



# **THE RETAL GROUP CODE OF BUSINESS CONDUCT**

## **INTRODUCTION**

### **GENERAL STATEMENT**

We at the RETAL Group strongly believe that the adherence to high ethical standards and responsible behavior are essential for the development and maintenance of a successful and sustainable business.

This Code of Business Conduct (Code) outlines the principles and rules the RETAL Group declares as the basis of its internal and external affairs, the foundation of all that we do, and the way we should reach our goals.

The content of the Code provides guidance and rules for our management, employees, contractors, and all others who are engaged with us in business and who share in our values and our approach.

### **APPLICATION**

The Code applies to all directors, officers, employees and representatives, hereinafter referred to as “employees” of the companies – members of the RETAL Group including RETAL INDUSTRIES LIMITED and the legal entities under its control, each of which is referred hereto as the “Company” or “RETAL”.

All employees at RETAL must be familiarized with the Code and regularly reminded of its content. Directors, officers, and employees holding management positions are urged to continuously promote the values and principles declared in the Code. Violation of the Code and underlying internal policies and regulations may result in disciplinary action, including termination of employment.

Suppliers, service providers, and other contractors are called upon to adhere to the provisions of the Code when doing business with RETAL.



## **KEY PRINCIPLES AND VALUES**

RETAL considers the following as its key values:

Fairness and respect - We value and treat each other with fairness and respect.

Taking ownership - Being accountable, dedicated and responsible for our actions.

Quality first - We do everything at RETAL with a strong attitude for high quality and continuous improvement.

Customer centric - We are a customer centric company, ensuring that our actions contribute to value for our customers.

Collaboration and partnership - We effectively partner and collaborate with customers, suppliers, and other stakeholders.

RETAL expects its management, officers, employees, and others who are charged with upholding the Code to ensure that every action they take in their position or role with the Company does not damage the Company or put its reputation at risk, is in line with the principles of the Code, is consistent with the Code, is in compliance with all applicable law, and positively impacts the Company.

The values of RETAL are reinforced by the principles and rules of business and professional behavior declared in this Code.

## **GUIDANCE AND CONCERNS; NON-RETALIATION STATEMENT**

It is the obligation of the management at RETAL to provide guidance to employees on the interpretation and implementation of the provisions of the Code. Employees are urged to seek guidance from their immediate manager, Legal and HR functions, and the chief executive officer of the Company on the application of the Code and any underlying policies and regulations related to their job duties and professional responsibilities.

We expect and welcome all interested parties to share their good faith concerns regarding any violations of the Code or its underlying policies.

All managers and employees are obligated to promptly and properly report any violations they see or are aware of, to be proactive in preventing any wrongdoings, and to mitigate any risks to the Company.



RETAL also encourages its external stakeholders to report any suspected or actual violations of the Code and/or its underlying policies.

All reports and concerns, including those sent anonymously, may be provided:

- to the immediate manager or chief executive officer of the Company,
- to the head of the Legal function of the Company,
- to the head of the HR function of the Company,
- through the RETAL Group whistle-blowing channel at [whistleblower@retalgroup.com](mailto:whistleblower@retalgroup.com),  
or
- by post to the Chief Legal Officer at the headquarters of the RETAL Group:

RETAL INDUSTRIES LIMITED  
To the attention of Chief Legal Officer  
Epimitheos, 6  
Industrial Area A  
3056 Limassol  
Cyprus.

RETAL will not retaliate or allow any retaliation of any kind towards employees who report in good faith an actual or suspected violation of the Code and/or the underlying policies, regardless of the consequences for RETAL and its business. Any form of retaliation of a whistleblowing employee is a violation of this Code and should be reported immediately through the whistleblowing channel.

## **INVESTIGATION AND DISCIPLINARY MEASURES**

All reports about violations and concerns will be properly considered with due care by the applicable corporate officers and senior management. The identity of reporters will be kept confidential to the extent allowed by the applicable laws and consistent with the goals of the investigation.

Proven violations of the Code and its underlying policies will be followed by disciplinary sanctions imposed in accordance with applicable law and may include dismissal. Apart from disciplinary actions, certain violations may lead to civil actions initiated by the Company against violators for compensation of damages and/or injunctive relief. Additionally, the Company may report to local law enforcement authorities any suspected violations of law that are discovered during the course of the relevant investigation.



## PEOPLE AND WORKPLACE

### **HUMAN RIGHTS, RESPECT, AND FAIRNESS**

RETAL is committed to respecting human rights and the fundamental principles and rights at work as defined in the United Nations' Universal Declaration of Human Rights, the International Convention on Civil and Political Rights, the International Covenant on Economic, Social and Cultural Rights, and the International Labor Organization's Declaration on the Fundamental Principles and Rights at Work.

Employees and contract workers in RETAL's operations must always be treated with respect and fairness. Any type of violence, discrimination, unlawful child labor, forced labor, or other illegal labor practices are strictly prohibited.

