



CODE OF CONDUCT



LIFECYCLE CARE
BY TELEPLAN

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IMPORTANT NOTICES

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- This Code of Conduct supersedes and replaces any and all previous versions, whether electronic or hard copy.
- While local language translations may be made, the original English version will remain the only official version.
- This Code of Conduct contains only summaries of selected Teleplan Policies, Procedures and Operating Guidelines (the “Policies”). Please refer to the relevant Policy for the complete policy statements.
- This Code of Conduct applies to the employees of Teleplan International N.V. and any Teleplan affiliated company (hereafter referred to as the “Company”, “Teleplan” or “we”), as well as to third party partners of Teleplan.
- The Code of Conduct is reviewed and updated regularly. We will inform Teleplan employees whenever a significant update has been made. The latest version of the Code is available on www.teleplan.com.

OVERVIEW OF THE CODE

- **What is the purpose?**
The Teleplan Code of Conduct describes our values and the principles we follow in the way we do business
- **Who does it apply to?**
The Code applies to all Teleplan employees and also to third party partners
- **No retaliation**
There will be no retaliation on an individual who shares a concern or reports a (suspected) breach of this Code. All reports will be dealt with in confidence.
- **Questions about the code**
Questions should be addressed first to your line manager or supervisor.
- **Reporting concerns or breaches of the Code**
You should report in the first instance to your line manager or supervisor or email: internalaudit@teleplan.com



Our shared core values of leading, unifying and caring for our people underpin everything we do and are the foundation of Teleplan's business principles. All Teleplan entities are required to conduct their affairs in accordance with these business principles. We are judged by how we act and Teleplan's reputation will be upheld if each one of us acts in accordance with the law and the ethical standards set out in this Code of Conduct. This Code is intended to provide you with a clear overview of the obligations that each employee in the Company needs to understand. In essence, it captures not only the general business principles, but also our key and relevant Company directives. It thereby assists all of us in performing our jobs in accordance with the Company's standards.

You should bring to the attention of management any activity which you believe to be in violation of Company Policy or law. The first point of contact to use is your line manager or supervisor or the Human Resources representative at your site. However, if for any reason you are reluctant to do so, then you should report your concerns to the Legal Department using the following email address designated for this purpose: internalaudit@teleplan.com.

We consider it equally important to help you in making the right decision. So, if you are uncertain on how to deal with an ethical or legal issue, ask your line manager or supervisor or the Human Resources representative at your site for guidance. Legal and Human Resources teams are also able to provide guidance and can be contacted using the email address: internalaudit@teleplan.com

We are committed to providing the utmost protection to employees who report a breach or suspected breach of law or the Code. For absolute clarity: we also stress that senior management will not hold management or employees accountable for any loss of business resulting from compliance with the Code.

We trust that you will support and comply with our Code of Conduct. Our Code of Conduct is a reflection of who we are and how we work. We are therefore counting on each employee to fully embrace its content. In doing so, we can ensure that we continue to build a company we can all be proud of. We want an open culture where people ask when they are unsure what compliance means in particular circumstances. We also want concerns to be raised and if you believe the Code has been breached by anyone in Teleplan, you have a responsibility to report it. Retaliation against anyone who speaks up will absolutely not be tolerated. Our reputation and our future success are critically dependent on compliance, not just with the law but with the highest ethical standards. A reputation for integrity is a priceless asset. This Code of Conduct is a further commitment to integrity for all of us and will help us to safeguard that asset.

May 2017

François Lacombe
(CEO)

Jan Piet Valk
(CFO)

OUR VALUES

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LEADING means committing ourselves to continuously using our experience and entrepreneurship to deliver excellent care experiences. This is why we want to be the best in what we do and how we do it. We are a self-assured company with a proven track record in working for the largest global electronics companies. Our people are empowered to deliver 'high-care' on a daily basis. To meet our commitment of providing leading after-market services, we strive to create a high performance culture, that supports continuous learning, and rewards its people for their outstanding performance.

UNIFYING means the creation of total solutions for our worldwide customers. This is why we operate as 'One Team'. We use our local presence for global solutions. Our combined experience is used to deliver hassle-free answers to the challenges and needs of our customers. Our people operate irrespective of structure or hierarchy and draw from our multicultural strength to deliver the customer care needed.

CARING means understanding the value people attach to the hardware being put in our trust and thoroughly grasping the dependency of our customers on our performance. We stimulate diversity in our workplace and encourage our staff to exceed expectations. We try to provide the human touch in our industry.

The purpose of this Code of Conduct is to prescribe the important legal and ethical principles that you, as Teleplan's employee, officer or director must observe in conducting Teleplan's business. It is especially important since Teleplan's success depends on the trust and respect of governments, suppliers and customers in all our locations.

This Code of Conduct is a standing guide for handling business situations in an honest and professional manner and should be used in determining key business decisions and actions. We designed this code to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with, or submit to others;
- Compliance with applicable governmental laws, rules and regulations;
- Prompt internal reporting of violations of the Code;
- Accountability for adherence to the Code.

