

# AMBERCORE'S BUSINESS INTEGRITY CODE

## A Message from the Chief Executive Officer

Ambercore expects all employees and the contractors who represent us to adhere to our high standards of honesty, integrity and ethical behaviour wherever we do business. This means you have a personal responsibility to ensure that Ambercore's day-to-day business affairs are conducted in a fair, honest and ethical manner.

This Business Integrity Code serves as a guide to the standards of behaviour our management requires in all of Ambercore's business activities. As part of your employment, you must know and agree to comply with our Business Integrity Code. We ask all employees to review this Code regularly.

The Code cannot anticipate every situation that could be, or could appear to be, a violation of these ethical standards of conduct. Our emphasis is therefore on discussion: we encourage you to discuss situations as they arise with your supervisor or leader or the appropriate department as listed at the end of this Code.

How we achieve business results is as important as the results themselves. I encourage you to be honest and ethical in every business situation you encounter, thinking about what is right and acting in a way that reflects Ambercore's values and ethical standards.

Martin Sendyk  
President and Chief Executive Officer

# EXPLAINING THE BUSINESS INTEGRITY CODE

Ambercore's commitment to integrity and ethics is the foundation of our Business Integrity Code and the other company policies that reinforce it. We act at all times in full compliance with both the letter and spirit of legislative and regulatory requirements of the countries in which we operate.

For example, legislation in all countries in which Ambercore operates criminalizes the bribery of public officials. We will not make illegal or improper payments and we will not participate in any corrupt business practices. We will honour internationally accepted labour standards and support and respect the protection of human rights within our sphere of influence.

As another example, competition laws are designed to ensure fair competition in the marketplace for products and services. We benefit from and comply with such laws.

Although not everyone can be expected to know the details of these laws, you are expected to be sufficiently familiar with any laws that apply to your work to recognize potential dangers and to know when to seek advice. If in doubt, discuss the matter with your supervisor or leader, or seek the guidance of Ambercore's Chief Financial Officer ("CFO"). External service providers representing Ambercore should seek guidance from their company contact person.

The Code sets out the basic rules, standards and behaviours that allow Ambercore to maintain the confidence of our customers, colleagues, resellers, and the communities and governments where we do business around the world. It does not provide exhaustive information about every single Ambercore policy or standard: you are responsible for seeking out and understanding the details of those company policies relevant to your role, work area and geographic location. The Code will, however, reaffirm the basic requirements for our business and the general behaviour expected of you. It provides practical advice if you are unclear about how to proceed or act in a particular situation.

We hope that this Code will become a valuable tool for you. We welcome your comments or suggestions.

# WHO MUST FOLLOW THE CODE?

Every employee of Ambercore must understand and follow the Business Integrity Code. Complying with the terms of the Code is a requirement of employment with Ambercore and a failure to do so may result in serious consequences, including termination of your employment with Ambercore.

Contract staff must also comply with the Code. Contractors or consultants who are acting as Ambercore's agents or resellers or other third parties who are working on the company's behalf or in its name through outsourcing of services, processes or any business activity, will be required to act consistently with this Code when acting on behalf of Ambercore.

If you are an employee who engages a contractor or consultant, you are responsible for making sure the contractor or consultant understands and follows the Code when working on Ambercore's behalf.

## CRITERIA FOR ETHICAL DECISION MAKING

Ethical decision making starts with good judgment and common sense. Before taking action in any situation, ask yourself these questions:

- Is anyone's life, health or safety, or the environment endangered by the action?
- Is it legal?
- Does it feel fair and honest?
- Does it compromise trust or integrity?
- Could I justify it to the public?
- What would I tell my child to do in a similar situation?

The guidance you need to handle most situations in your day-to-day work should be covered in this Code. However, since we cannot anticipate every situation, you are encouraged to also seek guidance from your leader or supervisor. This includes questions or concerns you may have about this Code or the correctness of any past, present or anticipated action. If for any reason you feel unable to discuss the issue with your leader or supervisor, you can speak to your supervisor's supervisor or any of the individuals listed below:

- The CEO
- The CFO

# PERSONAL AND BUSINESS INTEGRITY

## ANTI-CORRUPTION

Corruption is an obstacle to sustainable economic activity; it hinders the development of fair market structures and distorts competition. More importantly, participation in corrupt business practices undermines citizens' trust in the political and business system, in its institutions and its leadership. As a good corporate citizen, Ambercore strives to act transparently and in the best interests of the communities where we operate.

Ambercore's position on bribery and corruption is clear: no employee, agent or contractor of Ambercore must ever offer or accept a bribe. More specifically, the direct or indirect offer, payment, soliciting or acceptance of bribes in any form is unacceptable and contrary to applicable local and foreign laws.

