



Code of Conduct

(Policy Ref. No. UG-G-1000-HR-0002, Rev.2, 27/12/2016)

1. Purpose

The purpose of a Code of Conduct is to develop and maintain a standard of conduct that is acceptable to the company, its vendors, customer's and other employees. This Code of Conduct includes behavior guidelines that are consistent with company policies & standards and reflect how the company perceives its image. It also serves to remind the employee of what is expected of them, and that their actions, appearance, conduct and demeanor will affect the company and their career.

2. Scope

This Code of Conduct applies to all employees of Unique Group and its subsidiaries.

3. Definitions

Unique Group, refers to 'Unique Maritime Group' including its operating subsidiaries.

Company, refers to 'Unique Group'

Code, refers to Unique Group's Code of Conduct Policy

4. Requirements

Our Company has a set of written policies & standards dealing with integrity issues. It is very important that the employee understands the scope of those policies & standards and learns the details of every one that relates to their job.

Read the summary of key policies & standards, which the employee will find as part of the induction pack. Furthermore, note these sections will help the employees to meet their responsibilities.

For each policy & standard that relates to employee's job, be sure to read the complete text of the same, if necessary, talk to the line Manager to make sure to understand the employee's full responsibilities.

Core Purpose

To be business leaders through technical distinction and superior customer service.

Core Values

PEOPLE: At Unique PEOPLE come first, that's our customers, partners and employees.

EXCELLENCE: We provide optimum, most cost effective solutions for our customers.

EFFECTIVENESS: We are Honest, quick thinking and efficient which means that our commitments can be trusted.



INNOVATION: As empowered entrepreneurs, our teams create world leading products and solutions.

GROWTH: By embracing change, we grow, learn and drive the business towards a secure future.

Core Cultures

- We believe in people, relationships and trust
- We believe in perfection to achieve quality
- We understand our business is all about our customers
- We believe that there is a whole world to explore out there
- We believe in efficiency so effectiveness is created
- We believe in keeping our promise to gain loyalty
- We believe in growing together for sustainability

Implementation

UG places the highest value on the integrity of the Company and each of its directors, employees and representatives. All directors, employees and all representatives, including all agents, consultants, independent contractors and suppliers of UG are responsible for complying with all applicable laws and regulations in each country in which the Company does business and for knowing and complying with this Code of Conduct and other policies of the Company. Violations of applicable laws and regulatory requirements or this Code or other policies of the Company are subject to discipline, which may include termination. Business units are responsible for ensuring that their policies and practices are consistent with this Code.

The policies & standards in this Code apply across UG and in all countries. If a local law conflicts with a policy & standard in this Code, you must comply with the applicable local law. If a local custom or practice conflicts with a policy & standard in this Code, you must comply with the Code.

Your region may have policies and practices that require more of you than required by this Code; the same may be true to local law. In all of those instances, you must follow the stricter policy, practice or law. Think of this Code as a baseline, or a minimum requirement, which must always be followed unless doing so would violate the local law. If the applicable law conflicts with the Code, but could permit different alternatives, you must choose the one most closely aligned with the Code requirement. If in doubt, contact your local human resource representative.

UG provides this business Code of Conduct to all its employees for their guidance in recognising and resolving properly the ethical and legal issues they may encounter in conducting the Company's business. The Code and its terms may be modified or eliminated at any time by the Company. Directors, employees and other representatives of the Company are responsible for being familiar with its contents. The Code does not include all the policies & standards of the Company.

Your rights as an employee and the Company's rights as an employer are governed by the laws of the country of employment, the work rules and your individual written employment contract, if any. This Code is intended to clarify the Company's rights and expectations as an employer, but does not add to or subtract from employee rights or in any way create any contractual employment rights for employees. Employment by UG



is employment at will. This means that you have the right to terminate your employment at any time and for any reason, and the Company may exercise the same right, subject to applicable law or existing contract rights. Where local country laws pertaining to employment contain requirements that differ from the provisions of this Code, these country laws prevail for an employee while working in that country.

In unusual circumstances, an employee may seek approval of actions that otherwise would not be compliant with the Code. Approval of any action not compliant with the Code must be sought in advance and may be granted only by UG Management.

How to handle a concern

Firstly;

Define your concern by answering the following questions;

- a) Who or what is the concern?
- b) When did the concern surface?
- c) Where did it happen?

Secondly;

Raise the concern locally. Talk about the concern to whomsoever you feel most comfortable, either;

- a) Your supervisor or line manager
- b) The next level of management.

UG employees at all levels are prohibited from taking retribution against anyone for reporting or supplying information about an ethical business conduct concern. If you feel this has happened, tell someone in the management.

Do not ignore a concern. Ask questions and bring your concern into the open. The idea is to speak up.

Possible concern

If the employee thinks a possible violation has taken place, report it to any of the contacts listed below;

- a) Supervisor / Line Manager
- b) Department Manager
- c) HR Manager / Local HR representative
- d) Chief Financial Officer
- e) Managing Director /COO/ CEO.

It is important to re-emphasize that the above contact list is not exclusive and that any ethical concerns that you may have should be raised.

Our Corporate Policies & Standards

The set policies, standards and procedures of Unique Group provide a greater detail than is provided by this Code or in some instances, these may provide additional policies & standards not covered by this Code.

As stated previously regarding this Code, employees should be aware that any violations of the UG Policies & standards may result in disciplinary action up to and including termination, as appropriate, and to the extent



that either is legally possible under the applicable law. Corrective actions may also require restitution or reimbursement, and to the extent that either is legally possible under the applicable law, from the employee and referral of the matter to government authorities under the guidance of UG Management.

Kindly report, if you see or learn any of the below;

A) Business Ethics;

- a) Offers of bribes or kickbacks
- b) Lavish business entertainment
- c) Unethical contributions or other support
- d) Disregard for customer policies
- e) Hiring unethical people or engaging unethical agents
- f) Disregard for host country's rules and regulations

B) Anti-Trust;

- a) making agreements with competitors on prices, terms and conditions of sale
- b) Coordinating bidding activities with competitors
- c) Discussing prices, costs, profit margins, etc. with competitors

Check and comply with UG standard on Anti-corruption & Bribery (Doc. No. UG-G-1000-HR-0001)

C) Harassment:

- a) A workplace environment that is hostile to persons for a particular sex, race, religion or any other characteristics protected by law.
- b) Unwelcome sexual advances.
- c) Employment practices not based on merit, qualifications and other job related criteria.
- d) Allowing race, colour, religion, national origin, sex, age, disability, veteran status or other characteristics protected by law to be a factor in hiring, promotion, compensation or other employment-related decisions.

Check and comply with UG standard on Harassment (Doc. No. UG-G-1000-HR-0003)

D) Conflict of Interest:

- a) Gaining a controlling interest or making a large personal investment in any company that does substantial business with UG.
- b) Hiring, supervising or doing UG's business with friends or relatives.
- c) Accepting payments, gifts or favours from firms or individuals doing business with UG.
- d) Using UG's time for outside activities.

E) Financial Controls:

- a) Inaccurate records or measurements.
- b) Incorrect, insupportable or unreasonable estimates.
- c) Inconsistent reporting procedures.
- d) Deliberately missed reporting deadlines.
- e) Weaknesses in systems to protect the security of UG's financial information, including computer-based information.
- f) Entering into a transaction without appropriate authorization.



F) Health and Safety:

- a) Unsafe activities ignoring health, safety or environmental regulations and procedures.
- b) Unreported health, safety or environmental hazards or accidents.
- c) Failing to report or follow up on reports or concerns about possible product safety problems.

Check and comply with UG Quality, Health, Safety & Environmental Policy. (Ref. UG-G-1000-QA-0001)

Responsibilities of all employees

- a) Each policy & standard imposes on you certain specific responsibilities. However, there are certain basic obligations common to all policies & standards.
- b) Learn the details of policies & standards dealing with your work. One should have a detailed understanding of policies & standards that apply to his/her job.
- c) Seek assistance from your Supervisor/ Line Manager when you have questions about application of the policies & standards.
- d) Promptly report any concerns that you may have about possible violations or a Company policy & standard.
- e) You may report your concerns to your Supervisor/ Line Manager / Department Manager or any higher ups. Your report may be written or oral.
- f) If you report a policy & standard concern and the issue is not resolved, raise it with one of the contacts listed above.
- g) Cooperate with Company's investigations into policy & standard concerns.
- h) UG's employees at all levels are prohibited from taking retribution against anyone for reporting or supplying information about a policy & standard concern.

Leadership Responsibilities

Leaders have additional obligations. They must;

- a) Lead by example, using their own behaviour as a model for all employees.
- b) For each policy, identify those employees whose activities may involve issues covered by that policy.
- c) Provide education and counselling to promote policy compliance.
- d) Create a culture which promotes compliance, encourage employees to raise their policy questions and concerns and prohibit retribution.



- e) Make sure employees understand that performance is never more important than compliance.
- f) Promptly report employee concern of possible policy, violation according to the company reporting procedures.
- g) Take prompt remedial action when required.
- h) Gather feedback to evaluate and continually improve policy compliance.

In evaluating and rewarding employees, consider their actions, judgments and KPI in promoting and complying with Company's policies.

Compliance Procedures

It is the responsibility of each Departmental Manager to set up and maintain effective procedures to prevent and detect a violation of the Company's Code of Conduct, set policies, standards and procedures.

Penalties for Violation

Following UG policies, standards and procedures is a must. Employees who violate UG policies, standards and procedures are subject to disciplinary action leading up to termination. The following is examples of conduct, which may result in disciplinary action;

- a) Actions which violate UG policies, standards and procedures
- b) Requesting others to violate a policy or standard
- c) Failure to promptly report a known or suspected policy violation
- d) Failure to cooperate in a company investigation or possible violation
- e) Retribution against another employee for reporting a policy concern.
- f) Failure to demonstrate the leadership and diligence needed to ensure compliance with Company policies, standards, procedures and applicable laws.
- g) In many case's violation can also mean breaking the law and subjecting yourself or the Company to criminal penalties.

Disciplinary Action

Usually, minor cases of misconduct, and most cases of poor performance, will be dealt with by informal advice, coaching and counseling, in order to help and encourage improvement.

Formal

Where it is necessary to move to a formal stage, employees will always be informed, in advance of any disciplinary meeting, of the allegations that are being made against them together with any supporting evidence. Employees will be given the opportunity to challenge the allegations, state their case and present evidence before decisions are reached.

The disciplinary action may result from;

- I. becoming apparently insolvent or make any arrangement or compound with creditors generally;
- or**
- II. being guilty of any serious misconduct in connection with the employment with the Company;



- or**
- III. any act or omission which may affect the business of the Company;
- or**
- IV. assault and/or willfully disobey the employer or any supervisors or fellow employees;
- or**
- V. Theft, damage to company property and/or misusing company name.

Informal

At the informal stage, where the conduct or performance issue is relatively clear and there is evidence to support this, a note to file from the line manager about the principal parts of the informal conversation may be sufficient.

It is important and in the interest of both employers and employees, to keep written records during the formal stages of the disciplinary process. Records should include;

- The complaint against the employee
- Disciplinary action letter
- Stage

Stages of warning (as per regional law)

- Verbal (Note to file)
- First Written
- Second written
- Dismissal

Disciplinary action (as per regional law)

- Warning
- Fine
- Suspension
- Denial or deferment of periodical allowance, in firms applying such a scheme
- Denial of promotion, in establishments applying a promotion scheme
- Dismissal without prejudice to severance pay
- Dismissal with denial of all or part of the severance pay

Whistle Blowing

Whistle blowing is a means of deterring wrongdoing, promoting transparency and good governance; it underpins self-regulation and maintains employee confidence.

Matters to which disclosure may relate to include;

- Financial malpractice, impropriety and fraud
- Failure to comply with legal obligations
- Failure to comply with health and safety legislation
- Failure to comply with local regulatory requirements
- Criminal activity
- Improper conduct or unethical behaviour
- Attempts to conceal any of the above



If the employee thinks a possible violation has taken place, report it to any of the contacts listed above.

Non-disclosure of confidential information

"Confidential Information" shall include any of Employer's confidential, proprietary or trade secret information that is disclosed to Employee, or Employee otherwise learns in the course of employment such as, but not limited to, business plans, customer lists, financial statements, software diagrams, flow charts and product plans. Confidential information shall not include any information which; (i) is or becomes publicly available through no act of Employee, (ii) is rightfully received by Employee from a third party without restrictions; or (iii) is independently developed by Employee.

Breach of Non-disclosure of confidential information agreement may result in disciplinary action ranging from warning to dismissal from employment. The measure of discipline should correspond to the gravity of the offense as weighed by its potential effect on the Company as well as the seniority and work record of the employee involved, among other factors. Disciplinary action will be in accordance with the local law in force.

Employee certification

Periodically, UG will ask employees to certify their commitment to compliance with UG's policies, standards and procedures. In addition, newly hired employees must sign a certification.

5. Owner

- Chief Executive Officer

6. Custodian

- Group HR Manager

7. Reference

UG-G-1000-HR-0001	Anti-Corruption & Bribery
UG-G-1000-HR-0003	Harassment
UG-G-1000-HR-0004	Corporate Gift & Entertainment
UG-G-1000-QA-0001	Quality, Health, Safety & Environmental Policy