



STRICTLY PRIVATE AND CONFIDENTIAL

Code of Ethics and Business Conduct

3 July 2017

DP Eurasia N.V.

1 PURPOSE AND SCOPE

1.1 Object

1.1.1 DP Eurasia N.V. (the “**Company**”) and its subsidiaries (together with the Company, the “**Group**”) are committed to conducting all business and relationships with dedication, commitment, professionalism and integrity.

1.1.2 The business ethics of the Group are based on compliance with criteria which promote the values, culture and management model of the Group and promote respect for individuals and their rights.

1.1.3 The purpose of this Code is to set out the principles and rules which guide the Group and form the basis of the behaviour assumed by its workers (as defined below). This Code is in force as of 3 July 2017 and may be amended from time to time by the Company’s board of directors (the “**Board**”).

1.2 Scope of implementation

1.2.1 The Code is applicable to all individuals working at all levels and grades within the Group, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, sub-contractors, trainees, seconded staff, home workers, casual workers and agency staff, volunteers, interns, agents, sponsors or any other person associated with the Group (collectively referred to as “**workers**”).

1.2.2 The Group also expects its partners to adhere to the same standards in their dealings with the Group and with others on the Group’s behalf.

1.2.3 This Code does not constitute a contract or create any contractual obligation between the workers and the Group. This Code should, however, be respected by all workers in their daily actions, as it formulates the behavioural model consistent with the Group’s business culture.

1.3 Relationship between this Code and other Group policies

This Code should be read together with other Group policies referred to in this Code, including the Anti-Corruption and Bribery Policy and the Whistleblower Procedure.

2 VISION / MISSION / VALUES

2.1 Vision

The Group’s vision is to be an international leader in the areas in which the Group operates by utilising the best market practices and continually innovating to provide excellent services to both clients and the community.

2.2 Mission

The Group’s mission is to add value to the Group’s shareholders and respect the community in a socially responsible way.

2.3 Values

2.3.1 Underpinning the Group’s ethical principles and business conduct are its core values of ambition, integrity, cohesion and team spirit.

2.3.2 Ambition

The Group is committed to improving and demonstrating an eagerness to develop to overcome new challenges in order to contribute to its growth.

2.3.3 *Integrity*

The Group is dedicated to choosing the path which strengthens its principles of honesty, truth, loyalty, rectitude and justice in the daily conduct of all workers.

2.3.4 *Cohesion*

The Group aims to guarantee that the ambitious goals it sets are achieved through the contribution of all business units. The Group's experience facilitates the bringing together of necessary resources to overcome new challenges.

2.3.5 *Team Spirit*

The Group operates globally in culturally diverse contexts and encourages, amongst all workers, a sense of belonging, respect for differences, loyalty and reciprocity.

3 GENERAL RULES OF ETHICS AND CONDUCT

3.1 Relations with and between workers

3.1.1 *Compliance with laws, rules and regulations*

At all times, all workers must comply with all applicable laws, rules, regulations and professional standards in the country in which they operate.

3.1.2 *The Role of Superiors*

It is the duty of the Board, senior management and line managers to lead by example and to guide and support their teams in complying with this Code.

3.1.3 *Respect, integrity, loyalty and team spirit*

The relations between workers should be based on mutual respect, loyalty, rectitude and in observance of the principles of ethics and cooperation to foster a strong working and team environment.

All workers are prohibited from engaging in any form of workplace discrimination, bullying, harassment or physical assault.

Workplace "**bullying**" is the unacceptable treatment of a worker by another worker or other workers, which may deny the rights of the worker or intimidate the worker. Workplace "**harassment**" is threatening or disturbing behaviour by a worker or workers targeted at another worker, which a reasonable person would find intimidating, offensive or degrading.

3.1.4 *Conflict of interests*

All workers have a responsibility to act in the best interests of the Group and must not do anything which conflicts with that responsibility. Conflicts of interest occur when workers participate in an activity outside of their duties in the Group or have financial or personal relationships which jeopardise, or have the potential to jeopardise, compliance with their duties in the Group or which clash with the goals of the Group.

All workers must ensure that they do not conduct business on their personal account during working hours or use their position in the Group to advance their personal interests or those of a friend or relative at the expense of the Group's interests.

The typical ways that conflicts of interest may arise include:

- (a) holding jobs or roles with organisations outside the Group which may impact a worker's capacity to perform his or her duties in the Group or may influence any decision making process where he or she may have, either directly or indirectly, any personal interest;
- (b) having close family members who have jobs or roles in the Group or in other organisations that may influence them and may impact a worker's capacity to perform his or her duties in the Group including objective decision making;
- (c) having financial interests in an organisation where a worker could personally affect the Group's business with that organisation, including organisations where such worker is an owner, co-founder or director; and/or
- (d) taking advantage of a Group business opportunity or resources, including computer resources and electronic mail, for personal gain.

