

SALTERNAS LTD

ACTING WITH INTEGRITY AROUND THE GLOBE

CODE OF BUSINESS CONDUCT

Board's Statement

Salternas Ltd (SL) and any associated companies is a highly respected company. It is important that we set high standards. We must be, and be seen to be, a business, which is committed to integrity.

Our Code of Business Conduct for employees is designed to help us achieve this important aim in a challenging global business environment.

The Code, together with our Compliance Policy, is the foundation of our commitment to integrity and their effective implementation is a top priority for all of us.

It is mandatory for everybody to observe the Code and failure to do so is a disciplinary offence that could result in dismissal.

It is the responsibility of all employees to uphold the values and standards contained in the Code. We encourage you always to speak up and seek advice if you have a concern. That is why we are committed to ensuring we have a culture where employees can feel secure in seeking advice and raising concerns. Various advisory and reporting channels are set out in the Code.

We have a Compliance Committee and have appointed a Compliance Officer whose important role is defined in the Code. They should be consulted on any Code related issues.

We can assure you that nobody will suffer any adverse consequences for raising an honest concern and that SL will not tolerate any retaliation against those who have done so.

The consequences of a breach of the Code are serious and are not limited to the personal risks employees incur; a breach of the Code could result in severe damage to our reputation.

The Code is therefore an important way to protect the future reputation and success of SL and we thank you in advance for your firm commitment to it.

SL Board

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THE GLOBAL CODE

1.0.0 WHY HAVE A CODE OF BUSINESS CONDUCT?

It clearly defines what we expect of our business and our people, regardless of their location. It serves as a guide for all employees on how to:

- Ensure compliance with laws and regulations that govern SL's business.
- Exercise good business judgment in all circumstances.
- Promote honest and ethical conduct that reflects positively on SL.

2.0.0 LIMITATIONS OF THE CODE

The Code cannot cover all scenarios.

We expect everyone to embrace the spirit of the Code with common sense and to always seek guidance where there is any doubt whatsoever.

3.0.0 THE CODE'S EFFECT ON YOUR EMPLOYMENT

SL employees have, in their contracts of employment, already agreed to adhere to a range of SL Policies such as those on Use of Email and the Internet, Health and Safety, etc. Similarly, we expect all employees to sign a written commitment to observe the Code.

Compliance with the terms of this Code is required by SL. We take potential breaches of the Code very seriously.

If you are found to have breached the Code you will be subject to disciplinary action that could result in your dismissal.

4.0.0 MANAGEMENT RESPONSIBILITY

Management recognises the importance of achieving compliance with the Code and commit to ensuring compliance within their teams, in addition to overseeing compliance with the Code more generally throughout SL.

5.0.0 COMPLIANCE OFFICER

Your Compliance Officer should ideally be your first port of call if you have a query in relation to the Code; although you are free to contact any member of the Compliance Committee. See below for details of the Compliance Officer and the Compliance Committee.

Your Compliance Officer is:

Prof. Colin Roberts, until a permanent officer is appointed.

5.1.0 The Role of the Compliance Officer

- Acting as an advisor to all employees on any Code related matters including the application of, or compliance with, the Code in specific circumstances.

- Reporting to the Compliance Committee where appropriate on all such matters that have been submitted by employees.

6.0.0 COMPLIANCE COMMITTEE

The members of the SL Compliance Committee are as follows:

Colin Roberts
John Balfe

6.1.0 The Role of the Compliance Committee

- Liaise with Compliance Officer and staff on any Code related matters.
- Make recommendations to the Board of Directors on all ethical issues, both in relation to questions that have been submitted to it, by employees and Compliance Officer, and matters into which the Committee has made an inquiry.
- Ensure the Code is circulated and propose any amendments considered necessary or appropriate.
- Ensure there are procedures in place for employees to become thoroughly familiar with the Code, understand its provisions, and apply them.
- Liaise with HR departments on the rolling out the training programmes in regard to the code.
- Hold regular meetings to discuss all issues raised by members of staff and Compliance Officer and ensure they have been addressed and recorded correctly.

Your obligations under the Code are set out from here onwards. Please study them carefully.

7.0.0 COUNTERPARTY DUE DILLIGENCE - KNOW YOUR CLIENT (KYC)

No contractual relationships may be entered into with any counterparty before the appropriate validity checks are made on the counterparty and it is subsequently established in our accounting system.

8.0.0 USE OF INTERNATIONAL AGENTS, CONSULTANTS AND INTERMEDIARIES

No SL employee may make a written or oral contractual commitment to any prospective intermediary until a member of the Compliance Committee has approved the status of the intermediary and the engagement decision in writing. If you are considering a new business relationship with an intermediary, you must contact the Compliance Officer first.

9.0.0 MONEY LAUNDERING

Money laundering is the process by which individuals or entities try to conceal illicit funds, or otherwise make these funds look legitimate. SL will not condone, facilitate or support money laundering.

Money laundering is illegal and both domestic and international laws contain numerous anti-money laundering provisions, which apply to SL's business. SL's due diligence procedures are designed to highlight prospective counterparties, which might pose any such threat to SL.

There are two areas everyone should be aware of and discuss with the Compliance Officer in addition to following the KYC Procedures:

(1) Customer integrity - you should report to your manager or to the Compliance Officer anything you see or learn of that calls into question a counterparty's integrity.

(2) Payment irregularities - please be wary of:

- payments made in currencies other than that specified in the invoice;
- attempts to make payments in cash or cash equivalents;
- payments made by someone not a party to the contract i.e. a third party (unless approved in advance by the Compliance Officer);
- payments to/from an account other than the counterparty's normal business relationship account;
- requests or attempts to make payments for an invoice or a group of invoices by multiple cheques or drafts; and
- requests to make an overpayment;

SL supports anti-money laundering policies to avoid receipt of cash or cash equivalents that are the proceeds of crime.

10.0.0 TRUE AND ACCURATE RECORDS

SL maintains accurate books and records, which properly document all financial transactions.

SL employees must keep financial records that accurately and fairly record business transactions and the disposition of SL assets and property.

It is against SL policy to make entries that intentionally conceal or disguise the true nature of any transaction. No funds or accounts should be kept for purposes not fully and accurately disclosed. Unrecorded or "off the books" funds or assets should not be kept for any purpose.

11.0.0 PROPRIETARY AND CONFIDENTIAL INFORMATION

Employees' contracts of employment contain detailed confidentiality terms. It is a breach of the Code to violate those terms.

Your duty is to take the necessary steps to protect the confidentiality of any information acquired in the course of your employment. You may not disclose such information unless expressly authorised to do so by SL. If you have any doubts, please raise them with your manager or the Compliance Officer.

Your obligations in this regard remain in effect even if you leave SL.

This part of the Code is not intended to modify any separate confidentiality agreement to

which an employee is subject.

11.1.0 Insider Trading

SL employees are prohibited from trading in any private, or publicly listed, company where SL has a relationship or interest. The sale of any existing holdings in companies to which this restriction applies (see below) must be carried out within the applicable laws on insider trading.

However, this restriction does not apply where the investment is made by an external third party investment fund manager mandated to invest on behalf of the employee and the manager makes the investment through a fund or similar vehicle in which the investment or fund manager normally invests at the manager's discretion.

SL employees are also required to ensure they never act on the basis of inside information in shares or other securities of any company. Any such information should not be disclosed to others who might use it for trading.

This includes trading in investments whose value is determined by the price of such shares or other securities such as derivatives or spread bets or contracts for difference.

'Inside information' means information that relates, directly or indirectly, to the entity or its securities and:

- is not available to the public; and
- is 'material.'

If a reasonable investor would be likely to consider the information important in deciding whether to buy or sell a company's shares, this is material.

No employee of SL may buy or sell securities until inside information concerning them becomes public – after a company announcement is made and investors have had opportunity to evaluate the information. In addition, if you give inside information to someone inside or outside the company, you may be liable for leaking or abusing privileged information – even if no trade resulted or you did not personally profit from the trade.

Insider trading laws are enforced around the world. Leaking inside information or tipping someone off can break the law.

Penalties are severe; breaches of insider trading laws are taken very seriously around the world and sanctions can include imprisonment or fines.

