



IPS (Industrial Premier Services)

Code of Ethics

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Revision History

Revision Number:	Revised Date:	Doc Owner	Doc Authority	Summary description of changes
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Code of Ethics

A. INTRODUCTION

This Code of Ethics (the Code) has been adopted by our Tom Management and summarizes the standards that must guide our actions. The Code applies to IPS (the Company). While covering a wide range of business practices and procedures, these standards cannot cover every issue that may arise, or every situation where ethical decisions must be made, but rather set forth key guiding principles that represent Company policies and establish conditions for employment with the Company.

The Company strives for a culture of honesty, openness and accountability. Our commitment to the highest level of ethical conduct should be reflected in all of the Company's business activities including, but not limited to, relationships with employees, customers, suppliers, competitors, the government and the public. All employees and officers must conduct themselves according to the language and the spirit of this Code and seek to avoid any appearance of improper behavior.

Failure to comply with this Code will be regarded as a serious disciplinary offence, which may lead to dismissal from employment or removal from office.

If you become aware of any breaches of this Code, you should report them to the General Manager of the company.

If you are in any doubt as to the interpretation of any situations, which you feel may be in breach of this Code you should consult the General Manager.

Key points to remember are summarized below, followed by more detailed guidance on the specific areas of:

- conflicts of interest
- quality of public disclosures
- compliance with laws
- whistleblowing
- fraud
- political donations
- directors' loans and expenses
- trading on inside information
- protection of confidential information

B. KEY POINTS

Personal Behavior

We will consider the consequences of our actions on others in the work place, and ensure that our behavior does not impede our own or our colleagues' ability to perform our jobs effectively.

Confidentiality

We will exercise prudence and caution in using confidential information and in sharing it only with those who have a legitimate need to know.

Company property and time

We will only use Company property and time for business purpose.

Outside employment

We will not undertake employment outside the Company without prior approval.

Conflicts of interest

We will not put ourselves in a position where our personal interests conflict, or might be thought to conflict, with those of the Company.

Improper payments

We will not offer inducements of a sort that would be considered bribes in the course of doing business - either to obtain business or to retain it. We do not tolerate bribery and corruption in any of its forms in our business. We comply with anti-bribery and corruption laws and regulations and support efforts to eliminate bribery and corruption worldwide. We work to make sure that our business partners share our commitment.

- do not offer or accept bribes, kickbacks or any other kind of improper payment including facilitation payments.
- keep accurate books and records so that payments are honestly described and company funds are not used for unlawful purposes.

Business gifts and entertainment

We will not make or accept gifts or benefits of a personal nature in order to influence decisions concerning our business.

The law

We will always act within the law of the territory in which we are doing business.

Whistleblowing

We will report behavior, which does not comply with the letter or the spirit of this Code. The position of employees reporting genuine concerns will be protected. Making a malicious or frivolous allegation will be treated as a serious disciplinary offence.

c. CONFLICTS OF INTEREST

General statement

No manager or employee of the Company should place him/herself in a position where his or her actions, personal interest or activities are, or are likely to be, in conflict with the interests of the Company. It must be emphasized that an actual conflict of interest need not be present to constitute a violation of this policy. Activities that create the appearance of a conflict of interest must be avoided in order not to reflect negatively on the Company's reputation.

Anything that presents a conflict of interest for a director or employee of a Company would also present a conflict of interest for a member of the immediate family of the director or employee and, therefore, must also be avoided. For the purpose of this policy, "a member of immediate family" means spouse, child (under 18 years of age) or an individual having the same home as a director or employee.

Specific policies and guidelines

Business interests

No directors or employees of the Company should have any interest in private or public companies, partnerships or other concerns engaged in a business similar to or competing with the current or prospective business of the Company, unless such interest is fully disclosed to, and approved by, Top Management.

Full-time senior employees of the Company may not have any outside employment, save with the prior approval of the General Manager. Other employees must obtain the prior written approval of their line manager before taking any outside employment and must specify the number of hours involved. Line managers must not give their approval where the outside employment would interfere with the conduct of the employee's duties to the Company and must notify the relevant HR Coordinator of any approvals, which are given. Employees may not have any outside interests that are in any way detrimental to the Company's best interests.

