

# RULES OF ENGAGEMENT (ETHICAL GUIDELINES)



LATEST UPDATE:  
01<sup>st</sup> OF MARCH 2022



Office Germany:  
17/Gewerbegebiet  
Pankow-Nord  
13127 Berlin/GER  
ngo@globalag.de

Office Ukraine:  
Pavla-Tychyny 1B  
02000 Kyiv/UKR  
ukraine@globalag.de

Office US:  
3629 Trimaran Place  
Tampa, FL 3360/USA  
usa@globalag.de  
www.globalag.de

OFFICIAL PARTNER OF :



Berlin/Kyiv/Tampa, 01<sup>st</sup> of January 2021  
updated: 01<sup>st</sup> of March 2022

**RULES OF ENGAGEMENT / ETHICAL GUIDELINES  
WORKING FOR / WITH GLOBAL.AG S&C**

<b>Editorial</b>		<b>5</b>
<b>Chapter 1</b>	<b>Code of Conduct Regarding External Relations</b>	<b>6</b>
<b>Chapter 1.1</b>	<b>Abidance by the Law</b>	<b>6</b>
<b>Chapter 1.1.1</b>	<b>Complying with Laws and Regulations</b>	<b>6</b>
<b>Chapter 1.1.2</b>	<b>Preventing Corruption and Bribery</b>	<b>6</b>
<b>Chapter 1.1.3</b>	<b>Respecting Competition and Anti-Trust Laws</b>	<b>6</b>
<b>Chapter 1.1.4</b>	<b>Money Laundering</b>	<b>6</b>
<b>Chapter 1.1.5</b>	<b>Export Control</b>	<b>7</b>
<b>Chapter 1.1.6</b>	<b>Tax Compliance</b>	<b>7</b>
<b>Chapter 1.2</b>	<b>Third Party Relations</b>	<b>7</b>
<b>Chapter 1.2.1</b>	<b>Treating Partners Fairly</b>	<b>7</b>
<b>Chapter 1.2.2</b>	<b>Treating Suppliers Fairly</b>	<b>7</b>
<b>Chapter 1.2.3</b>	<b>Government Procurement</b>	<b>7</b>
<b>Chapter 1.2.4</b>	<b>Working with Sales Partners</b>	<b>7</b>
<b>Chapter 1.2.5</b>	<b>Gifts and Hospitality</b>	<b>8</b>
<b>Chapter 1.2.6</b>	<b>Political Contributions</b>	<b>8</b>
<b>Chapter 1.2.7</b>	<b>Charitable Contributions and Sponsorship</b>	<b>8</b>
<b>Chapter 1.3</b>	<b>Conduct</b>	<b>8</b>
<b>Chapter 1.3.1</b>	<b>Conflicts of Interest</b>	<b>8</b>
<b>Chapter 1.3.2</b>	<b>Confidentiality and Duty of Discretion</b>	<b>8</b>
<b>Chapter 1.3.3</b>	<b>Environment</b>	<b>9</b>
<b>Chapter 2</b>	<b>Code of Conduct Regarding Internal Relations</b>	<b>9</b>
<b>Chapter 2.1</b>	<b>Respect</b>	<b>10</b>

<b>Chapter 2.2</b>	<b>Discrimination and Harassment</b>	<b>10</b>
<b>Chapter 2.3</b>	<b>Forced Labour and Child Labour</b>	<b>10</b>
<b>Chapter 2.4</b>	<b>Freedom of Association</b>	<b>10</b>
<b>Chapter 2.5</b>	<b>Health and Safety</b>	<b>10</b>
<b>Chapter 2.6</b>	<b>Data Protection and Privacy</b>	<b>10</b>
<b>Chapter 2.7</b>	<b>Protection of Group Information</b>	<b>11</b>
<b>Chapter 2.8</b>	<b>Reliability</b>	<b>11</b>
<b>Chapter 2.8</b>	<b>Respect for Group Property and Assets</b>	<b>11</b>
<b>Chapter 3</b>	<b>Responsibility – Implementation</b>	<b>11</b>
<b>Chapter 3.1</b>	<b>Reporting of Violations, Concerns and Complaints</b>	<b>11</b>
<b>Chapter 4</b>	<b>Further Guidance</b>	<b>11</b>





**DEAR COLLEAGUES, PARTNERS AND CLIENTS,**

At GLOBAL.AG, we are proud to combine some of the highest educated and most experienced administrative and operative personnel on earth, with the latest available soft- & hardware and be able to influence events of social significance for the better. Aid & guidance, security & communication - to serve, protect, develop, build, feed, supply: These desires are in our DNA and we can not else than trying to make everyone feel as comfortable as possible in our big but fragile mutual home, This precious globe we inhabit.

There is a nowadays long forgotten concept existent of profiting from generous work. Of always picking the right side of history and doing what is necessary to aid those in need.

We rediscovered it and made it our slogan: For a better world. For You.

With our dear colleagues and partners most of whom know each other from young ages, we step towards a common future built on integrity, respect, quality and the courage to stand up for our values and beliefs.

While business performance is key to our success, the integrity of our business conduct is critical. As we continue to pursuit happiness and help others to pursuit it, we manifest the boundaries, we've set ourselves in these 'Rules of Engagement' with GLOBAL.AG, an assembly of ethical guidelines for everyone engaged with us to follow. As you can read, our RoE do complement local laws and rules that apply in the company and the country in which you operate at any given time. It aims at helping you in situations where decisions need to be made or conflicts to be avoided or resolved.

We will ensure that everyone within GLOBAL.AG will be empowered to share the values that we consider important in our daily work. We do not limit our spectrum of operations because we profit or gain from limiting ourselves but because it is the right thing to do in an interconnected and fair environment.

It takes each of us to fulfill our commitment to integrity and ethics, as outlined in this document. We, the Board of Directors of GLOBAL.AG, ask that you read this Charter and live it with us.

Sincerely,  
**Samuel 'Sam' Weissman**  
(Leader of the Board)



## **1 CODE OF CONDUCT REGARDING EXTERNAL RELATIONS**

### **1.1 ABIDANCE BY THE LAW**

#### **1.1.1 Complying with Laws and Regulations**

The business of the consortium must always be carried out in compliance with local laws and regulations, including those applicable to its industry, and with integrity and respect for ethical principles. It is the responsibility of each employee to know and understand the legal framework applicable to his or her activities.

#### **1.1.2 Preventing Corruption and Bribery**

The consortium is committed to conducting business in an honest and ethical manner and complying with all applicable anti-bribery and anti-corruption laws and regulations in its worldwide operations. The consortium prohibits all bribery or corruption, whether made for the benefit of, or received from, any third party, whether public or private. No employee is allowed to offer, promise or provide any pecuniary advantage or any other advantage to any person, whether private individuals or public officials<sup>1</sup>, with a view to improperly obtaining or retaining business, rewarding a decision or securing any facility or favour that infringes regulations. Nor may they respond to solicitations with the same objective. This applies whether the improper advantage is made directly or indirectly, including by requesting assistance from a third party, such as a sales partner, a supplier, a contractor, a joint venture or a consortium partner

The consortium prohibits any so-called “kickbacks”. Kickbacks are a form of bribery where one party obtains an undue advantage, and a portion of the undue advantage is “kicked back” to the individual who gave or will give the undue advantage. It differs from other forms of bribery in that it implies a form of collusion between the two parties.

The consortium prohibits any facilitation payment given to government officials. Facilitation payments are used to facilitate mandatory administrative procedures and formalities normally carried out through the proper legal channels.

Each company belonging to the consortium must record payments and other compensation in its corporate books, records and accounts in a timely manner and in reasonable detail, such in accordance with locally applicable rules and regulations. No undisclosed or unrecorded accounts may be established for any purpose. False, misleading, incomplete, inaccurate or artificial entries in the books and records are prohibited. Personal funds may not be used to accomplish what is otherwise prohibited.