These principles are not intended to be all-inclusive, but they do provide important guidance about the Company's established way of doing business. Local or departmental policies may be issued in various sites to supplement or implement the principles. Please keep in mind that failure to conduct business in compliance with these guidelines may result in disciplinary action, up to and including termination of employment. These guidelines should be a part of your daily working practices. If you need further guidance in applying them to your specific situation, your line manager or supervisor should be able to help you. Internal Audit Department, Legal and Corporate Human Resources teams are also able to provide guidance and can be contacted using the email address: internalaudit@teleplan.com.

Your understanding of these guidelines will help to ensure that Teleplan conducts business with uncompromising integrity and professionalism.



PEOPLE AND WORKPLACE

8 ETHICAL CONDUCT

We expect all employees to act with the highest standards of honesty and ethical conduct while working on Company premises, at offsite locations where Teleplan's business is being conducted, at Teleplan sponsored business and social events, or at any other place where the employees are representing Teleplan. In all cases, if you are unsure about the appropriateness of an event or action, please seek assistance in interpreting the requirements of these practices by contacting your line manager or supervisor. Internal Audit Department, Legal and Corporate Human Resources teams are also able to provide guidance and can be contacted using the email address: internalaudit@teleplan.com.



In order to adhere to and advocate the principles and responsibilities governing this Code of Conduct, Teleplan employees should act as follows:

- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing their independent judgment to be compromised by their supervisor or others.
- Proactively promote ethical behavior as a responsible partner among peers and subordinates in the work environment.
- Keep confidential the information acquired in the course of work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of work should not be used for personal advantage.
- Provide information that is accurate, complete, objective, relevant, timely and understandable.
- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Comply with rules and regulations of federal, state and local governments and other applicable private and public regulatory bodies.
- Maintain control over all assets and resources employed by or entrusted to them.

ENVIRONMENT, HEALTH AND SAFETY (EHS)

The Company is committed to providing a safe and healthy workplace for its employees. Teleplan is also committed to conducting its business in a way that is environmentally sound.

The Company's aim is to eliminate all occupational injuries and illness, prevent pollution at source and to optimize the use of natural resources. You must do your part by conducting your day-to-day activities in a way that is conducive to the health and safety of yourself and your fellow employees. In this context you are expected to:

- behave in a manner that protects your own and your fellow employees' health and safety;
- comply with all applicable EHS laws;
- comply with Company EHS policy, standards and guidance which are available from Human Resources;
- report accidents, near accidents, unsafe conditions and behaviours.

You are also expected to actively contribute to improving EHS performance in your area of business, taking responsibility for using energy, water and other materials wisely and for reusing and recycling whenever possible.