Ambercore must ensure that it does not receive an improper advantage in its business dealings and that all payments and expenses are properly recorded in our financial books and records. All employees, agents and contractors of Ambercore are expected to comply with our position on improper payments at all times.

The ethical and legal requirements in these situations are complex and can be somewhat tricky. For example, where permitted by local law, Ambercore may permit the making of facilitating payments. These are occasional, small payments made solely to expedite or secure the performance of routine government actions such as obtaining licenses, permits and other official documents to qualify to do business in a foreign country, processing government papers, such as visas, loading and unloading cargo or inspection of goods. It is often difficult to know when a payment constitutes a facilitating payment and when a payment constitutes a bribe. When in doubt, always seek assistance or clarification. You are responsible for knowing what laws apply to facilitating payments in the country where you are working.

Notwithstanding the above, in any situation where you believe your health or safety is at risk, you may make the payment and immediately report the situation to your leader or supervisor, country manager and the CFO.

## CONFLICTS OF INTEREST

A conflict of interest arises when undisclosed personal interests are in conflict with the interests of Ambercore, or when they influence or even appear capable of influencing, the decisions made in your job. You must ensure that you are never in a position where you improperly benefit or appear to improperly benefit, from company business decisions or knowledge acquired at Ambercore. You are required to identify and disclose any situation that may create an actual or apparent conflict of interest.

There are several situations that could give rise to a conflict of interest. The most common are:

- accepting gifts, favours or kickbacks from suppliers;
- ownership of, employment by, or substantial personal or family financial interest in another company that is a customer, contractor, supplier or competitor of Ambercore, that conflicts with the obligations and confidence you owe to Ambercore;
- providing confidential information to competitors;
- improperly using or providing insider information;
- outside directorships with a Ambercore customer, contractor, supplier or competitor; and
- conducting Ambercore business with a firm owned or controlled by a Ambercore employee, a friend or a family member.

Some conflicts are clear-cut; others are less obvious, and each situation has to be assessed on its own particular facts. Talk to your supervisor or leader about all circumstances that could be perceived as conflicts of interest. Immediate, full and open disclosure creates an opportunity to address conflicting interests before any difficulty can arise. Where necessary, the CFO can provide advice.

While holding a substantial financial interest in an entity that is a customer, contractor, supplier, or competitor of Ambercore is prohibited, it is acceptable to own securities through a blind trust such as mutual funds or to own less than 10 per cent of the issued and outstanding securities of customers, contractors, suppliers or competitors of Ambercore whose securities are publicly traded as long as the investment does not represent a substantial portion of your assets.

Remember: employees are encouraged to disclose and discuss. Disclose the actual, perceived or suspected conflict of interest to your supervisor or leader, or Ambercore's CFO, and discuss ways to resolve it.

## FAIR COMPETITION

Ambercore does not engage in anti-competitive activities. Ambercore competes for business vigorously, honestly and in compliance with all applicable antitrust and competition laws. These laws are designed to ensure fair competition in the marketplace for products and services. They generally prohibit agreements that tend to restrict competition, such as agreements between competitors as to their pricing, bidding, production, supply and customer practices, as well as a variety of other forms of unfair conduct that could create a monopoly.

Antitrust and fair competition laws are complex and far-reaching. They apply where the economic effects of a business arrangement are felt, and not necessarily where the related business agreement happens to be made. For these reasons, you should always seek advice from your supervisor or leader or the CFO before discussing prices, customers, suppliers or marketing or production intentions with anyone outside Ambercore, in particular any competitors.

## GIFTS AND ENTERTAINMENT

Although gift-giving customs vary around the world, one principle is clear: the exchange of gifts cannot compromise, or even appear to compromise, our ability to make objective and fair business decisions. No gift, favour or entertainment should be offered or accepted by you or a member of your immediate family if it will obligate, appear to obligate or is intended to obligate or unduly influence you.

The exchange of business gifts, meals and entertainment that is not intended to influence or compromise fair business decisions is a commonly accepted business practice that can help us build better relationships with customers, vendors and other business allies. Consequently, business lunches, the exchange of modest items between business associates, presentation of small tokens of appreciation at public functions or the gift of an inexpensive memento are acceptable.

Entertainment, such as business lunches, should be reasonable and never lead to a sense of obligation. As a rough guide, you should not accept any entertainment that could not be justified on a Ambercore expense statement, were you offering rather than receiving it.

The types of gifts and entertainment that are appropriate to give or receive as a Ambercore employee depend on many factors. The following criteria provide guidelines:

- the benefit is of token and non-material value rather than lavish;

- we could easily and do periodically reciprocate;
- it occurs infrequently rather than frequently; and
- the exchange creates no sense of obligation.

