



CODE OF BUSINESS CONDUCT
INTEGRITY AND TRUST

HENRIPOINGARE
BUSINESS ADVISORY BUREAU

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This code explains the mind-set, attitude, behaviour and provides guidelines of Henri Poincaré Associates business conduct. It is not intended to create, nor does it constitute a contract or a promise of any kind. Any reference to “we” , “our” , “associate” or the “firm” are all references to the associates, personnel and entities of Henri Poincaré business advisory bureau.

**Document Number HPA-00-101
December 2015, Revision 03**



Henri Poincare is a firm that believes in value. Our culture is a value-driven behaviour focused on bringing the best out of the team, customers and society. We reflect personal integrity across all our activities and we target to gain trust in everything we do.

■ OUR PURPOSE

Henri Poincare Associates aims to provide a unique positive customer's experience through every interaction. We provide our customers with tools and methodologies to develop a sustainable growth in their emerging business.

■ OUR VALUES

We value people, with their desire, curiosity, knowledge and approach to improve business practices and enhance performance. Our association invites domain experts to work in a dynamic environment to find solutions to challenges. Our behaviour and approach is focused on sharing value and consequences of our advice, principles and actions:

↳ • Professional Standard & Curiosity

Adhere to the highest professional standard in every transaction; our **PERSONAL INTEGRITY** and **ETHICAL** approach is our “license to operate”. We respect people, offer diversity and accept differences. We appreciate “**CURIOSITY**” of how things are being done, we **INVESTIGATE** and we think of ways to do things better, safer and more **EFFICIENT**. We explore, invent and challenge the “business as usual” to find an effective approach. We learn from cultures, people and nature every day. We appreciate the complexity of our customers’ **NONLINEAR DYNAMIC** business. We have no respect for the **STATUS QUO** and we want to change the world.

↳ • Customer Interest & Sustainability

We are obliged to put the customer’s interest ahead of the association and we preserve our customer’s **CONFIDENCE** through our approach and mind-set. Our associates will maintain an **INDEPENDENT PROSPECTIVE** to review and manage our customer’s resources **EFFECTIVELY** and efficiently to save cost and enhance results. We build enduring **RELATIONSHIP** based on trust with our customers, people and society. We believe in results, only, **SUSTAINABLE RESULTS** that can over time grow and accommodate enhancement. We evaluate the business practice to deploy sustainable methodologies to **ENHANCE RESULTS** and sustain growth.

↳ • Public Trust

We understand the value of our people and process. We recognize the importance of our advices and recommendations and the impact it might leave, affecting our customer’s business and their environment. We take **OWNERSHIP** and **ACCOUNTABILITY** within the team, project, association, customer office and the public. We accept a personal obligation to our profession, the associates and everyone involved in our field and activities. We agree and accept to be bound by **RESPECT** to others; to everyone, including our own team members, and even our competitors. We respect **PRIVACY** and we protect personal information and data. We treat people **FAIRLY**, we have zero-tolerance for harassment of any kind, and we will not discriminate against any person. We will refrain from retaliation and we will support any person who will report a violation of our code. We will comply with local laws and regulation where we operate and will respect the local culture. We develop those who are in need in our own team or customers and everyone in our society. Our associates are committed to communicate facts and truth without sugar-coating, in our findings, reviews, analysis and even our own advertisements.



■ OUR POLICIES AND THE WAY WE CONDUCT BUSINESS:

The Henri Poincare Associates ethics guidelines and policies were drafted to guide our associates during difficult times to help them making the right decision. Those guidelines were made to support the associates as an individual and as a group to define the way that we conduct business.

↳ • **POLICY 01 Quality of Work**

Along with our integrity, the quality of the work conducted are the most critical drivers of our reputation. The work provided should meet best international and professional standards known across industries. The focus on the customer expectations and perception is equally important to the actual need and demand. The customer perception of results should always be taken in consideration.

Every associate, individual and, or, team within Henri Poincare is responsible for driving quality culture in every preformed service. The quality-results should drive pride and confidence in completed work. A sense of achievement and professional accomplishment is the level that each individual within the association should seek.

↳ • **POLICY 02 Records, Tractability, Accuracy and Transparency**

Our associates are obliged to maintain accurate records at all times. Complete and accurate records are required for regulatory purpose, taxes or financial reports, as well as meeting the customer expectation and requirements. Records, such as (including, but not limited to) time, expenses, billing records, regulatory, or other financial reports) has responsibility to be truthful, accurate, legible, complete, and completed on timely manner and in accordance with policies, law, contractually and all legal and professional standards and regulations.

Destruction of records is completely forbidden at all circumstances, especially, when it comes to hide truth, prohibited by law, or when there is knowledge of (or anticipation of) a subpoena or other request for documents, a regulatory investigation, or a lawsuit.

↳ • **POLICY 03 Anti-Corruption, Anti-Bribery & Facilitation Payments**

Our associate shall not offer, promise or grants (personally or through others) any employee or agents of another organization or a third party a financial or other benefit in return for the latter treating Henri Poincare (as an organization or individuals) preferentially in relation to others (competitors or whatsoever) without an appropriate reason. The same applies to associates employees or agents of any organization who may ask for or accept such benefits.

Offers in any shape or form (including kickbacks), made personally or through others with the intention to retain or secure business or benefits are completely prohibited and will be subject to investigation and disciplinary action within the association and local law. Payments of any value, including small amounts of what-so-called “facilitation payments” are not allowed within Henri Poincare Association regardless of the cause. However, should it be a life-threatening situation occur that may risk the life of one of the associates, or his family, or people around that can be resolved in direct payments, then the associate has the right to act ethically to save the life(s) of those who are in danger.

Henri Poincare associate are required to comply with local laws and regulations of where they operate in relation to any payment to any third-party. Any and all payments made by, or on behalf of, Henri Poincare Associates must be lawful and made only for legitimate business purposes. Under no circumstances is it acceptable to offer, give, solicit, or receive any form of bribe or kickback. Our associates shall be mindful that offering or providing anything of value (including, but not limited to, gifts, entertainment, hospitality, political contributions, charitable contributions, employment opportunities, and other facilitation payments) to a third-party for a corrupt or inappropriate purpose could constitute an illegal bribe or kickback under applicable laws and could lead to serious civil and criminal penalties. Additionally to the local laws, our associates shall comply with:

- 3.1** *The Foreign Corrupt Practices Act of 1977 (FCPA) a United States federal law.*
- 3.2** *The UK Bribery Act (the Bribery Act) 2010*
- 3.3** *Article 322ter - Article 322octies Swiss Criminal Code (StGB) / Article 4a Federal Act against Unfair Competition (UWG)*
- 3.4** *Article 286 bis of Organic Law 5/2010 of June 22 (CP 2010), enacting the new Penal Code effective on 23 December 2010 in Spain*
- 3.5** *Italian Criminal Code (ICC), sec. No. 3181 et seq. and Legislative Decree No.231/2001 (Decree 231)*
- 3.6** *German Criminal Code: Private Sector: Sect. 299 et seq. from the German Criminal Code ("StGB") plus the Public Sector: Sect. 331 et seq. StGB.*
- 3.7** *UNITED ARAB EMIRATES FEDERAL ANTI-BRIBERY LEGISLATION (UAE Federal Penal Code)*
- 3.8** *The OECD Anti-Bribery Convention (officially Convention on Combating Bribery of Foreign Public Officials in International Business Transactions signed in 1997 including recent revisions and recommendations since 2007 onward.*

The United Nations Convention against Corruption (UNCAC) which was adopted by the United Nations General Assembly on 31 October 2003 by Resolution 58/4



↳ • POLICY 04 Gifts & Entertainment

Henri Poincare competes fairly on the basis of quality and values. Our associates shall not offer gifts or inappropriate payments regardless of the cause, even if that was not in return of any benefit. Our team complies with “Government Officials & Politics” guidelines at all times, including when working with none-government officials. Any gift represent the individual and his personal relations; it should not be linked to any benefits and should not represent the association.

Our associates, even at the personal level, shall not involve in deals, gifts or payment when it might be perceived as possible “in favour” or “in return of” or during perceived conflict of interest situations or scenarios, even if it was not. This bounder preserves the association interest and prevent from falling into grey-areas in between black and white.

The association may provide token give-away items upto in value to \$100 USD maximum and may not receive any girt in return from a supplier, contractor or agent of Henri Poincare Associates.

At the entertainment level; the association does not allow individual or group entertainment event, except for group meal that contains at least two associates and two customers at the same time. All other entertainment events, including but not limited to entry tickets, travel, lodging or parties are prohibited within Henri Poincare.

The association may provide desktop icons and wall certificates to customers between times to another that usually are linked to an event or a contractual milestone. Those items shall not exceed \$500 USD in value and shall clearly marked with the customer name, or event name and the logo of Henri Poincare Association.

↳ • POLICY 05 Government Officials & Politics

The association will provide equal services to national and public customers across the world. Certain regulations impose special attention to relations and transaction related to government official. Henri Poincare Associate shall comply with the following:

5.1 *Local laws and regulations within the country of operation and involved entities.*

5.2 *The Foreign Corrupt Practices Act of 1977 (FCPA) a United States federal law*

5.3 *The UK Bribery Act (the Bribery Act) 2010*

5.4 *Henri Poincare as an association does not involve in politics nor support, influence, lobbying through political figures whatsoever*

5.5 *Henri Poincare Associates may not publically discuss political views and opinions in their capacity as an associate, however, participating in politics or political action is a personal right that has nothing to do with the associate. Any participation as an individual right will reflect personal opinion and it does not reflect the association opinion or views in any relation or form, whatsoever*

5.6 *The association will not contribute to any political or governmental act. Any personal political contribution is a personal decision and consequently a personal expense that should be disclosed to the association and public as a personal act.*

5.7 *Sponsoring events with government organizations for business-to-business basis should be governed by the following guidelines:*

5.7.1 The association may pay for the venue location, organization of meeting rooms only

5.7.2 No reimbursement on travel cost, lodging or pocket money, including airfare tickets

5.7.3 Meals provided are only to group meals, no individual expense is reimbursed to government official. A group meal should have at least two associates and two government officials. No reimbursement on alcohol and sprit-drinks.

5.7.4 No gifts are awarded to government official, unless a personal gift that can't not be linked to Henri Poincare Association. However, it's allowed to provide basic token give-way items with an aggregate value of less than \$100 USD in total. Normal give-away items are not tracked nor recorded if their value is less than \$90 USD.

5.7.5 The association encourage providing wall-certificate, plates, desktop icons that reflect the event name, date and participation. Those are provided upto a maximum value of \$500 USD per item given that the customer/government organization name and Henri Poincare Association logo is clearly on the icon or certificate.



↳ • **POLICY 06 INTELLECTUAL PROPERTY & COPYRIGHTS**

We invest in technology, process and invention. This commitment requires strong protection of the resulting intellectual properties of our own associates or competitors.

Our Intellectual property is created when one of our associates makes a new discovery or conceives of an idea, technique or process that is related to our industries. The invention becomes a joint property of the association and the associate. In our organization, joining the association will mean sharing the knowledge and the ideas among the team to create a concept of creativity and invention within the entire team. Therefore, our association will protect the individual intellectual property and confidential information by using the appropriate documents before using or giving third parties access to any critical information.

Our associates respects copyright and trademark laws and observes the terms and conditions of licenses (including software) and agreements. Never make unauthorized copies of software, publications or other copyrighted material. Likewise, never use trademarks without proper authorization. All the software, copyrighted material or trademarks we use must be properly licensed or owned by the association. We must comply with restrictions on the installation and use of third-party software.

↳ • **POLICY 07 USE OF ASSETS, INFORMATION AND RESOURCES**

We are all responsible for protecting Henri Poincare and customer's assets. Assets include facilities, property and equipment, computers and IT systems, information, opportunities and funds.

We are conscientious and shall act appropriately to ensure assets are not damaged, misused, or lost. Our associates understand that assets are provided for business purpose and shall not be used for personal benefit, including internet access. We will protect information, when handling confidential and secret information, we shall be especially careful, and shall protect (by encrypting or other means), and will share only with authorized parties. We shall not share information in public forums or on social media. We are vigilant against cyber-attacks and scams such as phishing and report immediately any incidents, including potential or actual losses of customer information or assets, or Henri Poincare's.

↳ • **POLICY 08 CONFLICT OF INTEREST**

Our associates, as professionals, are involved on daily basis in decision making process, directly for the association, or for our customers. We understand that in some occasion, a possible conflict between the personal interests may arise against the association or the customer interest due to various reasons, including personal, social, financial, political or other interests that could interfere with our responsibilities as professionals. Our associates are responsible and accountable to remain free of influence, or the appearance of influence, while making their decision or sending their recommendations.

Moreover, in the course of our work, we may have access to sensitive, non-public, insider information related to the market, our customers' financial positions or other critical transactions, including mergers or acquisition deals. The use of those information to personal interest, including investment plans, sell or buy of stocks or securities, or providing (disclosing) such sensitive information to any third party is completely prohibited and will be considered a direct violation to our code.

A conflict of interest is a conflict between our personal interests against the interests of Henri Poincare Association, or a customer's interest, including but limited to:

- *Acting (in capacity), ownership by you, or immediate family member for an organization that provides services, supplies, or equipment to, or is a direct competitor of the association or customer*
- *Holding a second job that may interfere with your responsibilities and duties on a project related to the association or customer*
- *Hiring decisions that may include close relatives, or having intimate relationships that may influence decisions related to compensation or business award*
- *Passing privileged information through socialization with competitors/suppliers of the association, or competitors of our customers or people who might have an interest from information that might look less sensitive*
- *Investment decisions, in customer organization or suppliers based on information related to our work which are not yet made public yet that we may come to be award of from various sources, including but not limited to business plans, proxy statement reviews, board of directors advisory or other sources because of the nature of our work.*

And therefore, our position in relation to conflict of interest is to put our customer's interest ahead of the firm, and then the association interest ahead of the personal interest.

- *We do not hold financial stakes in companies based on information we know, or companies that may directly compete on our responsibilities on a certain project related to our work.*
- *We do not accept any improper personal benefit as a result of our position and knowledge.*
- *We do not use the association resources, or customers' resources, including funds, information or equipment for personal gain.*
- *We disclose all potential conflicts of interest to our association and to our customers.*



↳ • **POLICY 09 COMPLIANCE WITH LOCAL LAW, INTERNATIONAL CODES AND CUSTOMER'S POLICIES**

Our associates are obliged to comply with the local laws and regulations of where they operate. Additionally, we shall comply with our customer's procedures and policies related to our work, including but not limited to Conflict of Interest, anti-corruption, financial reporting, and any other policies that might affect the quality and the integrity of our work. Moreover, we are bounded by the international codes and laws that may come in effect during the execution of any work. This may include, but not limited to:

9.1 Trade Control

We may provide services or knowledge in many countries worldwide, where certain customs laws may come in effect, including additional trade controls that may govern the import, temporary import, export or re-export equipment, software or information, including knowledge and methodologies. Our experts shall work direct with our customers to comply strictly with all trade control laws and regulations that may apply to our work, or us as individuals, wherever we do business. And therefore, we shall comply fully with all applicable trade control laws and regulations, and maintain, especially mindful of technology transfers. We shall review our own shipments for compliance before shipping or releasing. We expect all associates to consult our customers' trade control compliance, or third party expert on any questionable import or export matter. We comply with Anti-Trust requirements when dealing with customers and competitors as defined in our Due-Care Policies.

9.2 Immigration and Visa

Our business may involve international movement of associates. We must ensure that the travel, transfer, employment and residence of our team comply with applicable immigration and employment laws. This requirement extends to dependents of our associates and to their contractors. We are each responsible for our immigration and employment status in the countries where we work and live. And therefore, we shall comply with all immigration and employment laws in the places where we operate. Our associates shall take responsibility for their immigration and Visa status. We expect that all of our associates' dependents and direct contractors personnel to abide by immigration laws. We shall maintain immigration compliance programs to ensure that correct procedures are followed with our customers while operating to their interest in new countries or locations.

↳ • **POLICY 10 PREVENT MONEY LAUNDERING**

Money laundering is the process of running ill-gotten gains from criminal acts through a clean financial systems (business) to disguise the illegal origins and make the amounts appear to be legitimate and, therefore, spendable funds. Money laundering can be linked to any crime that generates significant proceeds such as drug trafficking, arms smuggling, extortion, fraud, racketeering, insider trading, tax evasion and other crimes. Additionally, some laundering techniques may also utilized to illegally hide perfectly legal funds, like inherited amounts or divorce cases.

There is a duty and an obligation that Henri Poincare Associates take and operate through to prevent and reports such illegal activities and amount. Should any of the associate became aware of a suspicious deals, fund or amounts that might be linked to similar activities then those deal and transactions should be immediately reported to the Board of Directors of Henri Poincare Associates or government agencies.

Our associates shall comply with laws and regulations related to AML (Anti-Money Laundering), including proper financial reporting as per international practice, Bank Secrecy Act and United Arab Emirates laws and regulations:

- 10.1** *The regulations and announcements made by the National Committee for Anti-Money Laundering in the UAE*
- 10.2** *UAE Federal Law No. (3) of 1987 Concerning promulgating Penal Code,*
- 10.3** *1988 Vienna Convention recommendations*
- 10.4** *The Central Bank of the UAE, Circular No. 14/93 containing comprehensive customer identification requirements and article no. 5 of the circular.*
- 10.5** *Central Bank of the UAE regulation, Notice No. 163/98 high; the obligation to report certain types of suspicious transactions concerning the deposit of cash or third party cheques*
- 10.6** *The Proceeds of Crime Act 2002 that requires reporting Suspicious Activity to as per the UK law. Also, the UK Money Laundering Regulations 2007 apply to related activities.*

Additionally, The United States Patriot Act, which amends the Bank Secrecy Act (BSA), that intended to strengthen measures to prevent, detect, and prosecute international money laundering and the financing of suspicious activities. These efforts include anti-money laundering (AML) tools that impact and control the banking, financial, and investment activities of Henri Poincare Associates. As a result of the Patriot Act, activities such as futures commission merchants (FCMs), introducing brokers (IBs), commodity pool operators (CPOs), and commodity trading advisors (CTAs) are subject to investigation and verification, reporting suspicious activity, identity of dealers, and applying enhanced due diligence to certain types of accounts involving foreign amounts and persons.

↳ • **POLICY 11 DUE-CARE, CITIZENSHIP, LAWS AND RELATIONS**

We are subject to the laws and customs of different countries. Sometimes these laws vary from place to place and could even conflict. We are responsible for knowing and following the laws and regulations that apply where we work. Whenever there is a conflict between the local laws or common practices, or our customers' policies, or if one of them was not as strict as our code, then our associates shall comply with the most restrict practice or law applicable to their environment, location or work.

If we intentionally or unintentionally, violate the rules, we could be subject to disciplinary action. We could also face personal financial or criminal liability if we violate applicable laws. Our progressive accountability guidelines as a fair and consistent system for assessing the actions of individuals who violate our guidelines and policies. Any waiver or exception to those policies and this code must be approved by the Henri Poincare Associates Board of Directors.



11.1 MUTUAL RESPECT TO POLICIES:

We have zero tolerance for corruption of any kind, and we expect the same from our contractors, suppliers and customers. We work in a socially responsible and ethical manner and continuously seek to improve the way we conduct business. All our suppliers, contractors and agents must be reviewed and managed in accordance with our policies. We shall not do business with those who are not fully aligned with our business conduct practices.

11.2 RELATIONS WITH OUR COMPETITORS:

Our associates are competitive and shall compete aggressively, but fairly. We do not secure business or maintain customer relationships by acting illegally or unethically. Each of us must deal fairly and openly with customers, suppliers and competitors. We must not take unfair advantage of a business situation through abuse of confidential information, misrepresenting material facts or deliberately doing anything that may be viewed as unfair. Any kind of agreement or understanding with our competitors to restrict full and fair competition is prohibited. We will not enter into agreements that may fix or control prices, allocate markets, or limit competition. Whenever we are involved in trade association activities or in other situations where there is communication among competitors, customers or suppliers, we must be especially alert to ethical and legal requirements.

11.3 RELATIONS WITH OUR PARTNERS & SUPPLIERS:

Our suppliers and business partners are essential to our ability to do business and meet our customers' expectations. We shall choose carefully and use an objective selection process. We seek to work with others who share our commitments to safety, ethics and compliance. We communicate clearly our relevant expectations to our suppliers and business partners, agreeing contractual obligations where applicable. And, we take appropriate measures if they do not meet those expectations or obligations. We shall report any indications that a supplier or business partner is not complying with applicable laws or their contractual obligations. We make sure both parties know and follow the key business conduct and international requirements that may apply to the scope of work, including government contract requirements and joint venture requirements.

11.4 GLOBAL CITIZENSHIP:

We actively promote health and education in our local communities. We encourage efforts in controlling diseases, and to socially develop communities by supporting initiatives that may improve youth education and living conditions. We foster the economic development of these communities by sharing knowledge with who may work around us. We endorse the aspirations of the **International Bill of Rights** and encourages work that augments the contributions that business can make to preserve and **respect human dignity**.

Our associates are expected to treat one another professionally and with mutual respect, which is extended to customers, contractors, competitors and others around our work environment. We treat everyone with fairness, respect and dignity. We expect those we work with to act in a way that is consistent with our sense of fairness and equal opportunity. We do not tolerate any form of harassment or other offensive action or abuse. This includes actions that can reasonably be considered as offensive, intimidating or discriminatory, as well as any form of sexual harassment. We believe in diversity of all kinds and backgrounds, people, ethnic groups, gender, age, skin colour and we work together to achieve common objectives. We encourage fair employment practices and offer equal opportunities to everyone within our team, customers and contractors.



↳ • **POLICY 12 HEALTH, SAFETY, SECURITY AND ENVIRONMENT**

Nothing is more important to us than the health, safety and security of our associate and the communities in which we operate, and behaving responsibly towards our shared environment. We must be vigilant, disciplined, and always looking out for one another. Threats, intimidation, aggressive or abusive behaviour and violence will not be tolerated. Explosives, firearms, or other weapons, whether legally permitted or not, are not allowed in our facilities.

Each of us is a role model for safety, who is responsible his or her own safety, and the other colleagues and mates at our work environment. We are obliged to speak up if we observe an unsafe or unhealthy working environment, and shall listen to others who speak up. We shall report any accident, injury, illness, or unsafe condition immediately. We shall never assume that someone else will or has already reported and shall report our own risk or concern. We are obliged to know the emergency procedures/plans that may apply to our workplace. We are obliged to identify risks and put measures to control and mitigate to reduce severity and likelihood; in our workplace, roads, transportation, customers' business or society.

We are committed to providing a safe working environment for everyone around us. We are expected to discharge our responsibilities and perform our duties in a professional manner at all times while conducting our work, or living our lives. Our customers, and the entire public expect us to provide quality, professional services while being free from the effects of drugs, alcohol, or other substances that may hinder job performance or our judgment. The illegal use, sale, dispensing, distribution, possession, or manufacture of illegal drugs or other controlled substances by any of our associates is prohibited and could lead to disciplinary action. Our associate will ensure that performance is not impaired, by a lack of sleep, poor fitness, alcohol, or any drugs, including prescription or over the counter medication.

We will not undertake work that we are not qualified to perform, and we shall stop work, our own or others', if considered unsafe. We will protect our environment and take a personal commitment to make it a priority. We expect and will encourage our partners and contractors, as well others with whom we work to comply with sound and effective applicable safety requirements.



↳ • **POLICY 12 SPEAK FREELY, ENCOURAGE REPORTING AND REFRAIN FROM RETALIATION**

Each of us has a responsibility to speak up if we see something unsafe, unethical or potentially harmful. If you have a question, need help or want to raise a concern you have to speak to the Board of Directors of Henri Poincare Associates or reports this via different channels.

The Henri Poincare Code of Conduct is written and designed to educate and foster an atmosphere where open communication of ethics and compliance inquiries and issues is encouraged, and to provide all of our associates and people around us with a reasonable understanding of how to identify and report potential violations. Each one of us is responsible for appropriately addressing potential fraudulent, illegal, or unethical issues that may come to attention. Should anyone of our associates or those who are working around us observe or become aware of a potential unethical act, or a violation of the Henri Poincare Code of Conduct, whether committed by a person within the association or customer, partner, contractor/supplier or an alliance within the association, or when doing business with us, or with one of our customers, then there is an obligation and responsibility to report any concern through our different appropriate reporting channel. All reports are subject for review and investigation by the Board of Directors of Henri Poincare. Reported incidents are documented and reviewed with proper action items to control future activities and reduce risk. Any associate who fails to report or provide further information about a violation will be subject to disciplinary action.

Henri Poincare Associates prohibits retaliation for good faith reporting of a potential or actual violation of our Code of Conduct, or our internal requirements and applicable laws. However, any report who intentionally reports false information will be subject to disciplinary action.

■ *You may report your concerns, issues and any violation to:*

ethics@henripoincare.com