

OMAN INDIA FERTILISER COMPANY S.A.O.C

Code Of Conduct

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Glossary of Terms

Code	means this Code of Conduct, as it may be amended from time to time.
Company/OMIFCO	means Oman India Fertiliser Company SAOC
Compliance Committee	means the committee appointed by the OMIFCO's CEO to discharge the responsibilities assigned to them in said capacity under this Code.
Compliance Officer	means the individual appointed by the Compliance Committee to discharge the responsibilities assigned to him or her in said capacity under this Code.
Extended Family	means the following relatives of you or your spouse: nephews, nieces, uncles, aunts, cousins, and their spouses.
Human Capital Manual	means the applicable Company policies, procedures and/or guidelines pertaining to human resources / capital.
Immediate Family	means your spouse and any of the following individuals, with respect to you or your spouse: parents, grandparents, children, grandchildren, and their spouses.
Law	means the laws of Sultanate of Oman which are issued in the form of Royal Decrees, Ministerial Decisions, Executive Regulations or Circulars, in each case as issued, enacted, re-enacted or amended from time to time.
Personnel	means the officers and employees of the Company, as well as any agent or person working under contract that occupies a permanent or temporary position within the Company, seconded staff or staff sourced from manpower contractors.
Relative	means an individual that qualifies as Immediate Family or Extended Family.

About our Code of Conduct

Who does it apply to?

This Code applies to all Personnel of the Company.

What is expected of everyone?

Comply with the Code and the Law.

Understand the Code. Comply with the Code and the laws, rules and regulations applicable to the Company wherever you are. Use good judgment and avoid even the appearance of improper behaviour.

It is important to understand that this Code does not provide detailed guidance regarding compliance with every and all legal, policy and procedure requirements. All Personnel are responsible for ensuring compliance with the relevant laws, policies and procedures which apply to their responsibilities and position.

Consider Your Actions, and Ask for Guidance

If ever in doubt about a course of conduct, ask yourself:

- Is it consistent with the Code?
- Is it ethical?
- Is it legal?
- Will it reflect well on me and the Company?
- Would I want to read about it in the newspaper?

If the answer is “No” to any of these questions, don’t do it.

If you are still uncertain, ask for guidance. The Code tries to capture many of the situations that you will encounter, but cannot address every circumstance. You can seek help and guidance from your designated Compliance Officer.

Administration of the Code

This Code is designed to ensure consistency in how Personnel conduct themselves within the Company, and in their dealings outside of the Company. The procedures for handling approvals, policy waivers and any potential violations of the Code have been developed to ensure consistency in the process across the Company. The Code does not exhaust the topics addressed herein and the Company will issue from time to time new or revised policies to complement and regulate such topics in further detail.

Responsibility

The following responsibilities for oversight, implementation, administration and enforcement of the Code rest with:

OMIFCO CEO

- Monitor and oversee the implementation of the Code throughout the Company.
- Appoint the Compliance Committee and approve its terms of reference.
- Has the authority and the responsibility to issue executive policies procedures, guidelines, policy waivers, circulars and the like in order to facilitate the implementation, administration and enforcement of the Code.

The Compliance Committee

- Supervise the implementation of the Code throughout the Company.
- Appoint the Compliance Officer with approval from the CEO.
- Set type and frequency of required disclosures and reports as approved by the CEO.

Compliance Officer

- Manage the administration and enforcement of the Code throughout the Company.
- Handle the interface with the Compliance Committee/CEO for investigation, approvals and policy waivers.
- Grant approvals within the remit of his or her delegated authority.
- Consolidate all required disclosures and reports.

Reporting and Investigation of Potential Code Violations

All Personnel have the responsibility to report to their functional manager all incidents which contravene with this Code. Personnel are encouraged to report any situation where they have reasonable belief that a violation has occurred. If there is an honest belief that a violation has occurred, Personnel reporting possible violations need not fear any negative consequences. Functional managers have the responsibility to communicate all such reports immediately to the Compliance Officer.



Without any exception, all allegations reported to functional managers by Company's Personnel or third parties, shall be reported to the Compliance Committee. Personnel may report suspected violations of Law or this Code anonymously to the Compliance Officer. The Compliance Officer shall act upon such reports, while protecting the relevant personnel's anonymity and report, as appropriate, to the Compliance Committee.

