

## **APPENDIX 1**

### **Rules for Senior Financial Officers**

The Company's Chief Executive Officer, Chief Financial Officer, Assistant Chief Financial Officer and Controller or persons performing similar functions ("Senior Financial Officers") hold important and enhanced roles in corporate governance. Therefore, in addition to complying with all other parts of the Corporate Code of Conduct, the Senior Financial Officers shall adhere to the following additional standards.

1. Conflicts of interest between you and the Company are always prohibited unless an exception has been made after full disclosure to and review and approval of the circumstances by the Board of Directors. Prohibited conflicts of interest include transactions between the Company and any other enterprise in which you or your immediate family have an interest (other than owning ten percent (10%) or less of a class of publicly traded securities). However, a conflict of interest should not be deemed to exist if your interest or situation is permitted under the terms of an agreement with the Company that predates adoption of this Code of Conduct or has been previously disclosed to and approved by the Board of Directors.
2. You must provide full, fair, accurate, timely and understandable disclosures in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission ("SEC") and in public communications made by the Company.
3. You must carefully review a draft of each periodic report for accuracy and completeness before it is filed with the SEC, with particular focus on disclosures that you do not understand or agree with and on information known to you that is not reflected in or is inconsistent with the report.

4. As may be appropriate under the circumstances, you must consult with the Audit Committee, members of senior management, division heads, accounting staff and others involved in the disclosure process to discuss comments they have made on draft reports.
5. You must establish and maintain disclosure controls and procedures that ensure that material information is included in each periodic report during the period for which the periodic report is being prepared.
6. You must consult with the Audit Committee to determine whether it has identified any weaknesses or concerns with respect to internal controls.
7. You must confirm that neither the Company's internal auditors nor its outside auditors are aware of any material misstatements or omissions in the draft report or have any concerns about the management's discussion and analysis section of the report.
8. You must bring to the attention of the Audit Committee: (i) matters that you feel could compromise the integrity of the Company's financial reports; (ii) disagreements on accounting matters; and (iii) potential violations of any part of this Code.
9. You must timely report any evidence of a violation of these principles to the Audit Committee.

Any waiver of or change in these Rules will be promptly disclosed as required by law.