



## Code of Business Conduct

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Vital Certificates Ltd

August 2015

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# Introduction

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## Message from Matt Lawless

As a global provider of documentation services, we have set the highest standards for the quality of service we provide and the way we run our business. Even though we are not a large public company, we still have an obligation to do things correctly, and to hold ourselves accountable for our actions, to the benefit of our customers.



Working with Vital Certificates, your actions can affect the way we are viewed. Our success and future depends on each of us acting professionally, responsibly and in accordance with the Code of Business Conduct.

The Code of Business Conduct sets out our commitment on how to do business in the fair way: treating everyone – customers, colleagues, suppliers, sub-contractors, and the wider community – with honesty, integrity and respect.

Every individual within Vital Certificates shares the responsibility to work to the standards set out in the Code of Business Conduct and to conduct our business in a professional, safe, ethical and responsible manner. This is without exception or compromise. The Code of Business Conduct brings together our standards on compliance and ethical issues and is to be followed by all employees across the Company. Please make sure you familiarise yourself with the Code of Business Conduct and the standards referred to in it.

The Code of Business Conduct is based on our beliefs and values and demonstrates our commitment to living those values in the way we conduct business. If you are unsure of what to do in a particular circumstance or are concerned that the Code of Business Conduct is being broken you all have a responsibility to discuss your concerns with me.

A handwritten signature in blue ink that reads "M Lawless".

**Matt Lawless**  
Managing Director  
August 2015

## **This Document**

The Code of Business Conduct applies to everyone working for Vital Certificates, without exception. This includes temporary and contract staff and is regardless of location, role or level of seniority. We each have a responsibility to make ourselves aware of the contents of the Code of Business Conduct and if there is anything you are not sure about, you should speak to your Line Manager. Each of us should make sure that we fully understand what is expected from us in our roles and how the policies contained in the Code of Business Conduct apply to us.

As well as Vital Certificates employees, we should not engage any contractor, agent, consultant, supplier, client, customer, business partner or any other third party whose business practices conflict with the Code of Business Conduct.

If you are engaging any third party to act on behalf of Vital Certificates, it is your responsibility to ensure that they are made aware of the Code of Business Conduct and that they agree to act in accordance with it. Where possible, you should seek a contractual obligation from them to comply with the Code of Business Conduct and you should actively manage the third party to ensure that they continue to act in accordance with it. Any breaches of the Code of Business Conduct by third parties or examples of behaviour inconsistent with the Company Values (as set out later) should be reported to your Line Manager. You should seek to eradicate any such behaviour and where necessary, consider terminating the relationship.

In countries where we operate in a joint venture, we will strive to apply the Code of Business Conduct as though we wholly operate the business and will proactively seek to influence our business partners to adopt similar principles.

All employees are required to follow the Code of Business Conduct and the policies contained in it. A failure to follow the Code of Business Conduct may result in disciplinary action up to, and including, dismissal.

## **Getting Help and Advice**

It may feel easier to remain silent or ignore unethical behaviour but our commitment to integrity means that none of us should ignore a legal or ethical issue that should be addressed.

Each of us has a responsibility to report any potential or actual breaches of the Code of Business Conduct or any behaviour that is contrary to Company Values and business principles. This duty applies whether it is you directly or if you become aware of an issue involving a colleague or a third party connected with Vital Certificates.

Where possible, you should firstly consider talking to your Line Manager about any legal or business conduct issue.

If you are uncomfortable talking to your Line Manager or it is not appropriate in the circumstances, you can discuss your concerns directly with the Managing Director.

You can also contact our independent advice line, confidentially, for advice. Available 24 hours a day, 365 days a year, the team is there to advise you on any HR, employment law, health & safety, tax or commercial legal query you may have. You will find contact details within our Employee Support portal.

# Vision and Values

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Our Visions and Values capture in words the spirit of Vital Certificates and what we stand for. They guide the decisions, actions and behaviours of our people; are evidenced in our customers' experience of the service we deliver every day globally; and drive our performance and growth.

