



# **Code of Ethics and Business Conduct**

# **Statement of Our Core Values**

## **Company Vision**

To be a world class company of choice for businesses and individuals seeking to have technology as an integral part of their business ecosystem that profits in growth through Information Communication Technology.

## **Values**

1. Committed to innovation and excellence.
2. Customer Centered.
3. Collaborative and flexible.
4. Honest and reliable.

## **Mission**

To build the trustworthy and profitable global Information Technology Company that fulfills our customers dreams of improving their business by providing high quality software and services.

## **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. It is easy to say what we must do, but the proof is in our actions. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask: Will this build trust and credibility for Next Technologies Ltd ? Will it help create a working environment in which Next Technologies Ltd can succeed over the long term? Is the commitment I am making one I can follow through with? The only way we will maximize trust and credibility is by answering “yes” to those questions and by working every day to build our trust and credibility.

## **Respect for the Individual**

We all deserve to work in an environment where we are treated with dignity and respect. Next Technologies Ltd 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. We cannot afford to let anyone’s talents go to waste.

Next Technologies Ltd is an equal employment/affirmative action employer and is committed to providing a workplace that is free of discrimination of all types and 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 human resources.

## Create a Culture of Open and Honest Communication

At Next Technologies Ltd 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.

Next Technologies Ltd 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 genuine ethics concerns in good faith.

For your information, Next Technologies Ltd's whistleblower policy is as follows:

[Note to

Employees are encouraged, in the first instance, to address such issues with their managers or the HR manager, as mos employer: *This policy should have already been adopted as an addendum to the organization's handbook.*]t problems can be resolved swiftly. If for any reason that is not possible or if an employee is not comfortable raising the issue with his or her manager or HR, Next Technologies Ltd's [Title of Executive Officer] does operate with an open-door policy.

## Set 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. At Next Technologies Ltd, we want the ethics dialogue to become a natural part of daily work.

## **Uphold the Law**

Next Technologies Ltd's 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 Next Technologies Ltd 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 Next Technologies Ltd 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 Next Technologies Ltd 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 Next Technologies Ltd, its securities, 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.

## **Health and Safety**

Next Technologies Ltd is dedicated to maintaining a healthy environment. A safety manual has been designed to educate you on safety in the workplace. If you do not have a copy of this manual, please see the HR department.

## **Avoid Conflicts of Interest**

### ***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 Next Technologies Ltd may conflict with our own personal or family interests. We owe a duty to Next Technologies Ltd to advance its legitimate interests when the opportunity to do so arises. We must never use Next Technologies Ltd property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with Next Technologies Ltd.

### **Here are some other ways in which conflicts of interest could arise:**

1. Being employed (you or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while you are employed with Next Technologies Ltd.
2. Hiring or supervising family members or closely related persons.
3. Serving as a board member for an outside commercial company or organization.
4. Owning or having a substantial interest in a competitor, supplier or contractor.
5. Having a personal interest, financial interest or potential gain in any Next Technologies Ltd transaction.
6. Placing company business with a firm owned or controlled by a Next Technologies Ltd employee or his or her family.
7. Accepting gifts, discounts, favors or services from a customer/potential customer, competitor or supplier, unless equally available to all Next Technologies Ltd employees.

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 HR department.

## ***Anti-Bribery and Anti-Corruption***

Next Technologies Ltd prohibits offering, promising, authorizing, making, soliciting or accepting, directly or indirectly through a third party, e.g. a commercial agent, shipping agent, etc., anything of value, monetary or otherwise (including gifts and other favors), to any government official or private person for the purpose of improperly obtaining or retaining business. Never become involved in money laundering, Kickbacks or any form of Bribery (as defined in the list of definitions).

Interactions with government officials present heightened corruption risk and require special attention, and often rules and processes will be more stringent. Government officials include any elected or appointed official (executive, legislative or judicial) of a local, state, provincial, regional or national government; any government personnel, part-time government worker, unpaid government worker, or anyone empowered to act on behalf of a government; any political party, party official, or candidate for political office; any official or personnel of a public international organization such as the World Bank or United Nations; and any official, representative, or personnel of a company that is under even partial ownership or control by a government. This means that all employees of government-owned companies and instrumentalities are government officials for purposes of the Code, even if the companies are operated like privately owned corporations.

