

EMPLOYEE HANDBOOK

This Employee Handbook is directed to all employees of:
MetaCorp N.V.

THE CONTENT OF THIS EMPLOYEE HANDBOOK SUPERSEDES
ALL PREVIOUS REGULATIONS, WITH THE EXCEPTION OF
SPECIFIC OPERATIONAL REGULATIONS.

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Effective January 1, 2015.

IMPORTANT

This handbook was designed to be of assistance to all employees of MetaCorp N.V. We have attempted to cover all general policies, procedures and benefits. Should you have any questions in regard to these policies, please contact your department manager or the Human Resources Department.

The content of this handbook is binding and applicable for all employees of MetaCorp N.V. unless otherwise agreed to in the individual Employee Working Agreement.

DEFINITIONS

EMPLOYER: MetaCorp N.V., hereinafter to be referred to as MetaCorp.

EMPLOYEE: Each person who is currently employed by MetaCorp, on a full-time or part-time basis

PROCEDURES FOR CHANGING THE CONTENT

Modification or changes made to any part of this handbook will be handed out to all employees and will be registered at the Court of First Instance of Aruba. A complete and up-to-date copy of the handbook is kept by the Human Resources Department.

For your convenience, translations have been made available in, Papiamentu. Copies of these translations can be obtained through the Human Resources Department. However, in case of litigation, when in doubt, the English version will prevail.

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WELCOME

Welcome on board! We congratulate you for successfully meeting the standards required to join the MetaCorp team .

You are regarded as a valuable member of our team who can make a positive difference in our multifaceted, ever-growing company .

We encourage you to join us in our commitment to give our best possible performance . We are also open to any positive suggestions that you may have and that can assist us in enhancing the work environment for you and your co-workers . By being a team player, you will contribute to the success of MetaCorp and Aruba in general .

Management

OUR MISSION

MetaCorp establishes policies and procedures, directs and controls its subsidiaries, while managing their finances in order to ensure their long-term viability and sustainable growth.

Human Resources are our most valuable assets; therefore we will work towards employee satisfaction and job security, which are essential to our mission. While MetaCorp makes high demands upon its personnel and is strict in terms of rules and regulations, it cares for its employees and provides good benefits.

We value the environment and the community where we do business and we will take an active and concerned role in these areas.

We believe that all employees should contribute to the development and progress of the company. With this vision in mind, we have made the following commitments to assure the success of our company:

1. We will employ the best available staff by using the most appropriate and successful recruitment and selection methods.
2. We will strive to maintain competitive wage rates, as well as attractive benefits.
3. We will provide equal employment opportunities to all, and will not discriminate against any applicant or employee on the basis of race, religion, color, origin, sex, sexual orientation, age or disability.
4. We will provide advancement opportunities by training our employees and by supporting their professional growth whenever possible.
5. When professional advancement opportunities become available, we will seek to primarily promote a staff member from within our organization, keeping in mind their abilities and experience, as well as the requirements of the new position.
6. We will encourage all employees to maintain safe and sanitary work conditions by providing them with effective training in this area when needed.
7. We will abide by both the spirit and the letter of all applicable laws in all we do.
8. We will provide the necessary tools to achieve and enhance productivity and efficiency.

INTRODUCTION

The following policies and regulations were developed for the comfort, safety and security of our employees and customers. Compliance will allow us to protect the company's assets, provide a fair and equitable work atmosphere for the employee and present a professional image to our community.

Failure to follow the rules and regulations will result in disciplinary action, which may include an employee's immediate termination. Other acts or activities may also result in disciplinary action, if such appears warranted.

RESPONSIBILITIES

MetaCorp will provide all conditions possible to enable the employee to perform his/her work properly.

The employee will perform her/his work in accordance with the job assignment. The employee is also required to show the best of her/his ability whilst devoting his best care and attention to the quality of his work, the property of MetaCorp and his fellow colleagues.

EMPLOYEE STATUS

MetaCorp provides a set of basic benefits for employees who work on a full-time or part-time basis, according to the work agreement of each employee. Refer to your work agreement and to this handbook to find out what your benefits are.

There is also a set of benefits that are only available to full-time employees (employees who work 40 weekly hours or more) with a permanent contract and thus this set is not available to part-time employees. Further on in the handbook, the specifics of this set of benefits will be discussed.

WORK SCHEDULE

Exceptions are possible per department, provided that everyone complies with their pre-determined schedule and that the operation during regular hours is not hampered. Employees are required to consistently arrive on time (see house rules).

PERSONAL RECORDS

You must provide your employer with accurate information for your personal records. It is your obligation to maintain your employer informed of changes in information immediately such as:

- Your address and telephone number
- Identification number (bevolkings register)
- Valid id certificate
- Tax identification number (persoonsnummer)
- Your marital status
- Name(s) and birthdate(s) of your dependents
- Contact person in case of an emergency
- Your immigration status
- Copy of AZV card
- Any courses taken
- Email address

Supplying false or misleading information prior to or during employment is a violation of company policy and may result in disciplinary measures, not excluding termination.

