

# syncreon Code of Conduct



**Policy Number: HR/POL/GLO/006**  
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**Controlled by: Human Resources**

## Message from our CEO

Being successful in business is not just about delivering superior financial or operational performance. The success of our business is dependent on the trust and confidence we earn from our employees, customers and shareholders. We gain credibility by adhering to our commitments, and displaying honesty and integrity in the carrying out of our daily activities and business tasks.

syncreon demands and maintains the highest ethical standards in carrying out its business activities. This is necessary as syncreon's image is reflected by the people that work for syncreon. Our company can only build and grow on solid foundations of integrity and strong ethics.

This Code of Conduct describes the principles of syncreon's business ethics and it is intended to assist all employees in meeting the high standards of personal and professional integrity required of them. The Code of Conduct applies to everyone that works for or with syncreon, whether as employee, director, officer, contractor or consultant.

Our overriding ethics philosophy is straight forward: everyone working for or with syncreon must uphold the highest standards of business integrity and ethics in the conduct of all company activity, complying with both the spirit and the letter of all applicable laws and regulations. syncreon's employees are expected to avoid any action or behavior which could create even the perception that such behavior is unethical, illegal or otherwise improper.

It can sometimes be difficult to discern if a certain course of action will result in contravention of a provision of the Code of Conduct. Also, certain situations may arise which may not be covered in our Code of Conduct. If there is any doubt as to whether a certain action is in compliance with this Code of Conduct or any other syncreon policy, it is expected that an employee will err on the side of caution and either discuss the issue with their manager or raise the issue according to the procedures outlined in this Code of Conduct. I am certain that as a team we will uphold the highest ethical standards and that starts with me.

**Brian Enright**  
**Chief Executive Officer**

# Table of Contents

- MESSAGE FROM OUR CEO ..... I
- TABLE OF CONTENTS..... II
- I. INTRODUCTION ..... 1
  - 1. Objectives ..... 1
- II. ADMINISTRATION ..... 1
  - 2. An Open Door Policy ..... 1
  - 3. Reporting Suspected Violations ..... 2
  - 4. No Retaliation ..... 3
  - 5. Investigations of Suspected Violations ..... 3
  - 6. Consequences of Non-Compliance ..... 3
  - 7. Limited Waiver ..... 4
- III. LEGAL AND ETHICAL STANDARDS ..... 4
  - 8. General ..... 4
  - 9. Equal Opportunity ..... 4
  - 10. Health & Safety and Environmental Protection ..... 4
  - 11. Harassment & Workplace Violence ..... 4
  - 12. Drug and Alcohol ..... 5
  - 13. Conflict of Interest ..... 5
  - 14. Political and Religious Activities ..... 5
  - 15. Recordkeeping ..... 6
  - 16. Gifts and Entertainment ..... 6
  - 17. Outside Media or Government ..... 7
  - 18. Confidential and Proprietary Business Information ..... 7
  - 19. Intellectual Property ..... 7
  - 20. The Foreign Corrupt Practices Act ..... 7
  - 21. No Rights Created ..... 8
  - 22. Declaration of Conflict or Disclosure ..... 8
  - 23. Your Personal Commitment to the syncreon Code of Conduct ..... 8
- Policies and References ..... 9

## I. Introduction

### 1. Objectives

syncreon Global Holdings Ltd. and its subsidiaries and other controlled affiliates (the “Company” or “syncreon”) strive to apply high ethical and legal principles, in strict compliance with the law, in every aspect of their business conduct. The Board of Directors of syncreon has approved this Code of Conduct (the “Code”) which applies to the Company's employees, officers and directors. In addition, although the principles listed in this Code are specifically directed at the Company's employees, officers and directors, the Company's agents, contractors and consultants should also abide by these principles when acting on the Company's behalf. Thus, the purpose of this Code is to memorialize the Company's ethical and legal principles and ensure their consistent and effective application across the full range of the Company's business.

This Code does not cover every issue that may arise, but it sets out basic principles that you must comply with and which will guide you in the course of performing your duties and responsibilities to the Company. This Code is designed to deter illegal or unethical acts and promote the following:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company;
- compliance with applicable governmental laws, rules and regulations;
- prompt internal reporting to an appropriate person or persons identified herein of violations of this Code; and,
- accountability for adherence to this Code.

