

*Cave Shepherd & Co*

**CODE OF ETHICS AND BUSINESS CONDUCT POLICY**

<b>Subject</b>	<b>Code of Ethics and Business Conduct Policy</b>
<b>Approved by</b>	<b>Board of Directors</b>
<b>Approval date</b>	<b>13<sup>th</sup> March, 2014</b>
<b>Subsequent updates</b>	04 <sup>th</sup> December, 2014
	03 <sup>rd</sup> December, 2015
	01 <sup>st</sup> December, 2016
	07 <sup>th</sup> December, 2017
	06 <sup>th</sup> December, 2018
	05 <sup>th</sup> December, 2019

# TABLE OF CONTENTS

<b>POLICY STATEMENT .....</b>	<b>4</b>
<b>Applicability of Code to Directors.....</b>	<b>4</b>
<b>1. BASIC PRINCIPLES .....</b>	<b>5</b>
<b>1.1 Responsibility to Clients.....</b>	<b>5</b>
<b>1.2 Dealing with Business Associates.....</b>	<b>5</b>
<b>1.3 Employee Obligations.....</b>	<b>5</b>
<b>1.4 Management Responsibility to Staff.....</b>	<b>5</b>
<b>1.5 Personal Conduct.....</b>	<b>6</b>
<b>1.6 Political Affiliations.....</b>	<b>6</b>
<b>2. INSIDER TRADING and INFORMATION BARRIERS .....</b>	<b>7</b>
<b>3. ANTI-MONEY LAUNDERING and COMBATING TERRORIST FINANCING.....</b>	<b>7</b>
<b>4. CONFIDENTIALITY.....</b>	<b>8</b>
<b>5. CONFLICT OF INTEREST.....</b>	<b>8</b>
<b>5.1 General.....</b>	<b>8</b>
<b>5.2 Examples of Conflict of Interest.....</b>	<b>9</b>
<b>a. Outside Activities.....</b>	<b>9</b>
<b>b. Gifts, Entertainment and Other Payments .....</b>	<b>10</b>
<b>c. Media.....</b>	<b>11</b>
<b>d. Self-Dealing.....</b>	<b>11</b>
<b>e. Financial Information of Cave Shepherd.....</b>	<b>12</b>
<b>6. SAFEGUARDING and PROPER USE of the COMPANY’S ASSETS.....</b>	<b>12</b>
<b>6.1 General.....</b>	<b>12</b>
<b>6.2 Intellectual Property and Confidentiality.....</b>	<b>13</b>
<b>7. FINANCIAL &amp; REGULATORY REPORTING .....</b>	<b>13</b>
<b>8. DOCUMENT RETENTION.....</b>	<b>14</b>
<b>9. COMPLIANCE with CODE of ETHICS and BUSINESS CONDUCT POLICY .....</b>	<b>14</b>
<b>10. AMENDMENTS TO POLICY.....</b>	<b>15</b>
<b>EMPLOYEE AGREEMENT.....</b>	<b>16</b>

## **POLICY STATEMENT**

Cave Shepherd & Co. Limited (“Cave Shepherd”) values high ethical standards as they drive the values that shape our culture. This Code of Ethics and Business Conduct Policy (this “Policy”) is to ensure a culture of openness, trust and integrity in business practices. It sets out the minimum standards of ethical behavior required by all Directors, officers and employees (“Employees”), whenever they are acting on behalf Cave Shepherd. Achieving and maintaining high and effective ethics is a team effort involving the participation and support of every person involved. Cave Shepherd is committed to protecting its Employees, clients and shareholders from illegal or damaging actions by individuals and/or companies, either knowingly or unknowingly.

The standards and practices set out in this Policy are by no means exhaustive and all persons are encouraged to exercise good judgment, the requisite due skill, care and attention in the conduct of their activities.

### **Applicability of this Policy to Directors**

This Policy in general applies to Employees of Cave Shepherd. However certain provisions, such as, those relating to outside employment and directorships are inapplicable to Directors who are not employees. Where the Director is an employee of Cave Shepherd, all outside directorship must be approved and disclosed to the Board of Directors. Transactions between Cave Shepherd and Directors and/or entities owned by the directors must be on terms comparable to those available to unrelated persons and businesses.

