



IMI Material Handling Logistics, Inc.

U.S. Employee Handbook

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EMPLOYMENT AT IMI MATERIAL HANDLING LOGISTICS, Inc. (IMI):

1. Code of Conduct:

Our company's success depends on ensuring that we continue to hold ourselves to the highest ethical standards. This Code of Conduct (the "**Code**") applies to all IMI employees, agents and contractors. If you have any reason to believe any IMI employee, or any individual working on behalf of the company, may be engaged in unethical or illegal misconduct you have a duty to your colleague and to the company to promptly report your concerns. Doing so helps our company to address issues and prevent future misconduct. If you think you have engaged in misconduct, you should promptly report your concerns. Reports of misconduct will be treated confidentially to the extent allowable by law. All reports will be promptly and thoroughly investigated. You are expected to participate, when asked, in any investigations of misconduct. No one who suspects a violation and reports it in good faith will be subject to retaliation for making such a report. "Good faith" means you've provided all the information you have and believe it to be true.

1.1. Respect and Diversity

You are expected to treat all of our colleagues, including non-employees with whom we work with fairness and dignity. Our company recognizes that a mix of backgrounds, opinions and talents enriches the company and therefore we are committed to equal opportunity employment and non-discrimination. If you believe someone is being discriminated against please immediately report the situation.

1.2. Freedom From Harassment

"Harassment" includes offensive behavior that interferes with another's work environment or that has the purpose or effect of creating an offensive, intimidating or hostile work environment. Conduct will be considered harassment regardless of whether it's done physically or verbally, whether it's done in person or by other means (such as harassing emails or online posts), and whether it is sexual in nature or otherwise inappropriate. Potentially offensive behavior includes sexual advances or remarks, slurs, inappropriate jokes or disparaging comments. Please immediately report if you feel that you or someone else has experienced harassment.

1.3. Drugs and Alcohol

You are expected to conduct business for the company at all times free from the influence of any substance that could impair job performance. This includes alcohol, illegal drugs, controlled substances and in certain instances, prescription medication. In addition, you may not sell, manufacture or distribute drugs in the workplace or at any time while working. Violation of this policy will result in immediate termination and may also result in criminal charges.

1.4. Workplace Health and Safety

We are committed to the highest standards of safety and employee protection. You have a responsibility to meet this commitment by following all company safety and security procedures, as well as all applicable laws and regulations. If you are aware of any unsafe working conditions or unlawful situations, please immediately report the situation to your supervisor.

1.5. Violence

Violence in any form will not be tolerated. "Violence" includes threats or acts of violence, intimidation of others or attempts to instill fear in others. If you know of actual or potential workplace violence, you should immediately report it to your leader or security onsite (if present). If you believe someone is in imminent danger please contact the local authorities. Any act or perceived act of violence will result in immediate termination for cause and may also result in criminal charges.

1.6. Books and Records

Creating and maintaining accurate, complete and understandable reports about the company is one of your essential duties. You must never falsify any report to senior management, to a client or customer or to any other party. If you have reason to believe that any individual in the company is fraudulently or inaccurately misrepresenting any report, statement, proposal, timesheet, etc., please immediately report your concerns to your supervisor. If it is your leader you have concerns about, please report it directly to your supervisor's manager or the Company Legal Counsel.

1.7. Protection of Company Property

The company has trusted you with access to company property, facilities, funds, communication systems and equipment. You are expected to respect and care for this property at all times and to do your best to prevent the theft, destruction or misappropriation of all company property, including confidential information. All company equipment/devices must contain passwords to protect against unauthorized access. You must immediately report any lost or stolen property or equipment.

Company equipment provided to you (such as tools, computer, laptop, phone, etc.) shall at all times remain the property of the company and shall not be used for personal reasons, including without limitation, personal telephone calls, texts or emails, internet use for non-business purposes or social media sites. Please be advised that the company regularly monitors your use of company assets including emails, texts, telephone calls and internet sites visited. Any unauthorized, inappropriate or unlawful use may result in disciplinary action up to and including termination and may also result in reporting to authorities. The company further reserves the right to charge you and/or deduct from your pay any costs or expenses incurred by the company as a result of your personal, unauthorized or inappropriate use of any company device.

