



1430 Broadway, Suite 1611, New York, NY 10018
O: (212) 413-8600 | F: (212) 413-8699

CODE OF BUSINESS CONDUCT AND ETHICS OF EIM INTERNATIONAL



Introduction

This Code of Business Conduct and Ethics of EIM International (EIM) is designed to protect EIM and its employees and to:

- establish a framework for professional behavior and responsibilities;
- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- promote compliance with all applicable laws, rules and regulations;
- promote the prompt internal reporting of violations of this Code;
- promote accountability for adherence to this Code;
- promote high standards of practice; and
- provide a benchmark for employees to use for self- evaluation.

This Code applies to all officers and employees of EIM who, unless otherwise specified, will be referred to jointly as “Employees”. Contractors and affiliates of EIM are also expected to read, understand, and abide by this Code.

This Code should help guide your conduct in the course of our business. However, many of the principles described in this Code are general in nature, and the Code does not cover every situation that may arise. If you have any questions about applying the Code, it is your responsibility to seek guidance from EIM management.

This Code is intended to supplement, not replace, any other policies and procedures of EIM.



General Standards of Conduct

Good ethics is good business.

The EIM Mission Statement reads:

*EIM International's mission is to be the leading provider of technology-based solutions for our clients' document management and collaboration needs. Our number one priority is customer satisfaction, which we achieve by providing the highest quality work product and **by holding ourselves to the highest ethical values and standards of integrity in our industry.***

Integrity is a core value of EIM, and we believe it to be one of the foundations of our enduring success. EIM will constantly strive to improve the quality of our services, products, and operations and our continued success relies on maintaining our reputation for honesty, fairness, respect, responsibility, integrity, trust, and sound business judgment. EIM International will not compromise its principles for short term advantage. The ethical performance of EIM is the sum of the ethics of the men and women who work here. Illegal or unethical conduct on the part of our Employees will not be tolerated.

Employees agree to immediately disclose unethical, dishonest, fraudulent and illegal behavior, or the violation of company policies and procedures directly to management.

Violation of this Code of Ethics can result in discipline, including possible termination. The degree of discipline relates in part to whether there was a voluntary disclosure of any ethical violation and whether or not the violator cooperated in any subsequent investigation.

No Discrimination or Harassment

EIM is committed to providing a work environment that is free of discrimination and harassment. EIM strictly prohibits harassment of any kind, including harassment on the basis of race, color, veteran status, religion, gender, sexual orientation, age, mental or physical disability, medical condition, national origin, marital status, or any other characteristics protected under federal or state law or local ordinance.

EIM is an equal opportunity employer and makes employment decisions solely on the basis of merit and business needs. Employees will obey all Equal Employment Opportunity laws and act with respect and responsibility towards all others in all of their dealings.



Avoiding Conflicts of Interest

Employees of EIM must never permit their personal interests to conflict, or to appear to conflict, with the interests of EIM, its customers, or its affiliates. Employees must be particularly careful to avoid personally entering into any transaction with others with whom EIM maintains a business affiliation or relationship or generally within the field of Content Management Consulting. Employees will avoid using their company contacts to advance their private business or personal interests at the expense of EIM, its clients, or its affiliates.

No bribes, kickbacks, or other similar remuneration shall be given to any person or organization in order to attract or influence business activity.

An Employee may not receive any improper benefit as a result of his or her position with EIM.

Health and Safety

Employees are responsible for using good judgment to help ensure a safe and healthy workplace for all employees.

Employees are expected to perform their Company-related work in a safe manner, free of the influences of alcohol, illegal drugs, or controlled substances. The use of illegal drugs in the workplace will not be tolerated.

Employees will not allow their personal lives to interfere with their ability to deliver quality products or services to EIM and its clients.

Safeguarding EIM Assets

All employees are responsible for the proper use of EIM Company assets. This responsibility applies to all assets, including Employee's time, work and work product, cash and accounts, physical assets such as computers, and any proprietary or nonpublic information. This responsibility also extends to the assets and information obtained by EIM Employees but belonging to clients of EIM.

Employees should be alert to situations that could lead to loss, damage, misuse, or theft of EIM company assets, and report any loss, damage, misuse or theft as soon as it becomes evident.

EIM Company assets are to be used for legitimate company purposes only, and must be returned immediately upon request



All work product must be stored on EIM's servers. All documents are to be saved to EIM's Document Management library, and all code or other non-document work product should be saved to an EIM network share.

EIM requires honest, accurate, and timely recording and reporting of information, including time entries and expense reports, in order to perform its business as a professional services company.

All business expense accounts must be documented and recorded accurately in a timely manner. If you are not sure whether a certain expense is legitimate, you may inquire of any manager before the expense is incurred.

Safeguarding Client Assets and Confidential Information; Nondisclosure

Employees will come into contact with or have possession of confidential, proprietary, or sensitive business information and must take appropriate steps to assure such information is appropriately and strictly safeguarded. Proprietary, confidential, or sensitive information about EIM, EIM's clients, or other companies, individuals, or entities with whom EIM does business, should be treated with sensitivity and discretion, and disseminated only on a need to know basis.

Employees must handle the nonpublic information of EIM's clients with utmost care. This includes, but is not limited to, client/matter information, personnel information, client financial information, sales data, technical data, and billing rates, login information. In addition, if the employee is presented with an agreement by a client or perspective client, that agreement must be forwarded to EIM management for review prior to signing.

Further guidance on appropriate protections of EIM and client nonpublic data can be found in the non-disclosure section of your employment or subcontractor agreement which is incorporated herein by reference. Employees must strictly abide by the terms of the relevant nondisclosure agreement, including any obligations with respect to the return or destruction of nonpublic information.

EIM is contractually obligated to maintain certain security precautions, and this obligation extends to all EIM employees and subcontractors. You are expected to abide by the EIM password policy, and take every precaution to safeguard both your EIM network password as well as any client passwords to which you may have access. Laptops and mobile devices, including any personal devices used to access EIM company information, must be secured both electronically with passwords and physically against theft or damage. Any device containing EIM company information, or information belonging to a client or affiliate of EIM, and that is missing must be immediately reported as missing.



EIM regularly updates its policies regarding passwords, remote access, data encryption, and data retention according to client requirements as well as industry best practices. These updates to information usage and governance policies will be communicated to all employees and subcontractors; however, in the absence of specific policies, common sense and industry-accepted practices should be followed.

Fairness in Business Dealings and Communications

It is EIM's policy to lawfully compete in the marketplace. Our commitment to fairness includes respecting the rights of our competitors to compete lawfully in the marketplace and abiding by all applicable laws in the course of competing.

Employees will refrain from gathering competitive intelligence by illegitimate means and refrain from acting on knowledge which has been gathered in such a manner. Employees will seek to avoid exaggerating or disparaging comparison of the services and competence of their competitors.

Business records and communications often become public. Employees should avoid exaggeration, derogatory remarks, guesswork, inappropriate characterizations of people and companies, or any other comments that could be misconstrued should they become public. This applies equally to e-mail, voicemail, internal memos, and formal reports.