**[The remainder of this page is left intentionally blank]**

## **Code of Ethics and Business Conduct Policy Manual**

### **1. BASIC PRINCIPLES**

#### **1.1 *Responsibility to Customers***

Customers must be treated with utmost respect at all times. A satisfied customer is one of the key drivers for business success for Cave Shepherd. As such customer satisfaction is Cave Shepherd's primary goal. All customer concerns, requests and queries should be addressed in a timely manner.

#### **1.2 *Dealing with Business Associates***

Employees must deal with business associates, competitors, and suppliers with honesty, integrity, fair dealing and with the highest ethical standards at all times. This means doing the right thing without compromise even when circumstances make it difficult. No Employee shall take unfair advantage of anyone through manipulation, abuse of privileged information, misrepresentation of material facts and any/or other unfair dealing practice. Cave Shepherd seeks competitive advantage through superior performance and excellent customer service and not from unethical, dubious or illegal business dealings.

#### **1.3 *Employees' Obligations***

Employees must endeavour at all times to uphold the reputation of Cave Shepherd. Cave Shepherd's reputation of integrity and high ethical standards are the most valued of its assets. Persons should avoid all activities that may reflect unfavourably on their own or Cave Shepherd's integrity.

Employees must understand and comply with all applicable laws, rules, regulations and guidelines of any government, regulatory organization, licensing agency or professional association governing their professional activities and those of Cave Shepherd within Barbados or internationally.

#### **1.4 *Management's Responsibility to Staff***

It is management's responsibility to provide a work environment conducive to the staff's well-being and professional growth. To facilitate this objective, management shall provide strong leadership, set clear goals and objectives and provide appropriate feedback on employee

## **Code of Ethics and Business Conduct Policy Manual**

performance. An open-door policy is encouraged and employees are encouraged to communicate any concerns that they may have at any time. Cave Shepherd shall also ensure the safety of staff on its premises.

### **1.5 Personal Conduct**

Employees are not permitted to use, possess, distribute, manufacture, sell or attempt to sell, or be under the influence of alcohol or illegal drugs on Cave Shepherd's premises, while conducting company business or while operating a Company vehicle. This does not apply to over-the-counter drugs and/or doctor prescribed drugs. Another exception to this Policy is the moderate consumption of alcohol at business related functions provided that you drink responsibly.

Cave Shepherd does not tolerate harassment or discrimination based on race, religion, gender, colour, ethnicity, nationality, sexual orientation, disability or other factors that are protected by law. Unacceptable behaviour consisting of unwanted advances, verbal and/or physical conduct or behaviour by any member of Cave Shepherd which is or is likely to be construed as unwanted, intimidating, annoying, hurtful and/or malicious, shall not be tolerated. Any person who engages in such behaviour and/or causes discomfort to the person(s) to whom the behaviour is directed, may be guilty of workplace harassment. If the person is found guilty then he shall be subject to disciplinary measures.

Employees are required to read, sign and comply with the Sexual Harassment Policy.

We do not tolerate threatening, intimidating or physically harmful behaviour by employees, clients, contractors, vendors, suppliers, partners or anyone else. Employees shall not have an unlicensed weapon on Cave Shepherd's premises, at work related functions or while performing company business.

### **1.6 Political Affiliations**

Cave Shepherd has no political affiliation as it conducts business nationally, regionally and/or internationally irrespective of the government of the day.

## **Code of Ethics and Business Conduct Policy Manual**

Cave Shepherd does not prohibit employee involvement in politics and/or political parties, however, an employee must ensure at all times that his participation is a personal decision and not as a representative of Cave Shepherd. Political activities shall not be conducted during work hours and/or on Cave Shepherd's premises and must not involve the use of Cave Shepherd's assets in any form. Employees must not make or receive any political contribution of any form directly or indirectly on behalf of Cave Shepherd, unless it is in accordance with current laws and regulations.

### **2. INSIDER TRADING AND INFORMATION BARRIERS**

Insider Trading is dealt with in detail in the Insider Trading Policy. However, as part of your job you may learn of material and/or non-public information – also known as “inside” information – about Cave Shepherd. Information is generally “material and non-public” if a reasonable investor would consider it to be important when he is deciding to buy or sell – “trade” – a security.

