personally responsible for protecting CHARM AMERICA's assets and ensuring their efficient use. These assets include facilities, equipment, proprietary information and electronic- communications systems — e.g., a secure network, e-mail, Internet access, instant-messaging, voicemail, etc.

You should only use CHARM AMERICA's assets for legitimate business purposes. Personal use of Company assets is discouraged, should be kept to a minimum and have no adverse effect on productivity and the work environment.

Employees who use their workplace computers for personal activities should not expect that their activities will remain private. Indeed, employees should not have an expectation of privacy in anything they create,

store, send or receive on our e-communication systems.

Improper use of our assets by employees can lead to issues of workplace discrimination and harassment, copyright infringement, insider trading, antitrust violations, the loss of trade secrets, and other legal problems for the Company. It can also lead to discipline — and possibly termination — of the employee(s) involved.

Proprietary Information

Proprietary information includes —

- **Intellectual property (e.g., trade secrets, patents, trademarks and copyrights);**
- **Business, marketing and service plans;**
- **Engineering and manufacturing ideas;**
- **Designs;**
- **Databases;**
- **Records;**
- **Salary information; and**
- **Any unpublished financial data and reports.**

All Covered Parties should endeavor to protect CHARM AMERICA's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. CHARM AMERICA's equipment should not be used for non-Company business, though incidental personal use is permitted.

The obligation of Covered Parties to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or criminal penalties.

2.3 Compliance with the Law

Obeying the law, both in letter and in spirit, is the foundation on which CHARM AMERICA's ethical standards are built. In conducting the business of the Company, Covered Parties shall comply with applicable governmental laws, rules and regulations at all levels of government in the United States and in any non- U.S. jurisdiction in which the Company does business. Although we do not expect all Covered Parties to know the details of these laws, it is important to know enough about the applicable local, state and national laws to determine when to seek advice from supervisors, managers or other appropriate personnel.

The document "**Prohibited Business Practices Policy**" sets forth the Company's policy on compliance with laws, specifically addressing such topics as prohibited offers or payments, gifts and entertainment, transactions with certain countries and persons, accounting controls and accurate record-keeping. It is the policy of Berkshire Hathaway Inc. and its subsidiaries, including CHARM AMERICA, to strictly comply with all laws and regulations that apply to any of their activities and operations, or that may give rise to the risk of liability for Berkshire, its subsidiaries or persons employed by any of them.

This Prohibited Business Practices Policy applies to all officers, directors and employees of Berkshire and each of its subsidiaries. Each such person shall comply with this Policy, strictly abide by all applicable laws and regulations, and exercise great care not to take or authorize any actions that may create even the appearance of illegal conduct or other impropriety. Persons who violate this Policy shall be subject to appropriate disciplinary action. This Policy is furnished to senior managers and available to all Covered Parties.

3.0 Health, Safety and the Environment

Maintaining a safe and sustainable environment both inside and outside the workplace is vital to the health and well-being of us all. Hazardous chemicals, for example, may not only be harmful to those who mishandle them, but also to those affected by them due to improper disposal or handling.

All Covered Parties, and their firms, must strive to provide a safe working environment for Associates and stakeholders and to meet or exceed the standards of all applicable laws and regulations governing workplace safety, health and the environment. You should be familiar with our emergency-preparedness plans in order to carry out your responsibilities and assist in implementing the necessary emergency response.

You should never be asked to do something that is either harmful to your health or the health of another person, or that is against applicable environmental laws. If you are asked to do something of this nature, do not comply and report it immediately.

Waste and Emissions

All CHARM AMERICA facilities and vendors are required to dispose of waste substances in compliance with applicable laws and regulations. In the absence of such laws, international standards must be upheld. Factories and Vendors should implement management systems that reduce the amount of waste produced from their operations. The recovery, re-use, and recycling of materials should be the pillars of said management systems.

Hazardous Substances

All CHARM AMERICA facilities and vendors are responsible for the correct labeling, storage, and usage of chemicals and hazardous substances in accordance to applicable laws and regulations. All CHARM AMERICA facilities and vendors will not manufacture, trade and/or use chemicals and hazardous substances subject to international bans due to their high toxicity, environmental detrition, potential for bioaccumulation or potential for depletion of the ozone layer. All Factories and Vendors engaged in the use of cyanide for the use of gold recovery, must comply with the International Cyanide Management Code, 2005. Operators using any hazardous substances or chemicals must have the proper ventilation, space, and protective equipment to do so safely. Where possible, Vendors should find alternatives for chemicals and Hazardous Substances used in their production processes.

