

CODE OF ETHICAL CONDUCT

1. Scope

To cover all business operations/relations that The MCL Group (Int) Ltd is involved in.

2. Purpose

To provide a documented statement of the self set code of conduct, to which all of our operations adhere. A Code of Conduct is a “Statement of principles and values that establishes a set of expectations and standards for how an organisation, government body, company, affiliated group or individual will behave, including minimal levels of compliance and disciplinary action for the organisation, its staff and volunteers.”
(Source: *Transparency International 2009*).

1. Staff must not offer or make any bribe, unorthodox or unauthorised payment or inducement of any kind to anyone.
2. Staff must not solicit business by offering any bribe, unorthodox or unofficial personal payment to customers or potential customers.
3. Staff must not accept any kind of bribe, unorthodox or unusual payment or inducement that would not be authorised by The MCL Group (Int) Ltd in the ordinary course of business.
4. Staff must clearly refuse any bribe or unorthodox payment and must do so in a manner that can lead to no misunderstanding or false expectation; and to report any such offers to line management and to The Risk & Compliance Officer immediately.
5. Staff must report any breaches of this policy or of any applicable law even if by doing so they have to disclose their own wrongdoing. Such reports must be passed to The Risk & Compliance Officer.
6. The MCL Group (Int) Ltd requires managers to maintain a working environment where staff can make reports of breaches of this policy in confidence and without fear of reprisals (also refer to point 9).
7. The MCL Group (Int) Ltd expects its business partners, suppliers and contractors to act with integrity and without thought or actions involving bribery and corruption and will, where appropriate, include clauses to this effect in contracts offered to any such third parties.
8. The MCL Group (Int) Ltd will actively investigate all reported allegations of fraud (the Group’s Fraud Policy can be requested from The Risk & Compliance Officer), corruption or abuse of position for personal gain involving the Group and its staff, wherever they might occur.
9. The MCL Group (Int) Ltd undertakes that, except for knowingly reporting false accusations, every employee may report allegations without fear of retaliation.

- 10.** The MCL Group (Int) Ltd and its staff will not make direct or indirect contributions to political parties, organisations or individuals engaged in politics, as a way of obtaining advantage in business transactions. The MCL Group (Int) Ltd will publicly disclose all its political contributions.
- 11.** The MCL Group (Int) Ltd will ensure that charitable contributions and sponsorships are not used as a subterfuge for bribery. The MCL Group (Int) Ltd will publicly disclose all its charitable contributions and sponsorships.
- 12.** Compliance with this Ethical Code of Business Conduct (and the policy that it forms an integral part of) is mandatory for all staff (including directors) and The MCL Group (Int) Ltd will apply appropriate sanctions for violations of this Code and the policy.
- 13.** The MCL Group (Int) Ltd conducts due diligence before entering into a joint venture or consortium.
- 14.** The MCL Group (Int) Ltd will not channel improper payments through agents or other intermediaries.
- 15.** The MCL Group (Int) Ltd undertakes properly documented due diligence before appointing agents and other intermediaries.
- 16.** All agreements with agents and intermediaries require the prior approval of senior management.
- 17.** Compensation paid to agents and other intermediaries must be appropriate and justifiable remuneration for legitimate services rendered.
- 18.** Agents and other intermediaries must contractually agree to comply with this policy and are provided with appropriate advice and documentation explaining this obligation.
- 19.** The MCL Group (Int) Ltd contractually requires its agents and other intermediaries to keep proper books and records available for inspection by the Group, auditors or investigating authorities.
- 20.** The MCL Group (Int) Ltd monitors the conduct of its agents and other intermediaries and has a right of termination in the event that they pay bribes or act in a manner inconsistent with this policy.
- 21.** With regards to contractors and suppliers, The MCL Group (Int) Ltd conducts its procurement practices in a fair and transparent manner.
- 22.** The MCL Group (Int) Ltd avoids dealing with contractors and suppliers known or reasonably suspected to be paying bribes. The Group undertakes due diligence, as appropriate, in evaluating prospective contractors and suppliers to ensure that they have effective anti-bribery policies.
- 23.** The MCL Group (Int) Ltd makes this policy known to contractors and suppliers and requires their acceptance and adherence to this policy.
- 24.** The MCL Group (Int) Ltd monitors significant contractors and suppliers as part of its regular review of relationships with them and has a right of termination in the event that they pay bribes or act in a manner inconsistent with this policy.

25. The MCL Group (Int) Ltd makes it clear that no employee will suffer demotion, penalty, or other adverse consequences for refusing to pay bribes, even if such refusal may result in the Group losing business.
26. The MCL Group (Int) Ltd has established and maintains an effective system of internal controls to counter bribery, comprising financial and organisational checks and balances over the Group's accounting and record keeping practices and other business processes related to this policy.
27. The MCL Group (Int) Ltd has established feedback mechanisms and other internal processes supporting the continuous improvement of this policy. Senior management of the Group monitor the policy and periodically review the policy's suitability, adequacy and effectiveness, and implement improvements as appropriate.



Richard O'Donnell
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