Further, you must never offer or accept gifts of cash or securities, nor must you ever request or solicit gifts or favours of any kind.

Inappropriate gifts that are received by employees should be returned to the donor. Perishable gifts may be donated to a charity and the donor notified. In some cultures or business settings, the return of a gift or refusal of a favour would be offensive; in these cases, the best practice is usually to accept the gift on behalf of Ambercore, report it to your supervisor or leader, and turn it over to the company.

All suppliers, contractors or customers who do business with Ambercore need to have access to us on equal terms. As a result, no gifts of any kind should ever be exchanged during times of contract tendering, negotiation or award.

Voluntary, full and immediate disclosure to management of borderline cases will always be taken as good-faith compliance with this Code.

## OUTSIDE BUSINESS AND POLITICAL ACTIVITIES

Ambercore encourages employees to contribute to our communities through involvement with charitable, community service and professional organizations. However, the use of company time or resources for such activities requires prior management approval.

If you hold a position in a non-profit association where you may be viewed as spokesperson for the group, ensure that you are seen as speaking for your association or as an individual, and not as an employee or spokesperson of Ambercore.

Participation in the democratic process at any level, including campaigning in elections and running for or holding public office must be undertaken on your own time or with prior management approval. These personal activities must be clearly separated from Ambercore. You must not be perceived as representing Ambercore.

# ETHICAL CONDUCT IN THE WORKPLACE

## RESPECTFUL WORK ENVIRONMENT

Ambercore is committed to achieving a work environment where all employees are valued for the diversity they bring to the business. Local and international teams, working together with a common strategy and goals, are fundamental to our success in the global marketplace. Maximizing the potential of all employees will enable Ambercore to realize greater competitive advantage.

We will honour internationally accepted labour standards and support and respect the protection of human rights within our sphere of influence.

A positive and productive workplace is built on respect and trust. Ambercore does not tolerate harassment in the workplace. Generally speaking, harassment is any behaviour, conduct or action which any individual or group of individuals would reasonably find unwelcome, humiliating, intimidating or demeaning. Specifically, behaviour that may promote physical violence in the workplace, or any sexual, religious, age-related or racial harassment will not be tolerated. Avoid actions or behaviours that are, or could be, viewed as harassment, including conduct that creates an uncomfortable situation or hostile work environment such as inappropriate comments or jokes, intimidation, bullying or physical contact.

If you encounter harassment or violence or any conduct that ridicules or disparages an employee or a group of employees, report it to your supervisor or leader, and Human Resources Department.

## HEALTH, SAFETY AND THE ENVIRONMENT

Healthy employees working safely are essential to Ambercore's success. We strive to provide a safe, secure and healthy work environment and to maintain the integrity of our operated facilities to high standards. We believe that accidents and occupational illnesses are preventable. Our safety policies hold each of us responsible for observing all of the safety and health rules that apply to our jobs and for taking appropriate precautions to protect ourselves and our colleagues from an accident, injury or unsafe condition.

We are committed to the protection of the environment. We conduct our activities lawfully in a manner that is consistent with sound environmental management and conservation practices and actively pursue ways to minimize the environmental impact of our operations and products.

You must immediately report accidents, spills, potential hazards, unsafe or unhealthy conditions and other concerns to your supervisor or leader.

# **ETHICAL USE OF COMPANY PROPERTY AND INFORMATION**

## **CONFIDENTIAL AND PERSONAL INFORMATION**

Information is one of Ambercore's most valuable assets and confidential competitive information, customer information and personal information must be protected.

Any information belonging to Ambercore that is not made generally available to the public is considered to be confidential competitive information. It includes all non-public information that, if disclosed, might be useful to competitors or harmful to Ambercore, our partners, our customers, our employees or other stakeholders. Confidential competitive information includes proprietary, technical, business, financial, joint venture, supplier and customer information that is not publicly available. You should not disclose or use such information except when necessary in the normal course of business.

Similarly, confidential information obtained by virtue of employment with Ambercore cannot be used for personal gain, or to personally benefit anyone. Proprietary information belonging to others is often protected by contractual limitations which must be carefully observed. At a minimum, such information must be given the same protection against unauthorized disclosure and use as proprietary information belonging to Ambercore.

In addition, Ambercore collects, uses and stores personal information about its employees, contractors, customers, suppliers, associates and others in the course of its business activities. This collection, use and disclosure of personal information is subject to provincial, federal, international and applicable local laws. Company policies, procedures and practices that have been developed to protect those rights are available on [www.ambercore.com](http://www.ambercore.com), or by contacting the CFO.

