

Public-Private Dialogue

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Sudan Forum

Code of Conduct

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Purpose

The **Forum's** reputation and the trust and confidence of those with whom we deal, are among our most vital resources. Public-Private Dialogue Forum ("PPDF" or the "Forum") is committed to managing its business in accordance with a set of values that adhere to the highest standards of integrity and excellence.

Now, more than ever, public Forums such as the PPDF must adopt certain guidelines to ensure that all employees know and understand the expectations of the Forum with respect to their conduct.

With this purpose in mind, PPDF-Sudan is introducing this Code of Conduct (the "Code").

Scope

This Code applies to Forum's secretariat as well as the Forum's consultant. The term "employee" used throughout this Code includes all of these persons.

Responsibility

Each and every employee is responsible for becoming generally familiar with and following this Code, other Forum policies, as well as all laws, rules and regulations that apply to their position with the Forum and their level of responsibility.

This Code does not describe all of the Forum's policies. Every employee must also fully comply with other policies applicable to them that are set forth elsewhere.

The Forum's consultant is responsible for ensuring that every employee of the PPD Forum receives a copy of the Code and that each new employee of Forum, when receiving a copy of the Code, execute the declaration at the commencement of his or her employment.

Working Environment

It is Forum's policy to make decisions on hiring, job assignment, training as well as other human resources management functions, on the basis of qualifications, ability and performance.

It is a principle of PPDF that all its employees are equal and, as such, they must treat each other with mutual respect. The Forum is committed and will strive to eliminate bias, prejudice, discrimination and harassment in all forms. Discriminating against any employee or

person with whom we do business on the basis of race, color, religion, gender, national or ethnic origin, disability, age, or other legally protected status is strictly prohibited and will not be tolerated.

Conduct that creates an unwelcome or uncomfortable situation or hostile work environment, such as inappropriate comments, jokes, intimidation, bullying or physical contact, may be forms of workplace harassment. The PPDF will not tolerate harassment or violence in the workplace.

The Forum seeks to provide each employee with a clean, safe, and healthy place to work. To achieve that goal, all employees must understand the shared responsibilities of abiding by all safety rules and practices, taking the necessary precautions to protect oneself and one's co workers, and immediately reporting any unsafe conditions, practices or accidents.

A healthy workplace is important to maintaining the trust and confidence of our customers, as well as the health and safety of our employees.

Customer Relations

The PPD is a customer-driven Forum committed to optimizing the contribution of its people, technology and other resources to meet or exceed customer expectations.

Employees who have direct contact with customers should always conduct themselves in a professional and courteous manner, recognizing that each customer's contribution, however small, also contributes to the success of the Forum. No employee must ever make false representations, and any misunderstanding should be corrected as soon as possible.

Employees who are indirectly involved with customers also share the responsibility of satisfying customer needs by maintaining a high degree of accuracy, understanding and conscientious effort.

It is the responsibility of each employee to treat with the utmost care any personal or business information about customers that may come to his or her attention through the performance of his or her job or otherwise within Forum. This applies to both oral and written information belonging to the customer. Examples are customer documentation, specifications, and the content of their publications or information on the customer's Forum obtained in the course of doing

business. In all cases, this information is strictly confidential and is of a proprietary nature belonging to the customer.

Conflict of Interests

The Forum expects and requires its employees to advance the Forum's legitimate business interests when the opportunity to do so arises. It also expects and requires its employees to be and to remain free of any conflicting interests or relationships and to refrain from acting in any way that appears to be or is in conflict with the Forum's best interests.

A conflict of interests arises whenever the private interests of an employee interfere or conflict in any way (or appear to interfere or conflict) with the Forum's interests.

For instance, a conflict of interest would exist when an employee:

1. Has an outside interest that materially intrude on time and attention that should be devoted to the Forum's affairs, or affects his or her energies in such a way as to prevent him or her from devoting his or her full attention to the performance of his or her duties.
2. Holds a position within the Forum whereby the employee is in a position of authority towards his or her relatives that could be implied or construed to render the employee partial towards that person or

otherwise inhibit the impartiality of the employee's decision-making.

