

MISSION STATEMENT AND CODE OF BUSINESS CONDUCT



Group

WORLDWIDE SERVICES, INC.

*"While we race towards the future
we must not forget our past.
We have come far but what lies ahead is more
exciting and challenging than ever!
We welcome and embrace change. Our integrity is
the foundation of our company and
is good business."*

*"Our daily ethical conduct is not only right, but it is the
foundation which supports the long-term profitability and
growth of our company."*

*Robert Upchurch
President/CEO*

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OUR MISSION STATEMENT

To be the premier provider of quality products and services, through mutually rewarding relationships with our customers, employees, business partners and the community.

In support of this mission, we are committed to:

- Achieving our success by adhering to our guiding principles of Consideration, Cooperation, Communication, Innovation and Accountability. Conducting our business with honesty and integrity.
- Living the philosophy that "Our people and the relationships we build with our clients are our most important asset. As a result, we will treat both with the utmost respect".



OUR COMMITMENT

The Code of Business Conduct is to reaffirm our commitment to integrity as the cornerstone of our behavior as employees of CTI Group Worldwide Services Inc., and its family of companies (the “company”).

The company is far more than a business entity – it is all of us – we are CTI Group Worldwide Services Inc. Our reputation – and our right to be known and respected as an outstanding company – depends on the moral, ethical and legal behavior of each of us.

We are committed in our Mission Statement to conduct our business with honesty and integrity. Our success is grounded on the philosophy of our core values: Consideration, Cooperation, Communication, Accountability and Innovation. This philosophy is based on respect for the dignity and worthiness of each individual and a commitment to honesty and fairness.

Each of us is responsible for acting in accordance with high ethical standards. Our obligation to operate within the law is just the beginning of our ethical commitment. We must always strive for honesty and fairness in our dealings and relationships.

The guidelines contained in this Code are to assist you in making the right choices when confronted with a difficult situation. By following these guidelines, you will help ensure that we conduct our business for the benefit of all of our customers, business partners, suppliers, vendors, host communities and fellow employees – that is, our customers, business partners, suppliers, vendors, host communities and fellow employees. However, these guidelines do not cover every situation and guidelines have exceptions. You should get help from your manager or other company resources, such as the Human Resources Department or the company Senior Management, whenever you are in doubt as to the proper course of action.

The willingness of each of us to raise ethical concerns is essential. No one will suffer any adverse effects to his or her job or career as a result of questioning a company activity for ethical reasons. Employees in management positions have a special responsibility to demonstrate high ethical standards in their behavior and to create an environment that supports ethical behavior and an environment where employees may challenge questionable business activities on ethical grounds.

Our success and reputation are dependent on each of us consistently applying these ethical standards to our own behavior. Ultimately, the responsibility for ethical behavior rests with you in the exercise of your own good judgment and experience while adhering to the principles and the guidelines outlined in this Code.

OUR ETHICAL PRINCIPLES

- We will act fairly and honestly in our dealings with others.
- We will respect the dignity of each individual and adhere to the core values of the company including, but not limited to, Consideration, Cooperation, Communication, Accountability and Innovation.
- We will not pursue any business opportunity that requires any violation of the law or these principles.
- We will undertake only those business activities that will withstand ethical scrutiny.
- We will disclose any conflict of interest we may have regarding our responsibilities to our managers and eliminate the conflict when required.
- We will promote relationships based on loyalty, mutual trust and respect and provide an environment where individuals may raise an ethical concern regarding a company practice without fear of reprisal or adverse or career effect.



CONDUCTING THE COMPANY'S BUSINESS

In conducting the business of the company, we deal with a variety of people and organizations including customers, business partners, suppliers, vendors and competitors, as well as community representatives and fellow employees.

- All of our business relationships will be based on honesty, integrity and fairness.
- We seek long-term, mutually rewarding business relationships and we believe trustworthiness is essential in establishing and maintaining these relationships.
- We will be truthful in our representation of the company. We will correct promptly any mistakes or misunderstandings about our company in our dealings.
- We will not use our positions or authority within the company to gain personal advantage with our business relationships.



Dealing with Customers

Serving customers is the focal point of our business. Satisfying customers is the best way to ensure business success. As stated in our Mission Statement, we are committed to an environment where the customer comes first.



- We will accurately represent our products and services and avoid misrepresentations in our marketing, advertising and sales efforts.
- We will not make promises the company cannot or does not intend to keep.
- We will not offer incentives to a customer's employee without the prior approval of the customer.

