



## CODE OF CONDUCT

| <u>Version No.</u> | <u>Creation/Revision Date</u> | <u>Prepared/Updated By</u> | <u>Reviewed By</u>    | <u>Approved By</u> | <u>Change Description</u>  |
|--------------------|-------------------------------|----------------------------|-----------------------|--------------------|--|
| 1.0                | 8 <sup>th</sup> /January/2024 | Governance Committee       | Ethic-Ally (Renu Jha) | CEO                | No Changes   |
| 2.0                | 31-Jul-2024                   | Sarah Bwire (CO)           | Diana Chepkemoi (ACO) | CEO and GC         | <ol style="list-style-type: none"> <li>1. Inclusion of page 18</li> <li>2. Inclusion of Assistant Compliance Officer</li> <li>3. Inclusion of statement on page 34, recommended by WB.</li> <li>4. Inclusion of " Note" on page 36 and 37</li> </ol> |
|                    |                               |                            |                       |                    |  |

## **CEO'S NOTE**

Dear Colleagues,

We take pride in the fact that Burhani Engineers Limited (BEL) is recognized as a leader among engineering companies in Kenya and across Sub-Saharan Africa.

We do business in a responsible and ethical manner, with a high commitment to customer satisfaction. We take pride in our client-centric approach, ensuring that each project is tailored to meet their unique needs. Our holistic approach ensures that clients receive comprehensive and sustainable engineering solutions that align with global standards and local regulations. Through our commitment to innovation and unwavering dedication to customer satisfaction, we have significantly penetrated the engineering landscape in the regions we serve, setting new benchmarks for the industry.

BEL's reputation is one of its most valuable assets. Our stakeholders expect us to do the right thing. Each and every employee has a responsibility to foster and protect BEL's reputation. We make every effort to build a culture of mutual trust that encourages the free exchange of views and opinions. A liberal working environment is critical to our success. By fostering a culture of empowerment, integrity and compliance, where everybody feels free to express their opinions, we create an attractive and conducive workplace.

Our Company's vision, values and ethical standards are the guiding Compass for our decisions and behavior. Integrity is and will remain the basis of our sustainable and successful business. The only way to follow values is to truly live them and make them part of the DNA of our organization. We lead by example, always, and pursue excellence in all our fields. This is built into our vision and helps us in making a positive impact – for ourselves and everyone with whom we interact.

All of this is captured in our Code of Conduct (referred to as the 'Code' throughout this document). With a simple, easy-to-imbibe format, the Code forms the guidelines by which we lead our lives at work. It helps you take the right decisions, especially during challenging or ambiguous times. More than anything, it's important that we raise our concerns whenever we spot a violation of the Code, as the responsibility of upholding the Code lies with us. If you notice something amiss, please reach out to the Compliance Officer, Governance Committee member notes or the CEO, or use the Alerting mechanism. We assure you that we will look into your concerns, all the while protecting you against any form of retaliation. Let us work together to live the Code and find greater success within the strong framework that we have built over the years.

The Executive Leadership Team of BEL have formally endorsed this Code of Conduct. I expect you to implement the BEL Code of Conduct in your daily business and act as a BEL ambassador.

Thank you for your support.

**Fatema Pirbhai**  
**Chief Executive Officer**

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**ACRONYMS**

|      |  |
|------|--|
| ACO  | Assistant Compliance Officer                           |
| BEL  | Burhani Engineers Limited                              |
| CO   | Compliance Officer                                     |
| COI  | Conflict of Interest                                   |
| ICP  | Integrity Compliance Program                           |
| ISO  | International Standardization Organization             |
| IT   | Information Technology                                 |
| GC   | Governance Committee                                   |
| HR   | Human Resources  |
| OECD | Organization for Economic Co-operation and Development |
| RP   | Reporting Person                                       |

## 1. INTRODUCTION

### *Defining how we do business - every day, everywhere*

Burhani Engineers Limited's (BEL) reputation lies in carrying out its business with integrity. In all interactions with our stakeholders, we are committed to do 'the right thing' at all times.

