

TCP INTERNATIONAL HOLDINGS LTD.

INSIDER TRADING COMPLIANCE PROGRAM

Adopted and Effective July 1, 2014

As Amended through August 10, 2015

Failing to honor confidentiality obligations or misusing confidential information could violate U.S. federal and state securities laws, and the laws of jurisdictions in which we operate. These violations can result in consequences, including criminal penalties, for the individual who commits the violation, for that individual's employer or other "control persons," and for people who "tip" or otherwise assist that individual. In order to take an active role in the prevention of these violations by the officers, directors, employees and other related individuals of TCP International Holdings Ltd. and its subsidiaries (the "Company"), the Company has adopted the policies and procedures described in this Insider Trading Compliance Program.

I. Adoption of Insider Trading Policy.

The Company has adopted the Insider Trading Policy attached hereto as Attachment 1 (the "Policy") that prohibits trading in the securities, as well as derivatives relating to such securities, of the Company while in possession of material, nonpublic information regarding the Company (the term "Material Nonpublic Information" is defined in Attachment 1). The Policy covers all officers, directors and employees of the Company and its subsidiaries, as well as spouses, minor children, financial dependents and any accounts over which any aforementioned person exercises investment discretion (together, the "TCP Persons" and each a "TCP Person"). The Policy (and/or a summary thereof) is to be delivered to all new directors, officers and employees to whom the Policy applies upon the commencement of their relationships with the Company and is to be circulated to all such persons at least annually. The Chief Financial Officer has the discretion to determine on a case-by-case basis whether the Policy applies to temporary employees and consultants.

The Company may modify the Policy from time to time to respond to developments in law and practice. The Company will take steps to inform all affected persons of any material change to this Policy.

II. Designation of Certain Persons.

A. Section 16 Individuals. The Company has determined that those persons listed on Attachment 3 attached hereto are the directors, executive officers and other officers who are subject to the reporting and liability provisions of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations promulgated thereunder ("Section 16 Individuals"). The Board of Directors will periodically determine which of the

Company's officers are "executive officers" for purposes of Section 16 and the Company will modify Attachment 3 as appropriate.

References in the Insider Trading Policy to Section 16 Individuals do not include persons who are not directors or officers of the Company but are subject to the reporting and liability provisions of Section 16 of the Exchange Act by virtue of their equity ownership in the Company. It is important that any such person understands that he or she is solely responsible for ensuring compliance with Section 16 of the Exchange Act and other applicable laws relating to the Company's securities.

B. Other Persons with Pre-Clearance Obligations. The Company has determined that certain other employees have, or are likely to have, regular or special access to Material Nonpublic Information in the normal course of their duties. These employees (the "Other Individuals") include individuals who the Company may designate from time to time, including those listed on Attachment 3. Therefore, the Company has determined that the Other Individuals, together with the Section 16 Individuals, should be subject to the pre-clearance requirement included in the Policy attached hereto.

III. Establishment of Trading Window.

The Company has determined that all TCP Persons shall be prohibited from engaging in any transaction (as such term is defined in the Policy below) in any TCP Security (as such term is defined in the Policy below) except during a **trading window**. The trading window will open after the passage of one full Trading Day (defined below) following the date of public disclosure of the Company's financial results for a particular fiscal quarter or year and will close two weeks prior to the end of the next quarter. In addition, the Company, at the sole direction of the Chief Financial Officer, shall have the right to (a) decline to open the window or otherwise prohibit trading in some or all TCP Securities for some or all TCP Persons, even though the trading window would otherwise be open, (b) open the trading window for some or all TCP Persons or otherwise allow trading in some or all TCP Securities by one or more TCP Persons at any time during which the trading window would otherwise be closed, or (c) amend the Policy.

IV. Appointment of Chief Financial Officer as the Company's Insider Trading Compliance Officer.

The Company has appointed the Company's Chief Financial Officer as the Company's Insider Trading Compliance Officer. The Chief Financial Officer is permitted to delegate any responsibilities to the extent he or she so chooses to any employee who is qualified to perform such duties in the reasonable judgment of the Chief Financial Officer. Throughout this Program/Policy, the term "Chief Financial Officer" shall be read to apply to any such person to whom the Chief Financial Officer has delegated a particular responsibility in addition to the Chief Financial Officer. Regardless of such delegation, however, the Chief Financial Officer retains ultimate responsibility for all matters pertaining to the interpretation and enforcement of the Policy.