CORPORATE IDENTIFICATION CARD

A corporate identification card will be issued to all full-time employees with a permanent contract and must be carried at all times by these employees. Part-time employees will receive a different type of card which will serve as their identification card. If you lose this card, a replacement fee will be deducted from your salary before a new photo ID is issued to you. On your last day of work you are required to return the company/corporate ID to your manager.

PROBATION PERIOD

The first sixty days of employment will be considered a probation period as referred to in article 7A:1613u of the Aruban Civil Code. During this period your manager will monitor your progress and assess your suitability for the position.

During the probation period both parties are entitled to terminate the employment at any time without being required to state a reason for doing so.

PERFORMANCE EVALUATIONS

MetaCorp will conduct Performance Evaluations, which are designed to evaluate your performance and progress, to assist you in fulfilling your job responsibilities and provide you with direction. Performance reviews will be conducted at least once a year, at which time your manager will sit with you and review the various aspects of your performance.

Please use this opportunity to discuss your progress and establish objectives for advancement. We invite you to keep discussing your job performance with your managers between reviews.

The Performance Evaluation is the basis for all promotions, salary increases and the performance bonus. All employees may, at the sole discretion of management, be eligible for a salary increase only after being employed for six months without interruption.

CODE OF ETHICS

The Code of Ethics reflects the company's commitment to lawful, ethical and moral conduct. This code serves as a guide in identifying the company's expectations of employees as well as activities they should avoid. Please refer to Appendix A for a complete description of the Code of Ethics.

Each employee is expected to abide by the Code of Ethics to the fullest extent. Failure to comply with these principles will result in disciplinary action, not excluding termination.

GROOMING STANDARDS

Uniforms

If you are a member of our uniformed staff, a uniform will be issued to you when you start working with MetaCorp. Uniforms are to be worn every day and to be used for professional purposes only. Whether in uniform or not, your appearance should be fresh, clean and professional. You owe it to yourself, our customers, your co-workers and the company to look your best at all times. A well-groomed appearance is the responsibility of all employees.

- Uniforms must be clean at all times.
- Employees not required to wear uniforms are to follow good business dress practices.
- Sneakers, sports clothes, tank tops and shorts are not to be worn.
- Good hygiene habits should be practiced

- Visible tattoos should be covered
- Visible body piercing should be covered

GOOD WORKING HABITS

Good working habits will ensure a pleasant working environment for everyone. Here are some general guidelines that will ensure these good habits:

Punctuality

Being punctual means being dependable; your department manager and co-workers will appreciate you for it. Failure to be on time for work may result in disciplinary action.

Cooperation

We are a team and must help each other achieve both internal and external customer satisfaction.

Smoking

MetaCorp promotes a smoke free environment for its employees. Smoking is not allowed on company premises.

Soliciting

Unauthorized selling, buying or fundraising is not allowed on company premises. If you have any questions regarding this subject, please feel free to discuss it further with your manager.

Telephones

Private cellular phones must be turned off at all times while at work.

CODE OF CONDUCT

The Code of Conduct is a guideline listing certain circumstances that are considered by the company to constitute urgent reasons for the immediate termination of an employee. Other acts or activities constituting gross negligence or misconduct or which are otherwise harmful to the company may also result in disciplinary action or in termination if warranted. The complete Code of Conduct can be found under Appendix B.

NO DISCRIMINATION

Discrimination against any employee or applicant for employment because of his or her race, religion, color, origin, sex, sexual orientation, age or disability is strictly prohibited.

COMPANY PROPERTY DAMAGE POLICY

Whenever there is damage to company property, the company may hold the employee liable if the damage was done on purpose or as a result of gross negligence.

SEXUAL HARASSMENT

The company strictly prohibits sexual harassment of employees, vendors, guests or customers. Appendix C should be reviewed carefully for a detailed description of this policy.

DRUG AND ALCOHOL ABUSE POLICY

MetaCorp is committed to providing a safe work environment and encourages the well being and health of its employees. This commitment is jeopardized when a MetaCorp employee uses, is under the influence of, possesses, distributes or sells alcohol, drugs and/or any other controlled substance on company premises.

The goal of this policy is to balance our respect for individuals with the need to maintain a safe, productive and drug-free environment. The intention of this policy is to offer a helping hand to those who need it, while sending a clear message that the use of alcohol, drugs and/or any other controlled substance is incompatible with employment at MetaCorp. Therefore, MetaCorp has established the following policy:

1. It is a violation of company policy for any employee to possess, sell, trade or offer for sale alcohol, drugs and/or any other controlled substance or otherwise engage in the illegal use of alcohol, drugs and/or any other controlled substance on the job.
2. It is a violation of company policy for anyone to report to work under the influence of alcohol, drugs and/or any other controlled substance and/or after having consumed alcohol and/or illegal drugs and/or any other controlled substance.
3. It is a violation of company policy for anyone to use prescription drugs illegally (however nothing in this policy rules out the appropriate use of legally prescribed medications).
4. The employer reserves the right to periodically require the employee to submit him- or herself to an alcohol-, drug- and/or other controlled substance test.

5. Violation of this policy is subject to immediate termination.
6. It is the responsibility of the supervisor to counsel employees to seek help, whenever they observe changes in performance or behavior. It should also be noted that everyone has the responsibility to maintain a safe work environment and co-workers should encourage anyone who may have a drug and alcohol abuse problem to seek help. Employees may also report drug and alcohol abuse cases directly to MetaCorp management in order to promote a solution to difficult cases.

