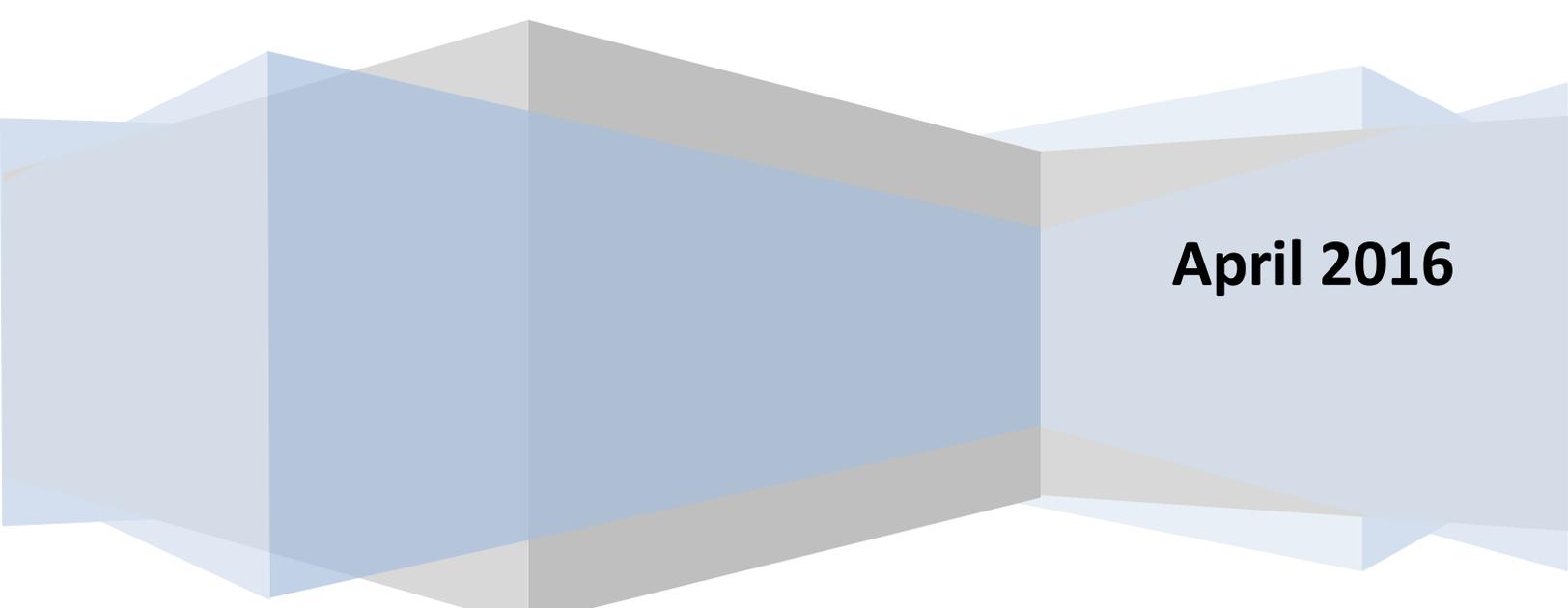


DAL Group Company Ltd

THE CODE OF BUSINESS CONDUCT



April 2016

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Introduction

The reputation that DAL has built over the years for high ethical standards is one of its greatest business assets. To share the responsibility to preserve and enhance this asset, the company has documented the **Code of Business Conduct** (COBC) for its employees.

This policy covers in brief the general rules for DAL Business Ethics and sets the outlines that govern the activities of DAL and the guide to the appropriate conduct, and to which employees and others who work with, or represent DAL directly or indirectly, must adhere. The Code is distributed to all employees and directors and other business partners associated with the business of the Company, and offers guidance for professional conduct which include the following key points:

1. Responsibilities of DAL Employees

1.1 Standards of ethical behavior

Maintaining ethical standards, including appropriate internal controls and adherence to local laws and regulations is the responsibility of every member of DAL family. Early identification and resolution of ethical issues that may arise are critical to maintaining our commitment to world-class business practices.

All employees are expected to treat compliance with ethical standards as a critical element of their responsibilities, with the ultimate object that each of us knowing that we have done the right thing.

If you have any questions regarding the best course of action in a particular situation, or if you suspect a possible violation of a law, regulation or DAL ethical standard, you should seek advice from the appropriate authority, which could be:

- Your immediate supervisor
- Human Resource Manager
- Head of your function
- Compliance Officer
- Chief Financial Officer
- Managing Director
- Internal Auditor
- Board of Directors

1.2 Protecting Corporate Assets

DAL's assets are to be used only for the legitimate business purposes of the Company, by authorized employees or their designees only.