3.1 Diversity and Respect

Most of us now live and work among people of differing cultural backgrounds, lifestyles and world views. Respect for diversity and the uniqueness of everyone is a fundamental part of (a) maintaining a respectful and productive work environment and (b) serving a diverse customer base.

We hire and promote people on the basis of their qualifications, performance and abilities. We make sure that all Covered Parties and applicants for employment have equal opportunities for success.

Discriminating against or harassing a co-worker based on any of the following characteristics may be against the law: race, [color](#), religion, sex, [national origin](#), [age](#), pregnancy, [citizenship](#), [disability](#), [marital or familial status](#), [sexual orientation](#), military or veteran status, [size](#), [gender identity](#), physical appearance, [HIV status](#), ancestry, genetic predisposition, or family responsibilities. State or local law may prohibit discrimination or harassment based on other characteristics, as well.

[Color](#)

Color discrimination occurs when the hue of a person's skin influences a decision or is the reason for harassment.

[National Origin](#)

National-origin discrimination occurs when a person's country of origin is made an issue in employment decisions or prompts harassment. For example, a manager who singles out Covered Parties who come from Mexico for mistreatment is discriminating on the basis of national origin.

[Age](#)

Federal law protects persons over 40 years of age from discrimination; however, many states go further and protect anyone over 18. In these cases the more stringent standard applies.

[Citizenship Discrimination](#)

U.S. federal law outlaws discrimination against people who are U.S. citizens or citizens of other countries who have lawful work authorization (which may include permanent residents, refugees and people with various forms of temporary residency).

Partly because immigration laws are intended to protect U.S. citizens against foreign-labor competition, these provisions do contain very limited exceptions, and discrimination law in this area is a little tricky.

Some states also have their own citizenship anti-discrimination laws, which may be stricter than federal laws.

[Disability or Handicap](#)

Federal law outlaws discrimination against disabled people who can perform their job with or without reasonable accommodation. It also requires that commercial facilities, transportation, telecommunications, and state and local government services be made accessible to the disabled.

A person with a disability may be hearing or visually impaired, or in need of a wheelchair or crutches. A disability may also include a chronic illness such as AIDS or cancer, or a mental condition like depression, obsessive-compulsive disorder or

schizophrenia.

State laws against disability discrimination may be stricter and more expansive than federal laws.

Marital or Familial Status

Discrimination based on marital or familial status occurs when an employment decision is made or harassment is based on whether a person is married, divorced or has children, or other reasons related to marriage and family.

Typically, a man who cohabitates with an unmarried partner or a single mother with children may experience discrimination on this basis. Many states and localities have laws barring this form of discrimination.

in Congress to include sexual orientation in U.S. federal anti-discrimination laws.

Sexual Orientation

Discrimination based on sexual orientation occurs when an employment decision is made or harassment takes place because of a person's sexuality, whether it be homosexuality, bisexuality or heterosexuality. Gay men or lesbians, for example, might make claims for sexual-orientation discrimination if they feel threatened by co-workers who make insulting and intimidating comments about homosexuality.

Many localities and an increasing number of states have laws barring this form of discrimination. Several proposals have been made

Size Discrimination

Size discrimination occurs when a person's height and/or weight is the subject of an employment decision or motivation for harassment. An obese person who feels put down or targeted because of "fat jokes" may make evidence of such jokes as part of a size-discrimination claim.

Size discrimination is illegal in a few jurisdictions. Under some circumstances, obesity may be considered a disability and is covered under disability discrimination laws.

Gender Identity

Laws against gender-identity discrimination are intended to protect transsexuals, cross-dressers and other individuals who identify with a gender different from the one they had at birth, such as when a man dresses like a woman or when a woman becomes a man through surgery and hormonal therapy.

Some state and local laws include gender identity in anti-discrimination laws for sex/gender or sexual orientation. Increasing numbers of states and localities are making this form of discrimination illegal.

