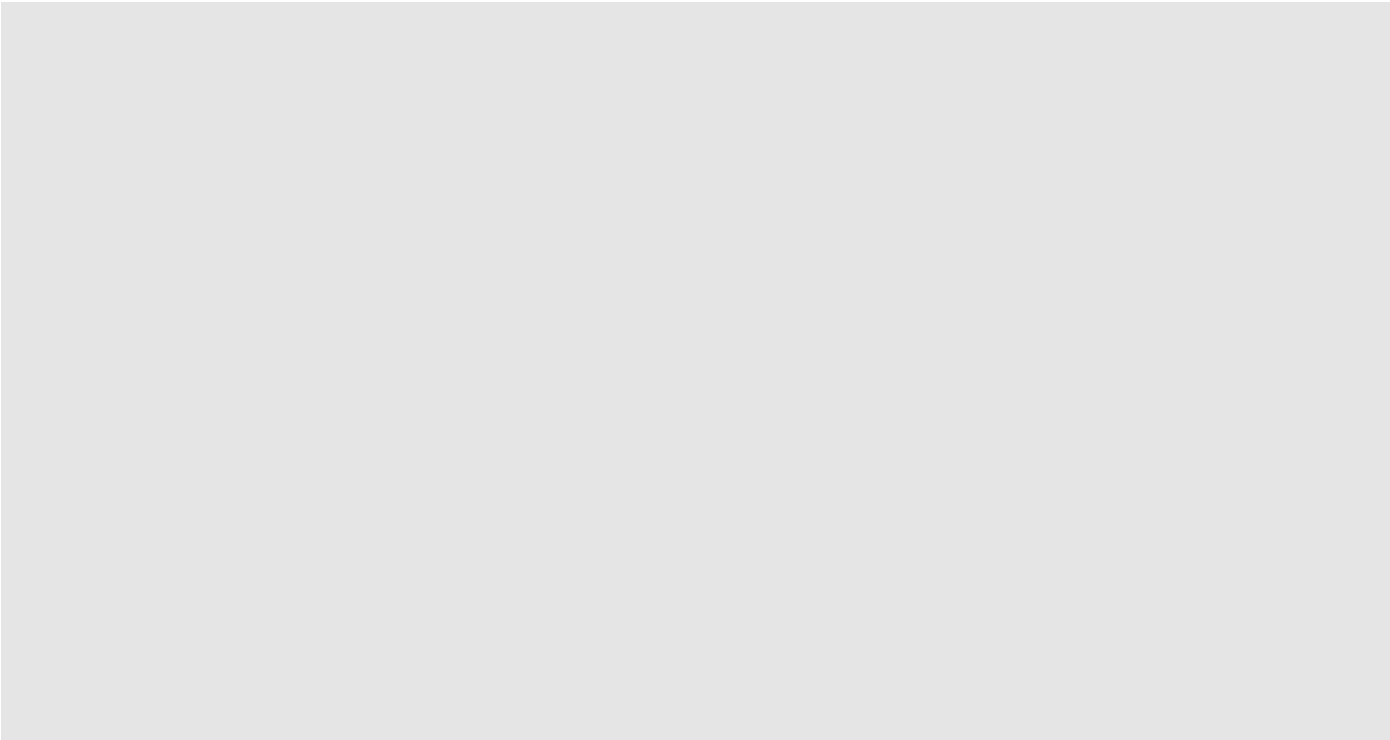


**SWFO INTERNATIONAL FZE, LLC**

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**CODE OF BUSINESS CONDUCT**

***SWFO INTERNATIONAL  
FZE, LLC.***



SWFO INTERNATIONAL FZE, LLC, SPC Free Zone, E311, Sheikh Mohammad Bin Zayed Rd, Al Zahia, Sharjah, U.A.E.

SWFO INTERNATIONAL FZE, LLC

# **CODE OF BUSINESS CONDUCT**

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SPC Free Zone, E311, Sheikh Mohammad Bin Zayed Rd, Al Zahia,  
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SWFO INTERNATIONAL FZE, LLC

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## CODE OF BUSINESS CONDUCT

Dear Employee:

As an employee of SWFO INTERNATIONAL FZE, LLC, its subsidiaries and affiliates, you will always be required to adhere to the highest level of ethical conduct and fair dealing. We are committed to compliance with all laws in every country where we do business. Our expectations regarding compliance are outlined in the SWFO INTERNATIONAL FZE, LLC's Code of Business Conduct. We ask you to manage your activities to comply with all laws, rules, safety regulations and corporate policies.

The code provides information about how you should conduct business on behalf of the company and its affiliates. The code does not provide a summary of all company policies and procedures, but a broad view of how you should approach your work, business relationships, decisions and actions.

As a member of our team, you are expected to accept responsibility, make a personal commitment to excellence and lead others by example. Successful employees at our company will demonstrate:

- Honesty
- Loyalty
- Discipline
- Uncompromising Character
- Continuous learning

You should study the code and then sign and return the certificate of compliance form enclosed. The policies outlined in the code apply to you. Do not hesitate to ask for information if you are in doubt about what is expected of you. If, at any time, you have a question about compliance, please ask a manager, human resources representative or legal department for clarification.

You can take pride in being a part of our team. Our continued reputation for excellence depends on each employee adhering to the business standards and legal ethics set for the in this Code of Business Conduct.

Alexander Ming  
Chairman/CEO

Joseph Arthur Dick  
Managing Director

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This Code of Business Conduct supersedes previous policy statements on the same subject and may be amended or discontinued at any time without notice. Depending upon the particular circumstances of a given situation, the company's actions and the actions of its affiliates may vary from this written code. The contents of this policy DO NOT CONSTITUTE THE TERMS OF A CONTRACT OF EMPLOYMENT, and nothing contained in this code should be construed as a guarantee of continued employment. Employment at-will in the United States means that either the employee of the company may terminate the employment relationship at any time and for any reason not expressly prohibited by law. All reference to SWFO INTERNATIONAL FZE, LLC contained in this code means SWFO INTERNATIONAL FZE, LLC and its subsidiaries and affiliates. For convenience, the term employee will be used in the code to refer to employees, officers, directors and agents of all direct and indirect subsidiaries of the company. In addition, the term manager will be used in the code to refer to manager and supervisors of the company. In the United States, and elsewhere, employees are subject to written terms and conditions of personal contracts that cover their employment. This code does not alter or modify existing terms and conditions or personal contracts.

## INTRODUCTION

How do I know the right thing to do?

When things are not clear, ask yourself:

- ✓ Are there any laws, policies or procedures that address this situation? What about the spirit or law of the policy?
- ✓ Am I looking at this situation objectively, or am I so emotionally involved that I should get help?
- ✓ What are the motivations of the others involved?

**T**he SWFO INTERNATIONAL FZE, LLC, and its subsidiaries and affiliates expect at all times to maintain the highest ethical standard in the conduct of the company’s business. This Code of Business Conduct goes beyond rules set by law, as we know the trust of our employees and the public in the company is both a serious responsibility and a strong tradition. This Code of Business Conduct applies to all company directors, officers and employees, as well as to directors, officers and employees of each subsidiary of the company. The purpose of this code is to set forth the business ethics of the company in a written format that provides clear guidance to the employees of the company. This code serves to (1) emphasize the company’s commitment to ethics and compliance with the law; (2) set forth minimum standards of ethical and legal behavior; (3) provide reporting mechanisms for known or suspected ethical or legal violations; and (4) help prevent and detect wrongdoing. Each employee must comply not only with the letter of this code but also the spirit. By following the policies embodied in this code, we will continue the tradition of integrity in all of the company’s business dealings.

### Accountability

**Every employee is responsible for his or her own actions.** The company holds each employee, regardless of position or status, accountable for complying with the code, company policies and the law. If you do not understand applicable laws or the company’s expectations for your behavior, you have a responsibility to ask a manager or to contact one of the resources listed in the back of this code.

Failure to live up to the responsibilities set forth in this code, either directly, by failure to report a violation or by withholding information related to a violation, can result in discipline, up to and including termination of employment. Furthermore, since many provisions of this code and our policies are based on legal requirements, violations may also subject the individuals involved and the company to criminal penalties, including fines, jail sentences or civil sanctions.

## Additional Responsibilities of Managers

**Managers have the additional responsibility of creating and sustaining an ethical work environment.** Managers are expected to lead by example. Managers must communicate the code and relevant company policies to all of their direct reports and help them understand these requirements. This means not only allowing but also encouraging employees to ask questions, make suggestions and report wrongdoing. Managers must be vigilant to prevent violations of the code, our policies or the law. When allegations of wrongdoing are brought to their attention, managers must take prompt action to ensure that appropriate steps are taken, including any necessary corrective or disciplinary action.

## Protection Against Retaliation

**You may report ethical violations in confidence without fear of retaliation.** No retaliatory action of any kind will be permitted against anyone making such a report in good faith. In many instances, retaliation is against the law. Good faith reporting of violations or possible violations will not result in adverse consequences to the person reporting them, even if the perceived violations are ultimately proven not to have occurred. If your situation requires that your identity be kept a secret, your anonymity will be protected to the maximum extent consistent with the company's legal obligations.

However, if a report is made in bad faith – for instance, if a false or misleading report is made in a deliberate effort to get someone in trouble (as opposed to an honest mistake) – the person making the report may be subject to disciplinary action.

### *Speak Up*

*If you are aware of any violations of this code, our policies or the law, you must report them. Speak to your manager, your human resources representative, the legal department, the Ethics and Compliance Hotline or any other contact listed in the back of this code.*

## *The Ethics and Compliance Hotline*

A hotline is available for reporting unethical and illegal acts. Unethical and illegal acts can cause serious loss to the company, its employees and its customers. Some common examples of unethical and illegal acts are:

- Destroying, altering or falsifying company records.
- Accounting or auditing irregularities.
- Kickbacks.
- Retaliation against whistleblowers.
- Conflicts of interest.
- Misuse of company assets, including theft, fraud, waste and abuse.
- Unauthorized discounts.
- Violations of antitrust, environmental or other governmental compliance regulations.

Callers to the hotline may remain anonymous, and those who choose to provide their name will have their identity protected to the extent allowed by law. The hotline can be reached by calling **+852.9540.10936 ext. 911**. You can reverse the charges. Just tell your local operator you would like to place a reverse call to Dubai, UAE. If the operator asks for your name to place the call, you can use the company name to remain anonymous. Issues related to job performance, harassment or discrimination and employee disputes should first be reported to your local human resources representative.

## **Fair Dealing**

**Deal fairly with customers, suppliers and competitors.** You are expected to act in good faith, with due care, and shall engage only in fair and open competition by treating competitors, suppliers, customers and colleagues ethically. Do not take unfair advantage of anyone through manipulations, concealment, and abuse of privileged information, misrepresentation of material facts or any other unfair practice.

## **Treatment of Customers**

**Be honest with customers.** Treat them with respect and dignity and promise only what you can deliver. Satisfied customers are the key to the company's success, and our reputation must be one of high integrity. Earn our customers' continued loyalty every day by treating them fairly, delivering the products and services they want and exceeding their expectations.

## **Antitrust Compliance and Competition**

**Antitrust laws, known in some countries as competition laws, have been designed to promote competition.** It is the policy of the company to comply with all governmental antitrust laws and regulations. It is fundamental that the company independently determine the pricing, delivery dates, commissions and other contractual terms offered to customers. You are expected to adhere to these principles and monitor compliance by subordinates. The following conduct is illegal and prohibited by the company.

- **Price Fixing.** This includes oral, tacit and implied agreements or understandings to adhere to certain prices. Almost any communication among competitors relating in any way to current or future prices, or other terms and conditions of sale or purchase, should be avoided.
- **Bid Rigging.** This involves any agreement to refrain from bidding, to bid at a certain price or to submit a protective bid (a bid that is obviously less favorable than a competitor's bid).
- **Territorial or Customer Allocation.** Any agreement among competitors that contemplates or results in a division or allocation of customers or territories to be served is prohibited.
- **Refusal to Deal.** Agreements among competitors to refuse to sell or to purchase from any person are prohibited.
- **Reciprocity and Trade Relations.** You should make sales on the basis of excellence of product and service, fair pricing and honest salesmanship. Purchases must be made on the basis of quality, service and price. Do not seek, obtain or retain business by agreeing to purchase supplies from a particular customer. Decisions to purchase and sell must be made independently of each other.
- **Tying Arrangement.** Do not condition or tie the sale of any service to the sale of any competitive product or service.

#### **Business Partners**

Do not do business with others who are likely to harm the company's reputation. All arrangements with third parties must comply with company policy and the law. Never use a third party to perform any act that you, as an employee, would be prohibited from engaging in directly.

Competition law issues may be very complex. As such issues arise; you should review this policy and discuss any issues with the legal department. All communication with the legal department should occur with via the President's office.

## **Confidentiality of Client and Business Partner Information**

**Maintain the confidentiality and security of sensitive information of clients and business partners.**

Your knowledge of confidential information about the company's clients and business partners places you in a special position of trust. Maintain that trust by protecting such confidential information as if it were your own.

## **Gifts and Entertainment**

**The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships.** Except as provided in this section, you must neither solicit nor accept gifts, in cash or in kind, from person or companies attempting to acquire business from the company or from customers, vendors, governmental bodies, labor organizations, or other individuals or entities doing business with the company. Gifts include favors, money, goods or services. You should be aware of governmental restrictions, entertainment rules and recruiting prohibitions that limit such activity. Contact the legal department if you have any question about what is appropriate. Where not specifically prohibited by law, it is appropriate to accept and give reasonable gratuities in the ordinary course of a business relationship where custom and practice dictate that such conduct is appropriate and openly disclosed to the company. These situations include, but are not limited to:

- Customary gifts at holidays or special occasions.

- Free meals, entertainment or travel in the course of a business meeting or business relationship.
- Unsolicited advertising or promotional materials.

Expenditures of a value in excess of \$100, or its monetary equivalent in foreign currency, per individual are to be avoided. When entertaining customers or suppliers, the cost and nature of the entertainment should be planned and carried out in a way that appropriately and reasonably furthers the conduct of the business of the company. Also, avoid social invitations from customers or suppliers where cost to the host would appear to be excessive. All donations from the company to charitable organizations must be approved by an officer identified in the company's charitable contributions policy. All vendor, supplier and business relationships with outside parties should be formalized in written agreements after arms-length negotiations and in accordance with company procurement policies. These are general guidelines. If a question arises with respect to giving, soliciting or receiving a gift or gratuity from a party with whom the company does business, bring the matter to the attention of the legal department.

## Improper Payments

**All countries prohibit the bribery of their own public officials and many also prohibit the bribery of officials of other countries.** Under the U.S. Bribery Act, it is illegal to offer, pay or promise money or anything of value to any foreign governmental official, political party or candidate for political office (or to anyone else who might turn over money or anything of value to such person or political party) for the purpose of directly or indirectly obtaining or retaining business. Also, the company can be held liable under this law for the actions of its Non-American subsidiaries. The company strictly prohibits these activities and requires all employees to comply with laws regulating relations between company management and governmental officials. Violations of law could subject the company to serious fines, and those individuals who violate these laws may be subject to a prison sentence and personal fine.

**Improper Practices.** Entertainment, gifts or cash payments should not be used to influence individuals or groups who are in a position to award contracts or affect the award of contracts, business or other benefits to the company. Bribes and kickback payments to influence agents or employees of any third party are strictly prohibited and may violate various national laws including bribery, local, federal, and international wire and mail fraud laws.

**Related Party Transactions.** Related parties exist where:

- An officer or director of the company is also an officer or director of a related business entity.
- An officer or director of the company has a significant financial interest in a related business entity through the beneficial ownership of any class or securities or otherwise.
- Any trust in which an officer or director of the company has a substantial interest or serves as a trustee or in a similar fiduciary capacity.
- A relative of an officer or director of the company is in an organization where there can be significant influence as a result of business transactions.

Any officer or director who is in such a position must make full disclosure to the President for determination as to whether a transaction between the company and the related party is appropriate under the circumstances and otherwise is in the best interests of the company. Depending upon the circumstances, regulatory approval may be required prior to consummating a related party transaction.

## Communicating With the Government and the Public

The Company is committed to making full, fair, accurate, timely and understandable financial disclosures to governmental agencies and the public. Where applicable, you should provide thorough and accurate financial accounting data for inclusion in such disclosures. You should not knowingly conceal or falsify information, misrepresent material facts or omit material facts necessary to avoid misleading the company's independent public auditors or investors.

You must follow strict guidelines regarding the release of company-related information to the public. To ensure that public disclosures are handled properly, the President's office coordinates all such disclosures. All media requests should be forwarded to his or her office.

## Political Activities

The company encourages you to be politically active by communicating with your national, federal, state and local elected officials; voting; attending caucuses; and helping with campaigns. However, you cannot use company resources for the purpose of supporting, directly or indirectly, any political issue, any political party (foreign or domestic), or the campaign of any candidate for political office. Further, you will not be

reimbursed for personal political contributions or the cost of attendance at any political activity. Nothing herein is intended to prohibit support of political candidates or issues through lawful political action committees or individual support allowed by law. It is company policy to follow ethical standard of behavior in dealings with governmental customers. You must always act to avoid any impropriety or even the appearance of impropriety.

**Political Gifts.** National, federal, state and local laws restrict the offer, promise or gift of anything of value to an employee, agent or official. It is the policy of the company not to offer, promise or make any gift to any local, state, federal, or foreign governmental employee, agent or official.

**Entertainment.** Entertainment is generally viewed as simply a type of gift; therefore, the same rules apply as those referenced previously in this code.

**Meals.** Generally, regulations permit a company to supply refreshments or meals only if such service would facilitate the conduct of official business and if the public official cannot determine a value for the official's share of the food provided. Regulations vary among the different governmental bodies, and no refreshments or meals should be provided unless expressly authorized by the governmental body's stated policy. No refreshments or meals may be provided to those public officials who serve in a procurement function for goods and services provided by the company. Any questions you have about appropriate activities should be directed to the President.

### **Internal and External Investigations, Subpoenas and Governmental Inquiries**

When violations of the SWFO INTERNATIONAL FZE, LLC's Code of Business Conduct or other company policies and rules are reported, the company will conduct a fair and impartial investigation into the reported violation. All directors, officers and employees are to cooperate fully by providing complete information and documents as requested.

In addition, the company fully cooperates with requests for information from governmental officials. Contact the President before responding to any governmental subpoenas or non-routine requests (including interview requests). If after consulting with the President, you provide information to a government representative, anything you provide must be truthful and complete.

**Records or documents relevant to litigation or an investigation must never be altered, falsified, covered up, concealed, mutilated or destroyed.**

## Trade Associations and Organizational Memberships

**You are encouraged to belong to trade associations when such groups contribute significant benefits sufficient to justify the time and cost of membership or support.**

By their nature, trade associations involve meetings and discussions with competitors and care must be taken to avoid antitrust problems.

You must obtain permission from a corporate officer before joining a trade association and before you appear at any meeting as a speaker or member of a panel where statements will be made on behalf of the company.

You are encouraged to participate in charitable, educational, community or religious activities on personal time or where your participation does not interfere with work performance and is approved by your manager.

The company may encourage certain employees, depending upon their positions, to become members of organizations such as the chamber of commerce or professional or technical organizations in order to provide company representation, networking, and employee development.

Where this type of membership is approved in advance, the company will reimburse reasonable expenses incurred as a result of participation.

## Diversity and Equal Employment Opportunities

We are committed to fair employment practices including diversity and equal employment

### Treat Others With Respect and Dignity

You are personally responsible for honoring the company's commitment to diversity and equal employment opportunity. Treat other employees with respect and dignity and help maintain an inclusive workplace in which all employees have the opportunity to demonstrate their full potential.

**opportunity.** The company respects the unique attributes and perspectives of every employee. We rely on the diverse perspectives of all employees to help the company build and improve its relationships with clients and business partners. It is the policy and practice of the company to provide equal employment and promotional opportunities to all employees based upon their abilities, achievements and experience without regard to race, religion, color, sex (including pregnancy), sexual orientation, age or national origin, or any other factor as provided by the laws of the country where we do business. The company is committed to observing those laws that pertain to freedom of association, privacy, recognition, and the right to engage in collective bargaining and to otherwise fully comply with all applicable employment discrimination laws wherever we do

business. This applies to all aspects of the company's employment decisions including recruitment, hiring, placement, development, promotion, training, scheduling, benefits, compensation and termination. If a conflict arises among the requirements of this policy and the laws, customs or practices of a particular area, consult with the President to determine the most appropriate course of action.

## Harassment

**We do not tolerate harassment of any kind including sexual harassment, racial harassment or any other type of behavior that is hostile, disrespectful, abusive or humiliating.**

Sexual harassment occurs when one person requires another to submit to unwelcome sexual advances as a basis for employment decisions, makes requests for sexual favors or engages in other unwelcome conduct of a sexual nature. Sexual harassment also can occur when such conduct unreasonably interferes with an employee's work performance or creates an intimidating, hostile or offensive working environment (such as sending sexually oriented e-mails at work). Although we all have responsibility to report any incidents of harassment that we witness or experience, managers are specifically required to report to their human resources representative all sexual harassment complaints (both formal and informal) they receive. Other unacceptable forms of harassment including belittling or humiliating subordinates or co-workers, derogatory comments, insults and jokes that target a certain group such as race, gender, religion, or religious belief, color, sexual orientation, disability, age or national origin. A complete copy of the company's policy addressing discrimination and harassment is available. Ask your manager for a written copy of the policy or contact your human resources representative or any corporate official listed in the back of this code. The company has zero tolerance toward any violation of this policy, and every employee has a responsibility to comply with this policy.

### Be Sensitive to Others

What may seem funny or harmless to some people can be hurtful or degrading to others. Be sensitive to how others could perceive your words or behavior. Always speak and treat others in a civil, professional manner. Think ahead of time if a joke, comment or action might be taken as threatening, hurtful, offensive or insulting. If it could be, avoid it.

## Workplace Violence

**We do not tolerate workplace violence of any kind.** Actions that are intimidating or threatening are likewise prohibited.

**Further, to help ensure a safe work environment for all employees, no employee may use or possess any weapon while on company premises or while conducting business on behalf of the company.**

Contact your manager if you witness or experience any threatening or actual incidents of violence in the workplace.

## Workplace Safety

**We are committed to providing a safe and healthy environment for all employees.** Every effort must be made to develop and maintain a safe and healthy environment for employees and the public. To that end, you are expected to have a thorough and specific knowledge of all operating and safety rules that relate to your job assignment.

Every employee is responsible for safety compliance. You must operate all company equipment in a safe manner at all times, and extreme care must be exercised to prevent damage or injury to people, equipment or property.

**Any injuries, damages or defects caused or discovered must be reported immediately to your manager. All accidents, environmental concerns and dangerous situations must be promptly reported to your manager or human resources representative.**

## Conflicts of Interest

**Avoid conflicts of interest.** A conflict of interest occurs when you (or a family member) have a personal interest or involvement in an activity that could interfere with your ability to perform your job in an objective, impartial and effective manner. An apparent conflict of interest occurs when personal interests or activities could lead others to doubt your objectivity or impartiality. Conflicts of interest also may arise if you, or members of your family, receive improper personal benefits as a result of your position at the company. Loans to, or guarantees of obligations of employees and their family members may create conflicts of interest.

You must avoid personal conflicts of interest or the appearance of such conflicts that could reflect adversely on you or the company. Avoid direct or indirect involvement or management in business activities that compete with the company, that have a business relationship with the company or that could otherwise be contrary to the company's interest.

- You may not own more than a 2 percent interest in any publicly-traded company that is a supplier, customer or competitor engaged in the same business as the company.

- You must not directly or indirectly sell goods or services to the company or otherwise act as a service provider or vendor to the company.

- You must not take advantage of your position at the company to earn a personal profit from company property, information or business opportunities.

To ensure no conflict of interest exists, either directly or indirectly, you are required to obtain approval from the President before accepting employment, offices or board positions in other for-profit businesses, or having your own business if it raises a potential conflict of interest or appearance of a conflict of interest. If you think you may have a conflict of interest, or even the appearance of a conflict of interest, you are required to immediately disclose the circumstances to the President for guidance. All directors and executive officers of the company and its subsidiaries shall disclose any material transaction or relationship that reasonably could be expected to give rise to such a conflict to the President. No action may be taken with respect to such transaction or party unless and until such action has been approved by the President.

### Avoid Conflicts

While it is impossible to list all situations that could constitute a conflict of interest, the following are some examples:

- Using company property, information or your position at the company for personal gain. This includes taking personal advantage of opportunities for financial gain that are discovered in the course of your work and in which the company may have an interest.
- Having ownership or economic interest in a company that does business with the company if you are in a position to influence PUSA's relationship with the company.
- Having decision-making authority or influence over a company vendor where the vendor representative is a friend, family member or former company colleague.
- Having outside employment or fee-earning arrangements that interfere with your ability to perform your job.
- Competing with the company or violating our policies on investing in a competitor.

## Financial Controls

**The company will maintain accounting records and internal control procedures consistent with this code and the laws and regulations applicable to the company in countries where we do business.**

Specifically:

- No undisclosed or unrecorded funds or assets shall be established.
- No false or artificial entries shall be made in any books or records for any reason, and no employee shall agree to any arrangement that results in such an act.
- No payment shall be approved or made with the intention that it is to be used for any purpose other than as described by the document supporting the payment.
- All transactions related to the purchase of goods and services must comply with established company procurement procedures.
- All transactions related to the sale of goods and services must comply with established company sales procedures.

The chairman and chief executive officer and each senior financial officer shall identify and report any information he or she may have concerning (a) significant deficiencies in the design or operation of internal control over financial reporting which could adversely affect the company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company's financial reporting, disclosures or internal control over financial reporting.

## Intellectual and Informational Property Rights and Usage

**All intellectual and informational properties that are generated by an employee or contractor on company time or with company resources are the sole and exclusive property of the company.** The obligation of employees to protect the company's assets includes its proprietary information. Intellectual and informational properties include:

- Patents, copyrights, inventions, trade secrets, programs, documentation, videos, advertising artwork, etc.
- Any development, idea, technology, product improvement or discovery in any medium or form.
- Messages sent via electronic mail or voice mail.
- Information created on or stored in company or employee time management planners, paper files, diskettes, personal computers, memory sticks, compact discs or similar media.
- Business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports.

Unauthorized use or distribution of this information would violate company policy. It could also be illegal and result in civil or criminal penalties.

Computer equipment, proprietary programs, software and communication systems such as electronic mail, voice mail and phone systems are the property of the company. The company provides these systems at its expense and intends the systems be used for company business. Various policies are published by the business platforms to advise employees about company monitoring activity, waiver of privacy and appropriate use of company computer equipment. Ask your manager for a copy of the policy that applies to you.

## Confidentiality of Company Information

**Keep confidential and safe all internal information, documents and trade secrets of the company.** Except as necessary in the course of the company's business, do not disclose any information, documents, trade secrets or other matters concerning the company. All requests from new media should be referred to the President's office.

Unless expressly allowed by the chairman and chief executive officer, president or general counsel, do not reveal to any person or entity outside of the company any information concerning the company's inventions, processes, methods, business plans, financial performance, financial projections, trade secrets, merger or acquisition plans, customer lists, business practices, computer software or information stored in communications systems, personal information that we collect from or maintain about customers, vendors, employees or any other matter considered or reasonably expected to be considered confidential by company.

All employees and former employees must keep strictly confidential all information with respect to the company and its affairs. Care must be taken to avoid inadvertent disclosure of confidential company information in the context of casual questions from relatives and social acquaintances. Your obligation to preserve confidential information continues even after your employment at the company ends. Employees who leave the company for a competitor may not use information they learned at the company or to select and solicit current employees to work for the competitor for a reasonable period of time.

The security of all the company's internal informational documents, including written or electronic records and trade secrets, is your responsibility. Take appropriate steps to ensure that information and informational systems are properly protected from unauthorized disclosure. Do not attempt to access information that you are not authorized to access by circumventing any electronic device or access control. You must comply with all applicable privacy and data protection laws, regulations and treaties.

## Disciplinary Action for Violation of Rules

**You must abide by rules and practices established by the business platform in which you work.** Rule infractions will be dealt with according to the seriousness of the offense and the particular facts of each case. You are expected to follow this code except where specifically instructed by business policies established to comply with laws outside the domestic United States, and its territories. Employees who violate rules contained in this code or those policies established by the department or area where they work will be subjected to disciplinary action, liability and possible termination. Some

acts of misconduct, even if committed for the first time, are so serious that standing alone they may justify immediate termination. Some examples of these offenses are:

- Theft.
- Abuse of alcohol or drugs.
- Insubordination
- Dishonesty
- Fighting
- Falsification of records.
- Sexual harassment.
- Failure to cooperate or providing false information in a company investigation.
- Intentional destruction or abuse of property.

### Keep it Secure

*Protect confidential information, whether it relates to the company, our customers or co-workers.*

- *Access it and share it with co-workers only on a need-to-know basis.*
- *Do not share it with anyone outside the company unless legally required or as authorized in advance by the general counsel.*
- *Password protect your computer.*
- *Lock confidential papers in your desk or cabinet before leaving your workstation.*
- *Be careful not to discuss confidential information in a place where others may hear. Although there is often a temptation to discuss the company with friends and family in relaxed informal settings, remember these rules apply in all situations.*

- Threatening, intimidating or interfering with other employees.
- Creating a hostile working environment.
- Unauthorized use of company equipment, computers or communication systems.

## General Rules

### Abuse of Property

Defacing, mutilating, misusing or otherwise abusing company equipment or property, or the property of customers or other employees during the course of your work assignment is prohibited

### Abusive Language

You are required to refrain from the use of abusive or profane language on company premises or in any area where company operations are conducted.

### Address and Telephone

It is required that you keep your manager and human resources advised of your current residence address, telephone number, and cell number.

### Alcohol and Drugs

You are strictly prohibited from using, possessing, transferring, selling, purchasing or being under the influence of alcohol or any illegal drug at any time while working or on company property. Any violation of alcohol or drug rules may be grounds for immediate termination. When the company has reason to believe you may have used alcohol or drugs in violation of these rules, you may be required to submit to testing for the presence of alcohol or drugs at a time and place designated by the company. In accordance with applicable law, you may be subject to random alcohol and drug testing. When the company has reason to believe you are in possession of alcohol or drugs in violation of these rules, you may be directed to submit to a search of your person and property.

### Attendance

- **Regular attendance.** In order to respond to our needs of service, you are needed on the job, on time, every scheduled workday. Accordingly, your regular and timely attendance at work is required as a condition of continued employment. You are expected to maintain an attendance record satisfactory to the company. You are required to notify your manager as soon as you realize that you will be unable to report to work, and you must at that time give the reason for your absence.

- **Sick Leave and Occupational Injury Leave.** In cases where your manager has reason to doubt the genuineness of a specific absence claimed to be due to illness or injury, or where your pattern or frequency of illness demonstrates a lack of attendance reliability, you may be required to visit a licensed physician in a timely manner and furnish a certificate from such medical doctor. Prior to a returning after an illness, injury or medical procedure, you may be required to furnish a certificate from a medical doctor regarding your fitness for duty.

- **Family Medical Leave.** Depending upon the circumstances, you may be eligible for family and medical leave. The company has a strong commitment to comply with all laws that provide for employee needs. In order to determine eligibility, contact your manager or human resource officer.

## Use Good Judgment

These basic rules are not an all-inclusive list. You are expected to use good judgment and common sense and to comply with rules of conduct that are commonly accepted in a working environment.

These rules also apply to employees covered by a collective bargaining agreement, except where a rule is indirect conflict with the express written terms of an applicable collective bargaining agreement.

**Cooperation With the Company**

It is a basic requirement of your job that you cooperate fully with the company in any investigation concerning your conduct or the conduct of other employees. Your cooperation includes the requirement that you are truthful, do not conceal information or provide misleading information.

**Cost Containment**

You are required to respect the financial, equipment and personnel resources of the company and make decisions that use them prudently.

**Equipment and Tools**

Unauthorized use or operation of tools, equipment or vehicles is strictly prohibited. You are not permitted to use or operate any tool, piece of equipment or vehicle unless you are qualified to do so. Lending company equipment or tools is not permitted without the express approval of management.

**Fitness**

You must be physically and mentally fit for the safe performance of the work you are assigned. Continued employment may be dependent upon the maintenance of this qualification. You must cooperate fully in efforts by the company to determine your fitness.

**Games and Gambling**

You are not permitted to play cards or other games on company or customers property without the express approval of your manager. Gambling on company property or during your work shift, including lunch or other break periods, is prohibited.

**Honesty**

It is a basic requirement of your job that you be honest and truthful in all aspects of your employee-employer relationship with the company. Dishonesty of any kind in relations with the company is strictly prohibited.

**Injury**

You must report all injuries sustained on the job as soon as possible to your manager regardless of the nature, cause or seriousness of the injury.

**Insubordination**

You are required to comply with the lawful directions and orders of management at all times. You also must refrain from engaging in any verbal or physical conduct toward your manager that disrupts the company's operations or tends to undermine your manager's authority or control.

**Posting and Distributing Materials**

Except as permitted by an express provision of an applicable collective bargaining agreement or as required by applicable labor law, the wearing, distributing, posting or affixing to company property notices, petitions, literature, buttons, patches, insignia, stickers or other informational material without the express permission of management is prohibited.

**Dress Code**

Personal grooming and attire must be neat, in good taste and in conformity with applicable business platform and work area standards. Because of the diverse business operations ranging from office environments to manufacturing plants and client business facilities and buildings, business and department heads have the discretion to determine the appropriate dress code within their areas. Appearance is a direct reflection on the company; therefore, there are times when what is considered fashionable will not be considered appropriate or acceptable. The primary objective must be to project a professional image while recognizing the practical implications of the work being done.

## **Records**

Any falsification of claims for pay, earning records, expense accounts or other pay records is considered an act of theft and is strictly prohibited. You shall not knowingly submit inaccurate or false information on any company record, report, electronic record or document.

## **Rules Concerning Attention to Work**

- **Work Performance.** You are expected to perform your assigned work in a safe, conscientious and efficient manner to the best of your ability and to the satisfaction of your manager and other supervisors. Delaying, interfering or hindering work production is prohibited. Conducting personal business on company time is not permitted.
- **Work Assignments.** Unauthorized absence from your work location during your work shift is prohibited. You must avoid spending undue time in lavatories, halls or places furnished for your convenience. Such loitering is prohibited even if you have no specific assigned duty at the time.
- **Work Schedule.** SWFO INTERNATIONAL FZE, LLC's core working hours are 8:00a.m. to 5p.m. In order to meet the needs of our customers, there may be alternative work hours approved by the business platform president. Leaving work prior to the end of your schedule shift is prohibited unless you have the express permission of management.
- **Sleeping on the Job.** Sleeping on the job or giving the appearance of sleeping on the job is prohibited.
- **Disturbing Others.** You are expected to pay strict attention to your own job assignment and to refrain from disturbing other employees in the performance of their work. Horseplay of any kind, whether or not it results in personal injury or property damage, is prohibited. Harassing, threatening, intimidating, assaulting, fighting or provoking a fight or similar interference with other employees at any time, on or off duty, is prohibited. You shall not spread false or malicious rumors concerning the company or any of its employees.
- **Solicitation.** No person shall solicit for external causes on company premises or on company time, except as authorized by management or as permitted by applicable law.
- **Theft.** You must protect company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. The theft, attempted theft or unauthorized possession of any property belonging to the company, another employee or any other person or firm doing business with the company, whether such property is of value or not, is prohibited. You are expected and required to cooperate fully with the company in any inspections or searches undertaken to determine compliance with this rule.

## **Use of Company Computers and Communication Systems**

You are subject to rules regarding the use of company information technology that are issued in accordance with law by the business platform in which you work. You must be familiar with restrictions for use of information technology that include, subject to relevant law, the following:

- **Prohibited Activities.** Sending, receiving, displaying, printing, or otherwise disseminating material that is fraudulent, harassing, illegal, sexually revealing, explicit or obscene is prohibited. Users encountering such material should immediately report it to their manager or their human resources representative.

- **Prohibited Uses.** Users may not utilize the company's intranet and e-mail resources for commercial or personal advertisements, solicitation, promotions, destructive programs (i.e., viruses, or self-replicating software), political material, gambling or any other use that is or may be adverse to the best interests of the company. Users should exercise the same care in drafting e-mail as they would for any other written communication. Anything created on the computer or Internet may be reviewed by others. Visiting adult web sites containing sexual images is strictly prohibited.

- **Virus Detection.** All material downloaded from the internet or from computers or networks that do not belong to the company must be scanned for viruses and other destructive programs before being placed onto the company's computer system. All computers connected to the Internet will be supplied with automatic virus checking software; however, it is the user's responsibility to ensure that all downloaded material is scanned by anti-virus software.

- **Disclaimer of Liability.** The company will not be responsible for any damages, directly or indirectly, arising out of the use of its Intranet and e-mail resources.

- **Computer Policies, Privacy, and Monitoring.** Various policies are published by the business platforms to advise employees about the approved use of company computer equipment. You are expected to be familiar and comply with applicable computer use policies and laws covering the use of the company's computer equipment that applies to employees in the UAE and elsewhere. Ask your manager for a copy of the policy that applies to you. Subject to these policies and the law, the company has the right to monitor any and all aspects of its computer systems including, but not limited to, monitoring any sites users visit on the internet, reviewing material downloaded or uploaded by users, and reviewing e-mail sent and received by users. Employees waive any right to privacy in anything they create, store, send or receive on the computer or the Internet while using company computer equipment, and cell phones.

- **Compliance With Applicable Laws and Licenses.** Users must comply with all software licenses, copyrights and all laws governing intellectual property and online activity.

