

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT4458948

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	EMPLOYEE INVENTOR AGREEMENT
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
THOMAS P. HAYES	03/28/2005
WYATT CULBERTSON	12/09/2005
JUSTIN J. CLARK	04/11/2005
CHRISTOPHER J. FISHER	12/11/2006
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	ATS AUTOMATION TOOLING SYSTEMS INC.
<b>Street Address:</b>	730 FOUNTAIN STREET
<b>Internal Address:</b>	BUILDING 2
<b>City:</b>	CAMBRIDGE, ON
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	N3H 4R7
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
Application Number:	12559601
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(703)413-2220
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>	
<b>Phone:</b>	(703) 413-3000
<b>Email:</b>	hcho@oblon.com
<b>Correspondent Name:</b>	OBLON, ET AL.
<b>Address Line 1:</b>	1940 DUKE STREET
<b>Address Line 4:</b>	ALEXANDRIA, VIRGINIA 22314
<b>ATTORNEY DOCKET NUMBER:</b>	387234US
<b>NAME OF SUBMITTER:</b>	HYUN CHO
<b>SIGNATURE:</b>	/Hyun Cho/
<b>DATE SIGNED:</b>	06/14/2017
<b>Total Attachments: 36</b>	
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## AUTOMATION TOOLING SYSTEMS CODE OF BUSINESS CONDUCT

### A. Purpose

ATS has prepared this code to assist its employees, officers and directors (collectively, "Employees") in conducting business dealings in a professional and ethical manner. This code sets out a number of key principles that are to be considered and applied by Employees in the performance of their day to day duties. A document such as this can not be expected to anticipate every situation or scenario that an Employee may face which gives rise to ethical considerations and instead this code is intended to put forth certain guiding principles that Employees can look to in order to assess and evaluate situations that they may find themselves in from time to time. Accordingly, this code is not intended to be exhaustive and Employees are encouraged to conduct themselves both in accordance with the letter and the spirit of this code.

In many places this code will reinforce or be supplemented by various policies and procedures that ATS already has in place or that might be adopted from time to time. This code is intended to be observed by Employees in conjunction with such policies and procedures and in the event that an Employee becomes aware of any potential conflict between this code and any applicable policy or procedure, the matter should be brought to the attention of the local Human Resources department.

When in doubt about how this code applies in any particular situation, Employees are encouraged to discuss the situation with their immediate supervisor or their local Human Resources department and, if appropriate, with the ATS Legal Department at the corporate head office in Cambridge, Ontario. In addition, the process for submitting anonymous reports of violations of this code as set out in Section E below can also be used to submit anonymous questions or suggestions regarding this code.

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## **B. Scope**

All employees, officers and directors of the ATS Group of Companies are required to observe this code as a condition of employment. The "ATS Group of Companies" includes ATS Automation Tooling Systems Inc., as the parent company, together with all of its various subsidiary companies and divisions on a worldwide basis and all references to "ATS" or "the Company" when used in this code shall be intended to include the entire ATS Group of Companies.

## **C. Responsibilities**

Management at all levels of the Company are responsible for ensuring adherence to this Code of Business Conduct and to assist Employees to resolve any questions or issues relating to the application of this code. Any amendments to this code will be reviewed and approved by the Board of Directors of ATS and only the Board may grant a waiver of any provision of this code. Any amendments or updates to this code will be brought to the attention of all Employees and will become effective upon such notification unless otherwise specified. Any request for a waiver from the provisions of this code must be requested in writing from the Board of Directors and may be submitted to the attention of the Compliance Officer, as indicated in Section E, who will then bring the matter to the attention of the Board of Directors.

Employees who violate the Code of Business Conduct may be subject to discipline up to and including termination and depending on the seriousness of the violation, risk criminal charges. Employees may also be subject to discipline for being aware of a violation and failing to report it.

## **D. Governing Principles**

### **1. Conflicts of Interest**

***Employees should not engage in any activity that gives rise to an actual or perceived conflict of interest.***

A conflict of interest is any situation where the ability of an Employee to perform his or her duties or exercise independent judgment in the best

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interests of ATS is impaired or influenced by personal considerations, interests or relationships. At several places in this code, the term "Family Member" is used. The definition of "Family Member" can vary depending on the particular circumstances. At a minimum, spouses, life-partners, children, siblings and parents (including in-laws) would be considered Family Members in all contexts. However, because of particularly close relations, living arrangements or other circumstances, there may be situations in which this code applies where the scope of the definition of Family Members would properly include more distant relatives. Again, the governing principle is to avoid situations that give rise to an actual or perceived conflict of interest and the specific relationship must be considered in that context. The following are offered as suggestions to help Employees avoid finding themselves in a conflict of interest:

**Deal at arm's length with suppliers.**

You must not be associated in any way with agreements between ATS and suppliers or any organization in which you or a Family Member have an interest or which might result in you or your Family Member's personal gain.

**Bribery and kickbacks are prohibited**

Unfair business practices such as rebating, bribery or kickbacks are strictly prohibited, without exception, in all circumstances. This applies in all places where ATS does business.