1.8. Handheld Devices

You are required to abide by all applicable laws regarding cellular phone (or any other device) use while driving. You are advised to stop the vehicle and park in a proper parking area when making calls or when using your device for any reason whatsoever.

Employees who use hands free telephones are discouraged from making calls while driving. You may make business calls only when absolutely necessary and only if the conversation will last no more than a few minutes. You must stop the vehicle and park in a proper parking area if the conversation becomes lengthy or involved, traffic is heavy or road conditions are poor.

While driving, employees may not use a cellular phone or other cellular device to send, receive or review text messages, email or information over the internet.

1.9. Expenses and Corporate Credit Cards

Credit cards issued to employees are company property and are to be used for business purposes only. All purchases must be approved by your manager prior to making the purchase. Failure to report an unauthorized purchase may result in the charge being denied or you being personally responsible for reimbursing the company for such purchase(s). You must track and log all approved purchases before submitting to finance. All pertinent receipts are to be submitted with an expense sheet endorsed by you and your manager.

1.10. Gifts and Entertainment

You must not solicit, accept or give gifts that may influence a business decision. You must be cautious when giving gifts or entertainment to, or accepting gifts or entertainment from, anyone who does or seeks to do business with our company. Doing so may influence, or appear to influence, our ability to make objective business decisions. In addition, you may not solicit any gifts or entertainment from current or potential customers or other business partners. You may never accept gifts of cash or monetary equivalents (i.e. gift cards, vouchers), or any gift or entertainment of significant or excessive value, or any entertainment that is non-business related or in an inappropriate setting.

You may accept or provide business-related meals or token gifts as preapproved by senior management of the company.

1.11. Social Media

Social media encompasses a wide range of personal and professional communication channels such as Twitter, Facebook, LinkedIn, YouTube, Foursquare, Tumblr, etc. Many employees engage in social media in their personal lives as well. Any participation in social media, whether professionally through a company site or personally can have a profound impact on the company's reputation, confidential information, customer relationships, other employees and may even violate applicable laws or regulations.

As a representative of the company you understand the importance of using common sense and good judgment as well as following all company rules, policies and guidelines when engaging in any type of social media whether for personal or professional use. What is said online is public and becomes part of an essentially permanent virtual record. No privacy settings on any social media site can fully ensure confidentiality or privacy and you need to be aware of this when you participate in social media. Comments you make are a reflection of you both personally and professionally, as well as the company, your colleagues, customers, business partners and senior management. You should be truthful and ensure your comments are culturally sensitive, non-harassing, non-threatening, non-discriminatory and otherwise constitute lawful conduct. You must give careful thought to each of your posts prior to making them as you are personally and professionally accountable for all things you say and do online.

You are prohibited from discussing or disclosing any company confidential or proprietary information online. You are also prohibited from accessing any social media site while at work or through company owned devices. If you have a business need to access a social media site while working or through your company owned device you must first get permission from your manager.

Complying with this policy is mandatory. Failure to follow the Social Media policy will result in disciplinary action up to and including termination of your employment. Legal actions may also be taken for violations of applicable regulations and laws.

You are expected to report any violations of this Code that you become aware of. Taking negative action against anyone reporting a possible violation of this Code or co-operating with an investigation is prohibited. Any person who retaliates against another for reporting a possible deviation from this Code or co-operating in an investigation will be subject to disciplinary action up to and including termination.

2. Employment Equity

IMI is an equal opportunity employer and employs personnel without regard to race, ancestry, place of origin, color, ethnic origin, language, citizenship, creed, religion, gender, sexual orientation, age, marital status, physical and/or mental handicap or financial ability.