VOLUNTARY RESIGNATION

Employee can terminate the work agreement abiding to at least 1 month or as otherwise stated in the work agreement. In case the employee does not comply with the notice period, the employer is entitled to compensation of one month's salary, which can be deducted from any outstanding balance due to the employee, as part of the final settlement.

Your final paycheck will be available on the next normally scheduled payday and will be handed out by your manager. On your last working day, you will be required to return all company property to your manager. Failure to do so might hinder the receiving of your final paycheck from your department manager.

EXPIRATION OF EMPLOYMENT

The work agreement will be automatically dissolved by law, without any notice being necessary, on the day that the employee reaches the pension age. In the event that the employee extends the pensionable age as per the State Ordinance on pension, parties agree that in this particular case, the work agreement will end automatically on the day that the employee's State Pension takes effect, in accordance with the State Ordinance on pension. The employee will be eligible to receive pension payments from MetaFund in accordance with the MetaFund regulations.

ATTENDANCE

It is your responsibility to report on time for work. If for some extraordinary reason, you are going to be late for work, you must call your department manager as soon as possible, explain the reason and give the expected time of your arrival.

If you cannot report to work due to illness, please refer to the Sickness Procedure.

You may receive a written warning or other disciplinary action, including immediate termination, for unauthorized absence and tardiness.

LEAVE OF ABSENCE

If you would like to request time off from work beyond earned vacation and sick leave, for personal and/or medical reasons, you may apply for a leave of absence without pay for a maximum period of two months. You must have a legitimate reason for the request and an intended date to return to work. Your request for a leave of absence must be approved by your department manager, and the MetaCorp Management. The decision will depend on business and the reason for the request. Failure to return to work as scheduled may result in immediate termination. There will be no vacation accrual or pension accrual during your Leave of Absence. You are not allowed to work for other companies while on leave of absence.

SICKNESS PROCEDURE

SVb- and non-SVb insured employees, who are scheduled to work but are unable to do so due to illness should take the following steps:

1. The employee must call SVb at 5272782 (only SVb insured employees).
2. The employee must call her/his manager personally (not a family member), minimum of 1 hour before he/she is supposed to start working (see house rules concerning your department requirement), to report her/his absence at work. The employee is required to leave the following information:
 - Full name, department and position.
 - The specific reason the employee is unable to report to work.
3. If instructed by the employee's manager/supervisor, the employee must visit the company doctor immediately after calling in sick. If applicable, the company doctor shall declare the employee as AO by signing the AO certificate. Without this AO certificate, the employee cannot receive her/his wage compensation. Furthermore, without this signed certificate, the employee will be considered to have been absent without a valid reason.
4. The cost of the visit to the company doctor will be charged to the company and if the employee is declared AO, the company will cover 100% of the cost. If the company doctor should conclude

that there is no reason to declare the employee AO, thus declaring that the employee is fit for work - AG (arbeidsgeschied), the employee will not be paid for the hours that s/he was absent and also runs the risk of having disciplinary actions be taken against her/him.

5. If on the third day, the employee is still sick, the existing SVb rules remain applicable. On that third day, the employee must go to the SVb offices and must keep her/his supervisor informed of the results of each control session (only SVb insured employees)
6. It is the responsibility of the employee to maintain her/his superior informed about her/his health status and of the day s/he expects to be back at work in order to ensure that operations can continue normally in her/his department. As soon as the employee is AG or is declared AG, s/he must immediately notify her/his superior of the date the s/he will be present at work. If the employee was required to visit the company doctor, s/he will have to bring along the signed AO certificate. If the employee shows up for work without previously notifying her/his superior, s/he runs the risk of being sent home without pay.
7. For SVB-insured employees, to ensure that wage payment of the 4th day and later gets covered by SVb, we ask that the employees adhere to the existing rules and regulations put forth by SVb (call SVb on the first day and go to the SVb offices on the 3rd day). If the employee does not adhere to these rules and regulations, the wage payment will not be covered by SVb, nor will it be supplemented by the company.

This procedure is valid for all employees; SVb insured employees as well as non-SVb insured employees. We require that this procedure be followed to the letter in order to ensure wage coverage by the company during the relatively short period of time (six weeks) as mentioned in the law and, if applicable, by SVb. Non-compliance with this procedure can lead to disciplinary action.

Please refer to the Pay Rules section in this handbook regarding your payment (if any) for your sickleave (AO) days.

SICKNESS AND ACCIDENT WHILE ABROAD

Should an SVb-insured employee become ill or have an accident while abroad, s/he should immediately call SVb to report this. If this is not done, the employee might run the risk of not being covered by SVb during the period of sickness. The employee should also call her/his manager to inform them of the situation.

DISCIPLINARY ACTION

In order to maintain a productive work environment for our employees, we have developed a fair and equitable disciplinary policy. Failure to comply with our policies can result in disciplinary action in accordance with the severity of the violation.

Should you feel that your failure to comply with the company's policies is the result of serious personal problems, we strongly suggest that you discuss these either with your department manager or with the Company Social Worker to prevent recurrence.

