



Information: To learn more about laws, standards, instructions and processes that may apply to you, see the additional resources identified throughout the code with their symbol, ask your line manager or contact [info@vkucertification.com](mailto:info@vkucertification.com)

Questions and Answers: Throughout the code, you will also see question and answer sections. These Q&A sections are intended both to answer specific questions that commonly arise, and also to illustrate more generally how particular code topics can apply in real work settings.

## 1. Our commitment to integrity

### 1.1 Why does VKU certification have a code of conduct?

The VKU certification code of conduct stands for a fundamental VKU certification commitment – to comply with all applicable legal requirements and the high ethical standards set out in this code – wherever we operate.

To help us meet this commitment, the code defines what VKU certification expects of its businesses and people regardless of location or background. It provides both guidance in key areas and references to more detailed standards, instructions and processes for further direction.

If you think some of the sections are not clear enough or are not applicable to VKU certification in your view, please send an email to [info@vkucertification.com](mailto:info@vkucertification.com). We will collect your inputs and will consider them in the next version of this code of conduct.

The code is a reference to important information you need to know – including where to get additional help. However, the code cannot address every situation, nor does it serve as a substitute for your individual responsibility for exercising good judgement and common sense, so that your actions never damage VKU certification's hard-earned reputation for integrity.

All employees must follow this code. Failure to do so is taken very seriously and may result in disciplinary action up to and including dismissal. See your personal commitment to doing the right thing.

### 1.2 Does the code explain all the standards I need to know?

The code is the cornerstone of our commitment to integrity. It is a starting point. The code cannot describe every law, regulation or VKU certification requirement that may apply to you. The company has additional standards, instructions and processes to further implement the principles in the code.

Make sure you know the rules that do apply to you.

### **1.3 Who must follow this code?**

All employees must adhere to the principles and requirements contained in this code and should consult the code for guidance when acting on behalf of VKU certification.

Employees must not use a contractor, agent, consultant or other third party to perform any act which conflicts with this code. Employees who engage third parties such as contractors, agents or consultants to work on behalf of VKU certification must seek to ensure that these parties are made aware of the code and should seek their co-operation in adhering to the code – including, where possible, a contractual requirement to act consistently with the code when working on our behalf.

You must report any breaches or inconsistent behaviour by these third parties. In joint operations, where we are the operator, we will apply our code principles directly; where we are not the operator, we will seek to influence our joint ventures to adopt similar principles.

### **1.4 The duties of those who supervise others**

Those who supervise others have additional responsibilities under the code. They must:

- Promote compliance and ethics by example – in other words, show by their behaviour what it means to act with integrity.
- Make sure that those who report to them understand the code's requirements and have the resources to meet them.
- Monitor compliance and ethics of the people they supervise.
- Use reasonable care to monitor third parties acting on behalf of VKU certification to ensure that they work in a manner consistent with the code.
- Enforce the code consistently.
- Support employees who, in good faith, raise questions or concerns.

### **1.5 Your personal commitment to doing the right thing**

This code represents a commitment to doing what is right. By working for VKU certification, you are agreeing to uphold this commitment. Understand the requirements of the code and the standards, instructions and processes that apply to your job – and always follow them.

Those who fail to follow the code put themselves, their co-workers, and VKU certification at risk.

### **1.6 Asking questions and raising concerns**

Your duty to speak up. You must report any breaches or potential breaches of VKU certification's compliance and ethics commitments of which you become aware – whether these relate to yourself, direct reports or others. You must similarly seek advice if you are ever unsure about the proper course of action. If you are in any doubt about whether to speak up, ask yourself some simple questions:

- Is the action you are concerned about legal?
- Does it comply with the VKU certification code of conduct?
- Does it expose VKU certification to any unacceptable risks?

- Does it match our commitments and guarantees that we have made to others?
- What would others think about this action – your manager, colleagues or family?
- How would this look if reported in the newspapers?
- Does it feel right?

It may seem easier to keep silent or look the other way. But our commitment to integrity means we must never ignore a legal or ethical issue that needs to be addressed.

## 1.7 Where to go for help

If you do have a question or concern about legal or ethical standards, what should you do? As explained below, you have options. The most important thing is that you use one of these options.

A good place to start:

- Your line management is usually a good place to start with a legal or business conduct issue. You may also get help or advice from HR.
- You may also want to use one of the resources identified throughout the code in connection with particular topics by the i-symbol.

However, if you are not comfortable using one of these resources, you may also contact Open Talk, as described below, at any time.

## 1.8 The VKU certification OpenTalk line (Whistle blowing)

If you ever feel unsure about where to go for help, or are uncomfortable using one of the other resources identified in the code, VKU certification has an additional resource that can help – OpenTalk.

Just write an email to [info@vkucertification.com](mailto:info@vkucertification.com)

These emails will go directly to the Head of HR's inbox and will be treated highly confidential. In case it is necessary to forward such emails to another person, they will only be forwarded in an anonymous manner.

Retaliation will not be tolerated.

Any employee who in good faith seeks advice, raises a concern or reports misconduct is following this code – and is doing the right thing. VKU certification will not tolerate retaliation by managers or colleagues against that person.

We take claims of retaliation seriously. Allegations of retaliation will be investigated and appropriate

action taken. Anyone responsible for reprisals against individuals who report suspected misconduct or other risks to the business will be subject to disciplinary action up to and including dismissal.

If you suspect that you or someone you know has been retaliated against for raising a compliance or ethical issue, immediately contact Open Talk.

**Q&A:** I have been thinking about contacting Open Talk, but I'm not sure if I should. My line manager told me to do something that I feel is dangerous and may even be illegal. I think I should tell someone who can look into this, but I'm afraid that my line manager will make my job difficult for me if I do.

What should I do?

Even in great companies, people sometimes do things they shouldn't. You have identified what you believe is a potentially serious matter. The code says that if something does not feel right, you need to speak up. Line management is often the best place to raise concerns, but because it is your line manager's request that concerns you, your choice to contact Open Talk is a good option. If you contact Open Talk, VKU certification will look into the situation and will not tolerate your line manager or anyone else retaliating against you. The right thing to do is to report your concerns.

If you believe that a conflict arises between the code and the laws, customs and practices of the place where you work, please contact ([info@vkucertification.com](mailto:info@vkucertification.com)) or Open Talk.

## 2. Health, safety, security and the environment

At VKU certification our aspirations are no accidents, no harm to people and no damage to the environment. We are committed to the protection of the natural environment, to the safety of the communities in which we operate, and to the health, safety and security of our people.

Everyone who works for VKU certification, everywhere, has a responsibility for getting these rules right.

VKU certification is committed to providing all VKU certification employees – and those of other companies working on our premises – with a safe and secure work environment where no one is subject to unnecessary risk.

Simply obeying safety rules is not enough. VKU certification's commitment to safety means each of us needs to be alert to safety risks as we go about our jobs.

Basic rules you must follow:

Always

- Comply with the requirements at your work location – including the use of relevant standards, instructions and processes – and with the golden rules of safety.
- Stop any work that becomes unsafe.
- Only undertake work for which you are trained, competent, medically fit and sufficiently rested and alert to carry out.
- Make sure you know what to do if an emergency occurs at your place of work.
- Help ensure that those who work with you – employees, contractors and other third parties – act consistently with VKU certification's commitments.
- Promptly report to local VKU certification management any accident, injury, illness, unsafe or unhealthy condition, incident, so that steps can be taken to correct, prevent or control those conditions immediately. Never assume that someone else will report a risk or concern.

Seek advice and help if:

- You are ever unclear about your obligations.
- You have a concern about a potential or actual breach of law or a VKU certification requirement.

Never

- Undertake work when your performance is impaired by alcohol or other drugs, legal or illegal, prescribed or otherwise.
- Possess, use or transfer illegal drugs or other substances on company premises.
- Use threats, intimidation or other violence at work, or bring weapons – including those carried for sporting purposes – onto company premises.

### 3. Employees

At VKU certification we seek to build a workplace that is safe, professional and supportive of teamwork and trust. Everyone who works for VKU certification contributes to our success and to creating a great company. Working together, drawing from our diverse talents and perspectives, we will stimulate new and creative opportunities for our business.

We are committed to creating a work environment of mutual trust – in which diversity and inclusion are valued – and where everyone who works for VKU certification is treated with dignity and respect. Employees will be recruited, selected, developed and advanced on merit, irrespective of race, colour, religion, gender, age, national origin, sexual orientation, gender identity, marital status or disability. They will be entitled to feel included as part of a meritocratic organization of people from diverse backgrounds.

We will seek to work in good faith with trades unions and other bodies that our employees collectively choose to represent them within the appropriate legal framework.

#### 3.1 Fair treatment and equal employment opportunity

VKU certification aspires to create a work environment of mutual trust and respect, in which diversity and inclusion are valued, and where everyone who works for VKU certification:

- Knows what is expected of them in their job.
- Has open, constructive performance conversations.
- Is helped to develop their capabilities.
- Is recognized and competitively rewarded for their performance based on merit.
- Is listened to and is involved in improving team performance.
- Is fairly treated, with respect and dignity, without discrimination.
- Feels supported in the management of their personal priorities.

In support of these aspirations, as a VKU certification manager you must:

- Make sure your own decisions regarding recruitment, selection, development and advancement of employees are based on merit – qualifications, demonstrated skills and achievements. Do not allow factors such as race, colour, religion, gender, age, national origin, sexual orientation, gender identity, marital status or disability to influence your judgement.
- Always seek to influence other parties with whom we work (contractors, agents, JV partners) to do the same – particularly where we are the JV operator or hold a majority interest.
- Follow all applicable labour and employment laws wherever we operate. In some areas where we operate, legal requirements are stringent. Familiarize yourself with any applicable

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additional local requirements with which you must comply.

As a VKU certification employee you must:

- Report any breaches of which you become aware and seek advice if you have a concern in this area – whether it concerns yourself, direct reports or others.

**Q&A:** I believe I have no prejudices in this area, but I feel sure the job coming open in my department requires too much travel time for a single parent. I only agreed as a courtesy to interview such candidates.

If you made such an assumption, you would be violating company policy and in some areas possibly breaking the law. At VKU certification, equal opportunity means just that – a fair chance for everyone.

**Q&A:** In the country where I work, women are not allowed to apply for the jobs we offer. If we put their names forward as candidates for approval by the state JV partner, we know that they will be rejected. Should we therefore just exclude them from the list?

No. Doing so would make it appear that we, as a company, agree with discrimination. Even though you may be certain of rejection, continue to put the best candidates forward based on merit. This is leading by example, and might in time be an influence for change.

If you have further questions on equal employment and diversity, contact HR.

## 3.2 Child and forced labour

VKU certification is committed to:

- The elimination of all forms of forced and compulsory labour.
- The effective abolition of child labour. Each VKU certification employee is expected to be aware of and to abide by these commitments in their job:
  - Never personally hire child or forced labour.
  - Be alert to any evidence of child labour or forced labour abuses in operations linked to our businesses – and report them.

While it is acknowledged that in the normal day-to-day operations, VKU certification employees or representatives would rarely come in to contact or engage with children (persons under the age of 18) VKU certification is committed to the safeguarding and protection of children. Basic Rules you must follow:

Always

- If you come into contact with children treat them with respect and dignity and ensure they are free from abuse when in contact with them
- promote the safety and well-being of children at all times

Seek Advice and help if

- You have any concerns about safety or wellbeing of children who come in to contact with VKU certification or representatives as part to of our work or if you note any possible breaches of this aspect of the code of conduct.

#### Never

- Befriend children who come into contact with VKU certification on social media sites such as Facebook, unless needed for legitimate business purposes.
- Try to avoid being alone with children unaccompanied
- Have sexual relations with anyone under the age of 18 years old

### 3.3 Respectful, harassment-free workplace

At VKU certification, we believe every employee is entitled to fair treatment, courtesy and respect.

VKU certification will not tolerate any form of abuse or harassment, in any company workplace, towards employees, contractors, suppliers, customers or others.

#### Basic rules you must follow

##### Never:

- Engage in behaviour that could be characterized as offensive, intimidating, malicious or insulting.
- Engage in sexual harassment – i.e. unwelcome sexual advances, requests for sexual favours, physical contact or repeated sexual suggestions.
- Engage in any form of harassment with the intent or effect of:
  - o Creating a hostile or intimidating work environment, including one in which employees may be driven to engage in inappropriate work practices in order to 'fit in'.
  - o Unreasonably interfering with an individual's work performance.
  - o Affecting an individual's employment opportunity.
- Humiliate, denigrate or injure another person.
- Make racial, ethnic, religious, age-related, or sexual jokes or insults.
- Distribute or display offensive material, including inappropriate pictures or cartoons.
- Misuse personal information.
- Spread malicious rumours or use voicemail, e-mail or other electronic devices to transmit derogatory or discriminatory information.

These are just examples. Whatever the form of abuse or harassment, VKU certification takes it very seriously. It simply has no place at VKU certification.

If you observe or experience any form of abuse or harassment, report it to your line manager, human resources or contact Open Talk. VKU certification strictly prohibits any form of retaliation against anyone making such a good-faith report.

Your prompt reporting will enable early management intervention to take place.

**Q&A:** We have someone on our team who is hearing impaired. He is a great worker. He can speak but he sounds very different from everyone else. Some people make fun of him behind his back. I





find it embarrassing and bad for teamwork. What should I do?

The conduct you describe is obviously creating an unhealthy work environment. It is unacceptable at VKU certification. You have several options. You could try talking to the people involved – often peer pressure can successfully solve these issues. You could raise your concerns with HR – who are trained to deal with such problems; and Open Talk is always available.

**Q&A:** My boss occasionally acts in a way that makes me feel uncomfortable – asking me out for drinks or striking up conversations when nobody else is around about having affairs. What should I do?

If your boss's behaviour is unwelcome to you and you don't feel comfortable discussing this with him or her directly, you can raise the issue and seek practical support from your HR adviser – in confidence. You can also use Open Talk.

### 3.4 Privacy and employee confidentiality

VKU certification is committed to respecting the confidentiality of our employees' personal information. It is VKU certification policy to acquire and retain only employee personal data that is required for the effective operation of VKU certification, or that is required by law in the places where we operate.

Basic rules you must follow:

Access to personal data is strictly limited to company personnel who have appropriate authorization and a clear business need for that information. If you do not have authorization or a valid business reason, do not seek access to this information.

Those with access to personal employee data must only use it for the purpose for which it was collected and adhere to the highest standards of confidentiality in using it.

- Never provide personal employee data to anyone inside or outside of VKU certification without proper authorization.
- Personal data must not be held longer than necessary to meet the legal or business reason for which authorization was given.
- There may be legal restrictions on moving personal data outside the country of origin

Personal data, information or electronic communications created or stored on company computers or other electronic media such as hand-held devices are not private. Records of your electronic communications may be made and used for a variety of reasons, and may be subject to monitoring or auditing at any time and without notice. Keep this in mind and exercise care when you use company electronic media.

Consistent with its respect for employee privacy, VKU certification does not normally take an interest in personal conduct outside of work – unless such conduct impairs the employee's work performance or affects the reputation or legitimate business interests of VKU certification.

See also the Conflicts of interest and Political activity sections of this code.

**Q&A:** I was working late last night at the office. When I went to use the photocopier I found a small stack of personnel records in the sorter. I noticed that the copies contained payroll information for



our department. There is a lot of personal information on these forms. I don't want to get anybody in trouble, but I don't think it is right that this kind of information is left for all to see. What should I do?

You should return the papers to payroll immediately and by confidential means. You should also report your discovery and your actions to your Head of Office. Protecting confidentiality and privacy is the personal responsibility of each VKU certification employee. You are doing the right thing by being alert to the issue and acting accordingly. Hopefully whoever left the papers in the copier will be counselled on their duty to protect the confidentiality of employee (and customer) data at VKU certification.

### **3.5 Business partners**

At VKU certification, we believe that business relationships founded on trust and mutual advantage – where both sides benefit – are vital to our success. We will strive to create mutual advantage by understanding the needs of our customers, project partners, cooperation partners and suppliers and conducting ourselves honestly, responsibly and fairly. Our continued success globally depends on competing aggressively, but we will do so fairly and in full compliance with the law.

### **3.6 Receiving and giving gifts and entertainment**

The exchange of gifts and entertainment can build goodwill in business relationships, but some gifts and entertainment can create improper influence (or the appearance of improper influence). Some can even be seen as bribes that tarnish VKU certification's reputation for fair dealing or break the law.

'Gifts and entertainment' means anything of value, e.g. discounts, loans, favourable terms on any product or service, services, prizes, transportation, use of another company's vehicles, use of vacation facilities, stocks or other securities, participation in stock offerings, home improvements, tickets, and gift certificates.

Gifts and entertainment between VKU certification employees and others fall into three categories:

- Those that are usually acceptable and that you may approve yourself.
- Those that are never acceptable.
- Those that may be acceptable but require prior approval.

Usually acceptable:

Some gifts and entertainment are sufficiently modest that they do not require prior approval. Subject to your applying a 'self-approval test' (see below), the following are usually acceptable without prior approval:

- Meals: modest occasional meals with someone with whom we do business.
- Entertainment: occasional attendance at ordinary sports, theatre and other cultural events.
- Gifts: gifts of nominal value, such as pens, calendars, or small promotional items.

Self-approval test

In addition to applying the principles above, ask the following questions to determine whether a gift



or entertainment is appropriate:

- Intent – Is the intent only to build a business relationship or offer normal courtesy, or is it to influence the recipient's objectivity in making a business decision?
- Materiality and frequency – Is the gift or entertainment modest and infrequent or could it place you (or the other party) under an obligation?
- Legality – Are you sure that the gift or entertainment is legal both in your country and in the country of the third party?
- Compliance with the other person's rules – Is the receipt of gift or entertainment allowed by the recipient's organization? Special care must be taken when dealing with government officials as many countries do not allow officials to accept gifts or entertainment.
- Transparency – Would you be embarrassed if your manager, colleagues or anyone outside VKU certification became aware? If so, there is probably something wrong.
- Hypocrisy – Are you adopting double standards?
- We should only offer what we would be comfortable to accept (and vice versa).

Always unacceptable:

- Other types of gifts and entertainment are simply wrong.
- These are never permissible, and no one can approve them. These are:
  - Any gift or entertainment that would be illegal (anything offered to a government official in breach of local or international bribery laws).
  - Gifts or entertainment involving parties engaged in a tender or competitive bidding process.
  - Any gift of cash or cash equivalent (such as gift certificates, loans, stock, stock options).
  - Any gift or entertainment that is a 'quid pro quo' (offered for something in return).
- Any entertainment that is indecent, sexually oriented, does not comply with VKU certification's commitment to mutual respect or that otherwise might adversely affect VKU certification's reputation.
- A gift or entertainment that you pay for personally to avoid having to report or seek approval for.

In some departments and business units, more restrictive guidelines or rules on gifts and entertainment may apply. Employees must be careful not to accept any gift or entertainment that does not comply with such guidelines or rules.

Other important things to know about gifts and entertainment:

Gifts and entertainment registers

All business meals, gifts and entertainment – whether accepted or declined by VKU certification employees – must be recorded in the gifts and entertainment register which you use. This does not apply to nominal value items such as promotional material, mementoes or working meals. The local policy will define the cost threshold for recording such items. If it is not specifically defined the threshold value is INR 5000.

What to do if you receive an impermissible gift

It is acceptable to receive a gift that exceeds a designated monetary limit if it would be insulting to decline it, but the gift must be reported to line management who will decide whether it:

- May be retained by the recipient.
- Will be retained for the benefit of VKU certification.
- Will be sold and the money donated to charity.
- Will be returned to the donor.

You must immediately return any gift of cash or cash equivalent such as a bank cheque, money order, investment securities or negotiable instrument.

If you have questions or concerns about gifts and entertainment policies, contact your line manager or HR.

#### Rules for gifts and entertainment involving government officials

Governments in some parts of the world have substantially more stringent requirements regarding gifts and entertainment, and breaches of these rules can be serious offences. If you deal with a government, make sure you know the rules that apply to your circumstances.

Seek advice from HR, if in doubt.