3. Has a direct or indirect interest in or a relationship with an outsider or with a person in a position to influence the actions of such outsiders that could be implied or construed to:

a) make possible personal gain or favor to the employee involved or to any of his or her relatives or friends due to the employee's actual or potential power to influence dealings between the Forum and an outsider;

b) render the employee partial toward the outsider for personal reasons, or otherwise inhibit the impartiality of the employee's business judgment or desire to serve only the Forum's best interests;

c) place the employee or the Forum in an equivocal, embarrassing or ethically questionable position in the eyes of the public or any external monitoring body;

d) reflect unfavorably on the integrity of the employee of the Forum.

4. Takes for himself or herself opportunities that belong to the Forum or are discovered through the use of the Forum's resources, property, information or the employee's position with the Forum.

5. Makes use of the Forum's property, information or position for personal gain, including furthering his or her interests or the interests of his or her relatives or friends.

6. Directly or indirectly competes with the Forum or has a direct or

indirect interest or relationship that is actually harmful or detrimental to the Forum's best interests.

7. Holds other gainful employment that might be detrimental to the best interests of the Forum. The term "gainful employment" includes personal work effort, supervision or training of other persons, or consultation or advice, for any form of remuneration.

It is impossible to provide an exhaustive list of all conceivable situations that could give rise to potential conflicts of interests, or the appearance of such conflicts. Since our objective is not only to help prevent any wrongdoing, but also to preclude the possibility of any transgression, every employee who may be or may become involved in any possible conflict of interests or the appearance of such conflict, should make full disclosure of these circumstances to the Forum's Advisor in writing.

Forum Property

Employees have a responsibility to help protect the Forum's property and assets and to ensure their efficient use.

Such property includes tangible assets such as buildings, equipment, cash, inventories, documents, computers, etc. Intangible assets such as ideas, and other forms of intellectual property, as they relate to the

Forum's actual or anticipated business which are made or conceived during or after working hours, are also the property of the Forum.

All possible safeguards must be taken to prevent theft, misuse, damage, loss or sabotage, carelessness and waste of the Forum's property.

Forum property is for use by employees on the job, for legitimate business purposes and not for personal purposes. Employees should be aware that the Forum may monitor the use of its property at all times.

Forum Funds

Employees who have access to Forum funds in any form are expected to be familiar with and follow the Forum's prescribed practices and procedures. Forum funds are any monies, documents or records that have or represent financial value. Forum funds include, but are not limited to, currency, checks, vouchers, credit, receivables, payables, money orders, expenses, reimbursements and paychecks.

When an employee's job involves the use of Forum funds, it is the responsibility of the employee to exercise his or her good judgment on the Forum's behalf to ensure that the Forum gets good value for every dollar spent.

It is clearly understood that Forum funds is not for personal use or for Forum business that are not approved.

Employees who incur expenses while on Forum business can only seek reimbursement for expenses that are reasonable, actual and authorized and, in doing so; they are required to provide a full and true accounting of such expenditures, supported by appropriate receipts.

No expenditure of Forum money will be approved unless the person responsible for approving the expenditure is satisfied that the expenditure and the amount are correct; such approval will be granted in accordance with the Forum's authorization policy.

Confidential Information

In the course of their employment, employees may have access to confidential information concerning the Forum, its affiliates, customers, suppliers and other employees. Confidential information is information, both oral and written, which is not generally known to the public and this includes, but is not limited to, information concerning the Forum's business or financial data pertaining to earnings, balance sheet items, forecasts, business plans, and intellectual property.

Efforts must be made to limit access to such confidential information to only those persons who need to know the information and such persons must be advised that the information is to be kept confidential.

Outside parties privy to undisclosed material information concerning the Forum should be told that they must not divulge such information to anyone else without the Forum's consent.

It is the responsibility of each employee to exercise a high degree of trustworthiness and to treat with the utmost care any confidential information. In order to prevent the misuse or inadvertent disclosure of material information, the procedures set forth below should generally be observed at all times:

- documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who "need to know" that information in the necessary course of business;
- confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis;
- confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them;
- employees must ensure they maintain the confidentiality of

information in their possession outside of the office as well as inside the office;

- transmission of documents by electronic means, such as by fax or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure and confidential conditions; and
- unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded; extra copies of confidential documents should be shredded or otherwise destroyed.