#### **1.1.3 Respecting Competition and Anti-Trust Laws**

Competition and anti-trust laws ensure that the free market system works properly and that competition among companies is fair. The consortium is dedicated to competing fairly and complying with the applicable competition regulations at all times, regardless of location. No employee may exchange information or reach an agreement, neither written nor verbal or tacit, on customers, territories, prices or price components, terms and conditions etc. that contravene existing regulations and laws.

#### **1.1.4 Money Laundering**

Money laundering is a process in which the ownership, destination and origin of illegally obtained money is concealed or disguised with the objective of making it appear to originate from a

legitimate source. Money laundering is strictly prohibited by law. Employees are strictly forbidden from participating in or facilitating transactions of which the purpose is to disguise the origin of the funds. Employees are allowed to conduct only legitimate business activities and may not accept or handle cash or other assets that they have a reason to suspect are the proceeds of a crime.

#### **1.1.5 Export Control**

The consortium respects and acts responsibly in accordance with local, national or international laws and regulations as well as established embargoes, boycotts or other trade restrictions on goods, services, software or technology. Employees involved in international trade must ensure that all activities comply with the latest applicable regulations and seek guidance from experts. Failure to observe these laws and regulations could expose both the consortium and the employees involved to severe sanctions, including prohibition of future exports.

#### **1.1.6 Tax Compliance**

The consortium ensures that the tax rules applicable to its business in accordance with international conventions and national laws are respected in all countries where the consortium operates. The consortium therefore complies with its obligations with regard to taxes and customs and explicitly endorses compliance with national and international legislation.

### **1.2 THIRD PARTY RELATIONS**

#### **1.2.1 Treating Partners Fairly**

All employees should respect the rights of, and deal fairly with, customers, partners and competitors. They are prohibited from taking unfair advantage of any person or organisation through manipulation, concealment, abuse of confidential information, misrepresentation of material facts or any other intentional unfair dealing practice.

#### **1.2.2 Treating Suppliers Fairly**

All suppliers are treated fairly. Purchasing decisions are based on objective criteria that include, among others, price, quality, performance, delivery periods, sustainable development with the aim of satisfying the requirements of the consortium's customers. All selected suppliers must be enterprises that operate their businesses in compliance with applicable laws and regulations.

#### **1.2.3 Government Procurement**

Contracts with government-owned or public entities require compliance with very high and complex standards. The consortium complies with the laws and regulations that govern the acquisition of goods and services by governments in all its operations, including specific regulations on competition and laws prohibiting attempts to influence government officials. Where government contracts involve the possession, use of or access to classified or otherwise restricted information, it is essential that employees strictly follow the security procedures applicable to such information. Care must be taken in respect of the hiring of former government employees or their family members. The hiring process must be carefully reviewed and approved by the Human Resources Department in consultation with the Compliance Department of the relevant consortium company.

#### **1.2.4 Working with Sales Partners**

Sales partners are third parties providing sales and marketing services in a defined territory

relating to specific company activities, who may act for or on behalf of KNDS or its subsidiaries, and who may be in contact with potential or existing customers or with any public or private authorities. To prevent public and private corruption, the use of sales partners is strictly governed by internal procedures. This ethics charter will be made applicable to sales partners as referred to herein.

#### **1.2.5 Gifts and Hospitality**

Employees may only offer or receive gifts or advantages in conformity with local laws and in compliance with internal policies. When offered, such gifts or advantages must be strictly limited to expressions of courtesy, and must not be made for the purpose of influencing behaviour or remunerating a service. Any gift or invitation offered in the context of a business relationship must not be presented under conditions that might be seen to be dubious. Such expenses are duly listed and entered into the financial accounts. Employees must not accept gifts, travel, meals or other benefits from third parties that could affect their objectivity and professional judgement. Any gifts, hospitality or other benefits that the employee considers to be a bribe must be refused.

#### **1.2.6 Political Contributions**

Political contributions may only be made in strict conformity with the specific national legal framework that is applicable.