Corporate assets (physical and intellectual) must not be used for personal benefit. Misappropriation of corporate assets is a breach of your duty to DAL and may constitute an

act of fraud and criminal breach of trust against you. Similarly, carelessness or misuse of company assets is also a breach of your duty and constitutes Criminal Breach of Trust i.e. crime punishable under the law.

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—may result in termination and criminal prosecution.

The Company treats workplace theft of assets belonging to other employees the same way it treats theft of Company assets.

The company's telephone, internet, e-mail and voice-mail systems are primarily for business purposes, only occasional use of phone and e-mails for personal purposes at work place is acceptable, you should avoid using the telephone or e-mail systems in any manner that might cause harm to the Company.

1.3 Accuracy of Company Records and Reporting

Records, data and information owned, used and managed by DAL must be accurate and complete and must be maintained in sufficient detail to reflect the company's transactions accurately.

Financial statements must always be prepared in accordance with generally accepted accounting principles to fairly represent the financial status of the company.

DAL is also committed to accuracy in tax-related records, and to tax reporting in compliance with the applicable laws.

As DAL Employees we are personally responsible for the integrity of the information, reports and records under our control and to:

- Exercise good judgment and standards of good practice when creating company records, including e-mail; and
- Maintain company records accurately and retain them in accordance with law.

2. Workplace Responsibilities;

2.1 Fair Employment Practices and Diversity:

DAL believes that diversity in its staff is critical to its success as an organization.

We are committed to, providing equal opportunities to all our employees and all qualified applicants for employment without regard to their race, caste, religion, colour, ancestry, marital status, gender, age or nationality.

All employees, regardless of level, shall endeavor to meet the following objectives:

- Respect each employee, customers, suppliers and contractors, showing courtesy and consideration and fostering personal dignity. Encourage employees to voice their opinions freely about the policies and practices of the Company by communicating and practicing DAL policy;
- Keep colleagues and co-workers generally informed of the policies, plans and progress of the Company through regular communications;
- Afford colleagues and co-workers a reasonable opportunity, consistent with the needs of the company, for training to become better skilled in their roles;
- Encourage promotion from within, consistent with the needs of the Company, whenever qualified employees are available.
- Assure uniformly fair compensation and benefit practices that will attract, reward and retain quality employees.

2.2 Harassment and Intimidation:

DAL's policy is to provide a workplace free from tensions or intimidation.

Harassment of employees, applicants for employment, customers, contractors, suppliers, vendor or visitor, by other employees, whether based on a person's race, gender, color, creed, religion, national origin, citizenship, age, disability, marital status, ancestry, veteran status or socioeconomic status, constitutes violation of company's policy, and is repugnant and completely inconsistent with our tradition of providing a respectful, professional and dignified workplace. Any employee, who feels threatened and harassed, must be in a position to communicate his / her feelings without fear to the immediate superior or the next higher level or the Human Resource Manager.

2.3 Drug-Free Workplace:

To meet its responsibilities towards employees, customers and investors, DAL's policy is to maintain a healthy and productive work environment. Misusing controlled substances or selling, distributing, possessing, using or being under the influence of illegal drugs on the job is absolutely prohibited and will subject you to termination as well as criminal liability.

2.4 Safety in the Workplace and the Territory Environment

DAL strives to provide a safe and healthy working environment and complies in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in. DAL shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the

development, production, use and disposal of any of its products and services on the ecological environment. Hence, each of us must comply with all applicable health and safety policies. Questions, if any, about these laws and guidelines should be directed to your supervisor / Health and Safety team.

2.5 Maintaining Discipline at workplace

DAL endeavors to maintain the best of employment practices and envisages a mutual commitment between the company and employees towards effectively maintaining the same. Discipline, therefore, would include:

- Punctuality and respect for time
- Good housekeeping, cleanliness
- Limited personal telephones / e-mails during office hours

DAL also expects compliance to the following by all employees and directors while executing individual responsibilities:

- High level of service orientation and honoring commitments
- Meeting reporting timelines and doing the job without follow ups
- Respecting and understanding the requirement of jobs of other colleagues and working collaboratively across geographies and functions.
- Transparency and openness
- Looking after employees' development needs
- Focusing on results
- Taking personal responsibility and ownership
- Intellectual integrity.

