



Intrinsic Code of Conduct

1. Purpose of the Code of Business Conduct

This Code of Business Conduct applies to the directors, officers and employees of Intrinsic International Software, Inc. and its subsidiaries and controlled joint ventures (collectively, "Intrinsic staff", "us" or "we").

This Code does not cover every situation Intrinsic staff might encounter. It highlights key issues and identifies Intrinsic policies and resources to help staff reach decisions that will make them and Intrinsic proud.

2. Responsibility and Accountability

All Intrinsic staff has the personal responsibility to make sure that our actions abide by this Code of Business Conduct and the laws that apply to our work. Keep in mind that failure to abide by this Code will lead to disciplinary measures appropriate to the violation, up to and including dismissal.

All Intrinsic staff is expected to read and comply with this entire Code of Business Conduct.

3. Additional Responsibilities of Directors, Officers and Managers

Intrinsic staff who are directors, officers and managers are expected to lead according to Intrinsic's standards of ethical conduct, in both words and actions. They must be positive activists and role models by showing respect and consideration for each other and for all Intrinsic staff. If Intrinsic directors, officers or managers ever have a concern about unethical or illegal activities, they are expected to take appropriate and consistent action, and inform Intrinsic's Chief Executive Officer or Lead Independent Director.

4. Responsibilities to Customers and Consumers

4.1 Product Quality and Safety

To maintain Intrinsic's valuable reputation, compliance with our quality processes and safety requirements is essential. We damage our good name when we ship products or deliver services that fail to live up to Intrinsic's standards.

4.2 Sales and Marketing

We will build long-term relationships with our customers by demonstrating honesty and integrity. All our marketing and advertising shall be accurate and truthful. Any press release that Intrinsic intends to issue jointly with a customer must have the prior written approval of the customer before issuance. Deliberately misleading messages, omission of important facts or making false claims about competitors' offerings is never acceptable.



We will only obtain business legally and ethically. Bribes or kickbacks are never acceptable. Guidance concerning customer gifts, travel and entertainment is in the Conflict of Interest section of this Code of Business Conduct.

4.3 Customer Information

We must protect customer information that is sensitive, private or confidential just as carefully as our own. Only those who have a need to know should have access to confidential information.

4.4 Government Customers

We must comply with all legal and contractual obligations in dealing with governments. National and local governments all around the world have specific and varied procurement laws and regulations that have been established to protect the public interest. These laws generally prohibit or put strict limits on gifts, entertainment and travel offered to government officials. They also often apply to the hiring of current or recently retired officials and their families, and to any conduct that may be viewed as improperly influencing objective decision-making. Many other laws strictly govern accounting and billing practices applied to the fulfillment of government contracts and subcontracts.

These laws are applicable to all Intrinsic staff. When Intrinsic is using suppliers or subcontractors to fulfill its commitments we may also be responsible for communicating these unique governmental requirements to them. If you deal with government officials and contracts, you are responsible for knowing and complying with applicable laws and regulations.

5. Responsibilities to Business Partners

Building quality relationships with other companies gives Intrinsic a competitive advantage.

5.1 Doing Business with Others

We will not do business with others who are likely to harm Intrinsic's reputation. For example, we will avoid doing business with others whom we are aware or become aware intentionally and continually violate the law. These laws include, for example, local environmental, employment, safety and anti-corruption statutes. All arrangements with third parties must comply with Intrinsic policy and the law. We will not use a third party to perform any act prohibited by law or by this Intrinsic Code of Business Conduct.

5.2 Agents and Consultants

Commission rates or fees paid to dealers, distributors, agents, finders or consultants must be reasonable in relation to the value of the product or work that is actually being done. We will not pay commissions or fees that we have reason to believe will become bribes. All fees will require approval by a managing director of Intrinsic and will be paid out in accordance with company policies.



5.3 Subcontractors

Subcontracts play a vital role in the fulfillment of many of our contracts. In some cases, the subcontractor is highly visible to our customers. It is therefore very important to attempt to ensure that our subcontractors preserve and strengthen Intrinsic's reputation by acting consistently with our Code of Business Conduct.

5.4 Joint Ventures and Alliances

We will strive to ally with companies that share our commitment to ethics. We will also work to make the standards of our joint ventures compatible with our own.

5.5 Purchasing Practices

Purchasing decisions must be made based solely on Intrinsic's best interests. Suppliers win our business based on product or service suitability, price, delivery and quality. Purchasing agreements should be documented, and clearly identify the services or products to be provided, the basis for earning payment, and the applicable rate or fee. The amount of payment must be commensurate with the services or products provided.

6. Responsibilities to Shareholders

We will treat the investment of our shareholders as if it were our own.

6.1 Protecting Intrinsic Assets

We have a responsibility to protect the Intrinsic assets entrusted to us from loss, damage, misuse or theft. Intrinsic assets, such as funds, products, or computers, may only be used for business purposes, or other purposes approved by management. Intrinsic assets may never be used for illegal purposes of any kind.