The BEL Code of Conduct ("**the Code**") aligns with our business purpose. The **Code** is equally binding across all entities of **BEL**. All BEL offices must adopt all measures necessary to implement the Code locally. All employees, and all others acting on behalf of BEL must comply and make judgments in accordance with the **Code**, regardless of their location and the nature of their work.

The Code is designed to guide our business behavior, and provides practical guidance, examples as well as references to further useful information. Additional compliance policies, processes and practices that have been adopted, implemented and enforced are an integral part of BEL's Integrity and Compliance Management process. However, these materials are not a substitute for our individual responsibility to exercise good judgment and common sense.

If you do not find an explicit answer to a specific question, keep in mind that the Code should always be interpreted in the spirit of our Corporate Values and ethical standards. User-friendly means such as Online access to Policies, Periodic employee training courses and workshops and easy access to the Governance Committee have been developed to help explain the key messages of our BEL Code of Conduct to its employees.

Adherence to the **Code** is a condition of employment. Each employee is expected to read, understand and comply with it, alongside other Integrity Compliance Program (ICP) policies, applicable laws, regulations and company rules, and report any policy violation for remedial corrective action to be taken. In case of doubt about the correct behavior, employees have to seek help and advice from **the BEL** Governance Committee.

The Code is applicable to all employees. Further all employees must sign a declaration form annually acknowledging that the ICP policies are conditional to their employment and that they have read, understood the policies and commit to abide by them. ICP policies must be signed by all staff at the time of commencement of employment and annually thereafter.

At the time of JOINING the company, all employees must sign the following policies:

- Employment undertaking letter
- Non-Disclosure Agreement
- Anti-Bribery/ Anti-Corruption policy
- Communications policy
- Conflict of Interest
- Code of Conduct

Further, all staff must sign the following forms on an ANNUAL basis:

- Declaration form which includes having read and understood all Integrity Compliance Policies (ICP) including, but not limited to, the Code of Conduct, Anti-Bribery and Anti-Corruption and Whistleblowing policies.
- Conflicts-of-Interests questionnaire

Additionally, all employees have the responsibility to ensure they are aware of the company's ICP policies and from time to time, refresher programs shall be planned as per the published calendar from the Company.

BEL has a zero-tolerance policy for violations of the Code and is fully committed to handling non-compliance cases appropriately. Employees must be aware that violations can have serious consequences for the company as well as for themselves.

We are all expected to:

- Behave with integrity and help maintain BEL's reputation.
- Seek help and advice in case of doubt.
- Be aware that violations of the Code of Conduct are not tolerated and can have consequences for BEL and ourselves.

This document sets out BEL's mission, purpose and ethical standards. It further sets out and explains in detail BEL's Purpose Statement so that all employees clearly understand what is the minimum standard of conduct expected.

## **2. MISSION, PURPOSE & ETHICAL STANDARDS**

### **2.1. Our Mission**

***This is what we do***

We bring into reality our customers' aspirations and potential through innovative engineered solutions across East and Central Africa.

### **2.2. Our Purpose**

***This is why we do what we do***

We bring into reality our customers' aspirations and potential through innovative engineered solutions across East and Central Africa.

### **2.3. Our Values**

***We provide innovative solutions that deliver value and create a positive impact for our people, customers and markets.***

Discover New - "We learn to Grow"

Create Different - "We innovate to Simplify"

Champion Customer – "We Customer Obsess to Deliver Value and Impact"

### **2.4. Our Ethical Standards**

We expect all individuals to consistently uphold these principles in their interactions with each other and externally. This is non-negotiable.

- Honesty - We communicate openly and act honorably
- Integrity - We do what is right
- Trust - We thrive on innovation, demand quality and act reliable

## 2.5. Our 3x3 Compass

At BEL, we live by our 3 core values and 9 core behaviors. This is what we value in our fellow colleagues and endeavor to live by every day.

