CODE OF CONDUCT

For Internal Use Only

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# Revisions

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| --- | --- | --- | --- | --- |
| Change | Date | Version | Description | Done by |
| 1 | 21.06.2019 | 1.0 | The document has been created | O. Matsera |

# Introduction

Skelia SARL and its subsidiaries (the “Skelia”) are committed to promoting integrity, honesty and professionalism and maintaining the highest standards of ethical conduct in all of the Skelia activities. The Skelia business success is dependent on the Skelia reputation for integrity and fairness. Therefore, it is essential that the highest standards of conduct and professional integrity be observed in all contacts made by the Skelia directors, officers, management and employees with the Skelia customers, creditors, shareholders, suppliers, governmental officials, fellow employees and members of the general public. In this regard, the Skelia has established this written set of policies dealing with the rules and policies of conduct to be used in conducting the business affairs of the Skelia (this “Code”).

No code or policy can anticipate every situation that the Skelia directors, officers or employees may encounter. Accordingly, this Code is intended to highlight areas of ethical risk, provide guidance in recognizing and dealing with ethical issues, and establish mechanisms to report unethical conduct, to the extent such actions are consistent with applicable law in the jurisdiction in which such code is being enforced.

Each employee, officer and director is responsible for adhering to the standards in this Code; when in doubt, all employees, officers and directors are encouraged to seek guidance and express any concerns they may have regarding this Code. Questions regarding these rules and policies should be directed, and concerns or possible violations of these rules and policies should be promptly reported, to the Skelia COO. To contact the Skelia COO and any other officers or managers referenced in this Code, please see Annex 1 attached hereto for the relevant contact information.

The Skelia HR Team is required to present the Code to all Skelia employees, who will be asked to sign the Certificate of Compliance attached to this Code upon the Code’s adoption or when joining the Skelia. The Skelia may request that employees periodically resign the Certificate of Compliance. The signature on the Certificate signifies that:

* the employee has read this Code and has agreed to act in full compliance with its contents;
* the employee acknowledges that requesting or pressuring a Skelia employee to violate the Code is prohibited; and
* the employee is not aware of any violation of the Code by any Skelia employee, officer or director and that should the employee become aware of such violation after signing this certificate, he or she is obliged to report the conduct to the office of Human Resources to the extent such action is consistent with the applicable law.

##  Status of the Code, Modification and Waiver

The Certificate of Compliance does not replace any employment contract to which an employee is party and does not in any way constitute a guarantee of continued employment with the Skelia. The Code shall not supersede the individual employment agreements and other agreements between the Skelia and its employees and directors. The provisions of the Code are intended to promote positive conduct and in no way does the Code derogate from the mutual undertakings contained in the individual agreements between the Skelia and its employees and directors. In addition, certain matters covered by the Code are also regulated by applicable law. The provisions of the Code are in addition to any applicable law and subject to any such law. Employees, officers and directors are encouraged to approach the Skelia COO with any questions they may have regarding the respective applications of the Code and the applicable laws, rules and regulations.

# Core Company Rules And Principles

##  Compliance with Applicable Governmental Laws, Rules and Regulations

The Skelia and its employees, officers and directors must comply with both the letter and the spirit of all laws, rules and regulations applicable in any jurisdiction where the Skelia conducts business, including, without limitation, insider trading laws, antitrust laws and other fair competition laws. Please be sure to review the sections regarding “Inside Information,” “Antitrust Matters” and “Fair Dealing” in this Code. Individuals who have questions about whether particular circumstances may involve illegal conduct, or about specific laws that may apply to their activities, should consult their immediate supervisor or the Skelia COO.

##  Fair Dealing

Each employee, officer and director should endeavor to deal fairly with the Skelia customers, creditors, shareholders, suppliers, competitors, government officials and employees of the Skelia. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfairdealing practice.

