



# **CODE OF BUSINESS CONDUCT AND ETHICS**

**29 October, 2019**

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## Amendment sheet

Revision	PAGE NUMBER	DESCRIPTION OF CHANGE	APPROVED BY	EFFECTIVE DATE
0	----	Document created		28 September 2011
1	9	JAS Business Management system, legal wording updates.		15 May 2019
2	7, 10, 11	New Non-discriminatory and Sexual Harassment and International Trade Control Sections created.		29 October 2019

## **1. Introduction**

In this Code of Business Conduct and Ethics (the "Code"), the terms "JAS Worldwide", "Company", "we", "us", and "our" mean JAS Worldwide, Inc., a Georgia corporation, and all of its subsidiaries and affiliated companies. The policies and procedures set forth in this Code govern the conduct of every aspect of our business. While this Code provides a brief summary of the standards of conduct that are the foundation of our business operations, it is not possible to cover all situations confronting our personnel in the day to day conduct of their many activities. We must rely on the individual judgment and personal ethical standards of each of you to maintain a high standard of honesty and integrity in conducting our business.

This Code applies to all directors, officers and employees of JAS Worldwide and to all JAS Worldwide business locations throughout the world, including all persons or entities that act as a representative or agent to JAS Worldwide as described in this Code. Those who violate the standards of this Code will be subject to disciplinary action, including warnings, suspensions, termination of employment, engagement, or such other actions as may be appropriate under the circumstances. If you are in a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described in Section 21 of this Code.

## **2. General Policy**

It is our policy to conduct our business in accordance with applicable laws, rules and regulations, with honesty and integrity, in a manner which demonstrates respect for local cultural and ethnic customs, and with a strong commitment to the highest standards of ethics. We demand high standards of integrity and sound ethical judgment from our personnel at all times.

## **3. Conflicts of Interest**

A "Conflict of Interest" exists when a person's private interest interferes in any way with the interests of JAS Worldwide. Each of you have a duty to avoid financial, business or other relationships which might be opposed to our interests or might cause a conflict with the performance of your duties. You should conduct yourself in a manner that avoids even the appearance of conflict between your personal interests and those of the Company.

A conflict of interest situation may arise in many ways. A conflict situation can arise when you take actions or have interests that may make it difficult to perform your work on behalf of the Company objectively and effectively. Conflicts of interest may also arise when you, or members of your family, receive improper personal benefits as a result of your position in the Company. Loans to, or guarantees of obligations of, you and your family members may create conflicts of interest. It is not possible to discuss every circumstance that may lead to a conflict of interest, but the following examples are illustrative:

- Owning or holding a financial interest in a company which has material business dealings with us or which engages in any significant field of activity engaged in by us.
- Acting as a director, officer, consultant or employee for any business institution with which we have a competitive or significant business relationship, unless so requested or approved by us.
- Accepting gifts, payments or services of significant value from those seeking to do business with us.
- Knowingly competing with us in the purchase or sale of property.
- Doing business with a firm owned or controlled by a JAS Worldwide employee without the prior specific written approval by the appropriate disinterested member of management.
- As a general rule, you must not accept anything from third parties that may influence the business decisions you make on behalf of the Company. To that end, you are prohibited from accepting anything of value from third parties, except as provided herein. Specifically, you may not accept the following from, or offer the following to, any concern that does, or is seeking to do, business with, or is a competitor of, JAS Worldwide:
  - cash payments;
  - gifts of more than nominal value;
  - excessive entertainment;

- recreational trips; and
- use of facilities (e.g., planes or lodges).

You may accept gifts of nominal value. For purposes of this Code of Business Conduct and Ethics, “nominal” is a value of Two Hundred Dollars (U.S. \$200.00) or less, or its equivalent in any other currency, unless such gift (or series of gifts) would create the appearance of potentially influencing your business decisions.

The exchange of social amenities (i.e., business lunches, dinners or entertainment) between Company employees and third parties is acceptable when reasonably related to a clear business purpose and within the bounds of good taste and what is customary in a normal business relationship. However, any entertainment, favor or gift that is too repetitive or carries a perception of influence or obligation for the giver or the recipient is inappropriate.

In case of doubt, the permission of the Chief Financial Officer (the “CFO”) or her/his designee should be secured. All employees will have the strict burden of showing compliance with the foregoing in any of their activities, and thus caution and advance approval is strongly encouraged. It is noted that the above limitation of U.S. \$200 may be excessive under the economic standards in certain areas, and that it may not be reasonably sufficient in others. Therefore, advance approval for any such expenditures is also strongly encouraged for this reason.

