



### **Introduction**

MyBrush Group of Companies is committed to operating its business with ethics, integrity and in compliance with all applicable laws and regulations. Dealing honestly and fairly with others and doing our best to make the right choices will help us achieve our business goals and maintain a great working environment.

We will constantly improve the quality of our services, products and operations and will create a reputation for honesty, fairness, respect, responsibility, integrity, trust and sound business judgment.

### **Compliance with Applicable Laws, Rules and Regulations**

It is the Group's policy to comply with all governmental laws, rules and regulations applicable to its business.

Each employee has an obligation to comply with the laws of the cities, provinces, regions and countries in which the Group operates. This includes, without limitation, laws covering securities, labour, employment, commercial bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, offering or receiving gratuities, employment harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets.

Employees are expected to understand and comply with all laws, rules and regulations that apply to their respective positions at the Group. If there is any conflict between the applicable law and this ethical framework, the applicable law prevails.

### **Compliance with the Group's Policies and Procedures**

Achieving the highest level of quality requires all employees to focus on continuous improvement of work activities. This includes enhancing value to customers through new and improved products and services; reducing errors, defects and waste; improving responsiveness to the customer; and improving productivity and effectiveness in the use of all resources.

To this end, all employees are expected to know, understand, and comply with the Group's policies and procedures. Employees are also obligated to raise questions or concerns regarding quality issues to appropriate persons in the Management.

### **Prohibition of Improper Payments**

No bribes, kickbacks or other similar remuneration or consideration shall be given to any person or organization in order to attract or influence business activity. The term "kickback" includes any money, fee, commission, credit, gift, services, gratuity, thing of value, or compensation of any kind that is provided directly or indirectly to anyone for the purpose of improperly obtaining or rewarding favourable treatment in connection with a project/contract.



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The Group expects all employees to use only legitimate practices in commercial operations and in promoting the Group's position on issues before governmental authorities. As stated below, kickbacks or bribes intended to induce or reward favourable buying decisions and governmental actions are unacceptable and prohibited.

No employee of the Group, in violation of any applicable law, offer or make directly or indirectly through any other person or firm, any payment of anything of value (in the form of compensation, gift, contribution or otherwise) to:

- any person or firm employed by or acting for or on behalf of any customer, whether private or governmental, for the purpose of inducing or rewarding any favourable action by the customer in any commercial transaction; or any governmental entity, for the purpose of inducing or rewarding action (or withholding of action) by a governmental entity in any governmental matter;
- any governmental official, political party or official of such party, or any candidate for political office, for the purpose of inducing or rewarding favourable action (or withholding of action) or the exercise of influence by such official, party or candidate in any commercial transaction or in any governmental matter.

When customer organizations, governmental agencies, or others have published policies intended to provide guidance with respect to acceptance of entertainment, gifts, or other business courtesies by their employees, such policies shall be respected.

### **Employment Practices**

MyBrush Group of Companies observes fair employment practices in every aspect of its business. The employees must comply with all applicable labour and employment laws and employment agreements entered into between the Group and employees.

Similarly, MyBrush Group of Companies is dedicated to creating a high-quality working environment under which employees respect and trust each other such that each employee acts in an honest, friendly and proactive way with a responsible attitude and high moral standard.

In general, MyBrush Group of Companies is committed to being a benevolent employer in compliance with all applicable work-related laws and regulations. MyBrush Group of Companies makes employment decisions and sets all terms and conditions of employment without regard to race, colour, religion, age, gender, national origin, disability, marital status or any other characteristic protected by law. MyBrush Group of Companies does not tolerate sexual, racial, ethnic or other harassment and abuses, whether verbal, physical or environmental. To maintain a safe and productive work environment for its employees, customers and visitors, employees are expected to work free from the effects of alcohol and drugs.

### **Conflicts of Interest**

MyBrush Group of Companies expects that each employee will use his/her best efforts to discharge his/her duty in an honest and upright manner. This requires each employee to avoid



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conflicts of interest between his/her personal interest and the interest of the Group. A conflict of interest occurs when an employee's private interest interferes, or appears to interfere, in any way with the interests of the Group as a whole. Employees should actively avoid any private interest that may influence their ability to act in the interests of the Group or that may make it difficult to perform their work objectively and effectively.

Some of the most common situations that could present a conflict of interest are as follows:

- owning a significant interest in, or a significant indebtedness to or from, any business entity that is a competitor of the Group or that does business with the Group;
- exerting (or attempting or appearing to exert) influence to obtain special treatment for a particular supplier, vendor or contractor, with or without receiving some actual or potential benefit from such supplier, lender or contractor;
- engaging in any business transaction on behalf of the Group with an immediate family member, or with a firm of which that immediate family member is a principal, officer, representative or substantial owner, unless it is fairly disclosed to the Management;
- engaging in any private business transaction with a MyBrush Supplier without written approval from Chairman;
- hiring friends or relatives, unless such friends or relatives will work in a different department and are hired with the consent of Top Management;
- Using Group assets, property or services for personal gain.