RETAL recognizes, in accordance with local laws and regulations, its employees' right to:

- Timely payment of fair and equitable wages and benefits, and
- Freedom of association and collective bargaining.

All people at RETAL are expected to share the values of the Company, to work with integrity and fairness, to treat colleagues, business associates, and partners with respect, and to be objective, diligent, and responsible in all affairs and activities while working in in any position for the Company.

RETAL does not tolerate physical violence, verbal abuse, bullying, threats, harassment, or offensive and disrespectful conduct. Employees witnessing violations of the Code are urged to immediately report their complaints and concerns to the HR function and/or senior management.

### **ANTI-DISCRIMINATION, DIVERSITY, AND INCLUSION**

At RETAL, people are treated equally and fairly, based on their knowledge, professional qualifications, experiences, performance, and without regard to gender, race, color, ethnicity, national origin, sexual orientation, age, religion, disability or any other status protected by law. We do not discriminate and do not deny equal opportunity. We comply with all applicable laws governing labor relationships.

RETAL operates on two continents and diversity is one of the main characteristics of our workforce. RETAL considers its employees as the most important resource driving the company forward to help it reach its objectives. We welcome the good faith sharing of knowledge between our employees, we highly value the exchange of experience, and we support collaboration, teamwork, a friendly and cooperative working environment, and the appreciation and tolerance of cultural differences.



## **HEALTH AND SAFETY**

RETAL puts the health and safety of its employees first, is strongly committed to the mitigation of occupational risks, and seeks continuous improvement by providing adequate workplaces, equipment, training, and procedures.

Health and safety is everyone's responsibility. RETAL expects all of its employees, regardless of their position, activity, or the urgency of the task, to strictly obey all safety rules and regulations, comply with manufacturing and user guidelines, avoid unnecessary risks, and report unsafe conditions and/or any violations of these rules to senior management, the HR function, and/or the responsible safety officer.

## **ENVIRONMENT**

RETAL will seek to continuously reduce its impact on the environment by decreasing, when possible, its consumption of energy, water, and other natural resources and by minimizing its emissions.

All RETAL companies must always comply with all applicable environmental laws and regulations. Officers and employees are expected to consider the environment in their day-to-day actions.

## **EXTERNAL COMMUNICATION, SOCIAL MEDIA**

All public statements on behalf of RETAL are only to be made by authorized officers in the appropriate manner and time. Employees should always avoid statements or behavior which damages or risks the reputation and good name of RETAL and should always separate their personal viewpoints and opinions from the Company's official position, including when using social networking platforms. Use of the name of RETAL, its logos, and trademarks should always comply with corporate identity policies as authorized by the Company's management.

We expect people at RETAL to remain compliant with the Code when they are out of the office but are working within the scope of their employment with RETAL.

## **MARKET**

### **FAIR COMPETITION PRACTICES / ANTI-TRUST**

We will compete with market players and deal with our customers and suppliers in strict compliance with the applicable competition and anti-trust laws and regulations. RETAL shall avoid unlawful anti-competitive activities and shall use only legitimate practices to succeed in business.



## **SUSTAINABLE SOURCING**

As unethical and unsustainable behavior can severely harm RETAL's reputation and the reputation of its customers and provoke business disruption, RETAL will seek to gradually enforce compliance with its ethical and sustainability standards within its supply chain.

RETAL aims to continuously monitor the sustainability standards and performance of its suppliers and seeks to help them improve it, when necessary, using a collaborative and trust-based approach.

## **QUALITY COMMITMENT**

RETAL is a customer-centered company. Our goal is to produce and deliver products of the highest level of quality meeting all the applicable standards.

RETAL strives to ensure that all employees are sufficiently trained and have the required resources to:

- produce products that comply with the relevant quality standards,
- preserve that quality standard throughout our operations, and
- identify and report any wrong-doing or situation that may put at risk the quality of RETAL products.

Quality is everybody's responsibility. We expect and encourage our employees to properly report any concerns that they may have in this regard to their immediate managers and to the chief executive officer of the Company.

## **BUSINESS ETHICS AND INTEGRITY**

### **LEGAL COMPLIANCE; MONEY LAUNDERING**

RETAL shall always be compliant with applicable law. The RETAL companies and their employees must obey all applicable laws and regulations in force in their countries and relevant to their business and conduct. Along with that, all officers, employees, and contract workers must adhere to all existing internal rules and policies.

RETAL shall not allow the use of its business for money laundering and shall comply with all relevant laws and regulations, including without limitation, reporting and record keeping obligations.

### **CORRUPTION AND BRIBERY**

RETAL has a zero-tolerance policy towards any form of bribery or corruption in its business and maintains the appropriate internal policies prohibiting such actions.