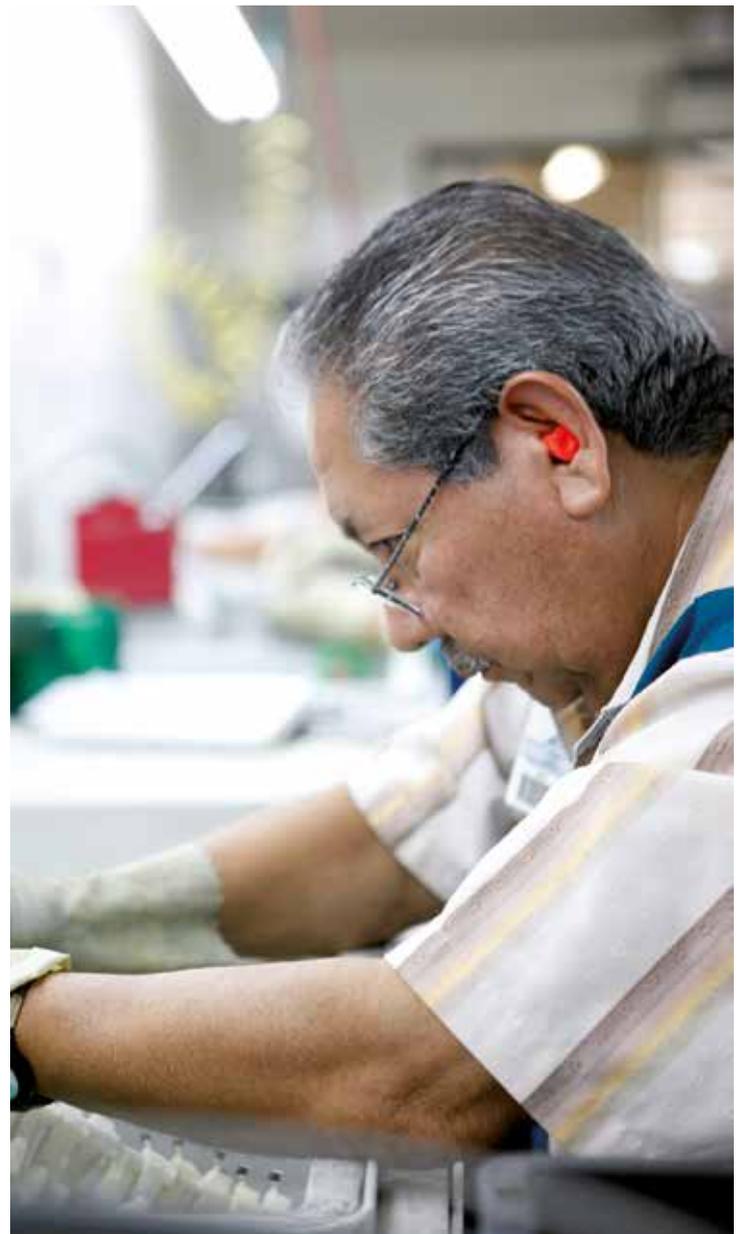
DISCRIMINATION AND HARASSMENT

Teleplan policy prohibits discrimination or harassment of any kind including but not restricted to an employee's race, colour, religion, political affiliation, union membership, national origin and ethnicity, age, sex, marital status, physical status, or sexual orientation or gender identity and expression. Any employee who believes he or she has witnessed or experienced discrimination or harassment must report the incident promptly to their immediate supervisor, a member of management (even if that person is outside the individual's chain of supervision), to a representative in the Human Resources Department or to Internal Audit Department. Supervisors or managers informed of, or made aware of, discrimination must immediately contact the Corporate Human Resources Department who will conduct a thorough investigation and promptly

take the appropriate remedial action. The employee can be certain that the matter will remain as confidential as possible and the employee, acting in good faith, will suffer no reprisal or retaliation for coming forward.

COMMUNITY INVOLVEMENT

We believe in contributing to the well-being of the communities we operate in. The support of good causes through charity fund raising or voluntary activity by Teleplan employees is encouraged and determined by each Teleplan facility as they consider appropriate.



CONFLICT OF INTEREST

10 PERSONAL DEALINGS

A conflict of interest occurs when an individual's private interest interferes in any way – or even appears to interfere – with the interests of the Company as a whole.

A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her company work objectively and effectively. Conflicts of interest also arise when an employee or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company – including loans to, or guarantees of obligations of such persons.

Because a conflict of interest is not always clear cut and easy to recognize, employees are required to notify their line manager or supervisor if they suspect they are involved or might become involved in situations that represent such a conflict. The line manager or supervisor can seek guidance from the Internal Audit Department if required and will advise the employee on whether a conflict exists.

Some example situations:

- If an employee is in a position to influence the business situation of a supplier or customer, the employee must disclose to his or her line manager or supervisor all financial, proprietary or other type of controlling or influencing interest (for example, a member of the immediate family or a close personal friend) that the employee may directly have.
- An employee may not directly or indirectly conduct outside business that interferes with the proper performance of the employee's job at Teleplan, is conducted during an employee's normal working hours, or utilizes Teleplan confidential information or specialized skills and knowledge gained as an employee of the Company. This includes becoming a contractor, consultant or supplier to Teleplan while being employed at Teleplan.

BUSINESS DEALINGS

The Company buys all products and services on the basis of price, quality, service levels and the ethics of the supplier. Those employees with responsibility for selecting suppliers, sub-contractors and any other persons who conduct business with the Company must do this in a completely impartial manner, without favour or preference based upon any considerations other than the best interests of the Company.



CONFIDENTIAL INFORMATION

Confidential information includes, but is not limited to, all unpublished service, technology, product, repair, manufacturing, marketing, sales and financial information and agreements of Teleplan, its affiliates and third parties such as our customers. Each employee is responsible for handling such information confidentially and as the sole property of Teleplan and for ensuring that all disclosures of confidential information to persons not employed by the Company are made subject to an express written non-disclosure agreement (NDA) with the recipient to preserve the Company's rights in such information (such agreement must be approved by the Corporate Legal Department).

Upon leaving the Company, every employee must certify that all confidential information obtained in the course of the employment relationship, has been returned to the Company. The above responsibilities are further specified in the Teleplan Employee Confidentiality Agreement.

RECEIVING CONFIDENTIAL INFORMATION

There are many situations which require Teleplan to receive or share confidential information of other parties, e.g. end-users' personal data (e.g. contact details, password to the electronic devices, etc.). The employee receiving such information is responsible for handling it confidentially and for making sure that such information will not be used for any other purpose than as required in the course of the business.

Employees may be asked by third parties to sign a non-disclosure agreement (NDA). No NDA should be signed before it has been reviewed by the Corporate Legal Department. A copy of any signed NDA must be forwarded to the Corporate Legal Department for retention. The Teleplan employee who is the primary contact to the party providing the confidential information has primary responsibility for the proper handling of that information. It must be treated with at least the same care as given to Teleplan's own confidential information.

We must never use any illegal or unethical methods to gather competitive information. Stealing proprietary information, intentionally obtaining trade secret information in breach of confidentiality obligations or procuring such disclosures by past or present employees

of other companies is prohibited. Employees who have responsibility for collecting, retaining, using or transmitting personal data (e.g. names, addresses, phone numbers, dates of birth, health information) relating to employees, or customers or other third parties, must do so with great care and sensitivity and in compliance with applicable law and policy. Advice and support can be sought from Corporate Human Resources Department or Corporate Legal Department.

RELEASE OF COMPANY INFORMATION

In general, requests for technical and/or product information should be directed to the appropriate operating unit management for review. All presentations of technical material by Teleplan employees, whether in published articles or presentations before outside groups, must be preceded by approval of the appropriate operating unit management, which will be responsible for obtaining all other necessary approvals, e.g. from the Corporate Director Communications or the Management Board.

USE OF COMPANY PROPERTY

Teleplan property includes, but is not limited to, Teleplan funds, IT resources, equipment, information, documents, records and the services of Teleplan employees. All Company property should be used for legitimate business purposes. All employees should protect the Company's property and ensure its efficient use. Theft, carelessness or waste has a direct impact on Teleplan's reputation and profitability. As such, any suspected fraud or theft should be immediately reported to the Internal Audit Department for investigation.