Rules for government, joint venture and state company delegations

VKU certification receives visits of government, business and state company delegations to VKU certification offices and sites in other countries. It is acceptable to promote, demonstrate and explain the benefits of VKU certification's products or technology to state-employed decision makers or potential partners provided there is no attempt to bias a decision by offering personal benefits. It is unacceptable to pay for the travel, accommodation or daily expenses of a delegation without prior approval from VKU certification Management.

### 3.7 Conflicts of interest

VKU certification respects its employees' privacy and therefore does not normally take an interest in personal conduct outside of work. However, when an employee's personal, social, financial or political activities interfere or have the potential of interfering with the employee's loyalty and objectivity toward the group, a 'conflict of interest' may exist that must be satisfactorily resolved. Actual conflicts must be avoided, but even the appearance of a conflict of interest can be harmful, too.

Conflicts of interest can arise in many ways.

Here are examples of some of the more common ones.

#### **Outside jobs and affiliations**

Outside employment and affiliations can create conflicts of interest. Examples include:

- Having a second job.
- Performing services.
- Serving as a director or consultant.
- Holding a financial interest.

Any of the above relating to a third-party organization that is a competitor, customer or supplier of goods or services to VKU certification, may raise a conflict of interest, or the appearance of a conflict of interest. (The same is true if the relationship is with an organization that is seeking to become a competitor, customer or supplier.)

Some arrangements of this kind are never permissible.

For example, you must never work or provide services for anyone that you must deal with as part of your job for VKU certification.

For all other relationships with competitors, customers or suppliers that could possibly raise a conflict of interest, you must first disclose it and obtain written approval from your line manager.

**Q&A:** My team just hired another team member's son. Is this allowed?

We do have cases where relatives work in the same operating unit, but when this occurs, the code requires that one relative must not be in a position to: 'hire, supervise, affect terms and conditions of





employment, or influence the management of the other relative.

### 3.8 Freedom of association

VKU certification supports International Labour Organization's Standards on freedom of association which forms the basis of Principle 3 of UN Global Compact. Where freedom of association is restricted by laws and regulations, VKU certification will not hinder the development and movements in promotion of freedom of association, and will apply the highest standards in line with this principle allowed by laws and regulations. To uphold the freedom of association, VKU certification will:

- I. Respect our employees' right to join, form, or not to join a trade union.
- II. Not require employees to obtain permission from VKU certification for prior to joining or forming a trade union.
- III. Allow union representatives access to workplaces and management when reasonable notice is given.
- IV. Not penalised employees for time taken off for participating in negotiations or meetings between union representatives and VKU certification.

Commit to bargaining in good faith with union representatives of our employees.

### 3.9 Competition and antitrust

VKU certification strictly adheres to what are called 'competition' laws in many countries and 'antitrust' laws in others – laws that promote or protect free and fair competition around the world.

Competition laws prohibit anti-competitive behaviour, such as price-fixing conspiracies.

Facts about competition laws:

Competition laws vary around the world.

Many countries have laws prohibiting anti-competitive behaviour, so depending on where you work, the laws that apply to you may vary.

They can cover conduct outside the country.

Some competition laws – such as the India antitrust laws – can apply even when the conduct occurs outside the relevant country or countries' borders.

Certain arrangements almost always break competition laws. Never talk with or exchange information with competitors to:

- Fix prices – this can include setting minimum or maximum prices, or 'stabilizing' prices.
- Fix terms related to price, pricing formulas, credit terms, etc.
- Divide up markets, customers or territories.
- Limit production, including agreements to shut down capacity.
- Rig a competitive bidding process, including arrangements to submit sham bids
- Other activities may raise competition issues

Always consult with VKU certification Management before:

- Entering into joint ventures, mergers, acquisitions and marketing, purchasing or similar collaborative arrangements with competitors.

- Establishing exclusive dealings arrangements (e.g. contracts that require a company to buy or sell only from VKU certification).
- Tying or bundling together different products or services (e.g. contracts that require a buyer who wants one product also to buy a second 'tied' product).
- Serving as a director or consultant in a company that competes with us.
- Setting mandatory resale prices with resellers.

#### Gathering competitor information

Competition laws can make obtaining competitor information difficult since direct or indirect contact with competitors can have serious legal consequences. However, in order to compete effectively in the global marketplace, it is necessary and if done correctly, legal to gather competitor information.

At VKU certification we will conduct rigorous, lawful competitor intelligence gathering.

We will use only available literature, industry and other publicly available sources to understand business, customer and supplier directions, technology trends, regulatory proposals and developments, and existing and expected courses of suppliers and competitors.

VKU certification will gather this information fairly and legally.

Some forms of information gathering are always wrong. Examples include:

- Theft
- Illegal entry
- Bribery
- Misrepresentation of who you are
- Electronic eavesdropping

### **3.10 Trade restrictions, export controls and boycott laws**

A number of countries periodically impose restrictions on exports and other dealings with certain countries, entities and individuals. Serious penalties – fines, revocation of permits to export and imprisonment – can apply when these laws are broken

Examples of trade bans and restrictions include:

- Exports or re-exports to a prohibited country.
- Imports from, or dealings in property originating from, a sanctioned country.
- Travel to or from a sanctioned country.
- New investments and other dealings in a sanctioned country or with designated individuals.
- Transfer of restricted software, technical data or technology by e-mail, download, service work, meetings or visits to VKU certification facilities.
- Export of articles or services designed or adaptable for military application.
- Laws prohibiting support of boycott activities (e.g. US anti-boycott laws).

The list of prohibited countries and restrictions is subject to change. For this reason, if your work involves the sale or shipment of products, technologies or services across international borders, make sure you keep up to date with the rules that apply and check with VKU certification Management if you are ever unsure.

### 3.11 Money laundering

Money laundering is the process by which individuals or entities try to conceal illicit funds or otherwise make these funds look legitimate. VKU certification will not condone, facilitate or support money laundering.

Few VKU certification employees will ever personally be in the position to infringe 'money laundering' laws, but there are two areas which we all need to watch out for:

- Irregularities in the way payments are made.
- Customers who appear to lack integrity in their operations.
- Payment irregularities.

VKU certification supports anti-money laundering policies by using procedures to avoid receipt of cash or cash equivalents that are the proceeds of crime.

Be wary of:

- Payments made in currencies other than that specified in the invoice.
- Attempts to make payments in cash or cash equivalents.
- Payments made by someone not a party to the contract (unless approved).
- Payments to/from an account other than the normal business relationship account.
- Requests or attempts to make payments for each invoice or group of invoices by multiple cheques or drafts.
- Requests to make an overpayment.

Promptly report suspicious transactions or activities by any customer to VKU certification Management. They will then be able to give prompt legal advice to ensure that the transaction is dealt with correctly. For further guidance, you should also refer to the Bribery and corruption section of this code.

Know your customer guidelines to help make sure that we only do business with firms that share VKU certification standards of integrity.