### **Gifts, Services and Entertainment**

The Group's business is founded on the principle of fair transaction. The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. Appropriate business gifts and entertainment are welcome courtesies, however, giving or receiving gifts, services or entertainment is deemed by the Group as tending to impose an improper influence on a person.

No employee may receive kickbacks, bribe, or secretly receive commissions or any other personal benefits. No employee or his/her family members shall receive gifts, services, touring arrangements and entertainment that may affect his/her judgment in fulfilling his/her obligations to the Group.

Each employee must report to his Head of Department (HOD) and Group Head of Internal Audit any gifts offered and obtain Executive Director/ Chairman's approval prior to receiving such gifts. Each such case shall be filed with the IA Department at the same time. Any employee who is faced with an inducement to any particular business decision shall report the case to HOD and Group Head of Internal Audit.

Employees may only accept gifts that do not carry any commercial value, such as a paper notepad or calendar. Employees should not accept gifts under the following circumstances if such gifts:



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- may result in any unnecessary or unwanted publicity for the Group;
- may influence the Group or place the Group in a dilemma;
- may obligate the recipient in any way; or
- Are in the form of cash or cash equivalents.

All gifts and entertainment expenses made on behalf of the Group must be properly accounted for in expense reports.

### **Procurement of Goods and Services**

MyBrush Group of Companies guarantees fair dealings with the suppliers and chooses the suppliers through a fair evaluation. No employee shall discriminate against or deceive a supplier. The decision to choose a particular supplier shall be made by reference to the price, service, quality and reputation of the supplier as considered in the context of the Group's long-term commercial interests.

All employees should endeavour to deal fairly and honestly with the Group's suppliers. No employee shall attempt to unduly influence the process of choosing a supplier or treat any particular supplier on a preferential basis that would damage the supplier assessment and selection process. Employees should not accept or solicit any personal gains from any supplier that might compromise, or appear to compromise, their objective assessment of the supplier. Employees shall hold the pricing or product information provided by the supplier or potential supplier in confidence.

Execution of a supply agreement must be properly approved. A supply agreement must be specific as to the service and product involved, payment term, contract price and expenses, and the purchase price must be consistent with the service or products involved.

### **Violations Reporting**

MyBrush Group of Companies's employees shall agree to disclose unethical, dishonest, fraudulent and illegal behaviour, or the violation of Group policies and procedures, directly to the CEO Office, Executive Director or Head of Internal Audit. Therefore, all employees are obliged to report any known or suspected violations according to the relevant policies.

Retaliation by other employees against an employee who, in good faith, seeks help or reports known or suspected violations is strictly prohibited. However, malicious reports or false allegations may result in disciplinary action.

Conduct that violates this Ethical Framework cannot be justified by claiming that it was ordered by a supervisor or someone in higher management. The employee, on behalf of himself/herself as an individual, is also legally liable for his/her conduct if such conduct violates applicable laws and regulations. Violation of the Ethical Framework can result in disciplinary action, including possible termination of employment.

The integrity, reputation and profitability of the Group ultimately depend upon the individual actions of the Group's employees. As a result, each such individual is personally responsible and accountable for compliance with this Ethical Framework.



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Every employee is required to act proactively by asking questions, seeking guidance and reporting any suspected violations with respect to compliance with the Ethical Framework, other policies and procedures of the Group, or any government law, rule or regulation. If any employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Ethical Framework, they are obligated to bring the matter to the attention of the HOD and Group Head of Internal Audit.

The starting point for an employee seeking advice on ethics-related issues or reporting potential violations is his or her manager or supervisor. However, if the conduct in question involves his or her manager or supervisor, or if the employee has reported it to his or her manager or supervisor and does not believe that he or she has dealt with it properly, or if the employee does not feel that he or she can discuss the matter with his or her manager or supervisor, the employee may raise the matter with the next level of management and Group Head of Internal Audit.

When reporting conduct suspected of violating the Ethical Framework, the Group requires that the employees identify themselves in order to facilitate the Group's ability to take appropriate steps to address the report, including conducting any appropriate investigation. When an individual comes forward with a complaint the Group will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings.

Any employee involved in any capacity in an investigation of a possible violation of the Ethical Framework must not discuss or disclose any information to anyone not involved in conducting the investigation unless required by applicable law, rule or regulation or by any applicable legal proceeding or when seeking their own legal advice if necessary.

The Group expressly forbids any retaliation against any employee for reporting suspected misconduct under this Ethical Framework. Any person who participates in any retaliation is subject to disciplinary action, up to and including termination.

**MyBrush Group Ethical Framework must be read together with the following policies and procedures: -**

- 1) MyBrush Group of Companies - Whistleblowing Policy**
- 2) Business Ethics Policy and Procedure (CSER-011)**
- 3) Anti-Bribery and Anti-Corruption Policy (CSER-015)**
- 4) HR Employee Handbook (HR-001)**