

Vestergaard Company (VCAS) Corporate Governance describes the role, rights, duties and responsibilities of VCAS's managers and employees within the organisation.

VCAS Code of Conduct

Through the VCAS Code of Conduct, the management of VCAS wants to establish a standard and code of practice for management conduct in connection with operation and development of operational activity within the framework of VCAS, irrespective of geographical location.

The Code of Conduct comprises not only our relations to customers, suppliers, competitors, the company and its subsidiaries, employees and the surrounding society but also the way the company would like to be perceived.

VCAS believes that honesty, integrity and fair play are important company assets in business. All directors, managers and employees of the company must ensure that all operation of the company complies with existing legislation. All directors, managers and employees of the company must ensure that dishonesty, disloyalty or corruption are concepts that we in VCAS dissociate ourselves from.

Constant change will demand current adaptation and adjustment of the Code of Conduct.

Further guidelines have been laid down for all our employees through employment agreements for the individual employee and the staff manual of the respective companies.

Should, however, doubt arise in a few cases, enquiry should be made to nearest superior to throw light on the problem and to solve it.

1. EMPLOYMENT PRACTICES

1.1 Personal conduct

VCAS's reputation as a company with standard for good conduct can never be taken for granted. It depends on the high degree of mutual confidence and responsibility between the employees and the company. It is based on your personal conduct and the way in which you make the principles of VCAS to a professional lifestyle.

VCAS will deal severely with employees who have acted illegally or displayed unethical behaviour. This might also imply dismissal.

1.2 Equality of employment opportunity

The Company is dedicated to the achievement of equality of opportunity for all of its employees in relation to all personnel matters including recruitment, training, promotion, transfer, benefits, dismissal etc. without regard to race, colour, religion, sex, age, national origin or handicap status. All employees will be treated as individuals solely according to their abilities to meet job requirements.

1.3 Individuality

The dignity and individuality of each employee will be respected and the privacy and confidentiality of employee records will be safeguarded.

1.4 Communication

Employees shall be kept informed of Company matters affecting them including Company goals, directions and performances.

1.5 Working environment, development and remuneration

The company shall provide open, challenging and involving working environment for all employees. The company aims to provide opportunities for the development of the skills of employees to the fullest extent possible within the constraints of the Company.

1.6 Staff manual

Rules and guidelines shall be determined for each operational company in a local staff manual.

1.7 Information channels

If you become aware of an illegal or unethical situation, there are several ways in VCAS of how to draw the Group's attention to this. The best thing to do in the first instance is to contact your immediate superior but you may also contact the MD of the company. Another possibility is to contact Stefan Vestergaard directly. All matters regarding illegal or unethical conduct that is brought forward this way, will be attended to immediately in a proper and confidential way.

2. PERSONAL CONDUCT OF DIRECTORS, MANAGERS AND EMPLOYEES

2.1 Bribery, illegal gifts and commissions

Prevention of Bribery Ordinance

Any director, manager or employee soliciting or accepting an advantage in connection with his/her duties without the permission of the Company, permits an offence under the Prevention of Bribery Ordinance.

The term "advantage" is defined in the ordinance and includes gift, loan, fee, reward, employment, contract, service and favour.

Soliciting advantages

It is the policy of the company to prohibit directors, managers and employees to solicit any advantage from clients, suppliers or any person in connection with the Company business.

Accepting advantages

Directors, managers or employees should decline advantages offered in connection with their duties if the acceptance of advantages could affect their objectivity or induce them to act against the Company's interests or lead to complaints or bias.

Directors, managers or employees could consider accepting voluntarily given advantages only if:

- the acceptance will not influence the performance of the recipient;
- the recipient will not feel obliged to do something in return for the offer or;
- the recipient is able to openly discuss the acceptance without reservation, and

- the nature (i.e. advertising or promotional gift, customary gift or lucky money given during festive occasions) and the value (i.e. not exceeding € 100.00) of the advantage are such that refusal could be seen as unsociable or impolite.

Gifts of money must never be given or received.

In case of doubt, the recipient should contact the Managing Director of the Company for advice.

Offering advantages

Under no circumstances may an employee or manager/director offer advantages to any person or Company for the purpose of influencing such person or Company to favour the company in any way.

2.2 Entertainment

Directors, managers or employees should turn down invitations to meals or entertainment that are excessive in nature or frequency, so as to avoid embarrassment or loss of objectivity when conducting the Company business. Neither shall entertainment of an immoral nature be accepted. If it is impolite to decline an invitation, the director, manager or employee might accept, on the understanding that he/she is allowed to reciprocate.

2.3 Use of company information

Directors, managers or employees are not allowed at any time to disclose any privileged information to anybody outside the Company without permission. Such information may relate to all aspects of the Company's operations including investment or purchasing strategies, financial projections, supplier and purchase records, etc.

It is the responsibility of each director, manager and employee who has access to or is in control of the privileged information to provide adequate safeguards to prevent its abuse or misuse. Examples of misuse include disclosure of information in return for advantages, use of information for personal interest, and disclosure of information to sabotage Company interests.

2.4 Handling of conflict of interest situations

Conflict of interest situations arise when the personal interests of directors or employees compete or conflict with the interests of the Company.

The most common types of conflict of interest situations directors, managers or employees may involve in are:

- having undeclared financial interests in any supplier or parties that do business with the Company,
- offering assistance to the company's competitors by taking on part time employment or consultancy service,
- engaging covertly in production of services or goods in competition with the Company,
- performing outside work on the Company's premises and using the Company's time and assets and
- giving unduly favourable treatment to particular suppliers, job applicant or subordinate for personal reasons.

Every director, manager or employee of the Company should take it as his/her personal responsibility to avoid engaging in situations that may lead to or involve conflict of interest. He/she should at all times ensure that his/her dealings with suppliers and colleagues do not place him/her in a position of obligation that may lead to a conflict of interest.

In cases where a director, manager or employee or his/her immediate family might have engaged or considered engaging in business, investments or activities that might have existing or potential conflict with Company interests, it is the responsibility of the director or employee to make a full disclosure in writing to the Managing Director of the Company.

2.5 Loans

A director, manager or an employee or his immediate family should not grant or guarantee a loan to, or accept a loan from or through the assistance of any individual or organisation having business dealings with the Company. There is, however, no restriction on normal loans from banks or financial institutions made at the prevailing interest rates and terms.

2.6 Gifts between VCAS Group Companies

It is the policy of VCAS not to give company paid presents between Group companies in the VCAS Group. This applies to all directors, managers and employees. In special cases VCAS will give a gift on behalf of VCAS and subsidiaries.

2.7 Payment of expenses of no concern to the company or the Group

Payment of expenses for purposes, which are of no concern to the company or the Group, is considered fraudulent action, irrespective of the size of the amount.

3. RELATIONS WITH CUSTOMERS AND SUPPLIERS

3.1 Fair and open competition

The company promotes fair and open competition and aims at developing and securing long term relationship with customers and suppliers based on mutual trust.

3.2 Purchasing procedures

The hire of services or the purchase of goods should be based solely upon price, quality and needs. Purchasing will be based on the following principles:

- impartial selection of capable and responsible suppliers,
- optimal use of competition,
- compliance with laws and regulations.

3.3 Bribery and corrupt practises

It is the policy of the Company to prohibit bribery and corrupt practices. Directors, managers and employees should follow the Company policy on the acceptance of advantages. Those involved in the selection of and purchase from suppliers should avoid misuse of authority or engage in situations which could interfere with their ability to make free and independent decisions regarding purchasing.

3.4 Payment procedures

The company undertakes to pay suppliers on time and in accordance with agreed terms. All payments to customers and suppliers must be transferred through the usual channels.

4. MONITORING OF COMPLIANCE AND THE MEANS OF ENFORCEMENT

4.1 Understanding and compliance of the Code of Conduct

It is the personal responsibility of every director, manager and employee to understand and comply with the Code of Conduct.

Managers should in their day-to-day supervision ensure that their subordinates understand well and comply with the standards and requirements stipulated in the Code. Problems encountered in enforcement as well as comments or suggestions for improvement should be given to the Managing Director of the Company or to Stefan Vestergaard.

4.2 Violation of the Code of Conduct

The company shall not tolerate any illegal or unethical acts. Anyone violating the Code of Conduct will be disciplined. Serious violation can lead to termination of employment with or without notice.

In cases of suspected corruption or other forms of criminality, a report will be made to the appropriate authorities.

4.3 Complaints

Channels of complaints are open to customers, suppliers, directors, managers and employees of the Company. Complaints can be sent to the Managing Director of the Company or directly to Stefan Vestergaard. He shall answer directly to the Board of Directors of the company for impartial and efficient handling of complaints received.

The Company shall consider all complaints impartially and efficiently. Unlawful or unethical conduct will be investigated promptly.

All information received shall be kept confidential.

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