## ***Monitoring Computer***

### ***Usage***

All information stored on or created using company equipment shall be the sole property of the company. Except where provided by law and any local practices, individuals should not have an expectation of privacy, and all employee activity on company computers may be monitored by the company. Various policies are published by the business platforms to advise employees about what activity is appropriate. All employees must be familiar and comply with applicable computer use policies and laws covering the company's computer equipment that applies to employees in the UAE and elsewhere. Ask your manager for a copy of the policy that applies to you. For your protection, sharing user accounts or passwords is strictly prohibited.

## **Use of Company Name and Endorsements**

You may not use the company name in any transaction, lease, purchase agreement, bill of sale, contractual document or other legal document as a representative of the company without the advance approval of management. Communications with the media must be approved in advance with the President.

You must not endorse, promote or give testimony for products, services or equipment the company uses, either personally or on behalf of the company. Any requests for such endorsements should be forwarded to the President to determine whether approval would be in the company's best interests. Any approvals for endorsements must be obtained prior to the endorsement and must be in writing from the President.

## **Environmental Responsibility**

The company takes pride in its commitment to compliance with applicable environmental standards. The company believes responsible environmental management is good business. It benefits our customers and improves the quality of the environment in which we live. This policy establishes the environmental RESPECT principles that guide our corporate commitment to the environment.

**Responsibility.** All levels of management are responsible for integrating environmental management programs into business processes in order to measure and improve environmental performance. All employees are responsible and accountable for understanding and incorporating environmental compliance requirements into their daily work activities with the obligation to bring issues and concerns forward for resolution.

**Efficiency.** We will responsibly use natural resources and pursue increased efficiencies that reduce waste and emissions at their source. We will develop sustainable operations and implement environmental projects designed to leave a clean healthy environment for our children and future generations.

**Stewardship.** We will respect our natural resources and take care in balancing the needs of customers with our obligation to future generations. We will seek opportunities to preserve, restore, protect and improve our natural surroundings.

**Performance.** We will set challenging goals and assess our ability to continually improve our environmental performance. Through the strategic management of our assets, we will improve the environment and contribute to our business success.

**Evaluation.** We will perform audits to evaluate our environmental compliance and use the results to improve our operations and their impact on the environment.

**Communication.** We will foster open dialogue and informed decision making through communication of environmental information with management, employees and the public. We will work with governments and others in creating responsible environmental laws and regulations reflective of sound public policy.

**Training.** We will provide the training necessary for our employees to perform their environmental responsibilities. We will encourage and provide opportunities for employees to learn more about the environment and foster an atmosphere of creating cost-effective solutions that go beyond compliance. While the code sets forth the minimum standards of acceptable behavior, it is not intended to cover every issue that may arise. Your good judgment must always be your guide. The code is not solely about what company employees may and may not do. The code is about providing you with resources to support you in doing the right thing. If you ever need help deciding how to handle a particular situation at work, need to report a situation or need support in doing the right thing, the first person you should turn to is your manager. If you do not feel comfortable doing that, contact your human resources representative or any of the other contacts listed in the back of this code. Remember, a good guideline is to act, at all times, in a manner that you would be proud to explain to your family and friends.

We must all work together to ensure prompt and consistent action against violation of this code. In some situations, however, it is difficult to know if a violation has occurred. Because we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper?
- Clarify your responsibility and role.
- Discuss the problem with your manager.
- Seek help from company resources.

- You may report ethical violations in confidence without fear of retaliation.

## **The Ethics and Compliance Hotline**

**If you are aware of any violations of this code, our policies or the law, you must report them.** If you want to remain anonymous you can call The Ethics and Compliance Hotline at the number provided below. Issues related to job performance, harassment, discrimination and employee disputes should first be reported to your manager, or human resources representative.

**+852.9540.10936 ext. 911**

You can reverse the charges. Just tell your local operator you would like to place a reverse call to Dubai, UAE. If the operator asks for your name to place the call, you can use the company name to remain anonymous.

SWFO INTERNATIONAL FZE, LLC, SPC Free Zone, E311, Sheikh Mohammad Bin Zayed Rd, Al Zahia, Sharjah, U.A.E.

# ***SWFO INTERNATIONAL FZE, LLC***

## **Code of Business Conduct Certificate of Compliance Form Acknowledgement**

The undersigned employee hereby confirms and acknowledges that he/she has received and read a copy of The SWFO INTERNATIONAL FZE, LLC's Code of Business Conduct.

The undersigned further understands and agrees:

- 1) All that is contained within this document.
- 2) The Code of Business Conduct is not an employment agreement or guarantee of employment.
- 3) I will abide by the entire contents of the Code of Business Conduct.
- 4) I attest to the fact that I am of sound mind and understanding as it relates to both the contents of The SWFO INTERNATIONAL FZE, LLC Code of Business conduct, as well as the ramifications in the event that I do not abide by that Code at any point in the future.
- 5) I also waive all rights to Union, Legal or other representation against any action SWFO INTERNATIONAL FZE, LLC, and any of its subsidiaries or affiliates may take in relation to my not abiding by the SWFO INTERNATIONAL FZE, LLC Code of Business Conduct.
- 6) There have been no statements, agreements, promises, representations or understandings made by any officer, employee, or agent of SWFO INTERNATIONAL FZE, LLC, its subsidiaries and affiliates inconsistent with this Certificate of Compliance form.

Employee Name: \_\_\_\_\_ Employee Position: \_\_\_\_\_

Signature of Employee: \_\_\_\_\_ Date: \_\_\_\_\_

Witness Name: \_\_\_\_\_ Witness Signature: \_\_\_\_\_