



ETHICS POLICY

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1.1: INTRODUCTION

Mayberry Investments Limited is regulated by the Bank of Jamaica, the Financial Services Commission, Jamaica Stock Exchange as well as statutes and legislations. These are translated into a list of behavioral expectations deemed to be acceptable which may be considered as a code of conduct for all employees including those in managerial positions.

- I. It is the responsibility of each Head of Department to ensure that the complete set of behavioral expectations is communicated to everyone within their department.
- II. Violation of any of these behavioral expectations shall lead to disciplinary measures.

Mayberry Investments Limited is committed to a high standard of business conduct and represents the hallmark of our organization. The Ethics Policy helps define Mayberry's commitment to support a culture of openness, trust, and integrity in all they do. It makes clear that Mayberry Investments Limited expects employees to understand the ethical considerations associated with their actions.

The Ethics Policy affirms the Company's long-standing commitment to not merely obeying the law, but also to conduct our business with integrity and without deception. All employees have an obligation to adhere to this policy and encourage others to do the same.

1.2: CODE OF ETHICS

Mayberry Investments Limited is committed to upholding the highest standard of ethical conduct and good corporate governance. Mayberry ensures that they do business the right way for their clients and shareholders and the communities they serve. The fundamental objective is to ensure transparency, all in an effort to protect shareholders' value. The Board of Directors has a mandate to oversee the company's affair and to promote a high standard of corporate governance whilst examining the soundness of the Company. The summary code of ethics includes the following provisions:

- Handle client transaction in an ethical manner
- Provide clients with information that is accurate, completely objective, relevant, timely, and understandable.
- Comply with applicable government laws, rules and regulations.
- Maintain the confidentiality of information entrusted to each employee by Mayberry.

- Accept responsibility for preventing, detecting, and reporting all manner of fraud.
- Each employee must be honest and ethical in conducting their duties, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
- Protect and ensure the proper use of company assets
- Prohibit improper or fraudulent influence over the External Auditor.

Mayberry is dedicated to working with its employees and clients to transform life positively through lasting relationship. Employees must be committed to conducting all of Mayberry's affairs and activities with the highest standards of ethical conduct.

Employees must be committed to the responsible use of company's assets; to provide accurate, complete and objective information; to respect the confidentiality of financial and other information; to act in good faith and exercise due care in all they do; to comply with all rules and regulations, and to proactively promote ethical behavior.^[1]_[SEP]

Employees must acknowledge their individual responsibility to ensure collective success by practicing and promoting the following values that reflect a shared view of how the company wants to operate and be seen by others.

Mayberry's Core Values

- Integrity
- Accountability
- Creating Value through Knowledge
- Attention to detail – getting it right the first time
- We care about our family of customers, employees, shareholders and the community at large.

Mayberry's Vision

Transforming lives positively through lasting relationships

Mayberry' Mission

At Mayberry, we create opportunities for customers to realize their financial objectives, locally and internationally, through our team of high trained and dedicated professionals, adding value for all.

Our People

Human Resource policies and activities are intended to create a respectful workplace where every individual has the opportunity to reach their highest potential.

Employees are provided opportunities regardless of race, religion, marital status, age, or disability. These policies apply to both applicants and employees in all phases of employment including, recruiting, hiring, placement, training, development, transfer, promotion, demotion, performance reviews, compensation, benefits and separation from employment. Mayberry Investments Limited's employees are expected to report any practices or actions believed to be inappropriate to their supervisor or the Human Resources Department.

Our Customers

Mayberry is dedicated to 100% customer satisfaction. Mayberry is devoted to developing “customer enthusiasm” and is passionate about exceeding customer expectations. Mayberry dedicates itself to anticipating the changing needs of customers and creating timely, innovative and superior programs, products and services. Mayberry has embedded in its core value doing things right the first time.

1.3: FRAUD

Fraud is defined as any intentional act or omission designed to deceive others, resulting in the victim suffering a loss and/or the perpetrator achieving a gain. Mayberry's Board of Directors and Senior Management have adopted a “zero tolerance approach” to fraud. In addition to the Board, management and staff at all levels of the company have responsibility for preventing, detecting and reporting fraud.

In addition to the definition of fraud set out above, this policy covers any dishonest or fraudulent act, including but not limited to:

- Misappropriation of funds, securities or other assets.
- Impropriety in the handling or reporting of money or financial transactions.
- Profiteering as a result of insider knowledge of company plans or activities.
- Disclosing confidential and proprietary information to outside parties.
- Intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to procure an advantage, benefit or gain.
- Accepting or seeking anything of material value from Mayberry's clients.
- Destruction, removal, or unauthorized use of records, furniture, fixtures, and equipment.
- Any similar or related irregularity.

Each member of management will be familiar with the types of improprieties that might occur within his or her area of responsibility and be alert for any indication of irregularity. An employee shall immediately report any irregularity that is detected or suspected to the Human Resource Department. Any employee or person who suspects or reports dishonest or fraudulent activity shall not attempt to personally conduct investigations or interviews related to any suspected fraudulent act. Investigations will be coordinated with the Compliance and Risk Department and other affected groups, both internal and external.

Mayberry's Property and Information

Employees are expected to protect Mayberry's property at all times; including cash, equipment, records, and customer information. This also requires employees to maintain confidentiality regarding Mayberry's records, and employee and customer information.

Reporting Violations

If any employee has any questions or concerns about compliance with any of the policies listed above or are unsure about what is the "right thing" to do, Mayberry '**strongly encourage**' each employee to first talk with their supervisor, manager or the Human Resources Department. If for any reason employees are uncomfortable talking to any of these individuals, the employee may contact the '**Chief Executive Officer**' to report any concerns. Employees query must be handled in confidence

1.4: ABIDING BY THE LAW

Mayberry Investments Limited will at all times comply with the letter and spirit of the Jamaican Constitution, laws and regulations of all countries in which it operates. No employee should take any action which he or she knows, or reasonably should know, violates any law or regulations in the exercise of his or her duties. Strict adherence to the operating rules and procedures are laid down in Mayberry's Manuals. Where situations arise in which it is difficult to determine, with real certainty, the appropriate course of action to follow, it is expected that employees will consult with higher authority. Guidance may be obtained from Mayberry's Attorneys-at-Law through the established procedures.

1.5: CONFLICT OF INTEREST

Reference Corporate Governance Policy

Employees owe their primary business loyalty to Mayberry Investments Limited. While Mayberry has no desire to interfere in the private lives of its employees, there are times when the private activities of an employee might affect his/her performance on the job or compromise both himself/herself and Mayberry. Employees must avoid situations in which personal interests, activities, and behaviour are likely to be at variance with, or may be perceived to conflict with their duties and the best interests of Mayberry Investments Limited. Employees shall state, in writing, to Mayberry their intentions to acquire or participate in any business activity. All plans for financing and credit facilities must form part of the written submission (please see ‘Corporate Governance Policy’ for more information on conflict of interest policies).

i. Definition of ‘Conflict of Interest’

For the purposes of this policy, an actual or potential conflict of interest is described as when an employee is in a position to influence a decision that may result in a personal gain, directly or indirectly for that employee or for a relative as a result of a transaction with Mayberry Investment Limited.

i. Definition of ‘Relative’

A relative is defined as any individual who is related by blood or marriage, or whose relationship with the employee is similar to that of individuals related by blood or marriage.

1.6: CONFIDENTIALITY

Mayberry Investment Limited and its employees shall preserve the confidentiality of the client relationship, revealing only such information about client affairs as may be authorized by higher authority and ordinarily be public information, be required by law, or authorized by the client. In handling customer information, in conversations with customers or fellow Mayberry employees, and on the telephone, care must be taken to prevent outsiders from overhearing confidential information or being otherwise privy to such information. Employees must treat with due respect certain information about Mayberry Investment Limited’s plans, methods, and activities that are considered to be proprietary and confidential. Employees must not disclose such information without proper authorization. Attention must also be paid to the privacy rights of fellow employees. The obligation of employees to safeguard the privacy of clients and employees and to

protect the confidentiality of Mayberry's own affairs and intellectual property continues if the employee leaves the services of Mayberry for any reason whatsoever.

1.7: SECURITY OF INFORMATION & INFORMATION SYSTEMS

Information and Information Systems are critical assets of Mayberry Investments Limited. Employees have a responsibility to preserve and account for all information vital to its operations and survival. Information must be protected in a manner commensurate with its sensitivity and value irrespective of the type or systems and the media used. Systems include microcomputers, mainframes, voice mail, E-mail, the Internet, telephone and person to person. Media refers to paper, videotapes, overhead transparencies, computer discs and bits, et al.

7.1. Care/custody of company equipment

Mayberry Investments Limited equipment that is entrusted to the care and custody of an employee shall remain the responsibility of that employee until it is legitimately transferred. Where an employee loses or damages an item of equipment entrusted to him or her, he/she shall be held responsible for its return to the organization or to serviceable condition at his/her cost (please refer to IT Policy)

1.8: IMPROPER PAYMENTS

Employees of Mayberry Investments Limited shall not seek advantage by providing improper payments, gifts or excessive entertainment or benefits to any person. Bribes, kickbacks, extraordinary commissions or other devices for the purchase of favored treatment by the government, other business organizations, or individuals, are prohibited. Fees and commissions will be paid only for clearly stated business purposes. Except as specifically indicated, employees of Mayberry Investments Limited may neither seek nor accept gifts, payments, services, fees, special valuable privileges, pleasure or vacation trips or accommodations or loans from any person, organization or group that does, or is seeking to do business with Mayberry Investments Limited or from a competitor of Mayberry Investments Limited (except normal loans from regular lenders on conventional terms). The choice of suppliers of goods or services should be based on competitive conditions of quality, price, service and benefit to Mayberry Investments Limited. Employees may furnish or accept modest gifts, favors, services and entertainment, provided all of the following conditions are met:

- i. They are not in cash, bonds, or negotiable securities and are of limited value so as not to be capable of being interpreted as a bribe, payoff or other improper payments.

- ii. They are made as a matter of general and accepted business practice.
- iii. They do not contravene any law and are made in accordance with generally accepted ethical standards.
- iv. If subsequently disclosed to the public, their provisions would not embarrass Mayberry Investments Limited or the employee.

1.9: MONEY LAUNDERING & PROCEEDS OF CRIME

Reference POCA Act & AML/POCA policies

Mayberry Investments Limited will strictly adhere to all national and international policies, rules and regulations and guidelines established to prevent money laundering, as well as all self-regulatory guidelines established by the financial community. Mayberry will make every effort to obtain adequate background information and knowledge of individuals and businesses who deal with us in order to ensure that Mayberry Investments Limited is not used for money laundering or other illegitimate purposes. Employees while being vigilant must service customers with courtesy and efficiency and when in doubt, employees must seek a second opinion from higher authority

1.10: INSIDER INFORMATION

Reference Insider Trading Policy

Inside information concerning Mayberry Investment Limited affairs or those of its clients shall not be used by employees for their own gain or for that of others. Trading of Mayberry Investment Limited's (MIL) shares is restricted to the times specified.

1.11: NO DISCRIMINATION

Mayberry Investments Limited and its employees shall avoid discrimination on the basis of race, national or ethnic origin, colour, religion, gender, sexual orientation, marital status, conviction for which a pardon has been granted, physical disability or membership in any lawful organization.

1.12: MISCONDUCT

Employees are required to conduct themselves in keeping with the law, Mayberry Investments Limited's policies and guidelines and the good image of Mayberry Investments Limited, both on and off the job.

Definition: For the purposes of this policy, misconduct is here defined as unprovoked assault, insubordination, willful refusal to carry out a legitimate and reasonable request, willful destruction of or damage to Mayberry's property.

1.13: POLITICAL ACTIVITIES

Employees are free to discharge their responsibilities as good citizens by participating in political activities and running for public office. Employees are free to endorse, advocate, contribute to, or otherwise support any political party, candidate or because they may choose, provided that they are within the law. However, no reimbursement of such contributions will be made by Mayberry Investments Limited in any form, directly or indirectly. Any employee, who is desirous of running for elective political office or accepting any governmental appointment, should discuss the matter in advance with his/her manager. In any public political statement, a reference to an employee's affiliation with Mayberry Investments Limited must be avoided. In any political activity, it must be clear that the employee is acting in a personal capacity and not as a representative of Mayberry Investments Limited.

1.14: MISAPPROPRIATION

No employee shall convert to his or her own use any funds or property which are not rightfully his or hers, or knowingly assist another, whether an employee or not, in such misappropriation.

1.15: SUBSTANCE ABUSE, ILLEGAL WEAPONS

Employees are prohibited from the use of illegal drugs and the abuse of prescription drugs or alcohol. Any employee who sells or transports illegal drugs, substances, and illegal weapons, used for unlawful purposes or who encourages, or coerces a fellow employee to engage in the non-

medical use of drugs/illegal substances and the use or sale of illegal weapons will be liable to dismissal

1.16: VISITORS/VENDING AT THE WORKPLACE

To assist with the safety and security of employees and the facilities of Mayberry Investments Limited, only authorized visitors are allowed in the workplace and will be issued a Visitor's tag. All visitors should enter Mayberry Investments Limited through the main entrance or designated waiting area and will be escorted or given directions to their destinations. Employees are responsible for the conduct and safety of their visitors. No unauthorized vending will be allowed in work areas or on the grounds of Mayberry Investments Limited. Employees are prohibited from conducting personal business with unauthorized vendors within the precincts of Mayberry Investments Limited. If an unauthorized visitor or vendor is observed on the premises, employees should immediately notify their Supervisor or Department Manager.