Always:

- Assess the integrity of potential customers and other business relationships.
- Communicate with customers about our compliance expectations of them.
- Continue to be aware of and monitor customers' business practices.
- Do not do business with any customer or other business partner suspected of wrongdoing relating to dealings with us unless those suspicions are investigated and resolved or otherwise approved by VKU certification Management.

The above are guidelines only and are not a substitute for using good judgement and common sense when assessing the integrity and ethical business practices of customers and business partners.

If anything doesn't seem quite right, seems too good to be true, or you feel uncomfortable with any customer or other business relationship, contact VKU certification Management.

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### 3.12 Working with suppliers

VKU certification's suppliers play a critically important role in our ability to operate and provide products and services to our customers. That is why we must choose suppliers carefully, based on merit and with the expectation that our suppliers will act consistently with our compliance and ethics requirements.

If your job involves selecting or working with suppliers, keep the following rules in mind.

Basic rules you must follow:

- Choose suppliers based on merit, avoiding conflicts of interest, inappropriate gifts and entertainment or any other kind of favouritism that might compromise selection.
- Seek to do business with suppliers who comply with legal requirements and who act in a manner that is consistent with VKU certification's commitment to compliance and ethics as outlined in this code.
- Help our suppliers understand VKU certification's compliance and ethics requirements.
- Be alert to and report to line management activity by suppliers that is inconsistent with those requirements.
- Be careful not to give one supplier's confidential business information (proposed rates, winning bid information, etc.) to another.

Note: Additional rules regarding suppliers may apply to your job.

Make sure you know the applicable rules within your area.

## 4. Governments and communities

Our aim is that countries and communities in which we operate should properly benefit from our presence – through the wealth and jobs created, the skills developed within the local population and the investment of our time and money in people. We will work towards improvements that are measurable and contribute to the real, independent growth of communities where we operate. We will not engage in bribery or corruption in any form. Corruption is the enemy of development and human progress, and we are committed to transparency in all our dealings.

We will engage constructively with all governments in whose jurisdiction we operate. We will not participate in partisan political activity and will make no political contributions in any country. We will seek to form a constructive and productive relationship with all branches of the media.

### 4.1 Bribery and corruption

Bribery means giving or receiving an undue reward to influence the behaviour of someone in government or business to obtain commercial advantage. Most countries have laws that prohibit corruption. In addition, an increasing number of countries are adopting laws to prohibit bribery even when it is committed outside these countries' own borders – i.e. paid to a foreign governmental official. A breach of any of these laws is a serious offence which can result in fines for companies and imprisonment for individuals.

Even the appearance of a breach of anti-bribery or anti-corruption laws could do incalculable damage to VKU certification's reputation.

Anti-bribery and anti-corruption laws:

- Apply to VKU certification employees worldwide.
- Forbid making, offering or promising to make a payment or transfer anything of value, including the provision of any service, gift or entertainment, to government personnel and other officials for the purpose of improperly obtaining or retaining business, or for any other improper purpose or business advantage.
- Forbid making improper payments through third parties – VKU certification personnel must therefore be diligent in selecting and monitoring contractors, agents and partners.
- Require that companies keep accurate books and records so that payments are honestly described and company funds are not used for unlawful purposes.

Basic rules you must follow.

Never:

- Offer or make an unauthorized payment, or authorize an improper payment (cash or otherwise) to a local or foreign official, or any related person or entity.
- Attempt to induce a local or foreign official to do something illegal.
- Shrug off' or fail to report any indication of improper payments.
- Offer or receive money (or anything of value), gifts, kickbacks or commission, in relation to

obtaining business or awarding contracts.

- Establish an unrecorded 'slush' fund for any purpose.
- Do anything to induce or facilitate someone else to break these rules.
- Permit an agent or representative of VKU certification to take questionable actions ('looking the other way').

Facilitation payments\*

VKU certification policy does not permit so-called 'facilitation' or 'grease' payments to be made to government officials, even if such payments are nominal in amount.

(\*Facilitation payments are payments made to secure or speed up routine legal government actions, such as issuing permits or releasing goods held in customs.)

Commercial bribery

Bribery of government officials is a serious matter, but bribery of those working in the private sector is also often illegal and always against VKU certification's own standards of business conduct. In the end, bribery is bribery regardless of the recipient.

**Q&A:** *I was told that I could hire a consultant to take care of getting all the permits we need from a foreign government. He requested a \$40,000 retainer and said that he would use the money to 'help move the process along'. Since we don't really know where the money is going, do we have to worry about it?*

*Yes, you do have to worry about it. You must know where that money is going and for what purpose it is being used. Moreover, your company is required to take steps to ensure that this money is not used as a bribe. Seek the advice of your line manager.*

For further guidance, refer to the Accurate and complete data, records, reporting and accounting and also Money laundering sections of this code.

You may have worked previously for, or have colleagues at, another company that allows facilitation payments to be made. VKU certification does not.

**Q&A:** *One of our suppliers' employees told me he can help us obtain a contract with a customer. I think he may be planning to offer lavish travel and entertainment to one of the customer's vice presidents, which would break the customer's own rules. If it is the supplier that is doing this and we would benefit by getting the contract, is it my responsibility to do anything about this?*

*Yes. You need to tell others at VKU certification about your suspicions. Not only do we not want to get the contract under inappropriate circumstances, but we need to evaluate our relationship with the supplier to make sure that the activities of this one representative do not indicate a bigger problem in the way the supplier operates. Contact your line manager.*

## 4.2 Dealing with governments

Being transparent in our communications about our performance (whether good or bad) increases trust in our activities, and makes others wish to do business with us.

Government or regulatory agency enquiries or investigations.

If you have contact with government officials during your work, or are asked to provide information in connection with a government or regulatory agency enquiry or investigation, you must make sure that any information you provide is truthful and accurate, and that VKU certification's legitimate interests are protected. Always seek advice from your line manager (who may consult the local communications & external affairs team) before responding to a non-routine request for information from a government or regulatory agency (for definition of such non-routine requests, (see the Political activity section of this code).

Basic rules you must follow

Never:

- Mislead any investigator or other government or regulatory official.
- Attempt to obstruct in any manner the collection of information, data, testimony or records by properly authorized government or regulatory officials (if in doubt, consult your line manager).
- Conceal, alter or destroy documents, information or records that are subject to an investigation or enquiry (if in doubt, consult your line manager).
- Attempt to hinder another employee from providing accurate information.
- Retaliate against anyone who co-operates with the government or regulatory agencies.

Always:

- Co-operate courteously with officials conducting a government or regulatory agency enquiry or investigation. However, where the request is non-routine, notify and seek advice from your line manager before responding.
- Make sure that records and information relevant to any government or regulatory agency enquiry or any litigation are preserved. – Make sure that any automatic systems, including electronic systems, for record disposal are stopped to avoid destruction of relevant records and information relating to such circumstances.

(See also the Accurate and complete data, records, reporting and accounting section of this code.)