**Be careful about gifts**

Offers of small gifts and entertainment are courtesies common among in business dealings. However, offering or accepting gifts, entertainment or other benefits can be mistaken for improper payments. In general, this code does not intend to prohibit the acceptance of gifts of nominal value or business meals and/or entertainment in furtherance of a business relationship provided that the value is appropriate to the business purpose served and if acceptance is consistent with accepted business practices. Unacceptable benefits clearly include money, goods or services solely for personal use, personal discounts, loans, gifts of non-

business related travel or accommodations, personal favours or any other benefit which could be perceived to impair the Employee's impartiality when dealing with a supplier or customer, whether received directly or indirectly by an Employee or a Family Member. In no circumstances should a gift or personal benefit (of any value) be accepted in return for giving favourable or preferential treatment to any customer or supplier.

Again, reference must always be made to the underlying governing principle: ***Employees should not engage in any activity that gives rise to an actual or perceived conflict of interest.*** As a general guideline, the Company believes that any gift with a value in excess of \$50 (USD) would raise the question of a potential conflict of interest and should be declined unless you and your manager have discussed, and are satisfied, that, in the particular circumstances, no actual or perceived conflict of interest would arise.

Similar guidelines apply to the giving of gifts, meals and entertainment to our own customers and suppliers and Employees are required to respect the guidelines adopted by our customers and suppliers regarding such.

#### **Follow Company policy about hiring family**

In some situations, hiring or managing Family Members can lead to conflicts of interest, unethical employment practices and the appearance of special treatment. Individuals must not be in positions that put them under or give them the direct or indirect supervisory authority of another Family Member. This applies to all employment, including full-time and part-time regular, contract and summer student hiring. All hiring within ATS should be conducted by the local Human Resources department.

#### **Invest in an ethical manner**

Directors, officers and employees must strictly follow all laws and regulations affecting investments in ATS and in its suppliers, customers and partners. It is unethical and illegal for directors, officers and employees to buy or sell securities with the benefit of material information that has not been publicly disclosed or

to inform another person, other than in the ordinary course of business, of material information that has not been publicly disclosed. Further details can be found in the ATS Insider Trading Policy.

**Working for competitors or business partners may jeopardize the Company**

ATS Employees may not work for any organization that competes with ATS or that is a supplier or customer of ATS. This includes serving as a director, officer, trustee, partner, employee, consultant or agent.

**Use caution regarding outside positions**

Outside work or financial involvement in external organizations can lead to conflicts of interest. Such involvement could interfere with your ability to give objective, full-time attention to your work with ATS or could damage the image of ATS. You must not engage in any other employment or take any civic, government or political position that would hamper your performance or your judgment to perform your job duties in the best interests of ATS.

**2. Protection and Proper Use of Corporate Assets and Opportunities**

***All Employees are responsible for protecting the assets of ATS and ensuring that those assets are used solely in the best interests of ATS.***

The assets of ATS range from physical tools and equipment to intellectual property such as patents and trade-secrets and to information and opportunities that become known to Employees of ATS during the course of employment. Ensuring that all ATS assets are used to the fullest extent possible to advance the interests of ATS and protection of those assets from unauthorized use, loss, theft and misuse is expected from each Employee.

Company time, property and services, including assets such as stationery, computers and mail services, may not be used for personal activities, unless you have your manager's specific approval. You may not remove or borrow Company property without permission. Employees are expected to report any misuse of Company assets to his or her

manager or the Compliance Office identified in this code. Further details around the use of the Company's information technology resources can be found in the ATS Electronic Data Policy.

### **3. Confidentiality of Corporate Information**

***All Employees are responsible for protecting Confidential Information of ATS or of any customer, supplier or business partner of ATS and ensuring that such information is only used for the purpose for which it was provided.***

Employees should treat all information which is not otherwise publicly available as Confidential Information including things such as trade secrets, proprietary know-how, personnel records, business plans and proposals, capacity and production information, marketing or sales forecasts and strategies, client and customer lists, pricing lists or strategies, construction plans, supplier data, business leads, and all information relating to customer projects. Please refer to the terms of the Employee Proprietary Information Agreement and ATS Policy for Handling Confidential Information for further details.

**If you have access to Confidential Information as a result of your job, you must use every precaution to keep it confidential.**

**Use discretion when discussing ATS business in public places such as restaurants and airplanes, or when using public or cellular phones, the Internet and fax machines.**

**If you are required for legitimate business purposes to disclose Confidential Information to any person outside of ATS whether it is information of ATS or of a customer or supplier of ATS, a written confidentiality agreement must be in place.**

**You have a duty to protect Confidential Information even after you leave your employment with ATS.**

**The customers of ATS expect us to take confidentiality obligations very seriously. Demonstrate that commitment in all dealings with customers and suppliers.**

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**Share information responsibly with industry groups.**

Memberships in business organizations can increase the effectiveness of individuals, ATS and our industry. ATS encourages membership in such organizations, especially those that strive to improve the industry and recognize that it is a normal part of these memberships to share information. However, we need to ensure that we do not exchange information that could jeopardize the Company's competitive position. We must also take care not to violate the confidentiality that customers, investors, employees, representatives, distributors, suppliers and others legitimately expect.

**4. Fair Dealing with Customers, Suppliers, Competitors, Shareholders and other Employees**

*All Employees are required to conduct themselves in a fair and even-handed manner in their day-to-day business dealings to ensure that all business partners, including customers, suppliers, shareholders and fellow employees, are treated with high standards of honesty, fairness and courtesy.*

**Avoid misrepresentations.** All Employees must be careful not to mislead customers, investors or other stakeholders about the financial status, products or services of the Company or its competitors.

**Treat everyone fairly and in a consistent manner.** No Employee should take unfair advantage of anyone, including customers, investors, suppliers or competitors.

**Seek to outperform our competitors fairly and honestly.** We seek competitive advantage through superior performance, never through unethical or illegal business practices.

**Stand behind any representations.** Advertising, promotional and sales materials must be factual, easy to understand and based on the principles of fair dealing and good faith. All promotional efforts and discussions or illustrations of products and concepts must be accurate and based on reasonable levels of due diligence.

**Choose suppliers through fair competition.** ATS is committed to fair competition in all its dealings with suppliers. It is important to communicate requirements clearly and uniformly to all potential suppliers. Choose suppliers on the basis of merit, competitiveness, price, reliability and reputation.

**Maintain a healthy, safe and productive work environment by ensuring that all Employees are treated fairly and with respect.** ATS has adopted a number of operating procedures, both formal and informal, in order to ensure that Employees are able to perform their duties in a healthy, safe and productive work environment. These include policies and procedures relating to prevention of harassment, avoidance of discriminatory practices, health and safety procedures and career advancement initiatives. Many of these procedures can be found at the Human Resources section of the ATS corporate intranet.

#### **5. Compliance with Laws, Rules and Regulations**

***ATS shall comply with all laws and regulations that apply to it wherever it conducts business and no Employee shall, at any time, take any action which he or she knows, or reasonably should know, to be in violation of any applicable law or regulation.*** Employees are expected to make reasonable inquiries to determine whether their activities are in compliance with applicable laws and regulations and to refer the matter to the ATS Legal Department if in question.

**Follow all Health and Safety guidelines.** All Employees are required to follow safe work practices and comply with all applicable health and safety guidelines relating to their work.

**Act in an environmentally responsible manner.** All Employees are expected to conduct the Company's business in an environmentally responsible manner and not to engage in any activity that violates environmental laws or regulations.

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**Keep full and accurate records.** ATS needs full and accurate records to meet its legal and financial obligations and to manage its business properly. All ATS books, financial reports, expense accounts, time sheets, administrative records and other similar documents must be completed accurately, honestly and in accordance with ATS procedures. Making false, fictitious or inappropriate entries with respect to any transaction or the disposition of any assets is prohibited, and no Employee may engage in any transaction that requires or contemplates the making of false, fictitious or inappropriate entries. You are responsible for the accuracy and completeness of any reports or records you create or maintain. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Furthermore, all Employees must comply with the Company's records retention policies that may be in place from time to time. These policies describe how long documents and records (whether in printed or electronic form) must be maintained in order to facilitate ongoing operations and to satisfy financial, legal and regulatory retention requirements. These policies also provide directions for the proper disposal of records that have been kept for the required periods. In accordance with these policies, in the event of litigation or governmental investigation, please consult the ATS Legal Department.

**Follow disclosure requirements.** As a publicly traded company, ATS is required to make continuous disclosures on a timely and broadly disseminated basis and without being unduly optimistic on prospects for future company performance. ATS has adopted a formal Corporate Disclosure Policy that outlines the procedures for disclosure of corporate information in more detail. The key principles of continuous disclosure are:

- All materials must be broadly disseminated in a timely manner
- Disclosure must be full, fair, understandable and accurate and avoid any misrepresentation of ATS and its finances
- Disclosure must be accomplished consistently during both good times and bad
- All legitimate requests for information should be treated equally

Employees must refer all inquiries from the financial community, shareholders and media to Chief Financial Officer of ATS.

**Respect copyrighted materials.** Many materials you use in the course of your work as an Employee are protected by copyright laws. A few examples are computer software, books, audio and videotapes, trade journals and magazines. There may also be a copyright on presentation slides, training materials, management models and problem-solving frameworks produced by outside consultants. It is illegal to reproduce, distribute, or alter copyrighted material without the permission of the copyright owner or authorized agent.

You must also comply with the copyrights on software installed on your office computer and on network computer storage areas you control. You may not copy, install or otherwise use software in a manner that violates the license agreement for that software.

#### **E. Reporting of Violations of the Code and other Illegal or Unethical Behaviour**

A corporate-wide structure has been established to coordinate, implement and oversee compliance with the Code of Business Conduct and with the other corporate policies and procedures which supplement this code. It is the responsibility of every director, officer and employee of ATS to know and understand this Code of Business Conduct and any other policies of ATS relevant to his or her job or position.

Any employee who becomes aware of any illegal or unethical behaviour and/or any violation of this Code by anyone working for ATS, has a responsibility to report his or her knowledge promptly to the Compliance Officer or, in the case of an accounting or auditing matter, directly to the Audit and Finance Committee.

Employees are encouraged to use the Employee Hotline service described below for the reporting of any concerns but may also contact the Compliance Officer under this Code as follows:

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**Compliance Officer: ATS General Counsel**  
c/o Legal Department  
250 Royal Oak Road  
Cambridge, Ontario N3H 4R6  
Fax Number: 519-650-6520  
E-mail: [complianceofficer@atsautomation.com](mailto:complianceofficer@atsautomation.com)

#### **Employee Hotline Service and Anonymous Reporting**

If you would like to report a suspected violation of laws, regulations, company policies, or the Code of Business Conduct, ATS has set up a telephone hotline service and internet website, which will be monitored on a 24 hour basis by a professional, independent third party service provider who specializes in this type of service.

You will have the option when using the Employee Hotline Service of making your report completely anonymous.