## **Our Vision**

To be a world-class provider of document internationalisation services, known for our great people and great service, delivered by demonstrating trust, integrity and openness.

## **Our Mission**

Everyone at Vital Certificates is committed to consistently delivering exceptional service in the most efficient way, for the shared benefit of our customers, employees and shareholders.

## **Our Principles**

### **Delivering for our Clients**

To earn, and retain, the trust and loyalty of our clients through consistent demonstration of why we are the first choice for quality, service, value and innovation.

### **Developing our People**

To recognise and harness the contribution and diversity of our people. To create a work environment that is challenging and provides the opportunities and support for everyone to develop, learn and succeed.

### **Constant Focus on Performance and Efficiency**

To continually invest in system efficiencies to reduce cost and improve service quality for the benefit of our clients and people. To measure and report against performance quality and to publish results where possible.

### **Profitable Growth**

To consistently deliver sustainable growth, underpinned by strong governance, which contributes to, and leverages, the benefits of our global expansion.

## **Our Values**

### **Openness, Trust and Integrity**

We set the highest ethical and professional standards at all times. We want all our relationships to be based on honesty, respect, fairness and a commitment to open dialogue and transparency.

### **Passion for Quality**

We are passionate about delivering superior service and take pride in achieving this. We look to replicate success, learn from mistakes and develop the ideas, innovation and practices that will help us improve and lead our market.

### **Win Through Collaboration**

We encourage individual ownership, but work as a team. We value the expertise, individuality and contribution of all colleagues, working in support of each other and readily sharing good practice, in pursuit of shared goals.

### **Responsibility**

We take responsibility for our actions, individually and as a Company. Every day, we look to make a positive contribution to the wellbeing of our customers, the communities we work in and the world we live in.

### **Can-Do**

We take a positive and commercially aware "can-do" approach to the opportunities and challenges we face.

# How We Do Things

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Vital Certificates prides itself on its great service and attention to detail. We work tirelessly to assist our clients as if we were handling our own documents. We understand that the 'small things' matter.

We recognise that there are usually significant implications if problems occur, and consistently look at ways to improve service quality and process efficiencies. We try to do our best every time.

## **Client Communications**

When our clients put their trust in us to assist them, they effectively lose control. To alleviate fear and doubt, we provide continual updates on service progression. Our communications will be timely and accurate, and will support our overriding principles of openness and integrity.

## **International Awareness**

We will systematically monitor regulatory changes within our areas of operation, and continually update our processes to reflect the current legislative position.

## **Legal Obligations**

Our service will comply with both local and international law in every country within which we operate.



# Personal Integrity

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## Conflicts of Interest

Employees must take care to ensure that no conflict of interest – actual or perceived – arises between their duty as a Vital Certificates employee, and any interests outside of work.

Conflicts of interest can arise in many ways:

**Other work interests and affiliations:** undertaking employment for other companies whilst employed by Vital Certificates or being affiliated to other organisations can create conflicts of interest.

For example:

- having a financial interest in another company or organisation;
- holding a Director or consultant position;
- performing services outside of your Vital Certificates role; or
- having a second job.

If any of the above relate to a company or organisation that may be considered a competitor of Vital Certificates or a client, contractor or supplier to Vital Certificates, a conflict of interest may arise.

Some arrangements of this kind are never permissible – you should not work or provide services for any company or organisation that you deal with in your role at Vital Certificates. If you are considering taking on additional work outside of Vital Certificates that may result in a perceived or actual conflict of interest, you should disclose this to the Managing Director and seek their written approval to continue with your plans.

**Working with close relatives:** if you become aware that a close relative works for or provides services to a competitor, client, contractor or supplier, you should discuss the matter with the Managing Director.