3. Nepotism

No candidate shall be hired for a position where they may report to, or supervise a member of their immediate family. Immediate family is defined as: parent(s), step parent(s), foster parent(s), sibling(s), grandparent(s), spouse {including common law and/or same sex partner}, step child(ren) or ward of the staff member, father-in-law or mother-in-law {including parent of same sex partner}. Personal relationships with other employees should be disclosed prior to accepting any offer of employment.

4. Orientation

New employees will receive an orientation session which will include an overview of general policies, procedures and operations. This will also provide new employees, an opportunity to learn the performance expectations management has with regard to the position in question.

5. Employee Duties

New employees will be informed of their job duties and the associated responsibilities, along with any additional tasks that may be required. This may be part of the hiring process or the orientation. If an employee is unsure of his duties, he/she should not hesitate to ask their manager for clarification.

From time to time, it may be necessary to amend an employee's job duties. These amendments will be discussed with the employee in advance; however, the final decision on implementation will be made by management.

6. At-Will Employment Classifications and Statute of Limitations

All employees are employed "at will." This means that employment with the Company is voluntarily entered into, and that either party may terminate the employment relationship at will at any time, with or without cause or notice.

Employment classifications are as follows:

Regular Indeterminate:

- Salaried employment (full-time or part-time) on a continuing basis, with no end date specified.

Regular Term:

- Salaried employment (full-time or part-time) for a fixed period, and at the end of the fixed period, the employee ceases to be an employee.

Assignment-Based:

- Employees are hired for work assignments at a specific location and/or for a project and are typically paid by the hour to work on assigned duties. Employment typically ends with the conclusion of a work assignment, unless an employee is immediately reassigned to another location or project. Since there are often gaps between work assignments, Assignment-based employees are typically considered Temporary or Casual.

Contractor:

- IMI may choose to contract an individual to perform specific duties that is of a temporary, non-recurring and specialized nature. The bulk of the work is conducted off site. This person is not to be construed as an employee and no deductions will be made on his/her behalf. The individual must invoice for professional services rendered as per the terms of the contract agreement. The individual must also supply their own equipment and tools and cover costs related to their use.

7. Personnel File

IMI does collect personal information for inclusion in personnel files. This information is available to the employee, the employee's chain of command, and the HR staff. This information is kept in a secure location, and is not shared with other staff. Information which is contained in an employee's personnel file includes but is not limited to the following: résumé, letter of offer, performance reviews, amendments to job descriptions, signed acknowledgements - such as Non-Disclosure Agreement, disciplinary notices, tax forms, copies of enrollment forms for benefits and approved leave requests.

8. Probation

The first 3 months of employment are probationary. During this time both parties may assess suitability for employment with the Company. This also provides management an opportunity to assess skill levels and address areas of potential concern. During the probationary period, employment may be terminated by either party for any reason whatsoever, with or without cause, and without notice or payment in lieu of notice, except as may be minimally prescribed by applicable employment statutes. After the probationary period, employment will continue at-will.

9. Salary/Wages and Insurance Benefits

Salaries / wages shall be determined by the Company, based on budget considerations and commensurate with the qualifications of the successful candidate. Payment will typically be on a weekly basis, less the usual and necessary statutory and other deductions payable in accordance with the Company's standard payroll practices. These payroll practices may be changed from time to time at the Company's sole discretion.

Insurance benefits will be offered to eligible employees according to applicable statutes and company policy. Eligible employees will be informed by the supervisor or a Human Resources/Benefits Representative during the onboarding process or designated enrollment periods.

10. Performance Appraisals

Regular employees will be responsible for developing their respective work plan for the year. This plan will be reviewed by their manager and amended as necessary. At the time of the performance appraisal, the manager and employee will review the objectives and the results achieved. Throughout the year, the employee and manager may refer to this document to track progress made toward objectives, highlight areas of concern and indicate challenges identified along the way. Annually, a formal meeting should take place to review successes and challenges from the preceding year, and to establish the objectives for the coming year. This would also be the opportunity for either party to identify and recommend professional development opportunities which may assist the employee in their day-to-day work or to grow within the organization.

