

ETHICS POLICY

It is the policy of James Engineering that its Employees and advisors uphold the highest standard of ethical, professional behaviour. To that end, these Employees and advisors shall dedicate themselves to carrying out the mission of this organisation and shall:

- 1) Hold paramount the safety, health and welfare of the public in carrying out the business of the Company.
- 2) Act in such a manner as to uphold and enhance personal and professional honour, integrity and the dignity of the business.
- 3) Treat with respect and consideration all persons, regardless of race, religion, gender, sexual orientation, maternity or family status, disability, age or national origin.
- 4) Engage in carrying out the mission of the Company in a professional manner.
- 5) Collaborate with and support other professionals in carrying out the mission of the Company.
- 6) Build professional reputations on the merit of service and refrain from competing unfairly or dishonestly with others.
- 7) Recognise that the chief function of the Company at all times is to serve the best interests of all its constituent elements.
- 8) Accept as a personal duty the responsibility of all Employees to keep up to date on emerging issues and to conduct themselves with professional competence, fairness and uphold and implement policies adopted by corporate ownership and to attempt to ensure as far as possible that sub-contractors and suppliers to the company operate on a similar basis.
- 9) Respect the structure and responsibilities of management and provide them with facts and advice as a basis for their making policy decisions, and uphold and implement the policies adopted by corporate ownership.
- 10) Keep the community informed about issues that may affect it.
- 11) Conduct organisational and operational duties with positive leadership exemplified by open communication, creativity, dedication and compassion.
- 12) Exercise whatever discretionary authority they have under the law and serve with respect, concern, courtesy and responsiveness in carrying out the mission of the Company.
- 13) Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all activities in order to inspire confidence and trust in such activities.
- 14) Avoid interest or activity that is in conflict with the conduct of their official duties.
- 15) Respect and protect privileged information to which they have access in the course of their official duties.
- 16) Strive for personal and professional excellence and encourage corresponding development of others.
- 17) The Company maintains certain specific policies to guide its employees with respect to standards of conduct expected in areas where improper activities could damage the reputation of the Company and otherwise result in serious adverse consequences to the Company and to Employees involved. The purpose of this element of the ethics policy is to affirm, in a comprehensive statement, required standards of conduct and practices with respect to certain types of payment. These are set out in the appended policy statement relating to improper payments.

Appendix to Corporate Ethics Policy

- 1) General Employee's actions under this policy statement are significant indications of the judgement and competence of the individual. Accordingly, those actions constitute an important element in the evaluation of the Employee for position assignments and promotion. Correspondingly, insensitivity to or disregard of the principles of this policy will be grounds for appropriate management disciplinary action.

- 2) Transaction Legitimacy – The Company expects all Employees to use only legitimate practices in (i) commercial operations and (ii) in promoting the company position on issues before governmental authorities.

As the Bribery Act 2010 denotes and as stated below “kickbacks” or “bribes” intended to induce or reward favourable buying decisions and governmental actions are unacceptable and prohibited. No Employee of the Company acting on the Company’s behalf shall make directly or indirectly through any person or form, any payment of anything of value (in the form of compensation, gift, contribution or otherwise) to:

- Any person or firm employed by or acting for or on behalf of any customer, whether private or governmental, for the purpose of induction or rewarding any favourable action by the customer in any commercial transaction; or any governmental entity, for the purpose of inducing or rewarding action (or withholding of action) by a governmental entity in any governmental matter;
- Any governmental official, for the purpose of inducing or rewarding favourable action (or withholding of action) or the exercise of influence by such official in any commercial transaction or in any governmental matter.

In utilizing consultants, agents, sales representatives or others, the Company will employ only reputable, qualified individuals or firms under compensation arrangements which are reasonable in relation to the services performed.

(The provisions of this section are not intended to apply to ordinary and reasonable business entertainment or gifts not of substantial value, customary in local business relationships and not violative of law as applied in that environment.)

3) Reports

Any employee who is requested to make, authorize, or agree to any offer or payment which is, or may be, contrary to this Policy will promptly report such information to the employee's manager, advisor, or to the manager in the company having responsibility for financial activity. Any employee who acquires information (for example, newspaper reports, reports from customers, or statements of individuals involved) that gives the employee reason to believe that any employee is engaged in conduct forbidden by this Policy, or that any sales representative, distributor, or other person or firm representing the Company in any transaction is engaged in the type of conduct (whether or not in connection with a transaction involving the Company or its products) which, if engaged in by an employee of the Company, would violate this Policy, will promptly report such information to the employee's manager, or to the manager having responsibility for financial activity. Any manager receiving a report as cited above will promptly report the matter to higher management.