2.6 Compliance with Laws and Internal Regulations:

DAL Is committed to do its business in compliance with applicable laws and internal regulations.

3. Representing DAL to Customers and Other External Entities

3.1 Fair Treatment

DAL is committed to dealing fairly with its consumers, customers, suppliers, competitors and employees. No person may take unfair advantage of anyone through manipulation, concealment, abuse of confidential information, misrepresentation of material facts or other unfair dealing practice.

3.2 Quality of Products & Services

DAL is committed – without compromise- to producing and marketing goods of the highest quality standards to ensure total consumer and customer satisfaction. The quality standards of the company's products should meet the highest standards, nationally and internationally, at all times. Quality standards also apply to the services we provide to our distributors, customers, consumers and suppliers externally.

3.3 Media, Publishing and Public Appearances

Speeches, media interviews, and other public appearances in connection with DAL must first be approved internally;

Any inquiry from the media relating to DAL should be referred to the Compliance Officer, either through your General Manager or directly to the Compliance Officer. Only officially designated spokespersons may provide comments for the media.

3.4 Financial Reporting & Records

DAL shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards (IFRS- International Financial Reporting Standards) which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company conducts its business affairs.

Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to company auditors and other authorized parties and government agencies. There shall be no willful omission of any company transactions from the books and records, no advance income recognition and no hidden bank account and funds.

3.5 Dealing with Third Parties

In order to make the best use of company assets and deliver value to our shareholders, DAL's policy is to purchase all goods and services on the basis of most competitive price, quality, availability, terms and service. Suppliers and service providers must adhere to DAL policies whenever appropriate and agree to keep any relationship with DAL confidential. All suppliers must comply with applicable nondiscrimination laws.

DAL's should ensure the following while dealing with suppliers / vendors / contractors:

- Company gets value for money without sacrificing quality / business ethics.
- Contracts are awarded solely on merit basis.
- Limited information dissemination across all third party layers.

- No personal favors/ advantages/ financial obligation are accepted.
- No sharing of company's proprietary / confidential information.
- Refuse any offer of premises to be arranged by the third party for personal benefit, during official visits or otherwise.

It has to be noted that any third party, having business dealings with DAL viz. consultants, agents, sales representatives, distributors, contractors, suppliers, etc. shall not be authorized to associate or do business with DAL if their business conduct and ethics are known to be inconsistent with this Code. No third party service provider to DAL will use the company's name for vested interest.

3.6 Gifts, Favours and Entertainments

Gifts

➤ Receiving Gifts

DAL and its employees shall not receive, directly or indirectly, any payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favors for the conduct of its business. You should never accept a gift in circumstances in which it could even appear to others that your business judgment has been compromised. Similarly, you may not accept or allow a close family member to accept gifts, services, loans or preferential treatment from anyone - customers, suppliers or others - in exchange for a past, current or future business relationship with DAL.

However, in instances where organizations offer gifts/ special discounts for their business associates of their products/ services, it becomes obligatory to obtain a positive affirmation that the benefit enjoyed by you is consistent with the policy of the business associate and is not being extended only to an individual, subject to the following important limitations:

- The gift or favor must be of nominal value not exceeding SDG.1000 (Sudanese Pound One Thousand) and must involve no more than normal sales promotion or publicity of the giver.
- Social amenities must be appropriate and limited, and must never give the appearance of impropriety.
- Any discounts on goods or services offered to you by any of the above mentioned business associates must be made generally available and cannot be for your benefit only.
- You may not borrow money, except from qualified financial institutions on generally available terms.

➤ **Giving Gifts**

You will not offer a gift or favor to those who do - or seek to do - business with DAL unless it involves DAL-approved sales promotion, advertising, or publicity OR unless it meets this two-pronged test:

- It is properly authorized by the Managing Director and endorsed by the Chief Financial Officer; and
- It does not risk appearing to compromise your business relationship.

➤ **Reporting Gifts**

Employees must receive approval from the Compliance Officer or the next higher level before they accept any gift having a value of over SDG. 1000 (Sudanese pound One Thousand) which comes to them through their normal sales promotion or publicity of the giver and the gift offered is not for the employee or director as an individual, but is consistent with the policy of the business associate. This applies equally to giving gifts to suppliers or vendors or non-government customers.

➤ **Other Benefits**

Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of an employee of DAL where the individual is in a position to influence the decision with regard to such benefits is also strictly prohibited.

Entertainment

Business entertainment of non-government employees occurring in connection with business discussions or the development of business relationships is generally deemed appropriate in the conduct of official business. This may include business-related meals and trips, refreshments before or after a business meeting, and occasional sports, theatrical or cultural events. Entertainment in any form, that would likely result in a feeling or expectation of personal obligation should not be extended or accepted. This applies equally to both giving and receiving entertainment.

4. Privacy / Confidentiality

4.1 Proprietary and Confidential Information

While working for DAL you must protect the confidentiality of nonpublic information you obtain or create in connection with your activities for DAL. You must not disclose proprietary or confidential information about -DAL, its customers, suppliers, distributors, agencies or employees - to anyone (including other DAL personnel) who is not authorized to receive it nor has need to know the information. The only exceptions are when such disclosure is authorized by the customer, supplier or distributor, or by applicable law or appropriate DAL authorities.

Examples of proprietary and confidential information include: Any system, information or process that gives DAL an opportunity to obtain an advantage over our competitors;

- Non-public information about DAL's operations,
- Results, strategies and projections including those on acquisition and divestiture of businesses or business units,
- Non-public information about DAL's business plans, business processes and client relation-ships;
- Non-public employee information;
- Non-public information received in the course of your employment about customers, suppliers and distributors;
- Information about DAL's technology, systems and proprietary products.
- Financial information such as profits & earnings.
- Announcement of new product introductions or developments.
- Asset revaluations.
- Investment decisions/plans.
- Restructuring plans.
- Major supply and delivery agreements.
- Raising finances
- Any creation or of the employee during his tenure with DAL would be deemed to be proprietary to the company and will not be used by the individual employee at any point of time.

You must take precautionary measures to prevent unauthorized disclosure of proprietary and confidential information. Accordingly, you should also take steps to ensure that business-related paperwork and documents are produced, copied, faxed, filed, stored and discarded by means designed to minimize the risk that unauthorized persons might obtain access to proprietary or confidential information. You should also ensure that access to work areas and computers is properly controlled.

4.2 Privacy of Customer Information and Data Protection

An employee of DAL and his / her immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company or the Group, which is not in the public domain and thus constitutes insider information. Keeping customer information secure and using it appropriately is therefore a top priority for all of us at DAL. You must safeguard any confidential information our customers share with us and must ensure that we use customer information only for the reasons for which the information was gathered, unless further use is allowed by law.

4.3 Privacy of Employee Information

DAL recognizes and protects the privacy and confidentiality of employee medical and personnel records. Such records must not be shared or discussed outside DAL, except as authorized by the employee or as required by law, rule, regulation or court summons or order issued by a court of competent jurisdiction or requested by a judicial or administrative or legislative body. Requests for such records from anyone outside the company under any other circumstances must be approved by the Compliance Officer

5. Investments and Outside Activities

5.1 Financial Interests

You must inform DAL of any financial interest held by you, or by members of your family, in any organization that is not publicly limited and with which DAL does business, and of any financial interest you hold in either of the following:

- An organization that is not a corporation with which DAL does business.
- A privately owned corporation (i.e., one that is not publicly traded) with which DAL does business.

You must also disclose to DAL any of the following interests that a family member holds, if the organization does business with DAL:

- A financial interest in a privately owned corporation or in any other private entity.
- An ownership interest - or the right to acquire ownership - in excess of 1% of a publicly owned organization.
- In addition, you must report any other monetary interest that you or any of your family members have in any business transaction with DAL.

- Financial interests in an organization that does not do or seek to do business with DAL do not have to be disclosed under this policy.
- Once a financial interest has been reported, you may retain it unless DAL determines that such financial interests might influence your conduct as an employee. If this happens, DAL will notify you and discuss the best way to resolve the matter.

Such declaration must be given at the beginning of every calendar year.

Without first getting a special waiver, you and / or your ***family members*** must not acquire or hold any of the following financial interests in an organization with which DAL does business:

- Any interest as a proprietor or partner.
- Any interest exceeding 1% of the total stocks or bonds of a company.
- Any interest in the form of a loan, advance, or other financial arrangement in an amount greater than 1% of the combined capital and debt of a company (Whether or not publicly owned).

If you hold, or intend to acquire an interest listed above, or directorship in any organization, you must get the written approval of the Compliance Officer. You are responsible for knowing and abiding by any DAL corporate policies that may be applicable to you.

Business contracts with DAL

You must not be personally involved in any business transaction that DAL may undertake with the organization in which you have a financial interest.

5.2 Conflicts of Interest

➤ Investments

YOU must not make any personal investment in an enterprise if the investment might affect or appear to affect your ability to make unbiased business decisions for DAL. If you made such an investment before joining DAL, or your position at DAL changes in such a way as to create a conflict of interest or the appearance of such a conflict, you must report the facts to the Compliance Officer. Investments subject to this provision include your or your relatives subscribed share capital of any company or a share in any firm which is an actual or potential competitor, supplier, customer, distributor, joint venture or other alliance partner of DAL (The ownership of up to 1% of the subscribed share capital of a publicly held company shall not ordinarily constitute a financial interest for this purpose).

➤ **Use of DAL Name, Facilities or Relationships**

You should not use DAL's name, facilities, or relationships for personal benefit or for outside work. Use of DAL's name, facilities or relationships for charitable or pro bono purposes can be made only with prior approval from the Compliance Officer and only after any other notification and approvals in accordance with the policies of your business unit.

➤ **Corporate Opportunities**

You owe a duty to DAL to advance its legitimate interests when the opportunity to do so arises. You may not take for yourself a corporate opportunity that is discovered in the course of your employment or through the use of corporate property, information or position, nor may you compete against the company.

➤ **Related Party Business Dealings**

You must notify your Manager and the Compliance Officer of any business relationship or proposed business transaction DAL may have with any company in which you or a related party has a direct or indirect interest or from which you or a related party may derive a benefit, or where a related party member is employed, if such a relationship or transaction might give rise to the appearance of a conflict of interest (for example, if you or a family member own or control property of significant value that DAL is either purchasing or leasing).

➤ **Personal Business Dealings**

You should not involve yourself in conducting business on behalf of DAL or influence a decision with regard to the Company's business with a supplier or customer of which your relative is a principal, officer or representative, resulting in his / her benefit. Any nonstandard business arrangements between DAL personnel and DAL must be pre approved by the appropriate authority.

Notwithstanding that such or other instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested employees should be made to the Compliance Officer. It is also incumbent upon every employee to make a full disclosure of any interest which the employee or the employee's immediate family, which would include parents, spouse and children, may have in a company or firm which is a supplier, customer, distributor of or has other business dealings with his / her Company.

Every employee who is required to make a disclosure as mentioned above shall do so, in writing, to his / her immediate superior who shall forward the information along with his / her comments to be placed before the Compliance Officer and Managing Director / Chief Financial Officer and if the individual concerned is of the rank of a General Manager and / or above then to the Audit Committee. Upon a decision being taken in the matter, the employee concerned will be required to take necessary action as advised to resolve / avoid the conflict. Failure of the employee to make such disclosures would be constituted as a conflict of interest, wherein, the management would take a serious view of the matter and consider suitable disciplinary action against the employee.

6. Corporate Social Responsibility

6.1 National Interests

DAL shall not undertake any project or activity to the detriment of the nation's interests, or those that will have any adverse impact on the social and cultural life patterns of its citizens. DAL shall conduct its business affairs in accordance with the economic, development and foreign policies, objectives and priorities of the nation's government, and shall strive to make a positive contribution to the achievement of such goals at the national, regional and international level, as appropriate.

6.2 Corporate Citizenship

DAL shall be committed to be a good corporate citizen not only in compliance with all relevant laws and regulations but also by actively assisting in the improvement of the quality of life of the people in the communities in which it operates with the objective of making them self reliant. Such social responsibility would comprise, to initiate and support community initiatives in the field of community health and family welfare, water management, vocational training, education and literacy and encourage application of modern scientific and managerial techniques and expertise

7 Working with Governments

Conducting business with governments is not the same as conducting business with private parties. These transactions often are covered by special legal rules. You should consult with the Compliance Officer to be certain that you are aware of any such rules and you must have approval of Section Head before providing anything of value to a government official.

The company prohibits the payment of bribes to government officials. "Government officials" are employees of any government anywhere in the world, even low-ranking employees or employees of government-controlled entities. The term "government officials" also includes political parties and candidates for political office. It is your obligation to understand whether someone you deal with is a government official. When in doubt, consult the Compliance Officer.

- The company may hire government officials or employees to perform services that have a legitimate business purpose, with the prior approval of the Section Head. For example, an off-duty police officer might provide security. Government officials should never be hired to perform services that conflict with their official duties.
- Political contributions by the company must be in accordance with local law. They must be approved by the Board of Directors and properly recorded.

Note:

Compliance Officer, wherever mentioned on this code, refers to the Head of-Legal and Compliance, or any other authority appointed by the Board of Directors , specifically for the purpose of administering the Code, investigating violations of the Code.