



Code of Conduct and Ethics Policy

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Introduction and Scope

1. The purpose of the Apex Group Code of Conduct and Ethics Policy (hereafter, the "Policy") is to provide a clear statement of the ethical values and professional standards that Apex Group expects all employees at all levels of responsibility, to uphold during their daily work. The Policy applies to all permanent, temporary, seconded and contracted staff working at or for Apex Group Ltd and its affiliates, including directors (executive or non-executive), board member of Apex Group and its affiliates, branches and the integrated entities (jointly and severally referred to as "Employee(s)").
2. This Policy must be read in conjunction with the Compliance Charter, Financial Crime Prevention Policy, Anti-Bribery and Anti-Corruption Policy, Conflict of Interest Policy, Anti-Fraud Policy, Data Privacy and Data Protection Policy, Gift and Hospitality Policy, Whistleblowing Policy, Clear Desk and Screen Guidance, Personal Account Dealing Statement of Principles Policy, and related procedural frameworks, as well as the local office policies/handbooks for the aforesaid policies and guidance.
3. Employees are responsible for being aware of, fully understanding and following all Apex policies and procedures, including but not limited to this Policy, that apply to them.
4. Global Compliance is responsible for reviewing and updating this Policy on an annual basis or when a new law or regulation impacts defined standards.
5. The most current version of this Policy is available on Grapevine and Summit Learning Platform, through which employees are required to read and complete this policy.
6. This Policy forms part of your employment or relationship with Apex Group entities. Failure by any Employee to comply with the Policy or any other applicable policy or procedure, as well as any violation of the outlined standards, may result in disciplinary action, which may subsequently include the termination of the Employee's employment or relationship.
7. In circumstances that are not specifically addressed by this Policy, every employee is expected to apply common sense and sound judgement. Where an employee is unsure of the correct course of conduct, the employee must seek prior advice from their line management, Compliance or HR.
8. Unless specifically defined in this Policy, any defined terms must be taken from the Financial Crime Prevention Policy.

Approval and Adoption

9. This Apex Group Policy has been approved by the Office of Chief Executive Officer ("OCEO") via its delegated authority from the Group's Board.
10. Upon approval, the Policy is effective for all Apex Group affiliates and subsidiaries. Confirmation of adoption is required at the Board level of each Apex Group affiliate and subsidiary as may be applicable under local laws and regulations.
11. This Apex Group Policy is owned by the Apex Chief Compliance Officer and Apex Group Compliance, who maintain accountability for its content and will arrange periodic reviews and updates on at least an annual basis and in accordance with Apex Group's Policy Framework.
12. For the avoidance of doubt, this Policy supersedes any previously published policy, whether by Apex Group or that of an acquired entity.

Risk Appetite

13. Apex is committed to the highest standards of conduct and ethical behaviour and has no appetite or tolerance for knowingly or negligently being involved in or associated with criminal activities, nor the non-compliance with relevant rules, regulations, laws.
14. Apex believes that every Employee is responsible for integrating Apex's ethical and business values into the way they conduct themselves as Apex employees.
15. Integrity is essential for the success and the good reputation of Apex Group as a whole. Apex has no tolerance for employees that conduct themselves in a manner that is detrimental to the reputation of Apex or that is offensive or discriminatory with respect to clients, fellow employees or other stakeholders.

Ethical Core Values

16. Below is a non-exhaustive list of Apex's core ethical values:

- a. **Service excellence at all times**

Daily deployment of the "Client first" service attitude is the basis of collaborating with our Clients and is the reason for our long-term relationships with them.

b. Team work

Trust in colleagues, efficient teamwork and knowledge sharing will allow us to collectively achieve more and create greater opportunities for Apex.

c. Integrity

Be respectful, transparent and fair in all relationships, with the courage to stand up for what we believe and foster constructive change where beneficial to Apex and Apex Clients. Always act professionally, honestly and ethically when dealing with Apex colleagues and Apex clients.

d. Risk Culture

Disciplined and risk adverse attitude as part of an intelligent management framework.

e. Accountability

Make a difference and feel empowered to grow and exceed expectations. Ensure continuous learning as a key component in your development and as part of adapting current services to future technology and regulatory frameworks.

f. Adherence to Laws and Regulations

Employees are expected to comply with all applicable laws and regulations, and the Apex Group policies and procedures at all times. Leading by example and positive reinforcement is the required culture of all Employees.

g. Diversity and Inclusion

Encourage others to learn and achieve more by including respective different experiences, perspectives and solutions, while challenging historical approaches.