The Company maintains other detailed policies which supplement this Code of Conduct, and this Code of Conduct should be read in conjunction with these other policies. A listing of these other policies can be found at the back of this Code of Conduct, and copies of the policies can be found on the Company's Intranet site or obtained from your Human Resources Representative.

## II. Administration

### 2. An Open Door Policy

At syncreon, everyone should feel comfortable to speak his or her mind, particularly with respect to ethical and legal issues. Managers have a responsibility to create an “Open Door” environment where employees feel comfortable raising questions or concerns. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

Our Open Door approach is designed to further support our culture of openness and ethical behavior, ensuring that our employees have an open channel of communication with their leadership and to the senior leadership of the Company whenever they may have a question, concern or complaint about any aspect of their employment relationship with the Company.

The intent of our Open Door approach is to ensure employee concerns are addressed promptly and objectively. It is understood, of course, that using the Open Door will not always result in the action desired. However, it does provide employees the opportunity to review their concerns with their local leadership, and, if necessary with the senior leadership of the Company. Employees using the Open Door are ensured freedom from reprisal.

When using the Open Door employees should talk with their manager as soon as a concern or question arises. Experience has shown that open and direct communication between employee and management is the best way to resolve questions, concerns and misunderstandings.

If the employee and their immediate manager cannot resolve the concern, the manager will help the employee seek resolution through more senior management at their location. Should the concern still exist, the local Human Resources Representative will assist the employee in pursuing the next "Open Door" at the corporate level.

Although employees are urged to talk with their local leadership first, there may be situations in which you prefer not to do so, or when you are not satisfied with your leadership's response. In these instances, you are encouraged to contact your local Human Resources Representative.

### **3. Reporting Suspected Violations**

The Company operates a Compliance Committee composed of the Internal Auditor, the General Counsel and the EVP of Human Resources. If (a) you believe that you or someone else has violated or potentially may have violated this Code, other Company policies, or the law, or (b) you are unsure whether conduct you or someone else is considering engaging in may violate this Code, other Company policies, or the law, you must report the matter to at least one of the following:

- your Human Resources Representative;
- the Company's toll-free Ethics Hotline (the "Hotline"), posted in Company locations worldwide and on the Company's Intranet;
- any member of the Compliance Committee
- the Legal Department;
- the Internal Audit Department;
- any higher authority in your chain of command (except where the potential violation involves such higher authority); or
- the Chairperson of the Audit Committee of the Board of Directors, by writing to:

Chairperson of the Audit Committee  
2851 High Meadow Circle, Suite 250  
Auburn Hills, Michigan 48326

It is helpful to the Company for you to identify yourself when reporting violations or suspected violations, because this will better enable the Company to investigate the suspected wrongdoing. However, the Company recognizes that in some cases you may wish to remain anonymous and the Company encourages even anonymous good faith reports of violations. If you make an anonymous

report, the Company asks that you provide as much detail as possible regarding the allegedly wrongful conduct, the individuals involved and the basis for the allegations.

While the Company welcomes, appreciates and requires efforts on the part of its employees to communicate possible wrongdoing, the reporting employee must exercise sound judgment to avoid baseless allegations. An employee who intentionally files a false report of wrongdoing will be subject to discipline up to and including termination.

#### **4. No Retaliation**

We will not tolerate retaliation against employees who raise genuine concerns in good faith.

Our Whistleblower Policy, which is part of this Code allows for confidential and anonymous submissions by employees of concerns regarding illegal or unethical issues, or questionable accounting, auditing or internal control matters. To the extent practicable, the identity of any employee who makes reports shall not be revealed to persons in the employee's department or work location. The Company will make good faith efforts to protect the confidentiality of employees making reports; provided, however, the Company or its employees and agents shall be permitted to reveal the reporting employee's identity and confidential information to the extent necessary to permit a thorough and effective investigation, or as required by law. In addition, the Company will not tolerate any effort made by any other person or group, to ascertain the identity of any person who makes an anonymous good faith report of unethical or illegal behavior.

#### **5. Investigations of Suspected Violations**

The Company will investigate all reported instances of violation of this Code, other Company policies, or the law. The Company will follow whatever procedures and take whatever action it deems necessary or appropriate under the particular circumstances. In every instance where improper behavior is found to have occurred, the Company will take appropriate action, up to and including termination of employment for those involved.

