

THE EXECUTIVE CENTRE

CODE OF BUSINESS CONDUCT & ETHICS

Current version of Code of Business Conduct & Ethics are extracted from, and part of the TEC Employee Handbook. This document shall be updated from periodically.

INTRODUCTION

a. Purpose

Our Code of Business Conduct & Ethics (“the Code”) expresses the standards of integrity, business practice and service standard that support our values. The Executive Centre (“TEC”) has a reputation for service excellence and reliability. Central to this reputation is the way in which we conduct business. Excellence with integrity and living our values are keys to TEC’s continued success in all our dealings with our customers, shareholders and others with whom we do business.

For these reasons, every TEC Team Member must comply with the Code. All Team Members need to understand our Code of Business Conduct & Ethics and follow Company standards.

The following are some examples of the behaviours which are unacceptable in the workplace and may possibly result in misconduct and lead to termination of employment:

- Theft, inappropriate removal or possession of Company property;
- Unauthorised disclosure of business “secrets” or confidential information;
- Negligence or improper conduct, leading to damage of company owned or customer owned property;
- Boisterous or disruptive activity in the workplace;
- Fighting or threatening violence in the workplace;
- Violation of safety or health rules;
- Sexual, other unlawful or unwelcome harassment;
- Possession, distribution, sale, transfer, use of alcohol or illegal drugs in the workplace;
- Excessive absenteeism, unpunctuality or any absence without notice;
- Smoking in the workplace.

b. Seeking Help and Information

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s ethical standards, seek help. We encourage you to contact the Ethical Business Liaison Officer for help.

c. Reporting Concerns and/or violations of the Code

TEC encourages openness and will support anyone who raises genuine concerns in good faith under this policy. Any suspicious activity or wrongdoing in connection with TEC business, Team



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Member is encouraged to raise concerns and report to their immediate supervisor or the Human Resources Department. Whistleblowing channels are also provided for reporting.

d. Anti-Retaliation

Retaliation against any Team Member who, in good faith, provides information or otherwise participates in the disciplinary process is prohibited.

Employees should know that it is against the law to retaliate against a person, including with respect to their employment, for providing truthful information to a law enforcement officer relating to the possible commission of any violation of law. Employees who believe that they have been retaliated against by the Company, its employees, contractors, subcontractors or agents, for providing information to or assisting in an investigation conducted by a governmental authority or a person with supervisory authority over the employee (or another employee who has the authority to investigate or terminate misconduct) in connection with conduct that the employee reasonably believes constitutes a violation of rule or law, may seek redress through governmental agencies.

It is important to note that our policy against retaliation is to protect employees engaging in responsible reporting of activities which they, in good faith, believe are in violation of company policies or legal rules and regulations. However, it is equally important for the Company to safeguard our employees from malicious accusations based on unfounded information which the person reporting the activity knows is untrue. An employee who files a report against another employee knowing that the report contains false information or allegations will be subject to internal review and appropriate discipline.

CONFLICT OF INTEREST

a. Declaration

Team Member must declare to the Company any financial or commercial interest, direct or indirect, which they or members of their immediate family may have official dealings with TEC. All declarations should be made in writing to the Chief Executive Officer.

b. Second Jobs/Outside Activities

TEC expects its Team Members to focus their work-day efforts on contributing to the organisation's business goals. The Company expects you to refrain from engaging in activities that create a conflict or potential conflict of interest or prevent you from performing all of your job duties. Even the appearance of a conflict of interest may damage TEC's reputation and must be avoided.



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ANTI-BRIBERY AND CORRUPTION

a. Introduction

TEC is committed to conducting its business with honesty, integrity, professionalism and proper ethical behavior. The Company takes active efforts to ensure that bribery and corruption do not occur in any of our business activities as they are not compatible with TEC's values, are unlawful and will not be tolerated.