As a general rule, a relative should not have any business dealings with you and where at all possible, with anyone in your business unit or anyone who may report in to you. For the purposes of the Code of Business Conduct, we consider that a “close relative” would include a spouse, partner, parent, step-parent, child, step-child, sibling, stepsibling, nephew, niece, aunt, uncle, grandparent, grandchild or in-laws.

## Board of Directors

We recognise that as a professional organisation, our employees may sometimes be asked or invited to serve on the board of directors of another organisation, and this can, in some circumstances, raise a conflict of interest or a legal issue. Before you

accept a position as a board member for any organisation (including not-for-profits), you should first get written approval from the Managing Director.

## Investments

Conflicts of interest may occur if investments are made in competitors, suppliers or customers. Any “substantial interest” in a competitor, supplier or customer requires the prior written approval of the Managing Director.

For the purposes of the Code of Business Conduct, a “substantial interest” means any financial interest that might actually or be perceived to influence your judgement. Investments in public companies which are quoted on a recognised stock exchange (such as the CAC 40, NYSE or the London Stock Exchange), where your ownership is less than 1% of that company, are acceptable.

Many actual or potential conflicts of interest can be resolved in a way that is acceptable for both Vital Certificates and the individual. The important thing is to highlight the potential conflict so that an appropriate course of action can be agreed.

If you are concerned that you (or a colleague) may have a conflict of interest, you must disclose this to the Managing Director. Failure to disclose a conflict of interest may lead to disciplinary action.

## Gifts and Hospitality

We appreciate that giving and receiving gifts or hospitality can help build goodwill in business relationships but they are only appropriate in limited circumstances.

In no circumstances should any employee offer, give or accept any gift or hospitality, regardless of value, which might be construed as influencing a business decision.

Consider the following points when you are faced with an opportunity to give or receive gifts or hospitality:

- What is your intention when offering a gift or hospitality or what do you think is the intention of the business partner when offering the same to you?
- Is the intention to build a business relationship or to influence a business decision such as the award of a tendered contract?
- Is the nature of the gift or hospitality modest or could it make you (as the recipient) feel under an obligation to give something back?
- Have you checked to see if the gift/hospitality is legal in the country of both the recipient and the offeror? Be particularly careful when considering gifts or hospitality for government officials as some countries do not allow this.
- Have you checked if the recipient of the gift or hospitality is allowed under their gifts policy to receive this?
- Are you happy to justify giving or receiving the gift or hospitality? If it doesn't feel right, it probably isn't.

## Does the Type of Gift Matter?

There are some kinds of gifts or hospitality which should never be considered as acceptable. You should not give, offer, receive or approve any:

- Gifts or hospitality that would be illegal under local laws such as offering a gift to a government official which may be seen as a bribe under local law – please ensure you are familiar with your local legal obligations;
- Payments of cash (or cash equivalents) or paying someone else's personal bills or expenses;
- Any hospitality that might be in breach of this Code of Business Conduct or that may be considered indecent or inappropriate as part of a business relationship or which may have a negative effect on Vital Certificates' reputation;
- Gifts or hospitality that you are not prepared to report or seek approval for internally irrespective of whether you use personal or company hospitality.
- Gifts that are valued at more than £100
- Hospitality that exceeds £1,500

If in doubt as to whether a gift would be considered to be reasonable or legal, you should refer the matter to the Managing Director.

## Accepting Gifts

We appreciate that in some countries and cultures, it may be considered an insult to decline a gift that is offered to you but would otherwise be in breach of the Code of Business Conduct. In such circumstances, you may accept the gift but you must immediately report it to the Managing Director who will advise whether you can keep the gift, if it should be returned to the donor or sold with the proceeds being donated to charity.

Under no circumstances should you accept any gifts of cash (or cash equivalents such as a bank cheque, money orders, investment securities or payment of personal bills or expenses).

# Commercial Integrity

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## Competition and Anti-Trust

Vital Certificates takes its compliance with competition law – sometimes referred to as anti-trust law - very seriously. Breaches of competition law will not be tolerated.