Apex Business Values

17. Defined below are the Apex Group business values; the business values are adopted in addition to the ethical core values.

a. We Care

We care about each other, we care about doing a good job and we strive to put what is right for the team and for the Client first.

b. We Promote Respect

We respect each other, every role and every person brings value. We do not tolerate dismissive behaviour, lack of inclusivity or bias.

c. We are Exceptional

We go beyond, striving to be the best. We are motivated and always learning. We are never complacent and we believe in our people.

d. We Drive Growth

We drive growth through collaboration and openness, inclusivity, investment in our business and our people. We drive growth through the promotion of excellence.

Minimum Standards and Controls

Maintaining Confidentiality of Information

18. Employees must assume that the Client and any other information obtained in the course of their employment or relationship with Apex, is confidential, unless the contrary is declared in writing by the Employee's local Managing Director (MD)/Country Head, local Data Protection Officer, Compliance or Legal.
19. Information relating to an identified or identifiable natural person (including but not limited to clients, customers, investors, employees of vendors, third party service providers, employees and job applicants for Apex jobs posted) such as name, address, gender or identification number, must be considered as sensitive, and the use of such personal information requires compliance with applicable data protection laws. Refer to the Data Privacy and Data Protection Policy for further information.
20. Misuse, mishandling, loss, theft or accidental disclosure of information entrusted to Apex in the course of business relationships, could have serious business and regulatory implications. Employees must treat information as outlined in this Policy with due care and in line with applicable laws and regulations, as well as Apex policies and procedures. Refer to the Data Privacy and Data Protection Policy, Clear Desk and Screen Guidance, and Data Management Policy.
21. Employees must not leave potentially confidential information such as printing and faxes unattended on printers, faxes, desks or other areas that are accessible by anyone. At the end of each working day all information must be locked away and computers must be shut down. Refer to the Clear Desk and Screen Guidance.
22. Employees must never use any type of confidential or personal information for personal gain or benefit, such as personal trading. This includes not using information for the gain or benefit of a friend, family member or any other third party. Refer to the Personal Account Dealing Statement of Principles Policy, Conflict of interest Policy, Anti-Corruption and Anti-Bribery Policy and the respective procedural framework.
23. Employees must not disclose outside of the Apex Group any Apex proprietary or confidential information, any information relating to clients nor any confidential matters including details of an internal or external audit (other than certification audits for use by clients), any internal investigation, regulatory investigation or inspection. This prohibition of disclosure includes family members, friends,

acquaintances, clients, vendors, and industry colleagues. Employees must never post confidential information on social media networks in whatever form.

24. Under no circumstances should Employees share their username or password for any system or software with anyone inside or outside of the specific Apex company. Refer to the Password Standards, Clear Desk and Screen Guidance, Data Privacy and Data Protection Policy, and Information Security Policy.
25. Unauthorised access to, use of, interception or distribution of Apex computers and communication systems and communications is strictly prohibited. Such conduct may also be a violation of law. For more information, please see the relevant policies and procedures around IT system security/information security.

Compliance with Applicable Laws and Regulations

26. Apex provides business services in many different jurisdictions and compliance with a variety of legal and regulatory obligations is a key component of the Apex business.
27. Each Employee must comply in good faith with all applicable laws and regulations in every jurisdiction where Apex has a footprint.
28. The local Compliance Officer is responsible for advising the applicable obligations and responsibilities. Where an Employee is unclear about his/her obligation, they must seek advice from the local Compliance Officer and Senior Management to ensure full understanding of the applicable laws and regulations.
29. Employees must participate in and complete all training required at induction and on a periodic basis to ensure their professional knowledge is up to date and processes are well understood.

Outside Business Interests as Conflicts of Interest

30. A conflict of interest is defined as a situation in which a person or company can in some way exploit a professional or official capacity for their own benefit or that of the company.
31. Therefore, a conflict of interest occurs when an Employee's private interests interfere, or even appear to interfere, with the interests of Apex and/or its Clients.
32. A conflict can arise when an Employee takes actions or has interests that may make it difficult to perform his/her/their work in an objective and effective manner.
33. For further details, please refer to the Conflict of Interest Policy.

Gift and Hospitality

34. Employees with a higher level of Client contact may receive gifts or hospitality benefits as acknowledgement of their daily work for the Client.
35. The personal benefit associated with such a gesture cannot be allowed to impair the objective and independent judgement of the recipient.

36. Refer to the Gift and Hospitality Policy and the Anti-Bribery and Anti-Corruption Policy for the principles of accepting acceptable gifts or hospitality benefits from, or offering same to, a Client.

Personal Conduct of Business

Integrity

37. Integrity is essential for the success and the good reputation of Apex as a whole. Maintaining integrity also includes ensuring that Employees are always making decisions in line with the principles and values of this Policy.

38. Employees must control and minimize any potential reputational risk to Apex. Before making a statement or releasing information to the media related to work or via private channels, Employees must obtain prior written approval from Global Marketing.

Professional Conduct and Work Environment

39. Every Employee is responsible for integrating Apex's ethical and business values into the way they conduct themselves as Apex employees.

40. Appropriate language, behaviour and dressing is part of the employment obligation during working hours and during work-related events.

41. Apex does not tolerate any speech or action that could reasonably be seen as insulting or derogatory, or as an instance of discrimination, harassment or abuse, of any kind. Employees must never use threatening language or engage in bullying, intimidation, or violence.

Accountability

42. Employees must never alter or falsify a business record. This applies universally, but in particular to the following situations:

- 42.1 Falsification of books, records, or accounts for the purposes of fraud or deceit including submitting falsified expense reports or inaccurate time records;
- 42.2 Altering a record after the fact, particularly in anticipation of internal or external audits or regulatory visits.

43. For further details, please refer to the Anti-Fraud Policy.

Roles And Responsibilities

Manager Responsibility

44. Employees who hold management and other key roles within Apex including those serving as the Country Head/local MD and local Managers have the responsibility to set the tone for a respectful, inclusive, and compliant workplace. The Country Head/local MD and local Managers must remain vigilant for any signs of discrimination or abuse involving Employees in his/her/their teams and report without hesitation actual or suspected instances to Senior Management, local Compliance Officer, and HR.
45. The Country Head/local MD and local Managers are expected to maintain an "open door policy" towards any Employee who asks to discuss workplace or employment issues.
46. The Country Head/local MD and local Managers must be well informed about the regulatory framework and the policies and procedures applying to the Employees under their management; this includes local, regional, and global standards of Apex and they must help familiarize new Employees with these policies and requirements.
47. The Country Head/local MD and local Managers are responsible for the hiring of appropriate and qualified staff and they are under the obligation to manage these resources, applying a performance review process to ensure deliveries meet the required standards.
48. The Country Head/local MD and local Managers are responsible for ensuring that all Employees complete their required training.

Transitions

49. Any change in an Employee's employment status or job function typically involves a change in the policy requirements to which the Employee are subject. It may also involve changes in the Employee's physical or systems access permissions. It is the Employee's duty and responsibility to stay abreast of all such changes.

Speaking Up - Whistleblowing

50. Apex Group has zero tolerance regarding any conduct and/or ethical misbehaviour, including but not limited to harassment or bullying in any form, and will take firm steps to deal with such behaviours if ever and wherever it comes up. If an Employee or an Employee's colleague experiences any form of harassment or bullying at Apex, the Employee is encouraged to speak up.
51. Employees must promptly report all known, suspected, or potential situations of harassment and or bullying to their Senior Manager, local Compliance Officer, or HR or use the Apex Whistleblowing line. Refer to the Whistleblowing Policy for further information.

Corporate Social Responsibility (CSR)

52. Apex Group has published a CSR Statement, which can be found at:

<https://www.apexgroup.com/corporate-social-responsibility/>.

Policy Exceptions, Exemptions and Non-Compliance

53. Every effort has been made to ensure this Policy is written in a manner that can be applied to all Employees, in all geographies and across all business lines. Where this is not possible, a policy exception (for specific standards) or a policy exemption (for the entire Policy) must be raised.

54. Non-compliance with this Policy may lead to disciplinary action, up to and including termination of the Employee's employment or relationship. Violating any part of an anti-bribery or anti-corruption law may expose the Employee and/or Apex to criminal and/or civil penalties.

55. Policy exceptions or exemptions must be raised with the Policy owner in the first instance, for assessment and approval, or decline, of the request. The Policy Owner will advise the Risk Function of the request and decision.

56. All requests for an exception or exemption will be recorded by the Risk Function.

Training

57. Apex Group is obliged to provide training to relevant Staff.

58. Apex Group has a dedicated training plan that is reviewed on an annual basis and updated according to new services and regulations in force.

59. Employees from any level will be provided with periodic (at least annual) training programs addressing the anti-money laundering laws (acts and regulations) of their local jurisdiction and the applicable policies, procedures, practices and controls relating to anti-money laundering, countering terrorist financing and proliferation financing. Training will ensure that all relevant Staff are fully aware of their responsibilities both under the laws and regulations as well as Apex Group's policies and procedures.

60. Regional and local Compliance Officers/MLROs (as applicable) must ensure that the following trainings are in place or otherwise delivered for relevant, local Employees, and Senior Management:

60.1 New Hire training to be completed within thirty (30) calendar days after e-mail access is granted for all new Employees;

60.2 Annual Code of Conduct and Ethics training for identified Employees and Management;

60.3 Targeted training when needed based on Business Unit assessment.

61. New Employees are required to be fully aware of policies, procedures, practices, and controls by attending the mandatory trainings at the commencement of their employment, reading this Policy and all associated procedures applicable to the relevant office.

62. Detailed records of the dates of all training, who has attended and the content of the course is maintained by the Learning and Development team and shared with local offices.

63. Apex Group should develop and create relevant Code of Conduct and Ethics training. Such training will be delivered online and relevant Staff will be required to complete the training by a due date.

Further Reference

64. The following documents should be read and considered in relation to this Policy.

- Compliance Charter
- Financial Crime Prevention Policy
- Anti-Bribery and Anti-Corruption Policy
- Conflict of Interest Policy
- Anti-Fraud Policy
- Data Privacy and Data Protection Policy
- Gift and Hospitality Policy
- Whistleblowing Policy
- Clear Desk and Screen Guidance
- Personal Account Dealing Statement of Principles Policy

Contact Information

65. For additional information or questions regarding this policy, please contact your Regional Compliance Officer, whose contact information can be found at [Compliance \(sharepoint.com\)](https://sharepoint.com).

Document Version Control

Version number	Issue date	Issued by	Details of changes (amendment, whole, partial)
1.0	Feb 2017	Global Compliance	Initial version
1.1	Feb 2019	Global Compliance	<p>Restructure of Introduction chapter</p> <p>Inclusion of the new Apex business values communicated by the ExCo</p> <p>Removal of principles in business conflicts as not relevant</p> <p>Changes in Chapter 2.2 as too focused on AML</p> <p>Added “company internal” mention in the footer</p>
			<p>Mention of the whistleblowing policy and zero tolerance of Apex Group Ltd towards harassment and bullying (par 3.6)</p> <p>Addition of Chapter 4 on CSR</p>
1.2	Oct 2019	Global Compliance	<p>Annual rewording and review in light of integration</p> <p>New Layout</p>
1.3	Mar 2020	Global Compliance	Annual rewording and review in light of integration
1.4	Apr 2021	Global Compliance	Annual rewording and review in light of integration
1.5	Jun 2022	Global Compliance	Annual rewording and review in light of integration
1.6	Dec 2023	Global Compliance	<p>Annual rewording and review in light of integration.</p> <p>Reformatting</p>
1.7	Dec 2024	Global Compliance	Annual rewording and review