

CONFLICTS OF INTEREST

QSS has established a process to review and prevent actual or apparent conflicts of interest.

It provides requirements for disclosing potential conflicts of interest and the process for obtaining a conflict-of-interest review. It applies to all QSS organization and entity employees, contract labor, consultants, and others acting for and on behalf of the company.

Definitions

1. Immediate Family Member—includes an employee's spouse, domestic partner, child or stepchild, parent, parent-in-law, sibling, and anyone sharing the employee's household.
2. Relative—includes an employee's grandparents, spouse's grandparents, grandchildren, great-grandchildren, stepsiblings, half-sibling, uncles, aunts, nephews, nieces and cousins.
3. Financial Interest or Financial Involvement—may include transactions involving cash, securities, loans, forgiveness of debt, non-cash trades or benefits, or ownership interests.
4. Passive Investment—a purely financial involvement in an organization for which the employee performs no managerial functions, provides no advice, and has no ability to influence the policies, products, or business of the outside organization. Passive investments include ownership of shares in a public or private company, whether held individually or as an investment in a stock mutual fund or stock market index fund.
5. Substantial interest—a financial investment that is more than 1% of the total outstanding class of securities/capital value of an entity or represents more than 5% of the personal net worth of the employee, the employee's family members, or others with whom the QSS employee has a close personal relationship.

Background

A conflict of interest exists whenever an employee's personal interests are inconsistent with, i.e. in conflict with — the interests of QSS GLOBAL SA. Whilst employed at QSS, employee's primary business loyalty must lie with the company. As a result, an employee must not engage in activities that might create a possible conflict of interest between the employee and company's best interests.

Instructions

I. General Guidelines and Responsibilities:

1. Employees must fully disclose during the conflict-of-interest review process any activity or transaction that might lead to a potential conflict of interest.

In some cases, an employee may not realize that a conflict exists until he or she is already engaged in the activity. In this case, they should contact Ethics and Compliance as soon as they become aware of a conflict of interest.

2. If an employee is unsure about whether a contemplated activity might constitute a potential conflict of interest, the employee should contact the organization's ethics and compliance officer for guidance concerning whether disclosure during the conflict-of-interest review process is required.

3. Upon completion of a conflict-of-interest review, the ethics and compliance officer will issue a conflict-of-interest determination that is described below.

II. Conflict of Interest Disclosure and Review Requirements

1. Disclosure of potential conflicts of interest. Conflicts of interest may arise in a number of circumstances. These may include:

- Having a financial interest, in any supplier, subcontractor, customer or competitor, where the QSS employee can influence, or has the appearance of influence over, business dealings or decisions affecting that entity, except a passive interest as described in Section IV.3 below.
- Ownership, directly or indirectly, of a substantial interest in, or having effective control of, a client, subcontractor, supplier or other service firm which is currently or potentially doing business with or in competition with QSS, or with a present or prospective QSS client.
- Acting as an employee, officer, director, partner, consultant, representative, agent, auditor or advisor of a QSS competitor, supplier, customer, partner, contractor, or subcontractor, except when instructed by QSS.
- Misusing or engaging in unapproved disclosures of proprietary or confidential information.
- Using or disclosing QSS's know-how, internal information, equipment, tools, materials, supplies or the time and services of its personnel for any purpose not compatible with QSS's best interests.
- Dealing directly, in the course of normal company responsibilities, with some immediate family members, relatives or others with whom the QSS employee has a close personal relationship who are employed by a supplier, vendor, customer, or competitor of QSS.
- Serving as a board member for an outside entity, except:
 - At the request of QSS;
 - For an industry or professional association; or
 - For a not-for-profit entity whose activities are unrelated to QSS business or interests, and which does not seek or receive any funding from QSS, a QSS-sponsored organization, or the QSS Foundation.
- Having a personal financial involvement with an employee or representative of a supplier, customer, or competitor of QSS with whom the QSS employee interacts in a business capacity for QSS.
- Using QSS property, information or assets or an employee's position for personal gain.
- Directly or indirectly owning, trading or dealing in real estate, materials, supplies, equipment or other property with the intent of selling or renting to QSS, or its clients.
- Acting as a consultant, advisor, or expert witness in a legal process, such as a lawsuit, administrative proceeding, mediation, arbitration, dispute resolution, government or private investigation, rule-making procedure, or similar process, unless acting at the request of QSS.
- Acting as an officer or employee of any government or any department, agency, or entity controlled by the government.
- Any other activity that might adversely affect QSS, its business, or its reputation.

2. If a potential conflict of interest or appearance of conflict of interest may exist, employees should contact their organization's ethics and compliance officer for guidance. The ethics and compliance officer will advise the employee whether a conflict-of-interest review is required.

If so, employees will cooperate fully in the review process by providing all necessary information.

3. In addition to complying with the conflict-of-interest disclosure and review requirements for all employees, senior QSS officers seeking to serve on the board of directors or similar body of a public company or other for-profit enterprise must obtain approval of the Chief Operating Officer with concurrence of the General Counsel.

III. Conflict of Interest Determination Process

1. Requests for a conflict-of-interest determination will be decided on a case-by-case basis. The employee should submit a request for review in writing, using the form dedicated to this Instruction, to their organization's ethics and compliance officer.

On this form, the employee should supply, at a minimum, the following information:

- A description of the employee's duties and responsibilities with QSS.
- A description of the relationship, financial interest, role, or activity, in which the employee proposes to become involved.
- A description of the proposed relationship of the QSS employee to the persons, entities or activities at issue.
- A description of any relationship between QSS and the persons, entities, or activities at issue.
- The proposed level of the employee's involvement or position with the persons, entities or activities at issue.
- Any compensation or other benefit to the employee arising from the proposed activity.
- Whether the employee expects to perform the proposed activity during QSS working hours or with the use of QSS equipment or assets.

2. In cases where the proposed activity presents no conflict of interest, the ethics and compliance officer will issue written conflict of interest determination to that effect if requested by the employee.

3. In cases where the proposed activity potentially presents a conflict of interest, but the potential conflict can be eliminated or mitigated by the imposition of certain restrictions on the employee's involvement in the activity, the ethics and compliance officer will issue a written conflict of interest determination that sets forth, in detail, any such restrictions. A copy of this determination will be sent to the employee and the employee's supervisor. An employee's failure to follow the restrictions set forth in the conflict-of-interest determination may result in disciplinary action or dismissal.

4. In cases where the proposed activity presents an unavoidable conflict of interest, the ethics and compliance officer will issue a written conflict of interest determination that prohibits the employee from engaging in the proposed activity. A copy of this determination will be sent to the employee and the employee's supervisor.

5. Once a written determination has been made, it continues in effect until it is reversed, modified, or withdrawn. If circumstances change, such as the employee moves to a different assignment within QSS, it is the employee's responsibility to inform the organization's ethics and compliance officer of the change. Upon review, the previous decision may be reversed, modified, or withdrawn.

IV. Interests and Activities That Do Not Require a Conflict-of-Interest Review

1. Working for any entity that is not a supplier, subcontractor, customer or competitor.
2. Acting as an employee, officer, director, partner, consultant, representative, agent, or advisor of an entity at the request of QSS.
3. Having a passive investment interest in any supplier, customer, or competitor where such interest is less than 1% of the outstanding securities/capital value of the entity and represents less than 5% of the total assets of the employee, the employee's immediate family members, relatives or others with whom the QSS employee has a close personal relationship.
4. Serving on the board of a not-for-profit entity whose activities are unrelated to QSS business or activities, and which does not seek or receive funding from QSS.

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**CEO
Sergii Mikhnovskyi**