##  Conflicts of Interest

A conflict of interest occurs when an individual’s private interest interferes, or even appears to interfere, in any way with the interests of the Skelia as a whole. Each employee, officer or director must avoid any action that may involve, or may appear to involve, a conflict of interest with the Skelia. If an employee, officer or director considers undertaking any transaction or relationship that reasonably could be expected to give rise to an actual or apparent conflict between him or her and the Skelia or in his or her personal or professional relationship, the employee, officer or director must disclose such activity in advance to the Skelia COO for review. Disclosure of any potential conflict is the key to remaining in full compliance with this policy.

 Examples of Potential Conflicts:

* An employee, officer or director takes actions or has interests that may make it difficult to perform his or her work at the Skelia objectively and effectively.
* An employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of the employee’s, officer’s or director’s position in the Skelia.
* An employee, officer or director performs services for, serves as an officer, director or employee or consultant of, or has a substantial interest in, any competitor of the Skelia.
* An employee, officer or director engages in a transaction with the Skelia or works for or owns a substantial interest in any organization doing or seeking to do business with the Skelia.
* An employee, officer or director intends to acquire ownership of, or an interest in, any type of property (such as real estate, patent rights, securities or software) in which the Skelia has or might reasonably be thought to have an interest.
* Corporate Opportunities.

Each employee, officer and director of the Skelia is prohibited from engaging in the following corporate opportunities:

* Taking for themselves personally opportunities that are discovered through the use of Skelia property, information or position.
* Using Skelia property, information or position for personal gain.
* Competing with the Skelia.

Employees, officers and directors owe a duty to the Skelia to advance the Skelia legitimate interests when the opportunity to do so arises.

## Confidential Information

Every employee, officer and director of the Skelia is obligated to protect the Skelia confidential information, as well as that of its customers, suppliers, shareholders, fellow employees, and third parties who disclosed information to the Skelia in confidence.

Information on the Skelia activities, strategies and business data is proprietary. Such confidential information includes all non-public information that might be of use to the Skelia competitors, or harmful to the Skelia or the Skelia customers or vendors, if disclosed. The Skelia believes that its confidential proprietary information and data are important corporate assets in the operation of its business and prohibits the use or disclosure of this information, except when disclosure is authorized or legally mandated. All employees, officers and directors must be careful not to disclose such information to unauthorized persons, either inside or outside the Skelia, and must exercise care to protect the confidentiality of such information received from any other party.

Skelia Policy Defines How To Protect Confidential information:

* Confidential information of the Skelia should be disclosed within the Skelia only on a need-to-know basis.
* Confidential information of the Skelia (paper or electronic) should be marked “confidential” in accordance with the respective policies of the Skelia and be handled in accordance with such additional instructions as designated by the Skelia.
* Confidential information of the Skelia or of other parties should be held in secure locations accessible only to personnel on a need-to-know basis.
* Confidential information of the Skelia should be disclosed outside the Skelia only when required by law or when necessary to further the Skelia business activities.

Employees, officers and directors should not accept information offered by a third party that is represented as confidential, or which appears from the context or circumstances to be confidential, unless an appropriate nondisclosure agreement has been signed with the party offering the information.

## Use and Protection of Skelia Assets

Skelia assets are to be used only for the legitimate business purposes of the Skelia and only by authorized employees, officers and directors or their designees. This includes both tangible and intangible assets.

Some examples of tangible assets include equipment such as computers, supplies, telephones, copy machines and furniture. Some examples of intangible assets include intellectual property such as know-how, pending patent information, trade secrets or other confidential or proprietary information (whether in printed or electronic form). Skelia name and any name, trademark, service mark, logo or trade name associated with it or any of its products are valuable assets of the Skelia and may not be used by employees for any purpose except in connection with the furtherance of the Skelia business.

Employees, officers and directors are responsible for ensuring that appropriate measures are taken to assure that Skelia assets are properly protected. In addition, employees, officers and directors should take appropriate measures to ensure the efficient use of Skelia assets, since theft, carelessness and waste have a direct impact on the Skelia profitability.

