
CONFLICT OF INTEREST POLICIES OF XURPAS INC.

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I. GENERAL POLICY ON CONFLICT OF INTEREST

Source: Revised Manual on Corporate Governance (2017)

Xurpas Inc.'s (the "Company") directors and officers must hold the Company's interest supreme. They may not directly or indirectly derive any personal profit or advantage by reason of their position in the Company. They must promote the common interest of the Company and all its shareholders.

1. A conflict of interest exists when a director or an officer of the Company:
 - 1.1 Supplies or attempts to supply goods or services to the Company;
 - 1.2 Supplies or attempts to supply goods, services or information to an entity that competes with the Company;
 - 1.3 By virtue of his office, acquires or attempts to acquire for himself a business opportunity that should belong to the Company;
 - 1.4 Is offered or receives consideration for delivering the Company's business to a third party; or
 - 1.5 Is engaged or attempts to engage in a business or activity which competes with or works contrary to the best interests of the Company.
2. Any actual or potential conflict of interest, which arises on the part of a director, should be fully disclosed and the concerned director should not participate in the deliberation and voting on the action to be taken to address the conflict. A director who has a continuing conflict of interest of a material nature should either resign or, if the board of directors (the "Board") deems appropriate, be removed from the Board.
3. A contract of the Company with one or more of its directors or officers is voidable, at the option of the Company, unless all of the following conditions are present:
 - 3.1 The presence of such director in the board meeting in which the contract was approved was not necessary to constitute a quorum for such meeting;
 - 3.2 The vote of such director was not necessary for the approval of the contract;
 - 3.3 The contract is fair and reasonable under the circumstances; and
 - 3.4 In case of an officer, the contract has been previously approved by the Board.

Where any of the first two conditions set forth in the preceding paragraph is absent, in the case of a contract with the director, such contract shall be ratified by the vote of stockholders representing two-thirds (2/3) of the outstanding capital stock in a meeting called for that purpose; provided that full disclosure of the adverse interest of the director involved is made at such meeting; and provided further, that the contract is fair and reasonable under the circumstances.

4. Where a director, by virtue of his office, acquires for himself a business opportunity which should belong to the Company, thereby obtaining profits to the prejudice of the Company, the director must account to the latter for all such profits by refunding the same, unless his act has been ratified by a vote of the stockholders owing or representing at least two-thirds (2/3) of the outstanding capital stock. This provision shall be applicable notwithstanding the fact that the director risked his own funds in the venture.
5. Conflict of Interest can be actual, perceived, or potential:
 - a) An **actual** conflict involves a direct conflict between an employee's duties and responsibilities to the Company and a competing interest or obligation, whether personal or involving a third party.
 - b) A **perceived** conflict exists where it could reasonably be perceived, or give the appearance, that a competing interest could improperly influence the performance of an employee's duties and responsibilities to the Company.
 - c) A **potential** conflict arises where an employee has an interest or obligation, whether personal or involving a third party, that could conflict with the employee's duties and responsibilities to the Company.

The foregoing is without prejudice to the Company's existing Rules or Code of Conduct for its officers, employees and staff. See below: Conflict of Interest Policy

II. CONFLICT OF INTEREST POLICY

A. Definition

A **conflict of interest** exists where an individual has or potentially has a financial or personal interest in conflict with his or her obligations with the Company, or where any such interest may compromise his or her judgment in the management, decision-making and discharge of his official duties and obligations.

A **personal interest** includes not only his or her personal involvement, but may also arise from the employee's family or close personal relationship with a contractor, sub-contractor, customer, competitor, creditor or any other entity that conducts business with the Company.

B. Disclosure of Conflict of interest

It shall be the obligation of every officer and employee to declare and divulge in writing to the Company any involvement in any activity or business with actual or potential conflict of interest. Officers and employees shall not engage in business with a competitor, customer, or supplier of the Company or any of its subsidiaries without the prior approval of the Executive Committee. If an actual or perceived conflict of interest shall arise, the same shall be disclosed by the employee.

C. Conflict of Interest Disclosure Form

EMPLOYEE'S DISCLOSURE:	
Name:	
Phone:	Email:
Organisational Unit:	
I am declaring: (Tick all boxes that apply)	
<input type="checkbox"/> That I have read and understand the Conflict of Interest Policy and Procedures	
Based on the Conflict of Interest Policy, I declare that I have:	
An Actual Conflict: <input type="checkbox"/>	

A Perceived Conflict: <input type="checkbox"/>
A Potential Conflict: <input type="checkbox"/>
SITUATION OR CONFLICT OF INTEREST
Please provide a brief outline of the nature of the conflict (details may be included privately in a separate confidential envelope if appropriate):
BACKGROUND INFORMATION
Please attach copies of all relevant background material and provide further information:
CONFLICT OF INTEREST MANAGEMENT
Please detail the arrangements proposed to resolve/manage/the conflict (attach details separately if appropriate):
CONFIRMATION
In declaring a Conflict of Interest, I agree to: <ul style="list-style-type: none"> • Update this disclosure during the entire period of my employment with the Company or until such times as the conflict ceases to exist; and • Cooperate in the development of Conflict of Interest management plans as required; and • Comply with any conditions or restrictions imposed by the Company to manage, reduce, or eliminate an actual, potential or perceived Conflict of Interest
Signed:
Date:
ENDORSEMENT BY HEAD OF ORGANISATIONAL UNIT
I have reviewed this disclosure and:
<input type="checkbox"/> believe that a plan to manage the Conflict of Interest is not required and that no further action is necessary in relation to this matter; or
<input type="checkbox"/> believe that the plan outlined in the disclosure will mitigate or remove the Conflict of Interest but the Organisational Unit will continue to monitor the situation; or
<input type="checkbox"/> cannot adequately resolve the Conflict of Interest with the committee member concerned and have referred the matter to the Chief Operating Officer & President/Chief Finance Officer/Head of Human Resources for resolution
Signed:
Name:
Position:
Date:
REVIEWED BY CONFLICT OF INTEREST COMMITTEE (Chief Operating Officer & President/Chief Finance Officer/Head of Human Resources)
I have reviewed this disclosure and:
<input type="checkbox"/> no further action is necessary in relation to this matter; or
<input type="checkbox"/> recommend action as follows:
have referred the matter to the:
<input type="checkbox"/> Chief Operating Officer
<input type="checkbox"/> Chief Finance Officer
<input type="checkbox"/> Head of Human Resources
Signed:

Name:
Position:
Date:

Such form shall be duly signed and submitted by the concerned individual to his or her immediate supervisor in the case of employees or the Chief Compliance Officer in the case of officers.

Non-disclosure of any relevant information shall subject the officer or employee to disciplinary action in accordance with the Employee Handbook or the Company's relevant policies.

D. Review of Policy

This policy shall be reviewed annually and revised by the Chief Compliance Officer as necessary. Implementing guidelines may further be prepared subject to the approval of the Board of Directors.