We understand that our people are central to our organization. We understand top performers are looking for companies with matching values. It is important that through our people's talent, our values transcend through our products and services, to our valued customers.



## 3. BEL'S PURPOSE STATEMENT

*Describing who we are, what we aspire to and how we want to work*

### 3.1. CUSTOMER NEEDS AND INNOVATION

***We believe it's important to recommend and deliver the right solutions to our clients.***

Our Mission is to be recognized as a preferred and trusted partner in delivering integrated end-to-end engineered solutions for Africa. We believe that good business means a better world.

Innovation is at the core of what we do. We are the sum of our collective innovation, ingenuity and expertise. Working collaboratively with clients and constantly aligning and setting market trends, we integrate turnkey solutions with our client's existing systems.

We commit ourselves to creativity, understanding customer needs, acting with integrity, innovating the most appropriate solutions and adopting best processes to execute our projects. We do this today to build a better tomorrow for our stakeholders.

That is why we come to work each day. We are proud of who we are, what we do, and how we do it. We are BEL.



## 3.2. RESPONSIBLE BUSINESS

### 3.2.1. Business Partners

***We expect high standards of performance and integrity from our business partners.***

Our business partners play an important role in our growth and overall success. All dealings by BEL with its business partners are executed on the basis of integrity, sustainability and high quality of the requested product(s) and service(s). BEL has established guidelines based on industry best practices regarding appropriate remuneration of its business partners, such as suppliers, sub-contractors or consultants.

BEL expects that the behavior of its business partners complies with applicable laws, regulations, industry codes and contractual terms, as well as with generally accepted sustainability standards, such as protection of human rights, safety and environment, prohibition of child or forced labor, and anti- corruption.

BEL expects that business partners respect confidentiality of BEL's data, information and especially trade secrets and take appropriate measures to maintain confidentiality and to protect against disclosure and misappropriation. (For further information refer to the Non-Disclosure Policy)

We believe that business can only flourish in societies where human rights are protected and respected. We recognize the valuable role that business can play in the longer-term protection of human rights. We are committed to respecting the human rights of our workforce, communities and those affected by our operations wherever we do business.

Our commitment entails respecting human rights and seeking to avoid involvement in human rights abuses, identifying, assessing and minimizing potential adverse impacts through due diligence and management of issues, and resolving grievances from affected stakeholders effectively.

We support the principles contained within the United Nations Guiding Principles on Business and Human Rights. Business enterprises should respect human rights. This means that they should avoid infringing on the human rights of others and should address adverse human rights impacts with which they are involved.

BEL supports the industry principles for responsible supply chain management and has set forth its expectations in the BEL Supplier Code of Conduct.

Before entering into a business engagement, BEL performs -based due diligence of the potential business partners to get first-hand assurance about their integrity, quality, suitability, credibility and commitment to sustainability. After signing the contract and adequate instructions concerning integrity and other duties, the due diligence of business partners takes on the form of on-going monitoring to ensure compliance.

Business partners can seek help and advice regarding the implementation of the BEL Code as well as report a potential non-compliance situation which they face in connection with a BEL business directly to the BEL Compliance Officer.

If a business partner does not comply with applicable laws, regulations, industry codes, contractual terms or generally accepted sustainability standards, BEL requests appropriate remedial measures and will, if necessary, terminate the relationship.

We are all expected to:

- Interact with all our business partners with integrity.
- Obtain and maintain assurance about the integrity, quality, suitability, credibility and sustainability of our business partners before and during a business engagement.
- Request appropriate remedial measures if we become aware of a non-compliance issue with a business partner.

Further information and guidance can be found on the BEL website at <https://burhaniengineers.com>. For specific information consult the BEL Policy on 'Third Party Due Diligence' and the BEL 'Supplier Code of Conduct'.