#### **6. Consequences of Non-Compliance**

You understand that you will be held accountable for your adherence to this Code - failure to read it or sign a confirmation does not excuse you from complying with this Code. Your failure to observe the terms of this Code may result in disciplinary action, up to and including termination of employment. Violations of this Code may also constitute violations of law and may result in civil and criminal penalties (including imprisonment) for you. The Company and your supervisors may also be subject to prosecution for these violations.

Employees with any questions regarding this Code should contact the Legal Department, the Internal Audit Department or their Human Resources Representative. The Company reserves the right to amend, change this Code as determined by the Board of Directors. It is your responsibility to be familiar with this Code as it may be revised from time to time.

## **7. Limited Waiver**

The Audit Committee must approve any waiver of any provision of this Code. Any request for waiver must be made to the Legal Department and any waiver granted must be done in writing.

# **III. Legal and Ethical Standards**

## **8. General**

The Company conducts business in countries around the world, and our operations are subject to the laws of many countries, provinces, states, municipalities and organizations (such as the European Union). It is important that you comply with both the laws and governmental rules and regulations of the country where you work and applicable U.S. laws, rules and regulations, particularly as a result of the Company's issuance of public securities in the U.S.

The following sections summarize ethical principles that are of particular importance to the Company. In addition, you should read and understand the Company's other detailed policies that supplement this Code. This Code is our global policy which sets the minimum standard for all employees. Some of our sites may require amendments to this global policy and therefore you should be familiar with any differences which apply at your site.

## **9. Equal Opportunity**

syncreon will not discriminate against any worker based on race, color, age, gender, sexual orientation, ethnicity, disability, religion, political affiliation, union membership, national origin, or marital status in hiring and employment practices such as applications for employment, promotions, rewards, access to training, job assignments, wages, benefits, discipline, and termination. syncreon will not require a pregnancy test or discriminate against pregnant workers except where required by laws or regulations or prudent for workplace safety. In addition, we will not require workers or potential workers to undergo medical tests that could be used in a discriminatory way except where required by applicable laws or regulations or prudent for workplace safety. Please review the Anti- Discrimination policy HR-POLS-GLO-001 for further detail

## **10. Health & Safety and Environmental Protection**

The Company strives to provide each employee with a safe and healthful work environment. Each employee is responsible for maintaining a safe and healthy workplace for their colleagues by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. No employee has authority to knowingly or intentionally engage in any conduct that does not comply with environmental, health or safety laws or to authorize, direct, approve or condone such conduct by any other person.

## **11. Harassment & Workplace Violence**

The Company does not tolerate unwelcome conduct that creates an intimidating, hostile or offensive working environment, including making unwelcome sexual advances to a co-worker. It is your responsibility to maintain an environment free from this type of behavior. If you believe that you have

been subjected to conduct that violates Company policies you should follow the procedures set forth in those policies applicable to the region in which you are employed.

Violence or threatening behavior is not permitted under any circumstances, and all acts or threats of violence or the appearance of violence will be taken seriously. Each employee is required to govern him/herself accordingly. Any employee experiencing an act or threat of violence is asked to report such act or threat to their immediate supervisor, manager, or Human Resources Representative.

## **12. Drug and Alcohol**

Employees should report to work in condition to perform their duties, and must be free from the influence of illegal drugs and alcohol. The possession, distribution, sale, use of or impairment by alcohol, unauthorized or illegal drugs on or within the vicinity of the premises, or while on business during working hours, including rest and meal periods, will not be tolerated. Employees who violate this policy are subject to disciplinary action, up to and including termination of employment, as well as possible referral for criminal prosecution.

## **13. Conflict of Interest**

A conflict of interest occurs when an individual's private interest interferes, or appears to interfere, with the Company's interests. You should avoid any relationship or activity that might impair, or even appear to impair, your ability to make objective and fair decisions when performing your job. You owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. You must never use Company property or information for personal gain, or take personal advantage of any opportunity that arises in the course of your work. Use of company facilities, equipment, email or computer applications for any other employment, outside business or not-for-profit activity is prohibited.

You may not supervise, be supervised by or otherwise work closely with someone with whom you share a close personal relationship, such as anyone in your family or household, or someone with whom you have, or had, a romantic relationship.

Other than as part of your employment or engagement with the Company, you may not work for any company or organization (including a charitable organization) that is a vendor, supplier, contractor, subcontractor or competitor of the Company, or that operates in the same lines of business as the Company.