Disciplinary actions that will be taken following a policy violation may consist of the following measures, **ALTHOUGH NOT NECESSARILY IN THIS ORDER**:

VERBAL WARNING - Your department manager will discuss the problem and coach you in possible ways to prevent future occurrence. A record of this discussion will be forwarded to the Human Resources Department to be included in your file.

WRITTEN WARNING - Your department manager will administer a written warning if a serious offense occurs or if a rule violation is repeated after a verbal warning has been issued. Your department manager will discuss the problem and coach you accordingly. You are required to sign the statement that you acknowledge that you have read and understood the warning.

Refusal to sign a written warning does not invalidate it; a second person will witness the refusal to sign and co-sign the document. This warning will also be included in your file.

SUSPENSION WITHOUT PAY - When a serious rule violation or an incident occurs, your department manager will inform you that you are being suspended without pay and for **(at least 1 day and maximum 7 days)**

When an incident occurs which may warrant your termination, the Department Manager will inform you that you are being placed on suspension **with pay**, pending investigation. The completed investigation may result in one of the following:

- (a) You will be reinstated without disciplinary measures;
- (b) You will be reinstated with a warning;
- (c) You will be reinstated following a suspension without pay;
- (d) You will be terminated.

Termination -All decisions to terminate must be approved by your Department Manager. Your final paycheck will be available on the next normally scheduled payday at your department. On that normally scheduled payday, you will be required to return all company property to your manager prior to receiving your final paycheck by your department manager.

OPEN DOOR POLICY

The open door policy has been established to help employees resolve job-related issues of concern. Any employee who has a complaint or other matter to discuss should first address this with his/her immediate department manager. This conversation generally should lead to a mutually satisfactory resolution. If you are not satisfied with the outcome you may consult the next person in the chain of command, with the understanding that:

- (a) **No member of management is too busy to hear the problems or complaints of any employee.** Feel free to share your honest feelings and concerns. All managers are eager to resolve problems, which arise at work and will do their utmost to settle a matter as fairly as possible.
- (b) A period of 5 working days must be observed for the supervisor or manager addressing your concern to investigate the facts and give you an answer if such is required, before you may decide to proceed to the next level, unless you receive an answer sooner and find it unsatisfactory.
- (c) You may not skip levels in the chain of command, out of mere courtesy to supervisors and managers to give them an opportunity to take care of the matter themselves.

These are the persons you may consult in the following order:

- | | |
|---------------|---------------------------|
| 1. Supervisor | 3. Managing Director |
| 2. Manager | 4. Management of MetaCorp |

SAFETY

It is MetaCorp's policy to provide all employees with a safe working environment, one that is free from recognized safety hazards.

Safety cannot be over-emphasized. Report all obstacles to your or others' safety to your manager. Be careful when working and do not risk unnecessary personal injury to yourself, your fellow workers or to our customers. You must immediately report to your manager any injury sustained.

FIRE SAFETY

There are fire extinguishers in every area of the company. You are expected to become familiar with their location and operation. In case of actual fire, avoid panic.

If you should discover a fire, please follow the procedures below:

1. Activate the nearest fire alarm pull station.
2. Contact the telephone operator at extension "0" from the nearest phone.
3. Turn off any and all equipment and machinery in the area.
4. Close any doors in the area to contain the fire (if it is safe to do so).
5. Use nearby fire extinguishers to contain the fire (if you are familiar with how to use them and if it is safe to do so).
6. Direct security staff and/or engineering staff to the fire scene.
7. If told to evacuate the building, leave in an orderly fashion. NEVER USE THE ELEVATOR.
8. Inform the security staff of anything that may help to determine the most probable cause for the fire.

Tampering with fire and safety equipment or signage will result in severe disciplinary action.

SECURITY

We are a team and each member is responsible for the well being of the others. Alert security or your manager of all strangers in your work area and be ready to give the following information:

- A physical description.
- Time and location.
- The general direction in which the person was heading

HOLIDAYS

The official holidays are:

- New Year's day
- Betico Day
- Carnival Monday
- Aruba's Anthem and Flag Day
- Good Friday
- Easter Monday
- King's Birthday celebration
- Labor Day
- Ascension Day
- Christmas Day
- Boxing Day

VACATION

Vacation days are accrued from the first day of employment. The number of annual vacation days is determined by the completed years of service, as follows:

- | | |
|---|---------|
| • One but less than three years of service | 16 days |
| • Three but less than seven years of service | 18 days |
| • Seven but less than twenty years of service | 20 days |
| • Twenty or more years of service | 21 days |

You will be eligible for vacation after the completion of six months of service.

During your vacation you will receive your regular salary and any other regular benefits that you are normally entitled to at your regular rate of pay.

The company will determine the period in which the vacation leave will take place, and will consider the wishes of the employee as well as the best interest of the company. The employer may require you to take your vacation at certain dates, this being in the best interest of the company.

You may not carry over more than 10 days from the present year into the next year. Exceptions must be approved by your Department Manager.

The employee will lose his/her right to vacation days over the past year if he/she has been absent from work during that period for at least six months consecutive and or interrupted, if the absence is a result of illness, an industrial accident or leave of absence.

In case of sickness during your vacation, you are required to report this immediately to the Human Resources Department and comply with the normal requirements, in order for them to adjust your vacation days accordingly.

In the case of absence without permission of the employer and without legal reason, the employee will lose proportional part of his vacation, whereby part of the day is considered as a whole day. This rule will be applied besides the disciplinary measures, which may include termination.

DAYS OFF WITH PAY

A. Birth	2 days off:	for birth of an employee's legitimate or legally recognized child.
B. Death	3 days off:	for death of a member of the employee's immediate family, defined as wife, husband and own children.
	2 days off:	for death of parents, brothers and sisters.
	1 day off:	for death of grandparents, father or mother in law.
C. Marriage	2 days off:	for marriage of an employee.
	1 day off:	for marriage of an employee's child.
D. Moving	1 day off:	for moving; may be requested only once a year.

All days off mentioned above should be taken within six days of occurrence in coordination with the department manager and should be approved in advance in writing. In case of an expected day off, this should be requested at least a week in advance. These days off include time for legal registration where applicable. Always present the legitimate documents from the census office, as proof of any of the above to ensure the payment of your days.

PERFORMANCE BONUS

Every year in December you may receive, at the sole discretion of management, a performance bonus based on your overall performance and the performance of the company during that year.

Only employees employed for 6 months or more are eligible to a performance bonus, unless otherwise decided by MetaCorp management.

PAYROLL DEDUCTIONS

MetaCorp is required to and/or reserves the right to make certain deductions on a regular basis. These deductions may include but are not limited to:

- Government taxes
- Pension Fund
- Employee embargoes (where applicable)

PAYRULES GENERAL

Sick pay

- Employees who are SVb-insured will receive compensation as follows:
- For the first three days of sickness, the employee will receive 100% of the salary if s/he complies with the rules laid out in the **Sickness Procedure**.
- As of the fourth day, the employee will receive 100% of their salary during a relatively short period (six weeks) of sick leave, 80% of which is covered by SVb and 20% supplemented by the company;
- after payments as stipulated above, the employee will receive sick pay from the SVb, according to SVb-rules; this will not be supplemented by the company.

Employees who are **not SVb**-insured will receive compensation as follows:

- The employee will receive 100% of their salary for a relatively short period (six weeks) of sick leave;
- after payment as stipulated above, 80% of the salary will be paid up to a maximum of six months.

COMPANY DOCTOR

The employee agrees to visit the employer-designated physician if and when instructed to do so by a supervisor after the employee has called in sick.

The employee also agrees, during employment, to undergo medical examination by the employer-designated physician whenever the

employer requires medical advice on the employee's physical ability to perform his/her duties.

The employer reserves the right to periodically require the employee to submit him- or herself to an alcohol-, drug-, and/or other controlled substance test.

Failure to adhere to the above stated procedure is considered a violation of company policy and will result in disciplinary measures not excluding termination. The expenses of the doctor will be charged to the employee incase the employee does not adhere to the above procedure.

ACCIDENT INSURANCE

MetaCorp will provide an accident insurance for all its employees. The insurance company will individually review each accident.

This insurance leaves unabridged the employee's right to industrial benefits provided by the law on Casualty Insurance. This law regulates the employee's right to insurance with the SVb against the consequences of an industrial accident (accident on the job).

VISION CARE

MetaCorp provides a supplementary vision care insurance policy. This ensures that once in every 2 years (1 x per 2 years) the cost of glasses, frame, lenses with optical measure 1 to 9 will be covered up to a maximum amount of Afl 600,- per event. This supplementary insurance policy is only applicable to full time employees with an indefinite contract and working 40 hours or more per week. The payment for the glasses should be made by the employee and the invoice sent to the insurance company who will then reimburse the amount.

BURIAL COVERAGE

MetaCorp will contribute towards burial costs for employees under the following conditions:

1. The dependents must present an invoice reflecting the burial costs.
2. MetaCorp's contribution will not exceed the amount of Afl. 5000.

PENSION PLAN

For further information on the pension plan that MetaCorp offers to all employees, please refer to the Pension regulations of MetaFund. A copy of these regulations will be handed to you along with the copy of the Employee Handbook.

SOCIAL DEPARTMENT

MetaCorp is aware of the fact that personal problems not only have their effect on the job, but cause discomfort at home as well.

The Social department assists and supports all employees and their families in coping with personal difficulties such as marital distress, financial trouble, addiction and abuse of drugs or alcohol, neurotic or emotional disorder, poor physical health, legal problems and or other concerns, such as personal problems on the job.

The Social department assists the employees and their families on a confidential, professional and humanitarian basis without jeopardizing the employee's job.

METACARE PROGRAM

MetaCorp and subsidiaries provides a MetaCare program for a subsidy of the expenses for daycare, nursery or after school care during office hours for children in age group of 0 -12 of employees with an indefinite employment contract with a minimum of 40 working hours per week.

To qualify for this subsidy both parents must be employed and no more than **two** children per parent or family will be eligible for participation. For more information you can contact your HR department for the Rules and Regulations of this program.

