

## **Teejay Code of Conduct**

Teejay maintains high standards of integrity, ethics and professional conduct for employees as the Company's work brings it into frequent contact with clients, prospective clients, vendors etc. Employees are the Company's representatives to the outside world and their professional conduct reflects the value system of the Company. The code of conduct aims at creating and building employees' core values, determining best-in-class practices and establishing centers of excellence in the Company. It emphasizes the Company's goal of striving to attain the highest ethical standards when resolving potential or actual conflicts of interest.

The following clauses are by no means inclusive of the circumstances an employee may encounter during the course of his/her employment with Teejay. An employee who is unsure of how to proceed when faced with a particular situation must discuss the matter with Human Resources prior to taking any action. Teejay expects all employees to exercise the highest degree of professional business ethics in all actions they undertake on behalf of the Company. All employees are expected to adhere to the Teejay Code of Conduct. Any contravention of the clauses mentioned herein could result to disciplinary action up to and including termination/ dismissal.

### **1. Confidentiality of Information**

All records and information relating to Teejay or its customers/ clients are confidential and employees must, therefore, treat all such matters accordingly. No Teejay or Teejay-related information, including without limitation, documents (including electronic documents), notes, files, records, computer files or similar materials may be removed from the Company's premises except in the course of performing duties on behalf of Teejay and with the permission of the respective Department Head/ HR Head.

Additionally, the contents of the Company's records or information otherwise obtained in regard to business may not be disclosed to anyone, except where required for a business purpose. Employees (during the term of employment and thereafter) must not disclose, furnish, or make accessible, any confidential information, purposefully or inadvertently (through casual conversation), to any unauthorized person inside or outside of the Company.

Privacy and confidentiality of employee information should be maintained. On-line system access to employee information will be limited to authorized users. Level and type of access will be based on information needed by user to perform work-related duties.

#### **1.1 Share Price Sensitive Information**

As Teejay Lanka is a public limited liability company listed in the Colombo Stock Exchange, some of the information that you may come across will be of price sensitive nature. Employee who are exposed to such sensitive information should be mindful of that fact and ensure such information is not divulged to any other party inside or outside the organization formally or during casual discussions.

## **2. Non-Disclosure**

During the tenure of employment, all employees will be acquainted with:

- Information pertaining to Teejay clients (whether now existing or developed during period of employment either by employee or Teejay) and business methodology of Teejay.
- Confidential and privileged information relating to clients, special client information, development and production methods and techniques, promotional materials, technical information and confidential processes (including software tools and software development processes), design ideas, machinery, plans, devices or materials and other similar matters treated by Teejay as confidential.

The said information is a valuable, special and unique asset of Teejay and was acquired or will be acquired at a considerable expense to Teejay and it is also confidential as well as a trade and business secret. Employees have an ethical duty not to disclose any information gleaned from business transactions and to protect confidential relationships between the Company and its customers/ suppliers and shareholders. Business information that has not been made public (e.g., insider information) must not be released to private individuals, organizations or government bodies unless demanded by legal process such as a subpoena or court order. Employees shall not use confidential information obtained in the course of their employment for the purpose of advancing any private interest or for personal gain. The use/ disclosure of such confidential information/ data by persons or entities other than Teejay may pose a threat to the business. To protect the confidential information, employees are expected to:

- Classify and label all employee information
- Safeguard confidential and restricted information in secure locations with limited access
- Comply with all record retention guidelines
- Share confidential or restricted information with employees or outside entities only as required to meet Teejay business objectives and with prior authorization from Teejay.

## **3. Proprietary Information/ Data**

Any and all discoveries and/or inventions (which shall include but not be limited to improvements and modifications) relating to work performed by the employees, or relating to matters disclosed to employees in connection with work to be performed, or suggested by such matter, whether or not patentable, discoveries and/ or inventions made or conceived by the employee, solely or jointly with others during the term of his/ her employment (regardless of whether conceived or developed during working hours) or during a period of one year thereafter, shall be the property of Teejay or its nominee and such discoveries and/ or inventions shall be promptly disclosed to Teejay.

