



# **CODE OF CONDUCT**

Message from the CEO

*At NS we, people who are tight firmly to NS business, believe strongly in doing things right at the most possible achievable level. It is not a choice of one, but a lifestyle at the company level.*

*NS code of conduct is a set of work expectations and guidelines applied to all NS employees. It sets out the standards for all NS employees to follow to fulfil their obligations and duties based on the responsibility level.*

CEO Dmitry Shubenok

A handwritten signature in blue ink, appearing to read 'Dmitry Shubenok', is centered below the text.



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## Introduction

*Code of Conduct applies to all NS employees including managers, directors, engineers etc.*

## Ethical Principles and Core Values

The core beliefs and values of NS are:

- *Honesty*
- *Integrity*
- *Trustworthiness*
- *Courage*
- *Respect for others*
- *Responsibility*
- *Accountability*
- *Obedience to the law*
- *Empathy*
- *Teamwork*
- *Commitment to the code*

## Decision Making and the Code of Conduct

The guidance on ethical decision making. It is the process where the main goal is to make a decision in line with a code of conduct. To successfully conduct this NS shall look for resources like professional guidelines and organizational policies. There are six main elements in ethical decision making: a) thecal issue identification b) information collection c) stating the options d) applying the ethical principles to the options e) decision making f) decision implementation.

There are several points to look at while making a decision:

- *It must be legal*
- *It must comply with the code*
- *It reflects NS values and ethics*
- *It respects the rights of others*

## Reporting/Speaking Up

The company encourages all employees to ask questions and elevate concerns without fear of retaliation and is committed to handling reports thoughtfully and investigating them properly.

Suspicious unethical, illegal behavior must be reported promptly. NS handles each report with greatest care and attention and indemnify a reporting employee from retaliation.

To report a concern:

- *Talk to your manager in person*
- *Contact Tamara Shubenok, BDM, at +96897628252*
- *Contact Sergey Mushtakov, Technical Director, at +9689675501*
- *Send an email to [info@north-side.com](mailto:info@north-side.com)*

## No Retaliation

Retaliation happens when an employee is punished for engaging in legally protected activity. Retaliation is rejected by NS at all levels starting from CEO to lower positions. Retaliation includes any negative job action such as:

- *Unfair dismissal, demotion or suspension*
- *Firing*
- *Salary retention*
- *Job reassignment*
- *Unfair denial of a promotion, transfer or other employment benefit*
- *Bullying and harassment, either in person or online*
- *Exclusionary behavior*
- *Any other behavior that singles out the person unfairly*

## Equal Opportunity

The company will not tolerate discrimination based on race, color, religion, gender, age, national origin, sexual orientation, marital status, disability or any other protected class.

## Harassment

Treat all fellow employees, customers, business partners and other stakeholders with dignity and respect at all times.

Any type of harassment, including physical, sexual, verbal or other, is prohibited and can result in disciplinary action up to, and including, termination.

Harassment can include actions, language, written words or objects that create an intimidating or hostile work environment, such as:

- *Yelling at or humiliating someone*
- *Physical violence or intimidation*
- *Unwanted sexual advances, invitations or comments*
- *Visual displays such as derogatory or sexually-oriented pictures or gestures*
- *Physical conduct including assault or unwanted touching*
- *Threats or demands to submit to sexual requests as a condition of employment or to avoid negative consequences*

## Conflicts of Interest

A conflict of interest can occur when an employee's personal activities, investments or associations compromises their judgment or ability to act in the company's best interests. Employees should avoid the types of situations that can give rise to conflicts of interest.

It's important for employees to disclose any relationships, associations or activities that could create actual, potential, or even perceived, conflict of interest to their manager or the Managing Director.

All NS employees have to sign Non-Disclosure Agreement and the Non-Compete Agreement to not to be involved in any type of activity where Conflict of Interest can occur. These include, but not limited to:

- *An employee starts or work in a company that provides NS similar services;*
- *An employee provides paid or unpaid consulting services to a company customer, supplier or a company competitor;*
- *An employee accepts fees and provides advice to a company that is in direct competition with NS;*
- *An employee sets up a personal website on which he sells his employer's services.*
- *An employee contacts directly NS suppliers/contractors/manufacturers for his own benefit such as selling services from his personal company and/to another company he is in contact with apart from and without Agreement with NS;*
- *An employee gives favors to relatives and close friends;*
- *An employee acts in his own interest rather than the interest of NS;*
- *An employee uses NS confidential information in his own interest and/or to an interest of another Company;*
- *An employee influences the recruitment, selection, appointment or promotion of employees;*

## **External Communication on Behalf of the Company**

Only CEO, Dmitry Shubenok, Technical Director, Sergey Mushtakov, BDM, Tamara Shubenok and an employee with the written consent are authorized to represent the company to media and/or legal authorities. All other employees must refer all requests for information or interviews to the entitled staff mentioned above.

## **Confidentiality and Privacy**

By “Confidential Information” is meant any and all non-public, confidential, secret, restricted or proprietary information belonging to or held by a Party of a business, trade, commercial, financial, economic, technical, legal or personal nature, including, but not limited to, that which relates to patents, patent applications, research, samples, specifications, formulae, test results and analytical findings as related to product and process development, know-how, technical descriptions and specifications, trade secrets, customer lists, products lines, product plans, methods of business operation, process information and methods of manufacture,

and general development, marketing, distribution, sale and business operations related information disclosed to the other Party directly or indirectly in writing (whether on paper, electronically or in any other form), verbally, or otherwise gained, e.g. visually.

Confidentiality Agreement and Non-Disclosure Agreement must be signed between NS, suppliers, contractors, customers and employees by all. The company and its employees maintain the confidentiality of all proprietary information. Proprietary information includes all non-public information that might be harmful to the company and its customers and business partners if disclosed. The company complies with the requirements of the country's and international privacy laws. All employees sign an agreement that contains provisions for information confidentiality and non-disclosure.

Confidential information can include:

- *Customer lists*
- *Supplier lists*
- *Pricing information*
- *Terms of contracts*
- *Company policies and procedures*
- *Financial statements*
- *Marketing plans and strategies*
- *Trade secrets*
- *Any other information that could damage the company or its customers or suppliers if it was disclosed*

**Confidentiality:**

- *For a period of five years from the date hereof, an employee agrees not to disclose the NS Confidential Information to a third party without the prior written consent of the Disclosing Party.*
- *Upon employee contract termination, there is no relief from complying with the obligations with respect to the use and protection of Confidential Information received during Contract period. Such obligations shall continue in the case of each disclosure of Confidential Information for a period of 5 years from the date of the first disclosure, or until both Parties mutually agree, in writing, that such obligations shall cease.*
- *An employee may disclose the NS Confidential Information to its employees, advisers, consultants and financiers provided that these are*



*under professional secrecy obligations and have signed corresponding individual confidentiality undertakings, but only to the extent reasonably necessary to carry out the Business Purpose and only on a “need-to-know” basis.*

- An employee may disclose Confidential Information of NS to the extent it is required to do so by law, regulation, court judgment, administrative decision or applicable stock exchange rules. In the event that an employee and/or NS are required by law to disclose Confidential Information, then the employee required to make such disclosure shall use reasonable efforts to protect the confidentiality of such information (including without limitation by seeking confidential treatment of the information required to be disclosed) and shall provide NS with prompt written notice of any such requirement so that NS may also seek a protective order or other appropriate remedy.*
- The Receiving Party shall immediately notify the Disclosing Party of any unauthorized use or disclosure of any of its Confidential Information.*

## **Competition, Fair Dealings, Antitrust, Bribery and Facilitation Payments**

While the company competes aggressively for new business, relationships with business partners are built upon trust and mutual benefits and compliant with competition/antitrust laws.

It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to Bribery and Corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery. We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. We remain bound by local and national laws.

There is NS ABC Policy in action.

### **Main Definitions:**

- *“Bribery” / “Corruption”:* Bribery occurs when one person offers, pays, seeks or accepts a payment, gift, favour, or a financial or other advantage from another to influence a business outcome improperly, to induce or reward improper conduct or to gain any commercial, contractual, regulatory or personal advantage. It can be direct or indirect through Third Parties.
- *“Facilitation Payments”:* A form of Bribery in which small payments are made with the purpose of expediting or facilitating the performance by a Public Official of a routine governmental action and not to obtain or retain business or any other undue advantage. Facilitation payments are typically demanded by low level and low-income Public Officials in exchange for providing services to which one is legally entitled without such payments.
- *“Kickback”:* A bribe to obtain an undue advantage, where a portion of the undue advantage is 'kicked backed' to the person who gave, or is supposed to give, the undue advantage.

### **Facilitation Payments and Kickbacks:**

- *In many jurisdictions NS conducts Business, making Facilitation Payments is illegal. We do not make, and will not accept, Facilitation Payments or Kickbacks of any kind anywhere in the world.*
- *Where the facilitation payment is being extorted or an employee is being coerced to pay it and employee safety or liberty is under threat or an employee feels there is no alternative but to pay for personal or family peace of mind, then the employee pays the Facilitation Payment and report this to the line manager as soon as possible.*

### **Responsibilities of an employee:**

- *It is not acceptable for an employee (or someone on employee’s behalf) to:*
  - a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;*
  - b) give, promise to give, or offer, a payment, gift or hospitality to a Public Official or Third Party to ‘facilitate’ or expedite a routine procedure;*
  - c) accept payment from a Third Party that you know or suspect is offered with the expectation that it will obtain a business*

*advantage for them d) accept a gift or hospitality from a Third Party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return; e) threaten or retaliate against another Employee who has refused to commit a bribery offence or who has raised concerns under this policy; or f) engage in any activity that might lead to a breach of this policy or perceived breach of this policy.*

- *It is employee's responsibility to ensure that all accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept 'off-book'.*
- *An employee must declare and keep a written record of all Gifts, Invitations & Hospitality according to Company practice accepted or offered, which will be subject to managerial review.*
- *An employee must ensure all expense claims relating to Gifts, Invitations & Hospitality or expenses incurred to Third Parties are submitted in accordance with the Company's expenses policy and specifically record the reason for the expenditure.*
- *The prevention, detection and reporting of any form of Bribery & Corruption are the responsibility of all Employees. An employee must notify BDM and/or Managing Director as soon as possible if the employee is offered a bribe, is asked to make one, suspect that this may happen in the future, or believe that the employee is a victim of another form of unlawful activity.*
- *All Employees have the responsibility to read, understand and comply with this policy. All employees should at all times, avoid any activity that might lead to, or suggest, a breach of this policy.*
- *Any Employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.*
- *This policy should be read in conjunction with the Company's Gifts, Invitations & Hospitality policy, Conflicts of Interest policy and Code of Ethics.*
- *Employees are encouraged to raise concerns about any instance, or suspicion, of malpractice at the earliest possible stage through their line manager or other available reporting mechanisms.*

## **Gifts and Entertainment**

NS policy does not prohibit normal and appropriate hospitality (given and received) to or from Third Parties. We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable, justifiable and is proportionate. The intention behind the gift should always be considered.

NS employees are prohibited from accepting a gift or giving a gift to a third party in the following situations:

- *it is made with the intention of influencing a Third Party to obtain or retain business, to gain a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;*
- *it is given in employee's name and not in the name of the Company;*
- *it includes cash or a cash equivalent (such as gift certificates or vouchers);*
- *it is of an inappropriate type and value and given at an inappropriate time (e.g. during a tender process); and*
- *it is given secretly and not openly.*

Employees who refuse to take part in bribery or corruption, or report in good faith under this policy their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future will be protected from detrimental treatment/retaliation. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern.

## **Record Keeping**

In our policy, a "record" is any type of electronic or paper file such as document, spreadsheet, photo, a scheme, mobile device message, voice message, database, etc that NS keeps in the systems. This includes files which are created by both employees and external sources. Finance Department and BDM are fully responsible for keeping accurate and secure records. However, all NS employees should keep records they deal with too.

Employees are required to:

- *ensure that information is accurate and complete*
- *store records in appropriate mediums*
- *name, categorize and share records properly*
- *mark appropriate records as confidential*
- *clarify who's authorized to access records*
- *maintain these records and protect their integrity for as long as required*
- *maintain official record keeping systems to retain and file records required for business, legal, financial, research or archival purposes*
- *dispose of your records according to the company's records retention and disposition schedule*
- *store printed hard copy records safely in filing cabinets in closed offices.*
- *not to leave confidential files in open office areas.*
- *prevent records from being damaged, lost or stolen*
- *protect electronic confidential records with passwords and other security settings*
- *not to share any electronic data without manager's permission*
- *not to destroy documents in response to, or in anticipation of, an investigation or audit.*
- *Receive training on the record keeping as a part of Induction Program.*

Personal data relating to service users or staff should not be kept or transported on laptops, USB sticks or similar devices, unless authorised by the care service manager. Where personal data is recorded on any such device it should be protected by:

- a. *ensuring that data is recorded on such devices only where absolutely necessary*
- b. *using an encrypted system — a folder should be created to store the files that need extra protection and all files created or moved to this folder should be automatically encrypted*
- c. *ensuring that laptops or USB drives are not left lying around where they can be stolen.*

Record keeping is an essential role of all employees. Every employee is responsible for making and keeping records as may be necessary to fully and accurately record the functions, activities, transactions, operations, policies, decisions, procedures, affairs and administration.

