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CODE OF BUSINESS ETHICS

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Letter from the CEO

Dear Colleagues and Partners,

This Code of Business Ethics has been specifically developed to channel all the positive values and universal rights into our workplace setting. Not only does this document help us to conduct our business responsibly and maintain trust and credibility with our clients, partners, franchisees, and other stakeholders, but also assures creating an inclusive work environment for all employees.

I expect each one of our employees and contracted parties to read this Code of Business Ethics with prudence, and pay due diligence to ensure our operations are in line with the principles, instructions, and guidelines hereof.

This is a reference document to guide our business conduct and lay down the foundation of our business. It takes responsibility and discipline to be a true Lingo Shack[er]. So, make us proud.

Ayman Odat
Founder and CEO

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1. SCOPE

This Code of Business Ethics applies to all Lingo Shack directors and employees, franchisees as well as to all subcontracted officers and employees irrespective of their business lines. Such directors, employees and subcontracted staff are referred to herein collectively as the "Covered Parties." Lingo Shack and its employees are referred to herein collectively as the "Company".

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3. CONFLICTS OF INTEREST

A conflict of interest exists when a person's private interest interferes in any way with the interests of the Company. A conflict can arise when a Covered Party takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively.

Conflicts of interest may also arise when a Covered Party, or members of his or her family, receives improper personal benefits as a result of his or her position at the Company. Loans to, or guarantees of obligations of, Covered Parties and their family members may create conflicts of interest. It is almost always a conflict of interest for a Covered Party to work simultaneously for a competitor, customer, or supplier.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor or manager or, if circumstances warrant, the legal advisor of the Company. Any Covered Party who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or any other appropriate personnel or consult the procedures described in this Code.

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4. CORPORATE OPPORTUNITIES

Covered Parties are prohibited from availing of any opportunities that are discovered through the use of corporate property, information, or position without the consent of the Top Management of the Company.

No Covered Party may use corporate property, information, or position for improper personal gain and no employee may compete with the Company directly or indirectly. Covered Parties owe a duty to the Company to advance its legitimate interests whenever possible.

5. FAIR DEALING

Covered Parties shall behave honestly and ethically at all times and with all people. They shall act in good faith, with due care, and shall engage only in fair and open competition, by treating competitors, suppliers, customers, and colleagues ethically. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. No Covered Party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered or accepted by a Covered Party or any family member of a Covered Party unless it (1) is consistent with customary business practices, (2) is not excessive in value, (3) cannot be construed as a bribe or payoff and (4) does not violate any laws or regulations. The offer or acceptance of cash gifts by any Covered Party is prohibited. Covered Parties should discuss with their supervisors, managers, or other appropriate personnel any gifts or proposed gifts which they think may be inappropriate.

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6. CONFIDENTIALITY

Covered Parties must maintain the confidentiality of confidential information entrusted to them, except when laws or regulations require disclosure. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed. It also includes information that suppliers and customers have entrusted to the Company. The obligation to preserve confidential information continues even after employment ends.

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7. PROTECTION AND PROPER USE OF COMPANY ASSETS

All Covered Parties should endeavour to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. The Company's equipment should not be used for non-Company business, though incidental personal use is permitted.

The obligation of Covered Parties to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or criminal penalties.

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9. GO GREEN

All Covered Parties should endeavour to avoid any practices that may have a negative impact on sacred resources or could by whatsoever means endanger environment. Go Green alternatives should always be opted to, whenever possible.

The Company adopts a "go green printing" policy, and encourages its staff and subcontractors to resort to eco-friendly options, whenever possible. For example, buying and using recycled paper and ink, and avoiding printing so long as it is not necessary.

The Company strives to promote and embrace the culture of go green travelling too. The option of buying and using only eco-friendly cars, and reducing travelling by air is highly recommended whenever it is possible. Tips and life hacks to promote responsible travelling will be circulated and shared regularly.

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11. EQUAL OPPORTUNITIES

The Company provides equal employment opportunities to all employees and applicants for employment without regard to race, colour, religion, sex, national origin, age, disability, or genetics. This policy applies to all terms and conditions of employment, including recruiting, hiring, placement, promotion, termination, layoff, recall, transfer, leaves of absence, compensation, and training.

Any form of workplace harassment based on race, colour, religion, gender, sexual orientation, gender identity or expression, national origin, age, genetic information, disability, or veteran status is prohibited. Improper interference with the ability of Lingo Shack's employees to perform their job duties may result in discipline up to and including discharge.

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