

The American Chamber of Commerce & Industry of Panama
CODE OF ETHICS

INTRODUCTION

The Code of Ethics is a tool designed to enable compliance and implementation of the provisions of the American Chamber of Commerce & Industry of Panama's (hereinafter referred to as "AmCham") Bylaws. It defines ethics as a fundamental value for all categories of members, as well as for the overall undertakings of stakeholders, including AmCham Directors, Executive Director, Administrative Officers and Committees. Similarly, it is a binding element for Associate members as pertains to their participation in AmCham-generated activities as well as to any other matter related to their association with AmCham Panama.

The American Chamber of Commerce and Industry of Panama promotes and sets in motion the free market system by encouraging trade, investment and exchange between Panama and the United States of America, in a framework of social responsibility, values and business ethics.

Actions undertaken by any AmCham member, as well as by any director, associate or interest groups such as suppliers, strategic allies or related parties can have an impact on the members and the community as a whole.

The Code of Ethics is understood to be a set of corporate behavior guidelines based on an ethical framework that is supported by values and principles. AmCham Panama is committed to making it available and spreading it to its stakeholders in an effort to further professional ethics and provide information to its members, collaborators and suppliers. It is clearly an initial effort and, therefore, not an exhaustive product; thus, it can be improved and will be open to periodic revisions or modifications in order to maintain it current.

II. OBJECTIVES

The Code of Ethics is the tool developed:

1. To analyze and resolve doubts and conflicts of a professional ethical nature.
2. To facilitate resolution of ethical dilemmas
3. To analyze and clarify options for action.
4. To pinpoint, evaluate and sanction violations of the principles of professional ethics
5. To reinforce the understanding that it applies to all actions and activities of all AmCham members, collaborators and stakeholders including suppliers and strategic allies.

III. VALUES AND PRINCIPLES

AmCham is envisioned as the main promoter, educator and business catalyst between the United States and Panama, and is governed by the following Values and Principles to facilitate exchange and trade development:

Article 1. Values.

Democracy, Interdependence, Free Enterprise, Social Responsibility, Ethics, and Transparency.

Article 2. Principles.

Legality, Loyalty, Prudence, Equity, Integrity

Article 3. LEGALITY. AmCham members and its stakeholders undertake to comply with the Laws of the Republic of Panama and with all good anti-corruption practices, including anti-bribery policies, money-laundering prevention, anti-terrorism financing, prevention of tax fraud and other policies for the prevention of illegal practices in accordance with applicable laws and existing international treaties in force in the Republic of Panama.

Article 4. TRANSPARENCY. In the development and implementation of day to day obligations, AmCham members and stakeholders shall be transparent and honest. Transparency is the implementation of open and public actions known to the organization as well as to other members thereof.

Article 5. RESPONSIBILITY. Members and stakeholders responsibility regarding their collaborators shall be based on value-guided actions that ensure fair and equitable treatment as well as adequate occupational health and safety policies. It is of essence to avoid discrimination and harassment.

Article 6. LOYALTY. All Amcham members and stakeholders shall interact with loyalty and solidarity towards the other Chamber`s members.

Article 7. PRUDENCE. AmCham members shall act in full accordance with the current AmCham Bylaws and Code of Ethics, recognizing that their decisions and actions will have a positive or negative impact on other interest groups. In the event that a decision might represent a risk to AmCham`s reputation or that of its stakeholders, the Chamber reserves the right to take appropriate action to safeguard group interests and long-term wellbeing, vis a vis those of individual or short-term interests.

Article 8. EQUITY. All AmCham members shall act with equitable criteria, ensuring that legal solutions are adequate and consistent with the fairest criteria required by each particular case.

Article 9. INTEGRITY. The public and private conduct of all members of AmCham shall be based on a criteria of honesty and credibility in the performance of their activities so as to foster and project a culture of integrity, trust, truth and social responsibility.

IV. GENERAL PROVISIONS.

Article 10. RULE OF LAW. AmCham members, directors and collaborators from all contracting venues, shall abide by the provisions of the Law regarding the management of patrimony and cultural assets, whether tangible or intangible, intellectual or material, real estate assets or otherwise, to optimize returns and scope. This is particularly applicable [for instance] to collaborators and representatives of members who, under no circumstances may offer or authorize offering, directly or indirectly any valuables such as money, goods or services to government officials or other enterprises, or to political parties or electable candidates, for any type of illegitimate gain.

Article 11. DISCRIMINATION. AmCham members and stakeholders shall conduct their programs in a manner such as to prevent discrimination by gender, sex, marital status, social class, political beliefs, disability, religion, ethnic origin or nationality, sexual orientation, or age.

Article 12. CONFIDENTIALITY. AmCham members shall avoid misuse of AmCham's confidential information and agree to use any confidential information exclusively for purposes of providing, or receiving, services in accordance with the provisions of AmCham's by-Laws and policies. The commitment to safeguard the confidentiality required by this clause will remain in force beyond the termination of the membership affiliation, for a maximum period of two years, regardless of the cause for termination.

Article 13. [AVOIDANCE OF] CONFLICTS OF INTEREST. A conflict of interest is any situation in which an AmCham director or stakeholder may be involved in, or committed to, that responds to external interests or obligations, or to third parties, either individually or collectively, and which endangers the AmCham membership or affiliation. Conflicts of interest that endanger transparency of actions shall be avoided in all operations; however, should it happen, the incumbent has the obligation to disclose and withdraw expeditiously from all participation or execution, whichever might be the case. Likewise, he will avoid any actions that directly or indirectly may be detrimental to the institution, or which might create antagonism between convenience or self-interest and loyalty to the institution. Any actual, potential or perceived conflict of interest shall be reported to the institution.

Article 14. DUTIES. In complying with their duties AmCham members and their stakeholders, not only base their relations upon the established principles and values, but also commit to promoting the best business practices, which include:

A) Accepting to comply with the Laws of the Republic of Panama and all the good anti-corruption practices, including anti-bribery policies, money laundering prevention, anti-terrorist financing, tax fraud prevention and other unlawful acts in accordance with applicable laws and existing Treaties.

B) Encouraging fair, respectful and dignified behavior for AmCham members' stakeholders.

C) Not tolerating and sanctioning acts of harassment, violence or labor abuse.

D) Promoting a transparent selection process consistent with professional profile and academic merits.

E) Encouraging equal opportunity employment consistent with candidate's professional profile, curriculum and performance.

F) Generating fair, integral and transparent salary systems consistent with candidate's profile, curriculum and performance evaluation results.

G) Promoting occupational security, health and safety mechanisms by adopting measures to increase the prevention of occupational hazards or accidents.

H) Observing criteria of political, economic and similar impartiality in the performance of operations thus reflecting independence in relationships and contractual endeavors.

I) Committing to the prevailing standards of honesty, integrity and accountability in the performance of operations and compliance with duties. .

V. ETHICS COMMITTEE

Article 15. This Code of Ethics will remain in force and effective not only by decision of the Board of Directors but also by actions of the Ethics Committee, which is responsible for keeping it current with the latest best practices and for pertinent decision-making and recommendations. The Committee will propose changes for the approval, direction and publication by the Board.

The Ethics Committee shall be composed of five (5) members as follows: one (1) director representing the Board of Directors and four (4) AMCHAM member representatives of (to reflect the diversity of Industries and sizes of AmCham member companies) for a period of 2 years. The decisions of the Committee shall be approved by simple majority.

This Committee will be appointed by the Board of Directors.

VI. DISCIPLINARY PROCEDURES AND PROVISIONS

Article 16. Non-compliance with the provisions of this Code of Ethics by AmCham members or stakeholder groups shall be subject to the following procedure

- AmCham associate claimants may contact the Ethics Committee at etica@panamcham.com. All information received by this Committee will be treated as strictly confidential and may be delivered anonymously. AmCham will not use any threat or retaliation mechanism that could impair the appropriate use of this consultation mechanism.
- The report must state the problem in concurrence with the requirements that define breaches of the principles of ethics as covered under this Code.
- The Ethics Committee shall evaluate the report, inquire about the charges, gather the opinion of the affected party and, finally, issue a well-founded ethical verdict.
- An appeal procedure will ensue within a pre-established term, in which the affected party may present disclaimers and / or disagreement regarding the basis of the verdict of the Ethics Committee. The Ethics Committee will be required to prepare a record of the final verdict (this verdict may include expelling the member from the organization) and will be recorded in the minutes of a Board of Directors meeting.
- The procedures of an ethical evaluation do not bear criminal consequences regarding the conduct of an associate. Should there be criminal consequences, resolution would be sought in accordance with the procedures of ordinary justice and not under the Code of Ethics.

Article 17. In the interest of preserving its good reputation and that of its stakeholders, AmCham reserves the unilateral right -- without involving the Ethics Committee -- to decide through its Board of Directors not to accept, or renew, suspend or terminate in advance, sponsorship contracts for various activities of the Chamber provided members that may be undergoing national or international trial processes and / or who have flagrantly violated AmCham's Bylaws and Code of Ethics.

VI. FINAL PROVISIONS

Article 18. It is the duty of the members of the Board of Directors, the Ethics Committee and all members of the Chamber to know, apply and promote this Code and to participate actively in its updating in order to keep it current.

I have read the Code of Ethics of AmCham Panama, and I understand that this code applies to all its members.

Company: _____

Name: _____

Signature: _____