A charitable donation, made at the request of, or to support a government official or commercial counterparty for the purpose of improperly influencing that person's conduct is prohibited. Any such requests should be referred to the CEO.

You may encounter government officials in various areas of Next Technologies Ltd business, such as permitting and licensing, customs and exports, sales, and taxes. For example, adhering to published standard and expedited fees are usually acceptable for processing routine government action, such as a commercial visa service might provide to expedite obtaining travel visas. Next Technologies Ltd does not authorize facilitation payments, i.e. small payments to government officials to expedite or secure a non-discretionary routine governmental action, even if only ministerial or clerical duties. For example, the payment of a small sum to a government official to speed the process of getting a license will fall under the definition of "facilitation payment". A larger payment made to receive a license that Next Technologies Ltd would not otherwise receive would fall within the definition of "bribe". Both are prohibited.

Because under anti-corruption laws, Next Technologies Ltd may be held liable for conduct of anyone acting on the Company's behalf, such as agents, consultants, joint venture partners, suppliers and other third parties, employees should select cautiously any third parties who will act on the Company's behalf. Efforts should be made to ensure that they uphold Next Technologies Ltd standards, adhere fully to the law, and safeguard the Company's reputation.

Next Technologies Ltd is committed to transparency and accuracy in all dealings while respecting privacy and confidentiality obligations. For financial and tax purposes, you

should ensure that information recorded and provided is timely, complete and fair, and accurately reflect in reasonable detail the Company's assets, liabilities, revenue and expenses and all other pertinent transactions. Do not for any reason make false, artificial, misleading or misstated entries in any of the Company's books, records or financial statements or engage in any arrangement that results in such prohibited acts. You are responsible for recording all transactions accurately and to follow all accounting procedures. Ensure that all financial entries reflect the real nature and purpose of the transaction reported, and never use corporate funds, assets, services or facilities except as described by the documents supporting the use in question.

Do not make or receive payments without adequate supporting documentation or establish or maintain undisclosed or unrecorded funds or assets ("off the books") for any purpose. Never agree to falsify invoices or pay expenses that are unusual, excessive, inadequately described, insufficiently documented, or that otherwise raise questions

### ***Gifts, Gratuities and Business Courtesies***

Next Technologies Ltd is committed to competing solely on the merit of our products and services. We should avoid any actions that create a perception that favorable treatment of outside entities by Next Technologies Ltd was sought, received or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom Next Technologies Ltd does or may do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of Next Technologies Ltd or customers, or would cause embarrassment or reflect negatively on Next Technologies Ltd's reputation.

### ***Accepting Business Courtesies***

Most business courtesies offered to us in the course of our employment are offered because of our positions at Next Technologies Ltd. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position at Next Technologies Ltd to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and good will with the firms that Next Technologies Ltd maintains or may establish a business relationship with.

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 Next Technologies Ltd is involved in choosing or reconfirming a supplier or under

circumstances that would create an impression that offering courtesies is the way to obtain Next Technologies Ltd business.

### ***Meals, Refreshments and Entertainment***

We may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, 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.

### ***Gifts***

Employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including:

- Flowers, fruit baskets and other modest presents that commemorate a special occasion.
- Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising or promotional items).

Generally, employees may not accept compensation, honoraria or money of any amount from entities with whom Next Technologies Ltd does or may do business. Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than \$100 may not be accepted unless approval is obtained from management.

Employees with questions about accepting business courtesies should talk to their managers or the HR 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 Next Technologies Ltd. An employee may never use personal funds or resources to do something that cannot be done with Next Technologies Ltd 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 nonmonetary 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 Next Technologies Ltd.

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

### ***Accurate Public Disclosures***

We will make certain that all disclosures made in financial reports and public documents 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 Executive Management and the HR department 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 Next Technologies Ltd 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 Next Technologies Ltd's and other applicable accounting principles.

We must not improperly influence, manipulate or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of Next Technologies Ltd books, records, processes or internal controls.

## **Promote Substance Over Form**

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away.

At Next Technologies Ltd, we must have the courage to tackle the tough decisions and make difficult choices, secure in the knowledge that Next Technologies Ltd is committed to doing the right thing. At times this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean we *should* do so.

Although Next Technologies Ltd's guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business and should guide us in our daily conduct.

