DAWINA

CODE OF CONDUCT
&
ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

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Message from the Manager

The mission of Dawina is to efficiently ensure medications availability to improve Sudanese patients quality of life, and being a pharmaceutical wholesalers, our function is to act as an intermediary between the pharmaceutical industry and our customers (e.g., hospital and community pharmacies) by purchasing and distributing medicines to our customers. With regard to patient safety we must guaranty that the quality of the products is kept through the whole distribution line and that the influx of counterfeited drugs is avoided.

Dawina is committed to providing value to our stockholders and employees. We are also committed to integrity and the pursuit of excellence in all that we do. We will fulfill these commitments while upholding a high level of ethical conduct and meeting our responsibilities as good corporate citizens at all times.

I would like to emphasise that the consequences of non-adherence to our code of conduct and ABAC Policy, for you as an individual and for the company as an organisation will be devastating.

May 2018
Omer Abdelaty
General Manager
Dawina Interntational Co. Ltd

1. Code Of Conduct

This Code of Conduct (the "Code") is a living standard, and is one element of Dawina' efforts to ensure lawful and ethical conduct by Dawina and our employees, officers and directors. It is part of a larger process that includes compliance by all employees, officers and directors with all corporate policies and procedures, open communication throughout Dawina, and the use and expectation of the highest integrity and good judgment.

Overview of the Code of Conduct

The Code of Conduct applies to all employees, officers and directors of Dawina. Under the Code, each employee and director individually must:

A. Act with honesty and integrity at all times as a representative of Dawina;
B. Become familiar with, and conduct company business in compliance with, applicable laws, rules and regulations;
C. Understand and comply with Dawina's standards of business conduct and underlying policies and procedures;
D. Adhere to company standards for protecting the safety and health of our employees, our customers, as well as our communities;
E. Treat customers, partners and suppliers in an honest and fair manner, with integrity;
F. Be able to identify and appropriately handle actual or apparent conflicts of interest and avoid situations where personal interests are, or appear to be, in conflict with company interests;
G. Safeguard and properly use company proprietary information, assets and resources, as well as those of our customers, vendors and collaboration partners, which are entrusted to us;
H. Maintain confidentiality of Dawina's non-public information;
I. Protect Dawina's assets and ensure their efficient use; and
J. Take the initiative to promptly report any violation or possible violation of this Code in accordance with the reporting procedures set forth in this Code.

This Code provides general principles and information to employees and directors on their basic ethical and legal responsibilities. This Code is not intended to address every situation or set forth every rule, procedure or policy of Dawina, and it is not a substitute for the responsibility of each employee and director to exercise good judgment and common sense. If employees have questions about how to apply the company's business standards, policies or procedures, they should seek clarification from their supervisors or, if necessary, from the company's Human Resources Department. If a director has a question about the company's standards, policies or procedures, or, if the question concerns the company's compliance policies, he/she should contact the Regulatory Manager.

1.1. Honest and Ethical Conduct

Employees and directors should endeavor to deal honestly, ethically and fairly with Dawina's employees, partners, customers, suppliers and competitors in compliance with all applicable laws, rules and regulations. Dawina's employees and directors must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

1.2. Compliance with the Law

Compliance with applicable laws, rules and regulations is an overriding principle of Dawina' standards of conduct. It is the company's policy that the company and each employee and director conduct business in accordance with applicable laws, rules and regulations. Employees and directors should understand the laws that apply to the performance of their jobs, and ensure that company operations with which they are involved are conducted in conformity with those laws. Violations of the law can seriously damage the company's reputation, subject the company to liability and/or adverse governmental proceedings, and in some cases, subject individual employees and directors to personal liability. Employees and directors may not instruct or request, either directly or indirectly, other employees or directors to violate the law.

Each employee and director must be alert and sensitive to situations that could result in illegal, unethical or improper action. Questions concerning any legal responsibility or interpretation of legal requirements should be referred to the Regulatory Manager.

