

CODE OF ETHICS AND CONDUCT (ALAMAYA/QMS/CEC/POLICY)

Updated: June 2020

This policy covers Alamaya Consultancy Limited Mauritius and Alamaya Consultancy Limited Kenya.

MD Signature:



ALAMAYA CONSULTING
LIMITED
c/o P. O. Box 75903 – 00200,
NAIROBI, KENYA

ALAMAYA CONSULTING
LIMITED
Endemika Business Park Phase 2
PETIT RAFFRAY, MAURITIUS

PREAMBLE

This ethics policy applies throughout the organisation, within Kenya, Mauritius and internationally, and applies to all individuals working for and with Alamaya, whether on a fixed term or permanent basis.

In the event that legislation in a particular country where the employee or consultant resides and is employed or engaged, imposes a stricter prohibition or sanction, that legislation shall apply. However, in the absence of any legislation or rule regulating conflicts of interest, corruption, bribery or fraud or such similar misconduct, then this ethics policy shall apply as a minimum standard.

OBJECTIVE OF POLICY

To ensure that a code of ethics and a standard of conduct based on honesty, integrity and professionalism is honoured throughout the organisation both in relationships within Alamaya as well as with all external stakeholders and that the relationship between employees, consultants and the company and its businesses is not compromised by any conflicts of interest or any form of illegal, unlawful or other form of dishonest behaviour. The Alamaya Code of Ethics and Conduct also seeks to promote the principles of good corporate governance.

ALAMAYA'S ORGANISATIONAL VALUES

Alamaya is characterised by a strong and distinctive culture. Combining the values of a small business with the virtues and strengths of a professionally managed public company, we operate according to a robust spirit of enterprise underpinned by a reputation for the highest levels of integrity.

These values influence the decisions and actions made by the Board and management, and how we conduct our business. In line with our organisational values, our relationships, business processes and conduct are based on respect, fairness, integrity, accountability and excellence in performance.

Alamaya has also issued policies, a disciplinary code and procedures, grievance procedures, standard operating procedures, conditions of service and other guidelines to assist employees in making decisions and taking actions based on these values. These cover in more detail many of the subjects referred to briefly in this policy.

Employees and consultants are expected to familiarise themselves with all the applicable policies, procedures and guidelines related to their work, consultancy and or employment. In the event of a conflict between any Alamaya policy or procedure and this Code of Ethics and Conduct, the policy or procedure will take precedence over this document.

GENERAL BASIC GUIDELINES ON ETHICAL PRACTICES

The following guidelines serve as a basis for ensuring ethical conduct by all personnel in their relationships with the Company, fellow employees and with all Alamaya's stakeholders. All personnel are required to:

- Perform their duties with honesty, integrity and to the best of their ability
- Communicate openly and honestly
- Treat people with fairness, courtesy and sensitivity, and with regard to their rights
- Have respect for diversity
- Accept accountability for their actions and decisions
- Behave in a manner which is above question or reproach
- Protect Alamaya's reputation and avoid making damaging statements or remarks about Alamaya or its businesses in any public (including social media) forum
- Comply with the law as well as with Alamaya's rules, policies and procedures
- Use information only for the purpose for which it is intended and safeguard the confidentiality of the Company or personnel's personal information
- Protect and treat the assets, IP and property of Alamaya with due care and respect;
- Avoid conflicts of interest with Alamaya's business and disclose and declare any such conflict where it might arise
- Decline any gift or benefit which could influence the perception of honesty, fairness and integrity
- Report instances of fraud, corruption, nepotism, maladministration and any other act which constitutes an offence or which is prejudicial to the interests of Alamaya and personnel are encouraged to use the whistleblowing policy to report any concerns
- Contribute towards maintaining a safe and healthy working environment

Alamaya encourages and supports personnel who adhere to strict ethical practices. Alamaya will not condone the involvement of personnel in any form of unlawful or criminal conduct.

GUIDELINES ON SPECIFIC ISSUES

These guidelines provide specific guidance on certain aspects of conduct which could reflect on Alamaya's values and which are sometimes encountered in this organisation.