#### **1.2.7 Charitable Contributions and Sponsorship**

Charitable contributions are part of the consortium's involvement in communities. Sponsorship is part of the marketing and communication strategy. Employees of the consortium may not make charitable donations or sponsorship whether in their own name or in the name of a company belonging to the consortium to obtain or retain business or gain an improper business advantage. Any charitable contributions or sponsorships must be allowed under local law and companies' procedures and made to or for a bona fide organisation. Any known connection of a government official to any organisation receiving a proposed contribution must be identified.

### **1.3 CONDUCT**

#### **1.3.1 Conflicts of Interest**

Employees must avoid finding themselves in a situation where direct or indirect extra-professional interests, in particular personal interests, are in conflict with those of the consortium and influence or alter the independence or integrity of their professional conduct. Any employee who finds himself or herself in a conflict of interest situation must immediately inform his or her manager to determine if the individual must excuse himself or herself from participation in the activities concerned, preserving the consortium's interests.

#### **1.3.2 Confidentiality and Duty of Discretion**

Employees will comply with an obligation of discretion and confidentiality in relation to information, data or documents whether of a commercial, technical, strategic or financial nature that they become aware of in the context of their professional functions. Obligations with respect to such information continue beyond the term of employment. They must refrain from any behaviour or attitude that is likely to adversely affect the image or reputation of the consortium.



### **1.3.3 Environment**

The consortium operates with continuous concern for respect for the environment. In accordance with sustainable development, the consortium's commitment also includes compliance with current environmental rules and regulations and business standards, and improved environmental performance in areas such as waste management and prevention, soil and atmospheric pollution, and water and energy consumption.

## **2 CODE OF CONDUCT REGARDING INTERNAL RELATIONS**

### **2.1 Respect**

The consortium learns from and respects the cultures with which it interacts. The consortium has an inclusive work environment that values the uniqueness and diversity of individual talents, experiences and ideas that help each employee to fully participate and contribute to the success of the consortium.

### **2.2 Discrimination and Harassment**

Within the framework of applicable national laws and regulations, the consortium is committed to providing a business environment free of discrimination and harassment but with equal opportunities. It will not tolerate discrimination or harassment of any kind, including but not limited to that based on ethnic origin, religion, gender, age, disability, political beliefs, marital status or sexual orientation. The consortium supports the fundamental dignity of all business partners and employees and will not tolerate any sexual, coercive or exploitative behaviour (including language, gestures or physical contact).

### **2.3 Forced Labour and Child Labour**

The consortium adheres to the prohibition of any form of exploitation or slavery. It opposes the use of child labour, complies with all applicable laws and regulations related thereto and behaves in consistency with Convention 138 of the International Labour Organisation (Convention concerning Minimum Age for Admission to Employment).

### **2.4 Freedom of Association**

The consortium recognises the freedom of association of its employees and respects their rights to join a trade union or other worker organisation, in compliance with local and international laws and regulations and enterprise agreements. Any employee who carries out associative activities does so exclusively on a personal basis and must ensure that there is no confusion with his or her professional activities.

### **2.5 Health and Safety**

It is the consortium's policy to comply with all applicable safety laws and regulations. Employees will report to their local health and safety officer any conditions they perceive to be unsafe, unhealthy or hazardous.

### **2.6 Data Protection and Privacy**

The consortium respects the privacy of its employees, business partners and customers, and acts in compliance with their legal and contractual obligations. No data will be collected, processed or disclosed for unlawful or unauthorised purposes.

## **2.7 Protection of Information**

Each consortium company or employee who holds classified information will comply with prescribed measures ensuring its protection. Before disclosing confidential information to a third party, the disclosing employee or consortium company must ensure that the communication or disclosure of such information is protected by a non-disclosure agreement and does not prejudice the interests of the consortium.

## **2.8 Reliability**

Employees must ensure the correctness of the information and documents, whether internal or external, that they are responsible for. The consortium is responsible for ensuring that the accounts and accounting statements sent to authorities, shareholders and other parties are genuine and comply with the applicable laws, regulations and standards so that lawful and complete information is presented.