You must make sound, impartial and objective decisions on behalf of the Company. To ensure that your actions are in the best interests of the Company, you should disclose any potential or actual conflict of interest to the Legal Department.

## **14. Political and Religious Activities**

The Company encourages you to participate in the political process and respects your wish to practice your faith. However, such activities must take place on your personal time, conducted away from Company locations, and at your own expense. If you engage in such activity or make public statements concerning your personal political or religious views, you must not speak or act on behalf of the Company, and must avoid even the appearance of doing so.

## 15. Recordkeeping

The Company must keep books, records, and accounts which accurately and fairly reflect all transactions, disposition of assets and all other events that are the subject of specific regulatory record keeping requirements (such as generally accepted accounting principles and other applicable rules, regulations, and criteria for preparing financial statements). In addition, the Company must maintain records of all its assets and liabilities. Under no circumstances may there be any unrecorded fund or asset of the Company, regardless of the purposes for which the fund or asset may have been intended, or any improper or inaccurate entry knowingly made on the books and records of the Company.

Employees responsible for record keeping must accurately prepare all Company records to fairly reflect its transactions, assets and liabilities, and must maintain and safeguard such records and supporting documentation, in accordance with the Company's policies and procedures and applicable legal and accounting requirements. No payment on behalf of the Company may be approved or made with the intention, understanding or awareness that any part of the payment is to be used for any purpose other than that described by the documents supporting the payments. All receipts and disbursements must be fully and accurately described on the books and records of the Company and must be supported by appropriate documentation properly describing the purposes thereof.

Company records must be retained according to applicable laws and Company policy. You may never destroy, alter, mutilate or conceal any record (in whatever form, including written and electronic) if you have been directed to retain it or if you know — or contemplate or reasonably believe there is a possibility — of any litigation, or any internal or external investigation concerning that record.

If you believe that the Company's books and records are not in accord with these requirements, you should immediately report the matter to the Ethics Hotline, the Internal Audit Department, the Legal Department, any higher authority in your chain of command, any member of the Compliance Committee, or the Chairperson of the Audit Committee of the Board of Directors.

## 16. Gifts and Entertainment

Employees may accept or give gifts, other than money, which are unsolicited and of nominal value, such as modest presents that commemorate a special occasion or novelty, advertising or promotional items. Employees may not accept money or gifts that are usable as money (such as a gift certificate). Nominal value is a value less than \$250 in a calendar year to or from the same person or entity.

Employees may accept or provide occasional entertainment, meals and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment. To be appropriate, the business courtesy must be unsolicited, may not be inappropriately lavish or excessive, must be an occasion where business is discussed, and must not reflect a pattern of frequent acceptance from the same person or entity. In addition, the business courtesy must be at a venue and conducted in a manner that does not harm the Company's reputation.

Government employees or agents are not covered by this policy – all gifts and business courtesies to such individuals must be pre-approved by the Legal Department.

Regardless of value, the appearance of influence must always be avoided when providing or accepting any gift or entertainment. An employee may never use personal funds or resources to do something that cannot be done with Company resources. Employees with questions about accepting business courtesies should talk to their managers or the Legal Department.

### **17. Outside Media or Government**

Only authorized Company officials are permitted to respond to inquiries for Company information from the media, the financial community, investors and others. Without attempting to respond, employees are to refer all such inquiries promptly to the head of your business unit and the Legal Department.

If you are contacted by government investigators or other third parties concerning any legal matter, you must immediately notify the Legal Department. Under no circumstances are you to provide any answers, information or documents before contacting the Legal Department. You are to inform the person making the request that, as a matter of Company policy, such requests are handled by the Legal Department.

### **18. Confidential and Proprietary Business Information**

You must maintain the confidentiality of all non-public Company information or such information entrusted to you by the Company's customers and suppliers. Such confidential information includes, without limitation, all information that, if disclosed, might be of use to competitors of the Company or harmful to the Company or its customers or suppliers. For example, confidential information includes customer lists, financial documents, pricing, personnel files, manuals and procedures, software programs and code, trade secrets, copyrights, ideas, techniques, know-how, inventions. You must not use confidential information for other than Company purposes, either during or after employment with the Company, nor should you disclose such information to unauthorized employees or third parties such as customers, clients or outside contractors except when disclosure is authorized by an executive officer of the Company or the Legal Department. The obligation to preserve confidential information extends beyond the term of employment with, or service to, the Company.