The specific issues covered in this section are:

1. Offering and accepting business courtesies
2. Trade exchanges
3. Conflict of interests
4. Relationships among personnel
5. Contracts and Relationships with suppliers
6. Exercise of delegated authority
7. Duty Travel and Accommodation
8. Confidentiality and accuracy of information
9. Fraud and Corruption

OFFERING AND ACCEPTING BUSINESS COURTESIES (GIFTS, HOSPITALITY, INVITATIONS, ENTERTAINMENT AND OTHER FAVOURS)

A business courtesy is a favour from any person, company or organisation, regardless of whether a business relationship exists between Alamaya and that person or firm, for which fair market value is not paid by the recipient. A business courtesy may take many forms, including but not limited to, free meals, drinks, entertainment, hospitality, vacations, recreation, accommodation, attendance prizes, transportation, discounts, tickets, passes, promotional items or the use of donor's time, materials or equipment. Business courtesies in the appropriate context are exchanged in order to strengthen and maintain good business relationships. The offering or acceptance of business courtesies is acceptable when based on a clear business purpose, are not excessive in value and are infrequent or occasional.

TRADE EXCHANGES (BUSINESS CONTRACT AGREEMENTS)

No business agreements or arrangements involving Trade Exchanges (purchase or sale of product or services) may be entered into without the written approval of Alamaya's Managing Director (MD), or such authority as may be delegated from time to time in line with Alamaya's Board Resolutions Framework. All business agreements or arrangements involving Trade exchanges must comply with the requirements of law and the company's policies of agreements between Alamaya and Contractors. Legal assistance should be contacted for further information on the conditions that apply.

CONFLICT OF INTEREST

Each personnel's first responsibility in the conduct of their work is to the company and its businesses and to always act in the best interests of the company. A conflict of interest arises when the personnel engages or is involved with another activity, which conflicts with this responsibility or with the interests of the company. Receiving or providing favours, involvement in one's own or other outside business

activities or part time employment can easily lead to a conflict of interest, impact upon work performance or be in competition with Alamaya's businesses and may in the event of state tenders be perceived as bribery.

For ease of reference, activities, which could lead to a conflict of interest, are grouped under the following headings:

- a) Favours from suppliers and clients
- b) Own and other external business ventures
- c) External part-time employment

Favours from/to Suppliers and Clients

Personnel may not accept gifts, hospitality or any other favours from suppliers of goods or services to the company and/or from clients without declaring it to the Managing Director, unless it falls into one of the following specific categories:

- Advertising matter with limited intrinsic value
- Occasional business entertainment such as lunches, cocktail parties and dinners
- Occasional personal hospitalities such as tickets to local events
- Token year-end or Christmas gifts

Personnel may not provide or promise to provide gifts, hospitality or any other favours to suppliers of goods or services to the company and/or to clients without declaring it to the Managing Director, unless it falls into one of the following specific categories:

- Advertising matter with limited intrinsic value
- Occasional business entertainment such as lunches, cocktail parties and dinners
- Occasional personal hospitalities such as tickets to local events
- Token year-end or Christmas gifts
- And it is permitted by the recipient's company's Code of Ethics.

Personnel may not under **any circumstances** accept or provide or promise to accept or provide gifts, hospitality or any other favours (including monetary payments) from or to any government (foreign or national) official, employee, agent or representative.

Own and Other External Business Ventures

Having one's own business or being involved in any way in an outside business venture, agreement, arrangement or understanding with any other business, person or association will not as a general rule be prohibited unless it is in competition with any of Alamaya's business activities or could in any way result in a conflict of interest or interfere with the personnel's work performance. However, no transactions or dealings with Alamaya or any of its subsidiaries, or in any of its products, may take place without the explicit approval of the Managing Director. This also applies to business ventures of immediate family.

"Immediate family" shall for the purposes of this policy mean the personnel's spouse (or domestic partner) and minor children (including step – , half – and adopted children), parents, brothers and sisters and the personnel's spouse's (domestic partner's) parents, brothers and sisters.

External/Part Time Employment

As a general rule part-time employment will not be prohibited unless the work of the part-time employer in question is in conflict or in competition with the business' of Alamaya or where the part-time work is interfering with the personnel's work performance.

