



CODE OF ETHICS FOR DIRECTORS, OFFICERS AND VOLUNTEERS

Code of Ethics for Directors, Officers and Volunteers

1. Purpose.

The Board of Directors (the “Board”) of Community Building Services (CBS) has adopted the following Code of Ethics (this “Code”) to apply to the corporation’s directors, officers and employees. This Code is intended to focus directors, officers, and employees on areas of ethical risk, provide guidance to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, foster a culture of honesty and accountability, deter wrongdoing, and promote fair and accurate disclosure and financial reporting.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles. Employees are encouraged to bring questions about particular circumstances that may involve one or more of the provisions of this Code to the attention of their supervisors. Directors and officers should bring any such questions to the Chair of the board and executive Committee, who may consult with inside or outside legal counsel as appropriate.

2. Introduction.

Each director, officer, and employee is expected to adhere to a high standard of ethical conduct. The good name of the corporation depends on the way directors, officers, and employees conduct business and the way the public perceives that conduct. Unethical actions, or the appearance of unethical actions, are not acceptable. Directors, officers, and employees are expected to be guided by the following principles in carrying out their responsibilities:

- *Loyalty.* Directors, officers, and employees including volunteers should not be, or appear to be, subject to influences, interests, or relationships that conflict with the interests of the corporation.
- *Compliance with Applicable Laws.* Directors, officers, and employees are expected to comply with all laws, rules, and regulations applicable to CBS’s activities.
- *Observance of Ethical Standards.* Directors, officers, and employees must adhere to high ethical standards in the conduct of their duties. These include honesty and fairness.

3. Integrity of Records and Public Reporting.

Directors, officers, and employees should promote the accurate and reliable preparation and maintenance of CBS’s financial and other records. Diligence in accurately preparing and maintaining the corporation’s records allows CBS to fulfill its reporting obligations and to provide stockholders, governmental authorities, and the general public with full, fair, accurate, timely, and understandable disclosure. In this regard, directors, officers, and employees (where applicable) should: (a) accurately document and account for transactions on the books and records of the CBS organization; and (b) diligently maintain reports, vouchers, bills, invoices, payroll and service records, business measurement and performance records and other essential data. Senior financial officers must also ensure that they produce, or cause to be produced, full, fair, accurate, timely, and understandable disclosure in reports filed with the Securities and Exchange Commission and other public communications.



4. Conflict of Interest.

Directors, officers, and employees must ethically handle actual or apparent conflicts of interest between themselves and the organization. Any situation that involves a conflict of interest with the organization should be disclosed promptly. Employees should report the conflict of interest by bringing it to the attention of their supervisor or by calling the Chief Financial Officer. Directors and officers should bring the conflict of interest to the attention of the Chair of the board and executive Committee, who may consult with inside or outside legal counsel as appropriate.

A “conflict of interest” can occur when an individual’s personal interest is adverse to—or appears to be adverse to—the interests of the CBS. Conflicts of interest also can arise when an individual, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position with the organization. “Immediate family” includes a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone who shares such person’s home.

This Code does not attempt to describe all possible conflicts of interest which could develop. Some of the more common conflicts from which directors, officers, and employees must refrain, however, are set forth below.

- *Improper conduct and activities.* Directors, officers, and employees may not engage in any conduct or activity that is inconsistent with the corporation’s interests or that disrupts or impairs the organization’s relationship with any person or entity with which the corporation has or proposes to enter into a business or contractual relationship.
- *Compensation from non-Corporation sources.* Directors, officers, and employees may not accept compensation (in any form) for services performed for the Company from any source other than the corporation.
- *Gifts.* Directors, officers employees, and members of their immediate families may not accept gifts from persons or entities where any such gift is being made in order to influence their actions in their position with the corporation, or where acceptance of the gift could create the appearance of a conflict of interest.
- *Personal use of Corporation assets.* Directors, officers, and employees may not use the corporation’s assets, labor, or information for personal use, other than incidental personal use, unless such use is either (i) part of a compensation or expense reimbursement program, or (ii) approved by an authorized person. In the case of use by an employee or officer other than the Chief Executive Officer, the authorized person will be the employee’s or officer’s supervisor. In the case of use by a director or the Chief Executive Officer, the authorized person will be the Chair of the board/executive committee.

5. Corporate Opportunities.



Directors, officers, and employees are prohibited from: (a) taking for themselves personal opportunities related to the corporation's business; (b) using the Corporation's property, information, or position for personal gain; or (c) competing with the Corporation for business opportunities.

6. Confidentiality.

Directors, officers, and employees shall maintain the confidentiality of information entrusted to them by the corporation and any other confidential information about the corporation, its business, customers, or suppliers, that comes to them, from whatever source, except when disclosure is authorized or legally mandated. For purposes of this Code, "confidential information" includes all non-public information relating to the corporation, its business, customers, or suppliers.

7. Compliance with Laws, Rules and Regulations.

Directors, officers, and employees shall comply with all laws, rules, and regulations applicable to the corporation, including insider trading laws. Transactions in corporation securities are governed by the corporation's Insider Trading Policy.

8. Reporting Illegal or Unethical Behavior.

Employees should report any actual or suspected violations of this Code promptly by bringing them to the attention of their supervisor or by calling the Chief Financial Officer. Employees may also contact the appropriate person in accordance with the corporation's Whistleblower Protection Policy, as such policy may be amended from time to time.

Directors and officers should communicate any actual or suspected violations of this Code (and any concerns regarding accounting or auditing matters) to the Chair of the Audit Committee.

Reported violations of this Code will be investigated by the Board of Directors or by a person or persons designated by the Board, except in the case of matters relating to accounting, internal accounting controls, and auditing matters, which will be investigated by the Audit Committee. Appropriate disciplinary action will be taken in the event of any violations of this Code, up to and including termination. Directors, officers, and employees may not be retaliated against for reporting actual or suspected violations of this Code in good faith. If a director, officer, or employee believes that he or she has been discharged, disciplined, or otherwise penalized for reporting a violation in good faith, he or she should immediately report that belief to the Chair of the Audit Committee.

9. Waivers.

Any waivers of this Code for the executive team and officers must be approved by the Board of Directors.

Current Board Members and Officers

Dr. Paul Ross

Megha Nath Adhikari



Sanit Gautam

Kausila Rai

Dhan Karki

Tek Neopany

Chandra Sapkota

Yadu Mishra

GP Rai

Gyani Rana

Sarita Subba

Rajani Thapa