Teejay or its nominee will have the right to file and prosecute, at its own expense, all patent applications, whether local or foreign, on said discoveries and/ or inventions. The employee shall, during his/ her employment, or at any time or times thereafter, provide to the Company or its nominee all documents, information and assistance requested for the filing, prosecution or defense of any legal action or application pertaining to such discoveries and/or inventions and for the assignment or conveyance to the

Company or its nominee, of all right, title, and interest in and to such discoveries and/ or inventions, patent applications and letters issued thereon.

Employees will, in addition to the above, upon request of the Company or the Company's client, to whose work he/ she is assigned, execute and deliver such agreements pertaining to discoveries and/or inventions made during the period of his/ her employment. Upon termination or expiry of employment with the Company, employees will deliver to the Company all items including, but not limited to, drawings, blueprints, descriptions or other papers or documents that contain any such confidential information. The foregoing provision in this paragraph shall be for the benefit of the Company and/ or its clients to whose work the employee is assigned, and either or both shall have the rights and remedies to enforce such provision.

This condition shall be relieved if there is a duly signed Agreement or Memorandum of Understanding (MOU) available in to that effect.

#### **4. Non-Solicitation**

To protect Teejay employees from unnecessary distractions, the distribution of literature, or merchandise on Company premises during working hours is prohibited. This includes soliciting employees for membership, subscription to any organization or entity or the circulation of petitions, notices or other printed materials for any public or private enterprise or for gifts of any nature.

#### **5. Conflict of Interest, Accepting/ Giving gifts**

All employees must avoid incurring even the appearance of impropriety, either financial or personal, which might affect or appear to affect their judgement in dealing on the Company's behalf with clients, suppliers or individuals. Where there is a possible conflict, the situation should be mentioned in written to the HR department. Employees shall not use knowingly or unknowingly organizational property, funds, position or power for personal or political gain. Employees must not allow any situation or personal interests to interfere with the exercise of their independent judgement or ability to act in the best interests of Teejay. A conflict of interest may arise in the following areas:

- Holding a direct or indirect financial interest as owner, officer, stock-holder, partner joint venture, guarantor or director in a firm which provides services or supplies materials or equipment to Teejay or which is in competition with Teejay or to which Teejay makes sales, provides services or makes loans or where the individual engages in the direction or operation of such firm.
- Speculating or dealing in equipment supplies, materials or property purchased by Teejay or dealing for his/own account in products sold by Teejay.
- Borrowing money from suppliers or clients or from individuals or firms with whom Teejay does business.
- Acquiring by purchase or lease an interest in real estate in which it is known that the Company has interest or which may improve in value because of Company interest in adjoining property.
- Misusing information to which the employee has access by reason of his/ her position, such as disclosing confidential information to competitors or others outside the business, or using such information for personal use (e.g. trading in securities)

- Serving as an employee or consultant to another similar business organization without the Company's consent. Permission to provide services to other similar businesses must be authorized by Teejay.
- Accepting gifts, favors, sales/other commissions being entertained or accepting other personal benefits, which are substantial for him/ herself or a family member from clients and/ or suppliers, whether local or foreign.
- Procuring of contracts including goods and services for the Company from family members and relatives is prohibited and should you become aware of any such contracts, you are obliged to immediately disclose the same to your supervisor/HR.

## **6. Investments**

Employees are prohibited from investing in any of Teejay's clients, suppliers or competitors unless the securities are publicly traded, the investments are on the same terms available to the general public and not based on any inside information and the investment is not significant to the individual's net worth. The prohibition applies to all forms of investments and to all employees of the Company and their immediate families. In general, Teejay employees should not have any financial interest in a client, supplier, competitor that could cause divided loyalty or give the appearance of divided loyalty.

## **7. Engaging in private trade or alternate/ outside employment**

All employees who are full-time employees of Teejay, shall not engage directly or indirectly in any trade/ business or undertake any other employment or consultancy or undertake such trade/ business/ consultancy on behalf of anyone else, either with/ without remuneration, during the course of his/her employment with the Company, except with the written permission of the management. Also, such private trade and/ or alternative employment should not adversely affect performance and conflict with the business interest of Teejay (this would include working for a competitor). In cases of conflict with any outside employment activity, the employee's obligations to Teejay must be given priority. In general, private trade and/ or alternative employment are not allowed when:

- It prevents an employee from fully performing work for which he/ she is employed with Teejay.
- It prevents an employee for engaging in overtime assignments (if applicable).
- It involves companies that are doing or seeking to do business with Teejay, including actual or potential vendors or customers.
- It violates provisions of law or the Company policies and procedures.

