



# Oman Cables Industry (SAOG) “OCI”

## Code of Conduct & Ethics

### **Introduction:**

This Code of Business Conduct and Ethics covers a wide range of business practices and procedures as a working guide. It does not cover every issue that may arise, but it sets out basic principles to guide all employees of the Company. All employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. In addition, Company policies apply to all company operations.

Adherence to this Code by all employees is an additional way to maintain and develop the confidence and support of the public.

Each employee should apply this code with common sense and the attitude of seeking full compliance with its rules.

It is incumbent upon you, as an employee of the company to perform satisfactorily and to follow and comply with the company policies as they are issued or modified from time to time.

Employees should familiarize themselves with this code so that they might readily distinguish any proposal or act that would constitute a violation. Employees are responsible for understanding the legal and policy requirements that apply to their jobs. Each employee is responsible for his actions. Violations can result in disciplinary action.

The absence of a specific guideline practice or instruction covering a particular situation does not relieve an employee from exercising the highest ethical standards applicable to the circumstances.

If any employee has doubts regarding a questionable situation that might arise, that employee should immediately consult his supervisor or higher level.

### **OCI commitment and values:**

OCI's commitment is to put its customers, clients and stakeholders first by providing excellent service and great communications experiences. By focusing on them and being responsible members of our communities, we will produce a massive return for our shareholders, create meaningful work for ourselves and provide something of lasting value for society.



OCI always honor its core values:

**- Respect & Integrity:**

We believe in respect at every level of our business. We champion diversity, embrace individually and listen carefully when others speak.

Integrity is the core of all our work. Trust is the foundation of our relationships with our customers, our communities, our stakeholders and each other.

**- Performance Excellence:**

We hold ourselves to a very high standard of performance. We prize teamwork which transfers innovative ideas into realities. One Company, One Team. We work day by day on improving the customer experience.

**- Accountability:**

We are responsible for our actions as an organization, as team members, and as individuals. We work and support one another. Results are made by facts and works not by saying and words, these values will guide our every action.

This Code of conduct will include the following principles:

▪ **Professional Conduct:**

- Conflicts of Interest
- Involvement in other employment or business
- Anti-Bribery / Anti-Corruption
- Fair dealings with third parties
- Fair competition



## ➤ **Conflicts of Interest**

A “conflict of interest” exists when a person’s private interest interferes in any way - or even appears to interfere - with the interests of the Company. A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company.

It is a conflict of interest for a Company’s employee to work for a competitor, customer or supplier. You should avoid any direct or indirect business connection with OCI’s customers, suppliers or competitors, except as required on OCI’s behalf.

A conflict of interest may arise when a manager or an employee takes actions or has interests that may make it difficult to perform his or her duties and responsibilities to the Company objectively and effectively.

- A conflict, or appearance of a conflict, might arise, for example, by accepting a gift or loan from a current or potential customer, supplier or competitor; owning a financial interest in, or serving in a business capacity with, an outside enterprise that does or wishes to do business with, or is a competitor of, the Company; serving as an intermediary for the benefit of a third party in transactions involving the Company; using confidential Company information or other corporate assets for personal profit, conducting business for another enterprise during our normal working hours or using Company property to conduct business for another enterprise.
- A conflict of interest may also arise when a manager, or employee, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position in the Company, such as gifts or loans from an entity or person with whom the Company does business.
- Managers and employees are prohibited from taking for themselves personally opportunities that are discovered through the use of Company property, information or position; from using company property, information or position for personal gain; and from competing with the Company.
- If a conflict of interest or appearance of a conflict of interest develops, the employee must report the matter in writing to his superior to determine what actions need to be taken to eliminate the conflict of interest.
- Where any employee has reason to believe that his involvement in an assignment would possibly cause a conflict of interest, he should immediately disclose this fact.
- Where it is clear that a material conflict of interest exists, a decision from the concerned GM should be taken and decline to act.



All employees should avoid any situation that may create or appear to create a conflict between their personal interests and the interests of the Company.

➤ **Involvement in other employment or business**

- Restriction on Employee engaging in similar business

The Employee acknowledges and agrees that his/her skills, experience and all particularized knowledge pertaining to the cable industry are unique and that it will be impossible for him/her to perform the duties undertaken by him/her without having access to confidential and other related information, trade secrets and the goodwill of the Employer, and that, having gained access to such, it would be impossible for him/her to perform services for a competitor of the Employer without using such to the severe competitive disadvantage of, and irreparable injury to, the Employer.

The Employee hereby agrees that he will not, during the term of his/her employment by the Employer and for a period of two years thereafter (the "Restricted Period") in any manner, directly or indirectly:

(a) be an associate of, as an officer, director, stockholder, partner, associate, employee, consultant, owner, agent, creditor, co-venturer, or otherwise – with or without compensation - any other business engaged in competition with the business of the Employer or any of its affiliated entities in Oman and Gulf Cooperation Council countries (GCC).

(b) hire, recruit or solicit for employment any employee, independent contractor or consultant of the Employer (or anyone who was so associated with the Employer during the previous three (3) month period), or induce or encourage any such person to terminate his/her association with the Employer, whether with or without compensation.

➤ **Anti-Bribery / Anti-Corruption**

OCI aims to ensure compliance with all applicable anti-bribery and corruption regulations and to ensure that the business is conducted in a socially responsible manner.

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

It is OCI's policy to conduct all of its business in an honest and ethical manner taking a zero-tolerance approach to bribery and corruption. OCI is committed to act professionally, fairly and with integrity in all its business dealings and relationships wherever OCI is operating and implementing and enforcing systems to counter bribery and corruption.



This covers:

**Bribes:** employees must not engage in any form of bribery, either directly or through any third party anywhere in the world.

**Gifts and hospitality:** Employees must not offer or give or accept any gift or hospitality which can be regarded as illegal or improper amounting more than five Omani rials unless approved in writing by the General Manager, unless such gift or donation is of a publicity type.

➤ **Fair dealings with third parties**

Employees involved in the negotiation of agreements and contracts on behalf of OCI must ensure that all statements, communications and representations are accurate and truthful. Employees must act honestly and fairly in all such business transactions.

➤ **Fair competition**

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Using improperly proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other illegal trade practice.

No employee is permitted to engage in price fixing, bid rigging, allocation of markets or customers, or similar illegal anti-competitive activities.

To maintain the Company's valuable reputation, compliance with our quality processes and safety requirements is essential. All inspection and testing documents must be handled in accordance with all applicable specifications and requirements.

The company supports competition based on quality, service and price. We will conduct our affairs honestly, directly and fairly. To comply with our policy of fair competition, employees:

- must never discuss with competitors any matter directly involved in competition between us and the competitor (e.g. sales price, marketing strategies, market shares and sales policies)



- must never agree with a competitor to restrict competition by fixing prices, allocating markets or other means
- must not arbitrarily refuse to deal with or purchase goods and services from others simply because they are competitors in other respects
- must not require others to buy from us before we will buy from them
- must never engage in industrial espionage or commercial bribery
- must be accurate and truthful in all dealings with customers and be careful to accurately represent the quality, features and availability of company products and services.

### **Coverage of this Code:**

In this Code, third party means any individual or organization the employee comes into contact with during the course of his work and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers and government and public bodies, including their advisors, representatives and officials.

This Code applied to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with OCI, or any of subsidiaries or their employees, wherever located (collectively referred to as “employees” in this Code).

### **Responsibility:**

Employees ensure reading, understanding and complying with this Code.  
This Code forms part of the induction process for all new employees.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for OCI and or having relationship with OCI. All employees are required to avoid any activity that might lead, or suggest, a breach of this Code.

Any employee who breaches this Code will face disciplinary action, which could result in dismissal for gross misconduct.

Reporting of any matter with relation to this Code is to be done as per OCI’s reporting policies.



### **Record-keeping:**

OCI must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties (including written records of all gifts and hospitality accepted or offered which will be subject to managerial review).

The Board of directors has overall responsibility / approval for this Code. The Chief Executive Officer has primary and day-to-day responsibility for implementing this Code and for monitoring its use and effectiveness. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this Code.

Internal control systems and procedures will be subject to regular audits to provide assurance that it is effective.

All employees are responsible for the implementation of this Code and should ensure they use it to disclose any suspected danger or wrongdoing.

This Code is part of the employees' obligations towards OCI which does not form part of any employee's contract of employment and it may be amended at any time by the Board of directors.