

RGB Electrical Services & Supplies Inc.

Code of Business Conduct and Ethics



A Message from the Company President

Dear All.

Our company has achieved success over the years, based on a foundation of trust, integrity and strong working relationships with our partners, clients, suppliers and colleagues.

When doing business in an increasingly challenging and competitive world it is very important to remember our fundamental core values must always be maintained and never compromised.

As we continue to grow the company into the future, it is our responsibility to maintain this integrity in all aspects of our business relationships, a task that can only be achieved if every employee keeps the highest standards of ethical behavior

This code applies to all within our company and helps provide the necessary guidance required to avoid any issues or possible policy violations.

It details the company's principles & expectations, which we are all committed to up hold.

Thank you all for the continued support and working together as a team we will be successful in all our future endeavors.

Yours sincerely

J.M.Kennerley

Martin Kennerley
President



Table of Contents

1. **The Company Code Objective**
The Reason for the Company Code and its Application
2. **General Responsibilities**
Shared Responsibilities
Company Management Responsibilities
Questions and Report Submissions
Anti-Retaliation Rules for Protecting Individuals
Report Investigation Process
Code Violations & Consequences
3. **The Company and Working Environment**
Working Environments
Occupational Health and Safety in the Workplace
4. **The Company and General Business**
Integrity and Competition Laws
Improper Payments & Bribes
Gifts and Business Entertainment
Conflicts of Interest
Company Assets & Information
I.T Resources
Disclosure and the Media
5. **The Company and Financial Records**
Financial Books and Records
Document Retention
6. **The Company and Business Partners**
Supplier Relationships
Supplier Assets
7. **The Company and the Environment**
The Environment and Sustainability
Human Rights
Political and Charitable Contributions



The Company Code Objective

The Reason for the Company Code and its application

As an employee of our company we come into contact with a variety of individuals with very different cultural backgrounds and approaches to doing business, which could compromise our own integrity. Therefore we need to be alert and prepared to manage such situations as they arise.

When dealing with colleagues, clients, suppliers, and other(s), our Code guides us on how to react to these compromising situations and respond with the utmost integrity maintaining always our personal and business reputation

Our Code also sets out the ethical behavior expected by employees to make good business decisions

If misconduct is witnessed our code advises to whom questions and concerns should be addressed and discussed.

Our Code applies to all employees including the Board of Directors, as we must all abide by the same company rules.

If you have any doubts about whether a business decision is in compliance with the code or is in fact lawful, you should seek guidance by following the steps set out later in this document.

We are all required to be familiar with each of these policies in order to ensure the success of our Company.



General Responsibilities

Shared Responsibilities

We all share the responsibility in our daily routines to conduct business with integrity, honesty and fairness.

We all must report any suspected or actual violations of our Code & Policies or the law.

We all should seek guidance if there is any doubt about making a business decision that could be questioned later.

We all must complete annually a Business Ethics Disclosure Form, which is held by the HR officer of the company.

Company Management Responsibilities

The leadership of our code resides firmly at managerial level.

Their responsibilities include leading by example and giving guidelines for compliance to all employees.

The management team should never ignore any unethical behavior or misconduct and they are obliged to address all issues raised by an employee, by reporting back to senior management (President and CEO).

No retaliation against anyone who reports in good faith a concern will be acceptable and managers or employees who do will be subject to disciplinary action.

Questions and Report Submission

Sometimes the correct choice is not always clear, so for these instances the following questions should be considered. If the answer to any of the questions is 'No' then before proceeding refer to management for guidance and advice.

- Would the decision comply with the Company's code and maintain its reputation?
- Would the decision be considered the right thing to do?
- Would I feel comfortable if it was reported in the media?

Any concerns or questions concerning ethical behavior or policy violations must be reported to either:

- Your supervisor or manager.
- Your President.
- Your CEO.
- Our ethics email account.

Reports may be made anonymously where allowed by local law by using the Business Ethics

e-mail: ethics.contact@rgb-electricals.com. The use of an outside e-mail account that does not reveal an employee's name is perfectly acceptable.

However, keep in mind that reporting in this format does make it more difficult for our Company to conduct a thorough investigation.

The submitted reports will be received by the company's designated compliance officer and treated confidentially.

It should be noted that failure to report a known or suspected violation, or participate in an investigation when requested is in itself an act of misconduct and is in violation of this code

Anti-retaliation rules for protecting individuals

We do not tolerate retaliation against someone for reporting a concern in good faith or for participating in an investigation of a report.

Retaliation of any description against any employee who in good faith reports a concern to the company about illegal or unethical conduct will be subject to disciplinary action.

Those who make a report that is not in good faith will also be subject to disciplinary action.

If you suspect that you have received or witnessed an act of retaliation, you should report your concern promptly to any of the resources listed.