## **8. Ethical Standards**

Teejay expects all employees to exercise the highest degree of professional business ethics in all actions they undertake on behalf of the Company. Employees should observe all laws and regulations governing business transactions and engage in fair competitive actions. Employees are prohibited from using, directly or indirectly, corporate funds and assets for any unlawful purpose or to accomplish any unlawful goal. The Company also prohibits the establishment or maintenance of undisclosed or unrecorded funds and assets. All reporting of information should be timely and accurate. Employees should not make any

false or misleading entries in any book or record. Employees should use Company funds only for legitimate and ethical purposes.

### **9. Family Relationships**

If an employee wishes to do business on behalf of the Company with a member of his or her immediate family, other relative, or with a Company of which a relative is an officer, director, he or she must disclose the relationship and obtain the prior written approval of the CEO/ Director.

### **10. Inappropriate/ Illegal Behavior**

Teejay is committed to providing its employees and visitors a safe, healthy and productive work environment. Violent behavior or threat of violent behavior in the workplace or Company premises will not be tolerated. Employees are prohibited from bringing weapons on Company/client premises, including parking lots, leased buildings and recreation areas. Any employee, who threatens violence, by word or deed, shall be asked to leave the Company/client premises until an inquiry can occur.

Employees must avoid improper acts and the violation of any government law or regulations in the course of performing his/her duties. When in doubt about any law or regulation, the employee should consult the HR department. The following guidelines have to be adhered to:

- No corporate or subsidiary funds, assets or corporate participation in any nature should be used for personal benefits, directly or indirectly.
- No corporate or subsidiary funds or assets will be used for any improper or unlawful purpose such as paying bribes or kickbacks to obtain privileges, concessions or special benefits.
- No employee will accept payment or anything of value whether characterized as a bribe or a kickback, or otherwise; whether intended for Company or personal use, if the payment and/or receipt is illegal or is designed to cause the employee to grant a privilege, benefit or concession to the payer.
- No undisclosed or unrecorded funds or assets of Teejay will be established for any purpose.
- No false or artificial entries or documents will be made or entered into the books or records of Teejay or its subsidiaries for any reasons, and no employee will participate in an arrangement that results in such a prohibited act.
- No payment on behalf of the Company will be approved or made with the intention, understanding or agreement that any part of such payment is to be used for any purpose other than what is described by the documents supporting the payments.
- No employee will use Teejay resources unless properly authorized.
- Any employee having knowledge on any prohibited act, past or present, should report it to the HR department.

## **11. Maintaining a positive work attitude & environment/ Floor rules**

Teejay is committed to providing a positive and learning environment to all employees where all employees are treated fairly, with respect, regardless of their status/ designation. Employees also are expected to follow the same principle when dealing with colleagues. Employees should refrain from engaging in acts of intimidation and harassment, passing derogatory/ insulting remarks about any colleague, making negative comments about any policy/ system/ process/ methodology of the Company, which will lead to unrest and disturb the work environment. Employees are required to follow the grievance handling procedure to vent their grievances/ complaints etc.

Employees are expected to adhere to the following guidelines while at their work desks:

- All employees are expected to maintain neatness and orderliness of their desk and the place of work.
- No confidential documents must be kept lying unattended in the open.
- Employees are expected to maintain personal hygiene.

## **12. Participation in political activities**

You shall not engage in any type of political activity/campaigning within the office premises or outside the Company premises with the Company uniform.

## **13. Use of Company's property and equipment**

All employees are required to handle the Company's property/ equipment with due diligence and care. They shall return all such property/ equipment to the Company in good condition at the time of separation from the Company or as and when directed by the Management.

