

## Business Ethics Policy

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## The POTENCIA TECHNOLOGIES Ethics Code

The business philosophy of POTENCIA TECHNOLOGIES has been developed around a core set of values which are fundamental to the organization's development and success. One of these values is *Integrity*, which means we can always be trusted to do the right thing, and the POTENCIA TECHNOLOGIES Ethics Code below sets out how we expect all our employees to behave in order to live this core value.

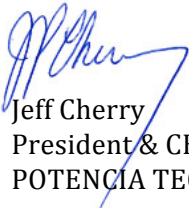
- **Being Safe & Secure**
  - Putting health & safety first
  - Protecting the security of our customers, the public and those in our care
  - Carefully following company rules and procedures
  
- **Being Honest & Trustworthy**
  - Always following the law
  - Reporting any wrongdoing
  - Never offering or taking a bribe
  - Avoiding any conflict of interest
  
- **Being Fair & Considerate**
  - Showing respect and consideration for others
  - Treating people fairly
  - Considering our local communities
  - Thinking about the environment
  
- **Being Professional & Proud**
  - Doing the best job you can
  - Looking smart and professional
  - Being a good role model
  - Safeguarding the POTENCIA TECHNOLOGIES name

### The Business Ethics Policy

In support of this code, the purpose of this Business Ethics Policy is to ensure that managers and employees have a detailed understanding of the group's minimum standards of operation and the expectations of our customers and stakeholders.

It is essential that the ethical business standards set out in this policy are applied throughout all areas of operation. Our senior managers are therefore asked to show their personal commitment by regularly endorsing this policy and confirming compliance within their own areas of responsibility.

We are committed to these standards and routinely monitor compliance across the organization, taking necessary action in the unlikely event that they are not being met.



Jeff Cherry  
President & CEO  
POTENCIA TECHNOLOGIES Inc.

# Business Ethics Policy

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## **1. Our approach to being a good corporate citizen**

POTENCIA TECHNOLOGIES is committed to being a good corporate citizen, taking account of the economic, social and environmental impact of our business and aiming to maximise the benefits and minimise any negative impact of our operations.

### **1.1. Human rights**

POTENCIA TECHNOLOGIES is committed to fulfilling its responsibilities on human rights in all areas of business operations.

### **1.2. The environment**

POTENCIA TECHNOLOGIES will conduct our business with respect and consideration for the environment. We will strive actively to reduce our overall impact on the environment by targeting annual reductions in our carbon intensity and the management of waste, water, vehicle emissions and energy consumption.

### **1.3. Local communities**

POTENCIA TECHNOLOGIES is fully committed to supporting and assisting the communities in which we operate through a variety of means including charitable fund-raising, sponsorship of community projects and voluntary work by employees. We conduct our business with respect and consideration for the good of local communities, taking steps to minimize any disturbance as a result of our operations. We will also serve local interests by providing good employment opportunities and effective services and products.

## **2. Standards of business practice**

POTENCIA TECHNOLOGIES is committed to high ethical standards in our business dealings to ensure the integrity of our employees and our organization is maintained.

### **2.1. Bribery and corruption**

POTENCIA TECHNOLOGIES is resolutely opposed to bribery and corruption in whatever form it may take.

Any payments, gifts or inducements made by or on behalf of POTENCIA TECHNOLOGIES and which induce or are intended to induce someone to act improperly and payments, gifts or inducements to public officials to influence them in the performance of their duty (other than payments, fees etc which they are entitled to demand by written law) are matters which are likely to result in disciplinary action, including summary dismissal, against employees concerned.

Gifts or entertainment may only be offered to a third party if they are consistent with customary business practice in the relevant territory, are modest in value and cannot be interpreted as inducements to trade.

Sales of services and products and purchases of products and services from suppliers will be made solely on the basis of quality, performance, price, value and/or for the benefit of the company and never on the basis of giving or receiving inducements in the form of payments, gifts, entertainment or favours or in any other form.

Employees should not accept gifts, money or entertainment from third party organizations or individuals where these might reasonably be considered likely to influence business transactions. Gifts, other than trivial ones with a low value, should be returned. In a culture where such an action might cause offence, the gift should be declared to the company and, if practical, donated to an appropriate charity.

## **2.2. Political contributions**

POTENCIA TECHNOLOGIES does not make contributions to political parties, political candidates or organisations which are politically active. The only exceptions to this might be in countries where there is a legal requirement to do so or where there is an established, lawful and generally accepted practice to do so.