V. Duties of the Chief Financial Officer as the Company’s Insider Trading Compliance Officer.

The duties of the General Counsel in the capacity of the Insider Trading Compliance Officer shall include the following:

A. Pre-clearing all transactions involving any TCP Securities by the Section 16 Individuals and Other Individuals, in order to determine compliance with the Policy, insider trading laws, Section 16 of the Exchange Act and Rule 144 promulgated under the Securities Act of 1933, as amended. The Chief Financial Officer may consult with outside counsel on such matters as he or she deems appropriate and is entitled to rely conclusively on any advice provided by such outside counsel. B. Overseeing the preparation and filing of Section 16 reports (Forms 3, 4 and 5) for all Section 16 Individuals, including appointment as attorney-in-fact.

C. Serving as the designated recipient at the Company of copies of reports filed with the Securities and Exchange Commission (the “SEC”) by Section 16 Individuals under Section 16 of the Exchange Act.

E. Circulating the Policy (and/or a summary thereof) to all directors, officers, employees (including temporary employees) and independent consultants on an annual basis, and providing the Policy and other appropriate materials to new officers, directors and other TCP Persons who have, or may have, access to Material Nonpublic Information.

F. Assisting the Company in implementing the Policy.

G. To the extent the Chief Financial Officer deems appropriate, coordinating with outside counsel regarding compliance activities, including with respect to Rule 144 requirements (*see* Attachment 2) and regarding changing requirements and recommendations for compliance with Section 16 of the Exchange Act and insider trading laws to ensure that the Policy is amended as necessary to comply with such requirements.

H. Revising the Policy as necessary in order to comply with applicable federal or state insider trading laws and regulations.

* * * * *

**TCP INTERNATIONAL HOLDINGS LTD.
INSIDER TRADING COMPLIANCE PROGRAM**

ATTACHMENT 1

INSIDER TRADING POLICY

This Policy provides guidelines to TCP Persons with respect to transactions (as defined below) in TCP Securities. Any capitalized terms used but not otherwise defined in this Policy have the meanings assigned in the Insider Trading Compliance Program (the “Compliance Program”), of which this Policy forms a part. For the avoidance of doubt, it is the responsibility of each person to whom this Policy applies to ensure that such person fully complies at all times with the requirements of this Policy and the Compliance Program.

Applicability of Policy

This Policy applies to all transactions in TCP Securities. “TCP Securities” include the following: common shares, options to purchase common shares, restricted common shares, restricted common share units, debt securities and any other securities of the Company, such as preferred shares, warrants and convertible debentures, as well as to derivative securities relating to TCP Securities, including securities convertible or exchangeable into, or whose value is derived by the value of, TCP Securities, whether or not issued by the Company.

This Policy applies to all TCP Persons, each of whom the Company has determined will have access to or will receive, or has the potential to receive, Material Nonpublic Information (as defined below) regarding the Company.

For purposes of this Policy, the term “transaction” refers to any purchase, sale, contract to purchase or sell, offer to purchase or sell, gift, pledge, grant (including the grant of any option to purchase or sell), or acquisition or disposition through the use of any derivative arrangement of any TCP Security.

Statement of Policy

General Policy

It is the policy of the Company to oppose the unauthorized disclosure of any nonpublic information acquired in the workplace and the misuse of Material Nonpublic Information in securities trading. The Company is required under Regulation FD of the federal securities laws to avoid selective disclosure of Material Nonpublic Information. The Company has established procedures for releasing material information in a manner that is designed to achieve broad public dissemination of the information immediately upon its release. You may not, therefore, disclose information to anyone outside the Company, including family members and friends, other than in accordance with those procedures. You also may not discuss the Company or its business in any social media, an Internet “chat room” or similar internet-based forum.

Specific Policies

1. *No Trading on Material Nonpublic Information.* No TCP Person shall engage in any transaction involving TCP Securities during any period commencing with the date that he or she possesses Material Nonpublic Information concerning the Company, and ending at the beginning of the second full Trading Day following the date of public disclosure of that information, or at such time as such nonpublic information is no longer non-public or material, which shall be determined by the Company's Chief Financial Officer in his sole discretion. As used herein, the term "Trading Day" shall mean a day on which the New York Stock Exchange (the "NYSE") is open for trading. A "Trading Day" begins at the time trading begins on such day and ends at the end of the regular trading session on such day.

Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are not excepted from this Policy. The securities laws do not recognize such mitigating circumstances, and, in any event, even the appearance of an improper transaction must be avoided to preserve the Company's reputation for adhering to the highest standards of conduct.

2. *No Short Sales.* Pursuant to this Policy, no TCP Person shall engage in a short sale of any TCP Security. Furthermore, Section 16(c) of the Exchange Act prohibits officers and directors of the Company from engaging in short sales. A short sale is a sale of securities not owned by the seller or, if owned, not delivered against such sale within 20 days thereafter (a "short against the box") or placed in the mail within 5 days of the sale. Transactions in certain put and call options for TCP Securities may in some instances constitute a short sale. Short sales are prohibited by this Policy even when the trading window is open.

3. *No Trading in Options and Certain Derivatives.* A transaction in options is, in effect, a bet on the short-term movement of the Company's securities and, therefore, creates the appearance that the TCP Person may be trading based on Material Nonpublic Information. Transactions in options also may focus the TCP Person's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, any transaction in puts, calls or other derivative securities, including transactions on an exchange or in any other organized market, are prohibited by this Policy. (The section below captioned "Hedging Transactions" governs option positions arising from certain types of hedging transactions.)

4. *Hedging Transactions.* Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow a TCP Person to lock in much of the value of his or her shareholdings, often in exchange for all or part of the potential for upside appreciation in the price of the Company's shares. These transactions allow the TCP Person to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the TCP Person may no longer have the same objectives as the Company's other shareholders. Any TCP Person wishing to enter into such an arrangement must first pre-clear the proposed transaction with the the Chief Financial Officer. Any request for pre-clearance of a hedging or similar arrangement must be submitted to the Chief Financial Officer

at least two weeks prior to the proposed execution of documents evidencing the proposed transaction.

5. Margin Accounts and Pledges. Securities that are margined may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of Material Nonpublic Information or otherwise is not permitted to trade in TCP Securities, TCP Persons are prohibited from margining TCP Securities or pledging TCP Securities as collateral for a loan. An exception to this prohibition may be granted where a person wishes to pledge TCP Securities as collateral for a loan (not including margin debt) and clearly demonstrates the financial capacity to repay the loan without resort to the pledged securities. Any TCP Person who wishes to pledge TCP Securities as collateral for a loan must first pre-clear the proposed transaction with the Chief Financial Officer. Any request for pre-clearance of a pledge of TCP Securities must be submitted to the Chief Financial Officer at least two weeks prior to the proposed execution of documents evidencing the proposed pledge and must provide evidence demonstrating the financial capacity to repay the loan without resort to the pledged securities.

7. No Tipping. No TCP Person shall disclose or "tip" Material Nonpublic Information about the Company to any other person (including family members), nor shall such TCP Person make recommendations or express opinions on the basis of Material Nonpublic Information as to trading in any TCP Security. A violation of securities laws can result in civil or criminal penalties not only for the primary violator – *i.e.*, the person who trades in possession of Material Nonpublic Information – but for persons who "tip" or otherwise aid the primary violator.

8. Confidentiality of Nonpublic Information. Nonpublic information relating to the Company is the property of the Company and the unauthorized disclosure of such information is forbidden. In the event any TCP Person receives any inquiry from outside the Company, such as a securities analyst, for information (particularly financial results and/or projections), the inquiry should be referred to the Chief Financial Officer, who is responsible for coordinating and overseeing the release of such information to the investing public, analysts and others in compliance with applicable laws and regulations.

9. Post-Termination Transactions. The Policy continues to apply to your transactions in TCP Securities even after you have terminated employment or service with the Company. If you are in possession of Material Nonpublic Information when your employment or service terminates, you may not trade in TCP Securities until that information has become public or is no longer material.

Potential Criminal and Civil Liability and/or Disciplinary Action

1. **Liability for Insider Trading.** Pursuant to federal and state securities laws, TCP Persons may be subject to penalties of up to \$5,000,000 and up to 20 years in prison for engaging in transactions in any TCP Security at a time when they have knowledge of Material Nonpublic Information regarding the Company.