The rules set out above apply not only to Forum's information, but to information that belongs to a third party such as a supplier, or customer that has a relationship with the Forum. Moreover, a new employee may not disclose the confidential information of his or her previous employer. Likewise, an employee leaving the Forum still remains bound by the obligation to safeguard Forum's confidential information.

If there is any uncertainty as to what information may be released and to whom it may be directed, employees are expected to ask the Advisor for clarification.

Forum Records

Accurate, reliable records of many types are required in order to meet the Forum's legal and financial obligations and to manage its business affairs.

Employees should maintain the Forum's records, including its books, accounts and financial statements in reasonable detail and in compliance with legal and regulatory requirements, including generally accepted accounting principles, and in accordance with the Forum's internal controls and other policies.

Work reports, vouchers, bills, payroll records and other similar data must be factual, complete and maintained according to Forum practice. Employees should not remove or destroy any integral record without the authorization of their manager. Such authorization will only be granted in accordance with government legislation and Forum policy.

Deliberate entering of wrong data on any report, record or memorandum, performance measurement or quality control plans constitutes an act of dishonesty which may have a serious effect on Forum operations and is therefore unacceptable.

Interactions with the Public

It is Forum's policy to provide open, accurate and consistent communication with the public. To be sure that the Forum complies with the law while still protecting its confidentiality and interests, only those who are designated by the Forum as authorized spokespersons are authorized to represent and speak on behalf of the Forum to the public or the media.

Employees who are not authorized spokespersons must not respond, under any circumstances, to inquiries from the investment community, the media or others unless specifically asked to do so by an authorized spokesperson.

If an employee receives such an inquiry, whether verbal or written, from an outside person, the employee should direct the inquiry to the Forum's Advisor.

An employee may not claim to represent, or imply representation of the Forum to the public or in any public process or forum, unless specifically requested to do so by management. When an employee expresses a personal view in a public forum, he or she may not use the Forum's letterhead or its e-mail or any reference to his or her business address or title.

When an employee is asked to make a presentation that involves his or her work at the Forum, he or she must have management approval

and appropriate review and approval of the content of the presentation. In situations like this, one must be sensitive to issues related to security, the protection of confidential information and other potentially sensitive issues.

Legal Compliance

As a general rule of conduct, all employees of the Forum should, at all times, comply fully with all laws, rules and regulations applicable to the Forum.

In order to become familiar with and comply with the laws, rules and regulations that affect or govern their area of responsibility, employees are expected to consult with and be guided by the Forum's Advisor.

Questions and Reporting Violations

If, at any time, you are unsure about whether some action would be inconsistent with this Code or if you have any questions about this Code, you should ask the Forum's Advisor. Similarly, if there is any doubt as to how a specific ethical situation ought to be handled, the matter should be brought to the attention of the Forum's Advisor for clarification.

Employees who become aware of any behavior in violation of this Code, other Forum policies or any law, rule or regulation applicable to the Forum, must promptly report such violation to the Forum's Advisor.

Any reporting will be dealt with confidentially, except as required by applicable law and the Forum will not tolerate any kind of retaliation against any person who in good faith reports to the Forum potential issues relating to violations of this Code other Forum policies or any applicable law, rule or regulation.

Violation

Violation of this Code, other Forum policies or applicable rules or regulations may result in disciplinary measures, ranging from a simple warning or reprimand to the termination of employment.

Disciplinary measures may be taken against any employee for directly violating or directing others to violate this Code, other Forum policies or applicable law, rule or regulation. An employee will also be the subject of disciplinary actions if he or she fails to cooperate with an investigation of such violation, knowingly falsely accuses another employee of a violation or retaliates against a person who reports a violation or suspected or potential violation.

In addition, violations of legal and regulatory requirements may carry their own civil and criminal penalties, including fines and imprisonment.

Any waivers of this Code for the benefit of employees must be authorized in writing by Forum's Advisor.

Being honest and respecting high standards of integrity and fairness are obligations that are no different than those of individual citizens in their dealings with their governments, their families, their friends and their neighbors.

The guidelines included in this Code serve only as a supplement to good judgment and common sense.