



CODE OF ETHICS AND BUSINESS CONDUCT

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HISTORY

DATE	VERSION	AUTHOR	CHANGE NOTE NO./NOTES
01/12/2012	01	T. Norris (Operations Director)	
01/05/2015	02	T. Norris (Operations Director)	Tidy up and added UN Global Compact ref
01/07/2017	03	T. Norris (Operations Director)	Added Modern Slavery ref

Purpose

Our future success depends upon developing mutual trust with our key stakeholders, including our customers, our shareholders, our fellow employees, our suppliers and the communities where we live and work. To build and maintain trust we must operate with integrity in everything we do.

What does operating with integrity mean? It means abiding by our Company standards whenever we do business on behalf of Link Microtek. It means making decisions that will enhance our reputation for the long-term. It means raising concerns and discussing issues on how we can continuously improve our commitment to integrity and responsible business practices.

Our Code of Conduct is designed to assist us in meeting our obligations. In this guide you will find a summary of some of our most important policies and procedures which govern the day-to-day conduct of our business.

Applicability

Our Code of Conduct applies to everyone who does business on behalf of Link Microtek Ltd employees, officers and members of our Board of Directors. It also applies to agents, consultants, contractors and others who act on Link Microtek's behalf. It is based on the UN Global Compact's ten principles in the areas of human rights, labour, the environment and anti-corruption. These ten principles are summarised below.

THE TEN PRINCIPLES

The UN Global Compact's ten principles in the areas of human rights, labour, the environment and anti-corruption enjoy universal consensus and are derived from:

- The Universal Declaration of Human Rights
- The International Labour Organization's Declaration on Fundamental Principles and Rights at Work
- The Rio Declaration on Environment and Development
- The United Nations Convention Against Corruption

The UN Global Compact asks companies to embrace, support and enact, within their sphere of influence, a set of core values in the areas of human rights, labour standards, the environment and anti-corruption:

Human Rights

- Principle 1: Businesses should support and respect the protection of internationally proclaimed human rights; and
- Principle 2: make sure that they are not complicit in human rights abuses.

Labour

- Principle 3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;
- Principle 4: the elimination of all forms of forced and compulsory labour;
- Principle 5: the effective abolition of child labour; and
- Principle 6: the elimination of discrimination in respect of employment and occupation.

Environment

- Principle 7: Businesses should support a precautionary approach to environmental challenges;
- Principle 8: undertake initiatives to promote greater environmental responsibility; and
- Principle 9: encourage the development and diffusion of environmentally friendly technologies.

Anti-Corruption

- Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery.

Stakeholder Responsibilities

Our Customers: We develop product and service solutions that solve the challenging needs of our customers. We build long-term customer relationships through superior performance. We are responsive, straight-forward and committed in all dealings with our customers.

Our Colleagues: We treat people with dignity, fairness and courtesy. We create an inclusive environment that is focused on a common purpose and where diversity in people and perspective is valued. We cooperate across organizational boundaries, focusing on adding value and earning the trust of our teammates.

Our Shareholders: We are committed to providing an attractive long-term financial return for those who invest in our business. We use corporate assets responsibly and make decisions solely in the best long term interests of the company. We provide timely and accurate information and disclosures as required to our current and prospective investors.

Suppliers and Business Partners: We achieve success through collaborative efforts with our business partners. We treat our suppliers honestly, fairly and with respect. We honour our contractual obligations. We share our standards of business conduct with our suppliers and expect that they will reflect those standards when conducting business on our behalf.

Our Communities: We are committed to being good corporate citizens and we obey the laws in the countries and communities where we operate. We practice environmental responsibility and promote positive and constructive involvement in the local community.

Producing Quality Products

We are committed to delivering quality products and services that are consistent with each customer's requirements. Our goal is to be the recognized leader in our marketplace; recognized for innovation, quality, responsiveness and value. We meet both our own quality standards and our customers' requirements as set forth in contracts and agreements.

TO ENSURE WE MEET OUR QUALITY COMMITMENTS TO OUR CUSTOMERS, WE:

- Make achievement of high quality and excellence our personal goals.
- Strive to do each job right the first time.
- Prepare all required reports accurately and completely.
- Comply with contract requirements, including design requirements, inspections and tests specified.
- Use only materials and processes conforming to quality levels specified in each contract.
- Use only substitute materials or processes that have been approved in writing in advance by the customer's authorized representative.
- Do not knowingly misrepresent, in any way, the condition or status of services or products offered for inspection, testing, or delivery.

Honest Communications and Marketing Activities

We believe that lasting customer relationships are built on integrity and trust. We seek to gain advantage over our competitors through superior research, manufacturing and marketing. We must never seek to win business through improper or questionable business practices.

Truthful and accurate communication about products and services is essential to meeting our responsibilities to our customers. We must be honest in marketing, in preparing bids and proposals based on current, accurate, and complete cost and pricing data, and in truthfully negotiating contracts.

Providing Gifts and Entertainment

Our business transactions should always be free from even a perception that favourable treatment was sought, received or offered by gifts, favours, hospitality, entertainment or similar gratuities. Our definition of business courtesies, gifts and hospitality is broad and includes tickets, fees or passes to sporting or cultural events, lodging, meals, door prizes and other items of value.

While there are certain circumstances under which it is permissible to furnish or accept such items, we are

expected to follow a course of action that complies with Link Microtek's Anti Bribery and Corruption Policy.

We may provide meals, refreshments, or entertainment of reasonable value in support of business activities, provided:

- The business courtesy is not offered as a "quid pro quo," (offered for something in return for the courtesy.)
 - The courtesy does not violate any law, regulation, or the standards of conduct of the recipient's organization.
- It is **our** responsibility to inquire about prohibitions or limitations of the recipient's organization before offering any business courtesy; and

- The courtesy is consistent with marketplace practices, infrequent in nature, and is not lavish or extravagant. It cannot cause embarrassment or reflect negatively on our reputation if it were to become known.

Security and Confidential Information

TO ENSURE WE MEET REQUIREMENTS FOR SECURITY AND PROTECTING CONFIDENTIAL INFORMATION, WE MUST:

- Comply with all applicable government and customer security requirements.
- Report to management and security personnel security violations or situations that could compromise or otherwise affect the security of our personnel, facilities, information and/or contracts.
- Follow established procedures for safeguarding government-classified information in our possession.
- Follow established procedures for protecting sensitive customer and business information including, but not limited to, telephone directories, programme information, personnel and financial information, business plans and other related information. Such information is not to be released outside of the company.

RESPONSIBILITIES TO OUR COLLEAGUES

We treat people with dignity, fairness and courtesy. We create an inclusive environment that is focused on a common purpose and where diversity in people and perspective is valued. We cooperate across organizational boundaries, focusing on adding value and earning the trust of our teammates.

Our Work Environment

We seek to provide a work environment where everyone can perform effectively and achieve their full potential. Each of us is responsible for creating a climate of trust and respect, and for promoting a productive workplace environment. We treat people with dignity, fairness and courtesy in all of our interactions in the workplace. We achieve success through collaborative efforts committed to achieving common, defined objectives. We share information, cooperate across organizational boundaries; focus on adding value and earning the trust of our team mates. Our people are empowered to make decisions and initiate change at all levels.

Fair Treatment and Non-Discrimination

We create an inclusive environment that is focused on a common purpose and where diversity in people and perspective is valued. Every individual in our company brings a unique background and perspective, and a unique set of abilities. These differences are assets and resources that will determine our success in an industry which requires creativity and innovation. We strive to provide a productive workplace free from all types of unlawful discrimination. Unlawful discrimination in recruiting, hiring, salary actions, promotion, career development or termination will not be permitted. Any such discrimination against a customer or supplier is also strictly prohibited.

Harassment

We strive to create a climate of trust and respect. Harassment of any type, whether directed at a co-worker, supplier, customer or anyone doing business with Link Microtek, will not be tolerated. Harassment is defined as any conduct which inappropriately or unreasonably interferes with work performance, diminishes the dignity of any person or which creates an intimidating, hostile or otherwise offensive work environment.

Sexual Harassment

Verbal, visual or physical conduct of a sexual nature is inappropriate in the work place and may be unlawful sexual harassment. Examples include:

- Sexual advances, requests for sexual favours, foul language, off-colour jokes, remarks about a person's body or sexual activities;
- Displaying sexually suggestive pictures or objects, or sexually suggestive communications in any form; or
- Unwelcome and inappropriate touching.

Safeguarding Health and Safety

Link Microtek is committed to employee health and safety at all of our facilities. It is each of our responsibility to follow the rules and procedures established at our facilities to ensure a healthy and safe working environment. These include:

- Always comply with all relevant health and safety laws.
- Avoid unsafe activities and conditions, including blocking fire exits and unsafe handling of chemicals.
- Report any incident of non-compliance or any unsafe condition immediately to the facility's Environmental, Health and Safety Manager

Drug and Alcohol Abuse

Link Microtek is committed to a safe and healthy workplace for everyone. Use of illegal drugs or alcohol abuse can create serious safety risks in our workplace environment. The possession, sale or use of illegal drugs or being under the influence of such drugs on Company time, property or at Company-sponsored events is prohibited. We prohibit the consumption of alcohol on company property, on company time, in connection with company business or in a manner that would influence the performance of tasks and responsibilities. However, in some instances, employees may consume alcoholic beverages at company-sponsored events when authorized by management and when appropriate monitoring is in place. The Company at its discretion may take into account common practices in countries where moderate consumption of alcohol to accompany a meal is common practice. In any case, all employees are held accountable for ensuring that their performance and judgments are unimpaired by alcohol during working hours.

Personal Relationships

Each of us is responsible for creating a climate of trust and respect, and for promoting a productive work environment. There is an inherent conflict of interest in managing someone with whom you have a romantic relationship. Even if you believe you are acting properly, your relationship may be perceived by others as improperly influencing your judgment. This can damage morale and disrupt workplace productivity. Therefore, you may not supervise, directly or indirectly, anyone with whom you are romantically involved. Additionally, we will not tolerate personal relationships that interfere with work performance or which may constitute harassment.

Employees should seek guidance and advice from their supervisor or Human Resources.

Protecting Privacy

We are committed to protecting the privacy of all of our employees. Only employees who are authorized and who have a work-related reason may access Company personnel and medical records. Personnel and medical records should contain only employment related information.

RESPONSIBILITIES TO OUR SHAREHOLDERS

We are committed to providing an attractive long term financial return for those who invest in our business. We use our assets responsibly and make decisions based solely on the best long-term interests of the company. We provide timely and accurate information and disclosures as required to our current and prospective investors.

Avoiding Conflicts of Interest

We have a responsibility to our shareholders to always act in the best interests of Link Microtek Ltd. A "conflict of interest" can arise any time our personal interests (e.g., family or financial) could conflict, or appear to conflict with the best interests of Link Microtek. We respect fully the rights of colleagues to engage in outside activities that are private in nature and in no way conflict with the workplace or Link Microtek's interest. An actual or perceived conflict could make others question our integrity. That's why it is so important to avoid even the appearance of a conflict of interest. While we cannot list every possible conflict of interest, the following are some common examples:

- **Financial Interests in Other Businesses.** If we are involved with or about to become involved with a decision relating to a supplier or customer; or if we are involved in a competition with another organization we must immediately disclose to a Director any significant direct financial interest in that current or potential supplier, customer or competitor.
- **Certain Relationships.** We may find ourselves in a situation where our spouse, children, parents, in-laws, or someone else with whom we have a close relationship is, or works for, a supplier, customer or competitor. Such situations are not necessarily prohibited, but if you are involved in some way with the particular firm as part of our responsibilities, you should disclose the situation to a Director.
- **Corporate Opportunities.** We may not take personal advantage of business opportunities that are discovered through the use of company property, information, or position.
- **Outside Employment with a Supplier or Customer.** We may not be employed by or serve as a director of a supplier or customer, unless agreed by the Board of Link Microtek.
- **Outside Employment with a Competitor.** We may not compete with the Company or consult with or be employed in any capacity by a competitor.

• **Loans and Guarantees.** We may not extend or maintain credit, arrange for the extension of credit, or renew an extension of credit in the form of a personal loan to or for any director or executive officer. The most important word to remember when it comes to conflicts of interest and outside business activities is **disclosure**. If you are ever in a situation in which someone might question your loyalty to Link Microtek, you should disclose the situation. Contact your manager who will help you determine if a formal disclosure is required.

Protecting Company Assets and Property

Our company's resources, assets and property belong to our shareholders and we must be responsible with their property. Company resources include, but are not limited to:

- Offices and facilities
- Information systems (see below for more detailed guidelines on Computers, e-mails and Internet)
- Trade secrets and proprietary information
- Office supplies
- Telephones
- Equipment
- Product designs
- Confidential information
- Funds

Generally, we must refrain from personal use of our assets and resources. We recognize however, that occasional and insignificant personal use of assets may be acceptable as long as there is no undue cost to the company and there is no interference with productivity in the workplace. It is **never** acceptable to use company resources to support a personal business, the business of any other firm, nor for an illegal act or purpose which would cause embarrassment to our company. Managers are responsible for the assets assigned to their organizations and they are authorized to impose more restrictive personal use conditions. Managers are expected to exercise good judgment when imposing such conditions so as to avoid problems in the workplace.

Use of Information System Assets

Information systems are critical to our business success. Examples of information systems include your desktop or laptop computer, telephones, file servers and network (including the Internet), e-mail messages and documents. Everyone who uses our information systems assets is responsible for ensuring that these resources operate as they should. This means all employees must use these systems responsibly and primarily for legitimate business purposes. Only occasional and insignificant personal use is permitted if it does not pose an undue cost or interfere with workplace productivity. Our policy prohibits the use of our information systems for the purpose of:

- Engaging in communications that might be considered illegal, offensive, defamatory, harassing, obscene, vulgar, or otherwise disruptive to normal business activity.
- Visiting inappropriate Internet sites.
- Improperly disseminating copyrighted or licensed materials or confidential and proprietary information.
- Installing hardware or software without advance authorization from appropriate IT personnel.
- Conducting for-profit, non-Link Microtek business.

Communications that you have at work (including e-mail, voicemail network, Internet, etc.) are not necessarily private, and confidentiality cannot be assured. Our company reserves the right (where legal to do so) to monitor or make records of all such communications to verify that company policies are being followed or for other legitimate business reasons.

Safeguarding Confidential Information

At Link Microtek, we own, create or have access to a significant amount of "sensitive information" (e.g., confidential or proprietary information) in the course of conducting our business. We must protect the confidentiality of all sensitive information whether obtained from or relating to Link Microtek and/or suppliers, customers or other third parties. You should not disclose (even to family) or use any sensitive information for any purpose other than on a "need-to-know" basis within Link Microtek. This obligation lasts during your entire employment and at all times thereafter. Because of the extremely sensitive nature of our business, if you must disclose information outside of our Company (for business or legal reasons), contact the Operations Director.

If you are uncertain or unsure about what information is sensitive, you should contact local the Operations Director.

When Link Microtek executes confidentiality agreements with a third party regarding sensitive information to be received by Link Microtek Ltd, you must honour the terms of such an agreement.

WE EACH HAVE AN OBLIGATION TO PROTECT THE SECURITY AND CONFIDENTIALITY OF OUR INFORMATION SYSTEMS. WE MUST:

- Protect information used to access company information systems, including user IDs, passwords, and building-access key cards.
- Protect the confidentiality and security of our information systems
- Protect information systems from damage, including physical damage and virus-caused damage.

RESPONSIBILITIES TO OUR SUPPLIERS

We achieve success through collaborative efforts with our business partners. We treat our suppliers honestly, fairly and with respect. We honour all of our contractual obligations. We share our standards of business conduct with our suppliers and expect that they will reflect those standards when conducting business on our behalf.

Treating Suppliers Fairly

We treat our suppliers and business partners with fairness, courtesy and respect. We comply with the terms and conditions of our agreements with suppliers and we honour our commitments. We are careful to protect the confidential and proprietary information entrusted to us by our suppliers and partners. We should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice.

Selecting Suppliers

We promote competitive procurement to the maximum extent practicable. Whenever procuring materials, supplies, equipment, consulting and other services, it is our policy to solicit a sufficient number of responsible and qualified subcontractors to obtain competitive prices and the necessary levels of quality and support. Our selection of subcontractors, suppliers, and vendors will be made on the basis of objective criteria such as, but not limited to, quality, technical excellence, price, delivery, adherence to schedules, service and maintenance of adequate sources of supply.

Soliciting and Receiving Gifts and Entertainment

Our business transactions should always be free from even a perception that favourable treatment was sought, received or offered by gifts, favours, hospitality, entertainment or similar gratuities. While there are certain circumstances under which it is permissible to accept such items, we are expected to follow a course of action that complies with the following guidelines:

- **Soliciting Gratuities:** We may not solicit, directly or indirectly, for our benefit or for the benefit of another person, any gift, favour or other gratuity from a person or organization with which the company does business or that seeks to do business with Link Microtek. Soliciting a gift, favour or other gratuity is strictly prohibited regardless of the nature or value of the item or service.
- **Giving and Receiving Gratuities:** We may not accept business courtesies that constitute, or could be reasonably perceived as constituting, unfair business inducements or that could violate law, regulation or policies of Link Microtek or its customers or could cause embarrassment or reflect negatively on Link Microtek's reputation.

If you have any question about gifts and entertainment, please consult with your manager or contact a Director.

RESPONSIBILITIES TO OUR COMMUNITIES

We are committed to being good corporate citizens and we obey the laws in the countries and communities where we operate. We practice environmental responsibility and promote positive and constructive involvement in the local community.

Complying with Laws and Regulations

We wish to be a good corporate citizen wherever we operate by complying with applicable laws and regulations. Our business is highly regulated, and it is the responsibility of each of us to ensure that we know and comply with the laws and regulations that apply to our job responsibilities.

It is our policy to comply fully with these laws whenever they are applicable, at home or abroad. In situations where there may be a conflict between local laws and our standards of conduct, you should consult with your manager. Some countries have laws that apply "extra-territorially" meaning the laws may apply to conduct that takes

place outside that country. In extremely rare situations, this means there may be conflicts between following the laws of one country versus another. This is a complex area and you must consult with the Operations Director immediately.

Respecting the Environment

We are committed to conducting operations and activities in a manner that protects the environment and conserves natural resources. We continually strive for improvement of our environmental management systems and to the prevention of pollution. It is our policy to comply with laws and regulations relating to protection of the environment.

TO FULFILL OUR ENVIRONMENTAL COMMITMENTS:

- Do not create unacceptable risks to the environment.
- Pursue opportunities to prevent pollution by minimizing the quantity and degree of hazard from chemicals used in or wastes resulting from operations.
- Incorporate environmental considerations into business decisions.

Fair Competition

We believe our customers and society at large benefit from fair, free and open markets. Therefore, we do not engage in any practices that could be viewed as fixing prices, unfairly restraining trade, or keeping competitors out of the marketplace.

We will **not**:

- Communicate with competitors to discuss prices, allocate markets, boycott customers or suppliers, or limit production of services for anticompetitive purposes;
- Make false statements about our competitors; or
- Receive or use our competitor's proprietary information, including pricing information, improperly. Fair competition is not just an issue of our own company standards. Most of the countries in which Link Microtek conducts business have laws designed to promote free and open competition and to prohibit activities designed to restrain trade.

International Trade Regulations

As part of being a responsible corporate citizen, we must comply with a number of laws concerning international trade.

Import/Export Compliance

The import/export of technical data, hardware and/ or services must comply with all applicable U.K., EU and where applicable U.S., Government laws and regulations. Link Microtek's policies describe the steps necessary for you to comply with UK, EU and U.S. Government export control requirements. Failure to comply may result in the loss of export privileges and civil and/or criminal penalties against Link Microtek or you.

If you have any questions about export/import compliance, contact the Operations Director.

Avoiding Bribery and Improper Payments

To promote good government and the fair and impartial administration of laws, we may not promise, offer or make payment in money or anything of value to any government official or political party with the intent to obtain or maintain business, or to improperly affect government decisions. This prohibition also applies to third parties, agents or any other entity acting on behalf of Link Microtek

We do not pay "facilitating payments." Facilitating payments are small payments made to mid or low-level government officials or political parties to expedite or secure performance of a routine government action. Examples of routine government actions include:

- Obtaining permits, licenses to qualify a person to do business.
- Processing governmental papers, e.g., visas and work orders.
- Providing police protection, mail pick-up and delivery.
- Providing phone service, power and water supply.

Modern Slavery

Modern slavery is a crime and a violation of fundamental human rights and we seek to eradicate its occurrence within our own operations and within our supply chain. Modern slavery can take many forms such as servitude, forced and compulsory labour, human trafficking, slavery and child labour. We expect the same high standards from all of our contractors, suppliers and other business partners and expect them to do likewise in their supply chains. Link Microtek is a UK SME and as such has no legal reporting requirements, however we strive to comply with the United Kingdom's Modern Slavery Act 2015 by working closely with our supply chain and business partners.

Community Involvement

We are encouraged to participate in community organizations and activities. However, we must be alert to conflicts of interest if we hold public office or serve on commissions or advisory groups.

Communications with Media

We wish to provide open, accurate, and consistent communication to the public. All inquiries from the media should be forwarded immediately to the Managing Director.

Political Contributions and Activities

We believe in the importance of personal participation in the political process and encourage all of our employees to support the political parties and candidates of their choice. We must understand, however, that our involvement and participation in the political process must be on an individual basis, on our own time and at our own expense.

RAISING CONCERNS

We seek to foster a working environment that encourages all of us – from the newest employee to the Managing Director – to discuss concerns about possible violations of our standards of business conduct. Sometimes individuals can be uncomfortable coming forward with business conduct concerns, but we want to make sure you never feel that way at Link Microtek. Please let us know about possible problems right away so that we can promptly resolve any concern, before more serious consequences develop.

How to Raise a Business Conduct Concern

If you act in good faith, believing your information is accurate, we will protect you even if you are wrong. Doing the right thing will not disadvantage your career or adversely affect your relationships at work. We will not tolerate any form of discrimination or bullying of someone who has spoken up in good faith.

Speak directly or contact one of the Executive Directors.

Your information will always be treated in the strictest confidence.