### **19. Intellectual Property**

Valuable patents, copyrights, trademarks and trade secrets are owned by Company or used with the permission of third party owners. You must use these patents, copyrights, trademarks and trade secrets only in a manner that will safeguard them as valuable assets of the Company.

Inventions or innovations conceived or devised by employees generally are the Company's assets when they (a) arise out of or are suggested by work performed by a Company employee, (b) result from the employee's use of Company time, facilities, equipment, or supplies, or (c) arise out of or are suggested by the employee's use of Company information on trade secrets or other Company confidential information. When an employee invention is deemed a Company asset, the employee must assign the invention to the Company.

### **20. The Foreign Corrupt Practices Act**

You must not make payments or offers of payment to any foreign government official, employee or agent of a foreign government official, political party official, candidate for political office or official of a

public international organization (e.g., the U.N. or World Bank) to induce that official to influence any governmental act or decision or to assist the Company in obtaining or retaining business. This policy applies to payments in the form of gifts as well as money, and includes the use of personal as well as Company funds.

While the law allows certain types of payments to foreign officials, including payments to “facilitate” routine government actions, determining what payments are permissible involves sophisticated judgment and knowledge of the host country’s practices. This area of the law is very complicated. The slightest mistake may expose both the Company and you to criminal prosecution, large fines and imprisonment. Therefore, the Legal Department must approve in advance any proposed payment you believe is “facilitating” or otherwise exempt from the law.

**21. No Rights Created**

This Code is a statement of policies for individual and business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment. In the U.S. and certain other countries, employment by the Company is employment “at will,” except when covered by an express, written employment agreement. Employment “at will” means that the employee has the right to terminate his or her employment at any time, for any reason or no reason at all, and the Company may terminate employment at any time, for any legal reason or no reason at all, but not for an unlawful reason.

**22. Declaration of Conflict or Disclosure**

I believe I may have a conflict with one or more sections of this Code and would like an opportunity to take remedial action to correct this situation. The potential conflict is in section:

SECTION	BRIEF DESCRIPTION

**23. Your Personal Commitment to the syncreon Code of Conduct**

I acknowledge that I have received and read the syncreon Code of Conduct and understand my obligations as an employee to comply with the Code of Conduct.

I understand that my agreement to comply with the Code of Conduct does not constitute a contract of employment.

Please sign here: \_\_\_\_\_

Please print your name: \_\_\_\_\_

Date: \_\_\_\_\_

Policies and References

<b>Policy Number</b>	<b>Policy Name</b>
DOC/GLO/001	Global Matrix of Authority
FIN/ POL/GLO/002	Global Matrix of Authority Policy
POL/GLO/008	Occupational Health & Safety Policy
IT/POL/GLO/030	IT Security & Acceptable Use Policy
HR/POL/GLO/040	Whistleblower Policy
HR-POLS-GLO-001	Anti- Discrimination Policy
HR-POLS-GLO-061	Forced Labor and Human Trafficking Policy

**Revision History**

<b>Revision</b>	<b>No.</b>	<b>Change to previous release</b>	<b>Reason / cause for change</b>
R	01	First release	NA
R	02	Added verbiage on subsidiaries	New wording added
R	03	Titles for “Created by and Approved by”	To reflect the latest Org Chart changes
R	04	Updated to new logo	Updated new logos minor changes
R	05	Updated released for use	Updated
R	06	Removed IT references	IT has a separate policy
C	61	Updated and changed format; add Whistleblower policy	Presentation improvement; updates
R	07	Released	Approved
C	71	New section 21 “non-disparagement” statement; added policies to the reference document chart; document title and number added to the footer	Added “non-disparagement” statement. Added additional policies to references.
R	08	Released	Approved
C	81	1. Removed reference to religious activities. 2. Updated numbering from POL GLO 006 to HR POL GLO 006.	1. Section 14 revised to remove reference to religious activities. 2. New policy numbering convention.
10 <sup>th</sup> of June 2013	09	Released	Approved
C	91	(1)The date on the coversheet (2)The legal entity is changed on page 4 from “syncreon Holdings Ltd.” to “syncreon Global Holdings Ltd.”	
R	10	Released	Approved
R	11	Updated: Reference to HR-POLS-GLO-001 Added	