



NSRP BUSINESS ETHICS GUIDELINES

Introduction

NSRP is committed to more than just adherence to laws and regulations. Our commitment is to reflect the highest level of integrity and ethics in our dealings with each other, our customers, our suppliers, our stakeholders, the public, and the government agencies with whom we engage.

It is intend of the Company that all NSRP personnel, regardless his/her positions and working functions, should maintain the highest ethical standards in connection with the Company's business. All personnel are required to conduct the Company's business with integrity and in compliance with applicable laws, in a manner that excludes consideration of personal advantages.

NSRP business ethics and conduct was indicated in several management documents and circulars since 2013. These guidelines consolidate information from relevant documents and put them into one place "**NSRP BUSINESS ETHICS GUIDELINES**", to establish basic principles and minimum standards of behaviors that apply throughout the Company. As NSRP is an international company, local practices and cultures might provide rules that are different from the principles and standards established in these guidelines, Employees should seek guidance from managers and Compliance Committee (*Principle for Compliance Committee, MD-02-HPC-PR-001*) in these cases.

1. Compliance with Laws

- Every Employee is required to comply with all applicable laws, rules and regulations including but not limited to Vietnamese laws, lender's requirements, and NSRP internal rules. Examples of laws and regulations encountered in our business include the following:

1.1. Anti - Corruption and Anti-Bribery

- All employees must adhere to the most stringent anti-corruption requirements and fully comply with all applicable laws and lender's requirements under fiancé documents regarding anti-corruption practices.
- NSRP has no tolerance policy toward bribery and corruption in all aspects of our business.
- All Employees, including all agents or consultants working with us or for us, are expected to comply with this policy

1.2. Environmental, Health and Safety

- NSRP is committed to maintaining and operating our business in full compliance with all applicable environmental, health and safety laws, regulations and other requirements. We are committed to the protection of our Employees, surrounding communities and the environment and we recognize the importance of the sustainable use of natural resources. To that end, our objective is the relentless pursuit of preventing injuries and ill health, promoting good health and wellness, preventing pollution and reducing our impact on the environment.
- Employees must perform our duties in a manner that will not endanger ourselves, others or the environment. Each employee is responsible for compliance with all applicable



environmental, health and safety policies, procedures, practices and rules, including NSRP's Environmental, Health and Safety Policy, which is available on NSRP portal site. Everyone should be able to enjoy a safe workplace, free of violence and threats of violence.

- Employees must also keep our workplaces free of alcohol and illegal drugs (including the inappropriate use of legal drugs) as well as the effects of their use. Unsafe conditions in the workplace caused by the use of alcohol and drugs are not allowed. NSRP is committed to continuously improving all aspects of our environmental, health and safety program and to establishing and monitoring program objectives.
- All Employees should take an active role to identify and suggest ways to minimize or eliminate waste, reduce energy consumption, conserve natural resources, and perform tasks using safer, more efficient procedures.

1.3. Human Resources and Employment

- It is the policy of NSRP to comply with all applicable employment and labor laws wherever we conduct business. This includes observing laws that pertain to working conditions, wages, hours and benefits. It also includes laws that pertain to privacy, including the protection of personal data, and to the elimination of improper conduct such as employment discrimination or harassment. Providing equal access and fair treatment to all Employees helps to improve the Company's success while enhancing the progress of individuals and the communities where our businesses are located.

2. Avoiding Conflicts of Interest

- Employees have a responsibility to act in the best interests of the Company and must avoid any situation in which their personal interests may come into conflict, or may appear to conflict, with their judgment, objectivity and loyalty to NSRP. Employees may not use their position, Company assets, or confidential information gained in their services to the Company for personal gain or for the benefit of a family member or any outside party. In addition, outside activities or service must not conflict or interfere with their work for the Company. It is Company policy that no director, manager, Employee, agent or consultant, or member of their immediate families or households, may engage in any activity that creates an actual conflict of interest—or the appearance of a conflict of interest— unless the situation is disclosed to the Company and specifically approved by NSRP Compliance Committee (*Please read more Principle for Compliance Committee, MD-02-HPC-PR-001*).
- Employees are encouraged to discuss with their managers or NSRP Compliance Committee any situations that may put their interests or those of a family or household member in potential conflict with the Company. It is not feasible to list all situations that may create a conflict of interest. Employees need to watch for and avoid situations in which conflicts may arise, such as:
 - Procurement activities
 - Recruitment
 - Other personal benefits

3. Conducting ourselves and our business ethically

3.1. Free and fair competition business

- Free and fair competition business means:
 - Compliance with antimonopoly laws
 - Prohibition of insider trading
 - Respect the intellectual property, business secret third's party's trademark and design
- When interacting with the Company's Employees, competitors, suppliers, customers and other business associates, each Employee should strive to act with integrity and honesty and avoid taking unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other practice that involves unfair dealing. Fraud, theft, embezzlement, false or inflated billings, falsified expense reports, and payment of kickbacks for obtaining business are examples of illegal business conduct that is strictly prohibited. Also see the section above titled "Anti-Corruption and Anti-Bribery."

3.2. Avoiding improper gifts and payments

- Any gifts, favors and entertainment to the provided (or accepted from) customers, suppliers or other business contract should meet the following criteria:
 - Consistent with customary business practices
 - Not excessive in value and cannot be construed as in inducement to do business or to influence the terms of business
 - Not in contravention of applicable laws or ethical standards
 - Would not cause any embarrassment to the Company or the Employee if they become known to the general public.
- Entertainment is justifiable to encourage good working relationship with joint venture partners, vendors and business contacts, but this should be within reason, and not over-lavish or too frequent with the same company or person. The following basic guidelines on accepting/giving are to be adopted:
 - All hospitality and promotional items must be justifiable as legitimate business activity. This should include consideration of time out of the office.
 - Accepting invitations to sports events is acceptable on an occasional basis
 - Without expressing prior approval from direct manager it would not be acceptable to accept invitations to events that include overnight stays or long distance travel
 - Inevitably some business meetings will overlap with lunch or dinner. Receiving hospitality in these cases is acceptable, but should not become a regular occurrence and should be on a reciprocal basis, and bills should not kept within reason
 - All hospitality/invitations from supplier during tendering periods should be declined
 - Gifts valued below US\$50 are acceptable and do not need reporting. However, gifts valued over US\$50 should be reported to the Management. The management will evaluate the matter and decide the course of action
- Extra care will be required during New Year/Tet celebrations in order to avoid any possible including unintended violations. All managers and team leaders must ensure that their team members follow NSRP's internal rules on this matter. In particularly, arranging courtesy gifts for



NSRP's business partners and authorities will be sole responsibility of NSRP Management under the name of NSRP. No employees will assume personal responsibility for arranging such gifts.

3.3. Personal appearance

- When meeting with clients and other business associations, both management and other employees shall appear in a confident and respectful way. Employees need to desist from wearing any articles of clothing which may cause offence.

4. Safeguarding Company's assets

4.1. Confidential information

- Business information and IT infrastructure are essential to our business success and long term existence. It is one of our top priorities to make sure that private information concerning employees, customers, suppliers and other business partners is protected and secured. NSRP sets up policy to safeguard the privacy and confidentiality of information assets following three key principles:
 - Integrity the safeguarding of the accuracy and completeness of information.
 - Confidentiality information will not be made available or disclosed to unauthorized individuals, entities or processes.
 - Availability information will be accessible and usable upon demand by an authorized party. We must never disclose sensitive, confidential information to anyone outside NSRP, including family and friends, except when disclosure is required for regulatory purposes and disclosure is in compliance with confidentiality agreements entered into with the parties concerned.
- Upon signing the employment contract, the employee agrees to all confidentiality policy of NSRP. This applies not only during the employment period but also after the employee's termination of service
- Employees are also reminded to show cautions in discussing company's business in public areas including flight travel, taxis, restaurants, on-board boats.

4.2. Misappropriation of assets

- All employees must safeguard the Company's tangible assets (such as computers) as well as intangible assets (such as intellectual property). Misappropriation of assets refers to theft or use of assets outside of our employees' regular organizational responsibilities. For example, conducting private, commercial activities during working hours is strictly prohibited. In addition, senior management personnel who, as a result of their positions within NSRP, acquire critical business knowledge and/or any other commercial intelligence, may not treat such knowledge as their own property and use it for their own benefit during and/or after their employment with NSRP. We consider misappropriations of both tangible and intangible assets as equally unacceptable.
- To safeguard the company's interests, everyone must stay alert to counterfeits and report any such incidents to the appropriate management level. Theft of NSRP assets by employees or by third parties will result in legal consequences.

4.3. Reliability and integrity of financial records



- NSRP is committed to open and effective communication with its employees, customers, suppliers, and business partners. To accomplish this objective, all of us have the responsibility to maintain accurate and truthful business and financial records which both NSRP and third parties may rely upon to make informed business decisions.
- NSRP also provide true and fair financial information to government authorities, such as tax authorities. We are committed to fulfill our legal and regulatory obligations Vietnam. NSRP employees are obliged to follow established internal controls and global policies intended to ensure that business transactions are legitimate as well as properly authorized, documented and accurately recorded. We must keep in mind that NSRP's reputation and credibility are also built upon accurate recordkeeping and financial information. Intentional efforts to misrepresent or improperly record transactions are therefore strictly forbidden.

5. Administration of these guidelines

- NSRP Compliance Committee has responsibility to:
 - Review and update the guidelines regularly to fit actual operation of NSRP.
 - Distribute, implement and monitor these Guidelines throughout the Company. Every one of us is expected to have the discipline to follow these Guidelines even in the absence of monitoring from our managers
- All Employees have the responsibility to read and understand the Guidelines and proactively seek clarification from our managers when in doubt. NSRP employees throughout all organizational levels must uphold and defend the spirit of these Guidelines under all circumstances and at all times.
- NSRP has set up several independent and confidential channel to report suspected or wrongful misconduct within NSRP. NSRP employees and other stakeholders including but not limited to contractors, contractor's personnel, and third parties are encouraged to utilize these channel for concerning wrongful conduct such as fraud, harassment, abuse, retaliation. No qualified report will be disregarded.