1.3. Conflicts of Interest

Each employee's primary employment obligation is to Dawina. Any outside activity, such as a second job or self-employment, must be kept totally separate from activities with Dawina. An employee may not use company time, name, influence, assets, facilities, materials or services of other employees for outside activities, unless specifically authorized by the company.

Each employee and director must put the best interests of the company at the forefront of any work-related activity or decision, and must be able to identify and appropriately handle conflicts of interest. A conflict of interest occurs when an employee's or director's personal interest interferes, or appears to interfere, with the best interests of Dawina. A conflict of interest can arise whenever a person who is an employee or director takes action or has an interest that influences his or her judgment, loyalty, honesty, effectiveness or objectivity in a manner that is contrary to the best interests of Dawina.

While it is not possible to identify every particular activity that might give rise to a conflict of interest, a conflict of interest may exist because of a relationship of an employee or director, or an employee's or director's family member (in this context, a family member includes anyone recognized by law as such or standing in substantially the same relationship, e.g., domestic partners or significant others as well as spouses are recognized

as family) that could cause a conflict with the employee's or director's ability to perform his/her job responsibilities.

Potential conflict of interest situations include:

a. A significant ownership or financial interest in a company supplier, customer or competitor (other than ownership of nominal amounts of stock in publicly traded companies);
b. A consulting or employment relationship with a company customer, supplier or competitor;
c. Activity that harms a relationship between the company and any of its customers or potential customers, or that interferes with a current or potential contract relationship;
d. Business activity that is competitive with any of the company's businesses;
e. Service on the board of directors or advisory board of a company customer, supplier or competitor;
f. A direct supervisory, review or other influential position on the performance evaluation, pay or benefits of a family member or significant other;
g. Receipt of a loan or a loan guarantee from the company;
h. Sales or purchases of goods or services to or from the company (unless it is pursuant to a routine program of disposal of surplus property that is offered to all employees in general); and
i. Any situation in which, without proper authorization, you are required or tempted to disclose, or do disclose, any trade secret, confidential or proprietary information or intellectual property of the company or its collaboration partners.

If you have any questions regarding activity which may create a conflict of interest, please discuss the situation immediately with your immediate supervisor, an officer of Dawina, or Dawina's Regulatory Manager.

Disclosure. It is the responsibility of each employee and director to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the company's Regulatory Manager, who will be responsible for determining whether the transaction or relationship constitutes a conflict of interest.

1.4. Dawina's Property and Opportunities

Proper protection and use of Dawina's assets, including proprietary information, is a fundamental responsibility of each employee and director. Employees and directors must comply with site security programs to safeguard physical property and other assets of the company against unauthorized use or removal, as well as against loss by criminal act or breach of trust.

Employees and directors must not:

a. Take for themselves personally or for family members or other businesses any opportunities that are discovered through the use of Dawina's property, information or position;
b. Use any Dawina's property, information or position for personal gain; or
c. Compete with Dawina.

Each employee and director owes a duty to Dawina to advance its legitimate interests whenever the opportunity to do so arises.

Employees and directors are to use Dawina's property only for legitimate business purposes. Employees and directors may not use or remove from Dawina's premises any property or services for any personal benefit or the personal benefit of anyone else. If an employee or director has a question in this regard, he/she should consult his or her supervisor or Dawina's Regulatory Manager.

1.5. Accurate Retention of Business Records

Each employee and director must record information completely, accurately, honestly and in a timely manner. Employees and directors should use good judgment and common sense when preparing any company document and ensure that the document objectively and accurately reflects the facts of the situation it addresses. Accurate information is essential to Dawina's ability to meet its legal and regulatory obligations.

Documents that require signatures must be actually signed by the person whose name appears on the document. This requirement applies to electronic as well as handwritten signatures.

All company books, records and accounts must be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. Financial records must accurately reflect transactions and conform to generally accepted accounting principles. No entry may be made on the company's books or records that intentionally hides or disguises the true nature of any transaction. No accounts, assets or funds may be established that are not disclosed or recorded in the company's accounting records.