Contact your line manager if you are in doubt as to whether an activity is appropriate, or if you feel uncomfortable about reporting something might be subject to misinterpretation directly to line management, you can seek advice from OpenTalk.

**Q&A:** *I have just received an invitation to attend a hearing of a government/local authority committee as an expert industry witness. How should I respond?*

*You must seek advice from your line manager and from the global PR Manager as to whether you (or another) should attend; they will give you any necessary guidance for the hearing itself.*

## 4.3 Community engagement

Community engagement in areas of operation



At VKU certification we seek to engage in open and transparent dialogue and consultation with communities and other representatives of civil society – e.g. recognized international non-governmental organizations (NGOs) – who have a legitimate interest in our operations.

Basic rules you must follow

Always:

- Comply with local laws and regulations in each community and country in which you work.
- Respect the cultures and varying business customs of those communities and countries (as long as they do not conflict with the principles in this code).
- Seek to recruit qualified local personnel, where practical.
- Notify contact with designated international NGOs to your line manager and your global communications team in advance of engaging in dialogue.

We encourage employee participation in support of local community development initiatives and civic causes. (However, you need to be careful to avoid conflicts of interest – for further guidance on this, see the Conflicts of interest section of this code.)

## 4.4 External communications

Investors and the media

External communications with these audiences require careful consideration and a unique understanding of legal and media issues. Only those employees specifically authorized to do so may respond to enquiries from members of the investment community (e.g. shareholders, investment analysts, etc.).

Basic rules you must follow

Always

- Take advice from the Global PR Manager before talking about company matters with a reporter or analyst, either on or off the record.
- Report enquiries promptly to the Global PR Manager as appropriate and take their advice before responding.

External speaking engagements

Basic rules you must follow:

- Statements of VKU certification's existing financial position and forward-looking financial statements may be made only by properly authorized officers of the company.
- Non-financial formal speaking engagements on behalf of the company must be cleared by your senior leadership, in consultation with the Global PR Manager
- Even where the venue is informal, such as a trade association event, if possible, seek review of your presentation by your line manager and in all cases take care not to cause any harm to the reputation of VKU certification.

If you have any doubts or concerns in this area, raise them with your line manager.

The Communications Manager function exists to ensure consistent communication with all our key external audiences way. It is critical that our communications with external audiences are managed in a coordinated manner.

## 4.5 Political activity

VKU certification's approach on corporate political participation is very simple and applies everywhere we do business:

- The company will not participate directly in party political activity.
- The company will make no political contributions, whether in cash or in kind, anywhere in the world.

### Personal political activity

VKU certification recognizes employees' rights to participate as individuals in the political process, in ways that are appropriate to each country. However, you must be careful to make clear that you do not represent the company as you participate in the political process.

Basic rules you must follow:

- Do not use company time, property or equipment to carry out or support your personal political activities. In short, engage in the political process in your own time and with your own resources.
- Always make clear that your views and actions are your own and not VKU certification's.
- If you plan to seek or accept a public office, notify your manager in advance. You should discuss whether your official duties might affect your work and work constructively with your manager to minimize any adverse impact on your job.

### Lobbying / advocacy

Although VKU certification will not directly participate in party politics, the company will continue to engage in policy debate on subjects of legitimate concern to the group, its staff and the communities in which it operates, by processes such as lobbying.

Basic rules you must follow

- Lobbying activity on behalf of the interests of VKU certification is highly regulated by law. Our communications & external affairs team (C&EA) is responsible for this activity.
- Consult your line manager before any non-routine contact is made with government officials or employees. Non-routine is defined as:
  - o Other than as required by normal government processes and monitoring contacts.
  - o Relating to government policy or legal/regulatory changes.

**Q&A:** *I attended a fundraising dinner for a pro-business candidate for a local office position. Since this candidate takes positions favourable to our interests, can I get this expense reimbursed by VKU certification?*

*No. Reimbursement of this expense would amount to a contribution by VKU certification and would not*

*comply with VKU certification's prohibition against political contributions. As an individual, you are of course free to support the candidate because you believe in their policies.*

## 4.6 Freedom of Association

VKU certification supports International Labour Organization's Standards on freedom of association which forms the basis of Principle 3 of UN Global Compact. Where freedom of association is restricted by laws and regulations, VKU certification will not hinder the development and movements in promotion of freedom of association, and will apply the highest standards in line with this principle allowed by laws and regulations. To uphold the freedom of association, VKU certification will:

- Respect our employees right to join, form or not to join a trade union
- Not require employees to obtain permission from VKU certification for prior to joining or forming a trade union
- Allow union representatives access to workplaces and management when reasonable notice is given
- Not penalised employees for time taken off for participating in negotiations or meetings between union representatives and VKU certification
- Commit to bargaining in good faith with union representatives of our employees.

## 5. Company assets and financial integrity

We have the responsibility as well as a legal duty to protect the physical, intellectual property and financial assets of VKU certification. We will comply with all applicable laws and regulations in each jurisdiction where we operate. We will be forthright and transparent about our operations and performance, accurate in the recording and reporting of data and results, and exercise care in the use of our assets and resources.

### 5.1 Accurate and complete data, records, reporting and accounting

Honest, accurate and objective recording and reporting of information – whether financial or non-financial – is essential to:

- VKU certification's credibility and reputation.
- Meeting VKU certification's legal and regulatory obligations.
- Meeting VKU certification's responsibility to shareholders and other external stakeholders.
- Informing and supporting our business decisions and actions.

All data that VKU certification employees create – whether financial or non-financial – must accurately reflect transactions and events.

Financial data

All financial data (e.g. books, records and accounts) must conform both to generally accepted accounting principles and to VKU certification's reporting policies.

Failure to keep accurate and complete records is not only contrary to VKU certification policy but also may break the law. There is never a justification or an excuse for falsifying records or misrepresenting facts. Such conduct may constitute fraud and can result in civil and criminal liability for you and for VKU certification.

#### Other data

Other data and other essential company information must also be accurate and complete. This is true whether the data is in paper documents, computer-based or any other medium that contains information about VKU certification or its business activities. Again, both our own company standards and in many cases, legal standards, require it.

#### Basic rules you must follow

##### Always:

- Ensure all transactions are properly authorized and accurately and completely recorded.
- Follow all laws, external requirements and company processes for reporting information, which apply in the jurisdiction(s) where your actions are recorded.
- Ensure that no undisclosed or unrecorded account, fund or asset is established or maintained.
- Cooperate fully with our internal and external auditors, provide them with accurate information and on request allow them unrestricted access to staff and documents (subject to legal constraints).
- Show financial integrity in submitting or approving expense claims.