#### **4. Corporate Opportunities**

You are prohibited from taking for yourself personally opportunities that are discovered, through the use of corporate property, information or position, without the consent of the Board of Directors. You may not use corporate property, information or position for improper personal gain, and you may not compete with the Company directly or indirectly. You owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

#### **5. Unauthorized Use of Corporate Funds and Assets**

The use of corporate funds or assets for any unlawful or improper purpose is strictly prohibited. Examples include illegal corporate political contributions to candidates,

parties or government officials in any country, and payments to any government officials or private individuals to induce customers to purchase our goods and services.

Facilitating payments are prohibited regardless of amount and purpose. Exceptions to this policy may be sought under applicable Company procedures but are not likely to be granted. See the Company's FCPA and Anti-Corruption Compliance Program and Manual.

## **6. Record Keeping**

Financial statements and the books and records on which they are based must accurately reflect all corporate transactions. All receipts and disbursements of Company funds must be properly recorded in the books, and records must disclose the nature and purpose of the Company's transactions. All records and transactions are subject to review by internal and external auditors. Full cooperation with the auditors is expected and under no circumstances will any relevant information be intentionally withheld from them.

The following requirements apply to all Company records:

- No undisclosed or unrecorded fund or asset of ours shall be established for any purpose.
- No false or artificial entries shall be made in our books and records for any reason, and no employee shall engage in any arrangement that results in such prohibited act.
- All transactions shall be executed in accordance with management's general or specific authorization.
- Transactions shall be properly recorded to permit preparation of financial statements in accordance with generally accepted accounting principles and to maintain accountability for assets.
- No payment on behalf of the Company shall be approved or made with the intention or understanding that any part of such payment is to be used for



any purpose other than that described by the documents supporting the payment.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mails, internal memos and formal reports. Records should always be retained or destroyed according to our record retention policies.

## **7. Political Contributions and Activities**

We encourage you to maintain an interest in political matters in your home country, but recognize that participation in politics is primarily a matter of individual choice. Involvement and participation in political activities must be on an individual basis, your own time, and at your own expense. Further, when you speak on public issues, it must be made clear that comments or statements made are your own and not those of the Company.

Your participation in political activities in a country where you are not a citizen may jeopardize your continued right to live and work in such country. Accordingly, such participation is prohibited.

No Company funds or assets, including the work time of an employee, will be contributed, loaned, or made available, directly or indirectly, to any political party or to the campaign of any candidate for political office.

## **8. Prohibited Payments**

It is our policy to deal with customers and suppliers, and the governments of all jurisdictions in which we operate, in a straightforward and aboveboard manner.

In addition to other standards of conduct set forth in this Code, you may not directly or indirectly offer or provide any gift, gratuity, or entertainment as a bribe, kickback, or other payment to any government official or employee to obtain or retain business or special concessions.

Similarly, you are not authorized to make payments as a bribe, kickback or other payment, including commissions, finder's fees, etc., to employees of other companies or organizations, directly or indirectly, for the purpose of obtaining favorable treatment in securing business or otherwise obtaining special concessions from such other companies or organizations.

## **9. Foreign Corrupt Practices Act of 1977, the U.K. Bribery Act of 2010 and Other Related Laws**

The Foreign Corrupt Practices Act of 1977, as amended, the U.K. Bribery Act of 2010 and other applicable laws, in general, prohibit the giving of money or things of value to a non-U.S. government official, political candidate, or political party and to non-government persons (the U.K. Bribery Act and other laws) for the purpose of obtaining or retaining business.

Under the provisions of applicable laws:

- Bribes to a non-U.S. official, political party, political party official, or candidate for political office, and to non-government persons, to assist in obtaining, retaining or directing business to any person are prohibited.
- The giving of bribes or excessive gifts, and the receipt of bribes or excessive gifts, to or from non-governmental persons is prohibited.
- Complete and accurate books, records and accounts, in reasonable detail, must be kept and must fairly reflect transactions and dispositions of assets.
- A system of internal accounting controls must be maintained and such system must be sufficient to provide reasonable assurances that (i) transactions are executed in accordance with management authorizations, (ii) transactions are recorded as necessary to permit the preparation of financial statements in conformity with generally accepted accounting principles, (iii) access to assets is permitted only in accordance with management's authorization, and (iv) the recorded accountability for assets is compared with existing assets at reasonable intervals.

It is our policy to comply with all applicable provisions of all such applicable laws.

