



# CODE OF BUSINESS CONDUCT

## **INTRODUCTION**

Since its creation, **IVOIRE CONSULTING SERVICES (ICS)** business practices have been ruled by integrity, honesty and full compliance with all applicable laws.

ICS employees have always held this commitment in their day to day responsibilities. ICS reputation remains one of our most important assets today. ICS Corporate Business Principles prescribe certain values and principles which ICS has committed to.

This Code of Business Conduct specifies and helps the continued implementation of the Corporate Business Principles by establishing certain minimum standards of behavior. The nature of this Code is not meant to cover all possible situations that may occur but it is designed to provide a frame of reference against which to measure any activities.

Employees should seek guidance when they are in doubt about the proper course of action in a given situation, as it is the ultimate responsibility of each employee to “do the right thing”, a responsibility that cannot be delegated. Employees should always be guided by the following basic principles:

- avoid any conduct that could damage or risk ICS reputation;
- act legally and honestly;
- put the Company’s interests ahead of personal interests. For the purposes of this Code, references to “employees” include employees and management of ICS.

## **COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

We respect the law at all times ICS and its employees are bound by the law. Compliance with all applicable laws and regulations must never be compromised. Employees shall adhere to internal rules and regulations as they apply in a given situation. Those internal rules are specific to the Company and may go beyond what is required by the law.

## **BRIBERY AND CORRUPTION**

ICS condemns any form of bribery and corruption.

Employees must never, directly or through intermediaries, offer or promise any personal or improper financial or other advantage in order to obtain or retain a business or other advantage from a third party, whether public or private. In return they must never accept any such advantage for any preferential treatment of a third party. Moreover, employees must refrain from any activity or behavior that could give rise to the appearance or suspicion of such conduct or the attempt thereof.

Employees should be aware that the offering or giving of improper benefits in order to influence the decision of the recipient, even if he or she is not a government official, may not only entail disciplinary sanctions but also result in criminal charges. Improper benefits may consist of anything of value for the recipient, including employment or consultancy contracts for closely related parties.

Employees must be aware that election laws in many jurisdictions generally prohibit political contributions by corporations to political parties or candidates. ICS has adopted a policy not to make such contributions.

## **COMMITMENT AGAINST BRIBERY AND CORRUPTION**

ICS condemns all forms of bribery and corruption. It promotes its services on the basis of their value, quality, pricing, competitiveness and not on the basis of improper advantages. This document provides additional and complementary guidance of the Code of Business Conduct which form the cornerstone of ICS commitment against bribery and corruption.

## **Fight against corruption**

Bribery and corruption perpetuate poverty, blocks economic development and distort competition. ICS is engaged in the international fight against bribery and corruption. ICS is committed to a strong work ethic and strictly prohibits its employees, service providers and agents from engaging in bribery and corruption, as well as any behavior which could appear suspicious of such illicit actions. Bribery is defined as an offer or receipt of any gift, loan, fee, reward or other advantage to or from any person as an inducement to do something which is dishonest, illegal or a breach of trust in the conduct of the company's business.

### **Gifts**

Gifts offered to third parties (customers, Administration officials) must be reasonable, modest and appropriate and must not appear as an improper influence or illegitimate advantage. Gifts should normally be offered only on customary business and shall never include cash. Gifts to government officials must be approved in advance by the Management Director.

### **Entertainment**

ICS may offer reasonable and appropriate entertainment to its customers.

### **Facilitation payments**

ICS agents must never pay an unofficial gratuity to Administration officials or employees in order to secure or expedite routine administrative duties, such as visas, resident permits and others.

### **Internal controls**

As part of its internal controls against corruption, ICS requires that all business financial transactions be recorded and supported with proper documentation.

## **FAILURE TO COMPLY**

We will consult the Code, comply with its provisions and seek guidance where needed. Each employee is accountable to ensure full compliance with all provisions of this Code and to seek guidance where necessary from Management.

It is each employee's personal responsibility to "do the right thing" and to ensure the highest standards of integrity and this responsibility cannot be delegated. When in doubt, employees should always be guided by the basic principles stated in the introduction to this Code.

Any failure to comply with this Code may result in disciplinary action, including the possibility of dismissal and, if warranted, legal proceedings or criminal sanctions.