**Q&A:** *It is the last week in the quarterly reporting period. My boss wants to make sure we meet our numbers for the quarter, so he asked me to record an unconfirmed sale now that won't be finalized until next week. I guess this won't hurt anyone – should I do what he says?*

*No. Costs and revenues must be recorded in the correct time period. The sale is not yet complete. It would be a misrepresentation and could amount to fraud to include it in an earlier period.*

##### Never:

- Deliberately make a false or misleading entry in a report, record or expense claim.
- Falsify any record, whether financial or non-financial.
- Sell, transfer or dispose of company assets without proper documentation and authorization.
- Try to influence others to do anything that would compromise the integrity of VKU certification's financial records or reports.
- Commit VKU certification to contractual obligations which are beyond the scope of your delegated authority.

Falsifying or creating misleading information can constitute fraud – and simply put, fraud of any kind will not be tolerated.

Senior financial officers and others responsible for the accuracy of financial reporting have an additional responsibility to ensure that proper controls are in place to achieve truthful, accurate, complete, objective, consistent, timely and understandable financial and management reports.

The applicable external and internal reporting standards must be followed at all times.

If you...

- are uncertain about the validity of any entry or financial process,
- believe you are being asked to create any false or misleading entry, data or report (whether financial or non-financial or for internal or external use),

...you must promptly report such concern or incident, or seek advice regarding the matter from...

- your line manager or financial controller if you have doubts about how to record a transaction properly.
- if you are worried that a transaction is being, or has been, improperly recorded, you must promptly report this to your financial controller or use OpenTalk.

Record retention

Documents and records must be retained in accordance with the law and our record retention guidelines.

Basic rules you must follow

Never:

- Conceal, alter, destroy or otherwise tamper with:
  - o Company records or documents except as authorized in accordance with established standards and guidelines.
  - o Documents relating to actual, pending or threatened litigation and government/regulatory investigations or in circumstances where there is reason to believe such litigation or investigation is reasonably likely to occur in the future.
- Remove or destroy records prior to the specified date without first obtaining permission from your line manager

Your prompt reporting will enable early management intervention to take place. If you feel uncomfortable about reporting something directly to line management, you can use OpenTalk.

**Q&A:** *My team's year-end results are ahead of budget. A piece of new non-material equipment is due to be purchased and delivered in early January of the new year. My manager has asked that the invoice for the equipment be accrued out of this year's budget. Is this OK?*

*The status of the budget is irrelevant. Where goods or services have not been received or supplied, the liability must not be recognized.*

## 5.2 Protecting VKU certification's assets

All employees are responsible for using good judgement to ensure that VKU certification's assets are not misused or wasted. These assets include property, time, proprietary information, corporate opportunities and company funds, as well as personal company equipment.

### Company property

You are individually responsible for ensuring that VKU certification property that you use or come into contact with as part of your work is not damaged, misused or wasted. You also have a duty of care to report the abuse of VKU certification property by others.

You must not use any company equipment or facilities for your personal activities except in the very limited circumstances set out below.

Portable or home-working equipment that is issued to you (for example, laptops and mobile phones) remains the property of VKU certification. You must take reasonable care of it as you would other VKU certification property: ensuring that it is not damaged, abused, wasted, lost or exposed to unnecessary risk of being stolen.

Limited, occasional or incidental personal use is permitted of certain company equipment issued for your individual use. This would include, for example, a phone call to check in with a child-care provider or advise that you will be late as a result of work. You must check whether your location has specific rules defining and controlling such occasional use. For information on personal use of VKU certification networks and computers, see the Digital systems use and security section of this code.

**Q&A:** *I run a small home business selling greeting cards online. I do most of the work at weekends and it in no way conflicts with my duties at VKU certification. (I checked this with my supervisor and she said it was not a conflict.) Often I finish lunch early and have 15 or 20 minutes where I can access my website on my VKU certification computer and process orders from the previous day. The code says limited personal use is OK and I wouldn't be using VKU certification time, displacing any VKU certification activity that uses the system, nor interfering with the productivity of my colleagues. Is this limited use OK?*

*No. Under the code, conducting 'a non-VKU certification business enterprise' is outside the definition of acceptable limited personal use and so is not allowed. VKU certification digital resources are used for business purposes 24 hours a day, seven days a week. Personal use, especially in today's resource and content rich websites, does strain the system. You must run your 'home' business at home.*

### Company time

Whilst at the workplace you are expected to be fully engaged in your work and not undertaking personal activities. Devote the necessary time to your work in order to fulfil your job responsibilities. All Staff must report their hours worked on the PMT and must do so truthfully and accurately.

### Intellectual property' and other protected information

At VKU certification we regularly produce valuable, non-public ideas, strategies and other kinds of business information – 'intellectual property' – which we own and need to protect just as we do with

other kinds of property. Because it is the product of VKU certification's own hard work, various laws allow VKU certification to protect this information from use by outsiders.

Intellectual property includes:

- Patents.
- Copyrights.
- Trademarks and service marks.
  - Other kinds of confidential business information such as:
    - Sales, marketing and other corporate databases.
    - Marketing strategies and plans.
    - Research and technical data.
    - Business ideas, processes, proposals or strategies.
    - New product development.
    - Software bought or developed by the company.
    - Information used in trading activities including pricing, marketing and customer strategies.

In addition, other confidential business information, such as personnel lists and customer data, must also be protected. Consult VKU certification HR on the acceptable use of personal information. See also the Privacy and employee confidentiality section of this code.

Always protect and never disclose any confidential VKU certification intellectual property or any other confidential information. This is to ensure that we reap the benefits of our own hard work and keep our commitments to others. These obligations apply throughout your employment and continue after your employment ends. Instructions for classification and protection of information are given in the Security of information standard.

On occasion, we may need to share VKU certification intellectual property with persons outside of VKU certification – for example, so that a third party can work effectively with us. However, even when there seems to be a legitimate reason to share proprietary information, you should never disclose such information without management's prior approval and then only under a written confidentiality agreement.

**Q&A:** *A former VKU certification employee who worked on my team recently contacted me to request that I provide copies of some materials we worked on during his employment. In the course of this conversation, I learned that this former employee has copies of several binders and CDs with VKU certification materials and data we used in a project. I told this employee that I would get back to him. What should I do now?*

*You should not under any circumstances provide copies of the requested materials because they are likely to be VKU certification confidential information. The former employee may also have breached his obligations under the code by taking VKU certification confidential information, and there might be other issues for VKU certification if this former employee has used or revealed this information to others.*

*The obligation to maintain the security of confidential VKU certification information applies not just during your employment but also following your employment. Contact your manager immediately, and your manager in turn should alert VKU certification HR to determine what action VKU certification should consider to protect VKU certification's confidential information and property.*

#### Corporate opportunities

Employees owe a duty to VKU certification to advance VKU certification's legitimate business interests when the opportunity arises.

Never:

- Use VKU certification property, information, or position for personal gain. •Compete with VKU certification.

#### Company funds

Always:

- Protect VKU certification's funds as you would your own: guarding against misuse, loss, fraud or theft. This includes company monies advanced to you and any company travel and entertainment, procurement or credit cards you may hold.
- Make sure that all claims, vouchers, bills and invoices are accurate and submitted in a timely manner.

