WISYNCO GROUP LIMITED

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CODE OF ETHICS

Introduction

The Wisynco Group Limited Code of Ethics (hereafter also referred to as "the Code") describes the minimum standards of conduct required of employees as set out in the Disciplinary Code & Company Rules and directors of the Company and its subsidiaries (separately or jointly referred to hereinafter as “the Company” or “Wisynco”).

Wisynco requires that each employee and director of the Company shall receive and be required to always adhere to the Code. New hires will be provided with a copy of the Code and their compliance shall be a condition of their employment with the Company. Upon the appointment or reappointment of a director, the said director shall be required to comply with the Code as a condition of their appointment and continued service to the Company. Employees are required to complete an annual ethics certification whereby they are re-acquainted with the elements of this policy, self-certify their compliance and retraining be implemented as needed.

If an employee or director has breached or there is suspicion of a potential breach of the Code, a report shall be made to the Chairman or delegate in writing of such breach or potential breach. Where a breach has been confirmed, the Chairman or delegate shall recommend appropriate action to be taken subject to the guidelines set in the Employee Disciplinary Policy. The Chairman shall always monitor and enforce the compliance of the Code and shall also report to the Board of Directors on a quarterly basis, any exceptions to the Code.

Wisynco’ s Values

Wisynco is led by the guiding principles of its founding fathers, who maintained that the Company’s priorities in life should be God first, Family second, Country and then Company. The Company’s mission statement to improve the lives of our people, extends to all stakeholders – shareholders, team members, customers, partners and fellow Jamaicans alike is conceptualized in the acronym- CHIRP.

The acronym **C.H.I.R.P.** speaks to the values of **Compassion, Humility, Integrity, Respect, and Passion**.

- **Compassion** – Caring for others; putting ourselves in their place
- **Humility** – Being grounded; not thinking less of ourselves but thinking of ourselves less
- **Integrity** – Doing the right thing, even when no one is looking
- **Respect** – Treating people the way we want to be treated
- **Passion** – Performing with deliberate purpose and enthusiasm

These guiding principles define the "Wisynco Way" by which all Wisynco employees and directors strive to live.

Employees and directors are expected to maintain acceptable and established behaviours that emulate the values of the Company with the key principle that employees and directors must demonstrate mutual respect in all their endeavours. Employees and directors are also expected to perform their duties at the highest level and commit to excellence and innovation.

These principles are encapsulated in various policies by which the Company is governed and the Code of Ethics is an overarching guide to these principles and policies and is not considered an exhaustive document.

Conflicts of Interest

Where an employee's or director's personal interest(s) may contradict the interest of the Company, this has implications on the employee's or director's judgment and commitment to the Company, and can potentially inappropriately influence a decision or activity that could be detrimental to the Company or its customers or associates/partners.

As such, employees and directors are required to comply with the Conflicts of Interest Policy and Corporate Governance Policy respectively, of which the following obligations apply:-

Duty to Disclose – Every employee/agent of Wisynco is obligated to disclose any known or potential conflicts of interest as soon as they arise. Failure to do so could result in termination of employment.

Investigating Potential Conflicts – When a possible conflict of interest arises, the Human Resource Department (HR) in conjunction with Group Security will collect all pertinent information and may question any concerned parties. If no conflict exists, the inquiry may be documented but no further action will be taken.

Addressing Conflicts of Interest – When a conflict of interest is found, any transactions or relevant situation that may have been affected will be reviewed and an investigation conducted to determine the extent of the conflict and the intentions of the parties involved.

Corrective Action – All conflicts of interest will be reviewed on a case-by-case basis and the review may result in disciplinary action. An Executive (EMC Member) of the Company has full discretion to determine what disciplinary action is fitting and necessary, including termination of employment.

Employee Rights

In keeping with the Wisynco Way, the Company firmly advocates for fair and equitable treatment of its employees in the following ways: -

a) Overall observance of human rights as set out in the Charter of Fundamental Rights and Freedoms and codified in the Constitution of Jamaica.
b) The right to fair treatment by the employer.

Right to Privacy

Fair treatment of employees includes:-

i. respect for and protection of the employees' right to privacy which the Company continues to standardize in its compliance with the Data Protection Act and Protected Disclosures Act; and
ii. unrestricted access to their employment records.

Fairness

Employees are entitled to:-

i. specific information regarding company expectations and prohibitions through standardized and consistent communication channels;
ii. the opportunity to benefit from in-depth discussion with their superiors prior to any evaluation of their performance is conducted on a yearly basis;
iii. the right to due process procedures including consistent rules and protocol for grievances as set out in the Corrective (Disciplinary) Action Policy;
iv. the right to a progressive system of discipline including: an oral warning, a written warning, suspension, transfer or demotion, and, as a last resort, discharge as set out in the Corrective (Disciplinary) Action Policy.

c) The right to fair treatment in the workplace.

Employees should expect: -

i. The right to equal and impartial treatment by other employees regardless of race, sex, age, national origin, disability, religion; and
ii. the right to be free from sexual harassment.

Fraud Reporting

Wisynco maintains procedures to facilitate the development of controls that will aid in the prevention, detection and investigation of fraud against the Company and its stakeholders. The Fraud Reporting Policy of the Company, which sets out in more detail the obligations of an employee to the Company to report fraudulent or suspected fraudulent activity, applies to any irregularity or suspected irregularity, involving employees as well as shareholders, consultants, vendors, contractors, and/or other parties with a business relationship with Wisynco.

The management team is responsible for the prevention, detection and investigation of fraud, and any other irregularity or misappropriation. Each member of the management team should be familiar with the types of improprieties that might occur within his/her area of responsibility and be alert for an indication of irregularity.

The Board of Directors, and/or any delegated sub-committee, is responsible for the approval of the policy; while employees are responsible for adhering to the policy. The Fraud Committee, led by the CEO, is comprised of the Heads of Risk, Internal Audit, Finance, Human Resources, Legal and Security, or their designates.

Protected Disclosures

Employees are expected to make proper disclosures of improper conduct, criminal activity and issues surrounding improper conduct and any other actions that are in direct violation or non-compliance with the values of the Company and this Code.

Employees are encouraged to be empowered and to feel safe to make proper disclosures where necessary to assist the Company in identifying the threat and taking the necessary steps to investigate and resolve any issue raised. The Company’s stance on this reporting obligation is guided by the Protected Disclosures Act and all policies developed by the Company regarding disclosures, including but not limited to, the Whistleblower Policy, are in compliance with the Protected Disclosures Act and publications made by the Commission for the Prevention of Corruption from time to time.

Insider Trading

Wisynco is committed, as a publicly listed company in protecting its stakeholders from improper dealing of the Company’s stocks. Persons in possession of price sensitive information regarding the Company’s securities and/or stocks (“Insiders”) are precluded from trading or dealing either directly or indirectly in the Company’s securities.

Under the Securities Act, it is illegal for Insiders to deal in the Company’s stocks and/or securities in a manner that puts them in an unfair financial advantage over others in the market. Such prohibition also extends to such Insiders disclosing the information with third parties including family members who may act on such information. Under the Securities Act, such an offense is punishable by imprisonment and the Company may also face sanctions including fines.

The Company's commitment to the prevention of Insider Trading has resulted in the development of the Insider Trading Policy which is an amalgamation of the Jamaica Stock Exchange Rules on the subject matter, best practices and the Securities Act of Jamaica.

Money Laundering Compliance

Wisynco complies fully with Anti-Money Laundering laws applicable in territories in which the Company does business. Wisynco is cognisant of the fact that money laundering is a serious criminal offence that exposes its stakeholders and the Company to severe penalties and sanctions not just within the territory of Jamaica, but globally.

To this end, the Company has taken a firm, non-negotiable stance against money laundering activity and takes guidance from the Anti-Money Laundering legislation and regulations in Jamaica.

Conclusion

This Code is not considered an exhaustive list of the circumstances or situations that an employee or director of the Company may face from time to time. In whatever circumstance or situation presents itself to an employee or director of the Company, Wisynco expects that its core values- **CHIRP**- will guide the employee or director in his/her conduct.

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