## **USE OF COMPANY ASSETS, INCLUDING E-MAIL AND THE INTERNET**

Everyone who works for Ambercore shares responsibility for protecting company assets, which include physical property and buildings, data, software, intellectual property, equipment, supplies, credit cards, communication resources, information networks, documents, know-how and any other resources or property of Ambercore. The care, management and cost-effective use of Ambercore's

property include protecting it from waste, theft, misuse, damage, loss or misappropriation. You must maintain in good condition, reasonably protect and ensure you can account for all company property that is assigned to you. Additionally, property must be disposed of in accordance with company guidelines relating to the disposal of surplus assets and the deletion of Ambercore information from those assets, or with approval from a leader or supervisor.

E-mail and the Internet are provided to Ambercore employees and contract staff to conduct business, promote work-related research and enhance internal and external communication. Remember that the Internet is an uncontrolled environment that is broadly accessible and take reasonable care to protect the company's systems, reputation and information when conducting business or communicating using this medium, particularly when the information is confidential or commercially sensitive. You should not use Ambercore's computers to download any illegal or unauthorized software (including music, movies, videos or programs), participate in non-work-related Internet media, social sites, games or gambling, or to access sites carrying sexual content or sites that may be reasonably viewed as socially or politically offensive.

Ambercore's e-mail carries information that identifies you and the company. Always treat your e-mail communication as you would a written business letter ensuring that it is appropriate and polite. Never send chain letters or any communication under disguised identification, send slanderous, threatening or harassing messages, or send, view or obtain pornography or material of an obscene or otherwise objectionable nature.

Company property should normally only be used to advance Ambercore's business purposes and goals. Limited personal use of Ambercore communication resources for purposes which are lawful, ethical and consistent with the spirit and intent of this Code is permitted, as long as the use does not interfere with your work obligations.

Ambercore's e-mail and voice mail systems, Internet, computers, cellular phones and personal digital assistants such as Blackberries (including all data and logs stored on those systems) are all the property of the company. Activities on these systems are monitored by Ambercore to ensure acceptable use. You cannot expect any personal privacy for communications that you send, receive or store on these systems or devices.

To protect you and Ambercore, access to the company's information technology is restricted. Passwords are to be kept confidential and protected in the same manner as you would protect your own bank account information and personal access codes.

## INTELLECTUAL PROPERTY

Through your employment with Ambercore you may be engaged in various forms of research, problem solving or invention. The product of the efforts produced within the scope of your employment belongs to Ambercore, whether the product was developed while actually at work or not. Such products, commonly called “intellectual property” or “IP”, include computer programs, technical processes, inventions, research methods, reports or articles and any other form of innovation or development, including material protected by patents, trademarks or copyright, as appropriate. IP assets and rights are important in enabling Ambercore to retain industry leadership and derive competitive value from continued investment in innovation. They belong to and are the property of Ambercore.

Be vigilant in protecting Ambercore’s IP rights and assets as well as avoiding the infringement of the IP rights of others. Be sure to consult with your supervisor or leader, or the CFO, before receiving, disclosing, or agreeing to receive or disclose, any information or IP received in confidence, and before disclosing any proprietary information in a public forum, including by e-mail.

## ACCOUNTING AND FINANCIAL REPORTING

Ambercore conducts its financial affairs lawfully. Ambercore’s accounting and financial reporting complies with the relevant generally accepted accounting principles and, where appropriate, the relevant rules and regulations. All financial transactions are undertaken in compliance with approved delegations of authority. All financial transactions must be accounted for and be reported in accordance with Ambercore accounting policies and procedures.

No undisclosed funds or accounts may be established. All cash and bank accounts and other business transactions must be handled in a transparent manner that avoids any suspicion of bribery, kickback or illegal or improper payments.

All Ambercore financial reports, accounting records, invoices, research and sales reports, expense accounts, time sheets and other financial documents must clearly and accurately represent the relevant facts and true nature of each transaction, must be retained in accordance with all applicable laws and Ambercore’s records retention procedures, and must be made available for inspection by the company’s internal and external auditors.

Making false, fictitious or misleading entries with respect to any transaction or the disposition of any of the company’s assets is strictly prohibited and you must not engage in any transaction that requires or contemplates the making of a false entry. If you become aware of questionable or suspicious financial transactions

or entries you must disclose it immediately to your supervisor or leader or the CFO.

## Conclusion

This Business Integrity Code is the core of the Ambercore compliance program, which in turn ensures that we always comply with the law and conduct our business with honesty and integrity. In essence, the Code is simply the way we do business. It is imperative that each of us understands our responsibilities under this Code.

The Code may not resolve or answer every question you may have. In most situations, common sense and good judgment will guide you to the right answer. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. Remember that ignoring or covering up a problem can often make the problem worse. When in doubt, never hesitate to ask questions, raise concerns or seek clarification before you act.