## **14. Telephone Courtesy**

Much of our business is conducted via telephone and for the same, each employee is expected to place special emphasis on telephone courtesy. The following guidelines should be adhered to when speaking on the telephone:

- Use a tone of voice that conveys interest, enthusiasm and a willingness to help.
- Answer calls promptly.
- Ask callers if you may put them on hold, and do so only for one minute or less; call them back promptly if you are unable to talk right away.
- When transferring a call, identify by name and extension number, the person to whom you are transferring; inform the person receiving the transfer who the caller is and the nature of the call.
- Make your calls as brief as possible.
- Personal calls should be avoided unless emergencies arise.

## **15. Computer, E-mail, Intranet & Internet usage**

### **Computer**

- The Company purchases and licenses the use of various computer software/ hardware for business purposes. Employees may only use software according to the business requirement. The Company prohibits the illegal duplication of software and its related documentation.
- Equipment must not be attached to or removed from, the Company network, or removed from its normal location, without the approval of the IT in-charge/ the person authorized by him. This includes any equipment brought into the Company, for any reason, by third parties.
- Modems must not be connected directly or indirectly to the Company network without the approval of the IT in-charge/ the person authorized by him/ her.
- Illegally acquired software must not be loaded on Company owned equipment to avoid risks from viruses or other malicious devices and to prevent exposure to legal proceedings.
- Password to network access should not be shared or disclosed. If a workstation is shared by more than one person, then the each user should use his own user ID while accessing the network. There should not be any written record of passwords.
- The Company has installed a variety of firewalls, proxies, internet address screening programs and other security systems to ensure the integrity, safety and security of the Company's network and to limit access to certain sites. Any attempt by users to disable, defeat or circumvent these systems may result in disciplinary action and suspension of access to the Intranet/ Internet.

### **E-mail**

- The Company's e-mail system is designed exclusively for business purposes. Personal use of the e-mail system is not permitted. Employees provided with access to e-mail should use discretion and professionalism when writing e-mail messages.
- Each e-mail user has a unique access login and password. The login allows access to messages sent for the user. Use of passwords or other security measures does not in any way diminish Teejay rights to access materials on its system, or create any privacy rights of employees in the messages and files on the computer/ laptop. Any password used by employees must be revealed to Teejay on request, as emails may need to be accessed by the Company in an employee's absence.
- Login facility will be issued by the e-mail administrator upon receipt of a request from the user duly approved by the respective EXCO member unless it is in the approved Departmental Budget.
- Legally, e-mail messages are the same as written messages and, like written documents, can be subpoenaed and used in a court of law as evidence. Accordingly, confidential matters should be marked appropriately and/ or sent only via hard copy, where appropriate.
- E-mail is a Company asset and any misuse such as carrying/ receiving/ accessing pornography or any undesirable communication etc. may result in disciplinary action.
- Teejay, in its discretion as the owner of the email system, reserves and may exercise the right to monitor, access, retrieve and delete any matter stored in, created, received or sent over the e-mail system, for any reason and without the permission of employees.

- Employees should be aware that deletion of any e-mail messages or files would not truly eliminate the messages from the system. All e-mail messages are stored on a central back-up system in the normal course of data management.
- Teejay policies against sexual or other harassment apply fully to the e-mail system, and no e-mail messages should be created, sent, or received if they contain intimidating, hostile, or offensive material concerning race, colour, religion, gender, sexual orientation, age, national origin, disability or any other classification protected by law. In addition, the Company's e-mail system may not be used for religious or political causes, commercial enterprises, or on behalf of outside organizations.
- Teejay e-mail system will not be used to send (upload) or receive (download) copyrighted materials, trade secrets, proprietary financial information or similar materials without prior authorization from the Company management. Employees, if uncertain about whether certain information is copyrighted, proprietary, or otherwise inappropriate for transfer, should resolve all doubts in favor of not transferring the information and consult any member of the Company's Information Technology staff.
- Derogatory Statements: Because e-mail records and computer files may be subject to discovery in litigation, employees are expected to avoid making statements in e-mail or computer files that would not reflect favorably on the Company or any Teejay employee if disclosed in litigation or any other legal matter.
- System Maintenance: Employees should routinely delete unnecessary e-mails and computer files. These deletions will help keep the system running smoothly and effectively, as well as minimize maintenance costs.
- Courtesy: Employees are reminded to be courteous to other users of the system and always conduct themselves in a professional manner. E-mails are sometimes misdirected or forwarded and may be viewed by persons other than the intended recipient. Employees should write e-mail communications with no less care, judgment and responsibility than they would use for letters or internal memoranda written on Company letterheads.

