



Code of Conduct/Conflict of Interest

Objective/Summary

All associates employed by NorthHill Technology Resources LLC are expected to commit to our Code of Conduct and Ethics Guidelines. Our growth and reputation depend on each associate's ability to properly conduct business functions and to promote the Company with the highest level of Loyalty, Honesty, and Integrity.

Avoiding Conflicts of Interest

A conflict of interest may exist when associates allow themselves to be placed in a situation or position where their personal interests are in conflict or appear to be with the interest or business practice of the Company.

NorthHill Technology Resources LLC supports the development and transparency of professional relationships between its associates, vendors, suppliers, customers, agents, contractors, and business partners across the different business units, but in doing so the Company must ensure that a high standard of integrity is maintained. A conflict of interest can include, but are not limited to the following:

NorthHill Technology Resources LLC limits the acceptance of Cash, gifts or gift cards from any associates, vendors, suppliers, customer, agent, contractor, business partner, or any source who is currently negotiating a contract with NorthHill. The occasional acceptance of inexpensive non-cash gifts and entertainment is acceptable where deemed a customary business practice or may cause offense if the gift is declined. However, associates will be expected to report all "Gifts and Entertainment" valued at more than \$ 25 dollars to their head of department to be logged on the gifts and entertainment register. It is the responsibility of the head of department to determine if the gift is appropriate. Where gifts are deemed not appropriate NorthHill reserves the right to auction the gift with proceeds donated to NorthHill's charity of choice.

Promotional Samples are considered "Gifts" and are subject guidelines

Events and Entertainment may include offers associated with meals, drinks, sporting events, tradeshow, and entertainment functions. Offers may only be accepted where there is a business purpose and where an existing business

relationship exists and were approved by a line manager. All approved event and entertainment attendance will be included on the gifts and

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entertainment register. An associate must not make requests for invitations or entertainment tickets under any circumstances.

Competing with the Company

NorthHill Technology Resources LLC prohibits active employment with a direct competitor. We highly value your position at NorthHill and expect your full engagement and commitment in your role. If the outside employment is not with a direct competitor but still interferes with your position, then a conflict of interest may still exist.

Owning or co-owning a line of business like NorthHill Facilities Management constitutes a direct conflict of interest. This excludes ownership of stocks acquired through publicly traded mutual funds or similar accounts.

If you, your spouse, or significant other has a financial interest in a business that directly competes in the same market as NorthHill, you must inform Human Resources to ensure there is no conflict of interest. It is not absolutely prohibited for a spouse or significant other to have a financial interest or work for a direct competitor, but it must be disclosed to Human Resources so it can decide as to whether the relationship is a conflict of interest or has the potential to create a conflict of interest.

Direct or Indirect Financial or Other Material Interest

Contracts, transactions or arrangements of NorthHill Technology Resources LLC, in which an employee has a direct or indirect financial or other material interest shall not be absolutely prohibited, but they shall be subject to review to determine that it is in the best interests of the NorthHill Technology Resources LLC. For the purposes of this Policy, an employee has a direct or indirect financial or other material interest in a proposed or existing contract, transaction, or arrangement if he or she, or one of his or her Family Members:

(a) has a substantial financial interest directly in the proposed or existing contract, transaction, or arrangement; or

(b) has a substantial financial interest in any other organization that i) is a party to the proposed or existing contract, transaction, or arrangement; or ii) is in any way involved in the proposed or existing contract, transaction, or arrangement, including through the provision of services in connection therewith (an "involved organization"); or

(c) holds a position as trustee, Trustee, officer, member, partner, or employee in any such party or involved organization.

An employee's or their Family Member's financial interest will be considered substantial if it involves:

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(a) an ownership or investment interest representing more than 1% of the outstanding shares of a publicly traded company or 5% of the outstanding shares or comparable interest of a privately owned company with which the NorthHill Technology Resources LLC has or is negotiating a contract, transaction or arrangement or which is an involved organization with respect to the contract, transaction or arrangement; or

(b) an ownership or investment interest, which produces income for or constitutes part of the net worth of the employee or a Family Member of the employee which totals \$10,000 or more annually, in any entity with which the NorthHill Technology Resources LLC has or is negotiating a contract, transaction or arrangement or which is an involved organization with respect to the contract, transaction or arrangement; or

(c) a compensation arrangement which totals \$10,000 or more annually with any entity or individual with which the NorthHill Technology Resources LLC has or is negotiating a contract, transaction or arrangement or with any involved organization with respect to the contract, transaction or arrangement.

Each Associate shall promptly disclose any direct or indirect financial or other material interest which he or she or Family Member has or reasonably expects to have in any proposed or existing contract, transaction or arrangement with NorthHill Technology Resources LLC prior to the start of any negotiations with respect to such matter. A direct or indirect financial interest required to be disclosed under this Policy shall be disclosed in writing to the Head of HR for the Company. Such disclosure shall include all material facts and supply any reasons why the contract, transaction or arrangement might be or not be in the best interest of NorthHill Technology Resources LLC.

Harm to Business or Reputation

All associates are representatives of the Company and as such should refrain from engaging in conduct that could adversely affect the Company's business or image like publicly criticizing the Company, its management, or its employees, or engaging in criminal conduct or other inappropriate behavior that could potentially harm the Company's reputation.

Media Communications

NorthHill Technology Resources LLC shares consistent messages throughout the business organization. All requests from any media outlet to respond formally on behalf of the Company must in the first instance be forwarded to rbrazzel@northhillstechnology.com where appropriate guidance will be provided.

Financial and Business Records

NorthHill Technology Resources LLC complies with all applicable laws and regulations pertaining to Financial and Business Records. All associates are responsible for the accuracy and completeness of the financial and business records assigned as part of role responsibility.

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Bribery and Anti-Corruption

NorthHill has a commitment to always act with honesty and integrity. We recognize the importance of our reputation to our Clients, Associates and Suppliers and this policy is intended to reinforce the importance of behaving with integrity.

We do not tolerate, permit, or engage in bribery, corruption, improper payments, or unethical practices of any kind in our business dealings, anywhere in the world, whether in the public or private sector.

NorthHill is committed to implementing and regularly reviewing processes, procedures, and controls to monitor bribery and corruption risk and to ensure robust ethical management. It is the Group's policy to ensure that its businesses, senior management, and other colleagues comply with all legislation designed to combat bribery and corruption in the jurisdictions in which they operate.

Political Donations

NorthHill will not make any political contributions or donations in cash or otherwise. NorthHill will not make condone contributions to political parties, organizations or individuals engaged in politics as a way of obtaining an advantage in business.

Any entertainment or dinners directed at public officials or political candidates or parties must be in accordance with our policy on gifts & entertainment as outlined previously.

Charitable Donations

NorthHill is committed to supporting charities, particularly those in our local communities. However, donations to charity can be used as a means of paying bribes. Donations should only be given to reputable, legitimate, and registered

charities and must not form an inducement to do business which may not otherwise be undertaken.

Sponsorships

In line with the above statement on Charitable Donations any non-business sponsorship must not form an inducement to do business which may otherwise be undertaken. Nonbusiness sponsorship may include:

☐ Sponsoring Youth Sports teams. ☐ Sponsoring of individuals to assist with developing young talent ☐ Sponsorship of local community or school projects.

Reporting Concerns

All Associates must report any breaches or potential breaches of the Policy as soon as possible to their line manager. If you believe your line manager is involved in the matter that you wish to

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report, you should then discuss the issue with the next level of management. Alternatively, you can report any perceived breaches of this policy directly with your Human Resources Representative.

Any Third-Party Agent, Supplier or Subcontractor who suspects or is aware of any violations of our Anti-Bribery & Corruption Policy must immediately notify their contact within the group.

We will take all reported concerns seriously and will confidentially investigate to determine if the law or the Anti-Bribery & Corruption Policy has been contravened.

Any associate who, in good faith, reports suspected legal, ethical, or policy breaches will not suffer any adverse consequences for having done so.

If you report a suspected breach or bribery concern, we will make every effort to keep your identity confidential but regardless, no retaliation of any for will be allowed toward any associate who in good faith reports a violation.

I understand all the above set forth by the Company and commit to comply and abide by the guidelines. Failure to do so may result in disciplinary action up to and including separation of services with NorthHill Technology Resources LLC.

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