



INTRODUCTION

William E. Connor & Associates Limited stands for absolute honesty, integrity and fair play. As a Company associate and Company representative, you must ensure the Company's reputation is not tarnished by dishonest, disloyal or corrupt behavior.

This Code sets out the basic standard of conduct expected of all staff (including but not limited to company directors, full-time staff, part-time staff, temporary workers, and contractors) employed or under contract by the Company and its subsidiaries, and the Company's policy on acceptance of advantage and handling of conflict of interest when dealing with the Company's business.

1. Bribery and Corruption

- a. The Company prohibits all forms of bribery and corruption.
- b. Even if bribery seems to be an accepted local practice in a country, staff or anyone acting on behalf of the Company are not allowed to engage in this practice.
- c. The Company takes a zero tolerance approach to bribery and corruption in any form.
- d. Staff are not allowed to request, accept or offer any bribe in conducting the Company's business or affairs. In conducting all business or affairs of the Company, staff must not:
 - i. Solicit or accept any advantage from others as a reward for or inducement to doing any act or showing favor in relation to the Company's business or affairs, or offer any advantage to an agent of another for this purpose;
 - ii. Offer any advantage to any public servant (including Government / public body employee) as a reward for or inducement to his performing any act in his official capacity or his showing any favor or providing any assistance in business dealing with the Government / a public body; or
 - iii. Offer any advantage to any staff of a Government department or public body while they are having business dealing with the latter.



TIP *When in doubt, do not accept or make the offer. The other option is to ask your manager or email integrity@omegacompliance.com. Even if an offer is not accepted, it is still considered bribery and therefore must be reported.*



2. Gifts and Services

- a. It is the Company's policy that staff should not solicit or accept any gifts or services for themselves or others, from any person, company or organization having business dealings with the Company or any subordinate, except that staff may accept (but not solicit) the following when offered on a voluntary basis:
 - i. Advertising or promotional gifts or souvenirs of a nominal value, subject to a maximum limit of US\$25.00 in value, but never in any circumstances money; or
 - ii. Gifts given on festive or special occasions, subject to a maximum limit of US\$25.00 in value, but never in any circumstances money; or
 - iii. Discounts or other special offers given by any person or company to them as customers, on terms and conditions equally applicable to other customers in general.
- b. Gifts or souvenirs described in Item 2 that are presented to staff in official functions are deemed as offers to the Company. The staff concerned should report the acceptance to the Company and seek direction as to how to handle the gifts or souvenirs from their direct manager using Form A (see *Appendix 1*). If a staff member wishes to accept any advantage not covered in Item 2, he/she should also seek permission from his/her direct manager using Form A.
- c. However, a staff member should decline an offer of gift and/or service if acceptance could:
 - i. affect his/her objectivity in conducting the Company's business or
 - ii. induce him/her to act against the interest of the Company, or
 - iii. acceptance will likely lead to perception or allegation of impropriety.
- d. If a staff member has to act on behalf of a client in the course of carrying out of a Company's business, he/she should also comply with any additional restrictions on acceptance of gifts or services that may be set by the client (e.g. staff members performing any duties under a government or public body contract will normally be prohibited from accepting any gifts or services in relation to that contract).
- e. Staff are prohibited from offering gifts or services to any director, staff member or agent of another company or organization for the purpose of influencing such person in any dealing or any public official, whether directly or indirectly through a third party, when conducting the Company's business. Even when an offer of gift and/or services carries no intention of improper influence, it should be ascertained that the intended recipient is permitted by his employer/principal to accept it under the relevant circumstance before the advantage is offered.



TIP

Regardless of value, before giving or accepting any gift or service, always consider:

- *Is the exchange intended to influence business dealings?*
- *Will the exchange appear to others to influence business dealings?*
- *Will the exchange result in any special or favored treatment?*
- *Will my participation in the activity reflect poorly on the Company?*

If your answer is YES to any of the above, do not participate in the exchange.

3. Entertainment

Although entertainment is an acceptable form of business and social behavior, a staff member should avoid accepting lavish or frequent entertainment from persons with whom the Company has business dealing (e.g. suppliers or contractors) or from his/her subordinates to avoid placing himself/herself in a position of obligation.