### **5.3 Intellectual property and copyright of others**

Just as we protect our own business information (see the Protecting VKU certification's assets – intellectual property and Privacy and employee confidentiality sections of this code), we are committed to respecting the intellectual and protected information of others.

Basic rules you must follow:

- Do not bring to VKU certification or use any confidential information, including computer records, from prior employers.
- Seek advice from your line manager when assigning work to a new employee if there is a risk that the employee might use protected information from a prior employer.
- Do not load any unlicensed software on any VKU certification computer.
- Do not accept or use anyone else's confidential information except under an agreement approved by VKU certification Management.
- Only copy documents and materials (including computer software) that are not copy righted (for example, a government report) or when you have specific permission to do so.
- Do not use copyrighted materials or third-party trademarks (for example, portions of audio, video and off-the-internet or off-the-air recordings) in materials you are producing (including internet or intranet web sites) without specific permission from the copyright owner.
- Do not knowingly infringe a valid patent of another party.
- You are, of course, free to gather competitor information from legitimate public sources.

See Gathering competitor information in the Competition and antitrust section of this code.



**Q&A:** *I have just joined VKU certification as a new employee. My prior employer is one of VKU certification's largest competitors. Can I share some important confidential marketing information that I developed while working for this competitor?*

*No. This would breach the code, your obligations to your previous employer and might break the law as well. You are obliged to protect your past employer's confidential information just as VKU certification employees are obliged to protect our company's confidential information. The general knowledge and skills you learned at a prior employer may be used in your new job at VKU certification, but you must not bring to VKU certification any confidential (or otherwise protected) materials that you or others produced for your prior employer.*

**Q&A:** *I have an idea to reduce subscription costs for trade publications. The office would get just one subscription to each journal or newsletter, which would then be circulated to everyone with instructions to copy any articles they want. Is this a good, cost-cutting measure?*

*No. While we want to cut costs, part of your idea would infringe copyright law. It is legal to circulate the publications, but not to have employees make separate file copies of articles for their later use. If they need file copies, they must first obtain legal permission, or purchase additional copies of the publications.*

## 5.4 Insider trading

VKU certification is committed to supporting fair and open securities (equities or stock) markets throughout the world. To ensure we keep this commitment, VKU certification employees are prohibited from trading on the basis of 'inside information in shares or other securities of any publicly traded company'. This includes trading in investments whose value is determined by the price of such shares or other securities – for example, derivatives or spread bets.

'Inside information' means information that relates, directly or indirectly, to a company or other securities and is:

- 'material'
- not available to the public.

What is material information?

If a reasonable investor would be likely to consider the information important in deciding whether to buy or sell a company's shares, this is material.

Inside information might include, for example, confidential information about:

- Introduction of an innovative new product.
- Significant new contracts.
- Changes in dividends.
- Actual or possible mergers, acquisitions or joint ventures.
- Major developments in litigation.
- Earnings statements and forecasts.
- Actual or possible discoveries of, or adjustments to, oil and gas reserves.

- Expected governmental actions.
- Licensing agreements.

In certain countries, such as the UK, if there are market rumours which, if true, would be material but which you know are false, your knowledge may still be inside information.

**Q&A:** *A supplier made a confidential approach to my business unit about a new product they plan to introduce to the market. We decided that we couldn't use the product, but I think it will be a real breakthrough for other industries. Once this company finds a market, I know its stock price will rocket. May I buy stock in the supplier's company?*

*No. You cannot buy the company's stock until the public knows about the new product. This is 'inside information' because the pitch was confidential – there has not been full and fair public disclosure. The information is 'material' because a reasonable investor would probably consider the information important in making an investment decision about the company.*

#### Facts about insider trading laws

Insider trading laws are enforced around the world. Leaking inside information or tipping someone off can break the law. If you give inside information to someone inside or outside the company, you may be liable for leaking or abusing privileged information – even if no trading resulted or you did not personally profit from the trade.

Penalties are severe

Breaches of insider trading laws are taken very seriously around the world and sanctions can include imprisonment or fines.

Basic rules you must follow:

Never

- Buy or sell shares in VKU certification or any other company while in possession of inside information – even if you 'think' you are not relying on it.
- Disclose inside information to anyone outside the company, including family members (e.g. your spouse), without prior approval.

Be careful

- Even with other VKU certification employees, only disclose inside information to a co-worker when you have permission to do so and it is necessary for you to do your job.
- Protect inside information from accidental disclosure.

If you have questions or concerns about your responsibilities under the insider trading laws, contact VKU certification HR for further guidance.

## 5.5 Digital systems use and security

Digital systems and the information processed and stored on them are critical to our company. Everyone who uses digital systems – employees, contractors, consultants and other people with temporary access – must ensure that these resources are used appropriately and in line with relevant security policies. Effective security is a team effort requiring the participation and support of everyone who deals with VKU certification's information or digital systems.

Good judgement should guide your use of digital systems, but these rules can help.

Computer hardware and software and all information on VKU certification digital systems, as well as any VKU certification information on your home or other non-VKU certification digital systems, are company property. Therefore, use company digital systems responsibly and primarily for the business purposes for which they are intended. Do not load software onto a VKU certification digital system unless you know this is approved.

Basic rules you must follow

Personal use – Limited occasional use of digital systems is permitted.

However, personal use must not:

- Displace any business activity.
- Consume more than a trivial amount of network or other VKU certification resources (e.g. downloading large files or accessing streaming audio or video for personal use are considered digital systems misuse).
- Interfere with your productivity or the productivity of others doing VKU certification work.
- Include soliciting other users or conducting any non-VKU certification business enterprise.
- Damage the company's reputation.

Examples of acceptable personal use include:

- Accessing news or weather sites on the internet.
- Accessing travel information sites on the internet.
- Occasionally accessing your personal web-based e-mail account from a service approved by VKU certification as having sufficient security (see digital security website for approved list).

**Q&A:** *Most people search for company web pages on the internet by typing in the name. What if linadvertently access a site that breaches VKU certification policies? Will this appear on my computer history? What should I do?*

*You should exit the site immediately. Do not store the link; and do not send the link to anyone else. As the record will appear in your site history; you may wish to inform your line manager of the circumstances.*

Ask before acting

- Is it legal?
- Does it follow VKU certification requirements?



- Is it right?
- How would it look to others? – for example, to our customers, the newspapers, and the people in the communities where we work?

Remember these rules

- Know the legal and company requirements that apply to your job.
- Follow these standards – always.
- There are many ways to get help – the important thing is to use one of them.
- Ask if you are ever unsure what the right thing to do is.
- Keep asking until you get an answer with which you are comfortable.

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#### History of Documents

<b>Version</b>	<b>Date</b>	<b>Prepared By</b>	<b>Approved By</b>
1.1	22/07/2021	Ayushi Garg	Vikas Aharwal
1.0	31/01/2020	Ayushi Garg	NA