Note: Alamaya employees need to however understand that their first and foremost responsibility is towards the company and the job they hold.

ARM'S LENGTH DEALING, OUTSIDE INTERESTS AND EMPLOYMENT

Any person knowingly involved with an external company or who has personal interests in a deal involving Alamaya is to declare their interest and recuse their involvement to an impartial company entity.

Outside interests include directorships, ownership, part ownership or material shareholdings in companies, business or consultancies likely to seek to do business with the Company. These should be declared to the Managing Director as should the interests of a spouse / partner or immediate family member.

Activities which may be perceived as conflicting with your duties as an Employee are prohibited. A conflict may arise where personal interests are at odds with those of the business. If in any doubt as to whether a potential conflict exists (concerning you or a third party), it should be immediately disclosed to the Managing Director. The activities of immediate family members can create conflicts of interest, too.

By way of example, some potential conflicts could include:

- Benefiting from the sale, loan or gift of any property held by the business;
- Failing to give the company the opportunity to benefit from a relevant business opportunity and seeking to benefit personally by directing it elsewhere;
- Deriving any direct or indirect benefit as a result of any contract entered into by any member of the group.

RELATIONSHIPS AMONG EMPLOYEES

Treating people with respect, dignity and fairness are key values within Alamaya. The Company respects and values the cultural diversity of its personnel as well as their personal privacy. Alamaya expects its personnel to be law-abiding and to conduct their personal affairs in a responsible manner, especially where any indiscreet or anti-social behaviour could affect the individual's performance or judgment or reflect badly on Alamaya.

Unfair discrimination in the workplace will not be permitted or condoned. Alamaya personnel may not unfairly discriminate against any fellow personnel, customer, client, contractor or supplier on the basis of race, gender, ethnic or social origin (tribe/clan), colour, sexual orientation, HIV status, age, disability, religion, political persuasion, conscience, belief, culture or language.

CONTRACTS AND RELATIONSHIPS WITH SUPPLIERS, CONTRACTORS AND CONSULTANTS

The following applies particularly to personnel who have direct contact with outside suppliers or who are indirectly involved in source selection, evaluation and procurement.

- Personnel who are authorised to enter into contracts on behalf of the Company must ensure that they are fully aware of the scope of their authority in this regard. Furthermore, they must ensure that the contracts are properly signed by duly authorised parties;
- Alamaya's purchasing power should not be misused for personal benefit e.g. to buy goods, materials or obtain services on terms not available to all personnel;
- No personnel or others acting on behalf of Alamaya may accept, or attempt a bribe;
- No personnel may discuss prices, or other information quoted to Alamaya, with third parties, unless permitted;
- All purchases requiring quotes and bid offers must adhere to the Alamaya code of ethics and conduct;

- Information provided by a supplier is proprietary to that supplier and may not be disclosed to any other person or supplier during the tender process;
- Restricted, proprietary or sensitive information about Alamaya may not be disclosed to a supplier or potential supplier without proper authorisation;
- All suppliers, contractors or consultants are required to adhere to Alamaya's ethical principles. Accordingly, the personnel with whom the business is conducted must make this Code of Ethics and Conduct available to suppliers, contractors and consultants;
- No form of improper influence, inducement, bribery or unethical conduct by suppliers, customers or contractors will be tolerated. Such conduct must immediately be reported to management;
- Personnel must at all time in their interactions with customers or suppliers ensure that they comply with the guidelines provided in Alamaya's relevant policies.

EXERCISE OF DELEGATED AUTHORITY

Personnel, to whom authority has been delegated, whether for a general or specific purpose, must ensure that when making decisions or taking actions under such authority:

- Any decision or action is within the delegated authority;
- All decision-making requirements and procedures required by the delegation are complied with;
- They act in accordance with applicable legislation;
- The decision or action and the reasons for it are properly documented.

DUTY TRAVEL AND ACCOMMODATION

Personnel on duty travel and/or who, in the scope of their assignment, stay in accommodation provided/paid for by the company or a third party, must at all times remember that they are representatives of the Company and that as such their behaviour and appearance will be associated with or attributed to the Company.

All employees while on duty travel or while staying in accommodation as Alamaya representatives, should ensure that they behave, in such a manner that the image of the Company will not be adversely affected.