## **2.3. Treatment of customers**

Mutual trust and confidence between POTENCIA TECHNOLOGIES and our customers is vital. All employees should strive to consistently deliver service excellence and value for money, meeting or exceeding customer's expectations and anticipating their changing requirements.

## **2.4. External suppliers**

All suppliers are entitled to fair treatment and all potential suppliers should have a reasonable opportunity to win POTENCIA TECHNOLOGIES business. It is our policy to pay suppliers on time in accordance with agreed terms of trade. We set high standards for our suppliers in the context of our own ethical policy.

## **2.5. Competition**

POTENCIA TECHNOLOGIES will always compete vigorously, but in a fair and ethical way. Competitive success is built on providing good value and service excellence. Competitors should not be disparaged. When in contact with competitors, employees will avoid discussing confidential information and no attempt will be made to improperly acquire competitors' trade secrets or any other confidential information. Employees must not publicise, discuss or share with competitors (even indirectly) pricing strategies or undertake any arrangements or practices which would conflict with the laws applicable to the business concerned.

# **3. Our approach to corporate governance**

POTENCIA TECHNOLOGIES is committed to protecting the interests of our shareholders and our organization through compliance with the relevant legal and regulatory environments and careful management of business risks.

## **3.1. Compliance with the law**

POTENCIA TECHNOLOGIES will comply fully with all relevant national and international laws and will act in accordance with local guidelines and regulations, including those which are industry specific, governing our operations.

It is the responsibility of all managers to ensure, by taking legal or other expert advice where appropriate, that they are aware of all local laws and regulations which may affect the area of the business in which they are engaged, including tax and exchange controls.

### **3.2. Accounting standards and records**

All accounting documentation must clearly identify the true nature of business transactions, assets and liabilities in conformity with relevant regulatory, accounting and legal requirements. No record or entry may be false, distorted, incomplete or suppressed. Employees must not materially misstate or knowingly misrepresent management information for personal gain or for any other reason.

### **3.3. External reporting**

POTENCIA TECHNOLOGIES businesses may be required to make statements or provide reports to regulatory bodies, government agencies or other government departments. Care should be taken to ensure that such statements or reports are correct, timely and not misleading. Senior management must be made aware of any sensitive disclosure before it is made.

POTENCIA TECHNOLOGIES will provide through the published annual report and accounts and other statements, appropriate information to enable shareholders to assess our business performance. We will comply with applicable laws and stock exchange regulations as to the disclosure of information about POTENCIA TECHNOLOGIES.

### **3.4. Policies and procedures**

POTENCIA TECHNOLOGIES recognizes that there are risks associated with carrying out any business activity. Management is responsible both for ensuring that policies and procedures are in place to manage risks and for complying with those policies and procedures. Employees should ensure that they are aware of the risks associated with their activities and that they comply with policies and procedures in place to manage those risks.

## **4. Our commitments to our employees**

POTENCIA TECHNOLOGIES is committed to optimising individual and business performance through employing the best people at all levels and creating an environment in which they want to and are able to contribute fully to the Group's success. To achieve a working environment in which team spirit and commitment to the goals and values of POTENCIA TECHNOLOGIES are maintained, the Company will ensure that individual employees are treated fairly and with dignity and respect.

### **4.1. National regulation**

In dealing with its employees, POTENCIA TECHNOLOGIES will act in compliance with national regulatory requirements and employers' obligations to employees under labour laws and regulations must be respected.

### **4.2. ILO Declaration on Fundamental Principles and Rights at Work**

POTENCIA TECHNOLOGIES will respect freedom of association and the right to collective bargaining, employment will be freely chosen with no use of forced or child labour, and we will not discriminate on the basis of gender, colour, ethnicity, culture, religion, or disability and will abide by all anti-discrimination legislation in every jurisdiction where POTENCIA TECHNOLOGIES operates.

#### **4.3. Harassment**

Harassment can be defined as unwanted behaviour, which a person finds intimidating, upsetting, embarrassing, humiliating or offensive. Conduct involving the harassment (racial, sexual or of any other kind) of any employee is unacceptable.

#### **4.4. Equal opportunity**

POTENCIA TECHNOLOGIES values all of its employees for their contribution to the business. Opportunities for advancement will be equal and will not be influenced by considerations other than their performance, ability and aptitude. Employees will also be provided with the opportunity to develop their potential and, if appropriate, to develop their careers further with the company.

