

2.2 Ethical code of business conduct

Humantech expects the highest levels of personal conduct from the entire staff, regardless of position. Honesty, integrity, and fairness are the cornerstones of relationships inside and outside the company.

In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.

Humantech's commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the company policies, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or Humantech policy; we should seek the advice from the resource expert.

On an individual basis, if we are unsure of whether a contemplated action is in any way in conflict with the organization's interests, your manager should be consulted before any action or commitment to action takes place. The manager, once consulted, is required to refer the matter to the Operations Team for appropriate adjudication. In the event the Operations Team is not able to resolve the matter, it is referred to Senior Leadership Team and President for final action.

We are responsible for preventing violations of law and for speaking up if we see possible violations.

2.3 Risk Management

Risks of corruption arising shall be monitored and assessed on an ongoing basis as part of the company's risk management program.

2.4 Employee Procedures

Failure to adhere to the requirements of this Policy by an employee may lead to disciplinary action resulting in demotion or dismissal. No employee will be subject to dismissal, demotion or any other adverse consequence solely by reason of refusing to offer or pay bribes or facilitation payments in the course of their work on behalf of Humantech.

2.5 Gifts and Hospitality

Humantech employees shall abide by the rules and guidelines with respect to gifts and hospitality adopted by the company which permit reasonable and proportionate hospitality and/or expenditure (for example to benefit Humantech's image, to better present products and services, or to establish cordial business relationships). However no employee shall offer any gift, financial advantage or hospitality with an intention to improperly influence a third party in their official role and secure a business advantage.

2.6 Facilitation Payments

The making of any sort of payment by an employee, contractor or agent on behalf of Humantech to facilitate or speed up routine governmental or official action (even if not amounting to a bribe) is prohibited.

2.7 Training

Training on anti-corruption matters shall be provided to company employees as appropriate to their function and role within the Business, with reminders being issued on a regular basis. All employees shall be reminded how they may properly report instances of potential corruption including for example in accordance with the company whistleblowing policy.

2.8 Due Diligence

Before entering into any material business relationship, Humantech, and where appropriate its agents or contractors, shall conduct appropriate due diligence on the country in which the business is to be conducted, and on the proposed project or business transaction to assess the risk of corruption. Appropriate due diligence may involve conducting searches of public databases, taking third party references, utilizing the Transparency International Corruption Perceptions Index as a point of reference or taking legal advice from a competent local adviser.

2.9 Decision making process

Having identified a significant level of risk pertaining to a particular project or proposed business transaction, the decision as to whether to proceed shall be referred to the President.

2.10 Financial Controls

Appropriate financial controls have been established within the company to limit access to physical cash and bank accounts through segregation of duties and responsibility limits throughout the accounts payable processes to minimize the risk of a corrupt act being committed against another individual or organization (e.g.: employees, clients, business partners, sub- contractors, agents or suppliers) or of any corrupt act being committed against the company by another individual or organization.

2.11 Supply Chain Management

Humantech shall, as far as reasonably practicable, utilize procurement and contract management procedures to minimize the opportunity for corruption by sub-contractors or suppliers against the company. Humantech will also seek to ensure its suppliers and other third parties with which we do business, have in place a code of conduct which explicitly prohibits the making of corrupt payments and reflects so far as practicable the principles outlined in this Policy.

2.12 Reporting and Investigating

Humantech has procedures in place to enable employees to report instances of suspected corruption in a safe and confidential manner. Humantech shall ensure that allegations of corruption are properly investigated by appropriately qualified individuals where appropriate results of such investigations are reported back to the individual who made the original complaint. All allegations of corruption involving Humantech shall be reported in confidence to the President.

Anti-Corruption Policy

1.1 Purpose

Humantech expects the highest standard of behavior on the part of its officers, employees, agents, partners, contractors, suppliers and any other third parties acting or purporting to act on behalf of the Humantech, Inc.

This Policy, approved and adopted by the Senior Leadership, sets out the main policies, procedures and mechanisms that are intended to prevent and/or effectively combat instances of bribery or corruption in the course of the Humantech's business.

1.2 Statement of Intent

The Senior Leadership takes a zero tolerance approach to corruption or bribery in all aspects of the company's business and activities.

2 Policy

2.1 Corporate Responsibility

The Senior Leadership of Humantech is responsible for establishing a culture within the company, which ensures there is no place for corruption in any form. At executive level the President shall be designated responsible for ensuring senior management and key individuals involved in business decisions on behalf of the company are aware of this Policy and accept the principles underpinning its program. The Chief Executive Officer also retains primary responsibility for making clear statements of the Humantech culture expected.