CONFIDENTIALITY AND ACCURACY OF INFORMATION

All information, which is received in connection with the Company's business, shall be treated confidentially and shall not be disclosed to unauthorised third parties. Similarly, such information may not be used for personal gain or benefit or for the advantage or benefit of a third party.

All personnel have a duty, during their assignment with the Company and thereafter, to ensure that the confidential or proprietary information of the Company is protected from theft, unauthorised disclosure or inappropriate use.

Personnel must not access confidential information of the company or any other personnel unless the information is required and authorised in the performance of their duties. As part of ensuring that the company remains aligned with market trends, information will be collected from various sources. The methods utilised for this purpose must be legal, honest and not affect company image in any negative manner. Information must never be gathered through practices such as bribery, blackmail or any other unethical practice.

Should personnel be approached, by a competitor's representative or any other external party, with offers of such information, Alamaya's Legal Advisor must be consulted before accepting such information. Personnel may not divulge any confidential information regarding Alamaya to any person not in the engagement of the Company, unless expressly authorised. Such information may only be divulged upon receipt of an official court order and/or after consultation with Alamaya's Legal Advisor.

Personnel are not allowed to make any unauthorised, false or misleading statements to any external third party or organisation. Where personnel are approached by a member of the media, they must be directed to the Managing Director or Legal Advisor.

The Protection of Personal Information Act No4 of 2013 (POPI – South Africa) and the Constitution of Kenya (Part 2. Rights and fundamental freedoms - 31. Privacy) and the Data Protection Act 1998/Freedom of Information Act 2000 (UK) and the Data Protection Act 2017, Mauritius, regulates how individuals who process the personal information of any individual (including employees, consultants, customers, suppliers and service providers) must handle, keep and secure such information. Please seek advice from the Managing Director or Legal Advisor when uncertain about whether information is protected, when dealing with a third party or internal information.

Alamaya aims to give effect to the constitutional right to privacy by introducing measures to ensure that as a company we process personal information in a fair, responsible and secure manner.

DISHONESTY, FRAUD AND CORRUPTION PREVENTION

The prevention of fraud and the recognition of exposures to fraud is the responsibility of each and every member of Alamaya. Personnel have a responsibility to report any instance of apparent fraud, corruption, maladministration or fruitless and wasteful expenditure.

Alamaya will not tolerate any form of misconduct, including but not limited to dishonest or criminal behaviour. Alamaya will proceed with the institution of criminal proceedings in the event of any illegal conduct and where applicable, will implement the required legal or civil action to recoup the losses it suffered.

IMPLEMENTATION PROCEDURES

Declaring and Managing a Conflict of Interests

It is compulsory for personnel to declare all activities as listed in clause 3 above – except for those specifically sanctioned in this policy – to the Managing Director.

Personnel are required to disclose interests (such as business, financial or contractual) and remunerative external / part-time work that they perform with sufficient detail to enable the Managing Director to assess whether a conflict of interest exists, whether such part-time employment will impact on the personnel's work performance or whether such business is in competition with Alamaya's businesses. Personnel are required to disclose any interest in a business, which is a supplier, customer or competitor of Alamaya.

Where a clear conflict exists, it is incumbent upon the Managing Director to put the necessary actions in place to ensure that the activity ceases.

Reporting Dishonest or Unethical Behaviour

Personnel are urged to bring any form of misconduct to the attention of the company's "Whistle Blowing" facility. The "Whistle Blowing" facility is managed by an independent company which reports to Alamaya. Personnel can therefore feel safe that whatever they report will be treated in a confidential and anonymous way and that it will be attended to at the highest levels.

Disciplinary Actions and Consequences of Misconduct

A contravention of the Code of Ethics and Conduct is regarded as misconduct, and consequently is subject to disciplinary action in terms of the applicable Alamaya Disciplinary Code and Procedure.

UNDERTAKING

I, _____, confirm that I have read the terms and conditions of this policy and that I understand the contents. I hereby undertake to comply fully with this Policy and accept that I may be held liable in terms of the Company's Disciplinary Code in the event that I do not.

Name: _____

Personnel Signature: _____

Date: _____