



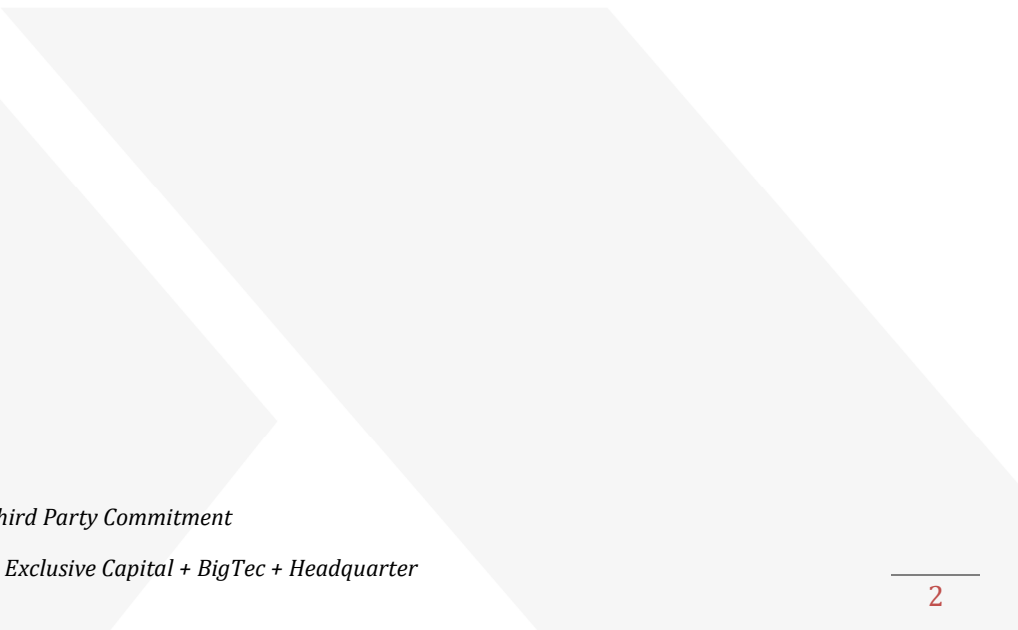
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Ethics and Code of Conduct

Agents, business partners & third
parties



Exclusive Group Ethics and Code of Conduct - Third Party Commitment*

** Exclusive Group = Exclusive Networks + ITEC + Exclusive Capital + BigTec + Headquarter*

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Ethics and code of conduct objectives

This code allows Exclusive Group* to share its ethical principles with agents, business partners & third parties.

The purpose is to raise awareness about ethical values and make sure that business practices are ethical at all times.

We ask Exclusive Group* agents, business partners & third parties to comply with the group ethical and organisational values and uphold these through their own behaviour and decision-making when working with Exclusive Group entities. This document further explains the 7 Ethical Principles shared across with our agents, business partners & third parties. We request your company to acknowledge those principles so that we can do business together.

Agents, business partners & third parties engaging in unethical or illegal behavior when making business linked to Exclusive Group will be subject to termination. Exclusive Group* will refer cases to government authorities when appropriate.

7 Ethical Principles

Exclusive Group* agents, business partners & third parties must adhere to the highest standards of ethical conduct at all time.

Exclusive Group* 7 Ethical Principles are:

- Honesty and Integrity
- Fairness of commercial practices
- Data confidentiality
- Professional behavior
- Professional skills and added value
- Social respect
- Environmental care

Those principles are defined to guide the way we do business together.

Honesty and Integrity

Compliance with rules and regulations

Agents, business partners & third parties have to be aware of the rules and regulations applicable and make sure to comply with them. This is to avoid financial penalties or criminal prosecutions and also to maintain our reputation.

It is sometimes a challenge to understand the local laws and also how the laws of the United States or Europe may extend to our operations. However, there is no excuse not to comply with them.

Honesty, Integrity and Loyalty in the day to day operations and in the means to conduct business

Beyond simply obeying the law, we also ask each agents, business partners & third parties to conduct business with honesty, integrity and loyalty. Honesty must be a focus in all our business affairs. Information provided to our business partners or shared by them must always be truthful and never misleading.

Fairness of commercial practices

Corruption, bribery, money laundering, embezzlement strictly prohibited

Any improper payment to gain advantage in any situation is never acceptable, whatever the context or the geographic area.

