

THRUPUT **LIMITED**


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Thruput Limited

Code of Business Ethics and Conduct

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1 Introduction

Thruput Limited is an electronics company based in Bristol, England. Founded in 1996, Thruput Limited is a private limited company incorporated in the UK to develop, supply and support innovative electronic products for the ATC systems market.

This Code provides the standards of conduct that guide all staff members of Thruput Limited. As a condition of employment, each staff member is expected to comply with this Code of Business Ethics and will be held accountable if they fail to do so.

Thruput's ability to trade in a competitive market requires that each staff member shall:

- Exhibit personal integrity when interacting with customers, business partners, shareholders, and each other.
- Use honesty, common sense and good judgment to govern their conduct and seek to avoid even the appearance of improper behaviour.
- Co-operate fully with any company audits or investigations and to answer all questions fully and truthfully.

Any violation of this Code, or any conduct that violates any law, rule, regulation, or ethical or professional norm, is subject to disciplinary action, up to and including termination of employment or business agreements.

1.1 Ethics Statement

"At Thruput, ethical standards guide our business conduct. We act lawfully and with integrity in our dealings with customers, partners, staff and the local community."

1.2 Control System

Compliance with this code will be managed in accordance with the *Business Ethics Compliance* section of the *Thruput Limited Quality Manual*.

2 Employee Reporting

Thruput employees are required to report any aspects of:

- Suspected criminal activity.
- Suspected illegal or unethical conduct.
- Employment-related concerns (discrimination, harassment, etc).

To make a report, employees should use one of the following methods:

Telephone:	+44 (0) 117 932 85 85 (Office of the Managing Director).
Mail:	Managing Director Thruput Limited, 14-15 Londonderry Farm, Keynsham Road, Willsbridge, Bristol, BS30 6EL, United Kingdom.

Thruput will take reasonable steps to maintain the confidentiality of any employee who makes a report.

Similarly, Thruput will take reasonable steps to maintain the confidentiality of employees about or against whom such a report has been made, unless or until it has been determined that an actual violation has occurred.

It is a violation of company policy to intimidate or impose any other form of retaliation on an employee who reports any actual or suspected illegal or unethical conduct.

However, an employee who knowingly makes a false report may be subject to a disciplinary procedure.

3 Conduct in Business

Every staff member of Thruput is required to comply with all applicable laws, rules and regulations relating to the business activities of Thruput.

3.1 Fair Business Practices

Thruput requires that every staff member shall use the following ethical standards in dealing with customers, business partners and competitors:

- Always provide candid and forthright communications about products and services.
- Always treat customers fairly, without regard to gender, race, colour, religion, national origin, ancestry, pregnancy, age, marital status, sexual orientation, or physical or mental disability.
- Never use unfair or deceptive business practices (including the misuse of proprietary information or the misrepresentation of material facts).

3.2 Fair Competition

Thruput's customers conduct business with the Company on the basis of its capability and reputation. Customers choose Thruput as their equipment provider because of the quality of Thruput services and products.

Thruput offers these products and services to customers in compliance with Antitrust Legislation. This prohibits Thruput from entering into any agreement with its competitors to restrict free trade, for example by:

- Fixing prices.
- Allocating territories.
- Allocating customers.
- Refusing to provide service to particular customers.

Staff members must, at all times, conduct business openly and avoid any situation that may even create the appearance that Thruput has made any agreement that improperly impacts industry prices or competition.

3.3 Protecting Sensitive and Proprietary Information

Because of the nature of Thruput's business, the company may, from time to time, come into possession of sensitive information about competitors, customers, business partners or other organisations.

All staff members have a duty to protect against the disclosure of such information unless disclosure is authorised and within the law. The following information categories are examples of the data covered by this code:

- Customer: Proprietary, technical and commercial information.
- Business partner: Proprietary, technical and commercial information.
- Fellow staff members: Sensitive personal information.
- Thruput as a whole: Sensitive or proprietary, technical and commercial information.

As a guiding principle for staff members, all data should be treated in confidence and neither used for personal gain nor disclosed to others without proper authorisation.

Unauthorised disclosure of any such information is strictly prohibited. Thruput is committed to safeguarding all such information.

3.4 Entertaining

3.4.1 Non-Government Persons

Thruput staff members may provide meals, refreshments, or entertainment of modest value to non-government persons in support of business activities, provided:

- The business courtesy is not offered for something, in return for the courtesy.
- The courtesy does not violate any law, regulation, or the standards of conduct of the recipient's organisation.
- It is every staff member's responsibility to inquire about prohibitions or limitations of the recipient's organisation before offering any business courtesy.
- The courtesy is consistent with marketplace practices, infrequent in nature, and is not lavish or extravagant.
- It cannot cause embarrassment or reflect negatively on the reputation of Thruput if it were to become known.

3.4.2 Government Representatives

Thruput must respect the special laws regarding contracts with the Government. With few exceptions, Government agencies have strict prohibitions against their employees accepting any business courtesies.

Therefore, except as otherwise permitted by law or regulation, staff members are prohibited from offering or providing any business courtesy, including meals, entertainment, travel or lodging expenses for any Government employee or representative.

Modest refreshments – such as soft drinks, tea, coffee and fruit offered on an occasional basis in conjunction with business activities – may be acceptable, but it is every staff member's responsibility to inquire about the prohibitions or limitations of the recipient's organisation before offering any business courtesy.

