



CODE OF ETHICAL BEHAVIOUR AND GOOD GOVERNANCE POLICY

Purpose

The purpose of this Policy is to establish a framework for effective, ethical, and transparent decision-making and operations within Cernol Ltd. This policy outlines the standard of behaviour that is expected of each Director, Manager and Employee of Cernol Ltd regardless of our geographical location, whether it be in Mauritius or any other part of the globe where our professional duties may lead us.

Scope

This Policy is applicable to all Employees of Cernol Ltd and is compliant with all applicable laws and regulations.

Policy Statement

Cernol Ltd is committed to maintaining the highest standards of ethical conduct, integrity, and professionalism in all aspects of our business. This Code of Ethical Behaviour and Good Governance Policy outlines the fundamental principles that guide our actions and decisions in all aspects of our operations. Every employee is expected to adhere to this Code and to promote its principles.

Decision-Making

Decisions shall be made in alignment with the organization's mission, values, and strategic goals and to the best interest of the company's sustainability while complying to all rules and regulations governing the topic.

Strategic decision shall be backed by the Board of Directors and could involve more stakeholders whenever required.

Financial Integrity

Cernol will comply with applicable laws, regulations, and standards of Financial Reporting and will be regularly audited by reputable independent organisations. Thus, adhering to the highest levels of governance and transparent reporting.

Appropriate financial controls shall be in place to prevent fraud and misuse of funds.

Financial reports shall be accessible to the board and stakeholders as required.

Working Relations and Business Behaviour

We value the loyalty and trust of our customers. We shall not make promises we cannot keep and shall always make sure our labelling and advertising are clear and accurate.

Fraud, Bribery and Corruption

Fraud is any activity that relies on deception to achieve a gain. It involves the deliberate action of any employee to create, falsify, destroy, or conceal any amount, balance, record, or document to obtain any undue benefits or personal gain whatsoever. There are three basic types of fraud: asset misappropriation (stealing), bribery and corruption, and financial statement fraud.

Bribery is the act of offering someone money or something valuable to persuade them to do something for the offering person. It is the offering, promising, giving, accepting, or soliciting of an advantage as an inducement for an action which is illegal, unethical or a breach of trust. Inducements



can take the form of money, gifts, loans, fees, rewards, or other advantages, including taxes, services, donations, favours, etc.

Corruption is the abuse of entrusted power for private gain. It is any dishonest or fraudulent behaviour wherein someone uses their position of power to benefit themselves at the expenses of others and thus do not accept or give any illegal or hidden payments, gifts, commissions to conduct our business. The acceptance of gifts or end of year tokens is limited to symbolic and low value items. Employees should not accept undue entertainment or gifts of substantial value like air tickets or hotel stays.

We have a zero-tolerance approach to fraud, bribery and corruption in any form and such cases will lead to dismissal and criminal prosecution.

Employees are obligated to report any fraud or corruption incidents involving colleagues; failure to do so implies complicity.

Conflicts of Interest

Employees should not put themselves in a position where they are involved in an activity for personal gain for themselves or a member of their family.

Conflicts of interest may arise when employees take advantage of their position to realise material or financial gain for example engaging in a contract with a third party in which they or a member of their family has a stake unless previously advised to and agreed by Management.

No one in a position to recruit an Employee will recruit a member of her/his family without going through the proper recruitment procedures of the HR Department and without disclosing the matter to Senior Management.

No one employed by Cernol Ltd will use her/his position of responsibility for her/his own personal benefit, such as receiving discounts or commissions personally for purchases made by her/him for the Cernol.

No Employee will operate a parallel business whether in Company time or her/his own time without prior disclosure to and permission from Management.

No Employee will compete directly or indirectly any Company or activity carried out by Cernol.

Sponsorships, donations, and political engagement

Sponsorships, donations, and contributions should be made transparently in compliance with all applicable laws and regulations. These include material or financial support given on an impartial basis, to a charity or business for the accomplishment of projects of general advantage.

Sponsorships chosen shall be in line with our principles which could contribute to strengthen the image of Cernol Ltd.

Cernol Ltd does not make donations to any political party or organisation, or candidate.

Whilst we respect the rights of employees to hold political opinions, they must not allow their own personal or political view to interfere with their work and are not to engage in active politics during working hours.

Confidential Business Information

Cernol shall safeguard confidential information and personal data and comply to General Data Protection Regulation.

Employees are prohibited from disclosing the Company's business information including sensitive inside information to colleagues, customers, the media or any other third party.



Health and Safety

Cernol places Health and Safety of our Employees, customers and any person within Cernol premises at the top of our priorities. All Employees are responsible for ensuring a safe work environment by:

- Following applicable Health and Safety rules and regulations,
- Reporting all incidents/accidents promptly,
- Cooperating in investigation of accidents.

Employee Discounts

The use of employee discount to purchase goods from Cernol Ltd for resale is prohibited.

Roles and Responsibilities

The Board of Directors is responsible for overseeing the organization's activities, setting strategic goals, ensuring financial integrity, and upholding the principles of good governance.

Management shall lead by example, fostering an ethical culture, and implementing the board's strategic direction.

Each Manager bears the responsibility of ensuring the complete adherence of employees to applicable laws, regulations, and policies, along with the establishment of suitable procedures to enable compliance.

Every Employee is responsible for full compliance with the law and all Company policies. They should also acknowledge having read and understood this Code of Ethical Behaviour and Good Governance Policy.

Any Employee who possesses information about or legitimately suspects a breach of any law, regulation, or policy by another employee while engaged in work-related activities for Cernol Ltd, either during working hours or on Cernol Ltd.'s premises, is obligated to promptly report such violation or suspected violation. Failure to report a violation constitutes a violation of the present Policy.

Communication

Cernol Ltd will maintain open channels of communication with stakeholders, providing updates on its activities and financial health as per legal requirements. Executive management reports regularly to the board, providing updates on operations, financial performance, strategic progress, and risks assessed. Transparent communication is encouraged among all levels of the organization.

Monitoring and Review

This Policy will be periodically reviewed and updated as needed to align with changing circumstances and best practices. Amendments will be approved by the board.

Date: September 2023

Approved by:

Olivier Constantin
General Manager