- When you have inside information about Cave Shepherd you may not trade in its shares and/or securities;
- Insider Trading is not only a violation of Company policy but it is also against the law;
- You may not “tip” or pass along inside information to anyone who may use it to trade in securities or may share the information with someone else who may trade in the securities.

*Insiders are required to read, sign and comply with the Insider Trading Policy. If you think you have inside information you are strongly encouraged to consult with the Chief Executive Officer (“CEO”), Corporate Secretary, Chief Financial Officer (“CFO”), Director, Card Services and other senior member of Cave Shepherd who will help you to determine whether a trade you are considering would violate this Policy, the Insider Trading Policy and/or applicable laws.*

### **3. ANTI-MONEY LAUNDERING AND COMBATING TERRORIST FINANCING**

Money laundering and combating terrorism financing is covered in detail in the Anti-Money Laundering Policy and Procedures Manual (the “AML Policy”). Money laundering means converting illegal proceeds, usually cash, to make the funds appear legitimate. It is a global

## **Code of Ethics and Business Conduct Policy Manual**

problem with far reaching and serious consequences. It is Cave Shepherd's responsibility not to be used as a vehicle to launder money.

To prevent Cave Shepherd from being used as a conduit for money laundering, funding terrorist or criminal activity we comply with the Anti-Money Laundering and Combating Terrorist Financing Act, 2011-2023 ("AML/CTF Act"), as amended, the AML/CTF Guidelines issued by the Financial Services Commission ("the FSC") and other regulations relating to same as they may be issued from time to time. Failure to comply with these laws and/or regulations will result in severe penalties.

*Employees are required to read, sign and comply with the AML Policy. If you are uncertain about your responsibilities under the AML Policy you are strongly encouraged to consult with the CEO, Corporate Secretary, CFO ("CFO"), Director, Card Services and other senior members of Cave Shepherd.*

Employees are responsible for being knowledgeable about the AML/CTF Act and the Guidelines issued by the FSC and able to identify and report violations or suspicious activity. You are responsible for following all Company policies and procedures for complying with the AML/CTF Act and the FSC Guidelines. You must complete training as required.

#### **4. CONFIDENTIALITY**

Proprietary and/or confidential information acquired through your employment in Cave Shepherd must not be used or disclosed except as required in the performance of your regular employment duties. All confidential information entrusted to Cave Shepherd must be safeguarded at all times. Employees have an obligation to safeguard the privacy of other employees and confidentiality of Cave Shepherd's business information against loss, theft or misuse.

## **Code of Ethics and Business Conduct Policy Manual**

### **5. CONFLICT OF INTEREST**

#### **5.1 *General***

Cave Shepherd respects the privacy and the rights of Employees in the conduct of their personal affairs. However, Employees should avoid engaging in any outside business interests or other activities which create or may create a conflict of interest, a perception or impression of impropriety, wrongdoing or abuse of their position, or harm Cave Shepherd's integrity or reputation. Employees shall also declare any conflict of interest that may arise during the course of their business activities.

A conflict of interest exists when you have a personal or professional interest that is or appears to be at odds with Cave Shepherd's interest. Employees shall avoid conflicts of interests, the appearance of conflicts and other activities that could negatively impact Cave Shepherd.

Employees must not use their position, influence or confidential information related to Cave Shepherd for personal gain. Direct or indirect financial interest, including directorships and joint ventures with suppliers must be approved by the Board of Directors prior to entering such relationships.

Employees are prohibited from using corporate property, information and/or their position for personal gain and competing with Cave Shepherd. Employees must not receive discounts on personal purchases from suppliers because of their relationship with Cave Shepherd (excludes approved staff discounts from related parties).

The supply of goods and services (exclusive of your conditions of employment) to Cave Shepherd must be approved by the Board of Directors. Cave Shepherd shall ensure that the terms for the supply of such goods and services shall not be more favourable than those offered to an independent third party in an arms-length transaction.

#### **5.2 *Examples of Conflict of Interest***

Listed below are some of the most common situations that may present conflicts of interest. This list is by no means exhaustive and Employees are required at all times to exercise their good

## Code of Ethics and Business Conduct Policy Manual

judgment in assessing whether or not a conflict of interest arises or could possibly arise. Should you be in any doubt you should seek the advice of the CEO and/or Corporate Secretary.

