

# Code of Conduct Policy

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Policy Owner: Director, Nemel Kenya Limited

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## Objective

The objective of the Code of Conduct policy is to promote lawful, responsible and ethical conduct within Nemel Kenya Limited (NKL) so that Company's reputation for honesty, integrity and faithful performance of its undertakings and obligations will be maintained and enhanced.

## The Code

Nemel Kenya expects all its **personnel** to conduct themselves in accordance with this policy by complying with the following principles and values.

### 1. The Workplace

NKL will provide a safe working environment. NKL will take all necessary steps to minimize the risk of sickness, disease, injury and death to its **personnel** and members of the public resulting from its operations and activities in compliance with workplace safety and health and environmental legislation and best practices.

NKL does not practice or tolerate any workplace-related disrespectful behavior, discrimination, harassment, violence or reprisal. This policy applies to the workplace itself, as well as activities connected with the workplace such as travel, conferences and work related social gatherings at a client's home or worksite. It applies to relationships and interactions between **personnel**, clients and the general public.

### 2. Compliance with Laws

NKL and its **personnel** will comply with the laws of Kenya and those countries in which NKL conducts business including any anti-corruption or anti-bribery laws. NKL does not condone violations of the law, including corrupt dealings or bribery in any form in its business operations.

Conflicts between Canadian law and the laws of another jurisdiction will be dealt with on a case by case basis by **NKL management**; however, **personnel** will not be required to act in contravention of Canadian criminal, civil, and human rights laws.

### 3. Competitive Practices

NKL will compete vigorously and creatively in its business activities, and its efforts will be conducted in a lawful, responsible, fair and ethical manner in strict compliance with competition and trade practice rules.

Regardless of any local custom, NKL will not collude with any other person in restraint of trade or in violation of competition and trade practice rules. Prohibited activities include, but are not limited to:

- verbal or written agreements with third parties to limit market access or competitive pricing;
- verbal or written agreements with third parties involving collusion not to buy from a supplier or sell to a customer; or,
- the exchange of competitively sensitive information with third parties including price or market share.

### 4. Fraud, Theft and Due Process

NKL and its **personnel** will take all reasonable measures to prevent and deter any form of fraud and the theft of NKL assets. NKL will investigate allegations of fraud or theft in a thorough and consistent manner. NKL will ensure that **personnel** suspected of fraud or theft are granted due process. NKL will provide a safe mechanism for its **personnel** to report incidents of fraud or theft without fear of reprisal.

### 5. Communications

NKL will adhere to the truth in its communications. NKL's **personnel** are expected to conduct business lawfully with honesty and integrity.

NKL will comply with all legal requirements to provide full and complete reporting to government, regulatory agencies and the general public. When considering the release of information, **personnel** must be aware of privacy legislation requirements as well as restrictions on the release of protected information either through contractual obligations or imposed by legislation.

### 6. Unauthorized Third Party Information

NKL will not accept confidential information from any source if there is reason to believe that it is non-public and its release has not been authorized by the owner.

## 7. Fiscal Integrity

NKL and its **personnel** will comply with accepted accounting practices and established internal controls. Financial records must fully and accurately account for and must report all assets, liabilities and transactions. No payment will be approved or made without adequate supporting documentation and no payment is to be used for any purpose other than that for which it is recorded.

**Personnel** are expected to use NKL's physical and financial assets in a manner that will preserve and maximize their value. **Personnel** are directly accountable for NKL money under their direct control.

## 8. Purchase of Goods or Services

The purchase of goods and services is based on sound business criteria such as price, quality, quantity, delivery, and service. Purchasing decisions will not be based on favouritism, prejudice, preferential treatment or personal gain. The purchasing process will be open and transparent to all suppliers.

Purchases should not be made if NKL would be subject to valid criticism or embarrassment if the details of the purchase become public knowledge.

## 9. Use of NKL's Resources

Unauthorized use of NKL's resources or assets is prohibited. This includes, but is not limited to, the unauthorized use of NKL's **personnel**, funds, records, goods and property, intellectual property, information and communication technology devices and equipment.

## 10. Gifts

NKL and its **personnel** will not, in the course of conducting business on behalf of NKL, accept gifts from or provide gifts to other persons unless the gift is:

- of a token nature and could not reasonably be interpreted as a bribe;
- is within accepted norms of business;
- is not in cash or negotiable instruments;
- does not contravene any laws; and
- would not embarrass NKL if disclosed to the public.

## 11. Dealings with Government Officials

All dealings between NKL and government officials will be conducted in a manner that will not compromise, call into question or cast doubt upon the integrity or the reputation of NKL or the government official.

NKL resources will not be used for political purposes.

## 12. Environmental Responsibility

NKL's **personnel** will plan and carry out NKL business activities in an environmentally responsible fashion, consistent with the principles of sustainable development and applicable legislation. NKL's **personnel** are expected to identify and report environmental issues and/or hazards to their supervisor.

## 13. Respect for Others

NKL and its **personnel** will be respectful to all people with whom NKL conducts business or has dealings.

## 14. Conflict of Interest

Conflict of interest refers to any situation or activity in which **personnel**, either for themselves, their dependents, other person(s) directly related to or associated with **personnel**, or other organization(s), attempts to promote a private or personal interest which results or appears to result in:

- a) an improper personal material gain;
- b) an advantage by virtue of the **personnel's** position; or
- c) an interference with the objective exercise of the **personnel's** duties.

It is the responsibility of all **personnel** to declare any potential and/or actual conflict of interest to their supervisor.

## 15. Violations

NKL expects its **personnel** to conduct themselves in accordance with this Code of Conduct and if they fail to do so, they will be held accountable. Any violation of this Code of Conduct may lead to disciplinary action including termination of employment.

**Personnel** are encouraged to report in writing to their supervisor any alleged breach of this Code of Conduct. If **personnel** believe that their supervisor is involved in the violation, they may contact the next level of **NKL management** who is believed not to be involved.

NKL does not condone any reprisal or threat of reprisal against any **personnel** or any other

person who chooses to report a breach or perceived breach of this Code of Conduct or any **personnel** or person who provides information about it or during any subsequent investigation. NKL treats reprisal or threat of reprisal as serious misconduct and **personnel** found to have engaged in such reprisals or threats are subject to disciplinary action, up to and including termination.