##  Removal of Equipment from the Skelia Premises

To protect the Skelia physical assets, management approval is required for the removal of any equipment that is not designated as portable and for the employee’s use (i.e. a laptop computer) from the Skelia premises in order to enable use of the equipment by all of the Skelia employees.

##  Government Investigations

It is Skelia policy to fully cooperate with any appropriate government investigation. If an employee, officer or director learns about a possible government investigation or inquiry, inform the Skelia COO immediately.

The Skelia prohibits any employee, officer or director from altering, destroying, mutilating or concealing a record, document, or other object, or attempting to do so, with the intent to impair the object’s integrity or availability for use in an official preceding. Furthermore, the Skelia prohibits any employee, officer or director from otherwise obstructing, influencing or impeding any official proceeding or any attempts to do so.

## Public Skelia Reporting and Other Public Communications

All employees, officers and directors of the Skelia must, and must cause the Skelia to comply with the system of disclosure controls and procedures devised, implemented and maintained by the Skelia to provide reasonable assurances that information required to be disclosed by the Skelia in the reports that it files or submits under the relevant legislation is properly authorized, executed, recorded, processed, summarized and reported.

##  Record Management

Corporate integrity is at the foundation of this Code. All employees are expected to record and report information accurately and honestly, whether that information is submitted to the Skelia or to organizations or individuals outside the Skelia.

The Skelia shall develop, administer and coordinate a record management program, and issue retention guidelines for specific types of documents. Records should be maintained to comply with applicable statutory, regulatory or contractual requirements, as well as pursuant to prudent business practices. The Skelia prohibits any employee, officer or director from:

* altering, destroying, mutilating, concealing, covering up, falsifying or making a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence an investigation by appropriate governmental authority or bankruptcy proceeding, or in relation to or contemplation of any such matter, or with the intent to impair the object’s integrity or availability for use in an official proceeding, otherwise obstructing, influencing or impeding any official proceeding or any attempts to do so; and
* assisting or encouraging any other person, such as the independent accountant, in destroying corporate audit records, such as workpapers, documents that form the basis of an audit or review, memoranda, correspondence, communications, other documents, and records (including electronic records) which are created, sent or received in connection with an audit or review and contain conclusions, opinions, analyses, or financial data relating to such audit or review.

## Recording Transactions

The Skelia seeks to maintain a high standard of accuracy and completeness in its financial records. These records serve as the basis for managing the Skelia business, for measuring and fulfilling its obligations to employees, customers, suppliers and others, and for compliance with tax and financial reporting requirements. These records are available for inspection by management and auditors.

In the preparation and maintenance of records and to ensure the effectiveness of the Skelia internal controls over financial reporting, all employees, officers and directors must, to the extent applicable to the function of such employee, officer, or director at the Skelia:

* make and keep books, invoices, records and accounts that accurately and fairly reflect the financial transactions of the Skelia;
* maintain accurate records of transactions, time reports, expense accounts and other financial records;
* comply with generally accepted accounting practices and principles;
* promptly and accurately record and properly document all accounting entries;
* comply with the system of internal controls over financial reporting devised, implemented and maintained by the Skelia to provide reasonable assurances that financial transactions are properly authorized, executed, recorded, processed, summarized and reported;
* report to the Skelia COO any significant deficiencies or material weaknesses, including corrective actions, in the design or operation of the Skelia internal controls over financial reporting, which could adversely affect the Skelia ability to record, process, summarize and report financial data;
* report to the Skelia COO any concerns regarding questionable accounting or auditing matters; and
* report to the Skelia COO any fraud involving management or other employees of the Skelia who have a significant role in the Skelia internal controls over financial reporting.

Employees, officers and directors of the Skelia may not:

* intentionally distort or disguise the true nature of any transaction in recording and documenting accounting entries;
* knowingly make a representation, either in a document or in oral communication, that is not fully accurate; or
* establish any undisclosed or unrecorded funds or assets for any purpose.