## **10. International Trade Controls**

As a global company supporting the supply chains of its customers worldwide, JAS Worldwide is committed to complying with all applicable international trade control laws and regulations governing the import and export of goods, software, technical data and services across national borders. International trade controls include all customs laws and regulations, regulations prohibiting participation in certain international boycotts that are not sanctioned by the U.S. government, and all national and international export control and economic sanctions laws and regulations. JAS Worldwide maintains policies and procedures to support compliance with international trade controls, including measures designed to prevent JAS Worldwide from operating in or providing services to embargoed countries or sanctioned persons.

JAS Worldwide expects its customers to comply with international trade control laws and regulations in the transportation movements they make through JAS, but JAS Worldwide may be responsible for the accuracy of information it submits to government authorities in connection with customer imports and exports, and, in certain circumstances, JAS may be investigated or even held liable in connection with a customer's violation of international trade controls. Accordingly, all JAS Worldwide personnel must remain alert to restrictions on trade and to the activities of customers.

JAS Worldwide must not provide services if there are questions about whether such services involve a customer's failure to comply with applicable international trade controls. Because international trade controls change frequently, all directors, officers and employees who are involved in the import and export of goods, software, technical data or services on behalf of JAS Worldwide or its customers should consult with the JAS Worldwide Legal Department for advice on applicable laws regarding boycotts, economic sanctions, and export and import regulations.

## **11. Retaining Agents, Subcontractors and Intermediaries**

The Company's agents, subcontractors, intermediaries, consultants and representatives are expected to comply with the applicable provisions of this Code. You may not hire or retain any person or entity to assist with the acquisition, development or retention of business until the Company has received full details regarding the background and reputation of the individual or entity to be hired or retained. In addition, you may not hire or retain any person or entity other than pursuant to a written agreement which has been approved in advance by its President of the relevant operating company and

by the office of the General Counsel or his/her designee. Policies for the intake and approval of agents, subcontractors, intermediaries, consultants and representatives shall be developed and implemented by the office of the General Counsel and Chief Compliance Officer.

## **12. Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each of you should endeavor to respect the rights of and deal fairly with our customers, suppliers, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

## **13. Confidentiality**

You must maintain the confidentiality of confidential information entrusted to you by us or our customers, or others with whom we have a confidential relationship, except when disclosure is authorized by the Board of Directors or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to us or our customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends.

## **14. Protection and Proper Use of Our Assets**

You should endeavor to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business; though incidental personal use may be permitted.

The obligation of employees to protect our assets includes our proprietary information. Proprietary information includes intellectual property as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary

information and any unpublished financial data or reports and any similar information that might be of use to competitors. Unauthorized use or distribution of this information would violate Company policy and may also be illegal and result in civil or criminal penalties.

## **15. Waivers of the Code**

Any waiver of the Code for executive officers and directors may be made only by the Board of Directors or a Board committee upon consultation with the General Counsel and will be promptly disclosed as required by law.

## **16. Reporting Any Illegal or Unethical Behavior**

You are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is our policy to prohibit retaliation against you for reports of misconduct by others that you make in good faith. You are expected to cooperate in internal investigations of misconduct.

## **17. Social and Human Rights**

JAS Worldwide's employees, subcontractors, vendors, independent contractors, and agents (collectively, "Colleagues") are an important part of our success and culture. We expect our Colleagues to conduct all business with the same commitment to the issues described in this Section 17 as stated herein.

JAS Worldwide and its Colleagues:

- Will not use forced compulsory labor, i.e., any work or service that a worker performs involuntarily, under threat of penalty;
- Will ensure that overall terms of employment are voluntary;
- Will not hold passports of migrant workers;
- Will not pay fees to temporary worker agencies other than reputable agencies;

- Will comply with the minimum age requirements prescribed by applicable laws or any stricter age requirements mandated by a specific contract;
- Will compensate its workers with wages and benefits that meet or exceed the legally required minimum and will comply with overtime pay requirements;
- Will abide by applicable laws concerning the maximum hours of labor – such as the provisions of working time directive(s) or other applicable laws; and
- Will keep records of, and be entirely transparent in, their compliance with the above.

Modern slavery and child labor are crimes and violations of fundamental human rights. They take various forms, such as slavery, servitude, forced and compulsory labor and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal commercial gain. Modern slavery remains a hidden yet dangerous problem in our global society. We all have a responsibility to be vigilant in recognizing and responding to the risks, however small, in our business and in the wider supply chain.

We have a zero-tolerance approach to modern slavery, and we are committed to acting ethically and with integrity in all of our business dealings and relationships and to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere within our own business or in any of our supply chains.

If you suspect a violation of anti-trafficking, anti-slavery, or similar laws within the JAS Worldwide or its Colleagues, you should report it as outlined in Section 21, and you may do so in confidence and without fear of retaliation.