RETAL strictly prohibits employee engagement in activities that are contrary to the interests of the Company and prohibits the abuse of a position to receive or maintain any personal benefit or advantage. RETAL prohibits bribery in any form, including those made to a public official, business partner, or individual, whether made in the form of money or service, to gain an undue advantage. Further, RETAL prohibits the solicitation or acceptance of such an undue advantage by an employee in exchange for refraining from, or acting contracting to, his or her statutory, managerial, and/or employment duties.

Employees are required, and all others are urged, to report violations and concerns related to corruption and bribery to the senior management and/or through the whistleblowing channel.

## **GIFTS**

RETAL enjoys expressing its gratitude to its employees and associates and is grateful to everyone who wants to show appreciation of our work and business with a souvenir or other non-monetary gift. We allow the making and receiving of gifts as a goodwill gesture and sign of respect or gratitude. However, such gifts should always be symbolic, of nominal value, never in the form of cash or loan, and should never seek to influence the business decisions or other actions of the recipient. Local policies of RETAL and our business partners may be more restrictive and prohibit the making or receiving of gifts to employees of specific functions. Anyone who is about to make or receive a specific gift should ensure the gift is appropriate and compliant with the relevant practices. An employee may seek advice from a HR or Legal function specialist as needed.

## **CONFLICT OF INTEREST**

RETAL's managers and employees have the obligation to always act in the best interest of the Company. They must always try to avoid conflicts of interest or the appearance of it through the timely identification, disclosure, and management of any such conflicts.

A conflict of interest is a situation where the personal interests of an officer, employee, or third party (relatives, customers, suppliers, etc.) could influence the employee's professional judgment and negatively affect his or her capacity to perform in the best interest of RETAL, or where it could be perceived as such.

A conflict of interest can arise where the presence of a personal relationship can influence our ability to act in the best interest of the Company. It can also arise when our assessment of a circumstance could be affected or appear to be affected by the possibility of a personal benefit. Even in those cases where we do not receive a personal benefit, the mere appearance of a conflict of interest may negatively affect our credibility.

RETAL's employees must properly report any actual or potential conflict of interest to the supervising manager and/or HR or Legal function of the Company and aim to resolve the



situation in a fair and transparent way while keeping the Company's interests as the first priority.

## **USE OF COMPANY PROPERTY; PROHIBITION OF FRAUD**

RETAL expects all of its managers, officers, and employees to protect the Company's property, to use it in a proper, responsible, and professional manner, and only for a legitimate business purpose, unless and only to the extent explicitly permitted otherwise by internal rules or regulations or as authorized by management.

Company property includes both tangible and intangible assets and resources such as, but not limited to, land plots, buildings, premises, production facilities, offices, and other equipment, vehicles, communication devices, raw materials, goods, funds, receivables, intellectual property, information and databases, paper and electronic communication, company time, and other assets available at RETAL. To the extent permitted by law, RETAL may monitor the compliance with these regulations, including video surveillance and inspection of email communication, data, and files located on the Company's equipment, devices, and corporate networks.

Any kind of fraudulent activity is strictly prohibited. Employees may not misuse or embezzle corporate property and resources, falsify corporate records, or submit fabricated or intentionally altered medical, travel, or other documentation.

## **DATA PROTECTION AND PRIVACY**

RETAL upholds and takes very seriously the principles of privacy and confidentiality in the use and handling of personal data.

RETAL is committed to respecting the privacy of the personal data of its directors, officers, employees, job applicants, and other individuals who provide their data to RETAL. Only authorized personnel are authorized to process personal data and shall do so only for legitimate business purposes and in strict compliance with all applicable laws and regulations.

## **CONFIDENTIAL INFORMATION**

Confidential and proprietary information is any non-public information which, if subject to unauthorized disclosure, may harm the Company's interests or favor the competition and deprive the Company of business opportunities.

All employees, especially those with management functions, must take all necessary measures to protect all confidential and proprietary information concerning RETAL or any of its business associates from unauthorized disclosure and use. Such information may only be used when required by a business need and only for the benefit of the Company.





## **RECORDS, BOOKKEEPING, AND REPORTING**

The accuracy of the Company's records and reporting is essential for the Company's decision-making process, credibility, and sustainable business development. Officers and employees must ensure the accuracy and completeness of the data they create, record, and report. All business activities must be properly documented in accordance with applicable standards and internal rules. Holders of the corporate data must observe all document retention policies and procedures and, when applicable, cooperate with internal auditors and other authorized specialists carrying out audits and investigations.

## **IMPLEMENTATION AND GOVERNANCE**

The Code and its subsequent versions will be communicated externally through the corporate website and internally to all RETAL employees to ensure its understanding and the proper implementation.

The Sustainability Steering Committee, a specially designated internal body, shall constantly monitor the sufficiency of the provisions of the Code for adherence of the Company to its principles. This Code will be periodically revised and updated, as necessary.

Approved by the Board of Directors of  
RETAL INDUSTRIES LIMITED

Effective as from 01 November 2018