

SEASHELL'S CODE OF CONDUCT

What Seashell expects from us as one of the Company's employees.

As a member of Seashell global team, everyone must comply with the rules and principles set out in this code of conduct (the Code). You must avoid the intent and appearance of unethical or compromising practice in relationships, actions and communications in all you do while at work.

To support you with this, Seashell provides training on business ethics and sustainability. Failure to follow the Code is potentially a cause for disciplinary action, which could even lead to dismissal in some circumstances. Furthermore, violations of this Code may also be violations of the law and may result in severe civil or criminal penalties for you, your Manager and/or Seashell. The Code below builds on Seashell's values and gives a more detailed explanation of what is expected of you.

1.To promote a fair working environment:



In order to maintain a trusting and prosperous working environment, you are encouraged to give regular feedback on performance through your Manager or HR representative to help us improve our performance. Likewise, any issues or concerns you may have should be immediately shared with your Manager or HR representative, to enable a quick resolution.

Seashell will not tolerate any form of bullying or harassment by employees. Cases of bullying or harassment will result in disciplinary action, up to and including summary dismissal.

You are encouraged to report any incidents of bullying or harassment that you may experience or witness so that the company can investigate and resolve the matter as quickly as possible.

2. To promote Human Rights



If you believe that your human rights, those of a member of the community where we work or those of fellow employees are in jeopardy, either due to a customer, supplier or even a colleague's behavior, you must report this immediately to your Manager, Regional Compliance Officer or HR representative. Likewise, if you are having trouble managing your work-life balance, you should speak to someone you feel comfortable with/the appropriate person.

3. To promote diversity



Discrimination by employees against another employee on any grounds is prohibited and any cases will result in disciplinary action, up to and including the termination of employment.

You should report any incidents of discrimination that you may experience or witness so that the company can investigate and resolve the matter as quickly as

4. To promote a safe working environment and employee security

Every member of the Seashell team has the responsibility to maintain a safe and healthy workplace by ensuring that all applicable Seashell health and safety rules and practices, as well as local laws, are followed. Any Workplace accidents, unsafe equipment, unsafe practices and unsafe conditions must be reported to your Health and Safety Manager, HR representative or Department Head.



The possession, distribution or use of any illegal drugs on Seashell's, customers' or suppliers' premises is strictly prohibited. The consumption of alcohol or non-prescribed drugs during working hours either in the workplace or off Seashell's premises is also a violation of this Code. If you require support to deal with issues affecting your well-being at work you should speak to your Manager or HR representative.

The following rules should be adhered to by all employees:

- **Do not come in to work under the influence of alcohol or drugs.**
- **Do not bring alcohol or non-prescribed drugs on to company premises.**
- **Never drive or operate machinery if you are affected by alcohol or drugs.**
- **Offer support and advice to colleagues whom you suspect of suffering from drug or alcohol abuse. Do not 'protect' them by keeping silent**
- **Ask for assistance if you feel that matters are beyond your own control.**

When either posted to an overseas location or when traveling on company business, you should ensure that you follow local laws, recommendations from the company's security advisors and the advice of local staff. You should also ensure that you follow local arrangements for booking your business travel using Seashell's travel agents and advisors. All business travel should be authorized before a booking is made. You should always ensure that your destination and contact details while travelling are left with your local travel advisor or your Department Head.

5. To promote learning and development

You are encouraged to discuss any career development plans with your Manager and/or HR representative, either at your annual appraisal or during an arranged meeting. Likewise, if you identify a training need which would improve your ability to do your job, you are encouraged to discuss this with your Manager or HR representative.

6. To promote social responsibility

All members of the Seashell team are encouraged to suggest and participate in local community development initiatives relevant to Seashell's aims and values.

7. To promote concern for our environment



We must all follow Seashell's environmental policies and you are encouraged to put forward any additional good practices that you identify during the course of your work. Non-compliance with our environmental policies may lead to disciplinary action.

8. To promote fair and honest dealings with customers

You must show loyalty to Seashell and Seashell's customers and avoid conflicts of interest or situations of unlawful profit to yourself, your friends or any other third party.



You are required to report any suspicious or unethical behavior by customers to your Manager or Regional Compliance Officer, or by mailing to hr@Seashellgroup.in. You must also maintain and keep confidential all matters relating to customer business.

9. To promote fair and honest dealings with suppliers, other business partners or a government official

Conflicts of interest with suppliers, or other business partners or government officials, must be avoided, and potential conflicts of interest are to be reported to line managers or mail to vigilance@Seashellgroup.in.

Definition of Conflict of interest:

A conflict of interest can occur if your position with Seashell allows you an opportunity for personal gain apart from your normal salary and benefits. In order to avoid a conflict of interest, Seashell employees should not encourage or solicit either on their own behalf or on behalf of members of their family or friends, any business, gift, gratuity or other personal benefit or favor of any kind from a current or anticipated customer, supplier, vendor, agent, consultant or competitor of Seashell.

A conflict of interest can occur when someone external to Seashell offers you a gift or hospitality. The offer of a gift or hospitality could be well intended, but accepting a gift or hospitality could give the impression that your business decisions are being influenced.

GUIDANCE NOTE: You must not allow any offer or receive any gift or hospitality to influence your business decisions. If you feel uncomfortable with what is being offered, you should not accept what is being offered. Acceptable gifts are those of a token value such as pens, calendars or diaries.



10. To promote fair competition

You must refrain from using insider knowledge to further benefit your personal enrichment or to benefit rival competitors. You must also refrain from entering any reciprocal agreements that may restrain competition. Any relationships and shareholdings which may constitute a conflict of interest with Seashell must be declared.

Any Seashell employee who is aware that they will, or might, meet with a competitor must check what protocol to follow with their Regional Compliance Officer.

11. To protect confidential company information and assets

Confidential client, supplier, business partner or project information is one of the company's most valuable assets and should be treated accordingly. Seashell expects that you will not, without the prior written permission of the company during your employment, except in the proper course of doing your job, or at any time after you leave Seashell, either disclose or allow to be disclosed or use any confidential information concerning the business dealings, affairs or conduct of Seashell or any of its employees, clients, suppliers or business partners.

Seashell provides email and Internet access when it is required as a tool to help job performance and encourages use of this technology in a professional and reasonable way. Thus you should ensure the confidentiality, integrity and availability of Seashell's information and computing services is neither prejudiced in any way nor misrepresented to the outside world. The rules in this Code are very important and any violation could result in disciplinary action and/or summary dismissal for gross misconduct.

GUIDANCE NOTE: Disclosure of confidential information can be harmful to Seashell and could result in legal action against the company and/or the member of staff responsible for the disclosure

Likewise, we are all responsible for protecting clients', suppliers', business partners' and Seashell's other assets, including intellectual property, equipment, time and funds.

As such, we must all ensure that any client, supplier, business partner or Seashell property or equipment used is not damaged, misused or wasted. You must spend the appropriate amount of time on your work and follow financial controls at all times. Intellectual property, be it that of Seashell or a client, supplier or business partner, must be protected and respected at all times.

12. To promote financial good practice

It is your responsibility to follow financial controls set by senior managers, and you are encouraged to discuss any doubts or suggestions you may have with your managers.

In order to maintain the highest level of financial control, everyone at Seashell is required to make sure that the records we create or are responsible for are accurate, truthful, timely and complete. This includes entering correct and honest data for all employees' and intermediaries' expenses.

To benefit from improvement opportunities highlighted by internal and external auditors, Seashell requests that you be as open and honest as possible when talking to auditors, and that you cooperate fully with auditors' requirements.

13. To promote responsible interaction with government bodies

Seashell supports constructive dialogue with regulators and, if asked to provide information regarding a government or regulatory agency enquiry or investigation, requests that you ensure that any information provided is truthful and accurate.

You may not, either directly or indirectly, offer, make, promise, approve or authorize the making of any prohibited payment to a government official or intermediaries. Likewise, it is a violation of this Code to accept, seek or receive a prohibited payment. You may not, either directly or indirectly, offer, make, promise, approve or authorize the making of any payment to a person or entity, if in doing so you know or have reason to believe directly or indirectly, offer, that the person or entity receiving the payment will, make, promise, approve or authorize the passing of any such payment to a government official.

Definition of Prohibited Payment:

Prohibited payment means any offer, gift payment, promise to pay authorization of the payment of any money or anything of value, including charitable contributions or sponsorship, directly or indirectly, to a government official, political party or to a third party if one knows or has reasonable grounds for believing that all or a portion of the money or thing of value which was given or is to be given to the third party will be paid, offered, promised, given or authorized to be paid, directly or indirectly, to a government official or political party, for the purpose of:

- *Influencing any decision of government official in his or her official activity.*
- *Including the government official to do or omit to do any act in violation of his or her lawful duty.*
- *Securing any improper advantage or inducing the government official to use his or her influence with any government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality, in order to assist in obtaining or retaining business or in directing business to any party. A substantial donation, sponsorship or other contribution given shortly before or after political decision on a matter of importance to Seashell that may be mistakenly perceived by the public as a bribe or improper payment, even if the payment was permissible under applicable anti-corruption laws, shall be prohibited unless prior written authorization is obtained by Seashell.*

14. To comply with international laws

Seashell does business globally, which means that we are all subject to the laws and regulations of different countries, which you are expected to uphold. This Code establishes principles for business conduct applicable throughout the company, regardless of your location. Where differences exist as a result of local customs, norms, laws or regulations, you must apply either the Code or local requirements, whichever sets the highest standard of behavior.

15. To comply with bribery and anti-corruption laws/regulations

In order to follow the company's policy on preventing bribery and corruption, Seashell requires you to be aware of and to comply with the laws of various countries designed to prevent bribery and corruption. These include, amongst others, the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act and any applicable relevant local legislation.

Seashell forbids you to pay or receive bribes or act in a corrupt manner anywhere. Anyone found doing so is liable to disciplinary action and possible dismissal. Should you be asked to pay a bribe or you are offered a bribe, or you are asked to act in a corrupt manner, you should speak to your Department Head, your Regional Compliance Officer. Doing so is in your best interests and those of the company.

Seashell also prohibits the use of commercial bribery. It is the policy of the Seashell to comply fully with all applicable local laws prohibiting commercial bribery.

Definition Commercial Bribery:

Commercial bribery is defined as offering, paying, promising or giving, directly or indirectly or indirectly, anything of value to another Company's agent, representative, intermediary or employee, without the company's knowledge and consent, with the intent to influence the recipient's action in relation to that company's affairs or business within India. It is illegal to engage in a scheme to defraud another company of the honest and faithful services of its employees by giving such employees anything of value to influence their action.

GUIDANCE NOTE

What to do if a customer or third party suggests that a bribe or some form of inducement will ensure we are either considered or guaranteed a contract:

- 1. Do not agree to any request.**
- 2. Advice your Department Head.**

16. To comply with export regulations and trade embargoes

Many governments require that export licenses are obtained before certain types of goods, materials or intellectual property are moved or transferred. Although most export transactions do not require specific approval in the form of licenses, Seashell is required to determine whether the freight we are moving for a customer requires a license. We are also required to research the end use of the product that we are moving. We must perform 'due diligence' to ensure that the necessary checks are conducted in advance to establish if a license is required or a shipment is prohibited, because of:

- The destination of the cargo or the countries through which it will travel, or
- The type of cargo being moved, or
- The person/persons or company/companies we are moving the cargo for.

In addition to the restriction on the exporting of certain items, a number of countries and the United Nations from time to time impose restrictions on exports to or the movement of freight through certain countries, entities and by certain individuals, companies/corporations or organizations.

Before we arrange to move any freight, we should conduct three simple checks:

- 1. WHO - Have we moved freight for this person, companies/corporations or organizations before?**



2. WHAT – Do we know what we are being asked to move and could this movement require a license?

3. WHERE – Could the destination or route be to or through an embargoed country?

If the above checks indicate any doubts or problems with the proposed freight movement, contact your Regional eCustoms Super User to run further checks.

WHERE CAN I REPORT BREACHES OF THE CODE OR GET FURTHER INFORMATION?

If you are aware of or suspect a violation of the Code, please talk to your Department Head in the first instance. Depending on the situation, this might be your supervisor or The Head of Department. If you do not feel comfortable to discuss the issue with your Department Head, then please talk to your Human Resources contact or your Regional Compliance Officer. The respective manager will then, if necessary, report the issue to the Group Head of Compliance on vigilance@Seashellgroup.in

FINAL MESSAGES

- ❖ **Breaking any part of this code of conduct can result in disciplinary action being taken and in some circumstances could result in termination of employment.**
- ❖ **If you become aware of a violation of this Code, you should report it. You can do this anonymously if you wish, without having to tell a colleague, your supervisor or your Manager.**
- ❖ **You can send an email to: vigilance@seashellgroup.in**
- ❖ **Seashell will ensure that the identity and anonymity of anyone who reports an ethical issue will be protected if they so wish.**