### **3.2.2. Stakeholders**

***We dialogue with stakeholders in a transparent way.***

Our stakeholders (employees, clients, suppliers and other third-party business partners and the community around us) are interested that BEL delivers an adequate and sustainable return on investment, maintains its reputation, performs a comprehensive risk assessment, including environmental, social and governance aspects, and contributes to the economic growth.

BEL is committed to dialogue and engage with stakeholders in a transparent, timely and consistent way.

We are all expected to:

- Direct any inquiries by stakeholders to the Finance Department.
- Benchmark our achievements against industry and best practices

### **3.2.3. Innovation**

***We create innovative solutions and services that meet high standards of quality and meet customer needs.***

From our beginnings in 1977 we have since expanded our footprint from Kenya, to over 13 countries in Sub-Saharan Africa. With over four decades of experience, we believe we are the sum of our collective innovation, ingenuity and expertise. Innovation and quality are fundamental pillars of our history, strategy and culture.

We work collaboratively with clients and are constantly aligning and setting market trends to provide bespoke solutions and integrate turnkey solutions within existing systems.

Through our commitment to innovation and unwavering dedication to customer satisfaction, Burhani Engineers Limited has significantly impacted Kenya's engineering landscape, setting new benchmarks for the industry.

Whether it's a large-scale infrastructure project or a small-scale commercial venture, BEL is the trusted partner for engineering solutions. Our Solutions include:

- Electrical Solutions
- Mechanical Solutions
- Civil Solutions
- Instrumentation Solutions

We are all expected to:

- Ensure that the high expectations of our stakeholders regarding the quality of our solutions and services, and their needs from our Solutions, are fully met.
- Strive for continuous improvement of business processes and solutions.

Further information and guidance can be found on the BEL website.

### **3.2.4. Quality standards and Good Practices**

***Adhering to quality standards and good practices is the foundation of project delivery and excellence***

#### **a. Quality**

BEL has established a quality system including sets of quality standards and procedures that employees must follow. This quality system is based on the industry's best practices, frameworks and standards: ISO 9001: 2015, ISO 14001: 2015, ISO 45001: 2018. These are mentioned in the BEL ISO 9001: 2015 and the ISO 45001: 2018 policy documents. Employees must report any deviations from our standards to their Line Management or the quality function. BEL expects that its business partners will also adhere to its high-quality standards.

BEL has a fundamental responsibility which is to ensure that customers have faith in the quality of our services and solutions. It is the primary responsibility of every employee to make sure that our services and solutions are consistently of the highest quality.

We believe in doing business with suppliers and business partners who embrace and demonstrate high standards of ethical business behavior and who share our commitment to environmentally sustainable practices and human rights. BEL will not establish a business relationship with any supplier if its business practices violate local laws and does not comply with our Supplier Code of Conduct.

#### **b. Sharing of Official Information**

Employees shall not divulge or communicate in any manner sensitive/confidential information to third parties, except when authorized to do so for business reasons. Only spokespersons designated by the CEO shall be authorized to communicate to the media. Employees shall desist from indulging in rumor mongering about the organization that could be detrimental to the company's interest.

#### **c. Maintaining Confidentiality**

In addition to the above, the employees shall maintain the integrity of internal communications. Care shall be taken to mitigate various risks emanating out of communication such as misrepresentation of facts/ events, leakage of sensitive information, unfavorable reports on developments in the company and inconsistent communication at times of crisis.

The contents of all the internal and external communications shall be as approved by the CEO and the Compliance Officer and/or the Assistant Compliance Officer.

The employees and staff of BEL may in the course of their employment and engagement, become aware of and possess information about the company or its clients and other third parties acting for or on behalf of BEL, which have been disclosed to BEL and is not generally known. This may include information which if disclosed could jeopardize the interests of BEL.

All employees have been entrusted with the duty to keep such information strictly confidential and use it only for proper purposes in accordance with the law. This would apply during the course of employment as well as post separation from the company.