Where a worker performs duties outside the Group, he or she must inform the senior management of the member of the Group where he or she performs duties within the Group.

3.1.5 *Confidentiality*

Certain information maintained by the Group relates to trade secrets or the personal information of workers.

All workers, even after terminating their duties with the Group, must guarantee confidentiality in relation to the issues concerning the Group, its clients and suppliers which, by their nature, by a decision taken by the Group or under all applicable legislation, must not be made public knowledge.

All resources and assets of a non-public nature which are made available by the Group are its property and must not be used by any worker in his or her personal capacity or for his or her personal benefit.

Personal information concerning any worker is subject to confidentiality and only that worker, or any manager responsible for that worker, may have access to that information on a strictly professional basis.

3.1.6 *(Illegal or non-medicinal) drugs and substances*

Workers may not report to work under the influence of any (illegal or non-medicinal) drug or alcohol. While on Group time or operating Group equipment or vehicles and on Group premises during break time, workers may never use, transfer, sell, manufacture or possess (illegal) drugs or drug paraphernalia or alcohol or other substances which produce similar effect. If a worker is taking any medication that creates a safety risk, he or she must report this to their line manager or supervisor immediately.

3.1.7 *Safety and hygiene*

The Group complies with all applicable rules regarding occupational safety and hygiene in the workplace with the aim of promoting a responsible working culture concerned with health and safety and the prevention of hazards in the workplace. All workers are subject to the duty to comply with all applicable laws, regulations and internal rules regarding safety and hygiene.

3.1.8 *Equal opportunities and non-discrimination*

The Group has adopted a strict policy which advocates equal opportunities and non-discrimination in all aspects of working life, including recruitment, human resources selection, wage policy and career development.

All forms of discrimination, including discrimination based on a worker's descent, sex, religion, marital status, age, nationality, ethnic origin, disability, political and ideological beliefs and union membership, are incompatible with human dignity and unacceptable.

Any conduct which constitutes moral or physical harassment, or any other form of abuse of power, is equally inadmissible.

3.1.9 *Recruitment*

The Group adopts a non-discriminatory recruitment process that disregards an individual's descent, sex, religion, marital status, age, nationality, ethnic origin, disability, political and ideological beliefs and union membership. An individual who is appointed to a position within the Group must meet the necessary qualifications and skills for the relevant position to which he or she is being appointed.

3.1.10 *Training*

The Group adopts a training plan which aims to give its workers continuous technical and behavioural guidance and which allows the Group to maximise its competencies and high standards.

All workers must continuously seek the improvement of their knowledge and development of their skills in order to achieve excellence in the performance of their duties and contribute to providing better services to the Group's clients.

3.1.11 *Use of resources*

All workers must use the resources made available by the Group for strictly professional purposes and not for their personal benefit. All workers must ensure that the Group's resources, including computer resources and electronic mail, are used in an efficient and careful manner.

3.1.12 *Communications*

The Group pursues active engagement, initiatives and consultations with its workers to facilitate communications and dialogue between workers and managers.

3.1.13 *Innovation*

The Group promotes the use of technology and innovation in its business areas in order to maximise the exploration, promotion and encouragement of new ideas to add value to its business.

3.2 Relations with the Market and other stakeholders

3.2.1 *Relations with clients*

The Group and its workers must act in a professional and effective way to provide services of quality and excellence which contribute to maintaining and strengthening relations with the Group's clients and enhancing the Group's strong image and reputation.

3.2.2 *Corruption and bribery*

The Group has adopted a policy of zero tolerance towards bribery and corruption and is committed to upholding laws relevant to countering bribery and corruption in all the jurisdictions in which it operates.

Please refer also to the Group's Anti-Corruption and Bribery Policy, which sets out the responsibilities of workers in relation to ensuring compliance with applicable anti-bribery laws, rules and regulations in the jurisdictions in which the Group operates.

3.2.3 *Offers, gifts and hospitality*

At all times, all workers must not give, promise to give, offer or accept any payment, gift or hospitality with the expectation or hope that a business advantage will be given or received or to reward a business advantage already given.

A worker may give or accept a symbolic gift which is not made with the influence of a third-party and not made to obtain or retain business or a business advantage and which is made in compliance with local law, is given or received in the name of the Group and is given openly and not in secret.

Please refer also to the Group's Anti-Corruption and Bribery Policy.

3.2.4 *Fair competition and anti-trust laws*

The Group supports free enterprise and will compete fairly for business with scrupulous regards for those regulations which promote competition and protect customers. All business conduct must be carried out in compliance with established market rules and practices and in accordance with all applicable laws.

Violation of anti-trust and competition laws results in fines, which can undermine the financial stability of the Group and lead to severe sanctions against those individuals involved (up to and including imprisonment).

3.2.5 *Relations with suppliers and service providers*

Members of the Group must select suppliers and service providers in an independent and objective way based on market conditions, service quality and cost criteria.

Members of the Group must negotiate on the basis of good faith and honour their commitments in accordance with their contractual obligations.

3.2.6 *Relations with government and authorities*

In relation to public politics, typically the Group does not adopt any position, directly or indirectly, or contribute in any way to political organisations.

The Group is obliged to comply with all national and international legislation in force in any country in which it operates. All workers must not give, promise to give or offer a payment, gift or hospitality to a public official in order to facilitate or expedite any business activity.

Please refer also to the Group's Anti-Corruption and Bribery Policy.

3.2.7 *Relations with the media*

The information given to the media and disseminated publically must be informative and true in nature.

Workers may only make public statements of strategic and/or institutional relevance to the Group in cases where they are properly authorised to do so.

3.2.8 *Insider information and dealing in securities*

The Group respects and follows the relevant security laws that are applicable in the countries in which it operates by ensuring that inside information is secure and protected.

The Group's Dealings Procedures Manual and the Dealing Code imposes restrictions on dealing.

3.2.9 *Protection of personal data*

Certain information kept by the Group relates to the personal information of workers. The Group complies

with all applicable laws and regulations regarding the protection of personal data, including the existence and storage of files, consultation rights and the correction of personal data.

3.2.10 *Transparency of information*

Any public information generated and communicated by the Group must comply with all applicable laws and regulations. Any public financial information on the Group must completely, accurately and reliably present the financial situation of the Group at the relevant date or period, having been prepared in due time.

3.2.11 *Corporate governance*

The management of the Group must be carried out with transparency and in accordance with the rules, guidelines and principles of good corporate governance.

3.3 Relations with the Community

3.3.1 *Human rights*

The Group respects and promotes human rights in all the cultural, socioeconomic and geographic contexts in which it operates, respecting the traditions and cultures of, and providing support for, local communities in accordance with specific interests in each region.

3.3.2 *Child labour*

The Group prohibits any situation involving or pertaining to child or forced labour.

3.3.3 *Social responsibility*

The Group is firmly committed to pursuing and strengthening its strategy of ethically, socially and environmentally responsible management. The Group's programme of social responsibility aims to achieve the following general objectives:

- (a) value creation;
- (b) eco-efficiency and innovation;
- (c) environmental protection;
- (d) business ethics;
- (e) dialogue with the interested parties; and
- (f) management of human capital.

The Group is committed to contributing to a more just and prosperous society to foster economic growth, social cohesion and environmental protection and to promote improvements in the quality of life for current and future generations.

3.4 Monitoring and Compliance

- 3.4.1 The Board is responsible for overseeing the implementation of this Code, as well as conducting an annual review of the principles contained herein in order to ensure the effectiveness and implementation of this Code.
- 3.4.2 Each member of the Group is committed to complying with this Code and abide by its principles in its relations with its shareholders, partners, clients, suppliers, workers and the community. The board of directors of each member of the Group should adopt this policy under the supervision of the Board, taking into consideration the ethical issues and characteristics specific to each country in which that member of the Group operates.

4 VIOLATIONS OF THIS CODE

4.1 Disciplinary action

If any worker violates this Code or any other Group policy he or she will face disciplinary action, which could result in his or her dismissal.

4.2 Procedure for reporting violations

- 4.2.1 Each worker is responsible for the correct and full application of this Code. All workers' conduct must be guided, in all circumstances, by the principles and values contained herein.
- 4.2.2 Each worker must report any situation that violates the rules regulated in this Code. The Group has set up the following procedures to assist workers in making these reports and to ensure that such reports are dealt with effectively and promptly:
 - (a) any worker who is concerned that a particular practice, activity, transaction or contemplated transaction does not comply with the law or any provision of this Code, may personally report his or her concern promptly to his or her line manager, senior management or the chairman of the Board; and
 - (b) in accordance with the Whistleblower Rules, all situations reported will be dealt with in confidence. Any worker who has reported a suspected violation of the law or this Code or other irregularity in good faith and who derives no personal gain from that irregularity shall not be prejudiced in his or her position in any way as a consequence of having made the report.