It is very important that employees and directors do not create, or participate in the creation or perpetuation of, any records that are intended to mislead anyone or conceal any improper act or conduct.

Our accounting records are relied upon to produce reports for our management, stockholders and creditors, as well as for governmental agencies. In particular, we rely upon our accounting and other business and records in preparing the periodic and current reports that we may file from time to time with the related competent authorities, who require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is accurate and transparent. In addition:

No employee or director may take or authorize any action that would intentionally cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the applicable laws, rules and regulations;

All employees and directors must cooperate fully with our Finance Department, as well as our independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information;

No employee or director will, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the company's financial statements; and

No employee or director should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed, or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

Any employee or director who becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to a supervisor, or the Regulatory Manager.

Employees must also abide by any lawful obligations that they have to their former employers. These obligations may include restrictions on the use and disclosure of confidential information and restrictions on the solicitation of former colleagues to work at Dawina. Any employee who believes he or she has obligations to former employers in addition to general ongoing confidentiality obligations should discuss the matter with the company's Regulatory Manager, and should provide the Regulatory Manager, with a copy of any agreements the employee has signed with former employers covering matters such as intellectual property, non-competition and non-solicitation.

1.6. Employment Practices

1.6.1. Health and Safety

Dawina is committed to providing its employees with a safe and healthy work environment. To support that commitment, employees must abide by all safety rules and practices and assume responsibility for taking the necessary precautions to protect themselves and their co-workers. Employees are also responsible for immediately reporting accidents, injuries and unsafe practices or conditions, and for taking appropriate, timely action to correct unsafe conditions.

To help ensure a safe work environment, Dawina prohibits threatening, reckless or violent behavior by employees, possession of weapons on company property or while conducting company business and willful destruction of property.

Dawina is also committed to a drug-free workplace. The misuse of drugs or alcohol, both legal and illegal, while on company premises or business interferes with a safe, healthy and productive work environment and is prohibited. Specifically, Dawina prohibits the use, sale, purchase, transfer or possession of illegal drugs (or any offer to do so), or the abuse of legal drugs or alcohol, on its premises, in its vehicles and while conducting company business.

1.6.2. Treatment of People

The diversity of Dawina's employees represents a highly valuable company asset. Consistent with our respect for individual employees, Dawina is committed to providing a work environment free from discrimination based on race, color, religion, national origin, sex, age, disability or any other unlawful factor. This means that we comply with applicable employment laws, including laws against discrimination, in all aspects of employment, including recruiting, hiring, compensation, promotion and termination. It also means that Dawina does not permit conduct that creates an intimidating or offensive work environment as defined under employment law. Such conduct may include, but is not limited to, racist, sexist, or ethnic comments or jokes; sexual advances or inappropriate physical contact.

If an employee believes that he/she is a victim of unlawful discriminatory or harassing conduct, he/she should ask the person offending him/her to stop and let the person know the action is unwelcome. If an employee is not comfortable with a direct approach, or if it fails to solve the problem, the conduct should be reported to his/her supervisor, Human Resources or Dawina's Regulatory Manager.

1.7. Sales and Marketing Practices

Products must be marketed and sold fairly and honestly, solely on the basis of their quality, capabilities, price, service level and other legitimate attributes. Dawina intends to succeed in the marketplace through superior performance, not by unethical or manipulative practices. Each employee and director must treat customers and vendors honestly and fairly. Employees should not make false or misleading remarks to customers or suppliers about other customers/suppliers or about competitors of the company, their products or their services. Each employee and director must avoid deprecation and criticism of competitors, their products or services, but employees and directors may state truthful descriptions of specifications and shortcomings of such products or services.

1.8. Advertising, Sales and Packaging

Each employee, in performing his or her duties, is responsible for truthfully conveying product attributes. An employee must not misstate facts or create misleading impressions in any labeling, advertising, packaging, literature or public statements. Employees also must not promote a product for a use other than that specified in the official product label. Omissions of important facts or wrongful emphasis of material may be misleading; the total impression of the message must be balanced.Dawina provides specific training in the related matters to sales and marketing.

