

CODE OF BUSINESS CONDUCT AND ETHICS

Aztecsoft Limited's commitment to ethical and lawful business conduct is a fundamental shared value of its Board of Directors, Senior Management Personnel and Employees and critical to the Company's success. Our standards for business conduct provide that we will uphold ethical and legal standards vigorously as we pursue our financial objectives. The Company, its Directors Senior Management Personnel and Employees will not compromise that honesty and integrity anywhere at any time. Consistent with these principles, the Company's Board has adopted this Code of Business Conduct and Ethics ("Code") as a guide to the high ethical and legal standards expected of its Board Members and its Senior Management Personnel.

The Members of the Board of Directors and Senior Management Personnel of Aztecsoft Limited acknowledge and accept the scope and extent of their duties as Directors & Senior Management Personnel. They have a responsibility to carry out their duties in an honest and businesslike manner and within the scope of their authority, as set forth in the general laws of the land where they operate and in the Memorandum of Association and Articles of Association of the Company. They are entrusted with and responsible for the oversight of the assets and business affairs of the Company in an honest, fair, diligent and ethical manner and with the duty to make and enact informed decisions and policies in the best interests of the Company and all its stakeholders. The Board of Directors has adopted this Code and the Directors and Senior Management Personnel are expected to adhere to the standards of loyalty, good faith, and the avoidance of conflict of interest that follow.

In performing their duties the Directors/Senior Management Personnel will:

- **Integrity**
Act ethically, diligently, openly, honestly and in good faith and with the highest standards of integrity.
- **Fiduciary Obligations**
Act in the best interests of, and fulfill their fiduciary obligations to, Aztecsoft Limited and all its stakeholders.
- **Normal business decisions**
 - Act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
 - To act in a manner to enhance and maintain the reputation of the Company; and
 - Discharge their duties, as members of the Board and of any Board Committees on which they serve or as Senior Management Personnel in accordance with their good faith business judgment and in the best interests of the Company and all its stakeholders.
- **Compliance**
 - Abide by all applicable laws and regulations;
 - Abide by the Company's Insider Trading Rules; and
 - Comply with all applicable laws, rules and regulations in all areas and geographies where the Company operates.

- **Business conduct**
 - Become and remain familiar with the Company's business and the economic and competitive environment in which it operates and understand its principal business plans, strategies and objectives; operations results and financial condition and relative marketplace position;
 - Conduct themselves in a professional, courteous and respectful manner;
 - Make available to and share with fellow Directors and Senior Management Personnel information as may be appropriate to ensure proper conduct and sound operation of the Company; and
 - Provide leadership in advancing the Company's vision, values and guiding principles.

- **Board Meetings**
 - Commit the time necessary to prepare for, attend (in person or telephonically, as appropriate) and actively participate in regular and special meetings of the Board and of the Board Committees or other meetings on which they serve/attend;
 - Disclose potential conflicts of interest that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter in which the Director/ Senior Management Personnel has or may have a conflict of interest; and
 - Inform the Chairman of the Board of changes in their employment, other board positions, relationships with other business, charitable, and governmental entities, and other events, circumstances or conditions that may interfere with their ability to perform their Board or Board Committee duties or impact the Board's assessment of whether they meet the independence requirements.

- **Confidentiality**
 - Maintain the confidentiality of all material non-public information about Aztecsoft Limited, its business and affairs;
 - Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors, except when authorized or legally required to disclose such information.

- **Conflict of Interest**
 - Not enter into, without the prior approval of the disinterested members of the Board, any transaction or relationship with the Company in which they will have a financial or personal interest (either directly or indirectly, such as through a family member or other person or organization with which they are associated), or any transaction or situation which otherwise involves a conflict of interest; and
 - Not use confidential information acquired in the course of their service as Directors or Senior Management Personnel for their personal advantage.

All Directors and Senior Management Personnel will annually on or before March 31 of every year or such other date as may be determined in this regard sign a confirmation that they have read and will comply with this Code.

Waivers and amendments

The Company is continuously reviewing and updating all its policies and procedures and therefore this Code is subject to modification. The Company's Board of Directors must approve any amendment or waiver of any provision of this Code in writing.