The Company takes reports of potential Code violations seriously and is committed to confidentiality and a full investigation of allegations when so warranted.

Potential Code violations will be handled in accordance with the corresponding procedures, including but not limited to those set forth in the Human Capital Manual. The Company's Audit, Finance, Legal or other department employees may be called upon to help conduct or manage investigations.

Personnel that fail to cooperate with any investigation will be subject to disciplinary action.

Decisions

The Compliance Committee with the approval of CEO shall take appropriate disciplinary measures and/or any corrective or pre-emptive action deemed necessary must be taken to prevent a recurrence of any violation. Any such measures or actions shall conform to local regulations and the Company's internal rules and regulations, including the Human Capital Manual.

Breach of the Code

The Compliance Committee through the Compliance Officer shall retain all records associated with investigations. A notation of the final decision, and a copy of any document concerning any disciplinary measure, will be placed in the individual's personal file as a permanent record under the conditions and limits set by local regulations.

Acknowledgement

The Code will be distributed to all Personnel. Failure to read the Code does not excuse from compliance with the Code.

Conflict of Interest

We must ensure our personal activities and interests do not conflict with our responsibilities to the Company. It is important that even the appearance of a conflict of interest be avoided.

A conflict of interest situation under this Code includes, but is not limited to any of the following:

- Personal activities or interests detracting from your ability to devote appropriate time and attention to responsibilities with the Company;
- A situation having the potential to detract from your ability to act or make decisions free from bias and in the best interests of the Company;
- You and/or your Relative being able to use your position in the Company to access confidential information within the Company for your/their personal interest or gain;
- You being involved in hiring, managing, reviewing, appraising or investigating a Relative or a personal friend;
- You and/or a Relative having a personal interest in an activity being conducted or a decision being made by the Company; and/or
- Your personal or family relationships being able to influence business decisions.

In the last two scenarios, the Company is not forbidden from conducting such activities or making such decisions, but it is a violation of the Code for you to be involved in such matters.

If you encounter a conflict of interest scenario, you should immediately disclose all relevant details to the Compliance Officer.

Gifts and Entertainment

Gifts and entertainment from or for existing or prospective customers, suppliers or partners must support the business interests of the Company and should be reasonable and appropriate under the circumstances.

As a general principle, all Personnel are explicitly prohibited from offering, demanding or soliciting gifts or entertainment of any kind that would compromise or creates a perception of compromise of their integrity and independence.

Notwithstanding the above, the Company recognizes that acceptance or offer of customary business gifts and entertainment can build goodwill and are a part of normal business relationships. However, they can also create a perception of conflict of interest that can undermine the integrity of those relationships, and are subject to potential abuse.

Any of the Personnel who receives or was offered to receive any gift or entertainment exceeding the limit must disclose the matter to the Compliance Officer without any delay to review and approve the same.

Customary business gifts and entertainment in the context of the abovementioned paragraph must meet all of the following requirements:

- Are consistent with customary business practices;
- Are not excessive in value; Invariably gifts of value not exceeding RO 200 or any higher limit as approved by CEO will be considered as consistent with this policy;
- Cannot be construed as a bribe or payoff; and
- Conform to this Code and all applicable laws, rules and regulations.

In any case, all Personnel must not accept or offer any of the following:

- Illegal gifts or entertainment;
- Cash or cash equivalents;
- Personal services;
- Loans;
- Gifts or entertainment of an inappropriate nature or in inappropriate venues; or
- Gifts or entertainment during period when important business decisions are being made.

Corruption and Bribery

It is strictly forbidden to or attempt to directly or indirectly offer, promise, give, pay, demand or receive anything of value to influence a discretionary act or decision, or to secure or grant an improper advantage.

A bribe includes, amongst other things, the following:

- Directly or indirectly offering, promising, giving or paying anything of value or facilitating payment or services by any and all Personnel to any Third Party, Public Official or other Personnel to influence a discretionary act or decision, or to secure an improper advantage.;
- Demanding or receiving anything of value from a Third Party, Personnel or Public Official to influence a discretionary act or decision on our part, or to grant an improper advantage; and/or
- Offering or giving payments or other pecuniary benefit by any Personnel to any third party, public official or other Personnel to encourage a decision to award, retain or direct business relations; to influence the outcome of a government audit or inspection; to secure an improper advantage; or to influence tax or other legislation.

Specific or more stringent rules may apply when the party involved is a Public Official. All Personnel are required to comply with the applicable national and international laws and regulations with respect to bribery concerning public officials.

The Company may be held liable for bribes paid by a Third Party Agent, Consultant, Finder, Intermediary, Broker or other contractor acting on the Company's behalf. Take particular care when evaluating or contracting with a Third Party who might interact with the authorities on behalf of the Company. You must not engage a Third Party if there is reason to believe that such Third Party may attempt to bribe a Public Official.

Money Laundering and Terrorism Financing

All Personnel must comply with all applicable anti-bribery and corruption and anti-money laundering laws, rules, and regulations.

All Personnel must comply with all anti-bribery and corruption and anti-money laundering laws, rules, regulations or equivalent applicable to the Company including, but not limited to, Law of Protection of Public Funds and Avoiding Conflicts of Interest (Oman Royal Decree 112/2011), Tender Law (Oman Royal Decree 36/2008), Penal Code (Royal Decree 7/2018), Law of Combating Money Laundering and Terrorism Financing (Oman Royal 30/2016) as amended from time to time (together the “**Anti-Corruption Laws**”).

Failure to comply with any of the Anti-Corruption Laws may impose criminal corporate liability on the Company and criminal liability on its employees and on Personnel. Therefore, Personnel should refrain from committing or attempting to commit any act which is considered or might be considered as a breach of any of the Anti-Corruption Laws.

Money laundering offences occur when any person, whether he or another person commits the original crime, who knew or should have known or suspected that the funds are crime proceeds, and he intentionally carries out any of the following acts:

- Exchange or transfer with the purpose of disguising or concealing the nature and source of the illegal proceeds, or assisting any person who committed the predicate crime to evade punishment for his/her act.
- Disguise or conceal the true nature of the funds, its source, location, method of disposal, movement, ownership or its related rights.
- Acquiring, possessing, or using such funds upon receipt.

Terrorism financing offences occur when any person collects or provides funds, directly or indirectly and by any means, with the knowledge that such funds will be used in full or in part, to carry out a terrorist act, or by a terrorist individual or a terrorist organization. This includes the financing of the travel of individuals to a country other than the country where they live or holding its nationality with the aim of committing, planning, preparing, participating in or facilitating terrorist acts or providing the finance required for training on terrorist acts or receiving such training.

Reporting Suspicious Transactions

All Personnel are required to notify the Compliance Officer immediately if they suspect or have reasonable grounds to suspect that funds are the proceeds of crime or are related to money laundering or terrorism financing or are related in any way to a breach of any of the Anti-Corruption Laws.

Business Integrity

The Company's external relationships are critical to our success. We must deal fairly and lawfully with everyone we encounter.

Relations with Customers, Suppliers and Consumers

The Company values its partnerships with customers, suppliers and partners. Treat them in the same manner we expect to be treated, with fairness, honesty, transparency and respect.

- Do not engage in unfair, deceptive or misleading practices.
- Always represent the Company in an honest and forthright manner.

Market Intelligence

Personnel are encouraged to collect, share and use market information, but to do so only in a legal and ethical manner. Just as the Company values and protects its own non-public information, we respect the non-public information of other companies.

Acceptable Intelligence Gathering

It is acceptable to collect market intelligence through publicly available information or ethical inquiries. For example, you may gather and use information from sources such as:

- Publicly available filings with government agencies.
- Public speeches of company executives.
- Annual reports.
- News and trade journal articles and publications.

You may also accept market intelligence offered by a third party, as long as there is no reason to believe that the third party is under contractual or legal obligation not to reveal such information. You should always request such third party to provide written confirmation that it is not under such contractual or legal obligation.

Prohibited Activities

The following basic restrictions apply to our ability to gather market intelligence:

- Do not engage in any illegal or illicit activity to obtain market information. This includes theft, trespassing, eavesdropping, wiretapping, computer hacking, invasion of privacy, bribery, misrepresentation, coercion, espionage or threats.
- Do not accept, disclose or use market information that you know or have reason to believe was disclosed to you in breach of a confidentiality agreement.

Know your Counterparty

- Knowing your counterparty is an essential aspect to ensuring that the Company's business is conducted with integrity and in accordance with applicable laws, rules and regulations. Dealing with counterparties engaged in improper, illegal or simply questionable business activities can have undesirable consequences for the Company ranging from diminishing the Company's reputation to legal sanctions. Appropriate care must be exercised in order to be adequately acquainted with all counterparties involved in any material transaction.

Company Information

Safeguard all of the Company's non-public information, which includes, without limitation, contracts, pricing information, marketing plans, technical specifications and Personnel information.

Confidentiality

Personnel shall maintain the confidentiality of information entrusted to them by the Company, except when disclosure is authorized in writing or legally mandated. Personnel shall not use confidential information for personal benefit or to benefit persons or entities outside the Company, including without limitation, any Relative. Confidential information includes all non-public information relating to the Company that comes to Personnel's knowledge, in written or oral form, from whatever source.

Business and Financial Records

Ensure the accuracy of the Company's business and financial records that you are aware of within the framework of your professional duties. These include not only financial accounts, but other records such as quality reports, equipment records and reports, time records, expense reports and submissions such as benefits claim forms and resumes.

Ensuring accurate and complete business and financial records is everyone's responsibility, not just a role for accounting and finance Personnel. Accurate recordkeeping and reporting reflects on the Company's reputation and credibility and ensures that the Company meets its legal and regulatory obligations.

- Always record and classify transactions in the proper accounting period and in the appropriate account and department. Do not delay or accelerate the recording of revenue or expenses to meet budgetary goals.
- Estimates and accruals must be supported by appropriate documentation and be based on your best judgment.
- Ensure that all reports to regulatory authorities are full, fair, accurate, timely and understandable.
- Never falsify any document.
- Do not distort the true nature of any transaction.
- Never enable another person's efforts to evade taxes or subvert local currency laws.
- For this reason, payments to vendors should generally be made only to the person or firm that actually provided the goods or services.

Strive for Accuracy

All Personnel must strive to be accurate when preparing or conveying any information for the Company. Efforts to misrepresent or improperly record transactions, or otherwise to falsify a Company business record, are Code violations.



Media communication

Inquiries from the press, other media organizations or the public regarding the Company should only be answered by the Personnel designated to respond to such inquiries.

We must maintain the confidentiality of all information that is entrusted to us except when the information is publicly available.

Only the following Personnel are authorized to communicate with the media as spokespersons for the Company:

- CEO;
- Corporate Sustainability;
- Or any person appointed by the CEO.

Company Assets

Protect the Company's assets and use those assets for Company business in the manner intended.

The Company's assets include, amongst other things, buildings, sites, equipment, computer, computer programs, copy machines, technology, tool, supplies, communication facilities, funds, accounts, information, documents and intellectual property rights.

Do not use Company assets for your personal benefit or the benefit of anyone other than the Company.

- Use common sense. The incidental or occasional personal use of Company equipment, such as phones, computers or copy machines at your workplace is acceptable. However, excessive personal calls e-mail or photocopies are a misuse of those assets.
- Company policy may allow additional personal use of certain assets, such as a Company car or wireless communication device. Always check relevant internal policies to ensure that you are using Company assets as intended.

Company assets should not be taken out of Company facilities unless necessary and authorized **in writing** in connection with Company work and be handled with a general duty of care.

Theft of Company assets - whether physical theft such as unauthorized removal of Company product, equipment or information, or theft through embezzlement or intentional misreporting of time or expenses - is a basis for disciplinary action, according to the law and the Company's policies. The Company treats workplace theft of assets belonging to other Personnel the same way it treats theft of Company assets.

Health, Safety and Environmental Protection

We are committed to protecting health and wellbeing. We are committed to an incident and injury free workplace. We are committed to preserving and protecting our environment for ourselves and future generations.

OMIFCO considers safety, health and good working environment are vital for the personnel and is of fundamental importance. OMIFCO provides its employees with a safe and healthy workplace in compliance with international standards and national laws. All employees are given appropriate health and safety information and training.

Personnel are to follow OMIFCO's norms relating to health and to build a sustainable safety culture and zero harm.

Workplace Practices

We respect the rights and dignity of employees throughout our own operations and those of our business partners.

Employment

Respect is central to a harmonious workplace, where the rights of individuals are upheld and where their dignity is affirmed, free of intimidation, discrimination or coercion of any kind.

Therefore, we:

- Prohibit discrimination on the basis of race, gender, religion, age, sexual orientation, politics, or on the basis of any personal characteristic protected by law.
- Value diversity highly, and welcome Personnel from a wide range of cultures and races, as well as treat genders equally.
- Forbid using inappropriate language in the workplace, including profanity, swearing, vulgarity or verbal abuse.
- Do not allow coercion or intimidation in the workplace. Workplace harassment includes threats, bullying, and subjecting individuals to ridicule or exclusion.
- Oppose, and do not permit the use of, forced or child labour.
- Work to improve employment skills and competencies by regular performance reviews and undertaking education, training and coaching as appropriate.
- Do not tolerate sexual harassment. Sexual harassment may include unwanted sexual advances, sexual jokes, subtle or overt pressure for sexual favours, sexual innuendoes, and offensive propositions.

Working Hours

Personnel should comply with the hours of work of the Company, including the time of arrival at work, leaving work and lunch break. During working hours, Personnel are expected to utilize their time efficiently, fully engage in their work and not undertake personal activities beyond a reasonably expected level. All employees are expected to devote the necessary time in order to fulfill their employment responsibilities and perform their daily work duties in a timely manner.

Drugs and Alcohol Impairment

All Personnel must not possess, consume, distribute or sell illegal drugs or alcohol, or be impaired by alcohol or (illegal or prescription) drugs, while working on Company business or premises. For the safety, wellbeing and productivity of our Personnel, it is essential that we make the best decisions. Therefore, our judgment must be clear and unimpaired by (illegal or prescription) drugs or alcohol at all times.

Privacy

The Company respects the privacy of its Personnel. Accordingly, all Personnel are required to handle personal data responsibly and in compliance with all applicable privacy laws, rules and regulations.

Whistle Blowing

Raising Concerns

The Company is committed to providing a workplace conducive to open discussion of its business practices. It is the Company's policy to comply with all applicable laws, rules, regulations and standards that protect its Personnel against unlawful discrimination or retaliation by the Company as a result of their lawfully reporting information regarding, or their participating in, investigations involving potential violations of the Code.

We all have an obligation to uphold the ethical standards of the Company. If you observe behavior that concerns you, or that may represent a violation of the Code, raise the issue promptly. Doing so will afford the Company an opportunity to deal with the issue and take corrective action, ideally before it becomes a violation of law or a risk to health, security or the Company's reputation.

Personnel cannot exempt themselves from the consequences of their own misconduct by reporting a potential violation, although self-reporting will be given consideration in determining appropriate disciplinary action.

Resources

You have several options for raising issues and concerns. Your primary point of contact is your designated Compliance Officer. If for any reason you prefer to approach someone else, you can also contact the Compliance Committee.

The Company will consider all raised issues and concerns and launch an investigation when so warranted to establish their validity and ensure that appropriate action is taken where necessary. Some concerns may be resolved without the need for investigation. If urgent action is required, this may be taken before an investigation is conducted.

The progression of investigations will be handled in a confidential manner and will not be disclosed or discussed with any persons other than those who have a legitimate need to know.

No Retaliation

The Company values the help of individuals who identify potential problems that the Company needs to address and, to the extent appropriate, such concerns will be treated in confidence. The identity of individuals reporting an alleged violation will be held in confidence to the extent possible during any initial investigation, although their identity may become readily apparent or it may be necessary to subsequently disclose it if the matter progresses.

Any retaliation against an individual who honestly raises an issue or concern is a violation of the Code. Raising an issue or concern honestly cannot be the basis for any adverse employment action, including termination, demotion, and suspension, loss of benefits, threats, harassment or discrimination.

The types of protection that may be made available to our whistle blower will depend on the situation, but could include ensuring confidentiality in the investigation, monitoring and managing the behavior of Personnel, offering a leave of absence while a matter is investigated, transfer to another department, and rectifying any detriment that the affected Personnel may have suffered.

If you work with someone who has raised an issue or concern, you should continue to treat the person with courtesy and respect. If you believe someone has retaliated against you, report the matter to the Compliance Officer or the Compliance Committee.

Making Imprudent or False Accusations

The Company will protect any Personnel who honestly raise an issue or concern, but it is a violation of the Code to make claims without a credible basis; or to knowingly make a false, frivolous, or malicious accusation; or to make an accusation for personal interest or gain. Honest reporting does not mean that you have to be right when you raise an issue or concern; but the issue or concern must be sensible and you have to reasonably believe that the information you are providing is accurate.

Whistle blowing does not cover grievance mechanism.
