

## **Directors' Code of Conduct**

The Board of Directors of Sunday to Sunday has adopted this Directors' Code of Conduct to guide the directors in recognizing and addressing ethical issues and in ensuring that their activities are consistent with the Company's values of:

**Respect for the dignity of the individual,  
Uncompromising integrity,  
Trust,  
Credibility,  
Continuous improvement and personal renewal, and  
Recognition and celebration**

The Code is intended as a source of guiding principles, since no code or policy can anticipate every situation that may arise. Directors with questions about the Code's application to particular circumstances are encouraged to discuss the issue with the Vice President.

### **Compliance with Laws and Company Policies**

Directors are expected to comply with applicable laws and Company policies, and to monitor legal and ethical compliance by the Company's officers and other employees.

### **Conflicts of Interest**

Directors must avoid any conflicts of interest with the Company. A "conflict of interest" exists when a director's personal or professional interest is adverse to, or may appear to be adverse to, the interests of the Company. Conflicts of interest may also arise when a director, or members of his or her family, or an organization with which the director is affiliated, receives improper benefits as a result of the director's position. Any situation that involves, or may involve, a conflict of interest must be promptly disclosed to the Company's Vice President .

### **Corporate Opportunities**

Directors owe a duty to the Company to advance its legitimate interests. Directors may not take for themselves personally or for other organizations with which they are affiliated opportunities discovered through the use of Company property, information, or position. No director may compete with the Company or use Company property, information, or position for improper personal gain.

### **Competition and Fair Dealing**

Directors shall endeavor to deal fairly with the Company's customers, suppliers, competitors, and employees, and shall oversee fair business dealing by the Company's officers and employees. No Director should take unfair business advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing. The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. Directors and members of their immediate families may not accept gifts from outside persons or entities when the gifts are made in order to influence the director's action as a member of the Board of Directors, or where acceptance of the gifts could create the appearance of impropriety.

**Confidentiality**

Directors must maintain the confidentiality of information entrusted to them by the Company or its customers, and any other information which comes to them about the Company, except when disclosure is authorized or legally required. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company if disclosed.

**Protection and Proper Use of Company Assets**

Directors must protect the Company's assets and ensure their efficient use. Directors must not use Company time, employees, interns, volunteers, designated agents, supplies, equipment, buildings, or other assets for personal benefit, unless the use is approved in advance by the Chief Financial Officer.

**Encouraging the Reporting of any Illegal or Unethical Behavior**

Directors should promote ethical behavior and take steps to ensure that the Company (a) encourages employees, interns, volunteers and designated agents to talk to supervisors, managers, and other appropriate personnel when in doubt about the best course of action in a particular situation; (b) encourages employees, interns, volunteers and designated agents to report violations of laws, rules, regulations; (c) informs employees, interns, volunteers and designated agents that the Company will not permit retaliation for reports made in good faith.

**Enforcement**

The Board of Directors shall determine appropriate actions to be taken in the event of violations of this Code. Directors should communicate any suspected violations of this Code promptly to the Chairman of the Board of Directors. The Board of Directors, or their designee, will investigate violations, and will ensure that appropriate remedial action is taken.

**Waivers of the Code of Business Conduct and Ethics**

Only the Board of Directors may waive a Company business conduct or ethics policy for a S2S director.

**Annual Review**

The Board of Directors shall review and reassess the adequacy of this Code annually, and make any amendments that it deems appropriate.