Employees, officers and directors of the Skelia are encouraged to submit any concerns or complaints regarding accounting, internal accounting controls or auditing matters to the Skelia COO, who will treat such submissions confidentially, for review and investigation.

##  Monitoring and Enforcement

Employees, officers and directors shall take steps to ensure compliance with the standards set forth in this Code in the operations of the Skelia. If there are instances of non-compliance, whether found by internal or external monitors, employees, officers and directors shall ensure timely and reasonable remediation of such non-compliance and ensure that adequate steps are taken to prevent the recurrence and/or occurrence in the Skelia.

All managerial personnel are responsible for the necessary distribution of this Code to ensure employee knowledge and compliance.

## Reporting Violations of Skelia Policies and Illegal or Unethical Behavior

Employees, officers and directors are encouraged to promptly report information or knowledge of any act in violation of the laws, rules, regulations or this Code, or which he or she believes to be unethical, to the Skelia COO. As deemed appropriate by the Skelia COO, such concerns, complaints or reports may then be directed for further review and investigation.

In no event will any action be taken against the employee for making a complaint or reporting, in good faith, known or suspected violations of Skelia policy. Such employee will not lose his or her job for refusing an order he or she reasonably believes would violate the provisions of this Code, and any retaliation against such employee is prohibited.

Any report by an employee, officer or director will be kept confidential to the extent permitted by law and regulation and the Skelia ability to address such concerns. In certain instances, the identity of the reporting employee, officer or director may be provided to those persons involved in the investigation.

##  Disciplinary Measures

The Skelia Board of Directors shall determine, or designate the appropriate person or persons to determine, suitable actions to be taken in the event of violations of this Code. The initial designee will be the Chief Executive Officer of the Skelia. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was intentional or inadvertent, the extent of the likely damage to the Skelia and its shareholders resulting from the violation and whether the individual has committed previous violations of this Code or other Skelia policy concerning ethical behavior. The Board of Directors shall provide a written notice to the individual involved in the violation stating that the Board of Directors or such designee has determined that there has been a violation and indicating the action to be taken by the Board of Directors against the individual.

To the extent consistent with applicable law, violations of the rules and policies of conduct set forth in this Code may result in one or more of the following disciplinary actions:

* a warning;
* a reprimand (noted in the employee’s personnel record);
* probation;
* demotion;
* temporary suspension;
* required reimbursement of losses or damages;
* termination of employment; and/or
* referral for criminal prosecution or civil action.

Disciplinary measures may apply to any supervisor who directs or approves such violations, or has knowledge of them and does not promptly correct them.

Reporting of violations of this Code made in good faith will not result in retaliation against such person for making the report. Conduct that violates this Code may also violate the laws of the Grand Duchy of Luxembourg or E.U. Such violations may subject the employee, officer or director to prosecution, imprisonment and fines. The Skelia may also be subject to prosecution and fines for the conduct of employees, officers or directors.

# Other Company Rules And Principles

##  Business Courtesies, Gifts and Gratuities

A business courtesy is a gift (whether in money or other thing of value) provided to a business associate. In certain situations, the exchange of limited, non-cash business courtesies may be appropriate. The Skelia, however, does not seek to improperly influence the decisions of its customers or suppliers by offering business courtesies, and the Skelia requires that the decisions of employees, officers and directors at the Skelia not be affected by having received a business courtesy.

## Government Business

The laws of many jurisdictions limit, and often prohibit, giving gifts (even token gifts or Skelia- identified items) and other things of value to government officials (e.g., meals, travel and accommodations, entertainment, charitable donations made at the direction of a government official), their staffs and the families or both.

Employees, officers and directors must obtain specific prior written approval of the Skelia COO when providing gifts or anything of value to such persons, and comply with any other policies and procedures established by their department.

##  Non-Government Business

To avoid any perception of impropriety or conflict of interest, the Skelia discourages employees, officers and directors from having any financial or other business relationship with the Skelia suppliers, customers or competitors that might impair, or even appear to impair, the independence of any judgment such employees may need make on behalf of the Skelia. Therefore, employees, officers and directors should decline any gifts whose acceptance could raise any suspicion of improper influence or conduct.

Except for gifts of nominal value, neither employees, officers, directors nor their relatives may give or receive gifts to or from customers, suppliers, vendors or other business partners. For the purposes of this policy, a gift is considered of nominal value if its retail value is less than $50 or its equivalent, unless a different monetary value is provided by applicable law in which case such amount shall be indicative of whether a gift is considered of nominal value. Even if the gift is less than nominal value, employees, officers and directors should only accept it if it is consistent with common business practice. Any offer to an employee, officer or director of a gift or other business courtesy that exceeds nominal value, or that seems inconsistent with common business practices, should be immediately reported to the Skelia COO.

Regarding meals and entertainment, employees, officers and directors may offer or receive infrequent, reasonable and appropriate business meals or entertainment, provided that business is discussed at those events and that the activity has a clear business purpose. Such activity shall not involve excessive expenditures. The guidelines for reasonable and appropriate activities shall be normal industry practice in your locality consistent with local legal requirements. While the gift value described above does not strictly apply in the case of meals and entertainment, those limitations are an indication of the reasonableness of the meals or entertainment.

Useful tests for determining a gift’s inappropriateness are:

* if the gift would create embarrassment or obligation for the giver or receiver, or
* if the action could not stand up to public scrutiny. In receiving gifts, employees, officers and directors must ask themselves whether one purpose of a gift is intended to influence, or appear to influence, business decisions and would thereby compromise their ability to act in the best interests of the Skelia.

Employees, officers and directors and any member of their immediate family, may not give or accept gifts in the form of cash, stocks or bonds (or similar type items) to or from any person with whom the Skelia has a business relationship, to the extent such provision is consistent with applicable law.

Employees, officers and directors should also immediately report any offer of a bribe or kickback to the Skelia COO. A bribe or kickback includes any item or favor provided for the purpose of improperly obtaining favorable treatment or seeking a competitive advantage. Asking for or accepting a fee or kickback may be a criminal act.

## Competitive Information

Collecting information on competitors from legitimate sources to evaluate the relative merits of their products, services and marketing methods is proper and often necessary. However, the ways information should be acquired are limited. Employees, officers and directors are prohibited from using improper means, such as theft, illegal entry or electronic eavesdropping in the gathering of competitive information. Employees, officers and directors are also prohibited from seeking confidential information from a new employee who recently worked for a competitor, or misrepresenting their identity in the hopes of getting confidential information from a competitor. Any form of questionable intelligence gathering is strictly against Skelia policy.

##  Computer Software

Most computer software is protected by copyrights. The Skelia policy is to respect such copyrights and to strictly adhere to all relevant laws and regulations regarding the use and copying of computer software. Therefore, the unauthorized duplication of software, whether or not owned by the Skelia, is prohibited, even if such duplication is for business purposes, is of limited duration or is otherwise accepted local practice.

##  Email and Internet

All electronic media and communication systems, including the Skelia electronic mail (e-mail) system, intranet, Internet access and voice mail are Skelia assets and are to be used for appropriate purposes only.

All employees, officers and directors should use the same care, caution and etiquette in sending e- mail messages as in all other written or oral business communications. The Skelia will not tolerate discriminatory, offensive, defamatory, pornographic and other illegal or inappropriate messages or materials sent by email or accessed through the Internet. Since the e-mail system and Internet connection are Skelia resources, the Skelia reserves the right at any time to inspect without notice, all electronic communications on personal computers owned by the Skelia or computers on the Skelia premises or used in the business of the Skelia, to the extent such action is consistent with applicable law.

## Delegation of Authority

Only employees who are specifically authorized by the Skelia may commit the Skelia to others. A “commitment” by the Skelia includes the execution of any written agreement or any other undertaking that obligates or binds the Skelia in any respect, whether or not it involves the payment of money. Employees should never execute a document or otherwise commit the Skelia unless they have clear authority to do so. Employees should check with their direct manager to determine what authority has been delegated to them.