ELECTRONIC COMMUNICATION

Use of electronic communication can provide substantial benefits to the Company but misuse may subject the Company to liability to third parties and cause damage to the reputation and goodwill of the Company.

Company equipment and resources for electronic communication may be used for Company business only. Employees may only use the communication channels and equipment for which they have received

12 authorization. The following are specific guidelines regarding the use of electronic communication with which each employee must comply. Additional guidelines are included in the Teleplan IT Security Policy, which is available from the IT Department.

- 1) Confidential Information: No Company confidential information is to be transferred by any means to persons not employed by the Company unless an NDA (available from the Corporate Legal Department) has been signed by the intended recipient.
- 2) Inappropriate Material: Company employees are prohibited from being involved in any way in the exchange of inappropriate material such as pirated software, stolen passwords, credit card numbers, inappropriate written or graphic material (e.g. pornography), etc.
- 3) Loading Software: Employees must notify the appropriate IT Department prior to loading software (whether purchased, downloaded, free- or shareware) on their computer, including but not limited to the following: screen savers, applications, bitmaps, jpeg, avi, mpeg or any other application or file.

Additional guidelines are included in the Teleplan Software Purchasing and Management Policy, which is available from the IT Department.

The Company reserves the right to examine employees' e-mails, directories, files and other information stored on the Company's computers, tapes, disks, etc. if an offence is suspected.

SOCIAL MEDIA

Teleplan recognizes the importance of the internet in shaping public thinking about our current and potential services, employees, suppliers and customers. We also recognise the importance of our employees joining in and helping shape the industry conversation and direction through blogging and interaction in social media.

Teleplan strongly discourages employees from discussing publicly any work-related matters, whether confidential or not, outside company-authorized communications channels.

Unless given written permission by the Executive Leadership Team ELT (Executive Leadership Team), employees are not authorised to speak on behalf of Teleplan. A request to do so should be sent to the Corporate Director Communications.

PERSONAL USE OF SOCIAL MEDIA

Employees who use social media and choose to identify themselves as employees of Teleplan are strongly encouraged to state explicitly, clearly and in a prominent place that the views expressed are their own and not those of Teleplan.

Employees may not use Teleplan's logo or trademarks or the name, logo or trademarks of any business partner, supplier, vendor, affiliate or subsidiary on any personal blogs or other online sites without written permission from the Corporate Director Communications.

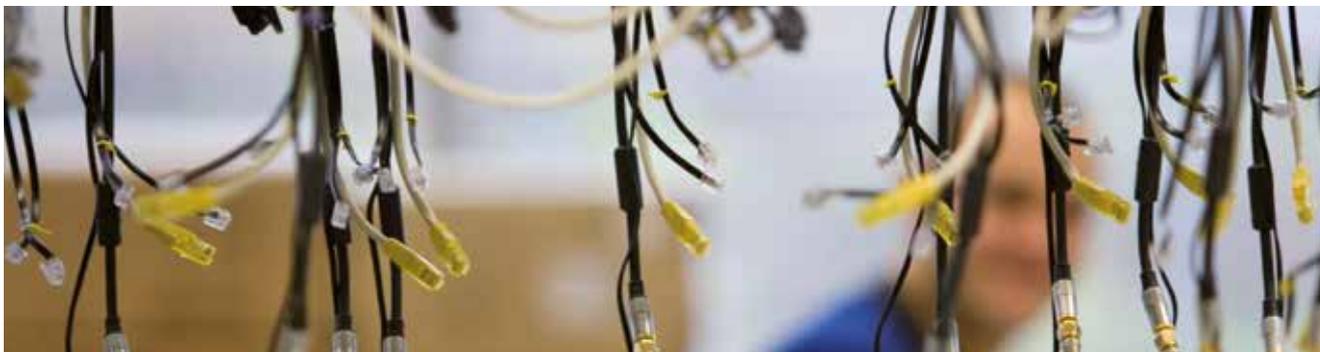
Employees may not post on personal blogs or social media websites Teleplan's copyrighted information or company-issued documents bearing Teleplan's name, trademark or logo.

Employees may not post on personal blogs or social media websites photographs of company events, other employees or company representatives engaged in Teleplan's business, or company products, unless they have express permission to do so from the Corporate Director Communications.

COMPANY USE OF SOCIAL MEDIA

Only employees designated or authorised by Teleplan can prepare content for or delete, edit or otherwise modify content on Teleplan's blog, including any business unit or department blogs located on Teleplan's website. The Teleplan Social Media policy provides guidelines for these employees.

Employees who want to post comments in response to content on Teleplan's blogs should identify themselves as employees and state that the views expressed are their personal views and do not represent the views of the company.



Any employee developing a website or writing a blog that will mention Teleplan and/or current and potential services, employees, suppliers, customers and competitors must identify themselves as an employee of Teleplan and state that the views expressed are their personal views and do not represent the views of the company.

COMPUTER SECURITY AND SOFTWARE LICENSING

As with other forms of information critical to the operation of Teleplan, information contained on computers or recorded on various storage media must be carefully guarded against accidental or unauthorized duplication, modification, disclosure or destruction. All Teleplan managers are responsible for identifying valuable information assets and for protecting such assets with an appropriate means of security. All employees who deal with such assets are required to understand and comply with all policies and procedures designed to safeguard such information, and to report any known or suspected breach of computer security to the appropriate level of management. Similarly, employees are advised that all computer software used on Teleplan computers must be in compliance with appropriate software licensing terms. Software is not to be copied and installed on other computers in violation of such license agreements. Employees are also prohibited from providing software to anyone for use outside the Company. Any employee who learns about an unauthorized duplication or other illegal use of software or related documentation within the Company is required to report such activity to their line manager or supervisor. Additional guidelines are included in the Teleplan IT Security Policy.

INTELLECTUAL PROPERTY

All inventions, ideas and concepts conceived, made or acquired by an employee in the course of their employment are and will remain Teleplan's property, not the employee's, if they relate to any aspect of Teleplan's business. Teleplan vigorously protects its rights to such property and, in order to formally

implement the above responsibility, requires all employees to sign an Intellectual Property Agreement and/or the Teleplan Employee Confidentiality Agreement as a condition of employment. Under that agreement, employees acknowledge that the results of their labour for the Company, including all work eligible for copyright, patent or other legal protection, is owned by the Company. Employees also agree to comply with Teleplan Policies designed to prevent the disclosure of unpublished Company information outside the Company and not to make use of the confidential information or trade secrets of former employers or business associates in the performance of duties for Teleplan.

Teleplan respects the intellectual property rights of third parties, such as its customers and suppliers. In case third parties share their technology or know-how with Teleplan, Teleplan shall adhere to the applicable legislation and not infringe upon the third party's intellectual property rights.

POLITICAL DONATIONS

The funds the Company generates must only be used for legitimate business purposes. Any contributions (in whatever form, being it cash, loans, equipment, technology, etc.) to government officials or authorities are prohibited under this Code.

POLITICAL ACTIVITIES

Teleplan supports the right of all employees to take an active part in political processes in their own time and using their own resources. However, any political affiliation must be expressed individually and not as the view of Teleplan. Employees may not circulate or post political material on Company notice boards, or premises. Employees may not engage in political activities on Teleplan time or use Teleplan funds, facilities, equipment, communication channels or other resources for such purposes without the prior written approval of their General Manager or the Corporate Legal Department. All employees must report to the General Manager if they intend to stand for public office election as a candidate.

LEGAL COMPLIANCE

- 14 The Company takes its responsibilities to comply with laws and regulations very seriously and employees are expected to comply with applicable legal requirements and prohibitions. While it is impossible for anyone to know all aspects of every applicable law, employees should understand the major laws and regulations that apply to their work. In case the employees have any questions regarding legislation, they should refer to the Corporate Legal Department (legaldept@teleplan.com).

EMPLOYMENT AND LABOUR LAWS

It is Teleplan policy to act in accordance with all applicable employment and labour laws and regulations in the jurisdictions in which it operates, including:

- compliance with all non-discrimination requirements;
- maintaining an environment where individuals are free from any harsh and inhumane treatment including any physical, sexual, psychological, verbal or visual harassment or abuse and where there is no threat of such treatment;
- observing all applicable restrictions on the maximum hours employees are legally permitted to work; ensuring that a workweek is not more than 60 hours per week, including overtime, except in emergency or unusual situations and that employees are allowed at least one day off every seven days;
- compliance with all applicable wage laws including those related to minimum wages, overtime hours and all legally mandated benefits;
- ensuring that no bonded (including debt bondage), indentured labour, involuntary prison labour, slavery or trafficking of persons is used;
- ensuring there are no unreasonable restrictions on employees' freedom of movement in the facility, or unreasonable restrictions on entering or exiting company-provided facilities.
- ensuring that all work is voluntary and employees are free to leave work at any time or terminate their employment.

- requiring a minimum age requirement for employment consistent with local law;
- upholding the right to freedom of association and the right to engage in collective bargaining in accordance with applicable laws and regulations

CHILD LABOUR

Teleplan does not employ children in any of its operations and adheres strictly to all national and international laws, conventions, treaties and principles dedicated to restricting conditions under which children can be employed. The term "child" refers to any person under the age of 15, or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest.

Teleplan supports the use of legitimate workplace learning programs, which comply with all laws and regulations. Workers under the age of 18 (Young Workers) shall not perform work that is likely to jeopardize their health or safety, including night shifts and overtime.

PROHIBITION OF CORRUPTION AND BRIBERY

Every Teleplan employee must uphold and be seen to uphold the highest ethical standards at all times. It is prohibited for Teleplan employees and representatives of Teleplan to offer, promise or provide anything of value with the intention to gain any commercial, contractual, regulatory or personal advantage.

Employees are specifically prohibited from making payments or handing out gifts intended to influence any public official to use his or her position in order to assist the Company in obtaining or retaining business for or with, directing business to, or offer a favourable ruling, decision or award to Teleplan or to any other person. Gift giving to public officials of any kind must be avoided at all costs.

EXCEPTION FOR GIFTS OF NOMINAL VALUE

This policy is not intended to prohibit the giving of non-cash gratuities or gifts of nominal value when appropriate and customary, such as give-a-ways carrying the Company's name or logo. Gifts of nominal value, such as promotional items with the Company's name or logo, reasonable taxi fare, or cups of coffee are not prohibited if under \$50 and frequency is no more than once per quarter. In case of doubt whether to make a payment or provide a gift, the employee needs to contact the Internal Audit Department via internalaudit@teleplan.com.

RECEIVING GIFTS, GRATUITIES, FEES, COMMISSIONS, ETC.

To avoid even the appearance of favouritism toward any person or company with whom Teleplan has a business relationship, Teleplan employees are not permitted to solicit or accept any payment or gift or any favour of value from such persons or companies. This prohibition includes, but is not limited to, commissions, securities or other shares of profit, any expense paid trip whether for business or pleasure, entertainment other than customary and reasonable sales-related entertainment, and gifts of money in any amount. Employees are required to report all such requests to accept payments to their line manager or supervisor within 24 hours.

Not prohibited are gifts of nominal value carrying the name or logo of the donor and distributed as part of a sales promotion, such as pencils, pens, or calendars.

In case of doubt whether to accept a payment or gift, the employee needs to contact the Internal Audit Department via internalaudit@teleplan.com.



Teleplan expects its suppliers and vendors to comply with the above principles. Should a supplier or vendor be found making any payment or gift in breach of this Code of Conduct, Teleplan will take appropriate action, including, but not limited to, terminating the contractual relationship with such supplier or vendor for breach of contract and reporting the supplier or vendor to the relevant authorities.

ANTI-TRUST POLICY

Anti-trust laws strictly forbid any agreement or understanding which would interfere with free trade or limit competition. This prohibition applies to companies as well as individuals who violate these laws.





It includes the prohibition of interfering with free trade and prohibition to limit competition, includes not only written agreements but also unwritten understandings and even informal discussion regarding pricing or markets among competitors. The individuals or representatives present at such a discussion may be found to have violated anti-trust laws even if they did not participate in the discussion. In case Teleplan employees or representatives ever find themselves engaged in such conversation or meeting with competitors, they must end the conversation and leave the meeting immediately. The Teleplan employee or representative shall then immediately report in writing to his or her line manager or supervisor what was discussed and what the exact role was of the Teleplan employee or representative.

In particular, Teleplan employees may not have any direct or indirect discussions with competitors or enter into any express or implied agreements with competitors regarding pricing, terms and conditions, customers, markets, suppliers, employment conditions, geographical divisions or any other important aspects of the Company's business. Nor may Teleplan employees share any Teleplan sales data with competitors, directly or indirectly, without prior written approval of the Corporate Legal Department.

MONEY LAUNDERING

Teleplan is not, and will not be, involved in the illegal sale of its products or services. Furthermore, Teleplan is committed to do everything possible to prevent its products or products under the Company's trust from ending up on the illegal market. Under no circumstances may Teleplan employees engage in any activities that are aimed at illegal sale of Teleplan's products or services, or aimed at evading Teleplan's efforts to prevent Teleplan's products from ending up on the illegal market .

Teleplan actively manages its business to prevent association with money laundering activities. In most countries it is a crime to engage in activities that have the effect of helping criminals hide or 'launder' money derived from criminal activity, such as smuggling, dealing in contraband, tax evasion and violations of foreign exchange controls or narcotics trafficking. Unusual requests, such as requests to pay for goods or services from or to transfer funds to accounts outside the customer's home country or to accounts of a third person, such as a customer's law firm or accountant, may be indicative of an attempt to engage in money laundering. If the source of the money is suspicious, it must be reported to the Internal Audit Department.

PRODUCT SAFETY

Teleplan is committed to ensuring that the work it undertakes on customers' products is of the highest standards of quality, safety and reliability. This is achieved through rigorous conformance to applicable laws, regulations, policies and procedures. Teleplan facilities maintain certification to ISO9001 and TL9000.

TRADE CONTROLS

UK, US and international trade laws describe to which countries or geographical areas Teleplan is allowed to send products or provide services, and from which countries or geographical areas Teleplan is allowed to receive products and/or services. These laws apply not only to physical products, but also to software and technology in the form of know-how and data. The reputational damage and legal penalties for breaching these laws can be very significant. All employees who have responsibilities in these areas of the Teleplan business must ensure that all of the Teleplan transactions stay within the bounds of the law. Requests for support and assistance should be addressed to the Corporate Legal Department, to be contacted via: legaldept@teleplan.com.

DIFFERENT LAWS IN DIFFERENT COUNTRIES

The Company does business worldwide and we are committed to obeying the laws and regulations of all the countries in which we work. Sometimes these laws may be less restrictive than the rules set out or referred to in this Code or the other relevant Company Policies. In these cases, we will follow this Code and our Company Policies.