#### **d. Professional Engagement and Public Advocacy**

Employees are encouraged to associate themselves with activities of professional bodies to enrich their knowledge and also help in building the organization's image.

The government is an important stakeholder in our business, and we therefore engage with it through multiple business forums and trade organizations. We shall engage with the government and regulators in a constructive manner in order to promote good governance. However, such engagement should not result in dereliction of duty or in discrediting the organization's image/reputation or abuse of organization's resources.

#### **e. Use of Company Assets and Brand Logo**

Employees shall not exploit the organizational resources for their own personal gain/pecuniary advantage.

In discharge of official duties, one shall strive for effective and judicious use of resources entrusted to them. Resources include both tangible assets like equipment and facilities or intangible assets like designs, information or network with suppliers/customers, etc.

Employees are entrusted with the duty of using the brand logo without modifying the same. All the employees shall abide by the guidelines for Brand applications/usages including on visiting cards. Deviations from the specific logo templates will not be permitted.

We are all expected to:

- Comply with expected good quality standards and acknowledged good practices.
- Ensure that our business partners also adhere to our high-quality standards.

Further information and guidance can be found on the BEL website, or you may contact the Projects Department.

### **3.2.5. Information and Marketing**

***We satisfy legitimate interests in information about our innovative solutions and services.***

As a leading engineering company in Africa, BEL develops, markets, implements and supports innovative solutions and services that provide significant benefits to our customers' needs.

Our stakeholders have a legitimate interest in being informed about our solutions and services. We provide this information in a transparent, accurate and timely way to enable interested parties to take advantage of any progress we have achieved. We are committed to complying with all applicable laws, regulations, and internal processes relating to good marketing practices.

BEL respects the legitimate undertakings of its competitors. However, it is expected that they comply with applicable laws, regulations and industry codes. BEL does not tolerate misleading claims or disparaging of its solutions and it protects its solutions and interests against unfair competition.

We are all expected to:

- Comply with applicable laws, regulations, industry codes and BEL's internal processes and standards.

Information about our solutions and value proposition is available on BEL's website.

### **3.2.6. Intellectual Property Rights**

#### ***Intellectual property rights are key to our business***

At BEL, we are continuously improving and making advances in innovative solutions for our customers. With innovation at the heart of what we do, BEL is strongly dependent on intellectual property rights and their efficient protection. Intellectual property laws protect BEL's valuable intangible assets - our solutions, trademarks, copyrights, trade secrets, names of our products and related rights. BEL supports initiatives which are designed to foster a legal and regulatory environment which protects intellectual property rights.

BEL is committed to respecting the intellectual property rights of third parties. Likewise, BEL expects that all its employees take the intellectual property rights of third parties into due consideration in their daily work.

Whenever our intellectual property rights are violated, BEL defends its rights. Violation of intellectual property rights does not only harm the assets of BEL, but in many cases is also a threat to our customers' solutions.

We are all expected to:

- Safeguard and protect BEL's intellectual property rights.
- Respect the intellectual property rights of third parties and clarify the situation with the experts in case of doubts.

If you have any doubts about intellectual property or copyright situations, seek clarification from your Department Head or the Compliance Officer and/or Assistant Compliance Officer.

### **3.2.7. Non-Public Information**

#### ***We handle non-public information carefully to protect BEL's assets and interests.***

As BEL employees, we have many ways access to non-public information related to our business. This includes confidential information about development projects, intellectual property information, project delivery methods, customer project information, customer contract and customer data, partners' data and contracts, business plans, financial data, marketing and sales strategies, launch of new solutions and solutions, merger, acquisition or licensing activities, etc.

Non-public information should be treated as a valuable asset of BEL. Employees have a duty to preserve non-public information acquired during employment with BEL. This means employees should not share any such non-public information with anyone who is not employed by BEL, or even with any other employees not having a current, legitimate business need to know such information. These confidentiality obligations are part of the employment contract and will continue to be in force after the end of employment.

