

# **NMS International Group Limited**

## **Code of Ethics and Working Code of Conduct**

June 2012



The Directors of NMS International have agreed a Code of Ethics governing its operations. This code is supplemental to the company's Articles of Association and represent part of the very fabric of the company.

The Directors of NMS and every employee have agreed to embrace and adopt, within their sphere of influence, this set of core values in the areas of human rights, employment standards, the environment and anti-corruption, as follows:

### **Human Rights**

1. NMS shall support and respect the protection of internationally accepted human rights
2. NMS shall ensure that it is not complicit in human rights abuses

### **Employment**

3. NMS shall uphold the freedom of association and the effective recognition of the right to collective bargaining
4. NMS seeks the elimination of all forms of forced and compulsory labour
5. NMS seeks the effective abolition of child labour
6. NMS seeks the elimination of discrimination in respect of employment

### **Environment**

7. NMS shall support a precautionary approach to environmental challenges
8. NMS shall undertake initiatives to promote greater environmental responsibility
9. NMS shall encourage the development and diffusion of environmentally-friendly technology

### **Anti Corruption**

10. NMS shall work against corruption in all its forms

### **IMPLEMENTATION**

NMS has taken steps to ensure that all its business is conducted in line with this code of ethics:

1. The Board of Directors has appointed a Compliance Officer who has a core responsibility to keep the company up to date with all current thinking on Corporate and Social Responsibility, legal compliance and optimum working practices. He ensures that all directors and employees are well briefed and that all NMS business is conducted strictly in line with the Code of Ethics.

2. Every employee has been briefed and understands the Code of Ethics, has signed a commitment to uphold it and recognises that a breach of this commitment would constitute a breach of his/her terms of employment. A signed commitment is held on company personnel documentation for every employee and director.
3. At every Board meeting, each Director reports compliance within his area of responsibility.

## **WORKING CODE OF CONDUCT**

The Code of Ethics has been written into every facet of NMS business procedures. Together they form the NMS Working Code of Conduct.

**Selection of Staff:** All new staff are selected against a job specification that is approved at board level. All job specifications include requirements on ethics and honesty and other “soft issues” which the directors believe are required to uphold the NMS values. References are requested and always pursued. All personnel report through a management chain that is as short as possible to a board director who is responsible to the board for the conduct of all employees under his care. All personnel are regularly reminded that it is their duty to report any suspicion of malpractice that could relate to NMS in any way.

**Selection of Markets:** Before entering and engaging with a new market, a detailed political, sociological and economic analysis is carried out. This is compiled largely from open source material but NMS will normally also seek confidential briefings from UKTI and embassy staff in the country under consideration. Every prospective new market is assessed against the ten-point Code of Ethics. If it is judged that the pursuit of business in that market will contravene the ethics of the company, that market shall be rejected.

**Selection of Business:** Each prospect or new area of business is subjected to the NMS D Zero prospect evaluation process. This process includes a detailed assessment of compliance with the NMS Code of Ethics. Any business opportunity or Prospect that fails to meet the mandatory criteria is rejected.

**Selection of Partners and Agents:** All prospective partners and agents are selected with great care. Ideally they are recommended from an unimpeachable source such as UKTI. Whatever the source, every prospective agent and partner is subjected to detailed checks including references. He is interviewed and briefed on the NMS Code of Ethics. He is also briefed thoroughly on the wording and meaning of each clause in the NMS agency agreement. Only once he has accepted and passed the due diligence assessment and all these conditions, may he be appointed. In addition to this, the scrutiny is continued. No payment is made without an invoice that clearly shows the services provided. Payments in excess of £200 require signed approval by two directors. Payments in excess of £10,000 require the signature of three directors. The agent is interviewed quarterly by a director on the subject of compliance against the NMS Code of Ethics.

**Selection of Suppliers:** All NMS Suppliers are assessed for standard characteristics such as financial stability, commercial standing, proven ability, value for money and payment terms, etc. However they are also assessed to be an ethical supplier against the same Code of Ethics that NMS demands of itself. If selected, all suppliers are required to accept NMS standard terms of supply that includes a written commitment of conformity to the NMS Code of Ethics and Environmental Policy.

**Selection of Products:** Before any product is selected for promotion or supply by NMS it is tested against the NMS Code of Ethics and Environmental Policy with particular reference to environment, ecology, fair trade and ethical use labour, not only during production but also during life and on disposal. Products failing this assessment shall be rejected.

**Commercial and Contractual:** No verbal or written commitment and, where possible, no raising of expectation, is entered into without careful due diligence. Each commitment is examined carefully before being made. Not only is the Company seal used strictly in accordance with the financial procedures listed above, but also the authority to bind or commit the company lies exclusively with the Executive Directors and a minimum of two are required to authorise any commercial commitment.

The directors test each commercial engagement against the NMS Code of Ethics prior to approval. The other party(s) to the commercial agreement are briefed on the NMS Code of Ethics and the commercial agreements include appropriate wording. If the agreement is judged to fall outside the NMS Code of Ethics, it shall be rejected. Furthermore, all existing commercial agreements are regularly monitored for continued compliance.

This environmental policy statement has been approved by the Board of Directors and authorised by:

Name: Mr Frederik Hsu

Position: Deputy Chairman and Company Compliance Officer

Date: 28th June 2012

Signature:

A handwritten signature in black ink, appearing to be 'F. Hsu', written over a horizontal line.