## **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 HR department.

Next Technologies Ltd takes seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.

## **Be Loyal**

### ***Confidential and Proprietary Information***

Integral to Next Technologies Ltd's 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 supplier and vendors. We will not disclose confidential and nonpublic information without a valid business 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 Next Technologies Ltd 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, except for company-requested support to nonprofit organizations. We will not solicit contributions nor distribute non-work related materials during work hours.

In order to protect the interests of the Next Technologies Ltd network and our fellow employees, Next Technologies Ltd reserves 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 Next Technologies Ltd'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.

Questions about the proper use of company resources should be directed to your manager.

### ***Media Inquiries***

Next Technologies Ltd is a high-profile company in our community, and from time to time, employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the company, we should direct all media inquiries to the [Public Relations Executive/COO]. No one may issue a press release without first consulting with the [Public Relations Executive/COO].

### **Do the Right Thing**

Several key questions can help identify situations that may be unethical, inappropriate or illegal. Ask yourself:

- Does what I am doing comply with the Next Technologies Ltd guiding principles, Code of Conduct and company policies?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Would I feel comfortable describing my decision at a staff meeting?
- How would it look if it made the headlines?
- Am I being loyal to my family, my company and myself?
- What would I tell my child to do?
- Is this the right thing to do?

## Appendix A

Hospitality/gift given/rec	Date	Given by	Organisation	Given to	Organisation	Reason for gift/hospitality	Value/estimated value	Invoice/ receipt provided? (if hospitality/gift offered)

### Item 2: Maximum Monetary Value for Hospitality/Gift

Hospitality or Gift	Maximum monetary value (USD)
Gift (excluding cash or cash equivalent, or loans which are never permitted)	50 (per person per occasion)
Meal or other entertainment (value of meal or other entertainment given or received)	100 (per person per occasion)

## Due Diligence Checklist for third party relationships

Key:

“TP” = third party i.e. third party individual/entity to the proposed

contract. RISK ASSESSMENT

To be used when engaging agents, consultants, contractors, joint venture partners and other significant third party relationships over the prescribed threshold e.g. suppliers who provide services to the business.

No	Item	Answer	Comments/Any Further Action Required
1.	How long has the TP been in business?		
2.	Is the TP subject to any specific statutory or other regulations (e.g. financial services registration)?		
3.	Has the TP (or any business which is part of the same group as the TP) or any significant shareholder, director, officer or employee of it been investigated or convicted in relation to a bribery or corruption related offence or a tax evasion/tax fraud offence (in any territory)?		
4.	Does the TP or anyone known by you to have a significant business relationship with the TP have a reputation for corruption or tax evasion/tax fraud?		
5.	Has the TP ever been barred from tendering for government contracts (in any territory)?		
6.	Does the TP have the necessary experience and expertise for the proposed relationship?		
7	Are the agreed payments to the TP reasonable – i.e. not disproportionate in view of the services provided and reasonable within the industry?		
8	Are the payments being made to a known onshore bank account demonstrably linked to the TP?		
9	Are the accounts of the TP independently audited?		
10	Will the TP have authority to make payments on behalf of our business without prior authorization?		

12	Does the contract require the TP to comply with the anti-bribery and anti- tax evasion policy?		
13	Does the TP have its own written anti-bribery and anti-tax policy which is roughly equivalent to the Corporation's?		
14	Do all expenses of the TP require written receipts or evidence before reimbursement?		
15	Is TP's remuneration based on achieving certain outcomes securing a contract (i.e. incentive based)?		
16	Does the contract require the TP to ensure sub-contractors, sub-agents or any third parties engaged by it comply with the Corporation's anti-bribery and anti-tax evasion policy?		
17	Does the contract give the Corporation audit rights?		
18	Has a company search been completed and reviewed on the TP?		
19	Has a court record search on the TP been completed?		
20	Do you know who the shareholders/owners of the TP are? If the shareholder(s) is/are nominee(s) do you know who are the ultimate beneficial owners?		
21	Has an internet search been completed on the TP entity shareholders, beneficial owners) and related entities?		
22	Does the TP have any conflicts of interest e.g. working for competitor?		
23	If so, have you dealt with these appropriately?		
24	Has the Transparency International Corruption Perceptions Index been reviewed for the TP's country or the country where the TP proposes to do work?		