### a) Outside Activities

An Employee's outside activity should not compromise Cave Shepherd. Generally activities that involve access to or confidential information about Cave Shepherd and/or its customers may be a conflict of interest. Also, affiliations with certain organizations may be conflict of interest if they compete with Cave Shepherd.

Common outside activities which can create an actual or apparent conflict of interest:

- *Outside Employment:* The CEO must approve any outside employment. While this generally is permitted, you may not take a second job (including self-employment) that:
  - Competes with any of Cave Shepherd's business activities;
  - Interferes with your job performance or work schedule;
  - Involves use of Cave Shepherd's equipment, resources and/or assets;
  - Violates your confidentiality obligations to Cave Shepherd and/or its customers;
  - or
  - Has a negative impact on Cave Shepherd.

The above applies to all activities for which you are paid. It also applies to speaking and writing engagements, consulting engagements and teaching positions where the subject matter relates to Cave Shepherd's business and/or your responsibilities.

- *Outside For-Profit Board of Directors Positions:* Employees may serve as an officer or board member of a for-profit company provided that there is no significant conflict of interest.
- *Nonprofit, Family, Community and Charitable Organisations:* Employees may serve as an officer or board member of a non-profit, family, community or charitable organization as long as it does not present a conflict of interest. You should not participate in any discussions or decisions regarding Cave Shepherd's business.

## Code of Ethics and Business Conduct Policy Manual

Employees shall provide reasonable notice to their managers prior to their election and/or appointment to ensure that no conflicts of interest exist.

- *Advisory Boards and Industry Associations:* Cave Shepherd may ask you to serve on its behalf in industry or trade associations, customer or supplier advisory boards, or similar organisations. As Cave Shepherd's representative your actions must reflect the Cave Shepherd's interest. An employee may also serve in his personal capacity with the permission of the CEO if it does not present a conflict of interest.
- *Government Service:* An employee may serve in an elective or government-appointed office if it does not interfere with your job performance as an employee. You are NOT representing Cave Shepherd while you hold these positions.

b) *Gifts, Entertainment and other Payments*

Gift giving and entertainment are common business practices that can help strengthen relationships. Employees are responsible for ensuring that such practices do not create the impression of improperly influencing business decisions. Accepting or soliciting anything of value for the benefit of a third person or third party is also prohibited.

It is against Cave Shepherd's policy to offer or make bribes, payoffs or payments of any kind to any person, government official or entity for the purpose of improperly obtaining or retaining business or influencing consideration of any business activity. Under no circumstances should any payment or benefit, in cash or kind, be accepted from anyone relating to the placing of business or the entering into of any transaction or business with Cave Shepherd.

These restrictions generally do not apply to:

- Gifts or entertainment based on family relationships, where it is clear that the relationship is the motivating factor for the gift;
- Awards given as part of approved company sponsored recognition programs;

## **Code of Ethics and Business Conduct Policy Manual**

- Nominal gifts between workers on appropriate occasions (Christmas, birthdays, retirement)

### c) Media

Employees shall not disclose information about Cave Shepherd and/or its business to the press and/or other third parties without the approval of the Chairman and/or CEO, except where it forms part of your employment duties. On the occasion where Cave Shepherd is the subject of media attention all media inquiries shall be managed by the Chairman and/or CEO and/or their nominees.

Cave Shepherd does not prevent Employees from using social media sites and tools such as Facebook, Twitter, Instagram and the like but they should be used responsibly, with good judgment and in compliance with this Policy.

### d) Self Dealing

You may not use your position at Cave Shepherd to profit personally from information, corporate property, services or other business opportunities. You shall not divert to yourself or to others business opportunities that belong to Cave Shepherd.

### e) Financial Information of Cave Shepherd

Other than Cave Shepherd's financial information that is public; and unless where required for regulatory reasons or for due diligence required for investment relationships as approved by the CEO, all other financial information of Cave Shepherd, shall not be disclosed to any third party without the consent of the CEO and/or the Board of Directors.

