

ACGR

CONFLICT OF INTEREST POLICY

NOW Corporation (the “Company”) directors, officers, personnel, employees and consultants are expected to promote the Company’s interest consistent with sound business principles and judgment without bias or partiality.

1. Conflict of Interest Policy

Directors, officers, employees, personnel and consultants shall avoid accepting positions or employment, or carrying out work outside of the Company where a Conflict of Interest or loyalty may arise and which may significantly affect the Company or otherwise adversely affect his work for the Company. The Company’s Human Resources Group shall prescribe the requirements and/or guidelines for permissible outside positions, employment or work. For directors, the requirements and conditions in this policy shall be in addition to those contained in the Company By-Laws, Manual on Corporate Governance, and other applicable laws, rules and regulations.

The following are examples of Conflict of Interest:

- a. Abuse of authority for personal advantage;
- b. Vested interest, personal or business involvement with the Company or its competitors, clients and/or suppliers;
- c. Business transactions for the Company with relatives or personal friends;
- d. Unauthorized disbursement of funds;
- e. Use of Company resources, information and data for personal gain;
- f. Giving out of confidential information for personal gain; and
- g. Acceptance of gifts and bribes (except token gifts).

2. Disclosure

Directors, officers, employees, personnel and consultants are required to promptly disclose any business and family-related transactions to ensure that potential conflicts of interests are brought to the attention of Management. They are also required to disclose all relationships and business affiliations which may now, or in the future, potentially conflict with the interests of the Company or bring personal gain to them or their family business.

All disclosures by the staff will be handled by the _____. All disclosures of the members of the Board of Directors shall be referred to the Corporate Secretary. Information disclosed will be held in confidence except when the Company’s best interest would be served by bringing the information to the attention of the Executive Committee of the Board of the Directors and the other officers of the Company.

Any individual who is uncertain about a conflict of interest in any matter shall disclose such possible conflict to the appropriate individual as noted above.

3. **Desisting from Participation**

Directors, officers, employees, personnel and consultants who have conflict of interest in any matter shall desist from participating in the deliberation concerning the proposed transaction. He/she is expected to excuse him/herself from the meeting unless explicitly requested by the Chair or, in certain cases, the President to remain in the meeting to interpret or provide information.

4. **Failure to Disclose**

Deliberate failure to disclose a potential conflict of interest may result in disaffiliation or termination of employment or services.

5. **Review**

This Conflict of Interest Policy may be amended at any time and is subject to further guidance from the SEC, PSE, and/or actions taken by the Parent Company's Board of Directors or Shareholders.