Assignment-based employees will be evaluated based on their work performance, (quality, quantity, attendance, adherence to company directives including safety, as well as supervisory instructions). Such evaluations will be done by the supervisor on an on-going basis and communicated to the employee verbally or in writing.

11. Professionalism

When representing IMI, staff should dress and behave appropriately. Employees should choose to dress in a manner which presents a professional image to the public and is respectful of others. Excessive use of profanity is neither professional nor respectful to co-workers and will not be tolerated.

12. Hours of Work

Work hours will differ by location and/or project. Employees will be advised of the work hours pertaining to their assignment. All employees are expected to work their assigned hours, which may be changed by the supervisor according to work requirements. Rest and meal breaks will be provided according to applicable statutes for the location.

Employees are required to notify their manager/supervisor, in advance, of planned days away from work. Unplanned absences must be reported to the employee's manager/supervisor as soon as could reasonably be expected.

If an employee needs an accommodation (hours, work, etc.) for medical, religious, or other reason protected by an applicable statute, he/she must inform the manager/supervisor in advance as soon as possible with the appropriate documentation.

13. Public Holidays

Due to the nature of IMI's business, there are no set company holidays. Employees needing unpaid time off for religious reasons will be excused if they inform their supervisor in advance of such absence.

14. Overtime

All overtime must be authorized by their manager/supervisor in advance of being worked. Non-exempt employees will be paid overtime pay at the rate of one-half (1.5) the regular rate of pay for hours worked in excess of 40 hours per week.

15. Departure

To facilitate an orderly out-processing at the end of employment, employees are encouraged to give advance notice to the supervisor. Regular employees are expected to give at least two weeks' notice. This will ensure that company property is returned in a timely manner and that the company has updated employee information on file to send final payroll and benefits notices to. It will also facilitate the recall of an employee in good standing if new work assignments become available.

16. Time Away from Work:

Due to the nature of IMI's business, Assignment-based employees do not accrue paid Time Away from Work unless it is required by an applicable statute. Requests for unpaid leave should be discussed with the supervisor or a Human Resources/Benefits Representative.

Regular Indeterminate Employees' time off benefits are covered in the employment letter.

16.1. Vacation Leave

Assignment-based employees do not accrue paid vacation leave unless it is required by an applicable statute.

16.2. Sick Leave

Assignment-based employees do not accrue paid sick leave unless it is required by an applicable statute.

16.3. Family and Medical Leave or Other Protected Leave

An employee needing time off for family or medical reasons should inform the supervisor or a Human Resources/Benefits Representative as soon as possible. If the requirements of the Family and Medical Leave Act (FMLA) or other applicable statutes are met, leave will be provided in accordance with such statute.

16.4. Other Unpaid Leave

Requests for unpaid leave should be discussed with the supervisor.

17. Confidential Information:

An employee may come in contact with confidential and proprietary information concerning the company and its business, including confidential information about the company's clients, suppliers, pricing and operations. Confidential and proprietary information ("Confidential Information") means trade secrets, know how, inventions, product improvements in techniques, forecasts, concepts, software, design drawings, product specifications, source codes, object codes, documentation, diagrams, flow charts, research, price lists, customer lists, financial information and any and all information relating to the business or other activities of the company that are not generally known to the public.

As a condition of employment, every employee agrees not to, either during or after the term of employment with the company directly or indirectly, disclose to any person, or in any way make use of, in any manner, any of the Confidential Information of the company, except as may be necessary in the performance of the employee's duties on behalf of the company. In addition, employees are required to take all reasonable precaution to prevent materials in the employee's possession or control that contain or refer to Confidential Information from being discovered, used, or copied by any other person. Upon termination of employment, employees are required to return all Confidential Information, including copies thereof, and all other company property to the company.