If non-public information is shared with third parties, we ensure that the third party takes appropriate measures to protect such information. We respect confidential information belonging to third parties and take appropriate measures to protect such information.

We have to be aware that in a competitive environment, third parties strive to get access to confidential information related to our business. Competitive intelligence activities by third parties are part of our industry. Therefore, we must be extremely careful how we handle confidential information in public places.

We are all expected to:

- Only share non-public information with a person who needs to know such information and who is entitled to receive it.
- Respect and protect confidential information belonging to third parties.
- Be aware of competitive intelligence activities by third parties that could harm BEL's assets and interests.
- Respect the contractual confidentiality obligation even after the end of employment.

Further information and guidance can be discussed with the Governance Committee/Compliance Officer/ Assistant Compliance Officer.

### **3.2.8. Records and Information Management**

#### ***Records need to be treated as a company asset.***

Much of the information that BEL employees create or receive in the course of their business are valuable assets for BEL and needs to be retained as official records. This is crucial for the protection of BEL's interests, to fulfil regulatory obligations, and for potential reuse.

Records may be in various formats and are made up of data and associated metadata. It is the responsibility of employees to ensure that records are protected from loss or misuse, their integrity is maintained, and they can be found and accessed for business purposes and in case of audits.

BEL's records management process defines standards to improve the protection and identification of records throughout the company. Records belong to BEL and not to an individual. They need to be managed in compliance with internal and external standards and regulations and be kept for a defined time period.

BEL employees need to apply the following principles whenever they create and manage a record:

- ✓ Think before writing and decide whether it is necessary to create a record.
- ✓ Be factual, do not make assumptions and avoid misleading and suggestive wording (e.g. in mail or social media postings).
- ✓ Ensure that the record follows applicable laws and regulations.
- ✓ Never create a document for which BEL would not be prepared to take responsibility for.
- ✓ Make sure that there is always a knowledgeable person assigned to the record during its lifecycle.
- ✓ Be mindful of the level of confidentiality by sharing and storing it in a way that the assigned confidentiality can be ensured. Do not share a record with recipients, especially externally, if there is no need for them to have access to it.

Set out below are the guidelines to be followed:

- Records that reach the end of their defined retention time must be disposed of in line with BEL Records Management procedures and standards.

- Records containing personal data or sensitive personal data may not be kept past the required retention time.
- Records that relate to any actual or imminent legal proceeding or regulatory investigation are subject to compulsory retention (so-called ‘Legal Hold’ or ‘Law Hold’); BEL employees are not allowed to destroy these records and must retain them until such hold is lifted.

We are all expected to:

- Manage BEL records and information with due attention.
- Never destroy any records that relate to any actual or imminent legal proceeding or regulatory investigation.

Contact your Line Manager or the Legal Department for further advice. For specific information consult your Department Head.

### 3.3. CORPORATE INTEGRITY

***BEL’s integrity depends on the behavior of its employees.***

All our stakeholders expect us to behave with integrity in our business.

Business integrity is defined as both the actual and the perception of ethical behavior in business that is in line with the BEL Code of Conduct and our commitment to run our business in a socially responsible way. Business integrity means first and foremost that we adhere to all applicable laws and regulations as well as to the high integrity standards set forth by BEL. Complying with these standards is a prerequisite for BEL’s sustainable success.

Adhering to our high integrity standards might lead to a loss of business in some cases. However, we are positive that doing so would provide us with a business advantage.

Enabling core policy documents that aids this includes, but is not limited to, this Code of Conduct, Anti-bribery and Anti-corruption Policy, Non- Disclosure Policy and undertaking agreements which are binding on all employees.

Every BEL employee contributes to BEL’s integrity as a company through his/her conduct. Since BEL is doing business in multiple geographies, employee misconduct in one country may have negative implications for BEL globally. The terms and conditions that determine the appropriate behavior in business must be assessed on a case-by-case basis by taking into consideration the relevant parameters of each individual case. BEL gives its employees and its business partners the appropriate information, instruction, education, guidance and support they need to comply with BEL’s standards of business integrity.