TIP

***Business meals:** As long as they are infrequent and not extravagant, business meals are not considered entertainment and may be accepted. However, it is critical that any business meal not create a sense of obligation or result in favored treatment with a vendor or business partner. If you are ever uncertain, please ask your manager.*

4. Fraud & Theft

- a. Theft is straight forward. It is taking what does not belong to you without permission. It can include physically taking something like money or property, or it can be done through other means like forgery, embezzlement and fraud.
- b. Fraud can take many forms, but it always involves dishonesty. It involves making someone believe (by words or conduct or by concealing important information) something that is not true, with the intent of having them take (or refrain from taking) some action in reliance on the misrepresentation with the result that they suffer economic harm.
- c. When associates steal or commit fraud, it damages our reputation, our brands, and impacts us all. Regardless of whom benefits, any act that involves theft, fraud, embezzlement or misappropriation of property, money, or services, include that of the Company or any of its associates, vendors, suppliers, or clients is strictly prohibited.
- d. Any associate who engages in or assists others with theft or fraud will be subject to disciplinary action up to and including termination and will also be subject to prosecution. Associates must report suspicious activity immediately.



TIP

Samples are considered to be the Company's property until disposed of in an authorized manner (check with your office's policy). Taking samples without authorization may be considered theft.

5. Records, Accounts and Other Documents

- a. Staff should ensure that all records, receipts, accounts or other documents they submit to the Company give a true representation of the facts, events or business transactions as shown in the document. Intentional use of documents containing false information to deceive or mislead the Company, regardless of whether there is any gain or advantage involved, may constitute an offence.

6. Conflict of Interest

- a. A conflict of interest exists whenever business or personal circumstances impair professional judgment or the ability to act in the interests of the Company or its clients.
- b. Staff should avoid any conflict of interest situation (i.e. situation where their private interest conflicts with the interest of the Company) or the perception of such conflicts. When actual or potential conflict of interest arises, the staff member should make a declaration to *the approving authority* through the reporting channel using Form B (**Annex 2**).
- c. Some common examples of conflict of interest are described below but they are by no means exhaustive:
 - i. A staff member involved in a sourcing or procurement exercise is closely related to or has financial interest in the business of a supplier who is being considered for selection by the Company, or a client of the Company.
 - ii. One of the candidates under consideration in a recruitment or promotion exercise is a family member, a relative or a close personal friend of the staff member involved in the process.
 - iii. A staff member of the Company has financial interest in a company whose quotation or tender is under consideration by a company client.
 - iv. A staff member (full-time or part-time) undertaking part-time work with a contractor whom he is responsible for monitoring.
 - v. A staff member is a relative or close personal friend of his/her supervisor, who has a say on his/her job responsibilities, pay and promotion.
 - vi. An associate starts a company that provides similar services to those of the Company.



TIP

If you are not sure if you face a conflict of interest situation, review this checklist:

- *Will the activity influence your business decision?*
- *Will a family member or friend benefit personally from your involvement in the particular situation?*
- *If the situation becomes public knowledge, would the company be embarrassed?*
- *Would your participation in the activity interfere with your ability to do your job?*
- *Would anyone think it might affect how you do your job?*

If the answer is YES or even MAYBE to any of these questions, you may have a conflict of interest and should discuss the situation with your manager or Human Resources representative.

You may also contact integrity@omegacompliance.com.

7. Misuse of Official Position, Company Assets and Information

- a. Staff must not misuse their official position in the Company to pursue their own private interests, which include both financial and personal interests and those of their family members, relatives or close personal friends.
- b. Staff in charge of or having access to any Company assets, including funds, property, information, and intellectual property, should use them solely for the purpose of conducting the Company's business. Unauthorized use, such as misuse for personal interest, is strictly prohibited.
- c. Staff should not disclose any classified information of the Company without authorization or misuse any Company information (e.g. unauthorized sale of the information). Those who have access to or are in control of such information, including information in the Company's computer system, should protect the information from unauthorized disclosure or misuse. Special care should also be taken in the use of any personal data, including directors', staff's and clients' personal data, to ensure compliance with local Privacy laws.
- d. Clients entrust the Company with confidential information, including use of trademarks and intellectual property, designs, and specifications. Staff who have authorization to use such client information in the course of their job responsibilities and duties shall use them solely for the purpose of conducting the Company's business.
- e. Use of counterfeit goods or components, unlicensed or unauthorized trademarks, patents, copyrighted materials, and unauthorized software in any aspect of the Company's business operations is strictly prohibited.
- f. Staff should not ask for or accept personal favors from subordinates, or ask subordinates to perform personal errands.
- g. Staff should not borrow, or ask to borrow, money from subordinates.
- h. Staff should not ask subordinates to guarantee loans.