## Employee Relations and Non-Discrimination

It is the Skelia policy to maintain an atmosphere where employees are free from physical, sexual, psychological or verbal harassment by supervisors, co-workers and visitors. Every employee of Skelia is an important contributor to the Skelia success. The Skelia works as a team to produce quality services that meet or exceed quality commitments and the reasonable expectations of our customers. In so doing, the Skelia is committed to hiring, promoting and compensating employees based on their qualifications and demonstrated ability to perform job responsibilities and to prevent any form of harassment. All employees, officers and directors should treat one another with courtesy, dignity and respect. As an Equal Opportunity Employer, the Skelia treats all employees fairly, without regard to age, race, national origin, religion, gender, color, condition of pregnancy, marital status, disability, veteran status and sexual orientation. Skelia firmly believes that a high-quality, diverse workforce is the key to maintaining our competitive advantage.

If an employee believes that he or she is subject to conduct in any form which is not conducive to a productive and safe work environment, the employee should report such condition or conduct to his or her supervisor and/or the Skelia office of Human Resources.

## Sexual Harassment

The Skelia will not tolerate sexual harassment, which involves the solicitation of sexual favors or the initiation of any unwelcome sexual advance by one employee toward another. Sexual harassment may also involve other sexually-related physical or verbal conduct, or the creation of a work environment that is hostile, intimidating or offensive to an individual or group because of gender.

Skelia managers, supervisors and executives must be alert to the possible presence of sexual harassment in the workplace. Appropriate steps must be taken to prevent sexual harassment. Complaints about sexual harassment can be made to the Skelia COO. Any complaints will be promptly, fairly and thoroughly investigated. There will be no retaliation for truthfully reporting sexual harassment or participating in the Skelia investigation of a complaint.

To the extent such provision is consistent with applicable law if sexual harassment occurs, there will be a prompt disciplinary consequence ranging from a warning to dismissal.

## Non-Harassment

Harassment, including threats, threatening behavior, intimidation, assaults and similar conduct, will not be tolerated by the Skelia. Any threats or concerns about safety or the safety of others should be immediately reported to the employee’s supervisor or manager. Firearms are not permitted on any Skelia facility without prior written approval.

## Employment Records

The employment records of Skelia employees can only be disclosed to Skelia employees having a substantial and legitimate need to know the information in an employee’s file or in response to appropriate legal or administrative process. Personal information will be released outside the Skelia only with the employee’s written approval. Skelia employees, officers and directors with access to these files must take reasonable steps to safeguard the confidentiality of these employment records.

Employees, officers and directors who are responsible for maintaining personal information, and those who are provided access to such information, must ensure that the information is not disclosed in violation of the Skelia policies or practices.

Employees, officers and directors should be aware that Skelia has rights of access to all Skelia property, including computers, and all communications, electronic mail and voice-mail messages, records, and information created in the business setting and may inspect all computer documents, systems, disks, voice-mail, e-mail and the like to assure the security of our documents and systems, and to maintain quality standards, to investigate disputed matters as required, or otherwise to further the Skelia business interests.

It is prohibited for employees to share their employment terms with other employees, or to pressure other employees to reveal their own.

Human Resources serves as the custodian of all employment-related information and an employee should direct any questions or concerns regarding the dissemination of personal information to the Human Resources office.

## Environment, Safety and Health

The Skelia is committed to conducting its business in compliance with all applicable environmental and workplace laws, regulations and permits in a manner that has the highest regard for the safety and well-being of its employees, customers and the general public. Therefore, the Skelia expects all employees to strictly follow the letter and the spirit of all applicable laws and regulations relating to environmental protection and workplace health and safety.