Report Investigation Process

The Company's senior management upon receipt of a report will with legal counsel (where necessary) conduct prompt thorough investigations when appropriate.

Any information you provide will be considered confidential to the fullest extent possible, but still allowing for a satisfactory resolution of the issue.

As stated previously when asked to participate in an investigation of a report, it is our responsibility to cooperate.

The person accused of misconduct, may where local law permits have the right to review the information contained in a report and the possibility to comment in their defense.

Code Violations and consequences

Violations of our Code, Company policies, regulations and the law are taken very seriously.

Each employee is responsible for ensuring that his or her conduct and the conduct of Sub-ordinates fully comply with the applicable laws, this Code of Conduct & Ethics and the company policies.

An individual's violation of any of the above can have serious implications for the company, so misconduct is not treated lightly.

A "zero tolerance" approach is taken by the company for any individual's actions that by consequence subject our Company to civil or criminal liability.

Disciplinary action will be taken following any violation and depending on the gravity of the case, this will be up to and including termination of employment.



The Company and Working Environment

Working Environments

Managers of the company are tasked with providing an open positive work environment in which employees feel comfortable with the different talents and strengths within the team. They should have no worries about coming forward with any questions or concerns related to business conduct or ethical behavior.

The Company acknowledges that any form of Discrimination or Harassment within the work place is not acceptable and it will not be tolerated in any form. All employees must work within the code and the applicable laws.

Discrimination can take many forms including; but not limited to age, gender, race, ethnic group, sexual orientation, veteran status and disability.

Harassment can take many forms including, but not limited to slurs, intimidating/aggressive acts or words, derogatory jokes, inappropriate gestures, unwelcome physical or verbal conduct, offensive material and all the items listed in discrimination forms above.

You are encouraged to report in good faith any harassment or discrimination concerns immediately, without fear of retaliation. Retaliation at any level within the company is not tolerated.

Reports will be investigated and corrective actions taken as appropriate.

Occupational Health and Safety in the Workplace

It is our duty and responsibility to create a safe and healthy work environment, where we conduct our work and comply with laws and regulations applicable to our specific function.

All Company safety instructions and procedures are to be followed and if an employee knows of or suspect's unsafe situations they are obliged to alert a supervisor or manager immediately.

All employees must not be under the influence of drugs and/or alcohol whilst conducting Company business. Exceptions to this policy, are only made for prescribed drugs, business dinners/lunches or authorized Company events.

The possession, use, sale, offering or distribution of illegal drugs or other controlled substances on Company premises and business is prohibited.

All acts of violence or threats in the workplace are strictly not tolerated and if any employee is exposed to such events, then they must immediately report the situation to a supervisor or the local authorities.



The Company and General Business

Integrity and Competition laws

Antitrust laws (National and International) are in place to prevent unfair business activity that restricts free trade and limits competition.

These laws prohibit competitors entering into agreements to achieve the following:

- Deliberately price fixing service, goods or economic terms and conditions (T&C).
- Deliberately sharing customers by product, service, location etc.
- Deliberately refusing business or limiting production with a customer or vendor
- Deliberately avoid marketing certain types of goods or services
- Deliberately limiting or standardizing the features of products or services.

All employees must act with integrity to avoid such agreements written or verbal, which violate the law and come with severe penalties. Any employee unsure of the antitrust law and its intent must refer to management for advice and guidance, before discussing such topics outside the company.

Improper Payments & Bribes

At no times is it acceptable to receive or give any form of bribe, or so called 'back hand' payments. The company's reputation for honesty and integrity must never be placed at risk by allowing such improper payments to occur.

Bribes can take many forms including; but not limited to: money, gifts, entertainment, loans, and items of high monetary value, given or received in return for preferential treatment when doing business.

Special attention is required when dealing with government officials, political parties, and state owned business etc. as even an appearance of improper payments can seriously damage our Company's reputation. Inappropriate payments made directly or indirectly to these entities are a violation of our code and the very tough international Anti-corruption laws.

Gifts and Business Entertainment

Offering or receiving gifts, trips, entertainment etc. is not acceptable outside that of customary business development hospitality and applicable laws.

Every employee must understand what is considered acceptable and avoid a violation of our code that could hurt the reputation of our Company.

In this respect Gifts (in any form) to/from anyone doing business with our Company must meet the following guideline and in general, gifts that exceed these must be refused, disclosed and returned to the sender.

- Infrequent in nature between the parties.
- Infrequent entertainment valued below \$200 USD.
- Never in the form of Cash or checks.
- Never solicited.

Anyone who is unsure on the correct action should refer to his/her manager for guidance, before accepting or giving any form of gifts detailed above.

Conflicts of Interest

We must ensure to avoid situations where personal interests prevent an employee from conducting his or her role within the company in a fair, unbiased manner.