Employees may become aware of information about Cave Shepherd's subsidiaries and/or associated companies and such information shall be treated in the same manner as information about Cave Shepherd.

## **Code of Ethics and Business Conduct Policy Manual**

### **5.3 Process for Managing Conflicts of Interest**

In the event of a conflict of interest the following procedure should be followed:

- a. Employees shall declare in writing or verbally that there is an actual or potential conflict of interest to the CEO of the Company, the Director, Card Services, the Chairman of the Board of Directors, the Chairman of the Corporate Governance & Nomination Committee or the Company Secretary as deemed appropriate;
- b. Where appropriate, the CEO shall determine, together with the conflicted party, whether there is a conflict of interest and shall agree on a course of action to manage and/or avoid the conflict of interest

Additional requirements for Directors' declaration of conflict of interest and related party transactions are further outlined in the Board's mandate.

## **6. SAFEGUARDING and PROPER USE of the CAVE SHEPHERD'S ASSETS**

### **6.1 General**

Cave Shepherd's resources include equipment, facilities, information technology, financial assets, intellectual property and other resources. You should use these resources only for Company business. Your work time is also considered to be a valuable Company resource. Therefore employees shall limit personal activities during work hours to avoid interfering with their work productivity or that of others.

Never use Cave Shepherd's resources to:

- Conduct outside business activities;
- Engage in unethical or illegal activities such as gambling or stalking;
- Access, transmit or store material that is offensive or violates this Policy and/or the laws of Barbados

You may use company systems occasionally for personal, inconsequential tasks but you must limit this activity. You are responsible for knowing about and complying with any other restrictions or controls that Cave Shepherd may have on using its resources.

## **Code of Ethics and Business Conduct Policy Manual**

Employees should protect Cave Shepherd's property, information, intellectual property and other assets under their custody and control and guard against potential losses, corruption, misuse or theft. Any suspected fraud or theft of Cave Shepherd's assets must be reported immediately to the CEO to allow for immediate investigations and possible recovery of the assets.

Employees are required to read, sign and comply with the Corporate Fraud Policy.

### **6.2 Intellectual Property and Confidentiality**

All documents and information in tangible or intangible form, technology, business affairs, methods of operation or data disclosed or furnished during the course of an employee's employment whether or not orally or in writing, graphic, video, machine readable or other form may be considered to be proprietary in nature and is consequently Cave Shepherd's property and not generally available to the public. Employees must also protect the intellectual property belonging to third parties.

All propriety information shall be considered confidential and shall not be disclosed to any third party except as required by law or during the course of employment. Employees shall take all reasonable precautions to protect the confidentiality of such information belonging to Cave Shepherd and/or third parties.

## **7. FINANCIAL and REGULATORY REPORTING**

Cave Shepherd is a public company therefore it is required to submit filings to the Barbados Stock Exchange ("BSE"), the FSC and/or other regulatory bodies from time to time. Consequently, disclosure must be full, fair, accurate, timely and understandable. If you are involved in preparing our public disclosure you have a special responsibility to help meet these standards.

Employees are responsible for ensuring that all the accounting reports, transaction records and other records that form part of the day-to-day activities of Cave Shepherd, which are recorded, processed and analysed are:

- Complete, accurate and recorded in a timely manner;

## **Code of Ethics and Business Conduct Policy Manual**

- Managed in accordance with applicable accounting and regulatory standards and comply with the internal controls; and
- Corrected immediately if errors occur.

### **8. DOCUMENT RETENTION**

In general, all financial, accounting, legal and regulatory records must always be retained for a period of seven (7) years. In the event of litigation, governmental and/or regulatory investigation that may involve Cave Shepherd's records or documents, destruction of all potentially relevant documents must be immediately suspended and all such documents must be preserved until the resumption of destruction is specifically authorized by the CEO and/or Group Corporate Secretary.

