

## Spares in Motion - Code of Conduct

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# SPARES IN MOTION CODE OF CONDUCT

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## Principle 1: Honesty, Integrity, and Transparency

The Company and its staff are fully committed to the principle of honesty, integrity, and Transparency in the delivery of services and goods to our customers. All staff should ensure that the business operations, applications for services, procurement or staff recruitment, are dealt with in an open, honest manner.

This Code of Conduct sets out the basic standard of conduct expected of all staff and the Company's policy on matters like acceptance of advantages and conflict of interest of staff in connection with their official duties. This Code also applies to temporary and part-time staff employed by the Company.

## Principle 2: Equal Opportunity for All Employees

The company is an equal employment opportunity employer. Employment opportunities are available regardless of race, color, sex, religion, national origin, age, disability, or other legally protected status. This Principle applies to all aspects of the employment relationship, including recruiting, hiring, training, work assignment, promotion, transfer, termination, and wage and salary administration.

## Principle 3: Safety, and healthy work environment

The company is committed to an injury-free, safe and pleasant workplace that is operated in an environmentally sound manner in compliance with all relevant laws and regulations that protect worker safety and the environment.

## Principle 4: Fair Competition

The company's policy will prohibit any anticompetitive practices which could effect in bounding, restraining or distorting competition, as well as any practices of unfair competition. Accordingly, our employees cannot agree (formally or informally) with competitors to fix prices or any other conditions of transaction; to limit or control the production, commercialization, technical development or investment; to manipulate or divide markets or sources of provisioning; to participate with fake offers in tenders or any other forms of competitions for offers; to limit or restrain access to market and freedom of competition for other enterprises; to apply unequal conditions for equivalent performance to commercial partners, creating in this way a disadvantage in competition; to condition signing of acceptancy contracts by the partners for supplementary obligations which, by their nature or according to commercial usage, have no connection with the subject of such contracts.

Our employees are prohibited from performing any act of unfair competition manifested through misappropriating clients of a company by using the relations established with such clients within the function previously held at the company, dismissal or attracting employees of a company for the purpose of setting up a competing company to capture customers of that company or hiring employees of a company in order to disorganize of its work. At the same time, our employees must not take actions that harm the legitimate interests of consumers or other operations in breach of the competition law.

### Principle 5: Governance and anti-corruption

The Company has zero tolerance for corruption. All employees must never offer to provide anything of value directly or indirectly to government officials and business partners to secure an undue advantage. The company prohibits payment, offers of payment as well as anything of value directly or indirectly with the purpose of influencing or obtaining undue business or personal advantage.

Third parties will only be contracted to perform tasks which aid business interests provided: fees to be paid are reasonable; all arrangements are clearly documented; arrangements are following the company's policies.

### Principle 6: Financial Reporting

All transactions of the Company must be duly recorded to permit the preparation of clear financial statements in conformity with generally accepted accounting principles. No false or misleading entries may be made in the books and records of the Company for any reason, and no employee may engage in any arrangement that results in such a prohibited act.

No undisclosed or unrecorded fund or asset of the Company may be established for any purpose. No payment on behalf of the Company (including those by cash) may be done without adequate supporting documentation or made with the intention or understanding that any part of such payment is to be used for any purpose other than as described by the documents supporting the payment.

From time to time, the Company may publish or inform of policies on financial reporting, disclosure, and compliance to reinforce the financial reporting expectations in this Code. All employees at any level are expected to implement and strictly follow these policies.

### Principle 7: Restrictive Agreements with Third Parties

The Company does not condone activities that seek to gain an unfair competitive advantage. No individual may engage in any activity which violates any valid restrictive agreements entered into by that individual for the benefit of a third party, and no individual may, directly or indirectly, use or disclose any confidential information or trade secrets of a third party that the individual obtained while employed by or associated with such third party.

## Principle 8: Export Compliance

The company is following a very strict export compliance policy.

Accordingly, we hereby agree and assure the company will not sell:

- 1) to any location or party listed as prohibited from receiving items in accordance with applicable law.
- 2) to the following countries: Cuba, Iran, Iraq, Afghanistan, Pakistan, North Korea, Syria, The Crimea Region, the so-called Donetsk People's Republic, and the Luhansk People's Republic (LNR), Russia, and Belarus.
- 3) In violation of any applicable export control or economic sanction laws including without limitation those of the jurisdictions in which Seller and Purchaser are established and from which items may be supplied.

## Principle 9: Government Contracts and Services

The Company is committed to complying with all applicable laws and regulations relating to government (public procurement) contracts and services and to ensuring that its reports, certifications and declarations to government officials are accurate and complete and that any deviations from contract requirements are properly approved.

## Principle 10: Acceptance of Advantages

It is the policy of this Company to prohibit all staff from soliciting or accepting any advantage from any persons having business dealings with the Company (e.g., clients, suppliers, contractors). Employees who wish to accept any advantage from such people should seek advice and permission from his responsible manager. Any gifts offered voluntarily to the staff in their official capacity are regarded as gifts to the Company and they should not be accepted without permission. By default, staff should decline the offer if the acceptance could be perceived as against the interest of the company, or that of society, or lead to complaints of bias or impropriety. For gifts presented to staff in their official capacity and of low nominal value (below EUR 100), the refusal of which could be seen as unsociable or impolite, can be exceptionally accepted.

## Principle 11: Conflict of Interest

A conflict-of-interest situation arises when the "private interests" of the staff compete or conflict with the interests of the Company. "Private interests" means both the financial and personal interests of the staff or those of their connections including family members and other close affiliates; personal friends; the clubs and societies to which they belong; and any person to whom they owe a favor or are obligated in any way. Staff should avoid using their official position or any information made available to them in the course of their duties to benefit themselves, their affiliates or any other persons with whom they have personal or social ties. They should avoid putting themselves in a position that may lead to an actual or perceived conflict of interest with the Company. Failure to avoid or declare any conflict of interest may give rise to criticism of favoritism, abuse of authority or even allegations of corruption.

Staff involved in the procurement process should declare conflict of interest to their manager if they have a beneficial interest in any company which is being considered for selection as the Company supplier of goods or services.

### Principle 12: Misuse of Official Position

Staff who use wrongly their official position for personal gains or to favor their relatives or friends are liable to disciplinary action or even prosecution. Examples of misuse include a staff member responsible for the selection of suppliers giving undue favor or leaking information to his/her relative's company with a view to giving away an undue advantage.

### Principle 13: Handling of Classified or Proprietary Information

The staff is not allowed to disclose any classified or exclusive information to anybody without authorization. Staff who have access to or are in control of such information should always provide adequate safeguards to prevent its abuse or misuse. Examples of misuse include disclosure of information in return for monetary rewards, or use of information for personal interest. It should also be noted that unauthorized disclosure of any personal data may result in a breach of the applicable legislation on privacy.

### Principle 14: Property of the Company

Staff given access to any property of the Company should ensure that it is properly used for the purpose of conducting the Company's business. Misappropriation of property for personal use or resale is strictly prohibited.

### Principle 15: Outside Employment

Employees who wish to take up paid outside work, including those on a part-time basis, must seek written (date and signed) permission and guidance from their manager before accepting the job. Approval will not be given if the outside work is in conflict with the interests and values of the corporation.

### Principle 16: Communication of the Code of conduct

It is the personal responsibility of every staff member to understand and comply with the Code of Conduct. The Code of Conduct is available on the shared hard drive of Spares in Motion and actively communicated within the companies.

### Principle 17: Sanctions

Violations of the Code of Conduct will not be tolerated and will entail disciplinary actions and/or sanctions.