Basic rules you should follow:

- Never buy or sell shares in any company while in possession of inside information – even if you 'think' you are not relying on it; and
- Never disclose inside information to anyone outside the company, including family members (e.g. your spouse), without prior approval.

11.2.0 Own Account Trading

SL employees are prohibited from trading for their own account in salt or any other products that relate to SL business.

11.3.0 Conflicts of Interest

A conflict of interest arises in any situation where there is a potential for divided loyalties between an employee's obligations to SL and that employee's personal interests.

All of your work decisions must be made in the best interests of SL and must not be based on personal interests. You must therefore not become involved in relationships that could come into conflict with SL's interests or that could in any way have a negative effect on your own freedom of action or judgement. You must avoid activity that involves even the appearance of a conflict of interest.

No one is permitted to work on or deal with any matter in which they themselves, their spouse, partner, co-habitant, close relative, or any other person with whom they have close relations, has a direct or indirect financial interest.

You must not use SL's property or information acquired through your employment for personal advantage or for the purpose of competing with SL. You must not use other people to do indirectly what you are prohibited from doing yourself.

12.0.0 ANTITRUST AND COMPETITION LAW COMPLIANCE

SL has a policy of strict compliance with the antitrust and competition laws of all relevant jurisdictions, including those of the United States, the European Union and Australia.

Whilst SL's varied business interests may entail contact with competitors throughout the markets and industries in which SL operates, SL employees are required to take commercial decisions independently.

In general, the antitrust laws prohibit agreements or actions that may restrain trade or reduce competition. Violations include agreements among competitors to fix or control prices or rig bids; to boycott particular suppliers or customers; to allocate products, territories, or markets; or to limit the production or sale of products or services and the exchange of commercially sensitive information. The laws apply to both formal and informal communications and SL employees may not act in contravention of any such laws.

If you are involved in trade association activities or in other situations involving informal communication among competitors, customers, business partners, or suppliers, be especially alert to the law's requirements. In such situations, do not discuss prices, pricing policy, terms and conditions and similar matters of competitive interest with your competitors. If a competitor tries to initiate improper discussions regarding these topics with you, disengage from the discussion and contact your manager or the Compliance Officer.

Anti-trust law violations could expose SL to civil lawsuits and fines. As an example in the US, this could result in the payment of punitive treble damages. In the EU fines can be up to 10% of Group turnover.

In some countries (such as the US, UK and Australia), both the company and participating employees may be exposed to criminal prosecution, including heavy fines and/or imprisonment. The competition laws in the US and the EU can also apply even when the conduct occurs outside the relevant country or countries' borders.

13.0.0 SANCTIONS AND TRADE RESTRICTIONS

Countries, agencies and other non-governmental bodies (i.e. The United Nations) periodically impose sanctions and restrictions on international trade with certain other countries, entities and individuals. SL may not trade and its employees may not act or omit to act, in contravention of any such rulings. It is essential that such rules are not breached given the seriousness of the penalties that could result. These may be fines, revocation of

permits to import and export, and imprisonment of individuals.

Particular laws and requirements can apply to citizens of a particular state (i.e. US, UK, Swiss etc) wherever they may be living and working around the world. Further you will be required to comply with local law when living or working in that jurisdiction no matter what your nationality.

There are certain persons and entities situated around the world subject to sanction for various reasons.

Other reasons also exist for the imposition of sanctions, and the thrust of the restrictions applied, will reflect those reasons. These may affect SL's business in different ways. Again, in any doubt, contact the Compliance Officer.

As of 09th February 2016 the following countries have UNSC sanctions against them or individuals linked who are associated with the countries:

- Central African Republic
- Congo (DRC)
- Cote d'Ivoire
- North Korea
- Eritrea
- Guine-Bissau
- Iran
- Iraq
- Lebanon
- Liberia
- Libya
- Somalia
- South Sudan
- Sudan
- Yemen
- All individuals and entities belonging to or associated with the ISIL (Da'esh) Taliban and the Al-Qaida organisation.