2. **Liability for Tipping.** TCP Persons may also be liable for improper transactions by any person (commonly referred to as a “tippee”) to whom they have disclosed Material Nonpublic Information regarding the Company or to whom they have made recommendations or expressed opinions on the basis of such information as to trading in the applicable TCP Securities. The SEC has imposed large penalties even when the disclosing person did not profit from the trading. The SEC, the securities exchanges and the Financial Industry Regulatory Authority, Inc. use sophisticated electronic surveillance techniques to uncover insider trading.

3. **Liability of Control Persons.** If the Company or its supervisory personnel fail to take appropriate steps to prevent insider trading, they may be subject to the following penalties:

- a. A civil penalty of up to \$1,000,000 or, if greater, three times the profit gained or loss avoided as a result of the employee’s violation; and
- b. A criminal penalty of up to \$5,000,000 for a natural person or \$25,000,000 for any person other than a natural person.

In addition to penalties, firms or persons sanctioned for violations of securities laws may be limited from engaging in other types of business in the future; many regulated industries will not permit such firms or persons to engage in regulated activity. Further, for a TCP Person to even be accused of securities law violations would have very damaging effects on the Company’s reputation.

4. **Possible Disciplinary Actions.** TCP Persons who violate this Policy shall also be subject to disciplinary action by the Company, which may include ineligibility for future participation in the Company’s equity incentive plans or termination of employment.

Trading Guidelines and Requirements

1. **Pre-Clearance of Trades.** The Company has determined that all Section 16 Individuals and Other Individuals must refrain from trading in any TCP Security, even during the trading window, without first complying with the Company’s “pre-clearance” process. Each such person must contact the Company’s Chief Financial Officer prior to commencing any trade in the Company’s securities. The Chief Financial Officer will consult as necessary with senior management of the Company before clearing any proposed trade by such person. **It should be noted that even if the the Chief Financial Officer pre-clears a trade, the ultimate responsibility rests with the individual to ensure that he or she is not trading while in possession of Material Nonpublic Information.**

2. Individual Responsibility. Every TCP Person has the individual responsibility to comply with this Policy against insider trading. A TCP Person may, from time to time, have to forego a proposed transaction in TCP Securities even if he or she planned to make the transaction before learning of the Material Nonpublic Information and even though the TCP Person believes that he or she may suffer an economic loss or forego anticipated profit by waiting to trade. In addition, although the Chief Financial Officer will assist those officers and directors subject to the filing requirements of Section 16 under the Exchange Act in preparing and filing required reports, the reporting person retains responsibility for the reports.

Applicability of Policy to Material Nonpublic Information Regarding Other Companies

This Policy and the guidelines described herein also apply to material nonpublic information relating to other companies, including the Company's customers, vendors or suppliers ("business partners"), when that information is obtained in the course of employment with, or other services performed on behalf of, the Company. Civil and criminal penalties, and termination of employment, may result from trading on material nonpublic information regarding the Company's business partners. All TCP Persons should treat material nonpublic information about the Company's business partners with the same care required with respect to Material Nonpublic Information.

Definition of Material Nonpublic Information

It is not possible to define all categories of Material Nonpublic Information. Information should be regarded as **material** if there is a reasonable likelihood that it would be considered important to an investor in making an investment decision regarding a transaction (as defined above) in the TCP Securities or securities of business partners.

While it may be difficult under this standard to determine whether particular information is material, there are various categories of information that are particularly sensitive and, as a general rule, should always be handled with due care. Examples of such information may include:

- Financial results;
- Known but unannounced future earnings or losses;
- Changes in analyst recommendations or debt ratings;
- Execution or termination of significant contracts with distributors, collaborators and other business partners;
- News of a pending or proposed merger or other acquisition;
- News of the disposition, construction or acquisition of significant assets;
- Impending bankruptcy or financial liquidity problems;
- Patent or other intellectual property milestones;
- Significant developments involving corporate relationships;
- Changes in dividend policy;
- New product announcements of a significant nature;
- Significant legal or regulatory violations;

- Positive or negative regulatory developments or regulator actions;
- Splits of the Company's shares;
- New equity or debt offerings;
- Positive or negative developments in outstanding litigation;
- Significant litigation exposure due to actual or threatened litigation; and
- Major changes in senior management.

Either positive or negative information may be material. It is important to remember that materiality will be judged with the benefit of hindsight. Therefore, questions concerning the materiality of particular information should be resolved in favor of materiality.

Nonpublic information is information that has not been previously disclosed to the general public and is otherwise not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors, such as by a press release or a filing with the SEC. The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination. Even after nonpublic information has been effectively disclosed, a reasonable period of time must elapse in order for the market to react to the information.

Certain Exceptions

1. *Share Option Exercises.* This Policy does not apply to the exercise of an employee share option. This Policy does apply, however, to the exercise of a tax withholding right pursuant to which any TCP Person elects to have the Company withhold shares subject to an option to satisfy tax-withholding requirements or any sale of shares as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option, *provided* that the Chief Financial Officer has sole discretion to approve the Company's sale of securities to generate proceeds necessary to satisfy such tax-withholding requirements during a period when the trading window is otherwise closed.

2. *401(k) Plan.* This Policy does not apply to purchases of Company shares in any present or future 401(k) plan resulting from a person's periodic contribution of money to the plan pursuant to that person's payroll deduction election. This Policy does apply, however, to certain elections a TCP Person might make under a 401(k) plan, including (a) an election to increase or decrease the percentage of the person's periodic contributions that will be allocated to the Company share fund, (b) an election to make an intra-plan transfer of an existing account balance into or out of the Company share fund, (c) an election to borrow money against the TCP Person's 401(k) plan account if the loan will result in a liquidation of some or all of TCP Person's Company share fund balance, and (d) a TCP Person's election to pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to the Company share fund.

3. *Employee Share Purchase Plan.* The Company currently has not enacted an Employee Share Purchase Plan. Should such a plan be enacted, this Policy will not apply to purchases of Company shares in any employee share purchase plan resulting from an employee's periodic contribution of money to the plan pursuant to the election the employee made at the

time of his or her enrollment in the plan. This Policy also will not apply to purchases of Company shares resulting from lump sum contributions to any such plan, *provided* that the TCP Person elected to participate by lump-sum payment at the beginning of the applicable enrollment period. This Policy will apply to an employee's election to participate in any such plan for any enrollment period, and to such employee's sales of TCP Securities purchased pursuant to any such plan.

4. *10b5-1 Trading Plan.* This Policy does not apply to purchases or sales of TCP Securities made pursuant to a pre-arranged trading plan that was entered into when the TCP Person was not in possession of Material Nonpublic Information and otherwise satisfies the requirements of Rule 10b5-1 under the Exchange Act for a trading plan. Such trading plans may not be adopted when the TCP Person is in possession of Material Nonpublic Information about the Company. Anyone subject to this policy who wishes to enter into a trading plan must submit the trading plan to the Chief Financial Officer for his approval prior to the adoption or amendment of the trading plan.

Inquiries

Any person who has a question about this Policy or its application to any proposed transaction may obtain additional guidance from the Chief Financial Officer. Ultimately, however, the responsibility for adhering to this Policy and avoiding unlawful transactions rests with the individual employee or other applicable individual.

Certifications

The TCP Persons identified on Attachment 3 must certify their understanding of, and intent to comply with, this Policy by signing the certification attached hereto as Attachment 4. All TCP Persons are responsible for compliance with this Policy regardless of whether they sign and return the certification in Attachment 4.

* * * * *

**TCP INTERNATIONAL HOLDINGS LTD.
INSIDER TRADING COMPLIANCE PROGRAM**

ATTACHMENT 2

METHOD OF RESALE: RULE 144

Any TCP Securities acquired directly or indirectly from the Company that have not been registered with the SEC are considered to be “restricted securities” and may only be sold pursuant to an exemption from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). In addition, any securities held by an affiliate of the Company are considered to be “control securities” and, unless registered with the SEC, may only be sold pursuant to an exemption from the registration requirements of the Securities Act. An “affiliate” of an issuer is a person who directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such issuer. Under this Policy, all Directors and Section 16 Officers are presumed to be affiliates of the Company. The exemption most commonly used for the resale of restricted securities and control securities is Rule 144 promulgated under the Securities Act (“Rule 144”).