***Contact Details for the Employee Hotline are posted on the ATS Corporate Intranet and are also available from your local Human Resources department or from the Compliance Officer identified above.***

This reporting process can also be used for simply asking anonymous questions or making suggestions regarding the Code of Business Conduct and its application.

All reports must contain sufficient information to permit an investigation of the concerns raised. In some cases it may be necessary for additional or follow-up information to be obtained and, if the initial report is made anonymously, a process will be available to support the gathering of additional information also on an anonymous basis.

All Employees are encouraged to use the Employee Hotline Service in a professional and responsible manner. All filed reports will create a permanent record that can not be altered or changed and the steps taken by the Company in response to the reported matter will also be tracked. In addition, a summary of the usage of the Employee Hotline

Service including an overview of the nature of the matters being reported shall be provided to the Board of Directors on a regular basis as part of its evaluation of the effectiveness of this service.

**Receipt of Reports.**

All reports, whether submitted directly to the Compliance Officer identified above or submitted through the Employee Hotline Service will be directed to the following persons for review and investigation depending upon the nature of the report. Upon receipt of reports of suspected violations or irregularities, the Compliance Officer and/or the Chair of the appropriate Board Committee shall see that corrective action, if warranted, takes place appropriately.

Nature of Reported Issue	Recipient
Accounting and/or Auditing concerns	Audit and Finance Committee Chair, Internal Audit Manager and Compliance Officer
Employee Mistreatment or Harassment	Vice President of Human Resources and Compliance Officer
Other Violations of Code of Business Conduct or General Concerns	Compliance Officer and at least one other officer of the Company as appropriate depending upon nature of issue (eg. CFO, VP – Human Resources, Internal Audit Manager, etc.)
Questions or Suggestions	Compliance Officer

Any Employee who in good faith raises an issue regarding possible violation of law or Company policy will not be subject to retaliation and their confidentiality will be protected to the extent possible, consistent with law and corporate policy and the requirements necessary to conduct an effective investigation. Any supervisory

personnel who retaliates against an Employee as a result of such Employee's report of an alleged violation of law or Company policy shall be subject to disciplinary action, including possible termination and may risk criminal sanctions as a result of such actions.

A mischievous or malicious allegation of a breach of the Code will, itself, constitute a breach of the Code.

#### **F. Acknowledgements**

All Employees, including the directors, officers and senior management, will be asked on an annual basis to confirm that they have reviewed the Code of Business Conduct and the various company policies that supplement this code. At a minimum, this annual requirement will create an opportunity to re-visit the governing principles upon which the Company expects its employees to conduct themselves on a day to day basis and may also serve as a reminder to Employees of any questions or suggestions that may have arisen in respect of the Code during the past year.

Adopted by the Board of Directors – ATS Automation Tooling Systems Inc.  
November, 2004

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## **ATS Code of Corporate Conduct – Frequently Asked Questions (FAQ)**

### **1. *What is the difference between a Code of Conduct and a Code of Ethics or an Ethics Policy?***

No difference, just the name. ATS simply believes the name "Code of Corporate Conduct" is more consistent with the intent and rationale behind adopting the code.

### **2. *Why does ATS need a Code of Corporate Conduct?***

ATS has always had a code of corporate conduct, it has just never been put down in writing on a single piece of paper. The majority of the topics discussed in the Code of Corporate Conduct have long been addressed by existing policies and practices (both formal and informal) already in place at ATS. The Code of Corporate Conduct brings together the underlying principles behind many of those existing policies and practices and sets them out in a single document as a set of Governing Principles. It creates a single point of reference that employees can look to for overall guidance in helping them make decisions about how they do their jobs on a day to day basis, with the ability to then focus on some of the more detailed policies and procedures that might apply to a particular situation. It also a document that can be shared with shareholders, potential investors, customers, suppliers and other business partners to give them some insight into how ATS operates and what type of company ATS is. Finally, the Code of Corporate Conduct provides a mechanism and process by which legitimate concerns with existing business practices or conduct can be brought to the attention of the Company without fear of retaliation.

### **3. *Who is subject to the Code of Corporate Conduct?***

Every employee, officer and director of the Company is expected to conduct his or her duties in accordance with the principles set out in the Code of Conduct. This includes all locations, all divisions and all subsidiaries, worldwide.

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**4. Does the Code of Conduct prohibit receiving tickets to a sporting event or other entertainment from suppliers?**

The relevant portion of the Code is as follows:

*In general, this code does not intend to prohibit the acceptance of gifts of nominal value or business meals and/or entertainment in furtherance of a business relationship provided that the value is appropriate to the business purpose served and if acceptance is consistent with accepted business practices. Unacceptable benefits clearly include money, goods or services solely for personal use, personal discounts, loans, gifts of non-business related travel or accommodations, personal favours or any other benefit which could be perceived to impair the Employee's impartiality when dealing with a supplier or customer, whether received directly or indirectly by an Employee or a Family Member. In no circumstances should a gift or personal benefit (of any value) be accepted in return for giving favourable or preferential treatment to any customer or supplier.*

Attending a dinner, sporting event or other entertainment with a supplier or business partner is often an effective way to further the business relationship. However, when tickets or coupons for such an event are offered purely as a gift for personal use, some observers might find it difficult to distinguish that offer from a simple offer of a cash gift and that could create the perceived conflict of interest scenario that the Code is attempting to avoid. If you are in a position or department where such offers are extended from time to time, it is the expectation of the company that you and your manager will have procedures in place to ensure that this perceived conflict of interest is avoided. This should include a process by which offers such as "complimentary tickets" are randomly distributed to other ATS personnel who are not directly involved in the decision making processes related to that supplier or business partner.