HIV Status

These laws protect persons infected with the human immunodeficiency virus (HIV), the virus believed to cause Acquired Immune Deficiency Syndrome (AIDS). There may be some overlap with anti-discrimination laws concerning disability.

4.0 Reporting Violations

CHARM AMERICA's directors, CEO, senior financial officers and chief legal officer must promptly report any known or suspected violations of the Code to the Company's VP of Compliance. All other Covered Parties should talk to supervisors, managers or other appropriate personnel about known or suspected illegal or unethical behavior. These Covered Parties may also report questionable behavior in the same manner as they may report complaints regarding accounting, internal accounting controls or auditing matters by contacting (anonymously, if desired) a third party organization called [Global Compliance](#).

Separate anonymous reporting procedures are available for Company Covered Parties working outside the United States. No retaliatory action of any kind will be permitted against anyone making such a report in good faith, and the Company's Audit Committee will strictly enforce this prohibition.

Waivers

Any waiver of the Code for executive officers or directors may be made only by the Company's Board of Directors or its VP of Compliance and will be promptly disclosed as required by law or stock exchange regulation.

[Global Compliance Hotline](#)

The hotline is operated by Global Compliance Services, and it allows Covered Parties to report violations to an independent third party if they feel uncomfortable contacting someone within the Company or if they wish to remain anonymous. Covered Parties can reach the hotline by calling a toll-free number (1-800-261-8651) or visiting <http://www.brk-hotline.com>.

4.1 Accountability for Violations

If CHARM AMERICA's Board of Directors, CFO, VP of Compliance or its designee determines that the Code has been violated, either directly, by failure to report a violation, or by withholding information related to a violation, the offending director, officer or Covered Parties may be disciplined for non-compliance with penalties up to and including removal from office or dismissal. Such penalties may include written notices to the individual involved that a violation has been determined, censure by the VP of Compliance, demotion or re-assignment of the individual involved and suspension with or without pay or benefits.

Violations of the Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending individual and the Company. We expect all Covered Parties to cooperate with internal investigations of misconduct.

4.2 Compliance Procedures

We must all work together to ensure prompt and consistent action against violations of the Code. In some situations, however, it is difficult to know if a violation has occurred. Because we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? Use your judgment and common sense. If something seems unethical or improper, it probably is.

- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved to discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the questions, and he or she will appreciate being consulted as part of the decision-making process.
- Seek help from Company resources. In rare cases where it would be inappropriate or uncomfortable to discuss an issue with your supervisor, or where you believe your supervisor has given you an inappropriate answer, discuss it locally with your office manager or your human resources manager.
- You may report ethical violations in confidence without fear of retaliation. If your situation requires that your identity be kept secret, we will protect your anonymity to the maximum extent consistent with the Company's legal obligations. The Company in all circumstances prohibits retaliation of any kind against those who report ethical violations in good faith.
- Ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

Thank you for your diligence and commitment to our Ethical Standards

Vendor Code of Conduct Acknowledgment

**(For
m I)**

Vendor hereby certifies to CHARM AMERICA as follows:

- 1) The Vendor has received, read, and understood the guiding principles and expectations outlined in the CHARM AMERICA Vendor Code of Conduct.
- 2) The Vendor acknowledges and agrees to conduct periodic self-assessments to ensure that Vendor, its subcontractors, and next-tier Vendors are complying with this Code as well as applicable laws. CHARM AMERICA reserves the right to conduct periodic on-site visits through the use of internal and/or third party sources. These visits will be for the purpose of confirming Vendor's compliance with this Code and applicable laws and regulations.

Signature: _____

Name (Printed): _____

Title: _____

Entity: _____

Date: _____

RRP Vendor/Supplier Packet

To: All CHARM AMERICA Vendors/Suppliers

In response to new regulatory and customer supply chain initiatives aimed at bettering our sourcing marketplace, CHARM AMERICA, Inc. has developed its **CHARM AMERICA Responsible Program** (“RRP”). Included in this comprehensive set of operating improvements is a new vendor packet that requires enhanced documentation of compliance with socially responsible labor and environment laws; as well as certified satisfaction of other ethical sourcing requirements.