- *If you believe you have confidential company information that needs to be shared outside the company, seek approval from your manager or the appropriate owner of the information before sharing information.*
- *All associates should ensure their use of social media does not compromise the confidentiality of Company or client trade secrets or sensitive business information.*

8. Relationship with Suppliers, Contractors and Customers

a. Gambling

- i. Staff are advised to not engage in frequent gambling activities (e.g. mahjong) with persons having business dealings with the Company.

b. Loans

- i. Staff should not accept any loan from, or through the assistance of, any individual or organization having business dealings with the Company.
- ii. There is however no restriction on borrowing from licensed banks or financial institutions.



Associates should never transfer money from their own personal accounts, whether from phone apps or bank accounts, to suppliers, contractors or customers.

9. Outside Employment

- a. If a staff member wishes to take up employment outside the Company, s/he must seek the prior written approval of the head of the office.
- b. The head of the office should consider whether the outside employment would give rise to a conflict of interest with the staff member's duties in the Company or the interest of the Company.

10. Compliance with Laws

- a. Staff must comply with all local laws and regulations when conducting the Company's business, and also those in other jurisdictions when conducting business there or where applicable.



TIP

If a local law conflicts with our Code, you should follow the law. If a local business practice conflicts with our Code, you should follow the Code. If you have a question about what is the right thing to do, ask your manager or contact integrity@omegacompliance.com.

11. Compliance with the Code

- a. It is the responsibility of every staff member of the Company to understand and comply with this Code. Managers and supervisors should also ensure that the staff under their supervision understand well and comply with this Code.
- b. Violations of this Code may result in disciplinary action, including termination of appointment.
- c. Any enquiries about this Code or reports of possible breaches of this Code should be made to your direct manager or any manager.
- d. In cases of suspected corruption or other criminal offences, a report should be made to Omega Compliance.



TIP

If you are not sure if something is in violation of our Code, ask yourself:

- *Is this the right thing to do?*
- *Is this legal and am I authorized to do this?*
- *Is it consistent with our Code and other policies?*
- *Is this in line with the Company's reputation or your personal reputation?*
- *Would you want to see your action reported in the media?*

12. Non-Retaliation

- a. Retaliation may include actions such as gossiping or spreading rumors, excluding an associate from meetings, not assigning work that might normally be assigned to the associate, and bullying or abusive language. While these behaviors are not acceptable in our company culture, when they are linked to an associate who reports or provides information related to unethical conduct, the Company may consider such behaviors to be retaliatory.
- b. Retaliation against any staff member who makes a report, or raises a concern or question, about misconduct will not be tolerated.
- c. Staff members who raise concerns will not be terminated, demoted, or otherwise discriminated against.



- d. Concerns should be raised in good faith, meaning that a genuine attempt was made to provide honest and accurate information, even if it is later proven that this concern was not valid.
- e. Anyone who knowingly makes a false accusation or has acted improperly may be disciplined.
- f. If a staff member voluntarily reports he/she was involved in a violation, self-reporting may be considered when determining the appropriate disciplinary action to be taken.
- g. Co-workers should not isolate associates who have raised concerns – such associates should be treated with respect.
- h. Any change in the treatment toward an associate who has raised a concern could be seen as a form of retaliation.



TIP

If you believe you are being retaliated against, you should speak with your next level manager or Human Resources representative. You may also use EthicsPoint or email integrity@omegacompliance.com.

13. Reporting Unethical Conduct

The Company provides a variety of channels for staff to raise a question or concern or to report unethical conduct, even if the unethical conduct is only suspected.

- a. Direct manager
- b. Next level of management
- c. Any manager
- d. Omega Compliance – Managing Director or Director of Ethics & Integrity
- e. EthicsPoint
 - i. www.ethicspoint.com
 - ii. By phone



TIP

If you are unsure, it is perfectly appropriate to inquire using any of the resources listed above.

Q & A

1. BRIBERY AND CORRUPTION

Q1. Gifts or “red envelopes” may be given by vendors / suppliers during certain times of the year as a local tradition. The gift or “red pocket” cannot be shared amongst your colleagues. What should you do?

A1. The appropriate and correct thing to do would be to say, “Thank you for your generosity but I cannot accept because...” and politely explain the Company’s expectation in regards to offers of gifts and cash or, even better, your own personal work ethic and standards.

Q2. What if the refusal upsets the vendor / supplier, even after the explanation? What should you do?

A2. Reinforce the Company’s expectation. If the person offering still insists, escalate to your direct manager. Bullying or any threat made by a vendor / supplier is unacceptable and should be reported to and handled by management as this is considered to be inappropriate and unethical conduct.

2. GIFTS AND SERVICES

Q3. For the upcoming holiday, a supplier has sent gift cards / vouchers valued at US \$25 each. What would be the appropriate thing to do?

A3. Inform your manager who will then provide guidance on how to handle the gift or if the offer of the gift should be escalated. In general, gift cards / vouchers are deemed to be similar to cash.

Q4. Our office was sent a gift basket from a supplier for the festive holiday. It appears to be very expensive. Should we send it back to the supplier?

A4. Generally, it is acceptable for the office to accept gift baskets from suppliers because of a festive holiday where it is traditional or customary to give gifts as goodwill. However, if the gift basket seems to be especially lavish, the general manager / managing director should take the appropriate action(s), including formally reminding the supplier of the Company’s Code of Ethics.

Q5. After working with a supplier all day, you and your colleagues go to dinner with the supplier. Dinner is over and you have paid for dinner as the most senior associate. As you are calling for the car to return you to the hotel, the supplier offers linens to you and your colleagues. What should you do?

A5. The gifts offered by the supplier would be considered a conflict of interest and using a business relationship to further personal interests, both of which are prohibited.



3. ENTERTAINMENT

Q6. A client will be visiting and has requested you to make reservations for four persons at a lavish restaurant and invited you to join. From past experience, you believe that the client is expecting you to pay for the meal. How should you handle this?

A6. You should speak with your manager before responding to the client to obtain guidance and, as appropriate, approval. This situation may be perceived by others, both internal and external, as one in which you are trying to influence the client even though this may not be true. You may protect yourself of being accused of trying to influence the client by bringing in a third and objective party.

Q7. Your friend has received tickets to a sporting event from a vendor / supplier that you work with. Your friend offers to take you. Would it be ok to accept your friend's offer?

A7. Assuming you would be interested in going to the sporting event, check with your manager and, if it is approved, obtain his/her authorization in writing. As this situation may be perceived as a way for the vendor/supplier to influence your business relationship, your manager will provide you guidance or escalate as necessary.

4. FRAUD & THEFT

Q8. While it is against the Code of Ethics to take samples, taking samples for personal use is a common practice in my office and I want to do the right thing. How should I handle this?

A8. You are correct to raise this concern as samples are company property. Speak with your general manager / managing director and express your concern. Each office should have a policy for handling of samples no longer needed by the Company.

Q9. I received a receipt for a business expense that I realized was incorrect. It is not possible for the receipt to be re-issued with the correct amount. What should I do?

A9. Regardless of whether the amount is in your favor or against your favor, speak with your manager so they may advise you on how to handle the problem given the specific circumstances. The Company wants to ensure associates are fully reimbursed for all authorized out-of-pocket expenses.



5. RECORDS, ACCOUNTS AND OTHER DOCUMENTS

Q10. A client contact is someone whom I have known since before I joined the Company. The client will be in town working with me on company related matters and we will be going to dinner. May I claim the dinner expense?

A10. First of all, you should inform your manager of your relationship to the client contact to avoid any conflict of interest. Second, because the client is also someone whom you have known, and assuming there is also a non-business relationship, it is important for you to advise your manager of the situation and obtain/document his/her authorization in writing to avoid the perception of unethical conduct and/or expense fraud.

6. CONFLICT OF INTEREST

Q11. May I purchase goods produced by a Connor supplier?

A11. No, this would be a direct conflict of interest as you would be using your business relationship with the supplier in order to conduct the transaction.

Q12. My manager asked me to review bids from several suppliers. I noticed one of the lowest bids is from a friend of mine. What should I do?

A12. You should let your manager know about the relationship, give your unbiased feedback, and then remove yourself from the decision-making process to avoid any actual or perceived conflict of interest.

Q13. Would it be OK for my brother to apply for a job opening in my department?

A13. Yes, as long as you disclose your relationship, the position would not put you in direct reporting to him or him to you, and you do not have influence in the hiring decision.

7. MISUSE OF OFFICIAL POSITION, COMPANY ASSETS AND INFORMATION

Q14. A friend of yours asks you for Company information. You are not sure if the information is confidential or not. What should you do?

A14. If you are not sure, please ask your manager. S/he will provide you guidance on what to do and how to handle requests for company information, whether or not confidential.

Note: Since Connor is a privately-held company, it is likely that most information would be considered private and confidential.



Q15. I receive a call from someone identifying themselves as a friend of a colleague whom they have been trying to reach. This friend requests the contact information of my colleague. May I provide this information?