Business dealings

It is the policy of the Company to purchase all materials and supplies on the basis of price, quality and service. The Company will neither pay nor accept any bribe, gratuity or similar payment from anyone in connection with its business, including any sales or purchase transaction. Managers and employees must select customers, suppliers and other persons doing or seeking to do business with the Company and deal with such persons in a completely impartial manner, without favor or preference based upon any considerations other than the best interests of the Company.

Managers and employees are not permitted to borrow from or lend to customers or individuals or concerns with whom the Company does business, including such customers, individuals or concerns from whom the Company buys or to whom the Company sells goods or services. These guidelines do not apply to conventional loans from lending institutions.

Managers and employees may not benefit personally from any purchase by or sale to the Company of goods or services. Managers and employees may not derive personal gain from transactions involving the Company, including the sale or lease of real or personal property, unless such transactions and the personal interest involved have been disclosed fully to, and approved by, the Top Management.

Gifts and entertainment

Corporate gifts and entertainment should be tasteful but of insubstantial value, consistent with the status of the client or customer involved. In no event should corporate gifts, undisclosed payments or entertainment be such as to appear to be bribes or other improper forms of compensation or payment. As guidance, the individuals making or receiving the gift should ask themselves whether they could easily justify the gift to the Company, the press and the public. Gifts or entertainment in any form that would be likely to result in a feeling or expectation of personal obligation should not be given or accepted. Any gift or entertainment which is given or accepted must be notified by employees to their manager and added to the gift register. A Member, officer, or employee may accept a gift, other than cash or cash equivalent, having a value of less than 50 AZN, provided that the source of the gift is not a registered lobbyist, foreign agent, or private entity that retains or employs such individuals.

Public officials

Practices that are acceptable in commercial business environments may be against the law or policies governing national or local government employees. In addition, international legislation may make certain actions carried out in countries other than the home countries of the Company illegal in the Company's home countries.

No gift or business entertainment should be given to a government employee without prior approval from the Top Management.

Use of company services and resources

The services of staff and other Company resources shall be used strictly for the Company's purposes and not for the purposes of serving, or in any manner personally benefiting, the Company's employees and/or any third parties.

Whenever it is proposed that third parties or employees are to be the recipients of such services or resources, prior written approval of the Top Management will be required.

Misappropriation of business opportunities

Managers and employees are prohibited from taking direct or indirect advantage of any business opportunity which is received by reason of their relationship with the Company and in which the Company may be interested, unless such opportunity has been presented for consideration by the Company, has been rejected and such activity is not otherwise prohibited under this policy. The presentation of the opportunity, its consideration and rejection should all be documented.

The basis of allowing any employee to proceed with the relevant opportunity should be the subject of written agreement between the employee and the relevant Company.

Questions and issues

In as much as it is difficult to describe all of the circumstances and conditions that might be considered to involve an improper conflict of interest, any director or employee who has, or believes that he or she might have, a personal or financial interest which might conflict with this policy should immediately make all the facts known to the Top Management.

D. QUALITY OF PUBLIC DISCLOSURES

The Company has a responsibility to communicate effectively with Directors and Managers so that they are provided with full and accurate information, in all material respects, about the Company's financial condition and results of its operations.

E. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

The Company is strongly committed to conducting its business affairs in full compliance with all applicable laws, rules and regulations. No manager or employee shall knowingly commit an illegal act or instruct others to do so, for any reason.

F. WHISTLEBLOWING

The Company takes a very serious view of any fraudulent behavior, serious malpractice or general abuse occurring in the work place. If evidence of such occurrence comes to light, it will be dealt with quickly and disciplinary action will be taken against any employee found guilty of such actions.

In the light of this, any employee who becomes aware of possible malpractice is encouraged to report it to the relevant Company. In return, the Company agrees to protect any such employees from reprisals and respect confidentiality. Any victimization of employees reporting malpractice or attempt to deter them from raising such a concern will be treated as a serious disciplinary offence.