#### **4.5. Health & safety**

POTENCIA TECHNOLOGIES places the highest priority on promoting the health and safety of employees whilst at work. In particular, we will constantly review the effectiveness of our methods of operation to best protect those who work in a high-risk environment.

#### **4.6. Terms of employment**

The businesses and their employees will work towards creating permanent long-term relationships. Employees will be paid for and work hours at least as favourable as the terms established by national legislation or agreements or industry standards.

#### **4.7. Pre-employment screening and selection**

In order to protect the interests of its employees and customers, and because of the nature of its business, POTENCIA TECHNOLOGIES will apply rigorous pre-employment screening and selection techniques.

### **5. Employee commitments to POTENCIA TECHNOLOGIES**

Employees must avoid situations where appearance of business impropriety exists, even though the circumstances might not otherwise specifically violate this code of conduct or where specific laws or regulations do not apply.

#### **5.1. Confidential information**

Employees must not make use of confidential information obtained through their employment for personal gain. The disclosure of confidential information to any third party during or after employment is not permitted unless the disclosure has been appropriately authorized, is for a legitimate business reason and the information is being securely communicated. 'Confidential information' is either information that has been specifically described as being confidential or is otherwise obviously confidential from the surrounding circumstances. The term 'confidential information' does not include information in the public domain or information which the individual concerned is required by law to disclose.

#### **5.2. Conflicts of interest**

Every employee has a duty to avoid business, financial or other direct or indirect interests or relationships which conflict with the interests of the Company, or which divides his or her loyalty to the Company. Any activity which even appears to present such a conflict must be avoided or terminated unless, after disclosure to the appropriate level of management, it is determined that the activity is not unethical or improper, does not compromise integrity and is not detrimental to the reputation and standing of the company.

### **5.3. Social networking**

Employees who engage in social networking on websites or in groups which show any association with, or make reference to, POTENCIA TECHNOLOGIES are expected to behave in ways that are consistent with POTENCIA TECHNOLOGIES values and policies. Employees must therefore ensure that the company is not exposed to legal or reputational risks and the safety and security of employees, customers and the general public are not undermined.

## **6. Implementation**

This Business Ethics Policy is widely published in POTENCIA TECHNOLOGIES including on the corporate website. The Policy must be adopted as a minimum standard and issued to all POTENCIA TECHNOLOGIES managers and relevant specialists. Ethics documentation must be reviewed and an annual sign off implemented.

For frontline/administration staff an Ethics Code (including relevant elements of the Business Ethics Policy) is to be promoted by business units and management with content reflected where appropriate in training, and other internal communications channels.

For all new staff, employment contracts or written statements include the Business Ethics Policy or Ethics Code as appropriate. These should be signed, retained on file and be auditable. Implementation and adherence to the Business Ethics Policy is monitored as part of POTENCIA TECHNOLOGIES compliance processes. The policy will be reviewed annually. Where POTENCIA TECHNOLOGIES companies already have their own published ethics policies, these must be reviewed against this Group policy to ensure they meet the same minimum standards.

### **6.1. Staff complaints, concerns and suggestions**

Staff can expect that the Company will give due consideration to their constructive suggestions and will provide a considered and objective review of genuine concerns and complaints. Such concerns include fraud, misrepresentation, theft, harassment, discrimination and non-compliance with regulations, legislation, policies and procedures.

Concerns must be investigated impartially so that the employee's rights are protected. Employees who have concerns about potential unethical behaviour should advise their local Human Resources or Finance Director in the first instance. Employees may do this anonymously if they so wish. To ensure that confidentiality is maintained, employees should not discuss such concerns with colleagues or other third parties, unless specifically authorized or unless it is a legal requirement.

If the employee is dissatisfied with the response to the concern which he or she has raised, or if the concern relates to a matter of exceptional gravity or sensitivity, he or she can contact senior management at their discretion.

### **6.2 Compliance monitoring**

We monitor, on a regular basis, compliance with this ethics policy, using ongoing management reporting.



### **6.3 Adherence to policy**

Since POTENCIA TECHNOLOGIES aims to maintain high ethical standards in carrying out its business activities, practices of any sort that are incompatible with the Group's principles and policies are not tolerated. Strict adherence to these principles and supporting policies is a condition of employment or working with POTENCIA TECHNOLOGIES. Any action by an employee, which deliberately or recklessly breaches this ethics policy, may result in disciplinary action and where appropriate, criminal proceedings will be instituted.