This Anti-Bribery and Corruption Policy applies to ALL Team Members within the TEC Group, while our executive team, management and senior Team Members at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy.

b. Purpose

The purpose of the Anti-Bribery and Corruption Policy is to:

- set out the company's expectation on upholding the bribery and corruption policy; and
- provide information and guidance to our Team Members on how to recognise and deal with bribery and corruption issues.

c. Definitions on Bribery and Corruption

In this Anti-Bribery and Corruption Policy:

Bribe / bribery means the giving, offering, promising, requesting, agreeing to receive or, receipt or acceptance of any advantage, which need not be financial, including any payment, gift, loan, fee, or reward, commission, service and favour or from any person in order to influence them corruptly or improperly in the exercise of their duty; and corrupt/corruption means the misuse or abuse of public or private office or power for personal gain.

d. Gifts and Hospitality

All TEC Team Members should not suggest for any gift or hospitality to be offered or received on the assumption of certain favours being granted. Team Member may accept meals or equivalent hospitality only in normal business activities and only when the hospitality is of a reasonable level. Team Member, in any event, receives gifts and hospitality in excess of USD300 from vendors, clients or TEC business partners must report to Human Resources Department for records. If there is any doubt as to whether a gift or hospitality to be given or received is appropriate, approval or guidance should be sought from the Chief Finance Officer.



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e. Team Member's Responsibility

All Team Members must endeavor to comply with all bribery and corruptions statutes in the jurisdiction for which they perform their duties at all times. If the Team Member willfully and knowingly violates any bribery or corruption law, or knowingly participates in activities that would be generally accepted as corruption or bribery, the Team Member will be subject to summary dismissal and all suspected activities of that Team Member will be reported to the police. All of our Team Members must ensure that they read, understand and comply with this policy. TEC reserves its right to terminate the contractual relationship with our Team Member or any third party if they breach this policy.

NON-DISCLOSURE OR PRIVACY CONFIDENTIALITY

The protection of confidential business information and trade secrets are vital to the interests and success of TEC. Such confidential information includes, but is not limited to, the following examples:

- Client information;
- Client database;
- Compensation data;
- Financial information;
- Marketing strategies;
- Pending projects and proposals;
- Proprietary production processes;
- Personnel/Payroll records;
- Conversations between any persons associated with the company.

All Team Members are required to sign a non-disclosure agreement as a condition of employment.

Team Members who improperly use or disclose trade secrets or confidential business information will be subject to disciplinary action, including termination of employment and legal action, even if they do not actually benefit from the disclosed information.

EMPLOYMENT PRACTICES

a. Non-Discrimination

In order to provide equal employment and advancement opportunities to all individuals, employment decisions at TEC will be based on merit, qualifications and abilities. TEC does not discriminate in employment opportunities or practices on the basis of race, colour, religion, gender, sexuality, nation of origin, age or disability.



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Team Members with questions or concerns about discrimination in the workplace are encouraged to bring these issues to the attention of their manager. They can raise concerns and make reports without fear of reprisal. Anyone found to be engaging in unlawful discrimination will be subject to disciplinary action, including termination of employment.

b. Equal Opportunity

TEC is proud to be an equal opportunity employer. It is the Company's policy to provide equal opportunity to Team Members regardless of personal characteristics such as:

- Race;
- Gender or pregnancy;
- Disability;
- Marital/family status;
- Any other legally-protected characteristics.

This commitment to equal opportunity governs decisions related to all aspects of employment, including selection, development and compensation. All Team Members and applicants are to be treated in a manner free from discrimination and harassment based on the personal characteristics described above.

The Company prohibits any form of discrimination or harassment by managers, co-workers, clients, suppliers or others.

As a TEC Team Member, you are expected to:

- Treat other Team Members with respect;
- Not make offensive or insulting remarks to or about others in the workplace or while engaged in TEC business outside the workplace;
- Not engage in harassment or discrimination which is either unlawful or against Company policy;
- Cooperate fully with any investigation regarding alleged discrimination or harassment;
- Not make slurs, epithets and jokes based on race, gender, pregnancy, disability, marital or family status, and/or other legally-protected characteristics;
- Discuss any concerns about these issues with your manager, a Human Resources representative or other appropriate Company representatives.

The following are examples of actions that are inconsistent with TEC's commitment to ensuring a productive and comfortable work environment and will not be tolerated:



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- Victimisation or intimidation of, or retaliation or discrimination against, a Team Member or business associate because he or she makes a complaint or participates in an investigation; and
- Interfering with or refusing to cooperate in an investigation.

If you engage in this type of prohibited conduct, or violate any of TEC's employment or other policies, you may be disciplined, up to and including termination of employment without notice.

If you believe in good faith that you have a complaint under the Equal Opportunity, you should seek advice and assistance from your manager or Human Resources.

c. Anti-Harassment

In creating a business environment centred on valuing and respecting the people with whom we work, TEC will not tolerate inappropriate behaviour or harassment of or by Team Members, customers, suppliers or others.

Harassment, including sexual harassment, occurring in the workplace, or in any other setting in which Team Members find themselves in connection with their employment, is against Company policy and will not be tolerated. Harassment can involve any unwelcome verbal, non-verbal or physical conduct that has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, degrading, humiliating or offensive working environment, and commonly but not exclusively is based on an individual's personal characteristics or status, such as race, gender, pregnancy, disability, marital, family status and/or other legally protected personal characteristics.

Examples of harassment include, but are not limited to:

- Threat of violence;
- Offensive jokes about a person's race, gender, disability, etc.;
- Taunt remarks or insults about or directed at a person's racial group, disability, gender, etc.;
- Display or circulate written or electronic materials or pictures that are degrading to either gender or to racial groups or are sexually suggestive;
- Abusive, bullying behaviour, such as shouting, sarcasm, constant criticism or derogatory remarks, if such behaviour has an adverse effect on an individual;
- Comments about an individual's sexual activities, prowess or deficiencies;
- Comments about an individual's body;
- Unwanted physical contact or sexual advances;
- Sexually suggestive or insulting sounds, leering, whistling and/or gestures.



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TEC prohibits unwelcome sexual advances or requests for sexual favours and all other verbal, non-verbal or physical conduct of a sexual nature where:

- Submission to such conduct is made explicitly or implicitly a term or condition of an individual's employment;
- Submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting the individual;
- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment.

Harassment may be overt or subtle. Some behaviours that are appropriate in a social setting may not be appropriate in the workplace or at a work function. However, whatever form it takes, harassment is unacceptable and will not be tolerated by the Company.

Please note that normal discussions with your manager about your work behaviours, attendance or performance are not considered harassment under this policy.

As a TEC Team Member, you are expected to immediately report any behaviour that you think may be harassment to an appropriate TEC's representative. Depending on the situation, you may want to report it to:

- Your manager; and/or
- Human Resources.

All reported incidents of harassment (including sexual harassment) will be taken seriously and will be promptly and thoroughly investigated. An investigation will typically involve interviews with:

- The complaining Team Member;
- The alleged harasser, who will be given the opportunity to respond to the allegations; and
- Any witnesses.

Information obtained during the investigation will be kept confidential to the greatest extent under possible circumstances and will be shared with only those individuals with a need to know. You are also expected to cooperate fully with any investigation, whenever you have been reported on a harassment complaint.

SOLICITATION AND DISTRIBUTION

To focus Team Members' efforts toward achieving professional and business goals and objectives, TEC prohibits distribution by Team Members or third parties of literature that does not relate to TEC business on its location, including work areas. TEC also does not permit Team Members or third parties to sell



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merchandise, solicit financial contributions or solicit for any cause during working hours without explicit consent from TEC's management or Human Resources.

Team Members must not use Company's property or resources for solicitation or distribution purposes that do not relate to TEC business, including voice mail, e-mail and internet or mail services. In addition, posters may not be hung or placed in TEC offices without prior approval from management.

Solicitation for, as well as distribution of products or services that do not relate to TEC's business is prohibited. This expectation applies to TEC Team Members who are working as well as Members who are not working (e.g. before or after work hours, during breaks) but are on Company's location.

Certain company-sponsored activities will be exempted from this policy. The TEC's Department Head may approve other limited exceptions that do not interfere with normal operations, affect performance and productivity, distract Team Members, customers or visitors or threaten building security.

CERTIFICATION

Every director, officer and employee of the Company is required to certify his or her compliance with this Code when he or she joins the Company, and thereafter on annual basis, by completing the "Certification of Compliance" attached as the Schedule to this Code.

REVISION HISTORY

Issue	Date Approved	Approved by	Revision details
1	July 13, 2021	CEO	Formulation of a separate Code of Business Conduct & Ethics by extracting from existing Employee Handbook, with addition of the annual certification requirement.



**THE
EXECUTIVE
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SCHEDULE CERTIFICATION OF COMPLIANCE**

I have received, reviewed and understood the Company's Code of Business Conduct and Ethics (as amended by the Company periodically) (the "Code"), and hereby undertake, as a condition to my present and continued employment at or affiliation with the Company (as defined in the Code), to comply fully with the Code and all the policies and procedures referred therein.

Signature

Date

Full Name

Position

