



omnicane

Integrating Energies

CODE OF ETHICS

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Preamble

The **Omnicane Code of Ethics** establishes principles to be applied by all employees in their activities and behaviour.

All employees* must be aware of and observe the relevant sections of the Code. The Code does not seek to identify statutory law requirements. Reference must be made to Omnicane's Policies, and other sources, for ethical conduct, specific procedures and further guidance (e.g. financial management, human resource, reporting, etc.). Employees using these policies should understand the requirements and apply them in their relevant day-to-day activities.

The Code expresses, in broad terms, the requirements for all employees to adhere to ethical standards without limiting their resourcefulness and independent thinking in the management of Omnicane Group.

This ethical code is adopted by Omnicane in an attempt to assist those in the organisation, calling upon them to make a decision, to understand the difference between right and wrong, and applying this understanding to their decision-making process.

**'Employees' includes any individual engaged on a continuing, fixed-term, or casual basis.*

The Code

- i. We respect the law.
- ii. We conduct ourselves with integrity: we are fair, honest and impartial in our dealings, and we treat others with dignity and respect. We give everyone the care and courtesy that we would wish to receive.
- iii. We are aware of possible conflicts of interest: we avoid conflicts of interest when they are avoidable, and we declare conflicts of interest when they are unavoidable.
- iv. We use the Group's funds, equipment, buildings, information and other resources with care and responsibility.
- v. We endeavour to further the interests of the Group, its shareholders and associates: we are attentive to the interest of the broader community.
- vi. We are aware of obligations to maintain confidentiality of information: we do not use this information for personal gain, or to the detriment of the Group.
- vii. We exercise due skill, care and diligence in performing our duties and acknowledge our responsibility to maintain currency of our knowledge, skills and technical competencies.
- viii. We are fair and honest in our relationships with suppliers, customers and employees. We avoid both the appearance and reality of being influenced by any party, or of being prejudiced or biased in our dealings.
- ix. We do not solicit any gifts or benefits (including hospitality and entertainment), nor do we accept gifts or benefits which could in any way compromise or be seen by the wider community to influence us in our official capacity. We declare the benefit of gifts or gratuities that occur in the normal course of business.
- x. We represent the Group in the performance of our tasks and avoid all conduct which detracts from Omnicane's reputation.
- xi. We carry out all our activities in a sustainable manner while taking due care of the environment.

Indicators of Personal Ethical Behaviour

- You must not allow dishonesty, personal prejudice or bias to influence you in the conduct of your employment.
- You should not accept gifts if their nature and value may be seen as compromising your objectivity and influencing you in your official capacity.
- Your actions should be fair, honest, and truthful.
- You should avoid actual or perceived conflicts of interest.
- You should not condone the use of any statement which is misleading, false or deceptive.
- You should conduct yourself with care and skill, and ensure your actions do not conflict with the requirements of integrity and objectivity.
- You should not use confidential or other information for personal advantage or for the advantage of another person/party.

Application of the Code

It is important to recognize that in applying this Code, the personal characteristics of honesty, sincerity, impartiality and trustworthiness are key guiding attributes.

The effectiveness of the Group's policies relies on all employees taking responsibility for their own behaviour and being committed to the standards inherent in this document. Employees are expected to be familiar with Group policies and procedures relevant to this Code. Depending on the circumstances, it may be necessary to seek legal advice to guide the decision-making processes where conflicts of interest or potential conflicts occur. Seeking such advice should follow Omnicane's normal procedures.

Situations may arise in the conduct of our activities where influence is attempted in order to achieve a particular outcome. Influence may be in the form of seeking to unfairly achieve an outcome by tactics such as inducement (gratuities/gifts/hospitality or other favours) or threats, including harassment. Should such situations be encountered, or should there be any doubt regarding a situation, employees should draw such incidents to the attention of their relevant manager (i.e. Head of Department, as necessary, the relevant member of the Senior Management Group) so that necessary action is taken.

Other circumstances may arise where an employee may have private and/or pecuniary interests which may lead to an actual or potential conflict of interest in the management of Omnicane. Employees should avoid entering or being personally involved in decision-making in a situation in which there is a conflict of interest, recognising also the need for disclosure of any interest or apparent interest to the relevant manager as mentioned beforehand.

All Omnicane employees will receive a copy of this Code, and will exercise any power by virtue of their appointment or any additional powers delegated to them from time to time in accordance with and by reference to this Code.

Employees are encouraged to comment on and contribute to the further development of this Code by bringing their ideas to the attention of their manager who should refer them to the CEO, CFO or COO. Over time, this will provide an indication of how the Code is being embedded within the Group and whether any amendments are required.

Consequences of a Breach of the Code

Many elements of the Code are aspirational in nature. They have been developed not only to satisfy existing legal requirements, but also to engender behaviour which exceeds the legal minimum. Employees should be familiar with the substance and spirit of the Code and should be aware that breaches may result in sanctions which may include counselling, disciplinary action, performance review, or civil or criminal action, depending on the nature of the breach.

Any employee being aware of breaches of law involving fraud and corrupt conduct, is strongly advised to bring the matter to his/her line supervisor, or if this is not possible to the COO, the CFO or the CEO. Management shall guide the process of investigation and disposal of such matters while ensuring that the identity of whistle-blowers is not disclosed.

Purport of the Code

1. Integrity

Employees should act with honesty, sincerity and integrity in their work for the Group.

All employees should behave with integrity, honesty and fairness in all business, academic (including research), professional and personal relationships.

Employees should not knowingly or recklessly supply any information which is confidential, or make any statement which they know is misleading, false or deceptive to a colleague or the general public.

While Omnicane employees must observe the terms and conditions of their employment, they cannot be required to be complicit in any illegal act. If advised, instructed or encouraged to engage in unlawful activity, they must decline and report the matter to their line manager.

2. Conflicts of Interest

Omnicanes employees should both be and appear to be free of any interest (financial or otherwise) which might be regarded as being in conflict or incompatible with their integrity and objectivity.

Independence is the cornerstone of objectivity. Both external and internal parties have a need for credibility of information and action in relation to Omnicane's activities. Omnicane's management at all substantive levels seeks credibility and accountability in information and in the activities of all of its employees. Omnicane management must be careful to apply an attitude of professionalism within the bounds of commercial confidentiality, and should remain 'independent in fact' as well as 'independent in appearance'.

Accordingly, Omnicane employees should recognise and avoid situations which may affect their integrity and objectivity by:

- Being cautious of undue benefits or preferential treatment received in the course of their employment which may cloud their judgement or objectivity
- Ensuring Omnicane's facilities or property, information or resources are being used in the best interests of the Group
- Guarding against conflicts of interest arising from inappropriate financial involvement and personal relationships.

3. The Interests of Omnicane Group and the Broader Community

Omnicanes Group comprises a diverse population of individuals with differing roles and functions, ethnic and cultural backgrounds. To function fairly and effectively, due regard must be given to behaviour which recognises the dignity and privacy of individuals, enhances fair dealing and representation both in action and perception.

Furthermore, our responsibility goes beyond the organisation's boundary extending to the local community towards whom we have a corporate social responsibility role to fulfil.

The effective functioning of the Group depends on the mutual respect required from individuals and its stakeholders, together with the pursuit of an environment characterised by cooperation, collegiality, impartiality, equity, and responsibility.

4. Confidentiality

Employees must protect the confidentiality of information acquired in the course of their work. No employee should use or disclose any confidential information to a colleague, competitor or any other party without specific authority or unless such use or disclosure is:

- In the normal course of business within the Group
- A legal or professional duty to disclose the information
- Approved by top Management.

Employees should discuss the matter fully with their immediate superior if they are in doubt as to whether there exists a right or duty to disclose confidential information. If the problem cannot be resolved by this action, they should consult an appropriate higher authority within Omnicane who will decide whether legal advice shall be sought.

Omnicanes employees, at all levels, should ensure that the persons for whom they are responsible are aware of the confidential nature of relevant information acquired by them in their work, and should inform them of the need to maintain confidentiality of such information.

Employees in receipt of confidential information should not use or appear to use such information to gain personal advantage for themselves or a third party.

5. Technical Standards

Omnicané's employees shall carry out their job responsibilities in accordance with relevant contractual arrangements and/or in accordance with the technical, professional, health and safety standards relevant to that work. In this sense, Omnicané's employees owe a duty of skill and care to themselves and the Group.

6. Fair and Honest Dealing – Objectivity

Objectivity is an important characteristic of Omnicané's employees. Everyone must be fair and must not allow bias or prejudice to influence or override their objectivity in business or management matters. We must maintain an impartial attitude, particularly in terms of the equity of individuals (including colleagues) or groups who may be vulnerable.

Omnicané will not tolerate direct or indirect discrimination against any person, for example on grounds of age, disability, gender, marital status, pregnancy/maternity, race, religion or belief, sex, or sexual orientation whether in the field of recruitment, terms and conditions of employment, career progression, training, transfer or dismissal.

If you feel you are being harassed, you are strongly encouraged to seek early advice/support from your Head of Department or the Human Resource Department.

Gifts

Gifts which are irregular and of nominal value, used for promotional purposes by the donor and seen as generally accepted commercial practice may be accepted, whereas the following gifts should not be accepted:

- Gifts which exceed a nominal amount, must be declared to the employees' line manager and must not be accepted if in the view of the line manager the acceptance of the gift or gratuity would compromise objectivity and be seen by the wider community as likely to influence the employees in their official capacity.
- Gifts offered as an inducement to place an employee under an obligation to purchase goods or services cannot be accepted.
- Employees must not accept gifts of money.

7. Ethical Behaviour

Omnicané's employees should conduct themselves in a manner which is consistent with the Group's strategic intentions, reputation, and functions. Employees should refrain from any conduct which might bring discredit to the Group.

It is important that colleagues, clients and the wider community be satisfied that Omnicané's employees are acting fairly, honestly and in good faith. No one should condone misleading, false or deceptive statements. The character of employees will be judged by their conduct, real or apparent.

Online Behaviour

Employees with access to Internet and computer systems, both within and outside their working environment, should respect the integrity of Omnicané's computer systems and maintain a deferential online environment free of harassment, threat, abuse, or humiliation.

Demeaning comments, written or graphic, by email, SMS, online forums, the intranet or social media will not be tolerated.

Omnicané's systems should be accessed for professional and lawful purposes only.

8. Environmental Responsibility

Environmental responsibility forms an integral part of our decision-making process. Omnicané is committed to carry out its activities in a sustainable manner through optimal use of natural resources and avoidance/minimisation of any form of environmental pollution in compliance with applicable environmental legislation. Employees must ensure that they adhere to the values of Omnicané and behave in an environmentally responsible manner.

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