**5. *By creating formal reporting procedures, is the Company trying to keep an eye on local or divisional management?***

The Company certainly does not need to have members of its Board of Directors occupied with complaints that are really better addressed between an employee and his or her manager or the local human resources department. However, if there is a legitimate concern that the Code of Corporate Conduct has been or is being violated or if there are concerns with the Company's financial reporting, auditing or internal financial controls, those matters require appropriate attention and investigation and a formal process to ensure that is happening. The Company wants to make sure that all Employees have a clearly understood and accessible procedure by which those concerns can get escalated to the right people and that this can be done without the Employee feeling disloyal or fearing retaliation or reprimand. Of course, if the anonymous reporting process is abused by the fabrication of malicious or intentionally false reports, that conduct is, in itself, a violation of the Code of Business Conduct and will be investigated as such.

**6. *If I report a violation of the Code of Business Conduct, will I be contacted?***

Depending upon the level of detail in your report and the nature of the reported violation, the investigation of the reported violation may require that further information be obtained from you. The Company's anonymous reporting service will have the ability for the person responsible for investigating the report to request additional information from you through an anonymous case-monitoring system which you will receive a password to so that you can confirm that your report has been received and so that you can monitor the progress on your particular report.

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## ATS AUTOMATION TOOLING SYSTEMS EMPLOYEE CONFIDENTIALITY, NON-DISCLOSURE AND INVENTIONS AGREEMENT\*

*In consideration of my employment, continued employment, compensation or future increases in compensation and other good and valuable consideration, I agree to all terms of this Agreement and understand that this Agreement creates legal and binding obligations. Capitalized words first used in "quotes" are defined at the end of this Agreement.*

**1. Non-disclosure and Non-Use.** I will hold all "ATS Information" in strict confidence. Except in connection with the performance of my duties on behalf of and at the direction of "ATS": (i) I will not use ATS Information in any manner; (ii) I will not disclose ATS Information to any person or company in any form, whether written; oral, electronic or other manner; and (iii) I will not copy or remove from ATS premises any "Records" that include or disclose any ATS Information. My obligations will apply at all times during and after my employment with ATS regardless of how my employment ends or any change in the nature of my employment with ATS. I acknowledge that I have no personal interest or ownership in ATS Information. I will return to ATS, immediately upon the end of my employment with ATS or at any time upon request, all property of ATS including all copies of Records in my possession or control which include any ATS Information.

**2. Ownership of Inventions.** All "ATS Inventions" will belong to, and be owned exclusively by, ATS. Any original works of authorship which are part of the ATS Inventions will be works made in the course of my employment and ATS will be the author under applicable copyright laws. I acknowledge that I am an employee of ATS for the purposes of those laws. I irrevocably assign to ATS all right, title and interest in any ATS Inventions, to the extent ATS does not otherwise own them on creation and I waive all moral rights that might otherwise accrue to me in respect of such works. From time to time, I will execute written transfers and/or assignments to ATS of specific ATS Inventions in a form acceptable to ATS. I will hold all ATS Inventions in trust for ATS' sole benefit.

I irrevocably appoint ATS my attorney-in-fact to act on my behalf to execute any documents transferring ownership of ATS Inventions to ATS or evidencing ATS' ownership of ATS Inventions, if ATS cannot for any reason, including my mental or physical incapacity, obtain my personal signature, with the same legal effect as if executed by me.

**3. Exclusions.** Nothing in this Agreement is intended to prevent me from making future use of any information which is publicly known or which becomes publicly known in a manner not in breach of this Agreement, unless it is reasonable to assume that such information would not have become known to me except by virtue of the employment of ATS. Furthermore, nothing in this Agreement shall prevent me from making any future use of my general skills and knowledge acquired during the course of my employment nor shall this Agreement apply to any inventions conceived by me entirely on my own time and which do not relate to any actual or anticipated work, research or development of ATS, its affiliated companies, its suppliers or its customers.

**4. Non-Solicitation Commitment.** I agree that, during the term of my employment with ATS and for a period of two years thereafter, I will not divulge to any third party the name of any customer of ATS or its affiliated companies, nor directly or indirectly solicit, interfere with or endeavor to entice away from ATS or its affiliated companies any employee of ATS or its affiliated companies or any customer, supplier, person, firm or corporation in the habit of dealing with ATS or its affiliated companies.

**5. General.** This Agreement will be governed by the applicable laws of the province or state in which the primary administrative office of the ATS entity which employs me is located. No waiver by ATS of any default will waive any later default. This Agreement contains the entire Agreement about its subject. It may not be changed orally. ATS may give me any notice under this Agreement by regular mail sent to my last known residence address on file with ATS. This Agreement will not limit any rights that ATS may have under any other agreement or at law or equity.

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**6. Enforceability.** If a provision of this Agreement is held overly broad in any way, including its duration or scope, that provision will be narrowed to the broadest term allowed by applicable law and enforced as so narrowed. If a provision of this Agreement nevertheless is held unlawful, void, or unenforceable, it will be severed from and will not affect the validity or enforceability of the remaining provisions of this Agreement. I acknowledge that the scope and duration of my obligations under this Agreement were determined in a manner designed to reasonably protect ATS Information. I recognize that ATS would be irreparably injured if I use or disclose ATS Information in contravention of this Agreement and will be entitled to seek injunctive relief to prevent such injury.

**7. Definitions. (For purposes of this Agreement:)**

- A. "Inventions"** - means all inventions, discoveries, ideas, original works of authorship (including copyright), improvements, patents, concepts, computer programs and software, designs, drawings, specifications, techniques, models, data, diagrams, flow charts, mask works, formulas, know-how, developmental or experimental work, other intellectual property, derivatives of any of the foregoing, and all copyright and patent applications and registrations.
- B. "Records"** - means any form of writing or media, including notes, data, computer code, electronic files, business cards, reference materials, sketches, drawings, memoranda or other writing.
- C. "ATS"** - means, collectively, ATS Automation Tooling Systems Inc., with its registered office located at Cambridge, Ontario, Canada, and each of its various subsidiaries, affiliates or divisions.
- D. "ATS Information"** - includes all the following, in whatever form:
  - (a) the names of ATS' customers and prospects and the nature and status of ATS' relationships with such customers;
  - (b) ATS'

marketing and development plans, marketing techniques and materials, price lists, pricing policies employee files and financial data; (c) information belonging to ATS' customers, prospective customers, suppliers and prospective suppliers; (d) ATS' computer systems and their components, whether in development or completed, including equipment and computer programs in whatever form and on whatever media including object and source code, databases, documentation, manuals, hardware and software support systems and methods, techniques and algorithms; (e) Inventions owned or licensed by ATS or produced in its operations; (f) any information concerning ATS or its products, personnel or business not generally known, which, if used or disclosed, could, with reasonable possibility, adversely affect the business of ATS or give to a competitor a competitive advantage; and (g) any information otherwise treated by ATS as confidential.

E. "ATS Inventions" - means all Inventions, including copyrights and patents, which are in whole or part (a) conceived or made by me during my ATS employment or which result from any work performed by me for ATS or (b) made through use of any ATS Information or any ATS equipment, facilities, supplies or time.

*\* The enclosed Employee Confidentiality, Non-Disclosure and Inventions Agreement is the form designed for general use with all employees. Certain employees, including managers, sales personnel and other personnel that may have access to particularly sensitive and/or competitive information may be required to enter into a separate form of confidentiality agreement from time to time which will apply over and above the general form agreement*

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## NOTES

**NOTES**



## ATS AUTOMATION TOOLING SYSTEMS INSIDER TRADING POLICY

**Introduction:** ATS Automation Tooling Systems Inc. (the "Corporation") encourages all employees, management and members of the Board of Directors to become shareholders on a long-term investment basis. These individuals will from time to time become aware of corporate developments or plans or other information that may affect the value of the Corporation's securities before these developments, plans or information are made public. Trading securities of the Corporation while in possession of such information before it is generally disclosed, or disclosing such information to third parties before it is generally disclosed (known as "tipping"), may expose an individual to criminal prosecution or civil lawsuits. Such action will also result in a lack of confidence in the market for the Corporation's shares, harming both the Corporation and its shareholders. Accordingly, the Corporation has established this Policy to assist its employees, management and directors in complying with the prohibitions against trading and tipping.

The Corporation's Board of Directors will designate one or more individuals from time to time as Insider Trading Policy Administrators for the purpose of administering this Policy. At the date hereof, the designated Insider Trading Policy Administrators are the Executive Vice-President, Chief Operating Officer and Chief Financial Officer of the Corporation (Ron Jutras) and if not available, the General Counsel and Corporate Secretary of the Corporation (Michael Verhoeve). The Insider Trading Policy Administrators may seek and retain accounting, legal or other expert advice, at the expense of the Corporation, in respect of any issue within the scope of their authority including the interpretation and application of this Policy. This Policy will be reviewed periodically by the Corporate Governance Committee of the Board of Directors.

**Persons Affected:** All of the following persons are in a "special relationship" with the Corporation and are expected to observe these policies:

- all directors, officers and employees of, and other persons retained by, the Corporation or its subsidiaries, their spouses, children, and other family members;
- children, partnerships, trusts, corporations, R.R.S.P.'s and similar entities over which any of the above-mentioned individuals exercises control or direction;

For the purposes of this Policy, the persons listed above are collectively referred to as "ATS Personnel". Any trades in securities of the Corporation beneficially owned, or over which direction or control is exercised, by ATS Personnel will be subject to this Policy. ATS Personnel should carefully consider whether trades of securities of the Corporation held by family members, holding companies or trusts are subject to this Policy. For the purpose of this Insider Trading Policy, all references to trading in securities of the Corporation is deemed to include (i) the exercise of stock options granted under the Corporation's stock option plan and any other shares acquired pursuant to any benefit plan or arrangement of the Corporation, (ii) the exercise of any deferred stock units granted to directors of the Corporation and (iii) entering into any derivatives-based, monetization, non-recourse loan or similar arrangement that changes the individual's economic exposure to or interest in securities of the Corporation and which may not necessarily involve a sale, or any other transaction or arrangement that is required to be reported by an insider in accordance with the Canadian Securities Administrator's Multilateral Instrument 55-103 – Insider Reporting for Certain Derivative Transactions (Equity Monetization) ("MI55-103").

**Offense:** It is always improper and in most cases, illegal for ATS Personnel to trade in securities using inside information that is not generally available to the public investor, or to inform others of such information ("tipping") other than in the necessary course of business. Under applicable law, a person found guilty of illegal trading or tipping is liable to a fine of not more than the greater

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of \$1,000,000 or triple the profit made or loss avoided and/or imprisonment for a term of up to two years. There is also the potential for civil liability to other shareholders and investors in such circumstances. Any breach of this Policy will be considered cause for summary dismissal. Policies:

1. **No Trading on Inside Information:** No securities issued by the Corporation may be acquired or disposed of at any time with knowledge of any information concerning the Corporation or its subsidiaries that is not generally known to the public and that would reasonably be expected to have a significant effect on the market price or value of any securities of the Corporation ("Inside Information"). Examples of Inside Information are set out in Schedule A. Inside Information is not to be considered generally known to the public until the third trading day after such information is released to the public.
2. **Trading Windows.** To minimize the risks that any ATS Personnel might inadvertently trade in securities of the Corporation when such person is aware of Inside Information, the Corporation has adopted a prescribed trading window for certain ATS Personnel that are likely to have access to financial information with respect to the Corporation before such information is generally known to the public. Each of the following ATS Personnel (referred to as "Trading Window Insiders") shall be subject to a restricted trading window in respect of securities of the Corporation:
  - All Officers of the Corporation including all Vice-Presidents and members of the Executive Management Team
  - All members of the Board of Directors;
  - General Managers;
  - Plant Managers;
  - All Finance and Accounting personnel;
  - All Sales personnel;
  - All Applications Engineering personnel;
  - Project Managers;
  - All administrative assistants of the above individuals; and

- Any other individual that is notified by the Insider Trading Policy Administrators that the individual shall be considered a "Trading Window Insider" for the purposes of this Policy.

Each Trading Window Insider is precluded from trading in securities of the Corporation at any time except during a period in each fiscal quarter that commences at the opening of the market on the third trading day on the Toronto Stock Exchange after the public release of the Corporation's financial results and that ends at the close of business on the 10th day of the third month of the fiscal quarter (a "Trading Window"). Trading Window Insiders shall observe extraordinary "black-out periods", within Trading Windows during which trading in securities of the Corporation shall be prohibited, as specified by the Insider Trading Policy Administrators from time to time, as a result of material or pending material developments. The fact that an extraordinary black-out period has been prescribed is itself Inside Information that should not be disclosed to or discussed with anyone.

3. **Insider Reporting Requirements:** The directors and "senior officers" (as defined in applicable securities laws) of the Company and its subsidiaries are "Reporting Insiders" under applicable securities laws. If you are uncertain as to whether you are a Reporting Insider, you must contact the Insider Trading Policy Administrators. Reporting Insiders are required to file reports with Canadian provincial securities regulators pursuant to the electronic filing system known as SEDI of any direct or indirect beneficial ownership of, or control or direction over, securities of the Company and of any change in such ownership, control or direction. In addition, such Reporting Insiders are required to report trades and transactions in accordance with MI55-103. It is the responsibility of each Reporting Insider to comply with these reporting requirements, and Insiders are required to provide the Insider Trading Policy Administrators with a copy of any insider report completed by the Reporting Insider concurrent with or in advance of its filing. The Company will assist any Reporting Insider in the preparation and filing of insider reports upon request.

4. **Trading Pre-Clearance:** To assist all Reporting Insiders in avoiding any trade in securities of the Corporation that may contravene or be perceived to contravene applicable securities laws, these individuals are required to notify the Insider Trading Policy Administrators of any proposed trade of securities of the Corporation in order to confirm that there is no Inside Information that has not been generally disclosed. This pre-clearance requirement shall also apply to any other ATS Personnel that is notified by the Insider Trading Policy Administrators that the individual's trades in securities of the Corporation will be subject to pre-clearance in accordance with this Policy. Such notification shall be made by filing a Trade Notice in the form of Schedule B with the Insider Trading Policy Administrators. **No such individual shall undertake a trade in securities of the Corporation until notified in writing by the Insider Trading Policy Administrators that the individual may proceed with the trade referred to in the Trade Notice.** The Insider Trading Policy Administrators will attempt to notify any individual that has filed a Trade Notice in accordance with this Policy within one business day after the time of filing the Trade Notice as to whether the Corporation reasonably anticipates that any proposed trade will contravene applicable securities laws and/or this Policy, and if so, that the proposed trade may not be undertaken. Notwithstanding the above, if an individual that has filed a Trade Notice has not received a response from the Insider Trading Policy Administrators, the individual may not proceed with such trade. Individuals are reminded that they may not trade in securities of the Corporation if they have knowledge of Inside Information, whether or not the Insider Trading Policy Administrators have provided any notification to the individual in respect of a proposed trade.
5. **Certification:** All ATS Personnel shall execute the certification in the form attached as Schedule C regarding acknowledgment of and compliance with the policies and procedures set forth in this Policy. On a periodic basis, all ATS Personnel shall certify as to the compliance with the policies and procedures set forth in this Policy.

