
CODE OF CONDUCT

Systems Limited is firmly committed to complying with its legal and ethical obligations. As a result, we expect all employees, at every level within the company, to comply strictly with all legal and ethical obligations. Our philosophy can be implemented only if our employees recognize their responsibility to treat everyone in an honest and fair manner. Accordingly, an employee's failure to fulfill his or her responsibilities under this policy may result in disciplinary action, up to and possibly including immediate termination.

Systems Limited holds all employees responsible for carrying out and monitoring compliance with this commitment. If any employee becomes aware of any violation of a legal or ethical obligation, or any unfair or improper treatment of personnel related to the company, they must immediately report the matter to the Human Resources Department so that it can be investigated right away. In this manner, we can take all necessary steps to investigate any potential violations of our policy and can take appropriate action to correct any violations or incorrect perceptions that are found to exist. By making it the responsibility of all employees to police compliance with our ethical standards and commitment to complying with all legal responsibilities, we can continue to maintain our reputation in the community.

Employees should feel free to report any information regarding this policy without fear of reprisal or retaliation of any kind. Employees can report information to the Human Resources Department in confidence if they wish. Systems Limited will treat such information as confidential to the extent it can do so without failing to fulfill its obligations. In addition, employees who do not wish to identify themselves can report information anonymously.

CONFLICTS OF INTEREST

- a) Systems Limited is engaged in a variety of activities that have the common goal of promoting the interests of our customers. The activities of Systems Limited are conducted in locations throughout the world and are often performed in conjunction with programs and contractual arrangements that involve other parties and organizations. It must be understood that Systems Limited's reputation and relationship with outside organizations and individuals, as well as its relationships with its employees, are of utmost importance. In addition, these relationships are often the product of long-standing relationships and/or substantial investments of Systems Limited's resources, energies, and efforts.
- b) Systems Limited, therefore, has a substantial interest in all of its business ventures and activities and must maintain policies that are designed to protect its financial interests, as well as the employees who depend upon the company's ongoing success as a means of providing a basis for continued employment. Employees at all levels throughout the organization are therefore required to comply with this conflict of interest policy. The policy recognizes that employers have the right to insist upon the undivided loyalty of their employees throughout their employment. In keeping with this right, the company requires the following commitments from all employees, subject to the provisions of all applicable government laws:
- c) Every employee of Systems Limited has a legal and ethical responsibility to promote the company's best interests. No employee may engage in any conduct or activities that are inconsistent with Systems Limited's best interests or that in any manner disrupts, undermines, or impairs the company's relationship with any customer or prospective customer or any outside organization, person or entity

with which Systems Limited has or proposes to enter into an arrangement, agreement, or contractual relationship of any kind.

- d) Employees must also agree that, both during and subsequent to their employment with Systems Limited, they will not interfere with, disrupt, or impair any relationship between Systems Limited and any employee, consultant, representative, or any outside organization with which it has or proposes to enter into a contractual relationship, arrangement, or program.
- e) The protection of confidential information and trade secrets is essential to Systems Limited, its clients, and the future security of its employees. To protect such information, employees may not disclose any trade secrets or confidential information. Employees who are exposed to confidential, sensitive, or proprietary information about Systems Limited, its clients, or its programs may be required to sign a Confidentiality agreement as a condition of employment. Employees who improperly disclose any sensitive information, confidential information, or trade secrets are subject to disciplinary action up to and possibly including discharge, whether or not they are parties to such an agreement.
- f) Systems Limited requires the complete commitment of all full-time employees. Such employees may not engage in any outside activity or accept work in any outside position that either interferes with their ability to devote their full and best efforts to Systems Limited's interests or raises an actual or potential conflict of interest or the possible appearance of a conflict of interest. Employees who have any questions whatsoever regarding this policy or the potential impact of outside employment or outside activities on their position with Systems Limited should contact the Human Resources Department before accepting any outside position or engaging in such an activity.
- g) Systems Limited reserves the right to determine that other relationships that are not specifically covered by this policy represent actual or potential conflicts of interest. In any case where Systems Limited determines, in its sole discretion, that a relationship between an employee and a non-employee or an employee and an outside organization or individual presents an actual or potential conflict of interest, Systems Limited may take whatever action it determines to be appropriate to avoid or prevent the continuation of the actual or potential conflict of interest. Such action may include, but is not necessarily limited to, transfers, reassignments, changing shifts or responsibilities, or, where it deems such action appropriate, disciplinary action up to and including the possibility of immediate termination.

The following are examples of potentially compromising situations, which must be avoided. Again, this is not an exhaustive list and sensible judgment should be used.

Revealing confidential information to outsiders or misusing confidential information. Unauthorized disclosure of confidential information is a violation of this policy regardless of whether information is disclosed for personal gain and regardless of whether harm to Systems Limited is intended.

- Accepting or offering substantial gifts, excessive entertainment, favors or payments which Systems Limited, in its sole and absolute discretion, may deem to constitute undue influence or otherwise be improper or embarrassing to Systems Limited
- Participating in civic or professional organizations that might involve divulging confidential information of Systems Limited
- Initiating or approving personnel actions affecting reward or punishment of employees or applicants where there is a family relationship or appears to be a personal or social involvement.
- Initiating or approving any form of personal or social harassment of employees.

- Investing or holding outside directorship in suppliers, customers, or competing companies, including financial speculations, where such investment or directorship might influence, in any manner, a decision or course of action of Systems Limited
- Borrowing from or lending money to employees, customers or suppliers.
- Using or disclosing to Systems Limited any proprietary information or trade secrets of any former or concurrent employer or other person or entity with whom obligations of confidentiality exist.
- Discussing prices, costs, customers, sales or markets with competing companies or their employees.
- Using or authorizing the use of any inventions which are the subject of patent claims of any other person or entity.
- Engaging in any conduct, which is not in the best interest of Systems Limited

Having said that Systems Limited does recognize that from time-to-time, personnel (artists, developers, editors, writers) may desire to contribute to other media outlets, or to author books in their fields of expertise. In general, Systems Limited supports these activities because they help personnel establish themselves as experts and as such, reflects positively on Systems Limited. However, all personnel must be able at all times, to fulfill 100% of their job responsibilities in a timely and efficient manner regardless of any other permissible activity that they are undertaking.

In all cases, before undertaking such work an employee must gain approval from Systems Limited's Management.

The following guidelines apply:

- Personnel cannot contribute work or consultations to any organization that could be considered by Systems Limited as a competitor. If an employee is in doubt as to what constitutes a competitor for Systems Limited, the onus is on the employee to ask the appropriate authority in Systems Limited
- Personnel may contribute work to a non-competing organization, upon approval by the Management.

Once Management approval is granted, employees must continue to fulfill 100% of their job responsibilities in a timely and efficient manner. Failing to do so will result in the immediate revocation of the approval.

Each officer, employee and independent contractor must take every necessary action to ensure compliance with these guidelines and to bring problem areas to the attention of their supervisors, managers or the HR Department for review. Violations of this conflict of interest policy may result in termination, with or without warning.

REPRESENTATION OF COMPANY

Being an employee of Systems Limited does not automatically confer the right to the employee to act on behalf of the Company. This also pertains to the right to make statements to the press or to any other person or body on behalf of the Company, and to issuance of reference letters for employees.

TRADE SECRETS AND CONFIDENTIALITY AGREEMENT

Systems Limited insists on the undivided loyalty of all employees, including management and non-management staff. Employees must not engage in any conduct that would create an actual or potential

conflict of interest or create the appearance of such a conflict. The protection of confidential, sensitive, and proprietary information is of critical importance to Systems Limited, its work force, and its clients. It is therefore essential that all employees take steps to safeguard such information. Employees must not use any confidential, sensitive, or proprietary information of Systems Limited in any manner that is unauthorized or detrimental to the best interests of the company.

ACCEPTANCE OF GIFTS

Employees are not allowed to receive personal gifts or any kind of benefits from customers or suppliers without first checking with the management.

ABSENTEEISM AND TARDINESS

- a) It is the duty of every employee to report for work on time every day, except in cases of illness or when the employee is on approved leave. Absenteeism or tardiness makes proper work scheduling difficult and also imposes additional hardship on fellow employees who may have to take over the work.
- b) Advanced notice of absence must be given to the immediate superior. If some unforeseen situation has arisen, the employee concerned should make every effort to notify his immediate superior as early as possible.
- c) Disciplinary action will be taken against an employee proceeding on unauthorized leave. The Company shall have the right to terminate the contract of service where an employee absents himself without prior approval and proper reason for two continuous days.

STANDARD OF PERSONAL AND PROFESSIONAL CONDUCT

Systems Limited requires that all of its business be conducted with the highest legal and ethical standards. The purpose of this policy is to set forth basic principles and guidelines to direct employees in the proper conduct of the business and personal affairs as representatives of Systems Limited. The following standards are expected to be maintained by all employees, regardless of their position:

Assure that all actions and behaviors promote the favorable image of the company, its management and its officers, whether on Company's premises or representing the Systems Limited in any capacity outside the Company's premises.

Avoid potential conflict of interest and personal gain or any appearance of a conflict or impropriety.

Promote the integrity, reputation, administration and operations of all the affairs of the company and avoid any conduct, whether on or off duty, that could cause embarrassment or disrepute to the company.

Like all other organizations, Systems Limited has established certain minimum standards of conduct that promote efficiency, productivity & cooperation among employees. For this reason, it may be helpful to identify some examples of conduct that are impermissible and that may lead to disciplinary action up to and including immediate termination. Although it is not possible to provide an exhaustive list of all types of impermissible conduct or performance so sensible judgment should be used. The following are some examples:

- Committing acts of dishonesty including falsification of, or making a material omission of forms, records, or reports.

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- Disclosure of trade secrets or confidential information about Systems Limited, its employees, or its customers and/or clients.
 - Working for a competitor, or establishing a competing business.
 - Engaging in altercations or any type of harassment, whether verbal, non-verbal or physical. Actual or threatened violence against co-workers, visitors, or any other persons who are on our premises or have contact with employees in the course of their duties.
 - Insubordination, including improper conduct toward a manager, or refusal to perform assigned tasks.
 - Theft, abuse, destruction, waste, or unauthorized use/possession of Systems Limited property, facilities, equipment or materials.
 - Possessing or bringing firearms or other dangerous weapons on Systems Limited property..
 - Unauthorized possession, use or sale of illegal substances on Systems Limited property, or reporting for work under the influence of illegal substances. Violating safety or health regulations or engaging in conduct that creates a safety or health hazard.
 - Excessive absenteeism or tardiness.
 - Misconduct.
 - Unsatisfactory performance.

It should be remembered that employment is at the mutual consent of the employee and the company. Accordingly, either the employee or the company can terminate the employment relationship at will, at any time, either with or without cause or advance notice.