**POLICY ON CODE OF CONDUCT**

**SCOPE**

The principles of the code apply unconditionally to all operations and any subsidiary companies which may in future be wholly owned by the company. The company may also seek to apply the code to suppliers and customers and will communicate the code and will actively encourage them to work towards adopting and implementing its principles within their area of operations.

**PURPOSE**

Application to the code is a continuous process aimed at achieving the highest standards of safety: the treatment of employees, business and local communities with dignity and respect. In applying the above, Kay Group will seek to ensure that all its operations are conducted with honesty, integrity and openness and with respect for the rights and interest of the company’s employees. Similarly the company will also respect the legitimate interests of all those whom it has relationships.

**POLICY**

Kay Group will comply with all applicable local, national and cross border laws and regulations in each of the countries it operates. In countries where there is no law or regulation governing a particular activity or operation, Kay Group will seek to conduct its business in consistent with the principles of this code.

**EMPLOYEES**

The Management will strive to make Kay Group an enjoyable and rewarding place to work which nurtures and develop its employees for the benefit of the individual, the company and the community.

To this end the company is committed to maintaining a work place built on trust, honesty, and fair treatment and respect individual rights. The company recognizes that a successful and sustainable business should allow its workforce the opportunities and incentives to develop their particular skills while at the same time giving the opportunity for the employee to live a full life outside workplace. To meet this goal, Kay Group applies principles which are based on internationally recognized human rights in the workplace as enshrined in the International Labour Organization Conventions**.**

**HEALTH AND SAFETY**

The company places the highest priority on ensuring that its facilities are safe for employees and all those who may visit its sites. The company sees this not only as a legal and humanitarian responsibility but as key to ensuring business operational efficiency. To this end, the company has adopted internationally accepted standards relating to workplace health and safety, implementing a program which seeks to pro actively minimizes incidents and accidents through continuous training wherever possible. Such programs apply across all the group activities.

**COMMUNITY INVOLVEMENT**

Kay Group has traditionally sought to support the communities in which it operates. The company has given a commitment that it will take an active leadership role in addressing sustainability issues by sharing its knowledge for the benefit of the communities within which it operates and society in general. To this end Kay Group is committed to ensuring that its impact is positive and that activities undertaken do not impact negatively on local communities. The company strives to build relationship with local organizations, and recognizes that prosperous and healthy communities are central to a sustainable business.

**POLITICAL NON ALIGNMENT**

Kay Group as a normal business activity may lobby the Government and inter-governmental bodies either directly or through trade associations which legitimately promote policies that encourage business and achieve workable legislation. Kay Group is not however, politically aligned and accordingly its employees in their official capacity shall not offer direct or indirect support to any specific political party or campaign.

**ENVIRONMENT**

Kay Group aim to have a zero net impact on the environment as a minimum standard while overall committing to make a positive contribution to environment recovery and elasticity. This aim is achieved by upholding defined key environment standards throughout all company’s operation. Involving itself with community activities aimed at sustaining a conducive environment for all, human beings and animals, by planting tress, not interfering with the mangrove trees and other habitats.

**BUSINESS INTEGRITY**

Kay Group adheres to all national legislation and is committed to conducting its business in accordance with the highest ethical standards including integrity and fairness. As such its employees are expected to maintain the highest standards of professionalism in their dealings with others. Employees are not permitted to accept bribes or make illicit payments to advance Kay Group interests. Employees shall neither receive nor offer or make directly or indirectly any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or could be perceived to obtain business or nominal gifts which are customarily given.

**CONFLICT OF INTEREST**

Kay Group employees will not engage in any business relationship or activity which might conflict with the interest of the company. A conflict of interest, actual or potential, may arise where, directly or indirectly:

* *An employee, without the prior approval of the Directors, accepts employment or a position of responsibility with any other organization while still in our employment.*
* A*n employee engages in activity in the course of which the employee would use or might be tempted or induced to use company property or information for their own interest.*
* *An employee engages in a business relationship or activity with any party that has a business relationship with the company and is in a position to derive a personal benefit to any of his relatives/friend by making or influencing decisions relating to any transactions. This includes investing in a business with which the company has a relationship, on the basis of information not in the public domain.*
* *An employee engages in activities and interest that are in competition to the business of the company OR activities which complements the business of the company for their own personal gain.*
* *An employee allows a spouse or other relative to work in the same sections or departments as the employee and where there is possibility of conflict of interest. For this reason, all relationships amongst employees must be declared and formally sanctioned by management.*
* *Any recruitment of employees or procurement of goods and services occurs where the employee has an actual or potential personal interest.*

If an employee engages in any of the above mentioned conflicts they will be liable for disciplinary action including summary dismissal.

**COMPETITION**

Kay Group is committed to the principles of lawful and free competition and to competing vigorously based strictly on merits of the company’s products and services. Kay Group abides by, and all employees must also abide by, the provision of the competition and legislation, rules and regulations prevailing in the various countries within which the company does business. Trust is essential to the business success of Kay Group and involves maintaining positive relationship with customers, suppliers and other stakeholders. Kay Group forbids any understanding agreement or practice with competitors, customers or suppliers which might lead to anti-competitive pricing, market allocation or other restrictions of competition.

**WHISTLE BLOWING**

Kay Group supports its employees and other stake holders who may come forward with any information concerning any action or alleged violations of the Code. The company maintains a reporting procedure for whistle blowing which is available to all employees.

**IMPLEMENTATION**

Responsibility for implementation of this code ultimately rest with management of Kay Group and the Directors. Heads of Departments are however expected to oversee implementation of this code or variations of the code which incorporate provision specific to individual departments and as such will be responsible for communicating its content to employees and business partners. They will be required to take appropriate steps where necessary to ensure implementation and ongoing compliance. Where necessary this will include auditing monitoring and implementing corrective action plans to address deficiencies.

Employees will be asked to confirm that they have read, understood and agreed to abide by the terms of the code.

**REVIEW**

Kay Group recognizes that there may be circumstances which result in the need to review this code and the way in which it operates. As a result the code will be periodically reviewed to ensure that its contents and implementation remain effective and appropriate to meet the company’s requirement.