Australian Autonomous Sanctions exist for:

- Myanmar
- The Former Federal Republic of Yugoslavia
- Russia
- Syria
- Ukraine
- Zimbabwe

14.0.0 BRIBERY AND CORRUPTION

Bribery is the promise, offer, giving or receiving, of an undue reward or advantage to influence the behaviour of someone in government or business to obtain commercial advantages.

Corruption is the abuse of entrusted power.

SL's Zero Tolerance Policy strictly prohibits the offer or acceptance of a bribe in any form, including kickbacks or the use of any route of which the intention is to provide improper benefits to third parties, in both public and private sectors, whether made directly or indirectly.

This policy extends to all SL's business dealings and transactions in all countries in which it or its subsidiaries and other associates, operate. It is also SL's policy to comply with the laws and regulations in all the countries in which it, or its subsidiaries and associates, operate.

No SL employee may promise, offer, or give any benefit or advantage to influence the behaviour of someone in government, a public official, someone capable of influencing a governmental or public official; or someone in business – whether they are a counterparty or an intermediary – to obtain commercial advantages.

No SL employee may accept any benefit or advantage directly or indirectly to influence that employee's own behaviour.

No SL employee may turn a blind eye to the activities of an intermediary acting on behalf of SL.

There is a very high risk that SL may be held liable for any acts of bribery and corruption committed by its agents or intermediaries. It is essential that SL and its employees are aware of the destination and purpose of all funds which an agent or intermediary utilises on behalf of SL.

There are many forms of bribery including, but not limited to, the giving, offering or receiving of cash, gift items, credits, discounts, travel, accommodation and services.

If you are in any doubt about an intended entertainment, gift or service to be offered to a counterparty or third party, or any such offered to you or to an intermediary, ask the Compliance Officer before giving or accepting the same.

You should also follow SL's policy on **Gifts, Hospitality and Entertainment** which is set out in the next section of this Code.

14.1.0 Facilitation Payments as a Form of Bribery

Facilitation or 'grease' payments are small payments aimed at ensuring the provision of products or expediting the supply of services to which one has a rightful claim, for example the release of goods from customs or the issuance of a license.

SL regards such payments as a form of bribery and they are prohibited by our policy.

14.2.0 Ensuring you Understand Anti-Bribery Laws

It is important you appreciate, in any given situation, all applicable anti-bribery laws. You must make it your business to understand relevant local laws, as well as being alert to the extra-territorial application of anti-bribery laws. Almost all countries have criminal laws that prohibit bribery and corruption.

The law on bribery and corruption has worldwide reach. Over 140 countries are party to international conventions whose purpose is to prosecute bribery and corruption. Some countries' laws (including those of the USA, the UK and Australia) will allow any such to be prosecuted in their jurisdictions even if the crimes occurred in other countries.

A breach of anti-bribery laws is a serious offence. Not only are the legal penalties severe for the company and for individuals, you should also be aware of the severe damage to SL's reputation that can result from a breach of anti-bribery laws - even the appearance of a breach could inflict real harm on SL. You run personal risks if you bribe or tolerate bribery in SL's business.

15.0.0 GIFTS, HOSPITALITY AND ENTERTAINMENT

There is sometimes a fine line between making gifts, providing acceptable hospitality and bribery and corruption. If any form of hospitality is intended to raise an expectation of, or in fact raises the expectation of an improper benefit in return, then it is likely to be a bribe.

The value of the hospitality is irrelevant. Even an offer of hospitality (and not actually giving it), can give rise to bribery if an expectation is raised.

Corruption is the abuse of entrusted power and gifts and hospitality, if misjudged, can give rise to corruption.

Employees and intermediaries must use caution, and any questions as to conduct should always be addressed to the Compliance Officer, your manager, or a member of the Compliance Committee.

SL's zero tolerance policy to bribery and corruption prohibits the offer or receipt of gifts and entertainment if they could affect the outcome of a business transaction or if they are not reasonable and bona fide expenditures.

Reasonable gifts or entertainment, as part of normal business courtesy and hospitality are not prohibited. For example, modest occasional meals with someone with whom we do business, occasional accompanied attendance at sports events or theatre and other cultural events are considered reasonable.

The receipt of gifts by a SL employee should carefully be considered by the recipient - whatever its value. If you feel uncomfortable about accepting it; if you are in doubt over the gift for any reason; or if the gift could put you or SL in breach of this Code or the law then you must immediately report the gift to your manager or to the Compliance Officer. Every gift whether given or received should be recorded and reported to management.

By way of guidance, it is SL's policy that all forms of gifts, entertainment and hospitality whether given or received should:

- be reasonable and customary under the circumstances;
- be intended only to build a business relationship or offer normal courtesy;
- not be motivated by a desire to influence the recipient inappropriately;
- be provided openly and transparently which means that it is paid for by SL and is accurately described in accounts;
- be given in good faith without expectation of reciprocation;
- be provided in connection with a bona fide and legitimate business purpose in the case of hospitality and travel;
- not be provided with such regularity or frequency as to undermine SL policy or create an appearance of impropriety;
- be tasteful and commensurate with generally accepted standards for professional courtesy in the relevant country; and
- be legal in both your country and in the country of the third party.

Forms of gift and entertainment that are never permissible include:

- A gift of cash or cash equivalent (such as gift certificates, loans, stock, stock options);
- A gift or entertainment that is a 'quid pro quo' (i.e., offered for something in return);
- A gift or entertainment that you pay for personally to avoid having to report or seek approval for;
- A gift or entertainment that would be illegal (e.g., anything offered in breach of local or international bribery laws).

Special care must be taken when dealing with government officials as many countries do not allow officials to accept gifts or entertainment.

16.0.0 POLITICAL CONTRIBUTIONS

SL does not support individual political parties or individual politicians.

SL and its employees or agents, should not make direct or indirect contributions on behalf of SL to political parties, organisations or individuals engaged in politics.

You are free to participate in democratic political activities, but this should be done in your own time, using your own money, and without reference to your relationship to SL.

Employees who could be considered to represent SL should refrain from political activity in countries where we operate and where they are not entitled to exercise political rights.

17.0.0 CHARITABLE DONATIONS

Whilst SL does make charitable donations, they are independent of all business relationships. Any requests for charitable donations should be passed to your manager. If a decision is taken to donate, the Compliance Officer will, if necessary, investigate the charity in question to ensure it is bona fide.

18.0.0 REPORTING VIOLATIONS AND RAISING CONCERNS

To be effective, the Code relies on employees to raise concerns and violations as early as possible and without fear of reprisal.

You must report any breaches, or potential breaches, of the Code of which you become aware – whether these relate to yourself or others.

You must similarly seek advice if you are ever unsure about the proper course of action. There are various channels available to employees:

- your immediate manager, who will, in conjunction with you, decide whether to bring the matter to the attention of the Compliance Officer or the Compliance Committee;
- a member of the Compliance Committee.

You may report in person, or in writing, by name, or anonymously, to whomever you feel most comfortable approaching.

Every effort will be made to respond to you as quickly as possible.

Please note if you report anonymously, you should do so in as much detail as possible as we will not be able to subsequently liaise with you.

If you give your name but request anonymity, those making the investigation shall not, except as may be required by law, disclose your identity to persons outside the Compliance Committee.

19.0.0 PROTECTION FOR THOSE WHO FOLLOW THE CODE

Employees who in good faith seek advice, raise a concern, or report a violation of the Code will be recognised as having done the right thing.

Employees who follow the Code, e.g., those who turn down a large contract because of suspected corruption will not suffer adverse consequences of any kind.

SL will not tolerate any form of internal retaliation against such employees. To do so is a very serious disciplinary offence that could result in dismissal. Any allegation of internal retaliation will be vigorously investigated.

An employee's commitment to, and record on, compliance with the Code of Business Conduct shall be a factor whenever their performance is evaluated.

20.0.0 LEGAL GUIDANCE AVAILABLE TO YOU

If you have any queries in relation to the guidance in this Code you should not hesitate to raise your query with either your immediate manager or with the Compliance Officer Central Compliance Function. If necessary, legal advice will be taken.

Declaration

I/.....
[name] [position]

having read this document confirm I am aware, understand and agree with the Company's policy in respect to this Code of Business Conduct.

Signature:

Date:
