

FMSA HOLDINGS INC.
POLICY FOR EMPLOYEE CONCERN PROCEDURES
FOR ACCOUNTING AND COMPLIANCE MATTERS

(Adopted as of September 11, 2014)

I. Statement of Principles

The Board of Directors of FMSA Holdings Inc. (the “Company”) has constituted and established an Audit Committee (the “Committee”) with the authority, responsibility and specific duties as described in the Company’s Audit Committee Charter. Pursuant to the Audit Committee Charter, the requirements of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission, the Committee is required to establish the procedures for (1) the receipt, retention and treatment of concerns received by the Company regarding accounting, internal accounting controls or auditing matters (“Accounting Matters”), (2) the receipt, retention and treatment of concerns regarding potential violations of applicable laws, rules and regulations or of the Company’s codes, policies and procedures (“Compliance Matters”) and (3) the confidential, anonymous submission by employees of concerns regarding questionable Accounting Matters and Compliance Matters. In order to facilitate the reporting of employee concerns, the Committee has adopted this Policy for Employee Concern Procedures for Accounting and Compliance Matters (this “Policy”).

Pursuant to this Policy, any employee of the Company or its subsidiaries may submit a good faith concern regarding Accounting Matters or Compliance Matters to the Company’s management without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable laws, rules, regulations, standards and policies, including securities laws and regulations, accounting standards, accounting controls and audit practices. The Committee will oversee treatment of employee concerns in this area.

II. Scope of Matters Covered by These Procedures

These procedures cover employee concerns relating to any questionable Accounting Matter, including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any of the Company’s financial statements;
- Fraud or deliberate error in the recording and maintaining of the Company’s financial records;
- Deficiencies in or noncompliance with the Company’s internal accounting controls;
- Misrepresentation or a false statement to or by a senior officer or accountant regarding a matter contained in the Company’s financial records, financial statements or audit reports; and

- Deviation from full and fair reporting of the Company's financial condition.

In addition, these procedures cover employee concerns relating to any questionable Compliance Matter, including, without limitation, the following:

- Applicable laws, rules and regulations;
- Listing standards of the New York Stock Exchange; and
- The Company's Financial Code of Ethics, Corporate Code of Business Conduct and Ethics, Code of Conduct and Ethics, Corporate Governance Guidelines, and Insider Trading Policy.

III. Reporting Procedures for Employee Concerns

Employees with concerns regarding questionable Accounting Matters or Compliance Matters should share their questions, concerns, suggestions or concerns with someone in a position of management responsibility within the Company who can address them properly. In most cases, an employee's direct supervisor is in the best position to address an area of concern. However, if an employee is not comfortable speaking with his or her supervisor, or if he or she is not satisfied with the supervisor's response, the employee is encouraged to speak with anyone in management with whom they are comfortable approaching. Supervisors and managers are required to report questionable Accounting Matters and Compliance Matters to the Company's General Counsel.

When an employee is not satisfied or comfortable with the above stated escalation policy, employees should report concerns to the Audit Committee directly through an anonymous whistleblower hotline. The hotline number is 855-216-2954, and can be reached 24 hours a day, seven days a week. Additionally, employees can access the hotline online at <http://www.openboard.info/FMSA/FMSA@openboard.info>.

IV. Treatment of Concerns

Upon receipt of a concern, the Company's General Counsel will (1) determine whether the concern actually pertains to Accounting Matters or Compliance Matters and (2) when possible, acknowledge receipt of the concern to the sender.

Concerns relating to Accounting Matters will be reviewed under the Committee's oversight by the Company's General Counsel, internal audit department or such other persons as the Committee determines to be appropriate. Concerns relating to Compliance Matters will be reviewed under the Committee's oversight by the Company's General Counsel or such other persons as the Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

Any employee who reports a concern should not be concerned about experiencing any adverse consequences for having done so. Employees will not be penalized or retaliated against in any way with regard to their employment, nor harassed or threatened for reporting such concerns. As part of its compliance program, the Company must rely on its employees to bring to its attention any conduct that might violate legal requirements or internal policies. Consequently, the

Company cannot, and will not, tolerate retaliation against an employee who has reported a compliance concern. In addition to this policy prohibiting such retaliation, the Sarbanes-Oxley Act of 2002 and other laws protect employees who report violations of certain laws (such as rules and regulations of the Securities and Exchange Commission or anti-fraud statutes) from retaliation with respect to their employment.

V. Reporting and Retention of Concerns and Investigations

The Company's General Counsel will maintain a log of all concerns, tracking their receipt, investigation and resolution and will prepare a periodic summary report for the Committee. Copies of the concerns and the log will be maintained in accordance with the Company's document retention policy, which is set forth in the Company's Corporate Code of Business Conduct and Ethics.

VI. Amendments

The Committee may amend these procedures at any time, consistent with requirements of applicable laws, rules and regulations.