Criteria for Non-affiliates. Rule 144 permits the resale of TCP Securities held by a person who is not currently an affiliate of the Company and has not been an affiliate of the Company for the three months preceding the sale if the following criteria are satisfied at the time of sale:

- (1) **Holding Period**. At least six months must have elapsed between the later of the non-affiliate’s acquisition of such security from the issuer or an affiliate of the issuer and the date of such resale. If at least one year has elapsed between the later of the non-affiliate’s acquisition of such security from the issuer or an affiliate of the issuer and the date of such resale, then the public information requirement described in Criterion (2) need not be satisfied.
- (2) **Public Information**. The Company must have filed all required Exchange Act reports (other than Current Reports on Form 8-K) during the 12 months preceding the sale.

Criteria for Affiliates. Any affiliate of the Company who wishes to sell TCP Securities in the public market (other than in a registered offering) must comply with the following criteria, in addition to any applicable insider trading and short-swing profit matters discussed in Attachment 1 hereto.

- (1) **Holding Period**. At least six months must have elapsed between the later of the affiliate’s acquisition of such security from the issuer or another affiliate of the issuer and the date of such resale.

- (2) **Public Information**. The Company must have filed all required Exchange Act reports (other than Current Reports on Form 8-K) during the 12 months preceding the sale.
- (3) **Volume Limitation**. The number of TCP Securities permitted to be sold must be, together with all sales of securities of the same class sold for the account of such person within the preceding three months, less than or equal to the greater of: (a) one percent of the outstanding securities of such class as stated in the most recent report or statement published by the Company, or (b) the average weekly volume of trading in such securities on all national securities exchanges during the four calendar weeks preceding either (x) the filing of the notice described in Criteria (5) or (y) if no such notice is required, the date of the execution order or the date the order is executed.
- (4) **Manner of Sale**. Sales must be made through brokers' transactions, transactions directly with a market maker or riskless principal transactions. The description of each such type of transaction is set forth in further detail in subsection (f) of Rule 144 as to Manner of Sale requirements. Brokers should be instructed to comply with such Manner of Sale requirements.
- (5) **Notice**. Notice must be filed with the SEC and the NYSE on Form 144 at the time any order is given for sales of TCP Securities that, together with all sales of securities of the same class sold for the account of such person within the preceding three months, in the aggregate exceed either (a) 5,000 shares or other units or (b) \$50,000.

* * * * *

**TCP INTERNATIONAL HOLDINGS LTD.
INSIDER TRADING COMPLIANCE PROGRAM**

ATTACHMENT 3

DIRECTORS, SECTION 16 OFFICERS, AND OTHER INDIVIDUALS

1. Directors:

<u>Name</u>	<u>Title</u>
Ellis Yan	Chairman and Director
Solomon Yan	Vice-Chairman and Director
Eric Peterson	Director
George Strickler	Director
Lee Thomas	Director
Ralph DellaRatta	Director

2. Section 16 Officers:

<u>Name</u>	<u>Title</u>
Kaj den Daas	Chief Executive Officer
Solomon Yan	President
Brian Catlett	Chief Financial Officer and Treasurer
Timothy Chen	Senior Vice President-Research and Development
Huaqing Wang	Senior Vice President-Manufacturing and Procurement
Naiqi Zhao	Senior Vice President-Information Technology and Logistics

3. Other Individuals

<u>Name</u>	<u>Title</u>
Zachary Guzy	Global Corporate Controller
Jim Makar	Global Senior Manager of FP&A
Dennis Blackburn	Global Tax Manager
Prem Cesnan	Director, Internal Audit
Chiquita Adams	Controller, North America
Stuart Castle	Finance and IT Director, Vice President - EMEA
Sean Yang	Finance Director, Asia

**TCP INTERNATIONAL HOLDINGS LTD.
INSIDER TRADING COMPLIANCE PROGRAM**

ATTACHMENT 4

CERTIFICATION

I certify that:

1. I have read and understand the Company's Insider Trading Policy (the "Policy"). I understand that the Chief Financial Officer is available to answer any questions I have regarding the Policy.

2. I will comply with the Policy for as long as I am subject to this Policy.

Signature: _____

Date: _____

Print Name: _____