

NATIONAL CEREALS PRODUCTS LIMITED

Code of Conduct – Directors & Senior Management

The Board of Directors (“Board”) of National Cereals Products Limited (“the Company”) and the senior management of the Company, subscribe to this “Code of Conduct”. Senior management will include all employees at the General Manager or higher levels.

It is expected that all concerned would:

- dedicate sufficient time, energy and attention to the Company to ensure diligent performance of their duties of office and in exercising their powers attached to that office;
- act honestly and use their powers of office, in good faith and in the best interests of the Company as a whole and fulfill their fiduciary obligations to Company’s shareholders;
- enhance shareholders value and comply with all applicable regulations and laws that govern the Company’s business;
- protect confidential information regarding the Company, its vendors and other counterparties and ensure proper use of such information only for the purpose the information is provided for;
- disclose potential conflicts of interest that they may have regarding any matter and comply with applicable laws and guidelines, if applicable;
- not engage in conduct likely to bring discredit upon Company;
- ensure adequacy of systems and controls to protect Company’s assets and property and ensure its efficient use for business purposes;
- report the suspected violations of this Code to the Chairman of the Board of the Company or any of its Directors;
- not accept gifts from persons or firms who deal with the Company where the gift is being made in order to influence the directors / senior management actions or decisions, or where acceptance of gifts could create the appearance of a conflict of interest;
- commit to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices.
- abide by all applicable anti-bribery and corruption laws in every sphere in which it does business, so as to comply with the requirements preventing improper payments under all applicable anti-bribery and corruption laws.
- affirm the compliance with the code on annual basis to the Company Secretary of the Company;
- comply with all the applicable laws, regulations, Company’s policies including Company’s Code of Conduct on (prevention of) Insider Trading.

Additionally, Independent Directors of the Company shall comply with the Code of Conduct for Independent Directors as set out in Schedule IV of the Companies Act 2013, as amended from time to time.

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