



## **CODE OF BUSINESS CONDUCT - ETHICS & COMPLIANCE FOR ALL EMPLOYEES, MANAGERS & DIRECTORS**

### **CODE OF BUSINESS CONDUCT**

#### **1. ACCURATE RECORDS**

All transactions of the Company must be properly documented, fully accounted for and promptly and accurately recorded in the Company's books and records in conformity with prescribed accounting principles.

#### **2. CONFIDENTIALITY POLICY**

A separate declaration will need to be executed by every employee in respect of the confidentiality policy.

#### **3. CONFLICTS OF INTEREST**

No employee shall direct or indirectly maintain any undisclosed outside business or financial activity which conflicts with the interest of the Company or which interferes with the Employees' ability to discharge his or her corporate duties fully. No employees shall be involved in any circumstances, which may be deemed to constitute a conflict of interest with the Company. In addition, employees with financial interests in concerns that do business with the Company must disclose any such relationship to the Company.

#### **4. CUSTOMER/SUPPLIER RELATIONS**

All customers and suppliers of the Company should be treated fairly and according to applicable laws, customs and regulations. False or misleading statements to customers or suppliers regarding the Company, its products, its competitors, or relationship with other suppliers are strictly prohibited. In addition, to avoid the appearance of improper relations with customers or suppliers, the following standards apply to giving or receiving business gifts, entertainment or certain payments to or from Employees.

#### **5. BRIBES, KICKBACKS AND OTHER QUESTIONABLE PAYMENTS**

Bribes, kickbacks and other improper payments are prohibited. No Employee of the Company may take or enter into any arrangement by way of commission, rebate, receipt or provision of anything of value, consulting or service agreement, bribe, kickback or other payment arrangement, when the Employee knows or should suspect from the surrounding circumstances, that the intent or probable result of the arrangement is to improperly influence the Employee or any other individual to make corporate decisions or take action that would materially benefit the person offering such as payment or arrangement.

#### **6. GIFTS**

Employees may not solicit, accept or offer gifts of money or property, gratitude's, or any other personal benefit or favour of any kind from or to any business, firm or individual doing or seeking to do business with the Company – except for the giving or receiving of gifts when permitted by Company policies, and not prohibited by applicable laws and/or local business customs.



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### **7. ENTERTAINMENT**

Employees should not encourage or solicit entertainment from a business, firm or individual doing or seeking to do business with the Company. Otherwise, the giving or receiving of ordinary business meals and business-related entertainment is permissible, when consistent with the Company policies, applicable laws and/or local business customs.

### **8. EQUAL EMPLOYMENT OPPORTUNITY**

Company employment decisions and policies afford equal opportunity to all individuals. Applicable decisions include, but are not limited to hiring, promotion, demotion, transfer, temporary or permanent separation and rate of pay.

### **9. SEXUAL HARASSMENT AT WORKPLACE**

Workplace sexual harassment of any kind is expressly prohibited.

### **10. ENVIRONMENTAL/WORKPLACE HEALTH**

It is the Company's policy to conduct its operations in strict compliance with applicable environmental and health and safety laws and regulations, in keeping with good corporate citizenship and with a positive commitment to the protection of the natural and workplace environments.

Each Employee responsible for the Company's compliance with such laws should, as necessary and appropriate, consult with and be guided by the Environmental, Health and Safety (EHS) Acts. Employees have a duty to immediately report any violations to the HR Department for follow up action.

### **11. INSIDER TRADING**

Unless authorized, no Employee shall, directly or indirectly, disclose material non-public Company information to a third party, nor purchase or sell or (advise someone else to purchase or sell) the Company's stock based upon such information. "Material" information is information which a reasonable investor would consider important in determining whether to buy or sell the Company's stock.