## **Protection and Proper Use of Company Assets**

Company Assets include but not limited facilities, name, credit cards, vehicles, technology, equipment, computers and information systems, telephones, employee time, confidential information, company funds, tools and all other related to the Company activities. NS requires all employees to protect its assets. All assets should be used for legitimate purposes, efficiently, and for company business only. Suspected incidents of fraud, theft, negligence, and waste should be reported to the Manager.

All employees, officers and directors must protect NS assets and ensure its effective use. As theft, fraud, carelessness and waste impact directly company's profitability, these should always be avoided at a maximum level. If NS become aware of theft, misuse or waste of NS assets or funds or have any questions about proper use of them, NS employee should feel free to speak with NS manager. Misappropriation of NS assets is a breach of NS employee and may be an act of fraud against the company.

Company assets must be used only for legitimate business purposes excluding reasonable incidental personal use such as phones, internet etc. As NS provides e-mail, Internet access, telephones and other forms of communication o help employees to fulfill the duties, it is all employees' responsibility to help maintain the confidentiality, integrity and availability of NS communications infrastructure.

## **Money Laundering**

Money Laundering is considered by NS as "the process of making large amount of money generated by a criminal activity, such as drug trafficking or terrorist funding, appear to have come from a legitimate source. The money from the criminal activity is considered dirty, and the process "launders" it to make it look clean".

The company complies with anti-money laundering laws.

Employees must never knowingly facilitate money laundering or terrorist financing, and must take steps to prevent inadvertent use of the company's business activities for these purposes. Employees are required to immediately report any unusual or suspicious activities or transactions such as:

- *attempted payments in cash or from an unusual financing source*
- *arrangements that involve the transfer of funds to or from countries or entities not related to the transaction or customer*
- *unusually complex deals that don't reflect a real business purpose*
- *attempts to evade record-keeping or reporting requirements*

## **Health, Safety and Environment**

NS, accepts its responsibility to help protect human health, safety and the environment. This responsibility has been a core value of our businesses for a number of years and has been made possible through the leadership, dedication and teamwork of all employees.

Maintaining outstanding Health, Safety and Environment (HSE) performance is a core value of NS. Our successful HSE performance has been made possible through the leadership and teamwork of all employees. Our HSE responsibilities are directed by our HSE Vision, Policy, Strategy and Management System, which guide our businesses in the development of their HSE processes.

Ns shall:

- *conduct business in a manner that protects public and occupational health, the environment and employee safety.*
- *strive to eliminated all accidents and environmental incidents.*
- *make HSE considerations a priority in manufacturing existing products and planning for new products, facilities and processes.*
- *comply with all HSE laws and regulations.*
- *reducing emissions and waste and using energy and natural resources efficiently and intelligently.*
- *work with employees, suppliers, customers, contractors and partners to promote responsible management of products and processes.*
- *encourage constructive communication with employees, suppliers, customers, neighbors and stockholders about managing health, safety, and environmental issues.*

The company conducts business in accordance with applicable health and safety requirements and strives for continuous improvement in its health and safety policies and procedures.



All employees are expected to perform their work in compliance with applicable health and safety laws, regulations, policies and procedures and apply safe work practices at all times in all locations.

Applicable safety and health requirements must be communicated to visitors, customers or contractors at any company location.

Employees are required to immediately report workplace injuries, illnesses or unsafe conditions, including “near-misses.”

## **Code of Conduct Acknowledgement**

By certifying to the company code of conduct, you acknowledge that:

- *You have read the entire code of conduct and understand your responsibilities related to it.*
- *You have had the opportunity to ask questions to clarify any unclear aspects of the code.*
- *You agree to abide by its principles.*
- *You agree to report to the company any violations of the code.*
- *You agree to cooperate in any investigations of violations of the code.*