18. Health and Safety:

The company is committed to the highest standards of safety and employee protection. Employees have a responsibility to meet this commitment by following all company safety and security procedures, as well as all applicable laws and regulations. This includes compliance with no-smoking regulations based on law or customer policies.

Safety starts with the employee, this means but is not limited to:

- wearing personal protection equipment, such as safety glasses, gloves, proper

- footwear, etc.
- using secured safety harnesses, where required
 - following safety procedures.

Employees must report unsafe working conditions immediately to their supervisor who will then assess the situation and take corrective action, as necessary. If the unsafe conditions continue, it should be reported to the supervisor's manager or a Human Resources Representative.

Employees who experience an injury at the workplace must immediately report it to the supervisor. If immediate medical attention is necessary, the employee's injury statement will be taken as soon as possible afterwards and filed with the supervisor's accident report.

19. Reporting Procedure: Harassment, Discrimination, Violence in the Workplace

IMI wants to provide a safe, harassment and discrimination free environment for its employees. Mutual respect, along with cooperation and understanding, must be the basis of interaction. The company will neither tolerate nor condone behavior that is likely to undermine the dignity or self-esteem of an individual, or create an intimidating, hostile or offensive environment.

There are several forms of harassment and discrimination but all can be defined as any unwelcome action by any person, whether verbal or physical, on a single or repeated basis, which humiliates, insults or degrades. "Unwelcome" refers to any action which the harasser knows or ought to reasonably know is not desired by the victim of the harassment.

Specifically, sexual harassment is any unwanted attention of a sexual nature such as remarks about appearance or personal life, offensive written or visual actions like graffiti or degrading pictures, physical contact of any kind, or sexual demands.

If you believe you have been personally harassed, discriminated against or experienced violence in the workplace, you may make a written complaint. The written complaint must be delivered to the company Legal Counsel or your Human Resources Representative. Your complaint should include:

- The approximate date and time of each incident you wish to report
- The name of the person or persons involved in each incident
- The name of any person or persons who witnessed each incident
- A full description of what occurred in each incident.

Investigating Reports of Discrimination, Harassment & Violence

Once a written complaint has been received, IMI will complete a thorough investigation. Employees will not be demoted, dismissed, disciplined or denied a promotion, advancement or employment opportunities, or retaliated against in another form because they lodged a complaint when they honestly believed they were being harassed or discriminated against or because they reported an act of workplace violence or unsafe conduct.

For the purposes of this section the following definitions apply:

Complainant – The person who has made a complaint about another individual who they believe committed an act of discrimination, harassment or violence against them.

Respondent – The person whom another individual has accused of committing an act of violence.

The investigation will include:

- Informing the respondent(s) of the complaint.
- Interviewing the complainant, any person involved in the incident and any identified witnesses.
- Interviewing any other person who may have knowledge of the incidents related to the complaint or any other similar incidents.

A copy of the complaint, detailing the complainant's allegations, is then provided to the respondent(s).

- The respondent is invited to reply in writing to the complainant's allegations and the reply will be made known to the complainant before the case proceeds further.
- IMI will do its best to protect from unnecessary disclosure the details of the incident being investigated and the identities of the complaining party and that of the alleged respondent.
- During the investigation, the complainant and the respondent will be interviewed along with any possible witnesses. Statements from all parties involved will be taken and a decision will be made.
- If necessary, IMI may employ outside assistance in addition to the in-house Legal Counsel.

If it is determined that personal harassment, discrimination, or violence in the workplace has occurred, appropriate remedial and/or disciplinary measures will be taken as soon as possible.

General Note:

Nothing in the Employee Handbook shall be construed to imply an employment contract or a limitation of the employment-at-will doctrine in place at IMI Material Handling Logistics, Inc. (IMI). While this Handbook is intended to comply with all applicable Federal, State and other statutes and regulations, should any provision of the Handbook become outdated, such provision will be re-interpreted in accordance with the applicable statute or regulation.

This Employee Handbook is property of IMI and developed for the exclusive use of IMI employees and is therefore considered company confidential.