The practices below, collectively and individually, are defined as constituting Fraud and Corruption:

- A **“corrupt practice”** is the offering, giving, receiving or soliciting, directly or indirectly, of anything of value to influence improperly the actions of another party.
- A **“fraudulent practice”** is any act or omission, including a misrepresentation, that knowingly or recklessly misleads, or attempts to mislead, a party to obtain a financial or other benefit or to avoid an obligation.
- A **“collusive practice”** is an arrangement between two or more parties designed to achieve an improper purpose, including to influence improperly the actions of another party.
- A **“coercive practice”** is impairing or harming, or threatening to impair or harm, directly or indirectly, any party or the property of the party to influence improperly the actions of a party.

- An “**obstructive practice**” is
  - (i) deliberately destroying, falsifying, altering or concealing of evidence material to the investigation or making false statements to investigators in order to materially impede a Bank investigation into allegations of a corrupt, fraudulent, coercive or collusive practice; and/or threatening, harassing or intimidating any party to prevent it from disclosing its knowledge of matters relevant to the investigation or from pursuing the investigation, or
  - (ii) acts intended to materially impede the exercise of contractual rights of audit or access to information.

We are all expected to:

- Behave with integrity to prevent fraud and corruption and help maintain BEL’s reputation.
- Seek help and advice in case of doubt.

Be aware that violations of the Code of Conduct are not tolerated and can have consequences for BEL and the employee.

For further details please refer to the Anti-Bribery and Anti-Corruption (“ABAC”) Policy.

### **3.3.1. Bribery and Improper Advantage**

***We do not tolerate bribery or any other form of corrupt business behavior.***

BEL rejects all forms of corrupt business behavior, such as bribery (public, private, active and passive), embezzlement, fraud, theft and the granting of improper advantages. The BEL Integrity and Compliance Policies provide further guidance on these topics.

BEL employees and its business partners are not allowed to give, promise to give, solicit or accept any form of improper advantage, whether directly or indirectly, to or from any individual or organization with the intention to obtain or retain business in return.

Improper advantages include bribes, kickbacks and facilitation payments. An improper advantage can be anything of value, including but not limited to payments of cash or money transfers, meals, gifts, entertainment, travel expenses or other hospitality.

#### **a. Granting of Improper Advantages**

It is equally prohibited to give or promise to give an improper advantage without a specific business decision in mind. In contrast to the bribery definition, there is no “service in return”. The improper advantage can therefore be seen as a “goodwill” payment to increase the sympathies towards the giver.

BEL employees must keep in mind that perception matters and that their behavior could be considered as a bribe or granting of an improper advantage, regardless of their intention.

These principles apply globally to all public and private business transactions involving BEL. Many countries have strict laws and regulations regarding bribes and improper advantages, resulting in criminal and civil actions against BEL and the individuals involved.



## **b. Facilitation payments**

A 'facilitation payment' is a small illegal payment or gift made with the purpose of expediting or facilitating the performance by a Government Official of a regular, routine, obligatory and non-discretionary governmental action or service, and not to obtain or retain business or any other undue advantage. Facilitation payments are typically demanded by low level and low-income Government Officials in exchange for providing services to which one is legally entitled, without such payments.

Facilitation payments are prohibited under Kenyan laws. Section 2 (f) of Kenya's Bribery Act, 2016, defines an Advantage, within the meaning of a bribe to mean among other actions, any facilitation payment made to expedite or, secure performance by another person. Kenyan jurisprudence also supports the same position.

BEL management, employees and any third party acting for or on behalf of BEL should not make any facilitation payments.

We are all expected to:

- Not practice, tolerate or in any form support any corrupt business behavior.
- Never give, promise to give, solicit or accept any form of improper advantage.
- Carefully check whether the granting of an advantage is following BEL's standards of business integrity.