## **18. Non-discrimination and Harassment**

JAS Worldwide is committed to maintaining a professional work environment that is free from discrimination and harassment. We expect every employee to treat others with respect and dignity. The Company will not tolerate discrimination or harassment of employees by supervisors, co-workers or non-employees (e.g., vendor, consultant or customer).

Prohibited conduct includes any conduct that denigrates or shows hostility toward another because of race, color, religion, gender, national origin, citizenship, age, disability, veteran status, genetic information, and any category covered by applicable law. Prohibited behavior may include, but is not limited to, epithets, slurs, jokes, abusive language, negative stereotyping, intimidating or hostile acts, display or circulation of written or graphic material (including through e-mail), or any other verbal or physical conduct that relates to the protected characteristics covered by federal, state or local law. Conduct is also prohibited if it is based on a protected characteristic and has the purpose or effect of creating an intimidating, hostile or offensive work environment; has the purpose or effect of unreasonably interfering with an individual's work performance; or otherwise adversely affects an individual's employment opportunities.

Any employee who discriminates against or harasses another will be subject to disciplinary action, up to and including termination. Any employee who believes that he or she is being subjected to discrimination or harassment is required to report the behavior by utilizing the reporting procedure outlined in Section 21. JAS Worldwide does not tolerate retaliation against any employee for making a complaint of discrimination or harassment or cooperating in an investigation into a complaint of discrimination or harassment. If you believe you have been retaliated against in violation of this section, you must immediately report your concern.

In the event of a conflict between any of the regional laws applicable to any person or entity to which this Code applies and the obligations under this Code, regional law shall take precedent; provided any variance from the standards of the Code resulting from a conflict with regional law must be submitted to the Office of the General Counsel and Chief Compliance Officer prior to taking any act in violation of or otherwise inconsistent with this Code.

## **19. Health and Safety**

As part of the JAS Business Management System, JAS Worldwide is certified to ISO 45001- Occupational Health and Safety Management Systems.

Each individual employee has the responsibility of maintaining a safe and healthy workplace by ensuring that all applicable health and safety rules and practices, including such policies regarding health, safety and environment as may be adopted by the Company, are followed. All workplace accidents, unsafe equipment, unsafe practices and

unsafe conditions must be reported to your supervisor or human resources, and we are committed to fostering a workplace where such reports may be made without fear of any threats or reprisals. Violence and threatening behavior in the workplace will not be tolerated, and the same goes for work performed under the influence of alcohol, illegal drugs, or legal drugs (to the extent such legal drugs compromise an employee's ability to work in a healthy and safe manner).

JAS Worldwide encourages all staff to participate in health and safety matters by joining the local health and safety committee in their workplace, which is open to employees at every level.

## **20. Environment**

As part of the JAS Business Management System, JAS Worldwide is certified to ISO 14001:2015 Environmental Management Systems.

JAS Worldwide is committed to minimizing the environmental impacts in all its activities, and it will comply with the laws and regulations for environmental protection in the countries in which it operates. This commitment, and compliance with it, is required from all our employees.

## **21. Compliance Procedures**

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- a. *Make sure you have all the facts.* In order to reach the right solutions, we must be as fully informed as possible.
- b. *Ask yourself: What specifically am I being asked to do?* Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.



- c. *Discuss the problem with your supervisor.* This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- d. *Seek help from Company Resources.* In cases where it may not be appropriate to discuss an issue with your supervisor, or where you and your supervisor need assistance in applying this Code to a particular situation or need assistance in determining whether a particular type of conduct is illegal or unethical, contact a more senior manager or officer including, if necessary, the Chief Executive Officer ("CEO") and the office of the General Counsel.
- e. *You may report ethical violations in confidence and without fear of retaliation.* If your situation requires that your identity be kept secret, your anonymity will be protected. We do not permit retaliation of any kind against employees for good faith reports of ethical violations.
- f. *Always ask first, act later.* If you are unsure of what to do in any situation, seek guidance before you act.

## **22. Certification**

Each officer or director of the Company and its Colleagues shall certify, upon request of the CEO or the office of the General Counsel that he or she (i) has read this Code, (ii) has not violated any requirements thereof during the preceding year, and (iii) is not aware of any material violation of the Code's requirements by any other person.

## **23. Summary**

It is expected that every JAS Worldwide employee will transact our business with the highest standards of integrity. By maintaining a sensitivity to and an awareness of the ethical aspects of business, we can ensure that our business conduct in all respects is exemplary. We and our employees enjoy an outstanding reputation. Adherence to this Code will uphold and enhance that reputation.