If an employee’s work involves compliance with any environmental, safety and health laws, it is the responsibility of the employee to familiarize himself or herself with the relevant laws and regulations, including record keeping. Employees with questions regarding the requirements that apply to their work area should contact the Human Resources office.

All employees must immediately report any potential or suspected threat to human health or violation of environmental laws the Skelia Security and Human Resources offices. Such reports must be made as soon as possible and, in all cases, not later than 24 hours after the occurrence. Applicable laws and regulations regarding reporting requirements must be complied with within the mandated time frames.

## Anti-Corruption, Bribery, and Kickbacks

The Skelia employee, officer or director never resort to bribery, facilitation payments, kickbacks, or corrupt practices.

Bribery is offering or giving something of value in order to improperly influence the recipient’s actions. Bribery is illegal in every jurisdiction in which Skelia does business.

A facilitation payment is a tip or small payment made to a government official in order to expedite a routine government action, such as issuing a permit or providing utility service. This is illegal in most jurisdictions and strictly forbidden in Skelia.

A kickback is the return of a sum paid (or due to be paid) as a reward for fostering a business arrangement. Accepting or offering a kickback violates this Code. Bribery is illegal in the E.U. and most other countries and the consequences are severe, including jail sentences.

**Skelia declares zero tolerance to any types of fraud: corruption, bribery and/or kickbacks.**

It is Skelia policy to ensure that incidents of fraud and theft relating to the Skelia are promptly investigated, reported and, where appropriate, prosecuted.

Any suspected incident should be immediately reported to the Skelia COO, who review the incident and advise regarding prosecution, if appropriate. No one may sign a criminal complaint on behalf of the Skelia without prior written approval of the Skelia CEO or the Skelia COO.

## Public Statements

It is Skelia policy to provide open, accurate, and consistent communication with the public. To maintain the consistency and accuracy of the information, corporate spokespersons are designated to respond to all inquiries. Only these spokespersons are authorized to release information to the public at the appropriate time. Generally, an employee of the Skelia is prohibited from making public statements regarding issues or matters about which he or she is not an authorized spokesperson of the Skelia. If an employee is contacted by the media about a matter regarding the Skelia, the employee must refer the media contact to the Skelia COO.

All employees are expected to conduct themselves in a manner that reflects positively on the Skelia in any media, including Internet chat rooms and other electronic media.

## Social Media

We recognise that appropriate use social media contributes to the Skelia’s goals.  However, use of social media also presents certain risks and carries with it certain responsibilities.  To assist you in making responsible decisions about your use of social media, we recommend you to:

* Be transparent and make it clear that you are speaking for yourself in your private capacity;
* Ensure that you are not disclosing any confidential information about Skelia or its business partners;
* Act in a professional manner and be polite and respectful of individuals’ opinions, especially when discussions become heated.

# Certificate of Compliance

All employees are required to fill out and sign this Certificate of Compliance. In the event you are not now in compliance, or are not certain, or believe that any part of the Statement does not pertain to you for some reason, you should discuss the matter with the Skelia COO and attach a memorandum to your certificate explaining the situation.

 I certify that:

1. I have received and read the Skelia Corporate Code of Conduct.

2. I understand and accept the statements contained therein, and that as of this date I am in compliance, and will continue to comply, with the policies set forth in the booklet, and I am not aware of any violation of this Code by any Skelia employee or manager, except to the extent described in the attached memorandum of exceptions (if such memorandum is relevant).

3. I understand that the policies and practices set forth in this booklet are continually evaluated and may be amended, modified or terminated by the Skelia.

 Signature

 Date

# Annex 1

## Whom should I contact?

If you have questions or want to raise a concern, get in touch with one of these resources:

* Your manager, or another manager you trust;
* Olivier Istace, email: olivier.istace@skelia.com, phone: +352 621 45 23 50;
* Rostyslav Shchepan, email: rostyslav.shchepan@skelia.com, phone +38 067 908 77 82;
* Olivia Vandesande, email: olivia.vandesande@skelia.com, phone + 32 479 98 40 22.