2. Anti-Bribery and Anti-Corruption Policy

Application Of The Policy

This Anti-Bribery and Anti-Corruption Policy (this "Policy") applies to all directors, officers and employees, collectively "personnel" of Dawina International Company Ltd. and all of its controlled subsidiaries, and the Board of directors (collectively, "Dawina", "we", "us", or "our"). This Policy is applicable to the Dawina's operations, unless such a controlled subsidiary has adopted its own Anti-Bribery and Anti-Corruption Policy that is consistent with the provisions of this Policy.

This Policy reflects the standards to which the Dawina expects any person or entity that performs services on behalf of the Dawina to adhere to when acting on Dawina's behalf. Such persons or entities acting on the Dawinas behalf could include business associates, partners, agents, intermediaries, representatives, suppliers, contractors, third party service providers and, consultants (collectively "Third Parties").

Please direct any questions and requests for authorization relating to this Policy to the Regulatory Manager or any senior individual within Dawina ("Senior Executive"). Please see Appendix "A" hereto for contact information for the Regulatory Manager that should be contacted with respect to this Policy.

Commitment To Anti-Bribery And Anti-Corruption

The purpose of this Policy is to reiterate Dawina's commitment to conducting its business with honesty and integrity and in full compliance with applicable anti-bribery or anti-corruption laws. In the event that local laws are more restrictive than this policy, the more stringent local requirement will apply.

Prohibition

Bribery and corruption are strictly prohibited.

A "bribe" is anything of value that is offered, promised, given or received by any party to influence a decision or to gain or reward an improper or unfair advantage for the benefit of Dawina or any other party. "Corruption" is the abuse of power or position for private gain. Bribery and corruption can take many forms, including the offering, provision or acceptance of:

- Cash payments;
- Loans or non-arm's length transactions;
- Phony jobs or "consulting" relationships;
- Kick-backs;
- Political contributions;
- Charitable contributions;
- Employment opportunities or internships;
- Social benefits; or
- Gifts, travel, hospitality and the reimbursement of expenses.

Dawina strictly prohibits all bribery or corruption, in any form whatsoever.

Do not make "facilitation payments".

Facilitation payments are also a form of bribe and are, therefore, not permitted. Facilitation payments are small payments made to secure or speed up routine actions or otherwise induce public officials or other Third Parties to perform routine functions they are otherwise obligated to perform, such as issuing permits, approving immigration documents or releasing goods held in customs. This does not include legally required administrative fees or legally permitted fees to fast-track services.

If you have a question about whether a particular payment is permitted under this Policy, please contact the Regulatory Manager, listed in Appendix "A" or a Senior Executive prior to making such payment.

2.1. Dealing With Public Officials

Interactions with public officials require enhanced scrutiny and sensitivity.

A "public official" is any person who is employed by or is acting in an official capacity for a government, a department, agency or instrumentality of a government, regulator, or a public international organization. This includes elected or appointed persons who hold legislative, administrative or judicial positions such as politicians, bureaucrats, civil servants, and judges. It also includes persons who perform public functions such as professionals working for public health agencies, water authorities, planning officials and agents of public international organizations. A "public official" also includes employees of government-owned or controlled businesses such as the manager of a state- owned public utility.

There is increased sensitivity and scrutiny of dealings with public officials because this has traditionally been an area where bribery activity and corruption are more likely to occur. Be cognizant of these risks in your dealings and interactions with public officials and consider how your actions may be viewed. For example, payments, gifts or employment to close relatives of public officials may be treated by enforcement authorities as direct payments to the public officials and therefore may constitute violations of law.

As a result, gifts to public officials are strictly prohibited and entertainment for public officials should be modest and reasonable. In addition, because interactions with public officials carry special risks under applicable anti-bribery and anti-corruption laws, contracts and payments to public officials should be reviewed carefully to determine what additional safeguards, if any, may be necessary to protect Dawina. Please seek authorization from the Regulatory Manager listed in Appendix "A" or a Senior Executive prior to entertaining, contracting with, or offering or making payments to public officials.