6. **Tipping:** Inside Information is to be kept strictly confidential by all concerned until the third trading day after it has been released to the public. Discussing it within the hearing of, or leaving it exposed to any person who has no need to know is to be scrupulously avoided at all times. ATS Personnel are prohibited from disclosing Inside Information to others outside of the necessary course of business of the Corporation. If any ATS Personnel has any doubt with respect to whether any information is Inside Information or whether disclosure of Inside Information is required in the necessary course of business, the individual is required to contact the Insider Trading Policy Administrators.
7. **No Speculating:** There shall be no speculation in securities of the Corporation by ATS Personnel. This includes all dealings in puts and calls, all short sales and all buying or selling on the market with the intention of quickly reselling or buying stock.
8. **Securities of Other Companies:** In the course of the Corporation's business, ATS Personnel may obtain information about another publicly traded company that has not been generally disclosed. Securities laws generally prohibit trading in securities of that company while in possession of such information or communicating such information to another person. The restrictions set out in this Policy apply to all ATS Personnel with respect to both trading in the securities of another company while in possession of such information, and communicating such information.
9. **Caution:** The policies and procedures set forth herein with respect to the trading of securities by ATS Personnel present only a general framework within which ATS Personnel may trade in securities of ATS without violating applicable securities laws. ATS Personnel have the ultimate responsibility for complying with applicable securities laws, and each individual subject to this Policy should therefore view this Policy as the minimum criteria for compliance with securities laws and should obtain additional guidance, including independent legal advice, as circumstances dictate appropriate.

Should you have any questions or wish information concerning the above, please contact the Insider Trading Policy Administrators.

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# Certification



The undersigned hereby certifies that he/she has read and understands the:

- ATS Code of Business Conduct (version COBC REV 1.0)
- Employee Confidentiality, Non-Disclosure and Inventions Agreement (version ECNDIA REV 1.0)\*
- Insider Trading Policy (version ITP REV 1.0)

a copy of which was attached hereto and has been retained by me. In consideration of my employment or continued employment, any annual adjustment to my compensation and other good and valuable consideration, I agree to bound by and comply with the procedures and policies set forth there in.

DATE: \_\_\_\_\_ SIGNATURE: \_\_\_\_\_

PAYROLL NUMBER: \_\_\_\_\_ NAME: (PLEASE PRINT) \_\_\_\_\_

DEPARTMENT: \_\_\_\_\_

## NOTES

# Certification



The undersigned hereby certifies that he/she has read and understands the:

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- Insider Trading Policy (version ITP REV 1.0)

a copy of which was attached hereto and has been retained by me. In consideration of my employment or continued employment, any annual adjustment to my compensation and other good and valuable consideration, I agree to bound by and comply with the procedures and policies set forth there in.

DATE:

March 28/05

SIGNATURE:

Thomas Hayes

PAYROLL NUMBER:

9056

NAME: (PLEASE PRINT)

HAYES, THOMAS.

DEPARTMENT:

COMPLIANT SOLUTIONS

# Certification



The undersigned hereby certifies that he/she has read and understands the:

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- Employee Confidentiality, Non-Disclosure and Inventions Agreement (version ECNDIA REV 1.0)\*
- Insider Trading Policy (version ITP REV 1.0)

a copy of which was attached hereto and has been retained by me. In consideration of my employment or continued employment, any annual adjustment to my compensation and other good and valuable consideration, I agree to bound by and comply with the procedures and policies set forth there in.

DATE: 12/9/05 SIGNATURE: [Signature]

PAYROLL NUMBER: 17505 NAME: (PLEASE PRINT) Wyatt Culbertson

DEPARTMENT: Systems

# Certification



The undersigned hereby certifies that he/she has read and understands the:

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a copy of which was attached hereto and has been retained by me. In consideration of my employment or continued employment, any annual adjustment to my compensation and other good and valuable consideration, I agree to bound by and comply with the procedures and policies set forth there in.

DATE: Apr. 11/2005 SIGNATURE: Justin Clark

PAYROLL NUMBER: 4373 NAME: (PLEASE PRINT) Justin Clark

DEPARTMENT: C.S.D.

**From:** Fisher, Chris  
**Sent:** Monday, December 11, 2006 11:29 AM  
**To:** Elliott, Katie  
**Subject:** FW: ATS Code of Business Conduct - Recertification Required

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**From:** Snyder, Michelle  
**Sent:** Friday, December 01, 2006 1:24 PM  
**To:** Everyone (ASG Cambridge Systems Division)  
**Subject:** ATS Code of Business Conduct - Recertification Required

Attached you will find an updated ATS Code of Business Conduct booklet containing the Code of Business Conduct, Employee Confidentiality, Non-Disclosure and Inventions Agreement and Insider Trading Policy. As part of our due diligence process, you will be asked on an annual basis to confirm that you have reviewed the Code of Business Conduct and the various company policies that supplement this code. This annual requirement will create an opportunity to re-visit the governing principles upon which the Company expects its employees to conduct themselves on a day-to-day basis and may also serve as a reminder to employees of any questions or suggestions that may have arisen in respect of the Code during the past year.

Instructions for Completing the Process:

- Please fill in your information in the "Certification" section below to confirm that you have read the attached documents.
- Surnames starting with letters **A-M**: Please forward your response to **Katie Elliott**
- Surnames starting with letters **N-Z**: Please forward your response to **Natalie Dumond**
- **We will need your confirmation no later than December 13th.**

If you have any questions, please do not hesitate to contact Human Resources.

### **Certification**

The undersigned hereby certifies that he/she has read and understands the:

- ATS Code of Business Conduct
- Employee Confidentiality, Non-Disclosure and Inventions Agreement
- Insider Trading Policy

a copy of which was attached hereto and has been retained by me. In consideration of my employment or continued employment, any annual adjustment to my compensation and other good and valuable consideration, I agree to be bound by and comply with the procedures and policies set forth therein.

**Name:** Chris Fisher  
**Payroll Number:** 1011  
**Department:** Applications Engineering

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