The laws on competition may vary from country to country and some laws can even apply to business conducted outside the country of origin. The consequences of breaching competition law can be severe for both companies and individuals. In the EU, a company can be fined up to 10% of its annual turnover for engaging in anti-competitive behaviour. In some countries including the UK and the US, individuals found guilty of certain anti-competitive practices can receive prison sentences.

### **NEVER:**

- agree (or even discuss) with competitors the price at which Vital Certificates will sell goods or services;
- attempt to dictate to customers the price at which they resell goods or services supplied to them by Vital Certificates;
- agree to artificially carve up a market i.e. by agreeing how customers/contracts with any non-Vital Certificates company will be shared or by parcelling out different exclusive territories to each other;
- agree with any other company to artificially limit the the supply of services.

### **DO NOT, WITHOUT FIRST CONSULTING THE MANAGING DIRECTOR:**

- charge prices which are below total costs with the intention of pushing a competitor out of the market;
- refuse to supply an existing customer (except where the customer, for instance, refuses to pay bills);
- agree to exclusive contracts lasting for more than 5 years; and

## Money Laundering

We are all expected to comply with money laundering prevention laws.

It is Vital Certificates' policy not to accept payment for goods or services performed under contract from our service partners (as opposed to end-customers) in cash, travellers cheques, third party payments or money orders. We would usually expect payments from service partners to be drawn on bank accounts held in the name of the invoiced client.

Any payment that Vital Certificates makes to a supplier or other third party must also be made to a bank account titled in the name of the contracted third party. Any exceptions to this must be pre-approved in writing by the Managing Director.

## **Bribery and Corruption**

Bribery is the giving or receiving of a gift, payment or other benefit, in order to obtain a commercial advantage. A bribe need not actually be paid – it is sufficient that it is asked for or offered. A bribe can be an issue irrespective of whether it involves private industry or government.

Bribery or corruption in any form is unacceptable and we are committed to transparency in all our business dealings. Most countries have laws that prohibit corruption. A breach of any of these laws is a serious offence which may result in fines for Vital Certificates and imprisonment for individuals.

We are committed to creating a working environment in which all our people uphold the highest standards of integrity and professionalism. This is particularly important in our dealings with governmental, federal, state, public and local authority officials in any country.

You should always abide by the following basic rules irrespective of whether you are dealing with someone in private industry or government:

- Never offer or make any unauthorised payments;
- Never attempt to induce anyone to do something illegal or improper;
- Always report any suspicions or knowledge of improper payments being offered or received; and
- Never offer or accept money (or anything of value), gifts or kickbacks, for obtaining contracts or business.

## **Facilitation Payments**

Facilitation payments are the payments of sums of money to a public official (or other person) as a way of ensuring that they perform their duty either more promptly, or at all. For example, to secure the speedy release of goods held at an Embassy.

The giving of facilitation payments by Vital Certificates employees is prohibited. You should not make such payments, even if they are for nominal amounts or are “normal” practice in the country in which you operate.

## **Reporting and Accounting**

It is essential that Vital Certificates records its financial and non-financial information in an accurate and objective manner.

Remember the following basic rules:

- All records must be accurate and complete and they should allow an accurate view of the business at any point in time;
- Supporting documentation should be collected at the time of a transaction;

- Accounting records and documentation should be retained in accordance with local legal and fiscal requirements, but in any case, for not less than six years;
- Annual financial statements and documents relating to acquisitions and other significant transactions should be held permanently; and
- Fully co-operate with any internal or external audits, making sure that you provide the auditors with accurate information and allow them unrestricted access to documents and colleagues (subject always to legal constraints).

You must never:

- Falsify any record – financial or non-financial;
- Dispose or otherwise transfer any Vital Certificates assets without proper documentation and authorisation;
- Make any false or misleading accounting entries or expense claims; or
- Destroy information to conceal bad practices.

If you are concerned that correct financial processes are not being followed or that any kind of false or misleading entries are being made, you should promptly report your concerns to the Managing Director. If you are uncomfortable raising the matter with the Managing Director, consider speaking to our independent advice line. You will find contact details within our Employee Support portal.

## Data Privacy

As a business, Vital Certificates holds personal data about employees, our clients, suppliers and other third parties. This information can be held in paper files as well as electronically. It is crucial that we ensure that the confidential nature of any such personal data is kept secure at all times.

In some countries, compliance with data privacy regulations is required by law and any failure to comply could result in financial and criminal penalties for both Vital Certificates and the individual.

Any personal data that we hold must only be used for business purposes and we must ensure that it is:

- Obtained lawfully;
- Processed only for the purposes for which it was obtained;
- Accurate and relevant to the purpose;
- Not held for longer than is necessary; and
- Stored securely.

In addition to the above points, each of us has a responsibility to ensure that individuals who provide personal data to us are made aware of who will have access to that data, and for what purpose.

Always abide by the following basic rules:

- Personal data should only be accessed by those authorised to do so, and only for business purposes;
- Personal data should never be provided to unauthorised persons in or outside of Vital Certificates without the necessary consents and contracts in place to ensure that they also treat the personal data with the same level of confidentiality; and
- Always ensure that personal data is held securely with restricted access.

If you receive any formal statutory or regulatory requests, or complaints from individuals to access personal information that we are holding in respect of them, you must first refer the matter to Managing Director who is responsible for managing data protection issues.

# Employment

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## Health and safety

Our people are our most valuable asset. They are key to the success of the business. It's every manager's responsibility to ensure that they lead in a way that nurtures, motivates and inspires our people, without exception, to provide outstanding service for one another, our clients and our customers.

It is our moral obligation to safeguard each other, our customers and the environment by operating an injury free, healthy workplace and one that minimises our environmental impacts.

As part of this approach, Vital Certificates expects that management at all levels will:

- Ensure compliance with health and safety standards;
- Provide and maintain a safe working environment at all times;
- Develop, promote and implement company health and safety systems and practices;
- Effectively use Vital Certificates resources to meet our health and safety standards and objectives; and
- Train all employees to enable them to work in a safe and efficient manner.

In addition to the above, Vital Certificates expects all employees to:

- Display a “duty of care” for themselves and others in providing a safe working environment;
- Report any unsafe acts or conditions to their Line Manager promptly;
- Actively contribute ideas in order to make the workplace safer and more productive;
- Never walk away from an unsafe act or hazard. If you observe someone else performing an unsafe act, you should explain to that person why it is unsafe and ask that they stop. If they refuse, it is your responsibility to report this to your Line Manager;
- Not come to work under the influence of non-prescribed drugs or alcohol;
- Make sure you know what to do if an emergency occurs at your place of work; and
- Follow safe work procedures at all times.

## Fair Treatment

Vital Certificates respects and values the individuality and diversity that every employee brings to the business and we seek to create a positive, open working environment wherever we operate.

In relation to our employees:



- We are committed to basing our relations with our employees on respect for the dignity of the individual and fair treatment for all;
- We aim to recruit and promote employees on the basis of their suitability for the job without discrimination; and
- We do not tolerate any form of discrimination or sexual, physical, mental or other harassment of any kind towards our employees.

As an employee you must:

- Treat your colleagues fairly and with dignity and respect. Discrimination of any kind will not be tolerated;
- Follow all applicable labour and employment laws in the country in which you work. Make sure you are familiar with any applicable local legislation; and
- Report any instances of breaches of our commitment to equal opportunities. Do not be afraid to speak up – we all have a responsibility to address issues that we become aware of.

## **Bullying in the Workplace**

We expect that all employees should be treated fairly and with respect. We will not tolerate harassment or bullying of any kind in the workplace against our employees – or our suppliers, business partners or clients.

Please make sure you always abide by these basic rules:

- Do not make jokes about race, ethnicity, religion, age or sexual orientation;
- Do not distribute, display or keep on company property any material which could be considered offensive including emails, cartoons, photos etc;
- Do not spread malicious rumours or use email, voicemail or other means to transmit derogatory or discriminatory comments; and
- Always treat personal information as confidential. Do not misuse it; and remember:
  - Offensive, intimidating, insulting or malicious behaviour of any kind will not be tolerated.

All forms of harassment or abuse are against company policy and will not be tolerated. If you are being bullied or harassed, or are aware that someone else is, please speak to the Managing Director.

Alternatively you can contact our independent confidential advice line. Details of this service are provided on the Employee Support portal.

# Company Assets

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## Confidentiality

No employee should disclose any confidential information relating to any Vital Certificates company or its business outside the Company without specific authority to do so.

Where confidential information is to be disclosed to another party, it should be released only under the terms of a written confidentiality agreement or undertaking entered into with the other party.

If you are required to disclose confidential information under the terms of an order of any competent judicial, governmental, regulatory or supervising body, you should first notify the Managing Director and seek their approval before making the disclosure.

Employees should not use Vital Certificates' confidential information for their own personal advantage or for a friend or relative.

You should also make sure that you are familiar with the IT policies within your contract and follow its guidelines in terms of security and the use of Company IT systems. Please remember that the company may monitor and record your use of the IT systems at any time and without prior notice.

## Physical Assets

We all have a responsibility to ensure that Vital Certificates property that we use or come into contact with as part of our work is not damaged, misused or wasted. We also have a responsibility to report the abuse of Vital Certificates property by others.

## Information Security

Vital Certificates' systems - that is our IT hardware, software, office equipment, telephone and email system - are all intended to be used for conducting Vital Certificates business.

Each user is required to use the facilities in a professional and responsible manner at all times.

In order to protect both Vital Certificates and individuals using our IT systems, you should always ensure that your use of the Vital Certificates IT systems:

- does not break the law in the country where you are working;
- does not risk bringing the Vital Certificates name into disrepute; and
- does not cause damage or disruption to Vital Certificates' business.

In certain circumstances, misuse of either the internet or email can constitute a criminal offence. Each of us has a responsibility to ensure we understand the legal restrictions that apply in the country where we are working, and make sure we adhere to them. For further guidance on legal restrictions that may apply in the country where you work, please see the relevant clauses in your contract.

Please make sure you always follow these basic rules:

- do not install or use any unauthorised hardware or software on any Vital Certificates system;
- protect any username or password that you are allocated and do not share them with others;
- do not access or download, create or forward emails, documents or images that may cause offence, distress or harassment to others;
- restrict your use of Vital Certificates systems for personal use to a minimum; and
- make sure you only store confidential information on the shared network systems provided to ensure that data is backed up regularly.

# External Activity

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## Community Activity

Success in business is dependent on compliance with legal constraints, together with sensitivity to local customs and conventions governing business relationships. The communities in which we operate (and from which we draw our employees) are important to us.

Respecting the cultures and local customs of other communities and countries and always following local laws is important. Certain business practices which may be acceptable in one country could be unacceptable in another.

Being aware of the differences may affect the way you need to do business.

All Vital Certificates employees are expected to abide by the following basic rules:

- always respect the culture and business customs of the communities and countries in which you are working (providing that they do not conflict with the principles contained in the Code of Business Conduct); and
- always comply with local laws and regulations.

## Environment

It is important that everyone displays environmental responsibility in all areas within their control, regardless of their position.

Basic rules you must follow:

- All employees must comply with company rules and procedures in relation to environmental matters;
- Ensure that you are equipped with the right information, training and tools necessary to implement responsible environmental practice;
- Make sure you prevent or minimise any release of pollutants into the environment as a result of your work activities;
- All employees should consider energy efficiency in all aspects of their work and take steps to save energy wherever practicable;
- All employees should use recycled materials in their work activities wherever available and should recycle any appropriate items in line with local or national recycling schemes that may be available; and
- All employees should ensure that they do not carry out activities that waste water.