### **9. THEFT/MISAPPROPRIATION OF COMPANY ASSETS AND CRIMINAL ACTIVITIES**

**The Company has zero tolerance with respect to misappropriation of Company funds or assets. In the event of such an occurrence the employee will be subject to disciplinary action which may result in the termination of employment and prosecution to the fullest extent of the law. All legal procedures will be taken by the Company to recover all assets misappropriated.**

### **10. COMPLIANCE with CODE OF ETHICS and BUSINESS CONDUCT POLICY**

This Policy has been written to promote compliance with the law. However, should compliance with this Policy or any Cave Shepherd policy bring an Employee into conflict with applicable laws in any jurisdiction where Cave Shepherd conducts its business, the Employee must obey the law and immediately notify his manager and/or the Board of Directors of the conflict as soon as possible so that the conflict may be promptly resolved. If employees have questions or concerns about practices that may violate these guidelines, they must bring them to the attention of their Manager or the CEO where appropriate.

## **Code of Ethics and Business Conduct Policy Manual**

A violation of any provisions of this Policy or failure to report a known violation may be cause for disciplinary action ranging from reprimand to dismissal, in addition to any criminal or civil liabilities which may result under applicable laws.

Employees are encouraged to talk with their managers and managers shall ensure that there is adequate information flow between them and their employees. Cave Shepherd is committed to allowing employees to report breaches, irregularities or concerns over any wrongdoing occurring within Cave Shepherd without fear of loss of job or other reprisals.

Cave Shepherd protects persons who, in good faith, report actual or perceived breaches, irregularities or wrongdoing within Cave Shepherd by another employee. If a report is made employees will not be at risk of losing their job or suffer other adverse consequences as a result, provided that:

- The report is made in good faith, without malice or other improper motive; and
- The employee reasonably believes that the information provided in their report and any allegation contained in it is substantially true.

If the report is made on a confidential basis, the employee's confidentiality will be protected. However, concerns expressed in confidence, which cannot be properly investigated without breaching your confidentiality, and concerns that are raised anonymously, will only be considered at the discretion of Cave Shepherd.

Employees should generally make reports using the usual chain of communication. If an employee is not comfortable using the usual chain of communication the employee may make the report directly to:

- The CEO, Corporate Secretary and/or CFO; or
- The Board of Directors or any member of the Board, if the circumstances warrant this.

Employees are required to execute the agreement as outlined in **Appendix A** upon working for and/or on behalf of Cave Shepherd and thereafter, on an annual basis, the Certificate of Compliance with the Code of the Ethics and Business Conduct Policy as outlined in **Appendix B**.

**Code of Ethics and Business Conduct Policy Manual**

**11. AMENDMENTS TO POLICY**

This Policy shall be amended from time to time by the Board of Directors of Cave Shepherd & Co. Limited.

**[the remainder of the page is left intentionally blank]**

**Code of Ethics and Business Conduct Policy Manual**

**EMPLOYEE AGREEMENT**

1. I confirm that I have received, read and understood Cave Shepherd’s 2019 Code of Ethics and Business Conduct (or this “Policy”) and understand that it forms part of the terms and conditions of my employment.
2. I confirm that I shall act at all times in accordance with this Policy and any amendments advised from time to time.
3. I confirm that I understand that it is my responsibility to contact my supervisor or a manager if I require guidance in applying this Policy to a particular situation.
4. I confirm that I understand my obligations under this Policy is to report potential or apparent violations of law or of this Policy, or incidents of questionable practice, either through the usual chain of command or, in the event that I feel more comfortable in doing so, directly to:
  - The Chief Executive Officer, Corporate Secretary, Chief Financial Officer or Director, Card Services; or
  - The Board of Directors, if the circumstances warrant this.
5. I confirm that I have read and understood Cave Shepherd’s Code of the Ethics and Business Conduct Policy and I agree to comply with this Policy.

NAME (BLOCK): \_\_\_\_\_

JOB TITLE: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

WITNESS: \_\_\_\_\_

DATE: \_\_\_\_\_

**APPENDIX B**

I have reviewed and am familiar with Cave Shepherd & Co. Limited's ("Cave Shepherd") Code of Ethics and Business Conduct Policy (this "Policy") updated on the 05<sup>th</sup> day of December, 2019 and I hereby agree to comply with this Policy.

To the best of my knowledge, I am not involved with any situation that conflicts or may appear to conflict with the Policy.

I agree to notify immediately, where appropriate, the Chief Executive Officer, Director, Card Services, Corporate Secretary of Cave Shepherd of any change that may adversely affect my compliance with this Policy.

Signature:

Name:

Date: