



CWM SURVEY & INSPECTION B.V.

Business Ethics and Compliance Code

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1 Introduction

1.1 CWM Business Ethics and Compliance

The business of CWM Survey and Inspection B.V. (CWM) is based on strong business ethics, trust and integrity. This has been the case for more than 50 years and this is partly what has enabled CWM to grow steadily with loyal and satisfied customers.

Throughout the organisation, in all areas and processes, CWM have implemented a Business Ethics and Compliance Program. At the core of this program is this Business Ethics and Compliance Code which define the principles CWM follows for all activities. The code's core principles cover the following areas:

- Integrity
- Conflicts of Interest
- Confidentiality and Data Protection
- Anti-Bribery
- Fair Business Conduct
- Health and Safety
- Fair Labour

This Business Ethics and Compliance Code enables us to formalize our business principles, processes and procedures in a way to inform our staff, clients, partners and other stakeholders, on how we expect business to be conducted and how we expect them to respect and follow the same principles while working with CWM.

We expect all business partners, which includes sub-contractors, agents, representatives, consultants or intermediaries, to provide a written commitment to follow the principles of the CWM Business Ethics and Compliance Code and to allow us to monitor their compliance to these principles.

The CWM Business Ethics and Compliance Code also follows all requirements outlined by the IFIA/TIC Council's Compliance Code Fourth edition (2018).

1.2 IFIA / TIC Council

The TIC Council was formed in December 2018 after the merger of the International Federation of Inspection Agencies (IFIA) and CEOC International. The TIC Council represents leading international companies in the Testing, Inspection and Certification industries.

The IFIA / TIC Council Compliance Code (Fourth Edition), published in December 2018 consists of the seven TIC Council Compliance Principles. These guidelines supersede the IFIA Guidelines first published in April 2007 and revised in January 2008, February 2010 July 2012 and December 2013.

2 The Principles

2.1 Integrity

- We operate in a professional , independent and impartial manner in all our activities.
- All of our work is carried out honestly and we do not tolerate deviation from its approved methods and procedures.
- Where approved test methods make provision for tolerances in results, we ensure that such tolerances are not abused to alter the actual test findings.
- We report data, test results and other material facts in good faith and shall not improperly change them, and shall only issue reports and certificates that correctly present the actual findings, professional opinions or results obtained.

2.2 Conflicts of Interest

We avoid conflicts of interest:

- With any related entity in which we have a commercial or a financial interest and to which it is required to provide services.
- Between our companies and/or divisions engaged in different activities but which may be providing services to either the same client or each other.
- Our employees interests and the activities of CWM.

2.3 Confidentiality and Data Protection

- We respect the confidentiality and privacy of clients information and ensure that processes are in place to adequately protect such information.

2.4 Anti-Bribery

We strictly prohibit:

- The offer or acceptance of a bribe in any form, including kickbacks on any portion of a contract payment.
- The use of any routes or channels for provision of improper benefits to or receipt of improper benefits from, customers, agents, contractors, suppliers, employees of any such party, or government officials.

2.5 Fair Business Conduct

- We conduct our activity with the highest standards of business ethics and integrity, and shall not do anything which would bring our reputation, or the reputation of IFIA / TIC Council or the TIC industry, into disrepute.
- CWM maintains a fair marketing policy which prohibits us from making untrue or misleading statements about our competitors or our own services and operations.

2.6 Health and Safety

- CWM implements adequate training and procedures to protect the health and safety of employees, customers and third parties and shall monitor incidents with the view of minimising risks in the course of business operations.

2.7 Fair Labour

- We are fully aware of our social responsibility for our employees and the people, communities in which we work and we shall always respect human rights.

3 How we implement our Principles

3.1 Integrity

- i. CWM provides guidance to its employees for dealing with clients who expect CWM to abuse tolerance to obtain acceptable results.
- ii. In respect of those business sectors in which CWM is active, CWM complies with any sector specific Integrity Rules as published by the applicable TIC Council Committee.

3.2 Conflicts of interest

- i. In order to avoid conflicts of interest, or the appearance of conflicts of interest, in CWM's business transactions and services, CWM maintains a policy regarding conflicts of interest.
- ii. *CWM's policy provides guidelines to employees in order to avoid conflicts of interests between:*
 - CWM and related entities in which CWM has a financial or commercial interest and to which CWM is required to provide services, and
 - CWM companies and/or divisions engaged in different activities, but which may be providing services to either the same client or each other.
- iii. *CWM's policy provides, as a minimum, that CWM's employees do not:*
 - directly or through relatives, friends or intermediaries, acquire an interest in a supplier, a client or a competitor of CWM, except for the acquisition of shares of a client, supplier or competitor on a public stock exchange, and then only to an extent which does not grant significant influence over the affairs of the client, supplier or competitor and which does not make the employee unduly dependent on its financial fortunes;
 - hold any position with a competitor or client;
 - conduct any company business with any member of their family or with an individual or organization with which they or their family is associated;
 - employ a member of their family without approval of the CWM's management.

3.3 Confidentiality

- i. CWM requires each employee to sign a non-disclosure Agreement which prohibits the disclosure of any confidential business information, obtained during the course of his/her employment, to other parties.
- ii. CWM ensures that all intermediaries, joint venture partners, agents, subcontractors, franchisees, contractors and suppliers are made aware of the confidential nature of business information that they may handle through their dealings with CWM, and that they not disclose confidential information to other parties.

3.4 Anti-bribery

3.4.1 Compliance with laws

CWM ensures that the principles and rules of the CWM Compliance Program meets the requirements of this code and local laws relevant to countering bribery in all the jurisdictions in which it operates.

In the event that the local laws specify additional or different requirements, which are not covered by CWM's Compliance Programme, CWM modifies that for the countries concerned. Records will be kept of countries where this Compliance Programme is modified.

3.4.2 Analysis of risks

CWM's Compliance Committee and/or senior executive, or his delegate, in each country of operation organizes periodic reviews to assess bribery risks and to determine appropriate control measures. Such reviews are systematically conducted:

- i. Prior to the commencement of a new service or the start-up of operations in a new country and
- ii. Whenever a significant breach of CWM's Programme which warrants a review of the existing control measures occurs.

3.4.3 Business Principles for Countering Bribery

CWM employs good business practices and risk management strategies in accordance with the Business Principles for Countering Bribery as published by Transparency International and Social Accountability International (see www.transparency.org).

These address at least the following areas:

3.4.3.1 Political contributions

CWM, its employees or agents do not make direct or indirect contributions to political parties, organizations or individuals engaged in politics, as a way of obtaining advantage in business transactions.

CWM accounts for all its political contributions in a separate ledger and consolidates all such payments made by any of the operations that form part of its organization.

3.4.3.2 Charitable contributions and sponsorships

CWM ensures that charitable contributions and sponsorships are not being used as a subterfuge for bribery.

CWM accounts for all its charitable contributions or sponsorships in a separate ledger and consolidates all such payments made by any of the operations that form part of its organization.

3.4.3.3 Facilitation payments

Facilitation payments are defined as small payments made to secure or expedite the performance of a routine or necessary action to which the payer of the facilitation payment has legal or other entitlement.

Recognizing that facilitation payments are a form of bribery, CWM works to identify and eliminate them.

3.4.3.4 Gifts, hospitality and expenses

CWM prohibits the offer or receipt of gifts, hospitality or expenses whenever such arrangements could affect the outcome of business transactions and are not reasonable and bona fide expenditures.

3.5 Fair Business Conduct

- i. CWM provides guidelines to employees, agents and intermediaries to ensure that they understand and adhere to the Principle governing fair business conduct.
- ii. CWM maintains a fair business conduct policy prohibiting:
 - Making untrue statements about competitors, their services or service offerings.
 - Activities contrary to rules for fair competition, anti-trust or tendering.
 - Inciting, inducing or encouraging any person to breach its contractual obligations (including obligations of confidentiality)
 - Commercial espionage and/or data theft.
- iii. CWM's presentations and publications accurately and unambiguously reflect CWM's network and affiliations, resources / capabilities, experience and services provided.

3.6 Health and Safety

- i. CWM Maintains a policy on health and safety that meets all legal requirements.
- ii. CWM provides health and safety training to employees appropriate for the activities they are engaged in.
- iii. CWM encourages employees to report Health and Safety related incidents, record these incidents, investigate these incidents and if required, take corrective measures.

3.7 Fair Labour

- i. CWM maintains a policy on fair labour.
- ii. The policy states CWM's commitment to the following:
 - Compliance with at least minimum wage legislation and other applicable wage and working time laws.
 - Prohibition of child labour – strictly prohibit the use of child labour.
 - Prohibition of forced and compulsory labour – prohibit all forms of forced labour, whether in the form of prison labour, indentured labour, bonded labour, slave labour or any kind of non-voluntary labour.
 - Respect of equal opportunities in the workplace
 - Zero tolerance of abuse, bullying or harassment in the workplace.

4 CWM Compliance Programme

4.1 Implementation

CWM implements its Compliance Programme, based on this Code, throughout its organization.

4.2 CWM's Compliance Programme

CWM confirms its commitment to implementing this Code by publishing and adopting the CWM Principles and the key elements of implementation, to at least,

- address all the IFIA / TIC Council Compliance Principles and Requirements for Implementation;
- follow the IFIA/TIC Council Compliance guidelines;
- be applied throughout the whole of the organisation.

4.3 Compliance Officer

CWM has nominated a Compliance Officer, who, irrespective of his or her other responsibilities has responsibility and authority for the co-ordination of the implementation of the CWM Compliance Programme throughout the organization. The Compliance Officer may nominate delegates to perform some or all of his/her functions within specified parts of the organization. Additionally, senior managers throughout the organisation have responsibility for implementation of the CWM Compliance Programme in their areas of responsibility.

4.4 Compliance Committee

CWM has a Compliance Committee to carry out periodic reviews of the progress of the CWM Compliance Programme and provide policy guidance. The Compliance Committee consists of at least three members, including the Chief Executive Officer, the Compliance Officer and one other.

4.5 Recruitment

Prior to job offer, prospective employees of CWM are informed of the CWM Compliance Programme.

4.6 Employee commitment

CWM ensures that:

- each employee is provided with a copy of the CWM Compliance Programme and requested to sign a declaration that it has been received, read and understood. A record is kept in the employee's file.

- each Senior Manager is required to sign an annual declaration that the CWM Compliance Programme has been implemented in his area of responsibility.

The CWM Compliance Programme includes provision that it be made clear that employees will not suffer demotion, penalty or any other adverse consequences arising from strict implementation of the CWM Compliance Programme even if it may result in a loss of business.

4.7 Training

All employees undergo a CWM Compliance Programme Training Course. For the purpose of guidance in the preparation of course material, CWM refers to the IFIA Compliance Training Guide. A record of course completion is kept in each employee's file.

4.8 Employee "Help lines"

CWM makes provision for "help lines", including a dedicated email helpline@cwminternational.com where its employees may obtain guidance on any question or matter of concern relating to the implementation or interpretation of the CWM Compliance Programme. At the employee's request, any such question is dealt with confidentially and the anonymity of the employee is protected to the extent reasonably practicable.

4.9 Security Measures

CWM implements adequate security measures in its organization's premises containing confidential business information to ensure that:

- access is restricted to authorized personnel only and that
- documents/data are stored in designated secure areas and disposed of in a secure manner.

4.10 External Communications

- CWM Compliance Principles are available to the public on www.cwminternational.com public and through any CWM office location.
- We invite enquiries, complaints or feedback from interested parties through the website, email on helpline@cwminternational.com or the general manager of any CWM office location.

4.11 Reporting of Violations

The employees of CWM are encouraged to report details of violations or suspected violations either direct to the Compliance Officer, or to the employers superior, a member of senior management or an internal auditor. The reporting employee is fully protected against any form of reprisal unless s/he acted maliciously or in bad faith. If requested, the employee's anonymity is protected to the extent reasonably practicable.

Employees are required to report any solicitation for, or offer of, an improper payment or advantage coming to their knowledge.

4.12 Investigations and Sanctions

The Compliance Officer initiates, where appropriate, an investigation into any violation of the CWM Compliance Programme reported to him/her or coming to his knowledge.

CWM maintains a documented procedure for the handling of investigations and sanctions which includes requirements for:

- the maintenance of records of all reported violations and subsequent actions taken;
- the alleged perpetrator of such violation to have the right to be heard;
- the CWM Management or Compliance Committee to decide on the appropriate corrective and disciplinary measures to be implemented if a violation has been established. These measures may include a reprimand, demotion, suspension or dismissal;
- the Compliance Officer receives progress reports from his nominated delegates and/or the management in the locations concerned and prepares periodic summary reports on investigations, violations established and the implementation of corrective actions and disciplinary measures.

4.13 Business Relationships

To ensure that CWM's Compliance Programme is applied to the extent appropriate in its business relations with parties external to the CWM's organization and that improper payments are not channeled through them, CWM ensures that such parties abide by the CWM's Compliance Programme to the extent that is appropriate.

Such parties include:

- intermediaries, (entities or individuals external to CWM who are required to promote the services of CWM as part of their responsibilities, including consultants and advisers)
- joint venture partners
- agents (entities or individuals external to CWM who are required to provide operational services within the profession as defined by IFIA/TIC Council Articles of Association, on CWM's behalf)
- subcontractors (entities or individuals performing outsourced activities within the Profession under a contract with CWM)

- franchisees (entities or individuals external to CWM who carry on business within the Profession using the members trading name and/or brand, the rights to which are purchased from the member under a franchise contract)

CWM does this by:

- conducting due diligence before entering into or renewing any contract with the party;
- making known its Compliance Principles to the party and seeking assurance that the party will comply with the Principles in so far as these apply to activities performed on behalf of CWM;
- except in the case of subcontractors, obtaining the party's contractual commitment to comply with the Compliance Principles and to allow CWM to verify this periodically;
- monitoring the party's continual compliance with the Principles (and in the event of discovering a breach taking remedial action);
- not dealing with any parties known to be involved in bribery.

Due diligence includes:

- A risk analysis;
- An interview with the party;
- An investigation of the party's background which, for intermediaries, are reviewed and approved by CWM's Compliance Committee;
- Verification through a remuneration analysis, which are reviewed and approved by CWM's Compliance Committee, that the remuneration paid to each intermediary is appropriate and justifiable for legitimate services rendered and does not facilitate improper payments by the intermediary.

CWM monitors compliance with the due diligence procedures.

In addition, for intermediaries and other parties as may be appropriate, CWM provides training and support.

CWM's accounts for all intermediaries' remuneration in a separate general ledger account in its accounting records and consolidates all such payments made by any of its operations and prepares annually a consolidated management statement of all intermediaries' remuneration.

4.14 Complaints and Disciplinary Procedures

Complaints concerning alleged non-compliance with the TIC Council Compliance Code by other Members of the TIC Council are lodged with TIC Council in accordance with the TIC Council Complaints Handling Procedure.

CWM refrains from submitting such complaints to other parties unless it is necessary to do so to protect their reputation.

Breaches to the TIC Council Compliance Code may lead to sanctions imposed by the TIC Council, subject to the rules, including rights of appeal, set out in the TIC Council Complaints Handling procedures.

4.15 Accounting and bookkeeping

CWM maintains accurate books and records which properly and fairly document all financial transactions. Off-the-books accounts are prohibited.

4.16 Health and Safety

CWM records and investigates all reported Health & Safety incidents and undertakes corrective measures where appropriate.

4.17 Compliance Summary Report

CWM's Compliance Officer prepares on an annual basis, a summary report covering statistics or confirmations to show the compliance with CWM's procedures and policies for the following areas:

- a) Violations - number of violations / suspected violations reported; number of violations substantiated; and confirmation that remedial actions have been determined and action undertaken / being undertaken for each substantiated violation / non-compliance.
- b) New or renewed intermediaries, joint ventures partners and franchisees
 - i. number of new or renewed intermediaries, joint ventures partners and franchisees in the financial year;
 - ii. confirmation that each has gone through the Member's due diligence procedures as required;
 - iii. confirmation that an appropriate contract / terms of business has been put in place with each.
- c) Expenses - confirmation the expenses are in line with the CWM's Compliance Programme and related policies for:
 - Political Contributions
 - Charitable Contributions
 - Expenditures relating to gifts, hospitality and expenses
 - Intermediaries' remuneration
- d) Health & Safety - number of Health & Safety incidents reported; and confirmation that remedial actions have been determined and action undertaken / being undertaken for each incident.

5 Verification

5.1 Management declarations

CWM requires its senior managers throughout its organization to prepare and sign, on an annual basis, a Compliance Declaration. Based on the template in Annex A to the IFIA/TIC Council Compliance Code Guidelines. These Compliance Declarations are sent to the Compliance Officer who submits an annual summary report to the compliance Committee.

5.2 Internal audits

CWM has nominated internal auditors, as part of their internal audit plan, to verify that the CWM Compliance Programme has been implemented within its organization and in particular that the Management Declarations have:

- i. been completed in conformance with Annex A
- ii. reflect compliance with the CWM Business Ethics and Compliance Programme and
- iii. in respect of those locations selected for site audits, correctly reflect the actual situation.

(Such site audits review the processes in place and include testing, on a sampling basis, to ensure the effective application and implementation of the CWM Compliance Programme. The TIC Council Guidance Check List for Members' Internal Compliance Audits is used for reference.)

The compliance findings resulting from such audits will be reported to the Compliance Officer who submits a summary report to the Compliance Committee. The Compliance Officer and/or Compliance Committee takes follow-up actions where appropriate.

5.3 External Verification

CWM's implementation of the Programme is required to be verified through submission of documents and by agreed upon procedures carried out by CWM's appointed recognised independent external audit firm.

5.3.1 Frequency

The external verification is conducted annually

5.3.2 Independent external audit firm

CWM's recognised independent external audit firm appointed to carry-out the verification of the agreed upon procedures is the same firm engaged for the statutory audit of the CWM's (consolidated) financial statements.

5.3.3 Notification to TIC Council of Member's appointed external audit firm(s)

Prior to the appointment of the external audit firm(s), or any subsequent proposed changes thereof, CWM submits details to the Director General for confirmation of compliance with TIC Council requirements.

5.3.4 Scope of examination

CWM is required to carry out the following:

5.3.4.1 *Submit Documents for verification to the TIC Council*

CWM is required to submit the following documents:

1. CWM's Compliance Programme, as well as policies in relation to each Principle (if separate)
2. The Terms of Reference for the Compliance Committee including the specification that the Compliance Committee is responsible for overseeing the Compliance Programme.
3. List of members of the Compliance Committee (including job title).
4. Compliance Programme training course material.
5. Material helping the awareness of the Employee Help Line (or equivalent - e.g. designated email).
6. Material encouraging employees to report details of violations or suspected violations and to whom they can report.
7. Screen print of CWM's website where:
 - the Compliance Principles are explained.
 - an interested party can make inquiries, complaints or feedback.
8. Documented procedure for the handling of investigations and sanctions
9. Policies relating to confidential business information (information security policy, confidentiality policy).
10. Procedures for due diligence for initiating or renewing relationships with intermediaries, joint ventures partners and franchisees.
11. Procedure for contracting with intermediaries, joint venture partners and franchisees and related template(s) of contract / terms & conditions with a new / renewed intermediary, joint venture partner or franchisee.
12. Template of the annual management declaration based on the template in Annex A of the TIC Council Compliance Code Guidelines
13. Scope of Internal Audit plan that includes the review of the implementation of the Business Ethics and Compliance Code.
14. Annual summary reports prepared by the Compliance Officer covering statistics or confirmations to show compliance with Member's procedures and policies, as specified in Annex B of the TIC Council Compliance Code Guidelines
15. Annual report of the results of the agreed upon procedures.

When submitting the documents, the CWM is required to self-assess whether the evidence being submitted meets all the evidence requirements as detailed in Annex B of the TIC Council Compliance Code Guidelines with an explanation of the reasons for any deviations.

Unless otherwise stated, documents are required to be re-submitted only if they have been updated. All documents should be reviewed and updated at least every three years or whenever there is an updated version of the Compliance Code and/or guidelines issued by the TIC Council.

5.3.4.2 Request External Audit Form to carry out agreed upon procedures

Annually, the CWM requires an independent audit firm to carry out agreed upon procedures for the following areas:

- i. Understanding of compliance code by each new employee
- ii. Attendance of Compliance Programme training course(s) by employees
- iii. Employee Help Line (or equivalent - e.g. designated email) to raise queries and / or issues relating to the Compliance Programme
- iv. Reviewing and taking actions on enquiries, complaints and feedback from interested parties
- v. Understanding of the confidentiality requirements by each new employee
- vi. Schedules prepared for political contributions; charitable contributions and sponsorships; expenditures relating to gifts, hospitality and expenses; and Intermediaries' remuneration
- vii. Monitoring of annual compliance declaration submissions by Senior Managers

The specific agreed upon procedures is detailed in Annex C of the TIC Council Compliance Code Guidelines

5.3.5 Audit Firm's Report

CWM requires the audit firm to produce a Report showing the results of the agreed upon procedures using the template contained in Annex C of the TIC Council Compliance Code Guidelines

CWM is required to submit its audit firm's Report to IFIA / TIC Council within six months of the end of CWM's financial year.