## **2.8 Respect for Property and Assets**

Employees contribute to the protection of consortium property and assets, both tangible and intangible, and undertake to use them in conformity with their professional purpose. Particular care must be taken in preventing any attempt at fraud, theft or misuse for personal purposes or for third parties.

## **3 RESPONSIBILITY – IMPLEMENTATION**

**Compliance with this ethics charter is the responsibility of all employees, both individually and collectively. All employees, irrespective of the country that they work in, their hierarchical level or job function, must comply with this ethics charter. Any breach of the ethics charter will be dealt with in compliance with the applicable rules.**

### **3.1 Reporting of Violations, Concerns and Complaints**

An improper activity is any activity that is undertaken in the performance of official duties for the consortium, whether or not that action is within the scope of an employee's prerogative, and that might negatively affect the consortium and/or is in violation of any applicable law or regulation. This may include, but is not limited to, corruption, bribery, theft of property, fraudulent claims, fraud, coercion, malicious prosecution, misuse of property, wilful omission to perform a duty, or conduct otherwise involving gross misconduct, incompetence or a violation of the ethics charter or any policy and procedure in place. No sanctions or retaliation may be taken against any employee who, in good faith, provides information on what the person considers to be a breach or risk of a breach of this ethics charter. A person disclosing an allegation of (suspected) improper activities as referred to above is commonly referred to as a whistleblower. A whistleblower may be an employee of the consortium, an applicant for employment, a vendor, a contractor or a member of the general public. The whistleblower's role is solely as a reporting party and he or she may report improper activity to the local compliance officer. The local compliance officer will not disclose the identity of the whistleblower unless he or she obtains the whistleblower's permission to do so, or when this disclosure is required by law. The consortium takes potential violations very seriously and will fairly review each allegation. Actual violations of applicable laws or consortium policy may lead to disciplinary actions, judicial actions or termination of a contractual relationship. Any violation or allegation thereof will be reviewed by the local compliance officer or ethics correspondent and treated in accordance with the applicable rules.

#### **4 IMPLEMENTATION AND FURTHER GUIDANCE**

The directors of the consortium companies are responsible for implementation of the ethics charter and the education of employees in that respect. It is noted that the ethics charter also applies to directors of the Group companies. The purpose of this ethics charter is not to cover all circumstances or anticipate every situation that may arise. When encountering situations not specifically addressed by this ethics charter, one should maintain the highest ethical standards observed in the industry in which the Group operates.

In order to determine whether an ethical issue exists, the following questions offer a starting point:

- Is this action lawful?
- Is this action compliant with the ethics charter, procedures, policies and corporate culture?
- Is it harmless to the Group or to me if this action becomes public?
- Would I want my actions to be published on the front page of a newspaper?
- Would I want someone to act the same way towards me?

If the answer to any of these questions is “no”, the action is in principal deemed not compliant with the ethics charter and, if relevant, is to be reported to the relevant compliance officer as referred to in chapter 3 of this ethics charter. The whistleblower’s role is solely as a reporting party and he or she may report improper activity to the local compliance officer. The local compliance officer will not disclose the identity of the whistleblower unless he or she obtains the whistleblower’s permission to do so, or when this disclosure is required by law. The Group takes potential violations very seriously and will fairly review each allegation. Actual violations of applicable laws or Group policy may lead to disciplinary actions, judicial actions or termination of a contractual relationship. Any violation or allegation thereof will be reviewed by the local compliance officer or ethics correspondent and treated in accordance with the applicable rules. In the event of doubt over the conduct to adopt or in the event of a difficulty in the interpretation or application of this ethics charter or any other rule, one should consult the local compliance officer:

**GLOBAL.AG Security&Communication office USA:**  
compliance.usa@globalag.de

**GLOBAL.AG Security&Communication office Ukraine:**  
compliance.ukraine@globalag.de

**GLOBAL.AG Security&Communication office Germany:**  
compliance.ngo@globalag.de

**As of March 2022**

**Welcome to  
TEAM GLOBAL!**