

CODE OF PROFESSIONAL CONDUCT AND ETHICS

PROFESSIONAL CONDUCT AND ETHICS is a MAJOR component of our business. The appropriate business ethics that our people inspire for our customers and stakeholders is the key to our success as an organisation and as individuals.

Our Code of professional conduct and ethics is the expression of values which we shall strive to share amongst all employees, (including company managers), partners and clients.

In order to achieve our goals in sharing this value, we aim to encompass our employees and stakeholders to be passionate about delivering their work with professionalism, fairness and honesty. We recognise that we have a responsibility to each other and to our customers to uphold our principles of integrity.

We are the custodians of the ASL brand and reputation. We will only achieve this objective by conducting our business honestly and transparently. This will allow us to make our customers benefit a trusted and solid betting platform. It will also provide opportunities for expansion under controlled condition and create sustainable financial returns to our shareholders and benefit the whole community of stakeholders

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1. PERSONAL CONDUCT

In carrying out your duties, you should:

- 1.1 Adhere to Mauritian law in everything that you do and compliance with such law is the basis of sound business conduct,
- 1.2 Deal in straight, honest, courteous and efficient manners with anyone you come into contact with in public or in private,
- 1.3 Make sure that there is no conflict of interest in your dealings with customers, contractors, colleagues and any stakeholder,
- 1.4 Make sure that you do not disclose information without permission and that information obtained is properly safeguarded to protect the image and reputation of the Company,
- 1.5 Make sure that you do not ask for any gift or favour from anyone if that gift or favour has an influence on the way one does his job,
- 1.6 Not offer any gift or favour to anyone in order to influence that person in the way that he/she does the job and never offer any payment to anyone, in order to exert any influence on the way that person does business,
- 1.7 Be aware that while moderate business entertaining is acceptable, you must be guarded against hospitality that appears to be aimed at influencing the way someone does his/her job. You should turn down invitations to meals or entertainment that are excessive in nature or frequency, so as to avoid loss of objectivity when conducting the Company's business. You must always strictly abide by the entertainment policy of the Company, which is guided by the highest ethical standards,
- 1.8 Be aware that Company property and products belong only to the Company,
- 1.9 Be aware that personal conduct whether on or off duty that adversely affects the image or reputation of the Company is not acceptable.

2. RESPONSIBILITIES TO THE COMMUNITY

- 2.1 The Company and all its Team Members are committed to sustainable development and will comply with the law in matters concerning the environment.
- 2.2 The Company and all its Team Members is prepared to participate in Community and Civic affairs of the community where they operate.
- 2.3 The Company and all its Team Members will always behave in public or private as role models for the Community.

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- 2.4 The Company endorses the democratic principles of Mauritius. Contributions to political organisations or electoral candidates will be specifically recorded in the company's books based on what is required by law.

3. RELATIONS WITH CONTRACTORS AND SUPPLIERS

- 3.1 The Company through its Team Members will maintain its reputation in the country by meeting the highest standards of ethical conduct in its dealings with contractors and suppliers.
- 3.2 The Company and all its Team Members must ensure that the hire of services and the purchase of goods are based solely on price, quality, service and need.
- 3.3 The Company and all its Team Members must make sure that the procurement of supplies and services are done to the highest ethical standards that assure a quality end product and the continued confidence of customers, suppliers and the public.
- 3.4 No Company Team Member shall accept any gift/ commission/ favour from any supplier/ contractor in order to maintain total impartiality in all dealings with the latter.

4. RESPONSIBILITIES TOWARDS STAKEHOLDERS AND GOVERNMENT OFFICIALS

- 4.1 The Company and all its Team Members should ensure that there is utmost transparency in all its dealings with stakeholders in the course of doing business.
- 4.2 All dealings with governments and official authorities must be open and above suspicion. Statements and declarations to such bodies as the Gambling Regulatory Authority, the Police Des Jeux, Consultants and banks must be true and correct. Any payment must be made in line with the prevailing rules, regulations and applicable laws and accounting for receipt and disposal of funds must be in accordance with the facts.

5. RECRUITMENT AND EMPLOYMENT PRACTICES

- 5.1 Whereas the Company understands that mobility of staff cannot be prevented but encourages an open line of communication with Industry colleagues when it comes to recruiting staff. All Team Members must conduct themselves in a professional and courteous manner in their dealings in this matter.
- 5.2 Company Managers and Agent-in-charge must make sure that they comply with all occupational health and safety laws and provide good and safe working conditions.
- 5.3 Company Managers and Agent-in-charge must ensure that the dignity and individuality of every Team Member is respected. The privacy and confidentiality of Team Member records will be safeguarded.

