# S5 Agency World Code of conduct

**Controlled Document**

**December 2023**

## Purpose

As an employee, you are responsible to behave appropriately at work. We outline our expectations here. We can't cover every single case of conduct, but we trust you to always use your best judgement. Reach out to your manager or HR if you face any issues or have any questions.

It is your responsibility as an employee of S5 Agency World ('S5'):

- to know the (local) laws and regulations which apply to you in your work;
- to comply with those laws and regulations;
- to ensure that other people who work with you also comply, especially if they report to you; and
- to report any person that you become aware of who does not comply, either to a

Failure to comply with the Code of Conduct is a serious matter, which in extreme cases will justify dismissal with or without notice.

## Illicit Payments

You must not give or receive any bribe, other illicit payment, or inducement. If you receive, are asked to receive, or become aware of any proposal or suggestion to give or receive any bribe, other illicit payment or inducement, you must report it immediately to a member of senior management. If in doubt whether a payment is illicit seek advice.

## Anti-Competitive Practices

You must avoid entering into agreements with competitors which have the effect of restricting competition (such as price-fixing, non-competition agreements, abusing a strong market position etc.).

## Tax Compliance

If you are involved in handling tax matters on behalf of S5, you must ensure that S5 complies fully with all tax laws and regulations. We must, for example, report all of our income and expenditure, prepare and submit complete and timely tax returns, and pay all of the tax due on all of our income in accordance with the law.

## Exchange Controls

You must ensure that you do not do anything which is in breach of any exchange control laws and regulations in countries in which or with which you do business. You must exercise care if you are involved in making or receiving payments from one country to another, or if you are asked to make payments for the account of nationals of any country to an offshore account, or to make payments to local nationals in foreign currency rather than domestic currency. You must consult a senior member of staff in any cases where you have any doubts.

## Business Licences

S5 must be properly licensed to carry on our business and must not carry on any activities which exceed the scope of the licences which it holds. This is particularly the case if you are working in a representative office or in any country or business which has strict regulatory requirements.

## Gifts, Favours and Entertainment

You may give or receive gifts or favours so long as they fall within generally accepted standards of business conduct and are in the ordinary course of your duties. They must not contravene anti-bribery laws.

Those gifts or favours must have a small or insignificant value and be customary in nature. No cash payments are permitted. There should also be no expectation to give or receive any favourable treatment or perform in an improper manner in return for any gift or favour.

Entertainment and hospitality must be limited to reasonable and proportionate hospitality or promotional expenditure, both of which seek to establish or maintain business relationships.

Any gifts, favours, entertainment or hospitality which fall outside these guidelines require prior approval by a member of senior management.

## Personal Taxation

You must declare all of your pay and benefits from S5 to the local tax authorities in compliance with the law and you must pay all applicable taxes on your pay and benefits. Your pay and benefits must be paid to you or remitted by you to the country where you work where this is required by local laws or regulations.

In some countries, benefits of certain kinds may receive preferential tax treatment. This may include benefits such as bonuses, fringe benefits, allowances (e.g. housing, education) and share options. Where this is permitted, S5 may be able to arrange to pay you in a manner which enables you to benefit from such favourable tax treatment whilst ensuring that there is no breach of local laws and regulations.

## Share Dealing

You must not deal in the securities of any company if you have unpublished price- sensitive information with regard to that company. You must obtain the approval of senior management before dealing in the securities of any company with which S5 has a significant business relationship.

## Conflicts of Interest

You must avoid putting yourself into a position where your personal interests could conflict with your duty to S5 Asia. The kind of situation which you should avoid includes the following:

- giving business of your employer to a company owned or managed by your family or friends;
- giving a company owned or managed by your family or friends any form of assistance that affects or competes with business of your employer;
- having any form of financial interest (other than in quoted shares) in any supplier or customer;
- using company property for your personal gain; or
- doing business for company clients on your own behalf rather than doing that same business on behalf of the company.

## Invoicing

If your work involves the issue of invoices on behalf of S5, you must ensure that they are true, accurate and complete. From time to time, you may be requested by customers or suppliers to engage in irregular conduct in relation to the issue of invoices. Such practices may include:

- split or dual invoicing, for example to reduce customs duties;
- marking-up contract prices or over-invoicing, to enable the payer to expropriate company funds for his/her own use or to evade tax or exchange controls; or

- invoicing to the wrong party, for example, to avoid customs duties, Value Added Tax (VAT) or exchange controls.

You must not engage in any of these practices if you have any reason to believe that there is an improper motive for their use. You must not request any customer or supplier to engage in any such practices for the benefit of S5.

## Books and Records

All books and records maintained by S5 must be complete and accurate. You must not maintain books and records which are falsified in any way.