2.2. Gifts And Entertainment

Any gifts given or received shall be modest and any entertainment given or received shall be proportionate and reasonable for the circumstances.

Subject to the restrictions set out in the prior section relating to public officials, gifts given to or received from persons who have a business relationship with the Dawina are generally acceptable, if the gift is modest in value, is appropriate to the business relationship, is not given or received to gain an improper advantage and does not create an appearance of impropriety. No cash payment or cash equivalents should be given or received.

2.3. Charitable Donations

Do not solicit or offer donations to suppliers, vendors or public officials in a manner which communicates that a donation is a prerequisite for future business or that the offer of a donation is intended to obtain a business advantage.

We encourage our directors, officers and employees to contribute personal time and resources to charities and nonprofit organizations. However, unless the solicitation is supported by Dawina, you are prohibited from using Dawina's resources to solicit donations.

All requests on behalf of Dawina for corporate gifts to charities and other not-for-profit organizations shall be authorized in advance by the Regulatory Manager, listed in Appendix "A" or a Senior Executive. Charitable donations or requests for charitable donations made by individuals on their own behalf should comply with any applicable local laws and regulations.

If you are requested by a public official to make a personal donation to a particular charity, please seek authorization from the Regulatory Manager, listed in Appendix "A" or a Senior Executive before agreeing to or making the donation.

2.4. Record-Keeping

Record all our transactions in a complete, accurate and detailed manner so that the purpose and amount of the transaction is clear.

In addition to prohibiting bribery and corruption, some anti-bribery and anti-corruption legislation requires proper record-keeping and the establishment and maintenance of internal controls. The purpose of these provisions is to prevent companies from concealing bribes and to discourage fraudulent accounting practices.

All Dawina's transactions must be recorded completely, accurately and with sufficient detail so that the purpose and amount of any payment is clear. No accounts or payments may be kept "off-book". False, misleading, or artificial entries must never be made in the books and records of Dawina for any reason.

2.5. Third Parties

Third Parties are not permitted to pay, offer, accept or request bribes on our behalf. Dawina may be prosecuted for failing to prevent bribery by a person associated with it. This includes any Third Party (as defined above).

This means due diligence shall be undertaken on Third Parties to establish their anti-bribery credentials, where warranted by the assessed level of risk. This could include informing these persons (and associated companies) of this Policy, meeting with them to better assess their character, and making commercially reasonable inquiries into their reputation and past conduct. Anti-bribery language should be included in Third Party agreements, where appropriate, in consultation with internal legal counsel listed in Appendix "A".

2.6. Reporting

Dawina's personnel have an obligation to adhere to this Policy. If you witness behavior on the part of Dawina's personnel or any Third Party that you believe may represent a violation of this Policy you must promptly report it. Internal reporting is important to Dawina and it is both expected and valued.

Dawina takes all reports seriously, and every report received will be assessed and, where necessary, an appropriate investigation will be undertaken. The confidentiality of reported violations will be maintained where possible, consistent with the need to conduct an adequate review and subject to applicable law.

Reports should in the first instance be made to the Regulatory Manager listed in Appendix "A", or a Senior Executive, who will ensure that the information is properly handled and escalated as necessary.

No retribution or retaliation will be taken against any person who has made a report based on the reasonable good faith belief that a violation of this Policy has occurred.

2.7. Enforcement And Disciplinary Action

Dawina will impose discipline on individuals found to have breached this Policy, in a manner that is fair, consistent and that reflects the nature and facts of the violation. Anyone subject to this Policy who violates it may face disciplinary actions up to and including termination of his or her employment for cause and without notice. The violation of this Policy may also violate certain anti-bribery and anti-corruption laws. If Dawina discovers a violation of any anti-bribery laws, it may refer the matter to the appropriate authorities, which could lead to penalties, fines or imprisonment or other liability.

3. Appendix A Contact Information

General Manager	Omer Abdelaty	+249 (0) 912340582 omer@Dawina.com
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