3.5 Maintaining proper relationships

All the customers and business partners of Thruput shall receive the same high level of assistance and service.

What may be acceptable practice in the commercial business environment, such as providing nominal gifts and hospitality, may be inappropriate for Government employees or those who act on the Government's behalf. The ethical code for staff members in each situation is:

3.5.1 Non-Government programmes

- Staff members are strictly prohibited from giving, soliciting or accepting business courtesies or gifts intended to influence business decisions.
- All business decisions are to be made on the basis of the merit of the transaction and in compliance with any legal and regulatory requirements.

3.5.2 Government programmes

- All staff members must adhere to the relevant laws and regulations concerning relationships with government customers, employees, and officials.
- It is prohibited for any staff member to offer or receive any of the following: money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind.
- As even the appearance of such an act could be damaging to Thruput, staff members must not offer or accept anything of value during the procurement process.

- When bidding on Government Contracts, staff members are prohibited from requesting information from officials or agents that may provide the company with an unfair advantage.

3.6 Contract Quality

Thruput are committed to delivering quality products and services that are consistent with each customer's requirements. Our goal is to be the recognized leader in our marketplace; for innovation, quality, responsiveness and value. To ensure we meet our quality commitments to our customers, Thruput set these business goals for all staff members:

- Make achievement of high quality and excellence our personal goals.
- Strive to do each job right the first time.
- Prepare all required reports accurately and completely.
- Comply with contract requirements, including design requirements, inspections and tests specified.
- Use only materials and processes conforming to quality levels specified in each contract.
- Use only substitute materials or processes that have been approved in writing in advance by the customer's authorized representative.
- Do not knowingly misrepresent, in any way, the condition or status of services or products offered for inspection, testing, or delivery.

4 Conduct in the Workplace

Every staff member of Thruput is required to comply with all applicable laws, rules and regulations relating to Thruput's own workplace and to working on Customer sites.

4.1 Ensuring Safety

Thruput complies with UK Health and Safety Regulations, providing a workplace that is free of unsafe and/or hazardous conditions and ensures the health and safety of each of its staff members, customers and visitors.

As part of our commitment to creating a safe work and operating environment, drug and alcohol abuse in the workplace is strictly prohibited.

4.2 Protection from Harassment

Thruput strives to create a work environment in which everyone is treated with respect and dignity. The Company is committed to providing a work environment that is free of unlawful discrimination and harassment.

It is Thruput policy that every staff member has the right to work in an atmosphere that provides equal employment opportunities and prohibits discriminatory practices and conduct, such as illegal harassment, including sexual harassment.

Thruput takes illegal harassment seriously and will endeavour to prevent, investigate and correct harassment in the workplace or in any setting where company business is being conducted.

4.3 Protection from Violence

Thruput is committed to providing its employees with a safe and productive workplace. Thruput's policy prohibits any acts or threats of violence by or against Thruput staff members, customers, vendors, or other visitors.

4.4 Recording and Reporting of Thruput Information

All business-related information is to be recorded and reported accurately, honestly and in a timely manner. The Company requires that:

1. Staff members ensure that information is reported truthfully and correctly, and exercise due diligence in ensuring that reported information is organised in a way that is understandable and does not mislead or misinform those who receive the information.
2. Staff members ensure that all Company records are accurate, including (but not limited to):
 - Financial statements.
 - Technical specifications, test plans and manuals.
 - Equipment shipping documents.
 - Servicing records prepared on behalf of our customers.
 - Information provided to government employees or officials.

4.5 Protection and Proper Use of Company Assets

All staff members have an obligation to protect Thruput's assets (including: computer equipment and software, intellectual property, premises etc.) and ensure that those assets are only used for the properly authorised activities of the Company.

Staff Members are responsible to ensure that all of Thruput's assets are only used for legitimate business purposes.

4.6 Protection from Conflicts of Interest

Just as Thruput are committed to providing our employees with a secure and supportive work environment, Thruput expects all staff members to act in the best interest of Thruput and its customers, business partners and shareholders at all times. Each staff member has a responsibility to ensure that his or her personal interests do not conflict with those of Thruput.

Using Thruput property or information, competing with Thruput or leveraging Thruput business opportunities to achieve personal gain or to benefit a person or entity outside of Thruput, is a direct violation of Thruput's conflict of interest policy. In addition, should a staff member believe that a contemplated material transaction or relationship could reasonably be expected to give rise to a conflict of interest; he or she should notify one of the persons listed in the 'Employee Reporting' section of this Code.

A staff member may not represent Thruput in any transaction with a person or an entity in which the staff member or his/her spouse, civil partner, children, and other members of the staff member's household have a direct or indirect interest, or from which the staff member may derive an improper personal benefit.

4.7 Protection from discrimination

Thruput has a long-standing philosophy and operating policy of seeking qualified applicants for all positions in compliance with the UK Laws governing equal employment opportunity.

All recruitment decisions must be made without regard to an individual's gender, race, colour, religion, national origin, ancestry, pregnancy, age, marital status, sexual orientation, medical condition, veteran status, or physical or mental disability. Thruput strives to be an employer of choice for a highly diverse, best-in-class workforce.