



# omnicane

*Integrating Energies*

## CODE OF ETHICS

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## **Preamble**

The Code of Ethical Conduct for Omnicane Group establishes principles to be applied by all employees\* and other stakeholders in their activities and behaviour with Omnicane Group.

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 procedures, and other sources, for such guidance. Specific procedures for ethical conduct are documented in the Group Policies and Procedures (for example financial management, human resources, 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.

Omnicanne Group expects all its employees and other stakeholders, nationally and internationally, to follow the Code with the aim to always act with honesty, integrity and always make the best ethical choices.

For the purpose of this Code of Ethics, employee is defined as any individual engaged on a continuing, fixed-term, or casual basis and directors (additional requirements for directors can be found in annex 1 of this document).

## The Code

<b><i>Ethical Standards</i></b>	<b>Notes</b>
We respect the laws.	
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.	<a href="#">Note 1</a>
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. We use the Group's funds, equipment, buildings, information and other resources with care and responsibility.	<a href="#">Note 2</a>
We endeavour to further the interests of the Group, its shareholders, and associates: we are attentive to the interest of the broader community.	<a href="#">Note 3</a>
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.	<a href="#">Note 4</a>
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.	<a href="#">Note 5</a>
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. 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.	<a href="#">Note 6</a>
We represent the Group in the performance of our tasks and avoid all conduct which detracts from Omnicane's reputation.	<a href="#">Note 7</a>
We carry out all our activities in a sustainable manner while taking due care of the environment.	<a href="#">Note 8</a>

## **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 and other stakeholders taking responsibility for their own behaviour and being committed to the standards inherent in this document. Employees and other stakeholders 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, also recognising 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. Other stakeholders may download a copy of this Code of Ethics Policy from Omnicane's website.

The Code is not meant to cover all the situations that may occur within Omnicane Group but is a framework that can be used to understand what is right or wrong. Employees and other stakeholders are encouraged to speak out and seek advice in case of doubt.

Employees and other stakeholders are also 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 and other stakeholders who do not follow the Code may put the Group at risk and are therefore required to comply at all times with the Code, the Group's policies and procedures, as well as applicable laws. Employees and other stakeholders 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 or any other stakeholder being aware of breaches of law involving fraud and corrupt conduct, is strongly advised to bring the matter to the person to whom the staff reports ('Line Manager') (where applicable), 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.

## **Explanatory Notes to the Code of Ethics**

### **Note 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.

### **Note 2**

#### **Conflicts of Interest**

Omnicanne 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:



- a) Being cautious of undue benefits or preferential treatment received in the course of their employment which may cloud their judgement or objectivity
- b) Ensuring Omnicane's facilities or property, information or resources are being used in the best interests of the Group
- c) Guarding against conflicts of interest arising from inappropriate financial involvement and personal relationships.
- d) Disclosing any conflict of interest, which is likely to interfere with his/her independent exercise of judgement in Omnicane's best interest, as soon as he/she is aware to his/her Head of Department. Moreover, should the concerned person be directly or indirectly involved in any decision-making role in relation to this conflict-of-interest situation, the later should stay away and/or step down from the said role until a decision has been taken.'

### **Note 3**

#### **The Interests of Omnicane Group and the Broader Community**

Omnicanne 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.

### **Note 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.

Omnicanne 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.

## **Note 5**

### **Technical Standards**

Omnicanne'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, Omnicane's employees owe a duty of skill and care to themselves and the Group.

## **Note 6**

### **Fair and Honest Dealing – Objectivity**

Objectivity is an important characteristic of Omnicane'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.

Omnicane 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 Resources Department.

### **Gifts**

Your working relationships may bring you into contact with outside organisations where it is normal business practice or social convention to offer hospitality and sometimes include entertainment & accommodation, special considerations such as discounts or gifts of materials, equipment, services, facilities or anything else of value (“Gifts”). Offers of this kind to you or your family can place you in a difficult position. Therefore, no employee or any member of his or her immediate family should accept Gifts from a supplier, customer or other person doing business with Omnicane under any circumstances unless they are in each instance of less than Rs 1,000 and usually associated with accepted business practice and/or they do not improperly interfere with your independence of judgement or action in the performance of your employment.

Gifts which are more than Rs 1,000 but less than Rs 5,000, must be declared to the employees’ Line Manager in the prescribed form and copy to the Group Compliance Manager and must not be accepted if in the view of the Line Manager the acceptance of the Gifts or gratuity would compromise objectivity and be seen by the wider community as likely to influence the employees in their official capacity.

Gifts more than Rs. 5,000 SHALL NOT BE ACCEPTED (to be returned to donor). This is the aggregate annual value authorized per gift, per person, per third party.

### **Professional invitations or parties**



Although business invitations are accepted within the companies of the Group, we must however be careful with regards to invitations that may be interpreted to influence our way of carrying out our duties. Such invitations should, as much as possible, be reciprocated. Any expense for such invitations should receive prior approval from the appropriate superior.

## **Note 7**

### **Ethical Behaviour**

Omnicanne'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 Omnicanne'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.

### **Bribery and Other Corrupt Behaviour**

If you bribe (or attempt to bribe or accept bribe from or allowing another person to accept bribe from) another person, intending either to obtain or retain business for Omnicanne, or to obtain or retain an advantage in the conduct of the Omnicanne's business, this will be considered gross misconduct. In these circumstances, disciplinary proceedings which may lead to dismissal will be initiated or we may discontinue to do business with certain stakeholders.

### **External Communication**

It is key to provide the right information to partners, shareholders, customers and the public in general and it is crucial to be aware of what needs to be communicated, and how it should be effected, to avoid any misinterpretation. It is essential that correct, fair and clear information is provided to the stakeholders and the public in general, whether it is on a social media platform, the press or in annual reports. Omnicanne group is committed to providing accurate information to its stakeholders as well as being honest and transparent in its reporting framework so as to reflect the integrity of

the Group. Only authorised employees are allowed to communicate with external stakeholders. In the event that a non-authorised employee receives inquiries from external stakeholders, they should be redirected to the responsible persons who have the capacity of dealing with such requests. Employees must at all times act responsibly to protect the reputation of the Group. It is to be noted that the aforesaid requirement also applies to personal social media network or blogs. Under no circumstances shall confidential data be disclosed, unless authorised.

### **Online Behaviour**

Employees with access to Internet and computer systems, both within and outside their working environment, should respect the integrity of Omnicane'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. Omnicane's systems should only be accessed for professional and lawful purposes.

### **Note 8**

#### **Environmental Responsibility**

Environmental responsibility forms an integral part of our decision-making process. Omnicane 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 Omnicane and behave in an environmentally responsible manner.