A15. You should never provide private or personal information, including the address, email, or phone number without first checking with that individual. If you do receive such requests, it would be advisable for you to inform the person calling that you would be happy to take his / her contact information to relay to your colleague who may then determine on their own terms whether to return the communication.

8. RELATIONSHIP WITH SUPPLIERS, CONTRACTORS AND CUSTOMERS

Q16. You find that as you work with a supplier, a friendship is developing. What should you do?

A16. Before a friendship develops, consider whether the relationship is one that could create a conflict of interest. While you are free to choose whom you socialize with outside of business dealings, the Company still has its own interests to consider and protect and may need to adjust your position to ensure you are not working directly with the supplier or in a position where your decisions may impact the Company's interests with the supplier.

Always report a relationship which may be or actually is a conflict of interest.

9. OUTSIDE EMPLOYMENT

Q17. I have been asked to be a mentor to university students and this is something I would like to do. Would this be allowed?

A17. Be transparent by informing your manager so s/he may understand the amount of commitment required on your part and whether it might conflict with your duties to the Company and / or whether there might be a conflict of interest to the Company.

10. COMPLIANCE WITH LAWS

Q18. I will be traveling on business to a country where bribery is a common practice. Does this mean that I may engage in bribery to get things done in this country?

A18. Absolutely not. Just because something is a common practice does not make it acceptable as a business dealing. As such, and as a representative of the Company, you are always expected to conduct yourself at the highest level of ethical standards. Please contact your manager immediately if you have been requested to make a bribery payment in order to facilitate a process or transaction.



11. COMPLIANCE WITH THE CODE

Q19. I believe I may have violated a standard of the Code of Ethics.

A19. If you have inadvertently violated the Code of Ethics or were pressured into doing something, please raise this immediately with your manager, next level manager, or to any of the reporting channels.

There are times when we may find ourselves in challenging situations. As long as you are honest, transparent, and report immediately, the situation may be remediated.

Q20. I have heard a rumor that my manager has an uncle who owns a few factories that may be producing products for our clients. Wouldn't this be in violation of our conflict of interest standard? And even then, since it is only a rumor, do I really need to report this?

A20. Yes, if the rumor were to be true, then the relationship would be a conflict of interest for the Company. Also, as important, you should report this rumor. While we understand not all rumors may be true, the nature of rumors and gossip is that they start or are started because of misinformation whether intentional or not. Even if the rumor is not true, to allow a rumor to continue could potentially be harmful to your manager and to the Company.

12. NON-RETALIATION

Q21. I have heard that my manager is receiving kickbacks from suppliers. I am not sure if this is true - I have no evidence, having heard only rumors. I am afraid I will be fired if I report this. What should I do?

A21. Report directly to Omega Compliance at integrity@omegacompliance.com or, if you prefer to remain anonymous, make a report via EthicsPoint (www.ethicspoint.com). Your identity will be kept confidential as with all information provided. Any retaliation for reporting of unethical conduct, even if only suspected, will not be tolerated and will be treated as a form of unethical conduct with corresponding disciplinary action.

Q22. A colleague is under investigation. It's supposed to be confidential, but a lot of people seem to know about it. What should I do?

A22. If there is gossip or talk about an investigation, please raise this concern to your manager, any senior manager, or to Omega Compliance at integrity@omegacompliance.com so the appropriate steps may be taken to address the issue.

Discussing an investigation could compromise the investigation and may damage the subject's reputation even if the allegation is not true.



13. REPORTING UNETHICAL CONDUCT

Q23. What if I believe or am not sure whether my manager is involved in the unethical conduct? I am not comfortable reporting to any of the managers in my office because they are close to my manager.

A23. You have at least two other options to report which are EthicsPoint (www.ethicspoint.com) and Omega Compliance (integrity@omegacompliance.com). Both options will treat your report with utmost confidence. If you prefer to remain anonymous, EthicsPoint would be your best option.

Q24. May I call or use EthicsPoint if I am not comfortable with English?

A24. Yes, EthicsPoint can be accessed from anywhere in the world and local language services are available. If you use the online service, you may write in your preferred language.

Q25. A supplier has informed me that one of my staff has been asking for bribes. How do I investigate to make sure what the supplier has informed me of is valid?

A25. The supplier has reported a serious allegation related to ethics. All reports of bribery or corruption should be immediately and directly escalated to Omega Compliance. Do not investigate further as this may compromise the investigation. Also, do not report to your manager or anyone else for the same reason.