



CODE OF BUSINESS CONDUCT

The standard, policies and procedures described in this document must be understood and observed by all directors and employees of GOPDC to the extent that it is applicable to them.

The directors and employees of the company have agreed to maintain the highest standards of ethical conduct and integrity in all aspects of their professional life.

The following Code of Conduct stipulates our company's values and the minimum standards of good practice required of us in our dealings within the company and with external parties maintaining relationships with our company.

We shall not violate the laws of the land and/or the rules regulating our company's business. Whenever our attention is drawn to any inadvertent violation of the law by this code, the necessary amendments shall be made immediately.

SCOPE

The scope covers a wide range of business practices and procedures. It does not cover every situation that may arise, but it sets out basic principles to guide the actions of all employees of the company.

Those who violate the standards in this code will be subject to disciplinary action which may include termination of employment or service.

This document describes the common ethical standards, policies and procedures of the company. These standards relate to:

1. Compliance with laws, Rules & Regulations
2. Professional Performance
3. Integrity & Objectivity
4. Confidentiality
5. Conflict of Interest
6. Environment, Health and Safety
7. Human Rights and workplace
8. Record Keeping
9. Marketing and Sales
10. Cooperation with regulatory bodies
11. Sanctions

1. COMPLIANCE WITH LAWS, RULES & REGULATIONS

Obedying the rules and regulations both in spirit and in letter is the foundation upon which the company's ethical standards stand. All employees of the company must respect and obey the laws of the country.

It is the responsibility of Management, supervisors to disseminate the applicable rules and regulations, so that all employees are made aware. To be proactive in taking positive measures to ensure the avoidance of any violations to the company's regulations. To protect the identity and security of employees that report any suspected violation and to give protection to those employees to avoid acts of revenge from anyone.

2. PROFESSIONALISM

The company's business shall be performed in accordance with sound professional standards. The public and our customers have a right to expect that every business transaction that is undertaken by the company regardless of the type of service/product involved will be performed in accordance with professional standard. We shall exercise due professional care in the delivery of our products.

3. INTEGRITY & OBJECTIVITY

We shall maintain the integrity expected of all employees of the company. In every customer relationship and in our relationship with each other, it is essential that all employees shall:

- not knowingly misrepresent facts;
- reach conclusions, form opinions and make recommendations dispassionately without regard to personal bias or personal economic considerations

4. FAIR DEALING

Every employee shall endeavor to deal fairly with company's customers, suppliers' competitors and employees. No employee shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or other sharp practices.

5. CONFIDENTIALITY

Confidential information comprises: technical information about products or process, purchase prices, costs, marketing or service strategies. Employees shall not except as authorized by their duties reveal to any person or company any confidential information, trade secret or operation process concerning the company's business, finances, transactions or affairs which may come to their knowledge whilst employed by the company.

Directors shall maintain the confidentiality of information entrusted to them by the company or any other confidential information about the company that comes to them from whatever source.

Every circular, memorandum, report, data, program, letter or any other document or information of the company which may be in the possession of an employee in the course of his employment shall remain the property of the company, and the employee shall not use or be permitted to use any such document or information otherwise than for the benefit of the company.

6. CONFLICT OF INTEREST

1. Organizational Conflict

The company will not allow itself to be placed in a situation in which its obligations to one customer are or are likely to be perceived as being in conflict with its obligations to another customer. The company shall observe utmost good faith in its dealings with customers, suppliers, regulators and other service providers.

2. Personal Conflict

The personal interest of an employee shall not conflict with any of his duties in the company.

Employees of the company shall exercise their powers and discharge their duties honestly, in good faith and in the best interest of the company, and shall also exercise that degree of care, diligence and skills which a reasonable prudent person would be expected to exercise in comparable circumstances.

Directors shall upon appointment, make written disclosures to the company secretary of any business interests of their own or spouses that may give rise to conflict of interest.

Directors must avoid any situation that poses a conflict, or the appearance of a conflict between their personal interests and the performance of their official duties.

If such conflict arises, the Director concerned shall promptly inform the Company Secretary in writing and withdraw from participation in decision making relating to the matter. If the conflict of interest is potential rather than actual, the director concerned shall seek the advice of the company secretary.

3. Use of company Property

Company property is for company use. Employees must not use or divert company property for personal use or benefit, materially alter or destroy company property without proper authorization, remove company property or use company services without prior management approval.

Some activities may have benefits to company as well as to individual employees and the

two may be difficult to distinguish. Therefore, it is essential that any use of company property or services that is not solely for the benefit of the company be approved before hand. Any suspect of fraud or theft by employees or third parties must be reported.

4. Interest in other companies

An employee of the company, or members of his family, shall not acquire, own or have a significant financial interest in any business organization that seeks to do business with the company or is a competitor of the bank, unless such interest has been fully disclosed in writing to the company secretary.

7. **Environment, Health and Safety**

The objective of the company is to secure the health and safety of all employees at work and to minimize risks to health and safety that may arise out of the company's activities. The company's responsibilities include: providing a safe working environment at all times, training employees to use and observe safe working practices, ensuring that the health and safety policy is enforced at all times by monitoring the workplace and work practices. Every employee must be acquainted with all E,H &S policies, procedures and practices, take responsibility for his personal health and safety and that of other employees and strictly follow all safety regulations and practices, identify hazards, assess risks and if possible, take corrective action and bring the matter under management attention, report E,H&S incidents without delay(such as spills, non-compliant emissions, occupationally related injuries and illnesses etc) to management for them to investigate and initiate corrective and preventive measures and to use personal protective equipments always and correctly.

All employees of the company shall refrain from exhibiting violent and threatening behavior. Employees should report to work in conditions to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in or outside the workplace will not be tolerated.

8. **HUMAN RIGHTS AND WORKPLACE**

In many ways, our workplace is our second home, where all of us wish to be treated with respect. Respect is crucial to a harmonious workplace, where the right of employees is defended, and where their dignity is affirmed, free of intimidation, discrimination or coercion of any kind.

The company strives to maintain a work environment where the personal dignity of each individual is respected. The company does not allow discrimination or harassment based on gender, race, and religious belief or on any personal characteristics protected by law. The company does not approve the use of inappropriate language in the workplace, such as profanity, swearing, vulgarity or verbal abuse, does not allow coercion or intimidation.

The company is unmistakably opposed to forced or child labour.

The company respects employees' rights with respect to employment matters. Whilst the company will advocate its position in a fair and legal manner, it recognizes the right of employees to organize legally and bargain collectively.

9. **RECORD KEEPING**

All financial transactions are to be correctly recorded in the books of account and accounting procedures have to be supported by the necessary internal controls. In turn, all company books and records must be available for audit.

Employees must not create or participate in the creation of any records that are intended to conceal anything that is improper, make unusual financial arrangements with a customer or supplier for payment on their behalf to a party not related to the transaction. Suspected breaches of financial policy, which directly or indirectly affect company's business, must be reported and investigated.

10. **MARKETING AND SALES**

It is our aim to demonstrate the highest standards of integrity in all aspects of company's business and to do business in a fair and equitable manner.

This policy extends to the sale or purchase of services as well as to the sale or purchase of tangible goods and products.

In buying, we choose suppliers fairly. In marketing and sales, we must never give or receive improper payments or gifts to or from anyone in connection with the sale or purchase of products or services even at the cost of foregoing business opportunities, be alert to product liability concerns and where applicable, warn our customers of any inherent dangers in the products sold.

11. COOPERATION WITH REGULATORY BODIES

All employees of the company shall cooperate fully with persons charged with conducting any criminal or regulatory investigations.

12. WHISTLE BLOWING

Employees are encouraged to report anonymously any unethical practice.

If any employee discovers any act of fraud, extortion or sabotage committed by any person *whosoever*, and promptly reports this discovery to management, the whistle blower will be rewarded with up to 10% of the anticipated value of the fraud recovered as determined by management.

The company pledges to protect the identity of the whistle blower at all times.

13. SANCTIONS

Any employee who does not comply with the code or who holds back information during the course of an investigation into a possible violation is subject to disciplinary action up to and including dismissal. Depending upon the nature of the non compliance, the company may have the legal obligation to report the non compliance to the appropriate authorities.



Eric de Foresta

Managing Director