

NAIROBI BUSINESS VENTURES PLC

CODE OF ETHICS AND CONDUCT

PREFACE

This Code of Ethics and Conduct (hereinafter “the Code”) defines the business conduct of the Directors of Nairobi Business Ventures Plc (hereinafter “the Company”) and embodies their commitment to pursue the highest standards of ethical conduct.

These rules shall apply to all Directors of the Company. To ensure that the ethical conduct established by the Board permeates the entire Company, all employees of the Company shall also be required to conduct the affairs of the Company according to the highest standard of ethical conduct and in compliance with the Constitution and all applicable laws and regulations governing the industry, as stipulated in the Human Resources Policies and Procedures Manual.

1. Honest and Ethical Conduct

The Board will maintain the highest standards of honest and ethical conduct, including:

- 1.1. Encouraging and rewarding professional integrity in all aspects of the Company’s affairs including its business enterprise and its dealings with clients, shareholders, governmental organizations, and others.
- 1.2. Providing a mechanism to facilitate reporting of fraudulent behavior or other deviations from the Company’s policies and procedures to senior management without fear of reprisal or alienation for making such a report.
- 1.3. Maintaining the confidentiality of certain information obtained during the course of employment with the Company. This includes ensuring that confidential information regarding clients, employees, suppliers, and security operations is communicated to other Company representatives on a “need to know” basis only and is used solely for the Company’s purposes and not as a basis for making a profit or furthering a private interest.
- 1.4. Not engaging in any conduct or transaction that conflicts with the interests of the Company.

- 1.5. Specifically, a director will not enter into any contract with the Company with respect to which that Director or any of his or her associates has any connection, association or financial interest.

2. Financial Records and Periodic Reports

- 2.1. The Board shall take full responsibility for the accuracy of the Company's financial statements and will establish, manage and maintain reporting systems that ensure:
 - 2.1.1. Business transactions are properly authorized and recorded in accordance with generally accepted accounting principles and the Company's established Financial Policy.
 - 2.1.2. Business and financial records are retained or properly disposed of in accordance with the Company's Financial Policies and applicable laws and regulations.
 - 2.1.3. Full, fair, accurate, timely, and understandable disclosure of information in the Company's financial statements
 - 2.1.4. Reports and other financial reports are made available to the general public.
- 2.2. The Board shall independently verify and safeguard the integrity of the Company's financial reporting process designed to ensure the truthful and factual presentation of the Company's financial position by:
 - 2.2.1. Establishing formal and transparent arrangement for the shareholders to effect the appointment of competent and independent auditors at each Annual General Meeting.
 - 2.2.2. Ensuring review and consideration of the financial statement by the Audit Committee.

3. Compliance with Applicable Laws, Rules, and Regulations

- 3.1 The Board shall establish internal procedures and monitoring systems to promote compliance with applicable laws, regulations and standards.
- 3.2 The Board shall ensure that legal and compliance audits are conducted periodically as follows:
 - 3.2.1 An internal legal and compliance audit is carried out on an annual basis.

- 3.2.2 A comprehensive legal and compliance audit is carried out at least once every two (2) years by a legal professional in good standing with the Law Society of Kenya.
- 3.3 The Board shall report and promptly correct any deviation arising from non-compliance to applicable statutes, regulations, and administrative rules.

4. Conflict of Interest

Directors shall not engage directly or indirectly in any business activity that competes or conflicts with the Company's interest. A Director should avoid all possible Conflicts of Interest

A conflict of interest is any interest, relationship or activity that is incompatible with the best interest of the Company or that could potentially adversely affect a Director's objectivity in performing services for the Company, and may arise when any director takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. As a Director of the Company, it is imperative that each Director avoids any investment, interest or association that interferes, might interfere, or might appear to interfere with his or her independent exercise of judgment in the Company's best interest. When a potential conflict of interest exists, it is important that each Director acts with honesty and integrity avoiding even the appearance that their actions were not in the best interest of the Company and its shareholders.

5. Misuse of Position {Please populate this section with specific practices that Directors must not engage in}

A Director must not:

- 5.1. Use the Company's name or facilities for personal advantage in political, investment or retail purchasing transactions, or in similar types of activities. Directors and their relatives must also not use their connection with the Company to borrow from or become indebted to clients or prospective clients. The use of position to obtain preferential treatment, such as purchasing goods, shares and other securities, is prohibited.
- 5.2. Use the Company's facilities and influence for speculating in commodities and securities whether acting personally or on behalf of friends or relatives. Such misuse of position may

be ground for dismissal and/or prosecution. Directors should also not engage in “back-scratching” exercises with employees and directors of other companies to provide mutually beneficial transactions in return for similar facilities, designed to circumvent these ethical regulations.

6. Misuse of Information

- 6.1. Directors should not deal in the securities of any company listed or pending listing on a stock exchange at any time when in possession of information, obtained by virtue of employment or connection with the Company, which is not generally available to shareholders of that company and the public, and which, if it were so available, would likely bring a material change in the market price of the shares or other securities of the company concerned. “Insider dealing” as this is called, is a crime.
- 6.2. A Director who possesses insider information is also prohibited from influencing any other person to deal in the securities concerned or communicating such information to any other person, including other members of staff who do not require such information in discharging their duty.

7. Confidentiality

- 7.1. Confidentiality of relations and dealings between the Company, its clients and suppliers are paramount in maintaining the Company’s reputation. Thus, Directors must take precaution to protect the confidentiality of any information and transactions relating to the Company, its clients and suppliers. No Director should during, or upon and after termination of employment with the Company (except in the proper course of his duty and or with the Company’s written consent) divulge or make use of any secrets, copyright material, or any correspondence, accounts of the Company or its clients or suppliers. No Director shall in anyway use information so obtained for financial gain.
- 7.2. Business and financial information about any client may be used or made available to third parties only with prior written consent of the client or in accordance with the arrangements for the proper interchange of information between companies about credit risks, or when disclosure is required by law.

8. Fair and Equitable Treatment

- 8.1. All business dealing on behalf of the Company with the current and potential clients, with other members of staff and with those who may have cause to rely upon the Company, should be conducted fairly and equitably. Directors must not be influenced by friendship or association, either in meeting a client's requirement, or in recommending that they be met. Such decisions must be made on a strictly arm's length business basis.
- 8.2. All preferential transactions with insiders or related interests should be avoided. If transacted, such dealings should be in full compliance with the applicable laws and regulations, judged on normal business criteria basis and fully documented and dully authorized by the Board.

9. Accountability for Adherence to this Code

- 9.1. The Board assumes full responsibility and accountability for strict adherence to this Code of Ethics. Any suspected deviations from or violations of this Code must be promptly reported to either the Chairman of the Board or the Chief Executive Officer.
- 9.2. No retaliation or discrimination will result from any good faith report made in connection with this Code. A thorough investigation of all reports will be conducted in a timely and confidential manner as possible.

11. Penalties

- 11.1 The Board will assess the reported violations or deviations from this Code (Corporate Governance Principles as a whole) and where a Director is found to be unfit and not proper to work for the Company arising from such deviation or violation, the Board may dispense with the services of such a Director forthwith.

Any Director of the Company who fails to observe this Code or the Principles of Corporate Governance shall be liable jointly and severally to indemnify the Company against any loss arising thereof.

12 Approval and Review of The Code

12.1 This Code was adopted by the Board on [REDACTED].

12.2 The Board will review this Code on an annual or *ad-hoc* basis to ensure it remains consistent with the Board’s objectives, responsibilities and applicable laws and regulations.

[REDACTED], Chairman

[REDACTED], CEO

Dated: