



## **Corporate Responsibility/Code of Ethics**

### **Code of Ethics, Business Conduct, Human Rights and Labor Rights**

#### **Policy**

It is the policy of the Company to provide our Code of Ethics and Business Conduct, which will serve as a guide to proper business conduct for all employees and suppliers. We expect all employees and suppliers to observe the highest standards of ethics and integrity in their conduct. This means following a basic code of ethical behavior that includes the following.

#### **Build Trust and Credibility**

The success of our business is dependent on the trust and confidence we earn from our employees, customers and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct.

One of our vital values at Roxo is a commitment to provide proper conditions for our employees and to ensure our business partners offer similar standards. Not solely because we feel this is the right thing to do, but also because we believe it is, from a business point of view, the most reasonable approach.

We recognize cultural differences and support internationally agreed conventions on human rights and labor rights, including the Universal Declaration of Human Rights and ILO's Declaration of Fundamental Principles and Rights at Work. We dissociate ourselves from all forms of slavery, torture, cruel, inhuman or degrading treatment, working conditions that are a threat to life or health, child labor and heavy, irreversible environmental damage. We will assess the implications to human rights of major business decisions and seek dialogue with stakeholders in the surrounding world and in the local communities in which we operate.

At Roxo we take our responsibility seriously and we want to contribute to ensuring that our business partners and we live up to this responsibility. Therefore we have signed up to and work systematically at complying with the Global Compact. In this way we can develop sustainable relations, which provide value both for the company and for society. The following sections present the details of our responsibility and the importance of the Global Compact to us and our business partners.

#### **Respect for the Individual**



We all deserve to work in an environment where we are treated with dignity and respect. Roxo is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success.

Roxo is an equal employment/affirmative action employer and is committed to providing a workplace that is free of discrimination of all types from abusive, offensive or harassing behavior. Any employee who feels harassed or discriminated against should report the incident to his or her manager or to the Human Resources Department.

### **Create a Culture of Open and Honest Communication**

At Roxo everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

Roxo will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees who raise ethics concerns in good faith.

### **Set the Tone at the Top**

Management has the added responsibility for demonstrating, through their actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.

To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. We want the ethics dialogue to become a natural part of daily work.

### **Uphold the Law**

Our commitment to integrity begins with complying with laws, rules and regulations where we do business.

Further, each of us must have an understanding of the company policies, laws, rules and regulations



that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or Company policy, we should seek the advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

### ***Competition***

We are dedicated to ethical, fair and vigorous competition. We will sell Roxo products and services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for Roxo or the sales of its products or services, nor will we engage or assist in unlawful boycotts of particular customers.

### ***Proprietary Information***

It is important that we respect the property rights of others. We will not acquire or seek to acquire improper means of a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

### ***Selective Disclosure***

We will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to Roxo, its business operations, plans, financial condition, results of operations or any development plan. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

### ***Avoid Conflicts of Interest***

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of Roxo may conflict with our own personal or family interests because

of the course of action that is best for us personally may not also be the best course of action for Roxo. We

owe a duty to Roxo to advance its legitimate interests when the opportunity to do so arises. We must never use Roxo property or information for personal gain or personally take for ourselves any opportunity that is

discovered through our position with Roxo. Determining whether a conflict of interest exists is



not always easy to do. Employees with a conflict of interest question should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their managers or the Human Resources department.

### *Accepting Business Courtesies*

Most business courtesies offered to us in the course of our employment are offered because of our positions at Roxo. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies. Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier when Roxo is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain Roxo business.

### *Meals, Refreshments Entertainment and Gifts*

We may accept occasional meals, refreshments, entertainment, gifts and similar business courtesies that are customary and conform to reasonable ethical practices of the marketplace, provided that:

- They are not inappropriately lavish or excessive.
- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.
- The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.

Customary business entertainment is proper however, impropriety results when the value or cost is such that it could be interpreted as affecting an otherwise objective business decision. Employees with questions about accepting business courtesies should talk to their manager or the Human Resources department.

### *Offering Business Courtesies*

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an



attempt to gain an unfair business advantage or otherwise reflect negatively upon Roxo. An employee may never use personal funds or resources to do something that cannot be done with Company resources.

Accounting for business courtesies must be done in accordance with approved company procedures. Other than to our government customers, for whom special rules apply, we may provide non-monetary gifts (i.e., company logo apparel or similar promotional items) to our customers. Further, management may approve other courtesies, including meals, refreshments or entertainment of reasonable value provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.
- The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.
- The business courtesy is properly reflected on the books and records of Roxo.

## **Set Metrics and Report Results Accurately**

### ***Accurate Disclosures***

We will make certain that all disclosures made in financial reports are full, fair, accurate, timely and understandable. This obligation applies to all employees, including all financial executives, with any responsibility for the preparation for such reports, including drafting, reviewing and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records. Employees should inform Human Resources and Compliance if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

### ***Corporate Recordkeeping***

We create, retain and dispose of our company records as part of our normal course of business in compliance with all Roxo policies and guidelines, as well as all regulatory and legal requirements. All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with Roxo's and other applicable accounting principles. We must not improperly influence, manipulate or mislead any audit, nor interfere with any auditor engaged to perform an independent audit of Roxo books, records, processes or internal controls.

### **Accountability**

Each of us is responsible for knowing and adhering to the values and standards set forth in this



Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are

being met or are aware of violations of the Code, we must contact the Human Resources department. We take seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.

Integral to our business success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, customers and other business partners. Confidential and proprietary information includes such things as pricing and financial data, customer names/addresses or nonpublic information about other companies, including current or potential suppliers and vendors. We will not disclose confidential and nonpublic information without a valid business or legal purpose and proper authorization.

### **Use of Company Resources**

Company resources, including time, material, equipment and information, are provided for company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace. Employees and those who represent Roxo are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, we will not use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily activity. Solicitation of Company employees by non-employees is prohibited at all times. Solicitation by an employee of another employee is prohibited, while either the person doing soliciting or the person be solicited is on working time and or Company property. Distribution of materials by employees in work areas or on working time is prohibited.

In order to protect the interests of the Roxo network and our fellow employees, we reserve the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, the use of the Internet or Roxo's intranet. We will not tolerate the use of company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate.

### **Compliance**

Compliance with these principles is an essential element in our business success. Our Compliance Committee is responsible for ensuring these principles are communicated to and understood and observed



by all employees. Day to day responsibility is delegated to all management members who are responsible for implementing these principles, if necessary through more detailed guidance. Assurance of compliance is monitored and reported each year. Compliance with the code is subject to review by the board and subject to audit review. Employees are expected to bring to management's attention any breach or suspected breach of these principles. Provision has been made for employees to be able to report in confidence. From time to time, employees will likely have questions as to how this Code of Ethics and Business Conduct apply in particular situations. We expect all employees with such questions to discuss the exact circumstances with our Human Resources Department. Should the Human Resources Department be uncertain on what actions should be taken to ensure compliance with this Code of Ethics and Business Conduct, he/she will obtain further guidance by consulting with the Board.

#### **Sourcing of Raw Materials and Supplier base**

Roxo is committed to working with factories and suppliers who meet sufficient requirements within Roxo's standards of human rights and Code of Ethics/Conduct. When sourcing either domestically or internationally Roxo is committed to agreeing, supporting, and improving the working environment and conditions within each location. When sourcing any goods, Roxo will review all of the following but not limited to, Product testing, factory site, factory condition, Labor and Code of Ethical Standards, Lawsuits, procedures for keeping a sound work environment, process for training and educating employees, audits performed, interviews with Owner or Manager, etc.

#### **Health and safety at work**

All employees have a right to a healthy and safe working environment. This means that employees must have proper protective equipment and be sufficiently trained with respect to the tasks they perform.

#### **Forced labor**

No employees should be forced to accept employment or be retained against their will. Nor would we tolerate slavery, forced overtime work, forced convict labor, retain identification papers, trafficking in human beings or repayment of debt through work.

#### **Pay and benefits**

Pay and benefits for work within regular working hours should, as a minimum, correspond with the statutory or collectively agreed minimum pay. Overtime work should be paid for by a rate exceeding the normal pay rate.

#### **Working hours and breaks**



Work should be so organized that the rights of employees to a private life and leisure time with their family are respected. Overtime work should preferably be assigned on a voluntary basis and should allow for the circumstances of the individual employee. The number and duration of breaks must allow for the nature of work and should afford the employees time for eating, drinking, resting, going to the toilet without prompting disciplinary measures.

### **Non-discrimination and equal opportunities**

We will not engage in or support discrimination on the basis of race, colour, sex, language, religion, political or other opinion, caste, national or social origin, property, birth, union affiliation, sexual orientation, health status, family

responsibilities, age, and disability or other distinguishing characteristics. Hiring, remuneration, benefits, training, advancement, discipline, termination, retirement or any other employment-related decisions shall be based on relevant and objective criteria.

### **Disciplinary measures**

We will only allow disciplinary measures which are necessary, legitimate and fully transparent and which are proportional to the offence committed. We do not use nor condone the use of bodily punishment, physical or mental compulsion or verbal abuse and/or threats.

### **Right to privacy**

We must ensure the right to privacy of our employees. The retrieval of private data about employees should comply with the legislation in force at any time and should be justified by a legitimate business purpose, which has been made known to the employee. Personal data must be provided by the respective employee himself, unless the employee has given his consent in writing to having a third party retrieve the information.

### **Child labor**

All employees must be over 15 years old, over 18 years old if they work in night shifts or in an environment involving risk to their health, safety or moral standards. Employees under 18 years of age should not perform ordinary jobs if this prevents their statutory school attendance or education. Children down to the age of 13 may do light work a few hours a day, if such work does not affect their obligatory education or training or their health and/or development. If children are found to be working and not complying with these directions, they should not be discharged without making a plan ensuring their welfare and settling them in an educational program.

### **Product liability**

We must take precautions against defective products at all development stages, including design, testing



and manufacturing. Instructions for use and/or warning labels and declarations of contents must be correct. We must also take preventive action to protect users from unwittingly using our products in the wrong way.

### **Corruption and bribery**

We can accept no form of corruption or bribery aimed at achieving advantages, benefits or at influencing political or legal processes. In countries where facilitation payments are commonly used, we must have a clear strategy to abolish such practice.