



ZEP-RE

(PTA Reinsurance Company)

**ZEP-RE'S CODE
OF
BUSINESS CONDUCT AND ETHICS**

(As approved by the Board of Directors during the Corporate Governance Workshop held between 24th and 26th March 2006)

A code of business conduct and ethics can only be effective if there is committed dissemination, implementation, embedding and monitoring at all levels

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ZEP-RE'S CODE OF BUSINESS CONDUCT AND ETHICS

1. PREAMBLE

This Code of Business Conduct and Ethics (hereinafter known as the Code) is meant to ensure compliance with legal requirements and the Company's standards of business conduct. The code provides guidance on how the Company, its Directors, Employees and Agents (known as "Covered Persons) should handle situations which pose a dilemma between alternative right courses of action or when faced with pressure to consider between a right and a wrong.

All Covered Persons are expected to read and understand the Code, uphold these standards in day-to-day activities and comply with all applicable policies and procedures. The principles described in this Code are non exhaustive and general in nature. Covered Persons should therefore read all applicable Company rules and regulations and policies and procedures for more specific instruction.

All Covered Persons are required to sign the acknowledgment form at the end of this Code and return the form either to the Chairman (for Directors) or the Managing Director (for Employees) indicating that they have received, read, understand and agree to comply with the Code.

2. DEFINITIONS

For the purpose of these rules, the following expressions shall have the following meanings:-

"Assets" Shall mean generally any item of property that has monetary value, including fixed assets and such intangibles such as business goodwill and intellectual property rights.

"Board" Shall mean the Board of Directors of ZEP-RE as established by Article 10 of the Agreement.

“Bribery”	Refers to any inappropriate action involving the giving or taking favours, money or some other valuable item in order to influence one’s discharge of his/her duties.
“Chairman”	Shall mean Chairman of the Board of Directors.
“Code”	Shall mean the ZEP-RE Code of Business Conduct and Ethics.
“Conflict of Interest”	A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company
“Company”	Shall mean ZEP-RE (PTA Reinsurance Company) as established under Article 2 of the Agreement.
“Covered Persons”	Shall mean all Directors, Employees (whether full time, part time or consulting) and Agents of the Company.
“Excessive Gifts”	Shall mean any offer, payment, promise to pay, or anything of value from third parties that are perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud. Inexpensive gifts, infrequent business meals, celebratory events and or entertainment that are not excessive in nature or create an appearance of impropriety do not fall within this description.
“His”	Whenever the word appears in these regulations it shall have a unisex meaning.
“Improper Political Conduct”	Any political action that may give rise to civil or criminal action e.g. coup d’etats, organizing or participating in violent political activity and maliciously slandering/libeling individuals

“Records”

Records shall include paper documents, CDs, DVDs, computer hard disks, removable storage media, email, web site information, floppy disks, microfiche, microfilm or all other media.

3. OBJECTIVES

The objective of this Code is to: -

- (a) Clarify the standards of business practice that govern the Company,
- (b) Demonstrate the Company’s commitment to responsible practice,
- (c) Act as a reference point for decision making, and
- (d) Assist in risk management.

4. PRINCIPLES

The following shall be the governing principles of the Company’s Code of Business Conduct and Ethics: -

(a) Fiduciary Principle

All Covered Persons shall act as fiduciary for the Company and its investors

(b) Property Principle

All Covered Persons shall respect the Company, its property and owners

(c) Reliability Principle

Both the Company and Covered Persons shall honour their commitments to each other and to third parties

(d) Transparency Principle

The Company and Covered Persons shall conduct their business in an open and trustworthy manner

(e) Dignity Principle

The Company shall respect the dignity of all stakeholders

(f) Fairness Principle

The Company shall engage in free and fair competition

(g) Citizenship Principle

The Company and Covered Persons shall be responsible community citizens, and

(h) Responsiveness Principle

The Company shall engage all stakeholders.

