



Effective Date: November 13, 2015

Code of Ethics and Business Conduct

Information contained herein is proprietary to GANA-A'YOO, Ltd and its Subsidiaries.



We, at KHOTOL, share a common commitment to the highest professional ethical standards. This commitment to ethics is an integral part of all aspects of our core values: being respectful of culture and traditions; being trustworthy of shareholders and partners; being successful; and finally being responsible. As an Alaska Native Corporation it is essential that our employees, at all levels, operate ethically in all business relationships. Exercising the highest possible ethical and professional standards is fundamental to KHOTOL's principles.

These principles, contained in our Code of Ethics and Business Conduct policy, serve as the cornerstone of our corporation. This document has been adopted by the KHOTOL Board of Directors as its **Code of Ethics and Business Conduct**. It summarizes the virtues and principles that are to guide our actions in business. It is not designed to address every situation that may fall under the Code of Ethics and Business Conduct, but rather to set forth policy in several basic areas that commonly require the exercise of sound and informed judgment. It applies to GANA-A'YOO, Limited, together with its operating companies and subsidiaries including KHOTOL, and the members of the boards of directors and/or Managers and the employees of each of those entities. We expect our agents, consultants, contractors, representatives, and suppliers to be guided by them as well and it is the responsibility of employees to convey the relevant provisions of the Code of Ethics and Business Conduct to those entities/individuals.

There are numerous resources available to assist you in meeting the challenge of performing your duties and responsibilities. There can be no better course of action for you than to apply common sense and sound judgment to the manner in which you conduct yourself. However, do not hesitate to use the resources that are available whenever it is necessary to seek clarification.

GANA-A'YOO, Limited, as well as its operating companies and subsidiaries including KHOTOL, also have a number of written statements of policies and procedures covering ethical requirements. This Code of Ethics and Business Conduct is a supplement to other documents and standards of conduct. If there is any conflict between this Code of Ethics and Business Conduct and some other source, you must follow the standard that requires the higher degree of ethical conduct.

KHOTOL aims to set the standard for ethical business conduct. We will achieve this through six virtues: Honesty, Integrity, Respect, Trust, Responsibility, and Citizenship.

Treat in an Ethical Manner Those to Whom KHOTOL has an obligation

KHOTOL is committed to the ethical treatment of those to whom we have an obligation; as such, our business conduct reflects integrity and quality.

For Our Shareholders we are committed to pursuing sound growth and earnings objectives and to exercising prudence in the use of our assets and resources.

For Our Employees we are committed to honesty, just management, and fairness, providing a safe and healthy environment, and respecting the dignity due everyone.



For Our Customers we are committed to producing reliable products and services, delivered on time, at a fair price.

For The Communities in which we live and work, we are committed to acting as concerned and responsible neighbors, reflecting all aspects of good citizenship.

For Our Suppliers and Business Partners we are committed to fair competition and the sense of responsibility required of a good customer.

KHOTOL will conduct its business in accordance with all applicable laws and regulations

Obey the Law

KHOTOL will conduct its business in accordance with all applicable laws and regulations. The laws and regulations related to contracting with the United States government are far reaching and complex, thus placing burdens on KHOTOL that are in addition to those faced by companies without extensive government contracts. Compliance with the law does not comprise our entire ethical responsibility. When there is uncertainty about what is required to obey the law, employees and other should seek guidance to prevent violations.

KHOTOL is committed to the ethical treatment of its employees

Promote and Maintain a Positive Work Environment

All employees want and deserve a work place where they feel respected, satisfied, and appreciated. Harassment or discrimination of any kind and especially involving race, color, creed, religion, gender, age, national origin, disability, sexual orientation and veteran or marital status is unacceptable in our work place environment.

Providing an environment that supports the honesty, integrity, respect, trust, responsibility, and citizenship of every employee permits us the opportunity to achieve excellence in our work place. While everyone who works for KHOTOL must contribute to the creation and maintenance of such an environment, our executives and management personnel assume special responsibility for fostering a context for work that will bring out the best in all of us.

Freedom from Discrimination

KHOTOL does not discriminate on the basis of race, color, national origin, gender, age, disability, creed, religion, sexual orientation, or veteran or marital status in employment. GANA- A'YOO will not tolerate acts of sexual harassment or related retaliation.



KHOTOL offers employment, training, compensation, and advancement on the basis of qualification and merit. KHOTOL will extend the same considerations to qualified disabled persons, consistent with an individual's ability to perform essential job functions safely.

KHOTOL is committed to providing a drug-free, safe, and healthy work environment

Work Safely: Protect Yourself and Your Fellow Employees

KHOTOL is responsible for compliance with environmental, health, and safety laws and regulations. KHOTOL will strive to eliminate all accidents, injuries and occupational illnesses through the active participation of every person. Observe posted warnings and regulations. Report immediately to the appropriate management any accident or injury sustained on the job, or any environmental or safety concern you may have.

Zero Tolerance Policy on Human Trafficking

KHOTOL fully adopts the United States government policy of "zero tolerance" on human trafficking, including trafficking in persons, commercial sex acts or the use of forced labor. This prohibition extends to KHOTOL employees, contractors, subcontractors and consultants in all of their activities.

Drug-Free Work Place

KHOTOL is committed to protecting the safety, health and well-being of all employees and individuals in our workplace. We recognize that alcohol abuse and drug use pose a significant threat to our goals. We have established a drug-free workplace program that balances our respect for individuals with the need to maintain an alcohol- and drug-free environment. KHOTOL prohibits the use, possession, distribution, or being under the influence of alcohol or mind-altering drugs in the workplace.

Protecting the Environment

Consistent with KHOTOL's key business plans and when operating within its lands or in other areas of spectacular natural beauty and sensitive ecosystems, KHOTOL is committed to minimizing adverse impacts upon the environment and complying with environmental laws and regulations. KHOTOL will encourage concern and respect for the environment, emphasize everyone's responsibility to help protect the environment, and ensure appropriate operating practices and training.



Employees and their supervisors are responsible for KHOTOL's records. No one should rationalize or even consider misrepresenting facts or falsifying records.

Keep Accurate and Complete Records

KHOTOL must exercise care, accuracy, and honesty in the creation and maintenance of KHOTOL records. Transactions between KHOTOL and outside individuals and organizations must be properly and accurately entered in our record books in accordance with generally accepted accounting practices and principles. No one should rationalize or even consider misrepresenting facts or falsifying records. The improper modification of existing reports or records, destruction of records required to be maintained, or creation of false or misleading records is unacceptable. It is illegal, will not be tolerated, and will result in disciplinary action, up to and including discharge from employment.

Record Costs Properly

Employees and their supervisors are responsible for ensuring that labor and material costs are accurately recorded and charged in KHOTOL's records. These costs include, but are not limited to, normal contract work, indirect support activity, work related to independent research and development, and bid and proposal activities.

KHOTOL is committed to being a good corporate citizen

Follow the Rules in Using or Working with Former Government Personnel

U.S. government laws and regulations governing the employment of or receipt of services from former military and civilian government personnel prohibit conflicts of interest ("working both sides of the street"). These laws and rules must be faithfully and fully observed.

Follow the Law and Use Common Sense in Political Contributions and Activities

Federal law prohibits corporations from donating corporate funds, goods, or services - directly or indirectly - to candidates for federal offices. This includes employees' work time. As a matter of policy we will not make political contributions in foreign countries.

Carefully Bid, Negotiate, and Perform Contracts

We must comply with the laws and regulations that govern the acquisition of goods and services by our customers. We will compete fairly and ethically for all business opportunities. In circumstances where there is reason to believe that the release or receipt of non-public information is unauthorized, do not attempt to obtain and do not accept such information from any source.

If you are involved in proposals, bid preparations, or contract negotiations, you must be certain that all statements, communications, and representations to prospective customers are accurate and truthful. Every contract awarded KHOTOL must be performed in compliance with all contract specifications, requirements, and clauses.

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Avoid Illegal and Questionable Gifts or Favors

To Government Personnel:

Federal, state and local government departments and agencies are governed by laws and regulations concerning acceptance by their employees of entertainment, meals, gifts, gratuities, and other things of value from firms and persons with whom those departments and agencies do business or over whom they have regulatory authority. It is the general policy to strictly comply with those laws and regulations. With regard to all federal Executive Branch employees and any other government employees who work for customers or potential customers of the Corporation, it is the policy to prohibit its employees from giving things of value. Permissible exceptions are offering Company advertising or promotional items of nominal value such as a coffee mug, calendar, or similar item displaying the KHOTOL logo, and providing modest refreshments such as soft drinks, coffee, and donuts on an occasional basis in connection with business activities. "Nominal value" is \$20.00 or less. (Note: Even though this policy may be more restrictive than the United States Government's own policy with regard to federal Executive Branch employees, this policy shall govern the conduct of all KHOTOL employees.) Legislative, judicial, and state and local government personnel are subject to different restrictions; both the regulations and corporate policies pertaining to them must be consulted before courtesies are offered.

To Non-Government Personnel:

As long as it doesn't violate the standards of conduct of the recipient's organization, it's an acceptable practice to provide meals, refreshments, and entertainment of reasonable value in conjunction with business discussions with non-government personnel. Gifts, other than those of nominal value (\$20.00 or less), to private individuals or companies are prohibited unless specifically approved by the KHOTOL Chief Executive Officer (CEO) or the Manager of an operating company or subsidiary.

To KHOTOL Personnel:

KHOTOL employees may accept meals, refreshments, or entertainment of reasonable value in connection with business discussions. While it is difficult to define "reasonable" by means of a specific dollar amount, a common sense determination should indicate what would be considered lavish, extravagant, or frequent. It is the personal responsibility of each employee to ensure that his or her acceptance of such meals, refreshments, or entertainment is proper and could not reasonably be construed in any way as an attempt by the offering party to secure favorable treatment.

It is the personal responsibility of each employee...

KHOTOL employees are not permitted to solicit or accept funds in any form or amount, or any gift that has retail or exchange value of \$50 or more from individuals, companies, or representatives of companies having or seeking business relationships with KHOTOL or having interests that may be substantially affected by the performance or nonperformance by the employee of his or her official duty. An employee must report to his or her supervisor receipt of any gift of more than \$50. The supervisor will then make a determination, based on all the facts and circumstances, whether the gift may be retained or must be returned to the donor, or other provision for its disposition should be made. If you have any questions about the propriety of a gift, gratuity, or item of value, contact your CEO.

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If you buy goods or services for KHOTOL, or are involved in the procurement process, you must treat all suppliers uniformly and fairly. In deciding among competing suppliers, you must objectively and impartially weigh all facts and avoid even the appearance of favoritism. Established routines and procedures should be followed in the procurement of all goods and services.

Steer Clear of Conflicts of Interest

KHOTOL recognizes and respects that you have a right to engage in personal activities outside of work. However, care must be taken to ensure there is no conflict of interest between personal activities and KHOTOL or its interests. Employees shall not engage in outside employment that tends to impair the employee's mental or physical capacity to perform his or her duties and responsibilities to KHOTOL in an acceptable manner. Playing favorites or having conflicts of interest -in practice or in appearance -runs counter to the fair treatment to which we are all entitled. Avoid any relationship, influence, or activity that might impair, or even appear to impair, your ability to make objective and fair decisions when performing your job. When in doubt, share the facts of the situation with your supervisor, the corporate attorney, or the CEO.

Business Opportunities

Business development ideas and growth potential that arise in the conduct of KHOTOL's business belong to KHOTOL. Employees are prohibited from diverting business from GANA- A'YOO. Business opportunities available to or developed by an employee while engaged in GANA- A'YOO work or through use of KHOTOL facilities belong to KHOTOL and must not be acquired by an employee except after full disclosure and the prior written consent of the employee's CEO.

Here are some ways a conflict of interest could arise:

- Employment by a competitor or potential competitor, regardless of the nature of the employment, while employed by KHOTOL.
- Acceptance of gifts, payment, or services from those seeking to do business with GANA- A'YOO.
- Placement of business with a firm owned or controlled by an employee or his/her family.
- Ownership of, or substantial interest in, a company that is a competitor or a supplier.
- Acting as a consultant to a KHOTOL customer or supplier.

Whenever a conflict of interest situation arises, the affected employee must promptly disclose the situation to the employee's supervisor.

Maintain the Integrity of Consultants, Agents, and Representatives

Business integrity is a key standard for the selection and retention of those who represent GANA- A'YOO. Agents, representatives, or consultants must clarify their willingness to comply with KHOTOL's principles. Paying bribes or kickbacks, engaging in industrial espionage, obtaining the proprietary data of a third party, or gaining inside information or influence are just a few examples of what could give us an unfair competitive advantage in government procurement and could result in violations of law.

Protect Proprietary Information

Information contained herein is proprietary to GANA-A'YOO, Ltd and its Subsidiaries.



Proprietary company information may not be disclosed to anyone without proper authorization. Keep proprietary documents protected and secure. In the course of normal business activities, suppliers, customers, and competitors may sometimes divulge information to you that is proprietary to their business. Respect these confidences.

Obtain and Use Company and Customer Assets Wisely

Proper use of company and customer property, facilities, and equipment is your responsibility. Use and maintain these assets with the utmost care and respect, guarding against waste and abuse. Be cost-conscious and alert to opportunities for improving performance while reducing costs. The use of company time, material, or facilities for purposes not directly related to company business, or the removal or borrowing of company property without permission, is prohibited.

All employees are responsible for complying with requirements of software copyright licenses related to software packages used in fulfilling job requirements.

Warning Signs -You're On Thin Ethical Ice When You Hear...

- "Well, maybe just this once. . . "
- "No one will ever know . . ."
- "It doesn't matter how it gets done as long as it gets done."
- "It sounds too good to be true."
- "Everyone does it."
- "Shred that document."
- "We can hide it."
- "No one will get hurt."
- "What's in it for me?"
- "This will destroy the competition."
- "We didn't have this conversation."

You can probably think of many more phrases that raise warning flags.



Employee Acknowledgement

KHOTOL Code of Ethics and Business Conduct

I have read KHOTOL's Code of Ethics and Business Conduct. I understand and agree to abide by the Code. I realize that any violations of the Code may lead to disciplinary action, up to and including discharge from employment.

Name (Please Print): _____

Signature: _____

Date: _____