Reporting procedure

If any employee believes reasonably and in good faith that malpractice exists in the work place, then he or she should report this immediately to their own line manager. However, if for any reason they are reluctant to do so, then they should report their concerns to one of the following managers, specially designated for this purpose:

QHSE/Compliance Manager
General Manager

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

**Employees concerned about speaking to another member of staff can contact:
Compliance Services at compliance_services@mst-az.com.**

Public Interest Disclosure Act

All employees will be protected under the Public Interest Disclosure Acts. These are disclosures of information, which in the reasonable belief of the employee making the disclosure, tend to cover the following employer activities:

- (a) a criminal offence has been, is being, or is likely to be, committed,
- (b) that a person has failed, is failing or is likely to have failed to comply with any legal obligation to which he/she is subject;
- (c) a miscarriage of justice has occurred, is occurring or is likely to occur;
- (d) that health and safety of an individual has been, is being or is likely to be endangered;
- (e) that the environment has been, is being or is likely to be damaged;
- (f) that information relating to the above is being deliberately concealed.

Employees in other territories will be treated by the Company as if such legislation applied to them.

G. FRAUD

The Company is committed to the prevention of fraud within the Company, 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.

Action to take

In accordance with the whistleblowing section of this policy, there will be no recriminations against staff who report reasonably held suspicions of fraud. Any suspicion will be considered reasonably held if there is any justification at all to believe that a possibility exists that fraud or a similar offence may have taken place.

Equally, however, abuse of the process by raising malicious allegations could be regarded as a disciplinary matter.

If you believe you have good reason to suspect a colleague or other person of a fraud or an offence involving the Company or a serious infringement of Company rules, such as:

- theft of Company property
- abuse of Company property or abuse of a position of trust
- deception or falsification of records (e.g., fraudulent time or expense claims)

you should discuss it in the first place with your manager - unless you suspect the manager of involvement in the fraud, in which case you should go to the next more senior person. Alternatively you may first discuss the matter confidentially and anonymously with the Company Secretary.

Your manager will report the matter to the Company Secretary. The Company will then investigate and take appropriate action.

Please be aware that time may be of the utmost importance to ensure that the Company does not continue to suffer a loss.

H. POLITICAL

DONATIONS Policy

The policy of MST and its subsidiaries is NOT to make contributions to political parties or for political purposes. This applies equally to contributions in cash or in kind. The policy is set out each year in the Company's annual report and accounts.

I. Company Policy

The Company policy is that no loans or quasi-loans should be made to any director or senior executive. Difficult questions may arise as to whether expense arrangements amount to the making of a loan, accordingly:

1. Prior to the entering into of any transaction or arrangement where doubt arises advice should be sought from the Top Management as to whether the transaction or arrangement is permissible and, if so, the procedure that must be followed.
2. The private (ie family or non-business) elements of any business travel arrangements should be quantified **and** paid for by a director or senior executive **prior** to the booking of the travel arrangements.
3. Foreign currency and/or travellers credit cards provided to directors and senior executives should not exceed 5,000 AZN and should not be used for private expenses. Upon return from a business trip unused currency or cards should be returned to the Company immediately.
4. The personal element of any expenditure using Company credit cards should be separately identified and promptly reimbursed.

J. TRADING ON INSIDE INFORMATION

Using inside information to trade in shares or securities or encouraging others to do so is illegal. All non-public information should be considered inside information and should never be used for personal gain.

You should familiarize yourself with the Company's Restrictions on Dealing in Shares and contact the Legal Department with any questions you may have about your ability to trade in Company shares.

K. PROTECTION OF CONFIDENTIAL INFORMATION

Confidential information generated and gathered in the Company's business is a valuable Company asset. Protecting this information is vital in the Company's continued growth. All confidential information should therefore be maintained in strict confidence, except when disclosure is appropriately authorized or required by law or applicable regulation.

Unauthorized use or distribution of confidential information violates Company policy and could be illegal. Such use or distribution could result in negative consequences for both the Company and the individuals involved, including potential legal and disciplinary actions.

The obligation to protect the Company's confidential information and to avoid its misuse continues after directors and employees have left the Company and you must return all such information in your possession on leaving the Company.

For the purposes of this Code "confidential information" means all information of a financial, strategic or business nature relating to the Company, its customers or suppliers and which is not in the public domain.

We respect the property rights of other companies and require our managers and employees to do the same.

L. WAIVERS AND AMENDMENTS

Any waivers of this Code for managers may only be granted by the Top Management