5. RESPONSIBILITY TO THE COMPANY AND ITS SHAREHOLDERS

All Covered Persons are expected to exercise good judgment and ensure the safety and welfare of the Company and to maintain a cooperative, efficient, positive, harmonious and productive work environment and business organization.

All Covered Persons shall be required to: -

- (a) Promote the Company's interests in a diligent and professional manner,
- (b) Maintain the Company's economic health,
- (c) Safeguard the Company's resources,
- (d) Work hard and provide investors with a fair and competitive return,
- (e) Use the Company's resources for company purposes,

- (f) Adhere to independent auditing and financial reporting standards,
- (g) Disclose and refrain from potential conflicts of interest and avoid the appearance of impropriety,
- (h) Refrain from receiving excessive gifts and refrain from pursuing personal benefit opportunities using the Company's resources,
- (i) Refrain from trading in the Company's securities based on confidential Company information,
- (j) Protect Company assets including confidential and proprietary information, funds and equipment,
- (k) Refrain from misappropriation of Company resources through theft, embezzlement or other means
- (l) Deal fairly with minority shareholders
- (m) Refrain from obstructing the legal rights of shareholders
- (n) Respect shareholders requests, concerns, suggestions, complaints and formal resolutions

6. RESPONSIBILITY TO CUSTOMERS

All Covered Persons shall act in a manner that creates value for the Company's customers and helps to build a relationship based upon trust. It is imperative to appreciate that the Company has provided products and services for many years resulting in significant accumulation of goodwill over that time.

This goodwill is one of the Company's most important and treasured assets and all Covered Persons must act to preserve and enhance the Company's reputation.

The Company and all Covered Persons shall be required to: -

- (a) Honour promises and agreements made with customers,
- (b) Fulfill implicit and explicit obligations to customers,

- (c) Be honest and respect the truth when dealing with customers,
- (d) Record customer transactions in a fair and accurate manner,
- (e) Avoid deceptive and misleading statements in customer related activities,
- (f) Give customers adequate and correct information about content and use of products and services,
- (g) Ensure that products and services sustain and enhance customer health and safety,
- (h) Respect customers privacy and culture,
- (i) Protect confidential customer information,
- (j) Treat customers fairly and set prices that are reasonable,
- (k) Offer products and services whose quality meets or exceeds customers' requirements and sustain the natural environment, and
- (l) Provide timely service and remedies to customer's complaints,

7. RESPONSIBILITY TO THE LAW AND RELEVANT AUTHORITIES

It is the Company's policy to co-operate with Governments of the region regarding any applicable laws and regulations that govern contact and dealings with government bodies, employees and public officials and to adhere to high ethical, moral and legal standards of business conduct in this respect.

To this end all Covered Persons shall comply with the provisions of the Agreement establishing the Company, relevant rules and regulations of the Company and all applicable laws and regulatory orders of hosting countries.

Violations of laws, regulations, rules and orders may subject the Covered Person to individual criminal or civil liability, as well as to discipline by the Company. Employees should also understand that such individual violations may subject the Company to civil liability or the loss of business.

The Company and Covered Persons are therefore expected to: -

- (a) Obey all applicable laws and regulations,
- (b) Refrain from participating in illegal activities,
- (c) Co-operate with authorities to address threats to public health and safety,
- (d) Recognise the government's jurisdiction over society at large, and
- (e) Avoid improper involvement in politics

8. RESPONSIBILITY TO OTHER STAKEHOLDERS

All Covered Persons shall act in a manner that helps to build valuable relationship with all stakeholders of the Company.

To this end the Company and all Covered Persons are expected to relate with stakeholders as follows: -

Business Partners and Suppliers

- (a) Deal honestly with business partners and suppliers
- (b) Pay suppliers and partners on time and as per agreed terms
- (c) Deal with suppliers and business partners whose employment practice respect dignity and human rights
- (d) Deal with suppliers whose work practice respect international labour standards on health and safety
- (e) Deal fairly with suppliers in all areas including pricing and rights to sell
- (f) Refrain from discrimination against suppliers
- (g) Require suppliers to refrain from inappropriate practices including bribery and improper payments

Public

- (a) Communicate and consult with communities affected by the business practices of the Company,
- (b) Support human and social rights within the Company's sphere of influence
- (c) Protect human health and safety
- (d) Ensure security personnel respect international standards on the use of force
- (e) Respect local cultures
- (f) Adhere to environmental laws and standards
- (g) Contribute to charitable causes
- (h) Support employee involvement in civic affairs
- (i) Collaborate with community groups and support [public policies that promote economic and social development

9. RELATIONSHIP WITH EMPLOYEES

The Company recognises that Employees are committed to and intend to devote their full attention to the business interests of the Company in line with the terms of each employment contract with the Company.

In recognition the Company will facilitate the work and supply required resources commensurate with the needs and skills of each Employee to enable them effectively discharge their duties and obligations.

The Company will: -

- (a) Honour promises and agreements with employees
- (b) Fulfill implicit and explicit obligation to employees
- (c) Give reasonable notice of operational changes likely to have major effect on employees' livelihood

- (d) Communicate with employees in an open and honest manner
- (e) Adopt work practice that respect employees' dignity and human rights
- (f) Respect employees privacy
- (g) Protect confidential employee information
- (h) Abstain from directly or indirectly using forced or child labour
- (i) Recognise employees' rights to free association and collective bargaining
- (j) Assist employees in developing skills and knowledge
- (k) Create employment opportunities that enhance human development
- (l) Safeguard employment and employability
- (m) Offer fair and reasonable remuneration/ compensation
- (n) Practice non-discrimination and offer equal opportunity employment
- (o) Refrain from retaliating against employees who report violation of law or company policies
- (p) Co-operate with employee groups to address employment dislocations created by business decisions
- (q) Engage in good faith negotiations in cases of conflict, and
- (r) Respond to employees' suggestions, request and complaints.

10. RELATIONSHIP WITH COMPETITORS

The Company believes in the principle fair competition and shall: -

- (a) Respect its rivals' property rights including their intellectual property,

- (b) Refrain from acquiring commercial information through dishonest, fraudulent or unethical means,
- (c) Engage in free and fair competition,
- (d) Refrain from colluding with competitors on process, bids or market allocations,
- (e) Refrain from making questionable payments or favours to secure competitive advantage, and
- (f) Adhere to competition laws and regulations.

11. REPORTING AND ACCOUNTABILITY

Ethical business conduct is critical to ZEP-RE's business and it is every Covered Person's responsibility to respect and adhere to these practices. Many of these practices reflect legal or regulatory requirements and violations of these laws and regulations can create significant liability for you, the Company, its directors, officers, and other employees.

All Covered Persons must therefore: -

- (a) Annually affirm to the Company that they have complied with requirements of this Code of Business Conduct and Ethics;
- (b) Not retaliate against anyone for reports of potential violations that are made in good faith;
- (c) Notify the Managing Director of the Company promptly if they know of any violation of this Code of Business Conduct and Ethics (failure to do so is itself a violation of this Code of Business Conduct and Ethics); and
- (d) Report at least annually any change in your affiliations from the prior year.

12. SCOPE AND RESPONSIBILITIES

(a) Application of Policy

The Managing Director is responsible for applying this Code to specific situations in which questions are presented under it and has the authority to interpret this Code of Business Conduct and Ethics in any particular situation in relation to Employees of the Company.

These standards shall apply to all Covered Persons while working at the Company's premises, offsite locations where the Company's business is being conducted, at Company-sponsored business and social events, or at any other place where one is a representative of the Company.

(b) Interpretations

The Board of Directors shall be responsible for any interpretation issues in connection with the provisions of this Code.

(c) Waivers and Sanctions

Notwithstanding the foregoing, the Board of Directors shall be the sole authority responsible for granting waivers and determining sanctions as appropriate.

Any waiver of any provision of this Code of Business Conduct and Ethics for an Employee must be approved in writing by the Company's Board of Directors.

13. INVESTIGATION AND ENFORCEMENT

The Company will follow the procedures below in investigating and enforcing this Code of Business Conduct and Ethics:

(a) Employees

(i) The Managing Director will take any action he considers appropriate to investigate any actual or potential violations reported to him regarding Employees;

- (ii) If, after such investigation, the Managing Director believes that no violation has occurred, the Managing Director shall meet with the person reporting the violation for the purposes of informing such person of the reason for not taking action; and
- (b) Directors
 - (i) The Chairman of the Board will take any action he considers appropriate to investigate any actual or potential violations reported to him regarding Directors;
 - (ii) If, after such investigation, the Chairman believes that no violation has occurred, he shall meet with the person reporting the violation for the purposes of informing such person of the reason for not taking action;
- (c) The Board of Directors will be responsible for granting waivers, as appropriate.
- (d) The Board of Directors, in determining whether waivers should be granted and whether violations have occurred, and the Managing Director, in rendering decisions and interpretations and in conducting investigations of potential violations under this Code, may consult with such other persons as they may deem appropriate, including, but not limited to, advisors, external legal counsel, independent auditors or other consultants of the Company subject to pre-approval by the Board of Directors.

14. AMENDMENTS

- (a) The Company is committed to continuously reviewing and updating its policies and procedures and this Code shall be modified and amended as and when necessary.
- (b) The power to amend or review this Code shall rest with the Board of Directors.
- (c) This Code of Business Conduct and Ethics supersedes all other such codes, policies, procedures, instructions, practices, rules or written or verbal representations in so far as they are inconsistent.

15. ENTRY INTO FORCE

This code shall come into force upon approval by the Board of Directors.☐

Appendices

(i) **FORM CBC/E/01**

Acknowledgment of receipt of the Code of Business Conduct and Ethics by an Employee

(ii) **FORM CBC/E/01**

Acknowledgment of receipt of the Code of Business Conduct and Ethics by a Director



**ACKNOWLEDGMENT OF RECEIPT OF
ZEP-RE's CODE OF BUSINESS CONDUCT AND ETHICS**

(EMPLOYEE)

I confirm having received and read the Company's Code of Business Conduct and Ethics.

I understand the standards and policies contained in the Company's Code of Business Conduct and Ethics and recognize that there maybe additional policies or laws specific to my job.

I also understand that if I have any questions concerning the meaning or application of the Company's Code of Business Conduct and Ethics, any Company policies, or the legal and regulatory requirements applicable to my job, I know I should consult my immediate supervisor, the human resources manager or the Managing Director, knowing that my questions or reports to these sources will be maintained in confidence.

PURSUANT I HEREBY AGREE TO COMPLY WITH THE COMPANY'S CODE OF BUSINESS CONDUCT AND ETHICS.

Employee's Name

Signature

Date

Please sign and return this form to the Managing Director



**ACKNOWLEDGMENT OF RECEIPT OF
ZEP-RE's CODE OF BUSINESS CONDUCT AND ETHICS**

(DIRECTOR)

I confirm having received and read the Company's Code of Business Conduct and Ethics.

I understand the standards and policies contained in the Company's Code of Business Conduct and Ethics and recognize that there maybe additional policies or laws specific to position as Director.

I also understand that if I have any questions concerning the meaning or application of the Company's Code of Business Conduct and Ethics, any Company policies, or the legal and regulatory requirements applicable to position, I know I should consult with the Chairman of the Board of Directors knowing that my questions or reports to these sources will be maintained in confidence.

PURSUANT I HEREBY AGREE TO COMPLY WITH THE COMPANY'S CODE OF BUSINESS CONDUCT AND ETHICS.

Director's Name

Signature

Date

Please sign and return this form to the Chairman of the Board