### **Intranet/ Internet**

- The Company provides access to the information available on the Intranet/ Internet to its employees specifically for business related and other permitted purposes only.
- Employees should not use the facility of Intranet/ Internet in violation of the laws and regulations of the land.
- Teejay is not responsible for material viewed or downloaded by Internet users. The Internet is a worldwide network of computers that contains millions of pages of information. Users are cautioned that many of these pages include offensive, sexually explicit, and inappropriate material. In general, it is difficult to avoid at least some contact with these material while using the Internet. Even innocuous search requests may lead to sites with highly offensive content and having an e-mail address on the Internet may lead to receipt of unsolicited e-mails containing offensive content. Users accessing the Internet do so at their own risk.

- The downloading, possession, distribution or copying of a copyright work (e.g. a computer program, document, photograph, music, video etc.) is an infringement of copyright unless properly authorized to do so by the copyright owner. None of these should be downloaded or stored until one is satisfied that such authorization has been obtained. Any files or software properly downloaded into the Company network in compliance with copyright authorizations or licenses become the property of Teejay.
- Images, audio or video files may not be downloaded from the Internet using Company facilities except for explicit business-related use. Permitted file transfers or video downloads etc. which are communications-intensive should be scheduled for off-peak times.
- Transfer or uploading of any software or data licensed to or owned by the Company is not permitted.
- Normally transfer of any confidential/ sensitive data pertaining to the Company through Internet is not permitted. However, with explicit authorization from the appropriate authority in the Company, confidential/ sensitive data pertaining to the Company may be transferred across the Internet after encrypting using encryption software approved by the Management.
- Users must not possess, access, display, archive, store, edit, record, send or use any kind of sexually explicit, indecent or obscene images or text on the Company's systems. Employees must disconnect immediately if by accident they are connected to an Internet site that contains such material and should advise the HR/ IT department immediately if they receive any such unsolicited material.
- Users must remain polite and respectful of the feelings and beliefs of others in all dealings on the Internet/Intranet and must not knowingly make any statements which may defame, slander or intend to lower the reputation of any person or entity or their goods or services.

## **16. Gender Harassment**

Gender harassment refers to behavior of a sexual nature that is not welcome and which interferes with an employee's status of performance by creating an intimidating, hostile or offensive working environment. It is a form of assault, which can manifest itself in terms of physical and psychological acts. This behavior may involve either the same gender or the opposite gender. This conduct may include, but is not limited to, the following:

- Making unwelcome sexual advances and/ or requests for sexual favors or other verbal/physical conduct of a sexual nature as a condition of employment.
- Submission to or rejection of the behavior becomes (implicitly or explicitly) a basis for decisions that affect the individual's employment or a condition of the individual's employment.
- The behavior has the purpose or effect of unreasonably interfering with an individual's work performance or creates an intimidating, hostile or offensive work environment.
- Repeated, offensive and unwanted flirtations or advances. Demanding sexual favors.
- Verbalizing sexual innuendoes, suggestive comments, lewd/ sexual jokes or references, sexual propositions or threats.

- Displaying sexually suggestive objects, graphic commentaries, making suggestive or insulting sounds, whistling and obscene gestures.
- Sexual harassment may be subtle or obvious. Whatever form it takes, it can be insulting and demanding and will not be tolerated.

The Company discourages such behavior and has a comprehensive framework to deal with such cases.

### **17. Substance abuse/ Intoxication**

Teejay expects the employees to report in a state of mind and physical condition that will allow them to perform their assigned duties in a competent and safe manner. For this reason, no employee should possess/ consume/ use/ be under the influence of alcohol, illegal drugs or controlled substances in the Company premises. Selling, possessing, using, delivering or receiving alcohol/illegal drugs/controlled substances at any time during the workday or anywhere on the Company premises is strictly prohibited. Violators will be subject to disciplinary action, up to and including termination.

Any employee who must use a prescribed drug that causes adverse side effects like drowsiness, impaired reflexes or reaction time shall not be allowed to work during such period/s.

### **18. Smoking**

Teejay is committed to promoting a safe and healthy work environment free from hazards associated with smoking. In addition to promoting the risk of fire, smoking entails a risk to personal health and secondary smoking to the health of others in the Company. Therefore all premises of Teejay are “Non Smoking” areas and smoking is prohibited within the confines of all buildings and facilities owned or leased by Teejay.

Employees or Visitors who wish to smoke, may do so after leaving the facilities of Teejay.

### **19. Dress Code**

Employees are required to be appropriately dressed when reporting to work. Employees should remember that potential clients and business partners are often invited to visit Teejay offices and factories. Consequently, Teejay places a high value on the effect employees’ professional appearance can have on the positive image of the Company. In general, employees should dress conservatively, attractively and in good taste. Good personal hygiene is a must.

### **20. Teejay Brand Protection**

The Teejay trademarks have been designed to aid the Company in building a consistent image to reflect the Company’s vision, message and identity.

Our trademarks, for example, include our brand names and logos, which are used on our marketing collateral, branding purposes and websites and intranets. They must be protected to prevent others from associating their products or services with our name.

To tell Teejay's story to internal and external audiences, it is important that all corporate publications have a common thread and consistency and meet certain standards. Consistent use of the official signature throughout the Company will show a unity of purpose among all Teejay entities. A unified image and visual identity will help gain recognition and recall of Teejay and its message.

**What this means for you:**

- Only use our publications, collateral and marketing material for business purposes, unless you have authorization for other use, and maintain them with care, guarding against waste and abuse.
- Not seek personal gain from the use, sale, transfer or other disposal of the above mentioned items without authorization.
- Keep all Teejay documents protected and secure.
- Always seek the guidance and prior approval from the Corporate Communications / Branding team before using any Teejay trademarks / logos for internal or external purposes. This may include (and not be limited to) the use of the Teejay logo(s) on collateral (such as t-shirts, caps etc. printed for Company events), documents, presentations etc.

**External Interactions / Communications of Employees**

**Teejay Principles**

- Our reputation is a key asset and we behave in a manner that maintains and reflects well on our corporate brand at all times.
- We sponsor activities that will meet commercial objectives and have a positive effect on the reputation of our business and its stakeholders.
- We work with the media to assist them in understanding our business and make sure that the information we provide is accurate and not misleading.
- We keep all our external stakeholders well informed by providing information that they can access easily.

**What this means for you:**

- Act in a way that protects or enhances our reputation and brand at all times
- Use care and good judgement when speaking about our business or people, even when not in the workplace
- Not speak to the media or news agencies about our business without prior authorization
- Not use social media to post or display information about the company and its stakeholders that is vulgar, obscene, threatening, intimidating, harassing, libelous or discriminatory
- Not engage in external forums for business purposes while acting on behalf of the company in an official capacity, without prior written approval from Corporate Communications.
- Do not engage in any media interviews (print or digital or even 'off the record') without obtaining proper clearance from the Corporate Communications team beforehand.

**21. Whistle Blowing**

As an employee of Teejay, you are required to report formally, any violation of company procedure or any knowledge of any fraud or misconduct that amounts to harassment that is taking place within the organization. These violations of procedures, fraudulent activities of misconduct or harassment could be directly reported to CEO, Member of TJ Executive Committee comprising of Chief Operating Officers, Chief Internal Auditor or Head of Human Resources in confidence. In any case, simultaneous reporting to CEO is advisable bypassing the organization hierarchy. Employees are encouraged to adhere to fact based reporting in these circumstances.

**Note:**

The content in this policy is non exhaustive. Also any other published policies related to various Company practices including people related practices will be applicable to all employees in addition to this policy. Also all updates/changes to this policy and related policies aforementioned herein will be communicated to the individuals as appropriate and all employees are requested to update themselves periodically by referring to those communications. Also as per the Company policy all policies communicated are deemed to have been read and understood by the employees irrespective of personal sign off.

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**ACKNOWLEDGMENT**

I hereby acknowledge that I have read, understood and agree to the terms of this document relating to Code of Conduct of Teejay.

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Signature

.....  
Date

Name: .....

Emp. No: .....

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