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- 5.4 The Company endeavours to provide equality of opportunity and treatment for all its employees on the basis of merit and ability, in the fields of recruitment, training, promotion, transfer, benefits and discipline, and will not discriminate or harass on the basis of race, sex, religion, colour, ancestry, national origin, handicap status and age.

6. THE PREVENTION OF CORRUPTION ACT 2002

- 6.1 Company Managers and Agent-in-charge must be familiar with the Prevention of Corruption Act 2002 and the following 14 offences detailed in the said legislation:
- a. Section 4 - Bribery by Public Officials
 - b. Section 5 - Bribery of Public Officials
 - c. Section 6 - Taking gratification to screen offender from punishment
 - d. Section 7 - Public Official using his office for gratification
 - e. Section 8 - Bribery of or by a public official to influence the decision of a public body
 - f. Section 9 - Influencing the public official
 - g. Section 10 - 'Traffic D'influence'
 - h. Section 11 - Public Official taking gratification
 - i. Section 12 - Bribery for procuring contracts
 - j. Section 13 - Conflict of interest
 - k. Section 14 - Treating of Public Official
 - l. Section 15 - Receiving gift for a corrupt purpose
 - m. Section 16 - Corruption of agent
 - n. Section 17 - Corruption to provoke a serious offence
- 6.2 Company Managers and Agent-in-charge must ensure that their Team Members are familiar with the above offences and punishment thereof and that they refrain from committing them.

7. THE GAMBLING REGULATORY AUTHORITY ACT 2007

- 7.1 Company Managers and Agent-in-charge must be familiar with the Gambling Regulatory Authority Act 2007. They shall abide particularly to the provision of the act precisely regarding the following relevant section applicable to their betting activities namely.
- a. Part VII - TOTALISATORS Section 34 to Section 39
 - b. PART XI – BOOKMAKERS Section 44 to Section 50

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- 7.2 Company Managers and Agent-in-charge must be familiar with the Gambling Regulatory Authority Act 2007 specifically to following offences detailed in the said legislation
- a. PART XXIV – OFFENCES Section 7 - Section 134 to Section 154
- 7.3 Company Managers and Agent-in-charge must be familiar with the conditions of licence under the Gambling Regulatory Authority Act 2007

8. RESPONSIBILITY FOR APPLICATION OF THIS CODE OF CONDUCT AND ETHICS

- 8.1 Company Managers and Agent-in-charge are strictly accountable for the application of this Code of conduct and Ethics within the operation/ business unit/ department.
- 8.2 Company Managers and Agent-in-charge will contact the General Manager/Director whenever they are in any doubt about any part of this Code.
- 8.3 They are responsible for soliciting from the office any training or other support that they deem necessary for the application of this Code.

9. USE OF IT RESOURCES

- 9.1 Company computers, network systems and electronic communication tools must be used for professional purposes. Use of e-mail, internet and other modes of electronic communication may be monitored and audited by the management (when permissible under relevant privacy laws) when suspicion of abuse arises as detailed in the Company's IT Policies and under the day to day supervision of the Head of IT of ASL.
- 9.2 Ticket issue machines and related computers to the betting system are not to be used other than purposes of the organisation of the betting system.

10. PROCUREMENT

- 10.1 ASL employees in charge of purchasing goods and services from suppliers or selecting sub-contractors must do so with the sole aim of securing the best overall value for such services, with due regard to supplier quality and reputation. When appropriate, competitive offers must be sought prior to selecting a supplier or sub-contractor. The management does not award contracts to suppliers on the basis of personal preferences. Soliciting any form of personal advantages from a supplier or from a person seeking to offer services to ASL is strictly prohibited.

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11. GIFTS AND ENTERTAINMENT

- 11.1 No gift, hospitality or entertainment should be offered or accepted if they influence improperly or create the appearance of an improper influence on business decisions.
- 11.2 Gifts, hospitality and entertainment shall not exceed what is usual in normal business relations. Any form of entertainment that could be damaging to the reputation of ASL must be avoided.
- 11.3 The following rules clarify the expected standard of behaviour of ASL employees.

12. GIFTS OFFERED TO TELLERS, EMPLOYEES

- 12.1 Tellers / Employees must never accept Payment of cash, tips, loans or cash equivalent gifts from suppliers or customers unless management is informed and receipt of monetary gift is known by at least 3 persons and acknowledged by a company manager or agent-in-charge representative
- 12.2 Employees involved in decisions on procurement or selection of suppliers must not accept personal gifts offered by suppliers or prospective suppliers. Usual hospitality and entertainment, including participation in trade fairs and similar professional events which are sponsored by suppliers, is acceptable, subject to reporting and clearance obligations.

13. GIFTS OFFERED BY ASL TO BUSINESS RELATIONS

- 13.1 Personal gifts offered by ASL to customers or business relations require the prior approval of the General Manager/Director for any gift of a value above MUR 1000.

14. EXTERNAL COMMUNICATION

- 14.1 ASL is a publicly traded company and is subject to disclosure obligations intended to allow investors to make timely and informed investment decisions. ASL provides consistent, accurate, transparent and clear information to its shareholders and investors, to the market and to the community at large regarding its business and activities. Communications to shareholders, investors, the media and the public regarding ASL, its business and its financial performance, must only be made under the authority of the ASL Board.
- 14.2 No employee or Agent-in-charge shall speak on behalf of ASL, discuss or disclose any information regarding ASL to the media, to financial analysts, to current or potential investors, or issue any public statement on behalf of ASL unless specifically authorised to do so.
- 14.3 Personal opinions, with regards to religion and politics, or any form of objectionable content cannot be expressed on ASL letterhead, e-mail or in any other context where such opinions or materials could appear to be attributable to ASL.

15. WHISTLEBLOWING REPORTING

15.1 Purpose

The Whistleblowing Reporting is essential to encourage and enable employees to raise concerns or report actual occurrence(s) of illegal, unethical or inappropriate events within Automatic Systems Ltd (ASL).

15.2 Objective

The key objectives of the whistle blowing reporting are:

- To report any suspicion of criminal offence which could be a breach of relevant laws and regulations.
- To report any deliberate failure to comply with regulatory rules and regulations.
- To report any breach of this Code of Ethics and/or any other internal policy or procedure.
- To allow employees of ASL to report any unethical behavior, any suspicion of fraud, any action which it at the detriment of ASL and any attempt to conceal these activities.
- To encourage ethical and lawful conduct within ASL.
- To protect and safeguard whistleblowers.
- To enable whistleblowers to go to the regulators directly.

15.3 Reporting Procedure

Concerns and complaints should be directly reported to the Senior Manager/Managing Director of ASL as appropriate.

In the event that this would not be possible, the matter should be brought to the attention of any Executive Director or to the Chairperson of the Company or to the Corporate Governance Committee through the Company Secretary by calling on 4834309 or by sending an email at sophie@box-office.mu or a letter to following address:

The Company Secretary
Box Office Ltd
2nd Floor, Palm Square
90906 La Mivoie
Tamarin

15.4 Investigation

Upon receipt of a serious concern, the Corporate Governance Committee will assess the merit of the case through a preliminary investigation. If ever there is a conflict of interest with any committee member, the member will recuse himself/herself and a new member will be nominated by the Board. The Corporate Governance Committee may appoint external investigators if the need arises.

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Any person who is within the scope of investigation will be informed of the allegation at a start of a formal investigation. He/She will be given the opportunity to provide his/her input during the investigation and is expected to fully cooperate.

15.5 Decision

If the concern raised has been identified as an improper or unethical or/and fraudulent act following investigation of the Corporate Governance Committee, the Committee shall recommend disciplinary action as they may deem appropriate.

If the Whistle-blower has disclosed his identity, he/she will be informed of the findings and decision taken by the Committee in person. If the whistle-blower decide to remain anonymous, then the decision will not be communicated over email or in writing.

Crimes such as assault, rape, burglary amongst other criminal offenses will be reported to the police if necessary.

15.6 Privacy and protection of whistleblowers.

Any employee reporting a breach of this Code in good faith may, if he/she so wishes, request that his/her identity be kept confidential. However, any false allegation or malicious denunciation will be subject to disciplinary action, and any anonymous allegation or denunciation which is insufficiently particularised may be discarded.

16. DATA PROTECTION

“ASL, its employees and partners undertake to:

- (i) Provide the applicable Privacy Notice to the Data Subject (Clients or Employees) before processing any Personal Data to inform them of their rights.
- (ii) If necessary, obtain explicit consent from the Data Subject, if required. Consent of an individual will not be assumed unless we get a positive response from them.
- (iii) Never collect, hold or ask for excessive and irrelevant information.
- (iv) Ensure the Personal Data is always up to date and relevant.
- (v) Never store client information on personal devices (phones, tablets etc.); all Personal Data should be recorded on official ASL’s systems.
- (vi) Process personal data for no longer than required to fulfill the purpose and to follow all relevant procedures and practice on archiving of personal data.
- (vii) Comply with ASL IT Policies and Data Privacy Policy to ensure that personal data is not lost, disclosed, altered or destroyed accidentally or by an unauthorised person.
- (viii) Report any personal data breach to the Data Protection Officer.”



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To be completed by employee

I have reviewed and understand the Company's Code of Ethics.

Acknowledgement: I _____,
have read, understand and agree to observe and to be bound by all aspects of this Code of Ethics.

Employee:

Signature

Date