These conflicts of interest can come in many forms and if you are unsure about a potential conflict you should refer the specific circumstances to your supervisor or manager immediately.

A typical example of a potential conflict of interest is when an individual employee has interests or work commitments with other companies outside of our company.

If the other company is involved as competitors in the same market sector, this would constitute a conflict of interest and in this case written approval from the President and/or CEO is required.

Any work with other companies, which affects an individual's availability to complete his full time tasks and responsibilities with our Company, would fall into the conflict of interest category.

Another common area of potential issue is when working with family and friends employed by other companies doing business with our Company. The following examples should be disclosed to managers:

- An employee has a family member or personal friend working for a company doing business with our Company.
- An employee is in a position to influence the employment decisions related to a family member or friend.
- An employee has a romantic relationship with an employee of a company doing business with our Company.

Company Assets and Information

Every employee has a responsibility to protect all the company assets from theft, damage, loss and misuse. Our assets consist not only of physical items, but include our Company's commercial and confidential information and any intellectual property rights. Any instances of willful neglect and disregard for any of the above are to be reported immediately to management for appropriate investigation.

IT Resources

Every employee has a responsibility to use our Company's computer systems only for ethical business purposes.

The company does reserve the right to monitor the use of all provided IT systems and electronic records to ensure compliance with this code and applicable laws. The following is a list of typical prohibited actions:

- Downloading illegal, abusive, offensive, profane and sexually explicit material.
- Distributing illegal, abusive, offensive, profane and sexually explicit material.
- Distributing and receiving copyrighted materials without proper authorization.
- Using our computer systems, for outside business interests, which are subject to the conflict of interest's policy.

Disclosure and the Media

Any information about our Company requested by the media to be later released to the public, must be approved by the President or CEO of the Company.



The Company and Financial Records

Financial Books and Records

Our books and records form the Company's financial statements and disclosures to creditors, government departments, auditors and our company owner investors.

The integrity of these accounts depends on the accuracy, completeness and timeliness of the entries and all transactions are recorded in a true and fair manor, which is transparent for auditing purposes.

Information included in these statements, but not limited to, are: Payroll documents, Expense reports, Travel Costs, Time sheets, Customer records, Fuel claims etc.

If an employee knows or suspects any accounting or auditing irregularities, they should immediately contact management, disclosing the information in good faith without fear of retaliation. Improper or fraudulent reporting is illegal.

Document Retention

All employees are responsible for keeping electronic files and archives in an orderly manner. Information produced and stored on company IT equipment, remains company property and must be stored for future retrieval.

At times due to the nature of our business, a legal hold notification maybe received. If so all employees are obliged by law to retain all documents related to the specific subject referenced without alterations until advised otherwise by management or our company Attorneys.



The company and Suppliers

Supplier Relationships

Our company actively looks for suppliers, who share our core values with regards to business conduct and ethics and will not deal with any company involved in illegal and non-ethical activities.

Our company is also committed in allowing suppliers to compete in a fair and open market, so when making a purchase decision it will never be made based on favor or preference, but what is best for our company.

Supplier Assets

Every employee has a responsibility to protect supplier assets from theft, damage, loss and misuse, when in our custody. In addition all supplier confidential information will never be shared with a third party or person(s) and we expect the suppliers to reciprocate with information provided to them about our company.

We must always respect all third-party intellectual property rights and other intangible commercial rights belonging to suppliers.

Any instances of willful neglect and disregard for any of the above is to be reported immediately to management for appropriate investigation.



The Company and the Environment

Protecting Our Environment and Promoting Sustainability

All employees have a responsibility to understand and comply with the applicable environmental laws, regulations and permit conditions wherever the work maybe.

Due to the nature of our business, amongst all the environmental requirements, control, transportation, storage, handling and disposal of hazardous and non-hazardous materials has the most significance.

Each employee needs to understand how his or her actions impact the environment and by making daily management decisions these can be mitigated or minimized.

Sustainability is gained by our daily managing of environmental issues and actively participating in the development of new ways to mitigate and limit potential risks to the environment.

Environmental polices are currently being reviewed and implemented by the company and any employee should seek advice regarding any aspect of Environmental management.

Human Rights

Our Company joins the international community in condemning all forms of child exploitation, human trafficking and forced labor.

We will support the laws and are fully committed to work with the relevant authorities to combat such actions.

If any employee knows or has witnessed any form of the above, it should be reported immediately to our managers and the appropriate authorities.

Political and Charitable Contributions

Our Company supports our freedom to participate in personal political activities and all employees are free to contribute to a political candidate or party using their own personal time, money or other resources.

Our Company will not however reimburse you for any personal political contributions anywhere in the world or allow use of Company funds or assets.

Any exceptions to the above must be referred to the President or CEO for written approval.