COMPETITIVE INFORMATION

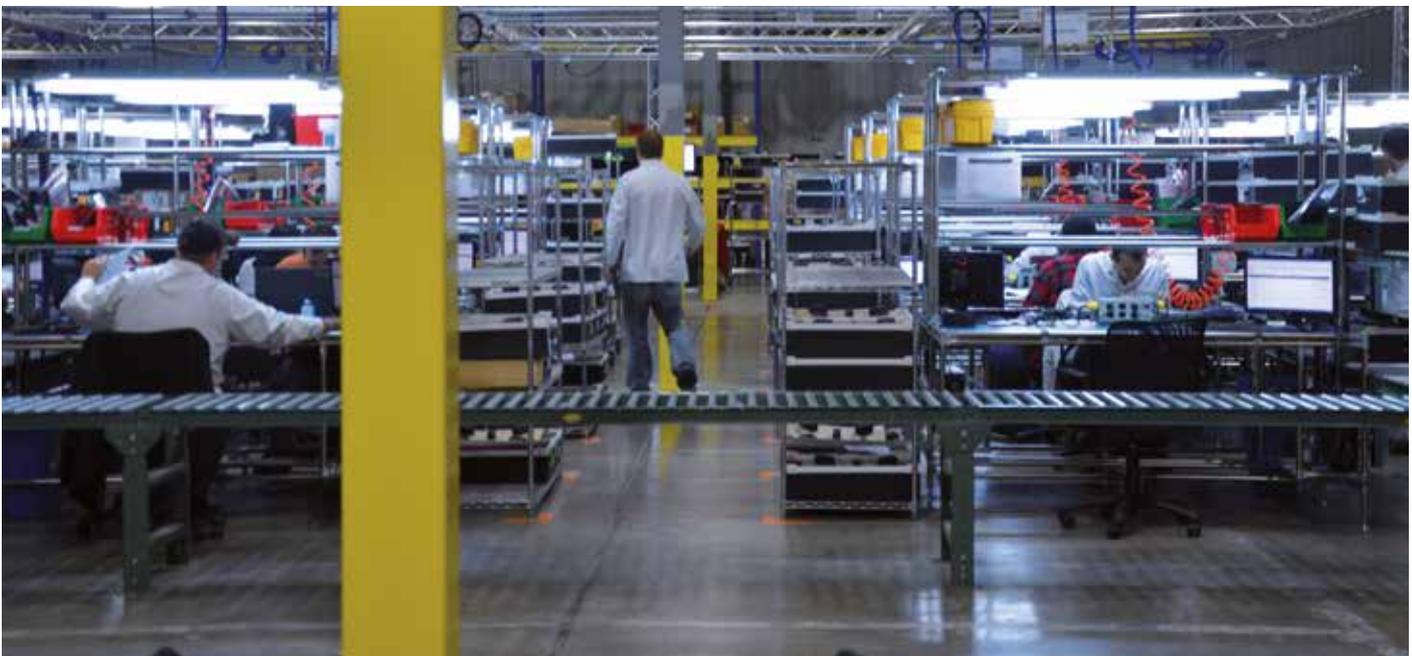
We must never use any illegal or unethical methods to gather competitive information. Stealing proprietary information, intentionally obtaining trade secret information in breach of confidentiality obligations or procuring such disclosures by past or present employees of other companies is prohibited.

SALES AND MARKETING

We will only be able to build long-term, quality relationships with our customers if we demonstrate honesty and integrity. All of our marketing and advertising will be accurate and truthful. We will only obtain business legally and ethically ensuring compliance with relevant legislation including where applicable Foreign Corrupt Practices Act (FCPA) requirements. Guidance concerning customer gifts, travel and entertainment is in the Prohibition of Corruption and Bribery section of this Code.

RESPONSIBLE SOURCING OF CONFLICT MINERALS

In response to serious human rights violations in the mining of certain minerals in the Democratic Republic of the Congo (DRC) and surrounding countries, the U.S. Securities and Exchange Commission (SEC) has adopted rules to implement reporting and disclosure requirements related to conflict minerals – tin, tantalum, tungsten and gold - as directed by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. Teleplan supports the humanitarian goals of the Dodd-Frank Act and encourages the manufacturers of the products refurbished and repaired by Teleplan to adopt that same policy for their businesses. Teleplan provides integrated end-to-end after-market supply chain services for the computer, communications and consumer electronics industries. Teleplan does no manufacturing or subcontract manufacturing of parts/units. Teleplan purchases units and components primarily from OEM manufacturers of product or suppliers designated by OEM manufacturers to support in warranty repair – many of which are EICC members. As a refurbisher and repairer of products manufactured by other companies, Teleplan does not directly purchase any raw Conflict Minerals from any source and is many levels removed from the mines, smelters, and refiners that produce the metals used in the products manufactured by Teleplan's customers.



FINANCIAL INTEGRITY

18 ACCOUNTING POLICIES

Teleplan must comply with all laws relating to the accurate and complete maintenance of Company financial books and records. No Company funds or property can be used for any unlawful, improper or unethical purpose. No undisclosed or unrecorded funds or assets can be established and no false or improper entries can be made in Teleplan's books and records for any purpose. All Teleplan financial books and records must be maintained in accordance with generally accepted accounting principles, Teleplan Policies and with the local laws governing the maintenance of corporate books and records.