METAFIT

MetaFit is a year round program which focuses on stimulating employees in leading a healthier lifestyle. This is achieved by organizing sporting events in combination with informative sessions about nutrition and the importance of physical activity. All employees are encouraged to participate in the all events and informative sessions organized by the MetaFit committee. Participation in any of these events and sessions is completely free of charge.

METABUZZ

MetaBuzz is the corporate newsletter aimed primarily at employees of MetaCorp and its subsidiaries. MetaBuzz is an effective form of internal communication which appears three times per year and includes information about developments within the company, activities involving our employees and awards and anniversaries. MetaBuzz is distributed to all employees free of charge.

EDUCATIONAL ASSISTANCE/TRAINING

To assist you in your personal and professional development, MetaCorp may offer partial tuition reimbursement for job- or career related courses. To be eligible for the Educational Assistance/ Training, you must meet the following requirements:

- You are an employee with a permanent contract, working at least 40 hours per week;
- You have completed one year of continuous employment;
- The course or training is directly related to your present job or your next foreseeable position, and should be approved by your department manager.

To collect reimbursement, you must submit evidence of satisfactory course completion, along with a receipt stating the amount of tuition paid. Commitments made outside the above stated guidelines will not be honored.

EMPLOYEE DISCOUNTS

All employees with a permanent contract working at least 40 hours per week are entitled to a set of employee discounts. These discounts are outlined in the Inter-company discounts brochure and the corporate identification card can be used as a method of identification when collecting these discounts. For more information on these discounts, please contact the HR department.

Employees buying products at special employee discount and prices, are not eligible to participate in any promotional campaign, neither his/her immediate relative.

Employees or immediate relative cannot participate in a promotional campaign that his/her entity is organizing.

APPENDIX A – CODE OF ETHICS

Conflicts of interest

The company expects that its employees do not have a financial or other relationship with anyone who conducts business with the company. Loyalty to the company is of primary importance. This policy applies more so in situations where the employee is a company representative.

For example, there would be a conflict of interest if an employee with purchasing authority places or approves orders for the company, at another company owned or controlled by the employee, or a company in which the spouse or other immediate relatives of the employee have a material or controlling interest.

The company holds each employee responsible for ensuring that he or she does not become involved in conflicts of interest. No employee should gain financially or otherwise from a company or individual with whom the company does business.

The following are examples that illustrate situations or relationships that the employee must avoid (which list is not exhaustive):

- Use of his/her position in the company for any form of private gain both for himself and immediate relatives, because the employee can lose complete independence, objectivity and impartiality with regard to company business.
- Solicitation or acceptance of any form of benefit by the employee or immediate relative (including relatives by marriage), from a person:
 - a. who has or wants a business relationship with the company, or
 - b. who has interests that may be substantially affected by the performance or non-performance of the Employee's job, duties or responsibilities.
- Performance of any activity that is not compatible with the employee's duties and responsibilities to the company.
- An employee or immediate relative (including relatives by marriage) having a direct or indirect personal financial interest in, or relationship with, or receiving a benefit from any organization which is in competition, or which has transactions with the company.
- Gambling in the Casino by company employees is not allowed to avoid collision. However exception is made for playing Bingo and slot machines.

The above mentioned situations are not exhaustive. If you have any doubt whether a particular situation may constitute a conflict of interest, you should discuss the matter with management.

The company's policy limits an employee in accepting money, gifts or other things of more than nominal value from persons with whom the company does business or with whom it competes.

Confidentiality

Employees have a responsibility to maintain the confidentiality of sensitive information related to the business of the company. Employees must hold in strictest confidence and not disclose to any person, firm or corporation, any information, plan, strategy, technique, process, program, software, formula, developmental or experimental work, work in progress, business or trade secret or any secret or confidential matter relating to the business of the company which any employee may acquire or possess by reason of employment with the company. This includes casual conversations with family, friends and former employees of the company.

An employee shall not reveal confidential information relating to the company's affairs to outsiders or to other employees not entitled to such information. An employee shall not divulge any information gained during employment in any way that would result in harm to the company. Such information is the property of the company and divulging such information is equal to theft.

Failure to comply with the above-mentioned policy may result in disciplinary action, which may include termination as well as legal action.

Moonlighting

Employee agrees during the term of employment, without prior written approval of the employer, not to work or engage his time or attention, directly or indirectly, in any other business than employers.

Corruption and bribery

Aruba has a law that prohibits giving or offering money, gifts or other things of value to public officials to influence or attempt to influence, the officials to act contrary to the law or to their official or legal obligations and responsibilities. Acts of corruption and bribery may result in criminal or civil liability of the person offering the bribe as well as the recipient.

For this ethical consideration the company's policy prohibits or limits the giving of money, gifts, entertainment and other things of

value to public officials or employees and to principals or employees of entities with whom the company does business or competes.

However in commercial situations (those not involving any government or public body) employees may accept: (*)

- Meals, refreshments, and entertainment such as sporting or theatrical events of reasonable value considering the nature of the event and the frequency of said events.
- Advertising or promotional materials such as pens, pencils, note pads, calendars, paperweights and other items of nominal or reasonable intrinsic value provided in all instances that:
 - (a) they are consistent with accepted business practices; and
 - (b) they are of such limited value as not to present risk that they will be thought to be a bribe or pay-off; and
 - (c) they do not violate applicable law or social or ethical standards; and
 - (d) the nature and circumstances are such that disclosures will not cause embarrassment to the company.

(*) No entertainment or gift will ever be provided for the purpose of improperly influencing the recipient to do business with or do anything for the company.

It is also company policy that no funds will be paid to an official or a private person, or used, for the purpose of:

- Influencing any officials to do, or omit to do anything when the doing or omission would be contrary to the applicable law and company policy; or
- Compromising the responsibilities or obligations of such persons.

Should you require additional assistance on this matter, please feel free to contact your Department Manager.

APPENDIX B – CODE OF CONDUCT

The following circumstances are viewed by the company to constitute urgent reasons for immediate termination of an employee but are in no way meant to exclude other acts or activities by the employee that may be harmful to the company and therefore grounds for disciplinary action up to and including termination.

1. Supplying false or misleading information when applying for employment, or at any time during your employment.
2. Reporting for work under the influence of alcohol, drugs or any other controlled substance. The use, possession, distribution or sale of alcohol, drugs or any other controlled substance while on duty, or being under the influence of drugs or alcoholic beverages while on company property or while conducting business.
3. Unauthorized removal or storage of company property, the property of customers or of other employees. Aiding in the unauthorized removal or storage of company property, the property of customers or of other employees will also result in disciplinary action, up to and including termination.
4. Abusing, defacing, or destroying company property, the property of customers or of other employees.
5. Unprofessional conduct: Gambling or fighting on company premises. Intimidation, effrontery (verbal abuse), coercion and/or threats of any kind against customers, supervisors or fellow employees.
6. Possessing dangerous or deadly weapons on company premises or in performance of company duties.
7. Insubordination or failure to carry out a reasonable job assignment or job request of management after being warned that failure to do so can result in termination.
8. Discrimination or harassment against guests, customers, supervisor or co-workers because of race, religion, color, origin, sex, sexual orientation, age or disability.
9. Immoral, indecent, immature conduct or soliciting persons for immoral purposes

10. Unjustified failure to report for work as scheduled, frequent unjustified tardiness, absence without proper notification or leaving company property without proper authorization during working hours.
11. Any action that can place you or others in danger.
12. Failure to observe any written or known company policy, procedure or regulation established under the department to which you are assigned.
13. Rude, discourteous and/or degrading behavior towards customers, supervisors or fellow employees.
14. Soliciting, unauthorized selling, buying or fundraising on company premises.
15. Unauthorized use of company name, property or related products for promotional or solicitation purposes is strictly prohibited.
16. Unauthorized use of telephones, email and internet as per MetaCorp Internet Usage Policy.
17. Tampering with company computer / telephone system.
18. Failure to follow the sickness procedure.
19. Loitering or sleeping on the job.
20. Signing or punching in or out for another employee.
21. Consistent failure to provide high quality customer service, friendliness and courtesy after being warned that failure to do so can result in termination.

Please feel free to contact your Department Manager for additional clarification.

APPENDIX C – SEXUAL HARASSMENT

Deliberate, repeated or unsolicited verbal comments, gestures, or physical actions of a sexual nature towards another employee of the opposite or same sex, are strictly prohibited.

Demanding sexual favors, applying subtle pressure for sexual favors or activity, promise or preferential treatment and/or influence over one's career because of sexual favors or activity is strictly prohibited. Any other form of sexually offensive conduct is strictly prohibited.

Any employee who is subjected to sexual harassment should report such incidents directly to management or the Social Department. The employee will be informed that the information and his/her identity will be kept confidential and that there will be no reprisal or retaliation taken against persons who raise concerns about sexual harassment at work. The employee will also be informed that an investigation of the alleged harassment will be conducted and that, if warranted, appropriate disciplinary action will be taken.

APPENDIX D – WHISTLE BLOWER POLICY

Employees have an obligation to report any suspected violation of laws or MetaCorp policies and procedures, including the Code of Ethics and the Code of Conduct.

All employees that wish to report a suspected violation should report the concern to MetaCorp Management .

Management will investigate the suspected violation and report within two weeks from the date that a report was made. The person involved will be informed of the outcome.

Employees who report a suspected violation will be given protection and shall not be put at a disadvantage as a result of his or her report. All reports will be dealt in a confidential manner.

Any employee who knowingly and intentionally submits false reports will be subject to disciplinary action up to and including termination of employment.

APPENDIX E – SOCIAL MEDIA POLICY

This policy provides guidance for employee use of social media.

Procedures.

The following principles apply to professional use of social media on behalf of MetaCorp and subsidiaries as well as personal use of social media when referencing MetaCorp and subsidiaries.

- Employees need to know and adhere to the company's Code of Conduct, Employee Handbook, and other company policies when using social media in reference to MetaCorp and subsidiaries.
- Employees should be aware of the effect their actions may have on their images, as well as MetaCorp and subsidiaries image. The information that employees post or publish may be public information for a long time.
- Employees should be aware that MetaCorp and subsidiaries may observe content and information made available by employees through social media. Employees should use their best judgment in posting material to ensure that such material is neither inappropriate nor harmful to MetaCorp and subsidiaries its employees, or customers.
- Although not an exhaustive list, some specific examples of prohibited social media conduct include posting commentary, content, or images that are defamatory, pornographic, proprietary, harassing, libelous, or that can create a hostile work environment.
- Employees are not to publish, post or release any information that is considered confidential or not public. If there are questions about what is considered confidential, employees should check with the Human Resources Department and/or supervisor.
- Social media networks, blogs and other types of online content sometimes generate press and media attention or legal questions. Employees should refer these inquiries to authorized MetaCorp and subsidiaries spokespersons.
- If employees encounter a situation while using social media that threatens to become antagonistic, employees should disengage from the dialogue in a polite manner and seek the advice of a supervisor.
- Employees should get appropriate permission before they refer to or post images of current or former employees, members, vendors or suppliers. Additionally, employees should get appropriate permission to use a third party's copyrights, copyrighted material, trademarks, service marks or other intellectual property.
- Social media use shouldn't interfere with employee's responsibilities. MetaCorp and subsidiaries computer systems are to be used for business purposes only. Personal use of social

media networks or personal blogging is not allowed and could result in disciplinary action.

- If employees publish content after-hours that involves work or subjects associated with MetaCorp and subsidiaries, a disclaimer should be used , such as this: "The postings on this site are my own and may not represent MetaCorp and subsidiaries opinions."
- It is highly recommended that employees keep MetaCorp and subsidiaries related social media accounts separate from personal accounts, if practical.

APPENDIX F – EMPLOYMENT OF RELATIVES POLICY

Policy overview

MetaCorp is committed to fostering a fair and professional work environment that minimizes the potential for favoritism or conflict of interest in the workplace. To help achieve this goal, the employment of relatives is restricted.

MetaCorp has no desire to interfere with the private lives of its employees, or their off-duty conduct. However, reserves the right to take whatever action is appropriate, in its discretion, to protect against liabilities associated with personal/social relationships in the workplace.

For the purposes of this policy, the term “relatives” refers to; spouses, parents, grandparents, brothers and sisters, children, grandchildren/ in-laws, nephews and nieces, aunts and uncles, cousins¹ step relatives, domestic partners and their immediate relatives, parents, siblings, and children and significant others (intimate relationships), and individuals living together on a permanent basis as a family.

This policy applies to all employees who are employed at MetaCorp or any of its subsidiaries in a full-time or part-time capacity, including internships, regardless of the length of their assignment.

In addition, the same policy considerations apply to use of contingent labor, including independent contractors and temporary agency staff

Employment of Relatives

The Employment of Relatives Policy prohibits the employment of relatives in positions that:

- (a) Directly or indirectly supervise or are supervised by a relative. This applies to all solid and dotted reporting lines, as well as any positions that are within two levels above or below the relative.
- (b) Directly approve or have significant influence on decisions affecting the compensation, hours, performance evaluations, career advancement or working conditions of a relative. Certain categories of jobs are prohibited from having relatives working at their location:

- The top leader at a location (General Manager) is not permitted to have a relative work at that location. A corporate senior leader (Head of Department) is not permitted to have a relative work within the department that he/she leads.
- A Human Resources Professional (HR Professional) is not permitted to have a relative work at the same location that he/she supports, or within the corporate client function or department he/she directly supports.

Workplace Relationships

Supervisory leaders must avoid situations that have the potential for, or appearance of, favoritism or conflict of interest at all times. Supervisory leaders who have relatives working within the organization and attempt to use their position to influence the relative's employment and working conditions will be subject to disciplinary action, up to and including termination.

Required Procedures

Roles and Responsibilities

Employees:

Employees who refer a relative or who have a relative who is being actively considered or hired for a particular position at MetaCorp that falls into one or more of the restricted categories listed above are required immediately to disclose the relationship to their supervisor, department head and/or Human Resources representative.

If the relationship would violate the policy, the department head and Human Resources representative are responsible for resolving the situation .

Job Candidates:

It is the responsibility of candidates to disclose a relative relationship with an employee when completing the on-line application process. Once a candidate has disclosed this information, the Recruiter/ Screener/HR Professional must determine whether hiring the candidate would violate Company policy. If it would violate the policy, the candidate should not be considered for the position. If the candidate is qualified for another position that would not create a violation of this policy, the candidate may be invited to apply for the other position.

Managers/Supervisors:

In the event that a manager or supervisor becomes aware of a relative relationship within his/her department that violates this policy, he/she should work with Human Resources to reassign one of the relatives to a position that would not violate this policy. Alternatively, the manager or supervisor may seek an exception to this policy using process outlined below.

Exception Approval Process

Requests for exceptions to this policy should be rare and may be approved only for unique situations where there is a compelling talent consideration.

- Managers must submit an exception request to their HR Leader or General Manager, who will need to obtain formal approval from a MetaCorp Executive.

The granting of an exception should be documented in the personnel files of both affected employees.

Consequences

Employees who fail to disclose or are not truthful about their workplace relationships may be subject to disciplinary action, up to and including termination. In addition, employees may not circumvent this policy by using a contingent labor firm to employ a relative, where the direct employment of the relative at MetaCorp would otherwise violate this policy.

Managers/supervisors who fail to disclose and address inappropriate workplace relationships consistent with this policy may be subject to disciplinary action, up to and including termination.