Exclusive Group* has to comply with the FCPA (Foreign Corrupt Practice Act) which highlight the following main rules applicable to all employees and to partners of Exclusive Group* (including agents, business partners & third parties):

- It is strictly prohibited to authorize, offer or provide anything of value (cash, cash equivalents, gifts, charitable contributions, grants, sponsorships, trips, investments, entertainment, accommodations, commitments to invest in businesses that are unrelated to the agreement with a third party, and anything else of tangible or intangible value) to a Foreign or National Government Official for the purpose of obtaining or retaining business, securing a business advantage, or redirecting business to anyone;
- No cash payments should be made to any Foreign or National Government Official;
- Any payment, gift, or benefit given to a private person (non-government official), directly or indirectly, must be reasonable and customary, not lavish or excessive;
- Corruption, bribery, money laundering, embezzlement, unlawful or improper means to conduct business, securing improper advantage are strictly prohibited. In case of any doubt on the adequacy of a business practice, employees are requested to address the issue to the hierarchy and/or Top Management.

Further to these rules, the company has a Gifts and Entertainment Policy that provides guidelines to Exclusive Group Employees for the business related gifts and entertainment given or received by our company and those acting on its behalf. In no circumstances, our agents, business partners & third parties must be used to make gifts on behalf of Exclusive Group subsidiaries.

On the other hand, Exclusive Group* employees are requested not accepting gifts or favors from business partners/ third parties except business meals paid by the business partner (as long as the business partner is present during the meal and that the meals are not frequent), except invitations to partners seminars or events, except demo products provided without charges by vendors and except gifts with a value lower than 50 dollars received only once a year and related to a very particular event (end of year chocolates or bottle of wine for example). Our agents, business partners & third parties must never be used to change a gift to something that appears to be a service.

Declaration of any potential conflict of interests to the hierarchy

A conflict of interest appears when your personal interest or the one of one of our employee may drive to make a decision that is not in the best interest of the company. It is required to alert Exclusive Networks in case there is any doubt on a potential conflict of interest or on the potential appearance of a conflict of interest.

Commercial documents to be made with highest ethical standards

It is never acceptable to make any false, inaccurate or misleading commercial documents or business documents. Commercial documents (such as invoices, delivery notes, credit notes, purchase orders...) must be made with highest ethical standards.

The products or services sold must be described on the invoices and the description must be in line with the items shipped or the real service rendered by agents, business partners & third parties.

Exclusive Group* can sell only items for which the company is a “certified distributor” or has an agreement with the vendor.

Compliance with Import and Export regulations

We do have international trading activities that are subject to regulatory restrictions. Specific authorizations from local or US authorities may be requested before importing or exporting goods (tangible or intangible). Agents, business partners or third parties used for importing or exporting products distributed by Exclusive Group are responsible for complying with all international trade control laws (ITC) and with any export/import regulations applicable to the transaction.

Data confidentiality

No unauthorized disclosure of confidential information

Agents, business partners & third parties must work safeguarding Exclusive Group* intellectual property and confidential information that they may receive for business purposes (for example financial results, plans, pricing, customer or supplier information or lists, sales figures, strategic information, any information that is private to our company).

Professional behavior

Awareness of clients and vendors expectations

We invest in having long term relationships with our clients and vendors. We value those relationships and always want to keep on top of their expectations and to meet all our commitments. Our agents, business partners & third parties are invited to work with the same values.

Fraud or any business crime strictly prohibited

Agents, business partners & third parties commit in doing business with highest integrity.

Professional skills and added value

It is our agents, business partners & third parties commitment and duty to provide high quality service and added value.

Social respect

Respect of people

Exclusive Group* promotes a culture of respect of people at the workplace as well as in the employment process.

Exclusive Group* forbids harassment in any form, intimidation or offensive work environment and expects the same from its agents, business partners & third parties.

Promotion of cultural differences

Exclusive Group* is an international company and one of our strength is being multinational. We strive to create an international environment and to promote cultural differences.

No discrimination of any type is acceptable within the organization.

Environmental care

The products we are distributing are often subject to recycling laws but beyond those laws it is important to have the end-users sensitized about their recycling duties so that the impact of the products we distribute on the environment is minimized. Agents, business partners & third parties who are in contact with end-users or resellers are highly encourage to raise awareness with them about environmental care.

AGENTS/BUSINESS PARTNERS/THIRD PARTIES ACKNOWLEDGMENT OF EXCLUSIVE GROUP “ETHICS AND CODE OF CONDUCT”

- agree to comply with the Exclusive Group* “Ethics and Code of Conduct”

Name :

First Name :

Position/ Title :

Country :

Signature :

Signature :

Signature :