4) Confidentiality

No employee shall enter into any understanding or agreement--whether expressed or implied, formal or informal, written or oral--with a competitor limiting or restricting any of the following aspects of the competitive strategy of either party or of the business offering of either party to any third party or parties in relation to:

- A) Selling prices cost or profit
- B) Products or Services offered
- C) Terms and Conditions of Sales
- D) Production or Sales Volumes
- E) Production Facilities or Capacity

F) Market Share

G) Decision to quote or not to quote

H) Customer or supplier classification or selection

J) Sales Territory

K) Distribution Method

B. No employee shall enter into any understanding or agreement with a purchaser or lessee of a product sold or leased by the Company which restricts the right of the purchaser or lessee to determine the price at which to resell or lease such product; nor shall any employee enter into such an agreement when the Company is the purchaser or lessee of a product.

C. The following understandings may be violative of the law under certain circumstances and may be entered into by an employee of the Company only if the agreement has been reviewed by Company legal advisor in advance of execution and in the opinion of advisor is not in violation of law:

(1) Understandings with any customer or supplier which condition the sales or purchases of The Company on reciprocal purchases or sales by the customer/supplier;

(2) understandings with any purchaser or lessee of a product of the Company which in any way restrict the discretion of the customer to use or resell the product as the customer sees fit;

(3) Understandings with anyone which restrict the discretion of either party to manufacture any product or provide any service, or to sell to, or buy from, any third party.

5) Discussions and Exchange Of Information With Competitors-Communication with a competitor on subjects as to which an understanding with the competitor would be illegal is, likely to serve as important evidence of the existence of an understanding, particularly if the communication is accompanied or followed by similarity of action. The prohibitions set forth below are thus intended to avoid prosecutions which, though based on merely circumstantial evidence, may nevertheless be difficult to defend successfully. Accordingly, no employee shall discuss with a competitor or any third party acting for a competitor, or otherwise furnish to or accept from a competitor or any third party acting for a competitor, information on any subject as to which an understanding with the competitor is prohibited. This paragraph does not preclude obtaining competitive information from independent third-party sources who are not acting for a competitor in transmitting the information

6) Participation in Trade Associations and Other Meetings with Competitors

A. No employee shall attend or remain present:

(1) At any surreptitious meeting of competitors;

(2) at any meeting where there is a discussion by competitors of any subject which the Company's employee is precluded from discussing by the paragraph above on Discussions and Exchange of Information with Competitors; or

(3) at any informal meeting of competitor members of a trade association held for the purpose of discussing business matters without observing the formal procedural requirements established by such trade association for its business meetings.

B. Employees should also be aware that participation in standard development and product certification activities which impact competitors or suppliers may raise antitrust concerns. Before participating in committees or organizations which develop standards or certify products, employees should consult with Company legal counsel.

7) Violations of the Policy

A. Violations of the Policy are grounds for discharge or other disciplinary action, adapted to the circumstances of the particular violation and having as a primary objective furtherance of the Company's interest in preventing violations and making clear that violations are neither tolerated nor condoned.

B. Disciplinary action will be taken, not only against individuals who authorize or participate directly in a violation of the Policy, but also against:

(1) Any employee who may have deliberately failed to report a violation of the Policy;

(2) Any employee who may have deliberately withheld relevant and material information concerning a violation of this Policy; and

(3) The violator's managerial superiors, to the extent that the circumstances of the violation reflect inadequate leadership and lack of diligence.

C. Where an employee is accused of violating the law, and the employee has relied in good faith on the advice of the legal advisor after full disclosure of the material facts, no disciplinary action may be taken against the employee under this Policy; and the Company may, within the limits permitted by law, assist in the defence of the employee.

All Employees can receive additional support and advice on this policy and the Bribery Act 2010 by contacting the Company Secretary directly.

8) Raising Concerns

Employees will be encouraged to raise concerns about any issues or suspicion of malpractice at the earliest possible stage. No employee will suffer any detriment as a result of raising genuine concerns about bribery, even if they turn out to be mistake.



Chris James
Managing Director

April 2019