FRAUD

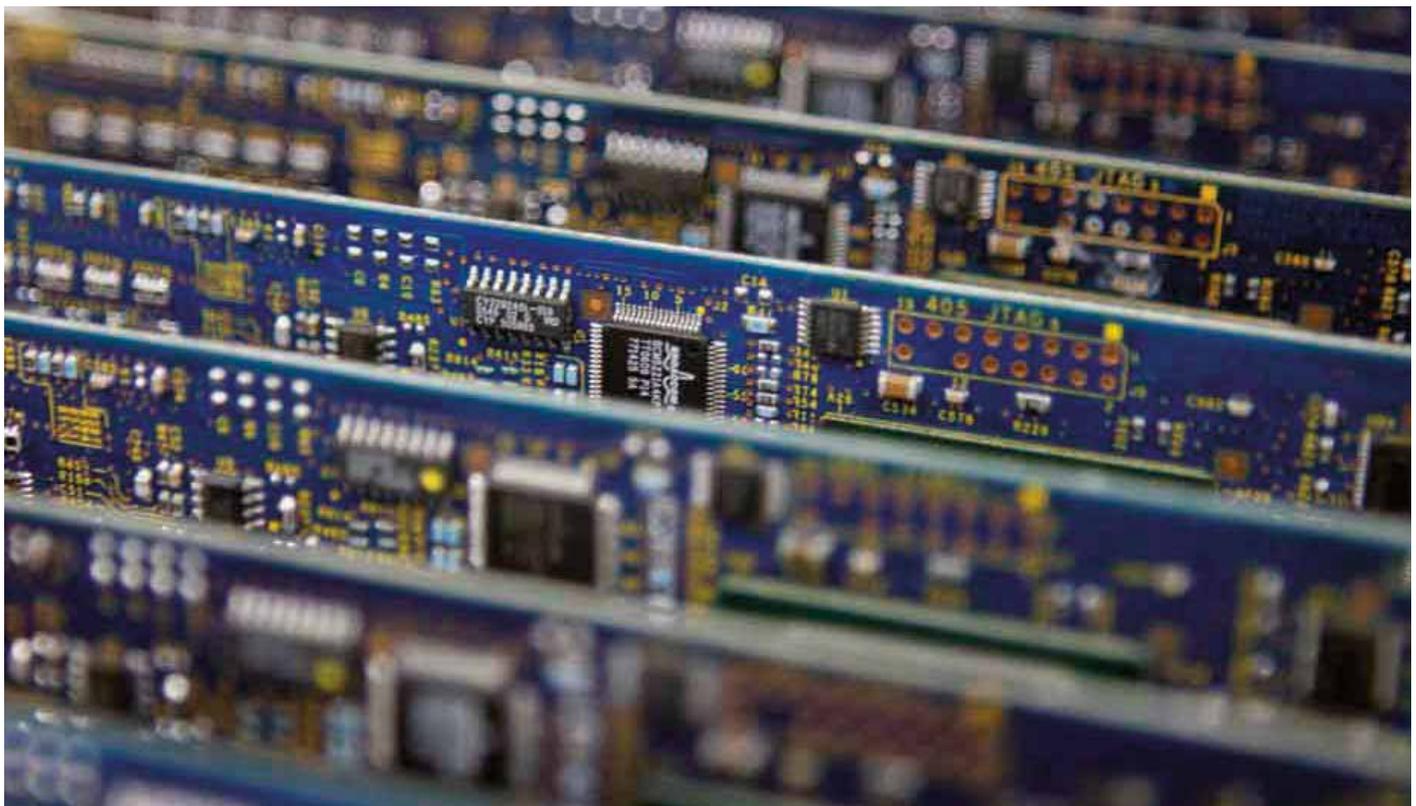
The Company is committed to the prevention of fraud within the Company and to the rigorous investigation of any such cases, and, where fraud or other criminal act is proven, to ensure that wrong doers are appropriately dealt with. The Company also regards any actions taken by any individual to obtain a personal benefit or deprive another person or company of a benefit or that misstates any financial or other Company information or performance as "fraudulent" for these purposes, even where such misstatement does not result in any direct financial gain for the individual involved.

CORPORATE SPONSORSHIP

Teleplan welcomes and encourages charity and sponsorship activities undertaken by our group companies and employees. However, Teleplan employees who manage corporate sponsorship should be aware of the fact that making any contributions to a charity or undertaking any sponsorship activities might expose Teleplan to a greater risk of public criticism. Contributions to a charity or corporate sponsorship should not be used to influence or appear to influence third parties or serve business purposes.

Any suspicion of bribery should be avoided at all times. Therefore it is of the utmost importance to make sure the relationship between Teleplan and the sponsored agency or organisation is transparent and that the highest ethical standards and all accounting policies are adhered to.

When making any contributions to a charity or undertaking any sponsorship activities, Teleplan employees shall inform the Internal Audit Department in advance via internalaudit@teleplan.com.



REPORTING BREACHES OF THE CODE OR CONCERNS

If you believe that a breach of the Code of Conduct has taken place or you have concerns, you must report this immediately.

The first point of contact to use is your line manager or supervisor or the Human Resources representative at your site. However, if for any reason you are reluctant to do so, then you should report your concerns to the Internal Audit department using the following email address designated for this purpose: internalaudit@teleplan.com

Any such disclosure will be treated in confidence and immediately investigated. Following such an investigation, a report will be given to the reporting employee about the outcome of the investigations and of any actions proposed.

If you are uncertain of how to deal with an ethical or legal issue, ask your line manager or supervisor or the Human Resources representative at your site for guidance. Internal Audit Department, Legal and Corporate Human Resources teams are also able to provide guidance and can be contacted using the email address: internalaudit@teleplan.com

