

ME Global Inc

THE
CODE OF
BUSINESS
CONDUCT

General Policy Regarding Laws & Business Conduct

The Code of Business Conduct of ME Global Inc. (the "Company") consists of the policies relating to the ethical and legal standards of conduct to be followed by Directors, employees and agents of the Company in the conduct of its business. The Code of Business Conduct applies to all Company Directors, employees and agents and all Company activities throughout the world, except where specifically indicated.

It is the policy of the Company to comply with applicable law. Some Company policies are based on the requirements of applicable law and others are just good ethics and business sense. The Company does business in many countries around the world and, as a good business citizen, we must observe the applicable laws of the countries in which the Company does business. Sometimes there is a conflict between the United States law and the law of one of the other countries in which the Company operates. In these situations the Company will resolve the conflict with the advice from our outside counsel.

It is the personal responsibility of each Company Director, employee and agent to observe the standards of conduct and other requirements of the Code of Business Conduct whether or not these standards and requirements are also imposed by law. Any Director, employee or agent who does not comply with these standards and requirements is acting outside the scope of his or her employment responsibilities or agency.

The underlying formal policies themselves have more detail than is contained in this booklet. It is the responsibility of each Director, employee or agent to familiarize himself or herself with the details of the policies of the Company that apply to his or her assigned duties. If a Director, employee wishes to refer to the complete policies summarized in this booklet, they are available from the Corporate Human Resource Department. If an employee or agent has any questions about the policies summarized in this booklet, he or she should contact the Vice President of Human Resources.

Ethical Business Practices

Company policy requires Directors, employees and agents to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Directors and employees must practice fair dealing, honesty and integrity in every aspect of dealing with other Company employees, the public, the business community, shareholders, customers, suppliers, competitors and government authorities. When acting on behalf of the Company, Directors and employees shall not take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or other unfair-dealing practices. Company policy prohibits unlawful discrimination against employees, shareholders, Directors, officers, customers or suppliers on account of race, color, age, sex, religion or national origin. All persons shall be treated with dignity and respect and they shall not be unreasonably interfered with in the conduct of their duties and responsibilities.

No Director or employee should be misguided by any sense of loyalty to the Company or a desire for profitability that might cause him or her to disobey any applicable law or Company policy. Violation of Company policy will constitute grounds for disciplinary action, including, when appropriate, termination of employment.

Sensitive Transactions

Company policy prohibits its Directors, employees and agents from entering into sensitive transactions. If such a transaction occurs, the Company and its officers, Directors and employees directly involved may be subject to fines, imprisonment and civil litigation.

Commercial Bribery

Company policy prohibits commercial bribes, kickbacks and other similar payoffs and benefits paid to any suppliers or customers.

Transparency of Accounting and Internal Controls

Accounting records

Applicable laws and Company policy require the Company to keep books and records that accurately and fairly reflect its transactions and the dispositions of its assets. Accounting transparency is based on the use of true, accurate and complete information for construing entries in the books of accounts. Each employee shall cooperate in order to have events properly and timely registered in the books of accounts.

For each transaction the proper supporting evidence has to be maintained in order to:

- facilitate registration of the accounting;
- identify the different degrees of responsibilities;
- provide an accurate representation of the transaction so as to avoid any errors in interpretation of the facts.

Each record shall reflect exactly what is shown by the supporting evidence. Each employee shall make sure, through accurate filing according to logical criteria, that the documentation can be easily traced.

Company employees who become aware of any omissions, misrepresentations, negligence in the accounting or in the documents on which accounting is based, shall bring the facts to the attention of his or her superior or to the Vice President of Finance.

Internal controls

It is the Company's policy to disseminate, at every level of its organization, a culture characterized by an awareness of the existence of controls and a control oriented mentality. A positive attitude towards control is to be achieved in order to increase its efficiency. Internal controls are all those necessary or useful tools for addressing, managing and checking activities in the company; they aim

at ensuring respect of corporate laws and procedures, protecting corporate assets, efficiently managing operations and providing precise and complete accounting information.

The responsibility for building an efficient internal control system rests on all levels of the organization; therefore all Company employees, in their respective functions, are responsible for the definition and proper functioning of internal controls. Within their areas of responsibility, managers shall be requested to become involved in the company's system of internal controls and inform employees thereon. Each employee shall be held responsible for the corporate tangible and intangible assets relevant to his job. No employee can make, or let others make, improper use of assets and equipment belonging to the Company.

Appointed internal and external auditors shall have full access to all data, documents and information necessary to perform their audit activities.

Use & Disclosure of Inside Information

Company policy prohibits disclosure of material inside information to anyone other than persons within the Company whose positions require them to know such information.

Confidential or Proprietary Information

Company policy prohibits employees from disclosing confidential or proprietary information outside the Company, either during or after employment, without Company authorization to do so.

Conflicts of Interest

Company policy prohibits conflicts between the interests of its employees and the Company.

Fraud & Similar Irregularities

Company policy prohibits fraud and establishes procedures to be followed concerning the recognition, reporting and investigation of suspected fraud.

Antitrust & Competition

The antitrust laws of the United States and other countries prohibit agreements or actions that might eliminate or discourage competition, bring about a monopoly, abuse a dominant market position, artificially maintain prices or otherwise illegally hamper or distort commerce. In addition to criminal fines and jail terms, United States antitrust violations often allow a private party to recover three times actual money damages. Antitrust lawsuits have frequently resulted in judgments against companies amounting to tens of millions and on occasions hundreds of millions of dollars.

The Company does not tolerate any business activity that violates antitrust laws that apply to the Company's business. Company policy requires that no Director, employee or agent of the Company shall enter into any understanding, agreement, plan or scheme, express or implied, formal or informal, with any competitor in regard to prices, terms or conditions of sale or service, production, distribution, territories or customers; nor exchange or discuss with a competitor prices, terms or conditions of sale or service, or any other competitive information; nor engage in any other conduct which violates any of the antitrust laws. However, subcontracting arrangements or joint proposals with competitors which are not in violation of applicable antitrust laws and which have been approved by the our outside counsel are not prohibited. Any discussion with competitors in connection with a project in which the competitor is an alliance partner, joint venturer, or subcontractor must be precleared and coordinated with the outside counsel.

Antitrust laws are complex and sometimes difficult to understand. Any Director, employee or agent of the Company who has responsibility for business conduct that might be subject to antitrust laws must be guided by the advice of outside counsel. Any questions concerning antitrust implications must be referred to the outside counsel before taking any action. There are no exceptions to this policy and no one is authorized to approve any action in violation of this policy.

Employment & the Workplace

Equal Employment Opportunity

Company policy prohibits all unlawful discrimination against any employee or applicant for employment. The Company is committed to providing equal opportunity to all qualified individuals in its hiring and promotion policies.

Harassment

The Company believes that all employees should be treated with dignity and respect. It is the policy of the Company to provide a work environment which is free from harassment.

Health, Safety & Environment

Protection of health, safety and the prevention of pollution to the environment are primary goals of the Company. The Company will strive to develop and provide products and services that have no undue environmental impact and are safe in their intended use, efficient in their consumption of energy and natural resources and can be recycled, reused or disposed of safely. All employees must conduct their duties and responsibilities in compliance with applicable law and industry standards relating to health and safety in the workplace and prevention or pollution to the environment.

Political Activities

The Company believes strongly in the democratic process. Its Directors and employees should take an active interest in fostering principles of good government in the countries and communities in which they live. Directors and employees may spend their own time and funds supporting political candidates and issues, but they will not be reimbursed by the Company. Directors and employees should ensure that their personal political contributions and activities are in compliance with applicable law.

Further, some political conduct which is permitted and encouraged for individuals is unlawful for corporations.

Company policy requires directors, employees and agents who represent the Company in political and governmental matters to comply with all laws regulating corporate participation in public affairs. To assure that these requirements are met and as guidance to them, the following policies have been adopted:

- No Director, employee or agent shall apply any pressure on any other employee that infringes that individual's right to decide whether, to whom and in what amount a personal political contribution is to be made;
- No contributions of Company funds, property or services shall be made in support of political candidates for federal office in the United States or in certain states or other countries where such contributions are prohibited.
- No political contribution of Company funds, property or services can be made by the Company, except in accordance with a plan approved by the Chief Executive Officer;
- When permitted by law and authorized by the Chief Executive Officer, Company funds and facilities may be used to provide administrative support for the operation of political action committees or programs, the purposes of which include the disbursement of financial contributions made by certain employees, shareholders and/or others to political parties or candidates. No Company funds, facilities or other property will be used for other than administrative support of such a committee;

If an employee or Director is requested to make a political contribution or to provide assistance on behalf of the Company, whether personal or corporate, and such employee or Director has any questions regarding this Company policy or applicable law, the employee or Director should contact the Company's Vice President – Human Resources.

Foreign Corrupt Practices Act

The Board of Directors of the Company has adopted the following policies regarding the Foreign Corrupt Practices Act. These policies are intended to provide guidance to all employees, officers and directors of the Company and to avoid the occurrence and even the appearance of

improper or illegal conduct. All employees, officers and directors of the Company are required to sign the attached statement acknowledging that they have read and understand the Policy Statement on Foreign Corrupt Practices and will be required to certify, on an annual basis thereafter their understanding of and compliance with this Policy Statement, as it may be amended from time to time.

The U.S. Foreign Corrupt Practices Act (the "FCPA") is generally designed to (a) prohibit corporate bribery of foreign officials and (b) assure the adequacy and integrity of the financial statements, reports and internal procedures of public corporations. As with all applicable laws and regulations, the Company and its personnel should strictly comply with the FCPA.

Bribery of Foreign Officials. The FCPA prohibits the Company and any of its employees, officers, directors and agents from directly or indirectly influencing (with money, gifts or promises) any foreign government, official, political party or political candidate in order to assist the Company in obtaining or retaining business or in directing business to any other person. The FCPA also proscribes the authorization or ordering of any practice, which constitutes a violation of these prohibitions. Violations of these anticorruption provisions of the FCPA are punishable by a fine of up to \$100,000, imprisonment for up to five (5) years, or both, in the case of an individual (which fine may not be paid, directly or indirectly, by the Company) and a fine up to \$2 million, in the case of the Company.

General. Any person who has any questions about this Policy Statement or about a specific transaction should obtain guidance from the Company's counsel through the Vice President of Finance and Administration, however, the ultimate responsibility for adhering to this Policy Statement and avoiding improper transactions rest with the employee. The employee therefore may wish to seek guidance from his/her own counsel as well

The Company will expect the strictest compliance with these procedures by all personnel at every level. Failure to observe them may result in serious legal difficulties for you, including criminal charges, fines, and imprisonment, as well as the Company. A failure to follow their letter and spirit would be considered a matter of extreme seriousness and may result in the imposition of sanctions by the Company and/or termination of employment.

**ACKNOWLEDGEMENT RELATING TO THE CORPORATE
POLICY ON THE CODE OF BUSINESS CONDUCT**

I am an employee of ME Global and confirm that I have received, read and understand the Statement of Company Policy on the Code of Business Conduct including the Foreign Corrupt Practices Act. In particular, without limiting my declaration of understanding of the Policy, I understand the following: Through this Policy, the Company prohibits me from violating the Foreign Corrupt Practices Act which prohibits me from influencing or attempting to influence any foreign government, official or political figure to affect the awarding of business by such government or persons, (b) if I take any such prohibited action, I will be subject to prosecution and may subject the Company, as well as its officers and directors, to liability and (c) such actions are grounds for termination of my employment and/or may result in constitution of legal action against me by the Company.

As a result of the foregoing, I agree to abide by the Policy and I agree to review its terms prior to engaging in any activities that could possibly be in violation of the Policy. If I have any questions concerning any matter with the scope of the Policy, I will present them to the Company's Vice President of Finance and Administration for review, prior to engaging in any such activity.

ACKNOWLEDGED AND AGREED

Name

Date

Witness