Dealing with Suppliers and Vendors

Ethical buying practices involve making business decisions on the basis of price, quality, reliability, and availability of products and services. Prospective suppliers and vendors will have a chance to compete fairly for our business.

- We will seek suppliers and vendors who provide the highest quality at the lowest total cost. We will not allow our personal bias to influence the selection or rejection of a particular supplier.
- We will not suggest to any supplier that we will not buy products or services from them unless they purchase from us.

Dealing with Each Other

Basic to our relationship with each other is the recognition of the value and worth of each individual and that we treat one another with dignity and respect. We value and encourage teamwork among employees. We strive to provide all employees with a healthy, safe and productive work environment that is protective of the well-being of all employees.

Employees and applicants for employment will be evaluated for employment and promotion on a non-discriminatory basis.

- We will maintain an “open door” policy so that employees can express their views freely without fear of reprisal or adverse career effect.
- We are committed to maintaining a work environment free from hostility, harassment and discrimination.



Robert Upchurch (President / CEO)

Employees Privacy

The company collects personal information that relates to employees and potential customers' employees employment, including medical and benefit information. Access to such information is to be restricted to those with a need to know. Personal information is to be released outside the company or its agents only with appropriate approval except to verify employment or in response to appropriate investigatory or legal requirements.



Disparagement

No one should ever make knowingly false, misleading or disparaging remarks about individuals or organizations or their products and services.

Confidential and Proprietary Information of Others

We will not seek to acquire information about other companies through improper means. We have a responsibility not to convert or misuse proprietary business information of any customer, supplier, vendor, business partner or competitor.

We regularly acquire information about other companies in conducting our business. This is acceptable when this information is properly acquired. Proper sources would include information which is published or in the public domain, or is lawfully received from the owner or an authorized representative.

When we receive confidential information, in most cases it should be received under the terms of a written agreement that spells out our obligations for the use and protection of the information. These agreements must be reviewed by our company's Senior Management team or a lawyer that has been engaged by Senior Management.

We will protect the confidentiality of any such information and limit our use of it to what is authorized by agreement. We are also responsible to see that those who are not authorized do not have access to the confidential information.

Social Media

Our responsibility to appropriately conduct the company's business and to protect confidential information extends beyond the workday and workplace. For instance, we should be aware of the information that we share when speaking with family and friends or posting on social media websites. Examples of confidential information include pricing information and related methodologies, information regarding the development of systems, products or technology as well as confidential proprietary business information and attorney-client privileged information.



Gifts, Meals and Entertainment

Other than when dealing with representatives of the government, you may receive or give customary business amenities such as gifts or meals, provided they are associated with a business purpose, reasonable in cost, appropriate as to time and place, and are not intended to influence or give the appearance of influencing the recipient. Appropriate business related entertainment may include sports or cultural events and business related meals and trips, including pre-approved boat trips. Excessive gifts and entertainment are inherently compromising and do not belong in our business relationships.

You may give or receive gifts, meals or entertainment but only if:

- They do not influence or give the appearance of influencing the recipient(s) and cannot be perceived as inappropriate.
- They do not violate any law or generally accepted ethical standards including the standards of the recipient's organization.
- They can withstand ethical scrutiny, so that if disclosed they would not be embarrassing to you, the company or the recipient.

Under no circumstances may a gift of money be given or received. Note that widely accepted gift cards branded as major credit cards (Visa, MasterCard, American Express, Discover, and / or JCB) are considered cash equivalents and, therefore, may not be given or received. Other types of gift cards (available for use at a single merchant, such as Starbucks) will not be considered cash equivalents and judgment should be used when considering the value, just as with all other types of gifts.

We will courteously decline or return any kind of gift, favor or offer of entertainment which violates these guidelines and inform the offerer of our policy.

We will not provide any payments, meals, gratuities, gifts, entertainment or other amenities to any government officials without first contacting our company's Senior Management team."



Improper Payments

We will not directly or indirectly solicit for personal gain any kind of payment or contribution from third parties.

We will not directly or indirectly offer any kind of payments or contributions for the purpose of:

- Obtaining, giving or keeping business unless such payments constitute a proper pricing component of a legitimate product or service proposal.
- Persuading employees of another company to fail to perform or to improperly perform their duties.
- Influencing governmental entities including their officials or employees.

Accurate Records and Reporting

Company records must reflect an accurate and verifiable record of all transactions. Information that we record and submit to another party, whether inside or outside the company, will be accurate, timely and complete. It will reflect honestly the transaction or material. Reports or records will not be used to mislead those who receive them or to conceal anything that is improper.