6.2 Proprietary Information

Intrinsic staff must safeguard all proprietary information by marking information accordingly, keeping it secure, and limiting access to those who have a need-to-know in order to do their job. Proprietary information includes any information that is not generally known to the public and is helpful to Intrinsic, or would be helpful to competitors. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve proprietary information continues even after employment ends.

6.3 Inside Information and Securities Trading

Intrinsic staff are not allowed to trade in securities or any other kind of property based on knowledge that comes from their job, if that information hasn't been reported publicly. It is against the laws of many countries, including those of Canada, to trade or to "tip" others who might make an investment decision based on inside job information. For example, using non-



public information to buy or sell Intrinsic stock, options in Intrinsic stock or the stock of an Intrinsic supplier or customer is prohibited. Please also refer to Intrinsic's Insider Trading Policy and Trading Blackout Policy.

6.4 Accuracy of Company Records

We require honest and accurate recording and reporting of information in order to make responsible business decisions. This includes business data such as quality, safety, and personnel records, as well as all financial records.

All financial books, records and accounts must accurately reflect transactions and events, and conform both to required accounting principles and to Intrinsic's system of internal controls. No false or artificial entries may be made. When a payment is made, it can only be used for the purpose spelled out in the supporting document.

6.5 Recording and Retaining Business Communications

All business records and communications should be clear, truthful and accurate. Business records and communications may become public through litigation, government investigations and the media. Avoid exaggeration, colourful language, guesswork, legal conclusions and derogatory remarks or characterizations of people and companies. This applies to communications of all kinds, including e-mail and "informal" notes or memos. Records are maintained for seven years in order to comply with the Income Tax Act.

7. Responsibilities to Competitors

We compete aggressively and with integrity at the same time.

7.1 Competitive Information

We must never use any illegal or unethical methods to gather competitive information. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited.

If information is obtained by mistake that may constitute a trade secret or confidential information of another business, or if you have questions about the legality of information gathering, consult the Legal Counsel.

7.2 Fair Competition and Antitrust

Intrinsic and Intrinsic staff are required to comply with the antitrust and unfair competition laws of the jurisdictions where we carry on business. These laws are complex and vary considerably from country to country. They generally concern:



- Agreements with competitors that harm customers, including price fixing and allocations of customers or contracts.
- Agreements that unduly limit a customer's ability to sell a product, including establishing the resale price of a product or service, or conditioning the sale of products on an agreement to buy other Intrinsic products and services.
- Attempts to monopolize, including pricing a product below cost in order to eliminate competition.

If you have questions whether your actions may violate competition laws, ask Intrinsic's in-house legal counsel.

8. Conflicts of Interest

We will make business decisions based on the best interests of Intrinsic.

8.1 General Guidance

Business decisions and actions must be based on the interests of Intrinsic, and must not be motivated by personal considerations or relationships. Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators must not affect our independent and sound judgment on behalf of Intrinsic. General guidelines to help Intrinsic staff better understand several of the most common examples of situations that may cause a conflict of interest are listed below. However, you are required to disclose to Intrinsic management any situation that may be, or appear to be, a conflict of interest. When in doubt, it is best to disclose.

8.2 Outside Employment

Intrinsic staff may not work for, or receive payments for services from, any competitor, customer, distributor or supplier of Intrinsic without approval of Intrinsic management. Any outside activity must be strictly separated from services performed for Intrinsic, and should not harm your performance for Intrinsic. Make sure that the skills you've learned and used at Intrinsic are not used in such a way that could hurt the business of Intrinsic.

8.3 Board Memberships

Serving on the board of directors or a similar body for an outside company or government agency requires the advance approval of Intrinsic management. Helping the community by serving on boards of non-profit or community organizations is encouraged, and does not require prior approval.

8.4 Family Members and Close Personal Relationships



You may not use personal influence to get Intrinsic to do business with a company in which your family member or friend has an interest.

8.5 Investments

Intrinsic staff may not allow their investments to influence, or appear to influence, their independent judgment on behalf of Intrinsic. This could happen in many ways, but it is most likely to create the appearance of a conflict of interest if you have an investment in a competitor, supplier, customer, or distributor and your decisions may have a business impact on this outside party. If there is any doubt about how an investment might be perceived, it should be disclosed to management.

8.6 Gifts

Gifts are not always physical objects - they might also be services, favours, meals or other items of value.

8.7 Gifts to Intrinsic Staff

Intrinsic staff does not accept kickbacks, lavish gifts or gratuities. Intrinsic staff can accept items of nominal value (up to \$100.00), such as small promotional items bearing another company's name. Intrinsic staff will not accept anything that might make it appear that our judgment for Intrinsic would be compromised.

8.8 Gifts Given by Intrinsic

We understand that gift-giving practices vary among cultures and that some business situations call for giving gifts. Intrinsic's gifts must be legal, reasonable, and approved by Intrinsic management. Intrinsic never pays bribes.

We will not provide any gift if it is prohibited by law or the policy of the recipient's organization. For example, the employees of many government entities around the world are prohibited from accepting gifts. If in doubt, check first.