Specifically we will now require that all Vendors comply with laws, rules, and regulations that govern labor and environmental practices, as well as compliance with the following U.S. regulations:

- Patriot Act Anti-Money Laundering Program
- Foreign Corrupt Practices Act (FCPA)
- Dodd Frank Conflict Minerals

Additionally, our commitment to operating within the highest ethical standards is articulated in our CHARM AMERICA Vendor Code of Conduct which is included herein. Each Vendor will be responsible for achieving these standards. Failure to do so could result in temporary and/or permanent disbarment from sourcing merchandise to CHARM AMERICA, Inc., its affiliates and business partners.

Included in the CHARM AMERICA Vendor Packet:

Form A: Vendor Purchasing Profile

Form B: Vendor Agreement

Form C: Shipping/Invoicing Information

Form D: Shipping Instructions

Form E: Product Liability Insurance

Form F: Patriot Act Form

Form G: Foreign Corrupt Practices Form

Form H: Dodd Frank & Conflict Minerals Form

Form I: CHARM AMERICA Vendor Code of Conduct Acknowledgment and Receipt Form

Form J: Vendor Compliance Awareness Form

PATRIOT ACT BUSINESS INFORMATION (Form F)

Please return this completed form with the assurance that your information provided will be held in the strictest confidence.

Registered Business Name: _____

Registered Business Address: _____

Trading Name or Postal Address (if different than above): _____

Business Phone: _____ Business Fax: _____

Email Address/Website: _____

Federal Tax ID #: _____

Director of Company: _____

Banking Information:

Bank Name: _____

Bank Phone: _____

Bank Address: _____

Bank Officer's Name: _____

Has your Company instituted an Anti- Money Laundering Policy?

YES _____ We currently have, or will have, an AML Program

NO _____ We are exempt from the provisions of the Patriot Act

Signature: _____

Name (Printed): _____

Title: _____

Entity: _____

Date: _____

17. CHARM AMERICA Vendor Code

Foreign Corrupt Practices Act
(Form G)

Vendor hereby certifies to CHARM AMERICA , Inc. as follows:

No Vendor, officer, director or employee of the Vendor (“Covered Party”) will give anything of value to a Government Official for the purpose of influencing such Official, securing any improper advantage, or inducing such Official to affect any governmental decision or to help such Vendor obtain business. Government Official includes members of government, political parties, candidates for political office, employees of a company under government control or ownership, and employees or officials of international organizations. In addition, no Vendor or “Covered Party” will offer, give, or authorize anything of value to intermediaries, such as affiliates or agents, if all or part of the payment will be used for any such prohibited action. In accordance with the provisions of the U.S. Foreign Corrupt Practices Act (“FCPA”), these prohibitions include Government Officials of a foreign government. Liability may be imposed in situations where the Vendor or any Covered Party is willfully blind or has constructive knowledge of improper payments to a Government Official.

Signature: _____

Title: _____

Entity: _____

Date: _____

VENDOR COMPLIANCE

AWARENESS (Form J)

17. CHARM AMERICA Vendor Code

The Following is a mandatory requirement and inclusive covenant of this agreement.

The undersigned hereby agrees that, on behalf of their firm, they have read, understood and will comply with all the following laws, rules and guidelines. A packet containing one or all of the following is available by request.

1. Kimberly System of Warranties
2. Kimberly Process for Rough Diamonds
3. CPSA Lead Law Determinations, Requirements and Statutes
4. CPSIA Cadmium Requirements and Statutes
5. California Toxic Substances Requirements and Statutes
6. California Health and Safety Codes
7. Irradiated Gemstone Requirements and Statutes
8. Updated Irradiated Stone Requirements: Blue Topaz
9. Colored Diamond Requirements and Statutes
10. JVC (Jewelers Vigilance Committee) Guide to Gold and Silver
11. JVC Supplement to Gold, Silver and Advertising
12. Dodd Frank CHARM AMERICA Guidelines
13. Conflict Minerals Requirements of Dodd Frank Law
14. FCPA-Foreign Corrupt Practices Act
15. California Transparency Act
16. Patriot Act (Anti-Money Laundering)

I, _____, Acknowledge full compliance with the above 17 requirements.

Signature: _____

Name (Printed): _____

Title: _____

Entity: _____

Date: _____