### **12. POLITICAL CONTRIBUTIONS**

Company assets (products, money, services, or anything else of value) may not be contributed, directly or indirectly, to any political candidate, campaign, or organization except where permitted by law and approved in advance by the Management. No direct or indirect pressure in any form is to be directed toward Employees to make any political contributions or to participate in the support of a specific political party or the political candidacy of any individual.

### **13. ILLEGAL CONDUCT**

Every Employee of the Company must strictly obey both the letter and spirit of all federal, foreign, state, municipal and local laws and ordinances in the conduct of the Company's business. In addition, Employees should avoid legal conduct that may appear illegal or unethical. Any illegal conduct should be reported promptly to the Management as may seem appropriate under the circumstances.



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### **14. SOFTWARE AND INTELLECTUAL PROPERTY**

It is the Company's policy to protect its own intellectual property and respect the intellectual property rights of others (including copyrights for computer software) covering materials that are purchased, leased or licensed for use in the Company's business. Penalties incurred for personal violations will be borne by the individuals. All Employees are therefore prohibited from making unauthorized copies of computer software or other copyrighted material purchased or licensed by the Company

### **15. COMPLIANCE**

The reporting of any violations of law or this Code (anonymously, if so desired) is the responsibility of every Employee. The reason for requiring a report is to permit the Company to undertake an investigation and remedial action that may be necessary to avoid possible future violations.

In particular, any time an Employee has acknowledge of potentially criminal conduct, each Employee has an affirmative duty to report such knowledge through the Company's normal reporting procedures to the appropriate authorities.

All reports of possible violations will be investigated and resolves. No Employee, though, has the right to use such a report as a means to unjustly accuse or harass another.

### **16. BUSINESS ETHICS AND VALUES**

All HoD's are required to conduct an internal department meeting with all their subordinates minimum once a month.

Expense-related decisions must be made in furtherance of GIB's strategic objectives, keeping in mind the best interests of all stakeholders. GIB has adopted policies for expense management and fraud control that govern the expenditure of GIB's funds for operating purposes. Every operating expense, including Reimbursed Business Expenses, Capital Expenditures and Contract Expenditures paid from GIB's funds, is subject to managerial review and approval prior to payment by an individual who has been granted the appropriate level of delegated authority. GIB employees at every level are responsible for expense management. Employees are responsible for reviewing expenses to ensure they adhere to GIB's policies, make appropriate business sense, are approved by the proper authority and are processed through approved payment services processes. Individuals cannot approve their own expenses.

All HoD's are to declare department cost budget to Management every beginning of the year where it is at the best interest of the organization as a whole



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Document to be signed by all employees, managers & directors and return to HR for filing:

### **CERTIFICATE OF COMPLIANCE**

I have read the GIB Group Code of Business Conduct; I understand the provisions of the following standards, as specified in the Code and hereby agree to comply with the Code. I understand that failure to comply will be the basis for disciplinary action, including possible dismissal.

- 1. ACCURATE RECORDS**
- 2. CONFIDENTIALITY POLICY**
- 3. CONFLICTS OF INTEREST**
- 4. CUSTOMER/SUPPLIER RELATIONS**
- 5. BRIBES, KICKBACKS AND OTHER QUESTIONABLE PAYMENTS**
- 6. GIFTS**
- 7. ENTERTAINMENT**
- 8. EQUAL EMPLOYMENT OPPORTUNITY**
- 9. SEXUAL HARASSMENT AT WORK PLACE**
- 10. ENVIRONMENTAL/WORKPLACE HEALTH**
- 11. INSIDER TRADING**
- 12. POLITICAL CONTRIBUTIONS**
- 13. ILLEGAL CONDUCT**
- 14. SOFTWARE AND INTELLECTUAL PROPERTY**
- 15. COMPLIANCE**
- 16. BUSINESS ETHICS AND VALUES**

I will immediately report and future transactions or arrangements, which may constitute a violation of the Code as they may arise during the course of my employment with GIB Group or its subsidiaries.

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Signature:

Name:

NRIC No:

Date: