

TEAPIOCA INTERNATIONAL
CODE OF ETHICS AND CONDUCT
FOR EMPLOYEES

1. Background

1.1 Introduction

The Code of Conduct and Ethics for Teapioca International (the “Company”) focuses on ethical conduct and integrity at the workplace. It defines the Company’s commitment to the highest standards of behavior.

The Code sets out expectations for individual behavior necessary to meet these standards and includes requirements and guidance to help you to carry out your role with integrity and in compliance with the law.

The Code cannot cover everything; it is therefore essential that you understand applicable laws and detailed policies that are relevant to your role. It is also important that the Code is not used as a substitute for the good judgment expected of Employees working for The Company.

1.2 Objective

The Company and its employees are fully committed to the principle of honesty, integrity and fair play in the delivery of services and goods to the public. All staff should ensure that the business operations, applications for services, procurement or staff recruitment, are dealt with in an open, fair and impartial manner.

This Code of Conduct sets out the basic standard of conduct expected of all employees and the Company's policy on matters like acceptance of advantages and conflict of interest of employees in connection with their official duties.

1.3 Compliance with law

All employees must conduct the Company business in compliance with local laws and regulations. Employees will be ethical and responsible when dealing with the Company’s finances, products, partnerships and public image.

Also, employees are required to observe local laws at all times, including but not limited to:

a. Safety Procedures

Employees must adhere to all applicable safety laws and regulations, and also take the proper precautions to ensure that all machinery and tools are functional and used properly at all times. To ensure personal safety as well as the safety of products and services provided to the public, employees must properly use all appropriate protective equipment provided by the Company.

b. Protection of the Environment

Employees must comply with all applicable environmental laws and regulations and adopt policies and procedures designed to protect human health and the environment. Employees are encouraged to minimize the use of nonrenewable resources, reduce and recycle waste, and minimize the environmental impact of their operations where possible. Franchisees sourcing products should present environmentally preferable options and ensure that materials are disposed of in an environmentally responsible manner.

c. Fair Competition

Employees are expected to comply with all applicable fair competition laws and regulations and to avoid any action that would illegally restrain or thwart the efforts of competitors. These laws prohibit practices in restraint of trade, such as price fixing, predatory pricing, misrepresenting or harassing a competitor, stealing trade secrets, dividing customers, offering or taking bribes, and accepting kickbacks.

1.4 Application

This Code also applies to temporary and part-time employees employed by the Company. Adherence to the values in the Code is a condition of Employment. A breach of this Code will result in disciplinary measures being taken, including separation from the Employment.

2. The Franchisee

The franchisees are an important part of the Company's plan for success. They are the people who invest in and operate restaurants. They are the Company's customers and as such, the future of the Company depends on their success. Special attention should be paid to the following:

- a) Employees shall continue to build and maintain great relationships with the best operators in the business and always, without compromise, to treat them fairly and respectfully.
- b) Employees must not only recognize each party's rights and duties under existing franchise agreements and laws, but also understand that the Company's primary interest is to find ways to better support the franchisees.

3. Professionalism

Employees will deliver quality professional services in accordance with relevant technical, professional and Company standards. All employees will incorporate and project the values highlighted under section 4 below.

3.1 Personal appearance:

All employees are required to be neat, clean and tidy and of smart appearance in a way to present themselves at all times in accordance with their professional status and dress in a manner appropriate to their role.

3.2 Anti-corruption:

Teapioca International does not tolerate bribery. Employees must not directly or indirectly promise, offer, or authorize the giving of something of value for improper reasons, including to secure improper advantage, gain influence, or reward improper performance of any function or activity. Employees must not permit or engage in embezzlement, extortion, kickbacks or reciprocity, or other forms of corruption.

3.3 Job duties and authority

All employees will perform their duties and responsibilities with integrity and respect toward customers, stakeholders and the community at large.

The Manager and all TPI officers will exercise their authority responsibly and with restraint. The Manager and all TPI officers will delegate duties to their respective team members, considering their competences and workload. All team members will receive and execute all instructions issued by the team leader with skill, good faith and in a timely manner.

The Manager and all TPI officers are encouraged to mentor and guide their team members to achieve the required skill and expertise.

3.4 Absenteeism and tardiness

Employee attendance is of vital concern to the Company. An employee is expected to report to work on time daily and to remain on the job throughout his/her regular work hours. Excessive tardiness or unscheduled absences can result in disciplinary action. If an employee has to be absent from work or has an urgent reason for leaving, he/she should seek prior approval from the Manager or owner of the Company. Generally, progressive disciplinary action will be due anytime an employee exceeds three (3) occurrences of unexcused absences in a rolling six-month period.

An employee will contact the Manager or owner of the Company if he/she is going to be absent without prior approval. An employee is expected to explain the reason for his/her absence and indicate the date he/she expects to return to work. Any employee who does not report to work for three (3) consecutive days and does not provide proper notification to the Manager or owner of the Company is considered to have resigned voluntarily.

4. Values

4.1 Respect for People

Employees are entitled to work in an environment in which people are treated with respect. Employees must therefore avoid actions or behaviors that are or could be viewed as harassment

and are required to treat all people with respect, dignity and fairness. All employees should respect their colleagues. We won't allow any kind of discriminatory behavior, harassment or victimization. Employees shall treat the public and fellow employees equally regardless of race, color, sex, religion, national origin, age, disability or other legally protected status.

4.2 Integrity

Employees are expected to act with integrity by consistently upholding the highest standards of honesty and truthfulness. They should not use their positions to inappropriately obtain an advantage for themselves or to advantage or disadvantage others; and should take all possible steps to prevent and resolve any real, apparent or potential conflicts of interest between their official responsibilities and their private affairs.

4.3 Transparency and Accountability

Transparency of operations, planning and reporting and a clear accountability framework are fundamental principles that underlie good governance. It is expected that Employees will work together in a spirit of openness, honesty and transparency. This will encourage engagement, collaboration and respectful communication.

4.4 Stewardship

Every Employee is responsible for using appropriately the assets entrusted to them. They are responsible for safeguarding the assets against waste, loss, damage, misuse, theft, misappropriation or infringement, in order to protect their value.

All transactions of the Company must be reflected accurately and fairly in the books of accounts. Falsification of asset records or misrepresentation of facts will constitute fraud.

Every Employee is responsible for the provision of servant leadership that is in tandem with Statutory Laws.

4.5 Excellence

Employees shall demonstrate excellence by providing fair, timely, efficient and effective services to the public. They should exercise high levels of professionalism, discipline and commitment in the performance of their duties. Professionalism entails-

- a) Carrying out duties in a way that maintains public confidence in the integrity of The Company;
- b) Treating the public and fellow employees with courtesy and respect;

- c) To the extent appropriate, seek to improve the standards of performance and level of professionalism in The Company;
- d) Observing official working hours and not be absent without proper authorisation or reasonable cause;
- e) Maintaining an appropriate standard of dress and personal hygiene; and
- f) Discharging any professional responsibilities in a professional manner.

4.6 Honesty

Every Employee shall conduct themselves in an honest manner by accurately and honestly presenting issues, not engage in any wrongful conduct for personal gain, not falsify records and not commit any offences that may compromise their independence and The Company.

4.7 Respect for the Rule of Law

Employees are expected to conduct and carry out their duties in a manner that portrays respect for the rule of law.

4.8 Impartiality

The Company is an equal employment opportunity employer. Employment opportunities are available regardless of race, color, sex, religion, national origin, age, disability or other legally protected status. This Principle applies to all aspects of the employment relationship, including recruiting, hiring, training, work assignment, promotion, transfer, termination, and wage and salary administration.

5. Conflict of Interest

Employees must avoid conflict of interest between their private activities and their part in the conduct of The Company business.

A conflict of interest situation arises when the “private interests” of the employee compete or conflict with the interests of The Company. “Private interests” means both the financial and personal interests of the employee or those of their connections including: family members and other close affiliates; personal friends; the clubs and societies to which they belong; and any person to whom they owe a favor or are obligated in any way.

All employees should avoid using their official position or any information made available to them in the course of their duties to benefit themselves, their affiliates or any other persons with whom they have personal or social ties. They should avoid putting themselves in a position that may lead to an actual or perceived conflict of interest with the Company. Failure to avoid or

declare any conflict of interest may give rise to criticism of favoritism, abuse of authority or even allegations of corruption.

When called upon to deal with matters of the Company for which there is an actual or perceived conflict of interest, the staff member should make a declaration in writing to the manager and/or owners of The Company. Such employee should then abstain from dealing with the matter in question or follow the instruction of the ethics manager and/or owners who may reassign the task to another employee.

A real conflict of interest exists at the present time. An apparent conflict of interest could be perceived by a reasonable observer to exist, whether or not it is the case.

A potential conflict of interest could reasonably be foreseen to exist in the future.

5.1 Prevention of Conflict of Interest

In particular, employees involved in the procurement process should declare conflict of interest if they have beneficial interest in any company which is being considered for selection as the Company supplier of goods or services.

Employees shall maintain public confidence in the objectivity of their service by preventing and avoiding situations that could give the appearance of a conflict of interest or result in a potential or actual conflict of interest.

5.2 Use of Information Communication Technology

The Company recognizes the importance of the use of Information Communication Technology (ICT) tools to conduct business and interact with stakeholders. Use of social networks in an official capacity must comply with the legislative requirements and the Company policy on the use of the internet and electronic networks. Employees using ICT for personal or professional use are expected to exercise the same kind of judgment and criteria as would be applied to any other workplace decision.

5.3 Protection of Company Property

Employees should value and protect the Company's property. The Company's office equipment, computers, telephone and mail services, supplies, vehicles, intellectual property and other property are meant for the conduct of Company business. Misuse or waste, or exposure to damage and vandalism of Company property is a violation of this Code.

Company property must never be used for unethical or illegal purposes. Employees must be mindful that anything generated by the employee, including documents, plans, ideas, analyses and projections of any kind, are Company property and must be used only for the purpose of

conducting Company business. If an employee leaves the Company, all Company property must remain with or be returned to the Company, and you will not be permitted to retain copies.

5.4 Gifts, Hospitality and other Benefits

Employees should not accept any gifts, hospitality or other benefits that may have a real, apparent or potential influence on their objectivity in carrying out their official duties and responsibilities or that may place them under an obligation to the donor.

5.5 Solicitation

With the exception of fundraising for officially supported activities such as those relating to corporate social responsibilities, Employees may not solicit gifts, hospitality, other benefits or transfers of economic value from a person, group or company who has dealings with the Company. When fundraising for supported official activities, Employees should ensure that they have prior written authorization from the relevant authority in order to solicit donations, prizes or contributions in kind from external entities or individuals.

5.6 Register of Conflicts of Interests

The Company shall maintain a register to record conflict of interests.

6. Data protection and privacy

Employees shall protect the privacy of others, such that personal information about employees, guests, suppliers, franchisees and business partners is protected, including names, addresses and telephone numbers. Any disclosure of this or other personal information may only be done in compliance with Company policy, as well as all applicable laws, rules and regulations. Any questions about data privacy should be referred to the Manager or Owner of the Company.

7. Politics, lobbying and donations

Employees are entitled to their right to participate in the political process as they see fit. Employees decision whether or not to contribute time, money or resources to any political activity is entirely personal and voluntary. The Company will not compensate or reimburse any employee for private contributions.

Additionally, while engaging in the political process, the employee must make it clear that their views and actions are their own and not those of the Company.

Employees are not permitted to represent the Company in political activities without specific clearance from the Owner of the Company. All contributions to political parties or candidates by or on behalf of the Company must be made with the approval of the Owner of the Company.

8. Reporting non-compliance

Any person who has reason to believe that an Employee has not acted in accordance with the Code should bring the matter to the attention of the Manager or Owners of the Company.

9. Misuse of public information

An Employee shall not divulge information within their knowledge by virtue of their employment for personal or financial gain, unless the information furthers the interest of the Leadership and Integrity Act; or education, research, literary, scientific or other purposes not prohibited by the law.

10. Misuse of Official Position

Employees who misuse their official position for personal gains or to favor their relatives or friends are liable to disciplinary action.

11. Resolution

Employees are expected to adhere to this Code. The Employees are expected to resolve issues in a fair and respectful manner and consider informal process such as dialogue or mediation. In the event of an ethical dilemma or dispute, Employees may seek advice and support from the Manager or Owner of the Company.

12. Sexual Harassment

An Employee shall not sexually harass a member of the public or a fellow employee. “sexually harass” includes doing any of the following, if the person doing it knows or ought to know that it is unwelcome—

- a) Making a requestor exerting pressure for sexual activity or favours;
- b) making intentional or careless physical contact that is sexual in nature; and
- c) making gestures, noises, jokes or comments, including innuendoes, regarding another person’s sexuality.

13. Business Issues

Employees will acknowledge and respect the organizational structure of the Company. Any challenge or issue arising out of any part of the business of the Company (“Business Issue”) will be brought to the attention of the Manager or the owner of the Company. Where an employee is unable to reach the Manager or the owner of the Company, the employee will inform the relevant TPI officer, who will inform the Manager and/or owner of the Company.

The Manager and/or owner of the Company will deliberate and determine the appropriate solution to a Business Issue. As such, employees will notify the Manager and/or owner of the Company immediately a Business Issue is known.

The Manager and TPI officers will immediately disclose to the owner of the Company any unreported Business Issues and Business Issues discussions within their knowledge.

14. Violations

Violations of the Code will lead to the following disciplinary action-

- a) Warning;
- b) Suspension;
- c) Dismissal;
- d) Demotion; or
- e) Any other appropriate action, as provided in the Staff Manual and Employment law.

This policy has been approved by the Board of Directors of the Teapioca International on _____, 2021