

<b>SOLUTIONS INSURANCE BROKERS, INC. / SOLUTIONS INC.</b>		
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It is Solutions' policy that all decisions and actions done in behalf of the Corporation adhere to the highest standards of integrity. In some circumstances, this imposes a greater requirement than what is established by law or regulation.

The Code of Conduct and Ethical Policies are the basis for ethical behavior in our business dealings with customers, regulators and the communities in which we operate.

Integrity embodies ethical principles including trust, honesty, objectivity, fairness and respect for others. It involves our desire to act for reasons that go beyond personal self-interest to achieve our vision for the Company.

The Code of Conduct provides a framework of Solutions' values and ethical standards. The following principles must be applied in the conduct of our day-to-day business.

- All decisions and actions must conform with applicable laws, regulations and Corporate policies.
- Business must only be secured on the basis of our Company's belief in competitive market systems and the appropriateness of earning a profit by providing our customers with the highest standard of professional and personal service.
- Economic substance alone is not justification for originating a transaction. It must be evaluated in the light of comprehensive knowledge of our clients' business and of the transaction's purpose.
- All employees must be honest and trustworthy in all actions and relationships for, and in behalf of, Solutions Incorporated.
- Situations where personal interests conflict, or appear to conflict with the interests of Solutions or its clients must be avoided.
- Human dignity must be respected in all our dealings with others.
- Communications must be objective, honest and accurate. Confidentiality must be maintained where appropriate.
- Ethical conduct should be recognized and valued by all employees of Solutions.

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The Ethical Policies amplify the principles set out in the Code of Conduct. The Ethical Policies provide specific direction on important and sensitive topics.

Any decision or action within the scope of topics described in the Ethical Policies must conform to the policy as stated.

Where the circumstances are not addressed specifically in the Ethical Policies, the decision or act must be qualified against the principles set out in the Code of Conduct.

It is not the intent of these guidelines to provide automatic answers to all possible situations. In cases of uncertainty, unusual complexity or high sensitivity, the matter must be discussed with higher management.

Who should apply these Policies?

These policies apply to anyone acting in behalf of Solutions. Employees and directors must understand the Code of Conduct and Ethical Policies and comply with them in the discharge of their responsibilities. Some aspects of these policies apply to third parties such as immediate families and suppliers.

Managers, Team Leaders and Supervisors have the additional responsibility to help their staff understand and apply these values and to maintain an environment that promotes consistent compliance.

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## **GENERAL GUIDELINES**

### **1. Compliance with the Code**

Each employee is responsible for her or his own compliance with the Code of Conduct and Ethical Policies and all other Corporate policies, as well as laws and regulations. Managers, Team Leaders and Supervisors have the additional responsibility to help their staff understand and apply these values and to maintain an environment that promotes consistent compliance.

Employees who do not comply with the Code of Conduct and Ethical Policies may be subject to disciplinary action, termination of employment, and/or legal proceedings.

### **2. Compliance with the Law**

Solutions employees must comply with the letter and intent of Philippine local laws and regulations at all times.

### **3. Taxation and tax planning**

Solutions seeks tax efficiency but only with the approval of the Chief Financial Officer and the Board and/or retained tax professionals and only in compliance with the overall intent and letter of the applicable laws.

Tax returns must be filed on a timely basis and taxes due paid on time.

### **4. Reporting actual and potential infractions**

An employee authorized to act in behalf of Solutions, who suspects a possible violation of a law, regulation or Solutions ethical standard should report the suspected violation to his or her Team Leader, Supervisor or Manager.

### **5. Protection for employees who raise concerns**

No employee who reports a suspected violation of law, regulation or Corporate policy will be retaliated against as a result of having made the report. Questions concerning protection for persons reporting suspected legal violations should be addressed to the Human Resources Officer.

### **6. Confidential Information**

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Employees must avoid intentional or unintentional disclosures of sensitive or confidential information. Such information should be used only in connection with job responsibilities. Sensitive or confidential information may only be shared in the following circumstances:

- With other employees who have a need, and are authorized to have this knowledge.
- To third parties where this had been authorized by the client, Solutions employee, or other owner of the information.
- Pursuant to a statute or regulation, a court order or other legal process.

Sensitive or confidential information includes (but is not limited to):

- Client information
- Solutions proprietary information
- Internal management information systems, data and reports
- Employee (past and present) records
- Information not available publicly
- Information arising from transactions with regulators and government agencies

#### 9. Conflict of Interest

Employees must avoid circumstances in which our personal interests conflict, or appear to conflict, with the interests of Solutions or its clients. Situations that may lead to actual or apparent conflict include (but are not limited to):

- Team Leaders, Managers and Supervisors acting as wedding or baptismal sponsor for staff members directly under their supervision. The Chief Accountant is required to refrain from accepting offers to participate as sponsor in any and all employees' personal activities.
- Mis-use of Solutions' name for personal benefit.