Political Contributions

Company resources or assets shall not be used to support political parties or candidates except within the confines of the law.

- Individual employees are encouraged to support political parties or candidates of their choice, but they must do so on their own time and not use company resources or assets.
- If a planned contribution could in any way be looked upon as involving company funds, property or services, the company's Senior Management team must be consulted in advance.

Agents

Agents and representatives retained by the company are expected to adhere to proper business conduct in the course of their work on behalf of the company. Agents and representatives must not be retained by us to do anything illegal or improper. What we cannot do directly, we cannot and will not do indirectly by acting through another person.

International Business

With businesses that are increasingly operating internationally, the company encounters laws that vary from country to country. The laws of all countries in which the company does business must be obeyed. In countries where common business practices might be less restrictive than those outlined in this Code of Business Conduct, we will follow the more restrictive standards outlined by this Code. In the event that there is a direct conflict between the standards of this Code and local law, the company's Senior Management team should be contacted for guidance prior to taking any action.

The Foreign Corrupt Practices Act of the United States as well as the laws of many other countries prohibit the payment of any money or anything of value to a government official or a member of his or her family for purposes of obtaining, retaining or directing a business. As a company and as employees, we must strictly abide by these laws.

Legal Compliance

We will become familiar with and comply with laws and regulations that govern our area of responsibility. We recognize that many laws and regulations are ambiguous and difficult to interpret; however, this will not excuse a violation. When you are responsible for activity involving the application of a particular law, you should consult with and be guided by the advice of the company's Senior Management team. Decisions regarding the applications of the various laws should not be made without that advice. You are not authorized to take any action that our company's Senior Management team or a lawyer has expressly advised would constitute a violation of the law.

It is the company's intent to conduct its business in a way that not only conforms to the letter of the law, but also promotes the spirit of fairness and honesty behind the laws.

OUR RESPONSIBILITIES TO THE COMPANY

Each employee has a duty of loyalty to the company and must act at all times in the company's best interests.

Conflict of Interest

Each associate has a duty of loyalty to the Company and must act at all times in the Company's best interests. Therefore, you are expected to avoid situations where the private interests of you or members of your family conflict with the best interests of the company. Employees must be free from the influence of personal considerations or relationships when dealing with others on the company's behalf, or making recommendations to management regarding dealing or conducting business with others.

- We will not have an outside interest that takes up our time or energies so as to prevent or hinder our attention to the performance of our duties and responsibilities at the company.
- We will disclose any actual or potential conflict of interest to our managers so it can be resolved.
- We will not have any business or financial relationship with customers, business partners, suppliers', vendors, or competitors that could influence or appear to influence us in carrying out our responsibilities. This may include the ownership of stock in these companies. However, ownership of a nominal amount of stock in a publicly owned company would not be considered a conflict unless the amount was large enough to influence our judgment.
- We will not market or sell, individually or through non-company channels, products or services that compete with those of the company. Nor may we work for a competitor, customer, supplier or vendor as an employee, consultant or member of its board of directors without prior approval of senior management.
- We will not borrow or loan money from or to any person or organization that does business or competes with the company (other than ordinary personal financial transactions from a recognized financial institution).

Unauthorized Use of Company Property or Services

We will not use company property and services for the personal benefit of ourselves or someone else unless the use has been properly approved.

Unauthorized Use of Electronic Media

As a technologically advanced company, we increasingly utilize electronic forms of communication and information exchange. The company's information and technology resources, including, but not limited to computers, email, telephones, cell phones, voicemail, facsimile machines, wireless communications devices, use of the Intranet, and Internet and/or other forms of electronic media, are company property and are provided to employees and select third parties for company business use.

Employees must respect confidentiality of electronic communications rights of others and are prohibited from using electronic media in any way that violates the rights or privacy of others. Inappropriate use also includes hacking, distributing information for non-company sources, sending communications that are discriminatory, harassing, derogatory, obscene, defamatory, abusive, threatening, or offensive or that advocate hate or violence, contain sexually explicit material or promote illegal activities, or violate the spirit and intent expressed in this policy.

Safeguarding Company Assets

Each of us is responsible for protecting company assets, which include the company's investment in intellectual property, patents, trademarks, copyrights, trade secrets, technology and other proprietary information as well as physical property.



Confidential and Proprietary Information of the Company

We will have access to and become knowledgeable about sensitive information that is confidential, private or proprietary and which is valuable to the company. We are all responsible for protecting the confidentiality of such information.

- Disclosure of sensitive information will be for company purposes only and not for personal benefit or the benefit of competing interests.
- To preserve confidentiality, the disclosure of such information should be limited to those who have a need to know in the conduct of company business.
- Our responsibility to keep this information confidential continues after we discontinue our employment with the company. We acknowledge that the company has the right to take legal measures, if necessary, to protect confidential, private or proprietary information belonging to the company if we fail to maintain such confidences after we discontinue our employment.
- Sensitive business information requiring protection can be many things, including customer lists, materials developed for in-house use, financial, sales and marketing information, administrative and manufacturing processes, business plans, pricing strategies and any formulae, devices and compilations of information which give the company a competitive advantage.



ASSISTANCE AND COMPLIANCE

Assistance

We all share a responsibility to protect the company's reputation. It takes courage to raise an ethical issue – especially if it involves a situation in your work area.



However, the company will support you in carrying your responsibility and will take every reasonable measure to ensure that your relationship with the company and your career will not be adversely affected as a result of your making such an inquiry or report.

The best course of action when you have an ethical issue is to discuss it with someone. You should consult your manager, the Human Resource Department or the company's Senior Management team, or other avenue provided.

Exceptions

No set of guidelines can cover all the situations you will encounter and guidelines have exceptions.

- If you encounter a situation where the application of the guideline contained in this Code seems inappropriate, consult with your manager. Your manager can consult with the appropriate approval authority to determine if an exception is in order. In case of doubt as to approval authority, Senior Management should be consulted.
- It is your right to obtain guidance about a business practice and/or compliance issue when you are uncertain about what action you should take. It is your responsibility to report instances of questionable behavior or possible violations of this Code of Business Conduct.
- If you need details on specific policy, you should first discuss it with your manager. If further explanation is needed, you may also contact the Human Resources Department or the company's Senior Management team.

Compliance and Discipline

You are responsible for understanding and complying with this Code of Business Conduct. Your manager is responsible for assisting you in understanding this Code and being aware of the ethics quality of your business behavior. Because of the importance of these policies, violations will not be tolerated.

- You have a responsibility to report any suspected violations of this Code to your manager or another person in authority at the company.
- No employee will suffer any adverse action or career disadvantage for questioning a company activity or reporting a suspected violation of this Code or other irregularity.
- The company will investigate actions that the company believes may constitute possible violations of this Code. In doing so, it will respect the rights of all persons involved in the investigation.
- The identity of employees reporting possible violations will be kept confidential unless the company is required legally to reveal it. In the course of an investigation, however, it may be necessary to disclose identities on a need-to-know basis in order to determine all of the facts or to provide involved persons with a fair opportunity to defend themselves.
- If the company determines that this Code has been violated, the company will take appropriate disciplinary action, up to and including termination and the possible filing of civil or criminal charges.

Individual Judgment

These guidelines are to help all of us better understand what we believe to be in the best interest of our employees, those with whom we do business and public at large. Ultimately, however, you are left to depend on your own individual good judgment and common sense in deciding on the correct course of action.



Considerations

As you consider a particular situation, considering the following factors may help you arrive at a satisfactory answer:

- Is my action consistent with approved company practices?
- Does my action give the appearance of impropriety?
- Will the action bring discredit to an employee or the company if disclosed?
- Can I defend my action to my supervisor or other employees?
- Does my action conform to the spirit of this Code of Business Conduct?

We believe that ethical behavior of the company and its employees is good business. Ethical conduct is not only right but is the foundation that supports the long-term profitability and growth of the company.

STATEMENTS & CLOSING REMARKS

The guidelines outlined in this Code of Business Conduct are applicable to all employees of CTI Group Worldwide Services Inc., including all of its divisions, subsidiaries and joint venture partners. Periodically, every employee will be required to review and acknowledge the provisions and commitments contained in this Code. This Code should in no way be interpreted as an employment contract or in any way provides an employee with any rights to continued employment.



OUR CORE VALUES

Consideration

We encourage different perspectives and treat people with respect, honesty and fairness.

Cooperation

We make our strongest contributions through collaboration and trusting relationships. By sharing knowledge, resources and talents, we make each other better.

Communication

We stay connected and engaged through the open exchange of ideas, information and honest feedback.

Innovation

We prepare for the future by taking risks, learning from our experiences and finding new ways to do it better.

Accountability

We treat this company like it's our own and excel by expecting and delivering the best of ourselves and our teams.

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