

AGRICULTURAL BUSINESS PARKS (ABP)
DEMOCRATIC REPUBLIC OF CONGO

CODE OF ETHICS AND CONDUCT

agroparksdrc.com



DRC
Agricultural
Business Parks

1. INTRODUCTION

The Agricultural Business Park initiative (ABP) values the reputation and integrity of any operator and business company with which it associates or conducts business. The reputation of the initiative and its ability to be a leader in the agro-industrial sector is dependent on the quality of work and integrity of ABP employees and partners.

The ability of gaining and maintaining a good reputation depends on the everyday choices and actions of the employers and employees, who play a fundamental role in the organization.

Thus, for every ABP entity and its affiliates, it is expected from every employee and partner that they understand that they represent the ABP in their dealings and relationships with other companies, customers, service providers, competitors, governments, investors,

or the general public, irrespective of their sector of activity and level of responsibility. It is therefore important that their actions reinforce the good reputation of the company.

Therefore, every ABP entity is committed to perform its activities by abiding to the strict respect of the laws and regulations in place, and will ensure that every employee shares the same commitment to uphold existing laws and regulations.

The principles stated within thus constitute the fundamental norms of behavior expected from all the employees, and the managers are accountable not only for their own actions but are also responsible for promoting an organizational culture that values the respect of the current code and laws that are in place.

2. SCOPE, OBJECTIVES AND PRINCIPLES OF THE CODE

2.1. Scope of the code

The present Code applies to all the ABP employees, managers, partners, or collaborators. The application and respect of the code as well as the underlying policies and procedures constitute a requirement for employment or association with the ABP.

Thus, when referring specifically to the range of industrial activities dealing with the processing of raw materials related to agriculture, animal husbandry, or fishing into food products aimed for human consumption and other agricultural byproducts, there is a need to establish norms for compliance and planning which have the ultimate goal of helping people live virtuously and honestly.

In order to ensure good governance in the agricultural sector, in respect to human rights, labor norms, environmental management and the fight against corruption, the present code of good conduct and ethics has to be respected by all the ABP social partners.

2.2. Code objectives

The present code aims at:

- (1) promoting integrity and transparency in doing business and in the relationship between companies, business partners, including customers, associates, service providers as well as the government, the general public, and the media;
- (2) promoting a work climate that favors a high sense of accountability and ethics;
- (3) ensuring to every collaborator the minimum rights that are laid out by law
- (4) defining the rules that are common to all and that help ensure compliance with the operations of the company and in line with the legislation in place.

2.3. Principles

2.3.1. Principle of transparency

The ABP operators are committed to a high degree of transparency with respect to the partners and the general public in accordance with the governing principles of the company while preserving strategic and commercial confidentiality which is inherently necessary to the company. This commitment requires the implementation of tools aimed at improving economic transparency on

the production circuits and commercialization of goods and services, enabling systematic analyses of common objectives such as: price analysis, observations of the mechanisms for determining prices and margins, etc.

Transparency aims at complying with the following obligations:

- showing impartiality and not giving preferential treatment to any private or individual agency;
- allowing the consumer to check the quality, the origin and the conditions of manufacturing and the manufacturing itself;
- ensuring traceability along the agriculture supply chain: transparency with respect to the risk level of slaughterhouses and animal husbandry;
- making public the agendas and the minutes of scientific meetings as well as those of food science groups;
- regularly publishing accessible information on the operational performances and financial conditions of the company, while making internal audits to ascertain their accuracy, and if necessary, commissioning audits by external independent professionals;
- only the people duly authorized can take decisions with respect to expenses;
- to not take advantage of one's status to serve any criminal intentions;

- to avoid engaging resources that would benefit one's own interests to the detriment of the science of nutrition
- to never place the interests of the shareholders above public health concerns;
- to avoid reasoning oriented towards excessive profit.

2.3.2. Regarding the principle of loyalty

All ABP companies and operators have an obligation of loyalty. As a result, all collaborators must fulfill their duties with respect to their companies and contribute to the commercial interests of the Park by behaving correctly and objectively.

