



Conflict of Interest Policy

Policy Statement

All persons employed by Castle Vehicle Leasing Ltd (the "Company") be it with Castle Minibus, Castle Driver Training or Castle Rentals, owe a duty of fidelity to the Company. Employees must never place themselves in a position where their self-interest may conflict with this duty.

Any employee who breaches this policy is subject to disciplinary action, up to and including discharge.

Code of Conduct

All employees of the Company are expected to comply with the following Code of Conduct:

Duty of Fidelity

Employees owe a duty of loyalty and fidelity to the Company. Employees are expected to perform their duties on behalf of the Company faithfully, diligently and to the best of their abilities.

Conflict of Interest

Employees must never allow themselves to be placed in a position where their personal interests are in conflict (or could be in conflict) with the interests or business of the Company.

Employees must avoid any situation or activity that compromises, or may compromise, their judgement or ability to act in the best interest of the Company.

Disclosure of Potential Conflicts

Employees must promptly disclose to the Company material information regarding any relationship, ownership or business interest (other than non-controlling investments in publicly-traded corporations), whether direct or indirect, that the employee or a member of his/her immediate family has with any person, or in any business or enterprise, that:

1. competes with the Company; or
2. purchases or sells, or seeks to purchase or sell, goods or services to or from the Company.

Protective Steps

Upon disclosure of the information described above, the Company will take appropriate steps to protect against any actual or potential conflict of interest. Such steps may include:

1. requiring the employee to refrain from being involved in any decisions made by the Company regarding its dealings with such person, business or enterprise; or
2. requiring the employee to refrain from being involved in any dealings on behalf of the Company with such person, business or enterprise; or
3. requiring the employee to dispose of his/her interest in such business or enterprise if he/she wishes to remain in the Company's employ.

Harm to Business or Reputation

Employees must refrain from engaging in conduct that could adversely affect the Company's business or reputation. Such conduct includes, but is not limited to:

1. publicly criticizing the Company, its management or its employees; or
2. engaging in criminal conduct or other behavior that could harm the Company's business or reputation.

Gifts or 'Kickbacks'

Employees must never accept any 'kickbacks', loans, gifts, or personal payments of any kind, from any person or business enterprise that:

1. competes with the Company; or
2. purchases or sells, or seeks to purchase or sell, goods or services to, or from, the Company.

Company Funds and Property

Employees must be conscientious and scrupulous in their handling of funds and property belonging to the Company, and must always avoid any form of financial impropriety.

Employees must not use, or permit the use of, Company property or resources for anything other than approved Company business or activities. Examples of unauthorized use would include using Company computers or photocopiers for personal purposes.

Confidential Information

Confidential information (printed, electronic or otherwise) relating to the Company's past, present, future and contemplated assets, operations, products or services, industrial designs, inventions, production methods, marketing strategies and objectives, personnel, facilities, equipment, finances, pricing, interest rates, sales, customers, routines, policies, and business procedures must never be disclosed to anyone outside the Company's organization, without the Company's express written authorization.

Outside Employment or Business Activity

During working hours, employees are expected to devote their full time and attention to the business and the affairs of the Company.

If an employee wishes to engage in employment or business activity outside his/her employment with the Company, the employee must first disclose to the Company the nature and extent of the proposed employment or business activity, and obtain the Company's written approval. Approval will only be withheld if the Company reasonably determines that the employee's proposed outside employment or business activity could conflict or compete with the interests of the Company, or could negatively affect the employee's job performance or attendance.