



Conflicts of Interest

POLICY

PUBLIC

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1. Purpose

CONVERGE ICT SOLUTIONS INC. (CICT) is committed to providing an encouraging work environment to all of its employees, deliver world-class service and be the best in the industry. CICT would like to promote discipline in the organization by establishing guidelines to protect all employees and clients at the same time CICT's properties and interests.

The Conflicts of Interest Policy refers to any case encountered wherein an employee's private interest might contradict the company's interest. This can be considered as an undesirable situation as it may cause heavy implications to the employee's judgment and commitment to CICT.

This policy aims to set the rules relating to conflicts of interest and the responsibilities of employees and CICT in preventing or resolving such conflicts.

2. Scope

This policy applies to the entire CICT community – from executives, officers, and employees in every department. Third parties such as consultants, distributors, suppliers, and agents who are acting on CICT's behalf must also adhere to this policy.

3. Definitions

Conflict of interest - a situation in which an employee, officer, executive or third-party affiliate was unable to make a fair decision as his/her private interest compete with his/her responsibilities to CICT and therefore opposes to the company's interests.

Relative - refers to a relative within the fourth degree of consanguinity (by blood) or affinity (by marriage or relations), including but not limited to:

- i. Parents, stepparents, or parents-in-law
- ii. Children (including stepchildren and adopted children, regardless of whether legally adopted not) or children-in-law;
- iii. Siblings, including stepsiblings and adopted siblings (regardless of whether legally adopted or not);
- iv. Spouse (including common-law spouse), domestic partners;
- v. First cousins and first cousins-in-law, including first step cousins-in-law
- vi. Grandparents, step-grandparents, or grandparents-in-law
- vii. Nephews and nieces (who are children or stepchildren of siblings referred to in item (iii) above), including nephews-in-law and nieces-in-law
- viii. Grandchildren and great-grandchildren (including in-laws and adopted)
- ix. Boyfriends, girlfriends, and fiancées

4. Policy Statements

4.1. Preliminary Information

A conflict of interest may arise in many different scenarios. The following cases are some samples that may present a personal conflict of interest:

- i. An employee having personal relationships inside CICT (relatives, boyfriend/girlfriend, fiancée, best friend, or any relationship that blossomed in the office)
- ii. An employee that has personal business dealings with CICT's customers or suppliers
- iii. Relatives of an employee that act as CICT's suppliers, service provider or customer
- iv. Starting a business or having another employment outside CICT
- v. An employee's relative works or performs services for a competitor
- vi. Personal investments or those of employee's relatives that have direct or indirect competition with CICT or businesses that provide or are planning to provide products or services to CICT
- vii. Use of confidential information or non-disclosed public information for personal benefit
- viii. Goods owned by CICT are used for matters that are not related to CICT
- ix. Time allocated for CICT related activity is used for personal activities
- x. Employee providing services or products to CICT, its customers or suppliers outside his/her responsibility for which the employee receives direct/indirect personal benefit
- xi. An employee or any relative has been engaged in any activity or transaction for personal gain that is considered as competing with CICT's interests
- xii. Employee or any of his/her relative has received gifts, services, entertainment, benefits, or special discounts from any organization with which CICT has business with or considering of doing business with

4.2. Job Performance

All decisions being made by a CICT employee shall always be for the best interest of CICT.

Acting on CICT's best interests mean that employees do not compete with the company and they shall not use CICT's available information, properties, resources or even their positions for personal gain. Employees shall properly observe the Code of Business Ethics and refrain from asking or receiving any type of gifts, services, entertainment, benefits, or discounts in exchange for any special treatment that is being made on behalf of CICT.

All CICT employees shall not make or influence any action or decision in any of the following events:

- i. Actions where an employee is intervening on behalf of CICT to seize the opportunity for personal interest and not for the company's best interest
- ii. Actions where there is a participation of employee's relatives that intervenes on behalf of the company
- iii. Actions where the employee or any of his/her relative is acting on behalf of CICT and is involving an entity to participate based on a different interest to that of CICT

4.3. Declaration of Conflicts of Interest

Every year and during the new hire orientation, all CICT employees are required to accomplish and sign the “Conflict of Interest Declaration” (see Annexes for the form) in order to determine possible conflicts of interest that may exist.

4.4. Reporting a Conflict of Interest

Every employee in CICT must report in cases of detected or possible conflicts of interest. He/she should raise the concern to his/her designated department head, Human Resources, Legal representatives or the CICT Compliance and Privacy Ethics Committee. There must be an adequate reporting procedure for such cases relating to conflicts of interest.

In the event where the department head has a conflict of interest, it shall be escalated to the next organizational level and so forth.

4.5. Policy Breaches

For any reported conflicts of interest may it be detected or just a possibility, the affected team’s department head, and Human Resource contact shall evaluate if the action falls within the normal course of CICT’s business or not. A decision will be made once the evaluation has been completed.

In case the reported conflict of interest is considered typical, the affected employee may just need to secure approvals, complete documentation or follow certain restrictions for assurance of the company’s best interests.

In case the reported conflict of interest is considered as a breach of this policy, corresponding disciplinary measures shall be taken against the employee which may also lead to employment termination or CICT to enforce corresponding legal actions based on the severity of the conflict.

4.6. Policy Enforcement

All CICT Leads from executives, department heads, managers and supervisors shall be responsible for the enforcement of this policy. The Legal representatives and CICT Compliance and Privacy Ethics Committee shall supervise its compliance within the organization.