2.3.3. Regarding the principle of integrity

Having integrity means behaving honestly and being authentic. By behaving with integrity we give a positive impression about the values and reputation of the organization.

Behaving with integrity goes beyond protecting the good reputation of the ABP and not engaging in criminal activity. Its helping to maintain a good work environment where all the employees are proud. This means behaving honestly and treating everyone (clients, associates, suppliers and consumers) with equality and dignity.

3. ESSENTIAL RULES OF ETHICS AND CODE OF CONDUCT IN BUSINESS TRANSACTIONS

3.1. Basic behavioral requirements and accountability

3.1.1. Respect of rules, regulations, and norms

The respect of current rules, regulations, and norms is an important element for the sustainable success of the ABP initiative. When doing business, in agricultural matters, the operators are urged to respect the rules, the regulations, the norms, the guidelines, and related international conventions in place. This respect implies doing business in the agriculture sector, not only with integrity and honesty, but also by displaying mutual respect towards social partners.

Each employee, subcontractor, service provider or any other person working in relation with the ABP has the duty of conforming to the legislation, the regulations, and the norms and directives to which they are constrained.

It is forbidden to the ABP operators to engage in or tolerate any illegal activity, to encourage or instruct others to engage in illegal activity,

and to be an obstruction to any eventual judicial procedures.

Agro-industrial companies are legally responsible for the health safety of the foods they produce, process, store or sell. Because of this, it is mandatory for them to take preventive measures by identifying and mastering risks before they compromise food safety.

In agro-industrial business practices, agricultural operators are required to respect national regulations and laws. This implies doing business with integrity, honesty, mutual respect between social partners and transparency in all activities.

The reputation of the ABP implies a high degree of accountability from its operators who must impose upon themselves to never engage with financial means of criminal origin, notably, money and capital laundering, war crimes, fiscal and custom fraud.

To this effect, the managers of the ABP and affiliated companies are accountable for the management and supervision of business transactions.

The respect of this obligation is through the respect of specific industrial health safety standards (good hygiene practices); providing a safe working environment for

personnel based on good practices from other national and international agriculture companies; putting in place procedures that are even stricter than the ones required by law (minimum standards required for agro-processing and agriculture to ensure food safety).

All ABP employees, including managers and affiliates must execute their contracts with responsibility, exemplary, and competence.

3.1.2. Mutual respect, honesty, and integrity

It is important that every entity associated to the ABP require of its employees that they be endowed with honesty and integrity, that they respect the norms that are defined by the present code wholeheartedly and with a sense of accountability. Because of this, they must deal with their colleagues in a professional manner, on the basis of mutual respect, trust, and individual dignity.

The Agribusiness Park operators are committed to establish long term relationships that are mutually beneficial and conform to the deontology and ethical principles with their business partners and the other stakeholders. They are committed to recognize and respect the rights and interests related to intellectual property, commercial confidentiality, invention or software licenses and their patents.

3.2. Protection of essential rights

3.2.1. Equality of opportunities on the basis of merit and competence.

The ABP is meant to be a place of cultural diversity with equitable working conditions. Thus, concerning employment, in-house training, promotion, discipline, and various aspects related to employment, no discrimination will be tolerated based on race, skin color, religion, sex, age, nationality, sexual orientation, handicap, marital status or otherwise.

All employees are given a document stating the conditions of their employment. The pay and the conditions are fair and in conformity with the national regulations and laws. The working hours must be in compliance with the national regulations/laws.

The Agro-business Park operators must refrain from discriminatory practices in matters of employment and intimidation. They must increase the status of the employees by paying decent salaries and encouraging equity.

3.2.2. Liberty to Unionize

In accordance to the applicable laws, all employees have the right to form or join a union or any external

organization and have the right to collectively negotiate.

3.2.3. Ban on any form of harassment (sexual or moral)

The ABP will not tolerate any form of harassment among its employees in their professional life. Harassment may be verbal, physical, or visual with the intended aim of creating a climate of aggressiveness, hostility, or intimidation.

Sexual harassment, in particular, can be characterized by making advances, asking for sexual favors, non consensual physical contacts or constant and undesirable suggestions of a sexual nature. Other forbidden behaviors are the following: offensive jokes or insults with racial, ethical, religious, age-related or sexual undertones; the distribution or the posting of offensive images or humoristic drawings, the use of voice messages, electronic mail and any other electronic means to communicate disagreeable or discriminatory views.

3.2.4. Ban on child and forced labor

Any use of children for labor purposes is forbidden. ABP operators should never have recourse to child or forced labor on the different sites. The ABP is committed to collaborate, together with its customers and service providers, to

eliminate progressively these forms of labor abuse along its value chain, ranging from production to consumption, via processing.

Therefore, no employment will be granted to any person who has not yet reached the minimum legal age for employment (which may be the minimum age of the end of mandatory schooling or a minimum of 15 years old as stated in Article 2.4. of Convention No. 138 and 182 of the International Labor Organization).

In regards to forced labor, the ABP will no tolerate the use of forced labor, which means employees will not be employed against their will or as a result of blackmail.

3.2.5. Drugs and alcohol

The ABP authorities consider it a duty for them to protect their collaborators and make sure that everyone performs his/her activity in a healthy and secure environment. People whose working ability has been impaired by drugs or alcohol are a threat to the health and the security at their job site. Sale or acquisition of drugs, consumption and possession of such drugs are strictly forbidden within the Agro-business Parks, in the areas they are responsible for, or in their various facilities.

3.2.6. Human and organ trafficking

Trafficking people and human organs is strictly forbidden.

3.3. Health and Security on the worksite

3.3.1.

The working conditions within the Agro-business Parks must inspire security and give the feeling to any of its partners that their physical and mental health is protected. The Park will make every effort to prevent accidents, wounds and contagious diseases and protect its partners, subcontractors and other parties along its value chain.

Each individual's behavior must contribute to an environment of work that is secure and sane. Therefore, the strict respect of the laws and regulations related to security and health at the job site is indispensable. Furthermore, the ABP affiliates are committed to define and implement general norms, guidelines, procedures and systems which, beyond the mere respect of regulations, aim at establishing and spreading best practices. The ABP operators have the responsibility of constantly looking for innovative methods likely to reinforce security and guarantee the innocuousness of the job sites.

Security is a responsibility that is both collective and individual; each employee, collaborator or subcontractor has the responsibility of respecting, strictly and constantly, the norms of health and security of the company, including the current emergency procedures on each of its job sites as well as the procedures of health and security associated with each specific job or function.

3.4. Regulations related to good governance

3.4.1. System of information, emails, documents, and financial integrity

A healthy management of the ABP and its affiliates necessitates that the flow of information be transmitted to the authorized people in a timely and secure manner, so as to enable them to analyze and implement objective controls. These pieces of information have to be protected when they are confidential.

In order to make responsible decisions with regard to their activities, respond to legal, financial, and regulatory obligations and management, and capitalize on the assets of their knowledge and experiences, the ABP and affiliates have the moral obligation of

preserving information related to their activities that is accurate and complete.

Financial information that is accurate and reliable is indispensable for the survival of the company. The ABP and business affiliates are committed to respect internal checks, register every transaction and the elements of their assets and liabilities with the utmost accuracy and punctuality in the accountant documents of the ABP, give reports on the financial information in harmony with the directives of the OHADA accounting system, give accurate reports on the expenses and debts in harmony with the policy of the ABP, and present, accurately, the characteristics and performances of products and services.

The ABP commits to develop (i) a financial regulation manual (ii) an administrative and financial procedure guidebook and a procurement and supplier regulations manual.

3.4.2. Prevention and prohibition of public or private corruption

Any form of corruption, passive or active, is forbidden. In the course of performing their activities, the employees and operators of the ABP are forbidden to give or to propose to public officers or any other person,

financial benefits or any other kind of benefit, that is not congruent with their work. Giving bribes to people with an official status (political party candidates, political parties and their senior officers, etc.) is strictly forbidden.

The international and regional conventions as well as the laws on prevention and fight against corruption prohibit:

- offering or giving gifts of value to an employee in order to win or keep contracts, or for any other kind of dishonest operation. This includes any transactions aimed at tax evasion, tax reduction and other rights owed to the State;
- performing illegal settlements by third parties. The ABP requires of its operators to demonstrate diligence in the selection of agents and partners. It is advisable to verify particularly if the agent in question is a government civil servant or someone associated with a government civil servant;
- soliciting or accepting any benefits that are likely to compromise the implementation of one's obligations with respect to the State and third parties;
- soliciting and accepting funds so as to make political contributions in the form of monetary or in kind contributions.

3.4.3. Prevention of economic crimes and fraud

These regulations require that all ABP entities should have an accountant department and archives that are accurate, so that the transactions can be described honestly and will not be exploited for fraudulent purposes.

In order to prevent economic crimes and fraud within the ABP, ABP employees should avoid:

- performing a settlement without authorization, nor should they authorize a fraudulent settlement or gift (in cash or in nature) to a civil servant;
- inciting a civil servant to perform an illegal operation;
- ignoring or omitting to signal any trace of settlement, gift or outgoing funds of a fraudulent nature;
- to put in place funds that are not somehow accounted for;
- to record in the book-keeping something false or likely to lead to an error in the company accounts;
- all actions that incite someone to infringe the regulations or feign to ignore a potential infraction.

3.4.4. Prohibition of anti-competitive behaviors

All ABP operators, employees, subcontractors, service providers, and customers must not engage in

disloyal practices. However, the right to competition is recognized within the limits of the legally prescribed actions. No one in the Park is authorized to conclude with a competitor an agreement which could be an obstacle to a full and equitable competition for the sale of products or services, notably, (i) fixing or controlling the prices, (ii) rigging the auction, (iii) sharing among themselves the products, markets, or territories, (iv) limiting the manufacturing, the sale or the production of any product, or the realization of any service. This applies in all cases, excludes agreements concluded in the framework of specific commercial transactions and approved by the ABP legal division and company lawyers.

3.4.5. Prohibition of political contributions, charitable gifts and sponsoring

The use of funds, goods, or services as a contribution in favor of a political party, political candidate, or political campaigns are prohibited.

The contributions include amounts of money or any object of value such as loans, services, events, trips and the use of the ABP facilities or its assets or those of its business affiliates.

Third parties, charities or any kind of sponsoring can be undertaken by the

ABP only when subjected to the respect of the national laws.

It is forbidden to solicit or accept a gift that could influence or be considered as being destined to influence the judgment, create a conflict of interest, or interfere with the duty of loyalty. Unacceptable gifts include cash, loans, trips and disproportionate leisure activities, excessive favors coming from a company, a person, or an organization that is already in a commercial relationship with the ABP or which seeks to establish such a relationship.

3.4.6. Lobbying

The ABP activities can, from their very nature, lead to lobbying, be it via telephone calls, written communications, or meetings with employees of public institutions.

Therefore, the ABP operators must know the current regulations related to lobbying and make sure to fully respect them.

The operators are committed to respect the laws regulating public procurement in the country.

3.4.7. Fight against money laundering

Money laundering, under various forms, is forbidden. The ABP

requires from all of its operators and/or partners not to accept, and immediately signal, any abnormal request that could lead one to suspect an attempt of legalizing revenues issued from illicit means. It is specifically forbidden:

- to receive payments that could originate from bank accounts housed in tax havens or in countries that do not correspond with the country of the entity that owns the money;
- to receive large payments in cash;
- to receive payments that the origin of which is an account open in the name of entities different from the the entities that are billed, including if they are presented as an operation of compensation between different debts;

3.4.8. Conflicts of interest

Loyalty is a duty by which all the ABP operators must abide. In this case, all the operators must fulfill their objectives with regard to the ABP and contribute to its commercial interests through their own correct and objective behavior. They must thus avoid any situations that portend a conflict of interests.

There is a “conflict of interests” when the personal, social, financial, or political activities of a salaried employee are likely to threaten his loyalty and his objectivity towards the ABP.

Conflicts of interest may as well emerge when the employees or the staff of the company receive gifts, invitations, or other favors that could be interpreted as conducive to a situation where their judgment will be influenced with respect to the business transactions, such as purchases or contracts. Gifts, invitations, sponsoring can be given and received within the limits of the applicable regulations and as long as the company policy for that matter is respected.

The ABP operators are expected to carry out their missions and tasks with honesty, equity, and transparency; to act, in whatever circumstance, in the interest of the Park.

That is why the ABP operators are called upon to respect the following conditions:

- they must avoid acquiring interests or participating to any activity which would likely deprive the company from the time or the attention necessary for them to carry out their duties efficiently and/or that affects their judgment or their capacity to act exclusively for the best interests of the Park;
- they must signal to their superior the interests or activities of a professional, commercial, and financial nature which are likely to be reasonably perceived, in their knowledge, as a source of a

- potential conflict with the duties associated to their job;
- they should make sure that their acts and decisions are not influenced by the interests which could reasonably appear as being in conflict with those of the ABP;
- they should not accept gifts or any other kind of favor, from a customer or a service provider if, by doing so, this is likely to compromise, or perceive to compromise their capacity to make professional objective decisions and in the interest of the ABP;
- they should not own any financial interests that are in conflict with their duties;
- they should not engage in any transactions that use governmental public information or allow an abusive use of such information to serve any private interest.

3.4.9. Use of assets: property, resources and ABP funds

The ABP assets include the facilities, equipment, furniture, materials and any other physical assets. The ABP assets and funds or those of its affiliates can only be used for legitimate objectives. No one is allowed to engage the ABP in contractual relations if one is not officially empowered.

Each employee has the responsibility of making sure that the ABP assets and resources and those of its affiliates are put to optimal use and

that their allocation is targeted onto legitimate objectives which correspond to the policies that have been put in place. The ABP assets should never be used for personal gains or for the benefit of third parties. They cannot be withdrawn from the ABP facilities without prior consent of the responsible authorities. It is the duty of the operators to protect the park against losses, theft, embezzlement, abuse, and waste.

The ABP assets, resources, knowledge, systems, technology, computer data, procedures and networks or those of its affiliates, and the function or the status of an employee cannot be used for personal, illicit, dishonest aims or for the benefit of third parties.

The assets of the ABP companies in the domain of information technologies, its resources and systems, including the database, the software, and the licenses must be used with a high degree of responsibility for the benefit of the ABP-run businesses. The use of computers, electronic equipments, Internet and emails is subjected to certain restrictions that the employees are obliged to respect at any moment. The equipments, the resources, and the ABP communications systems cannot be used to visualize, send, exchange or spread information, notably of offensive, degrading, illicit images or those that can be interpreted as a form of harassment.

3.4.10. Confidentiality, intellectual property and copyrights

The ABP attaches great respect to confidentiality concerning the salaried employees' contact details (names and addresses). In other words, any access to personal data must be reserved to the personnel of the Park who have appropriate rights and who could clearly justify the necessity of accessing such information. The employees who have access to personal information are required to abide by the strictest respect of confidentiality.

It is important to respect other people's confidentiality. This includes written documents, software and any other form of intellectual property. The ABP operators regularly produce ideas, strategies, and other kinds of precious confidential information. This information is called **“proprietary information”** (*commercial database, marketing and others; strategies and marketing plans, data on the personnel, research data and techniques, development of new products, secrets for the manufacturing of all kinds of products, etc.*) as a way to signal that it is a property of the ABP.

Any ABP employee should never, in any case, communicate confidential information, including computer data obtained from former employers. It is forbidden to download a software

without a license on an ABP computer and to accept or exploit confidential information from other people, except when there is an agreement specifically approved by the authorized service.

Finally, it is strictly forbidden to exploit or copy documents or media protected by copyrights (software, audio and video extracts originating from Internet or broadcasting) without the explicit authorization of the author. All salaried employees must preserve confidentiality of proprietary information so that the ABP may fully benefit from the fruits of its work. It may happen that a salaried employee has to share proprietary information with third parties, for example, so that a trading partner who has been selected by the company may work more efficiently.

Even when sharing of proprietary information seems justified, never divulge it without prior authorization from management or a written consent of confidentiality duly approved by the judicial service.

3.5. Long-term development and Environment

The Agribusiness Park operators are required to respect the regulations related to sustainable development, the environment, the security and health. Furthermore, the products

that are made available to the consumers must be of good quality.

The innovative developments and the services that offer environmental and social benefits are supported. In the framework of an agricultural concession, a contract of performance may be allocated to an agricultural operator of the ABP.

On the exploitation sites, the operators are required to respect environmental protection laws and those of the security of the technical tool. They are also required to respect rules related to the security of the work environment.

The respect of the rules means, among other things:

- to ensure work practices that are secure and a sane work environment while offering valorizing, innovative and fully reattributed careers to the employees;
- to contribute locally to the respect of the status of ABP operations, to put in place systems of responsible environmental management and use resources efficiently while at the same time preserving biodiversity;
- to entertain quality relations with partners (investors, service providers, customers, etc.), develop quality products and technologies that respect the environment, communicate regularly and in a transparent manner with stakeholders;
- to work to minimize pollution and waste associated to the activities of the park and

reduce the ecological footprint related to the greenhouse gas emissions and the risks of climate change;

- to develop sustainable agricultural practices and systems that ensure long-term efficient production, viable revenues and transfer of knowledge.

The Agribusiness Park is committed to organize capacity building sessions and put in place monitoring and evaluation tools that can provide quantitative measures for progress, when possible, as a way to demonstrate the progress that has been achieved. The ABP ensures the protection of the environment and the technical security of its equipment. In order to comply with this promise, the ABP is committed to implement a policy that aims at:

- identifying the environmental risks on each site and, whenever possible, preserving, or at least minimizing and repairing any damage to the environment caused by its activities;
- ensuring the respect of all the rules and regulations with respect to the environment.

The Agribusiness Park operators are committed to fully pursue steadily the improvement of their procedures so as to avoid pollution, minimize waste and greenhouse emissions, and optimize the utilization of natural

resources. The ABP will check the implementation of its environment chart by conducting internal and external regular audits which is a part of its overall management policy.

3.6. Certification and Use of the Code and various information

Every ABP employee and/or operator will receive and sign a copy of the code, with the obligation of submitting a receipt slip. By signing this code, the signatory agrees to comply with the norms contained therein.

This Code of ethics and conduct provides information and general standards that enable the employees to solve ethical and compliance problems. In case of doubt, with respect to the application or the interpretation of a rule, or of a regulation, or of the right way to follow, or the use of the code, it is required of the concerned employee to consult the head of the judicial department or head of Human Resources. Measures have to be taken to ensure that every single employee understands the Code. Among these measures, the following are listed:

- make sure that all the personnel are made aware of the code;

- offer information sessions to the ABP managers;
- train the people whose responsibility is to be alerted or to investigate the incidents or the complaints, and are then supposed to decide on the corrective measures;
- be fast in conducting an objective investigation following an incident or a complaint;
- take immediate corrective measures when necessary.

Any violation of one or the other of the instructions of the present Code will bring about sanctions in accordance with the regulations and laws in place.

3.7. Implementation and compliance control

The ABP operators are committed to respect the current regulations and norms in order to ensure good business transactions.

To ensure compliance with the Code or the principles and/or the values it advocates, the ABP reserves the right to conduct internal and external audits at any time.

The present code can be revised whenever necessary or in order to take into account the evolution of good practices.

**ACT OF COMMITMENT AND ENGAGEMENT
TO THE CODE OF ETHICS AND GOOD CONDUCT FOR THE DR
CONGO AGRICULTURAL BUSINESS PARKSCT**

I confirm having received the code of ethics and conduct of the DR Congo Agricultural Business Park.

I acknowledge and promise to respect all the dispositions defined in this code.

I promise to act with honesty and integrity in the exercise of my functions.

I recognize that any violations of the present code would expose me to disciplinary or penal sanctions.

Name:

Position:

Signature:..... Date:.....

For more information regarding the Code of Ethics and Conduct, please visit the Code of Ethics homepage available at www.agroparksdrc.com.

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