For further details consult the Anti-Bribery and Anti-Corruption (ABAC) policy.

### **3.3.2. Competition Law**

#### ***Violating competition laws never pays.***

Bid rigging (or collusive tendering) occurs when businesses, that would otherwise be expected to compete, secretly conspire to raise prices or lower the quality of goods or services for purchasers who wish to acquire products or services through a bidding process. BEL prohibits any form of bid-rigging.

Competition laws are designed to protect fair competition. They prohibit business conduct which has the objective or the effect of preventing, restricting or distorting competition (e.g., price fixing and the allocation of markets or customers). BEL supports all efforts to promote and protect competition, including the legitimate protection of intellectual property and marketing rights.

Employees who have to deal with competition issues in their work are expected to understand the basic principles of competition law and the importance of complying with such laws. If an answer to a specific competition question is not clear, employees must seek help and advice from the Legal Counsel and the Governance Committee.

The penalties for breaching competition laws are severe. In addition to BEL's liability as a company, employees who engage in anti-competitive behavior will be subject to penalties.

BEL employees who are involved in a tender process must be aware of and comply with the applicable tender law regulations. Transparency must be maintained throughout the procurement cycle by adhering to applicable formal procedures and providing the governmental or private sector decision-makers with correct, transparent and non-discriminatory data.

BEL respects the legitimate undertakings of its competitors. Likewise, it is expected that they must also comply with applicable laws, regulations and industry codes.

Despite BEL's commitment to complying with applicable competition laws, BEL may become the subject of an unannounced investigation by the Competition Authorities called a "Dawn Raid"). In the event of an investigation, BEL will fully cooperate with the investigators and will not destroy any documents, data or official seals.

We are all expected to:

- Comply with applicable competition laws and not hinder legitimate competition in any anti-competitive manner.
- In case of any doubt, seek advice from the Legal Counsel.
- Fully cooperate with the authorities in the event of an investigation.

For specific information refer to the Anti-Trust and Anti-Fraud Policy.

### **3.3.3. Accurate Reporting and Accounting**

#### ***Create and report true and fair financial & non-financial information.***

Data integrity is key to our business. We ensure that any data, information or records which we create, or for which we are responsible, are true and fair. These can take many forms, ranging from the BEL Annual and Finance Reports, Customers' data, Third Party Business Partners' data, to our personal travel and expense reimbursement claims or even our e-mails.

BEL must comply with applicable laws, internal accounting and reporting guidelines and external financial and non-financial reporting standards and ensure that the information it supplies to its stakeholders, such as - auditors, regulatory agencies and government bodies - provides a true and fair view of its financial situation.

We must never make a false or misleading statement or entry in any report, publication record or expense claim. Falsifying records and accounts or misrepresenting facts may constitute fraud. In addition to BEL's liability as a company, employees who engage in such illegal behavior may be subject to severe penalties.

We are all expected to:

- Make sure any financial or non-financial information we create, or report is true, fair and complete.
- Never misrepresent facts in any BEL report, publication, record or other document.

Further information and guidance, please contact the Finance Department.

### **3.3.4. Taxes**

#### ***We strive to remain a fair and respected taxpayer in the countries where we operate.***

BEL operates in several countries, and it is our obligation to comply with the tax requirements in any country where we operate. This includes all kinds of taxes: in our case mainly income taxes and sales or value-added taxes. In complying with these laws, the company considers not only the letter but the spirit in which these laws are intended.

BEL is a fair and respected taxpayer. We acknowledge that taxation is essential to the functioning of society and legislation is part of national sovereignty. Over the past century the international community has found common

ground in certain principles of taxation to facilitate international cooperation in business, in particular to avoid unfair double taxation. Further, it has been recognized that one of the basic principles for sustainable tax management is that taxes should be paid where economic value is generated.

BEL's structures and transactions which are documented in the company's business processes are based on economic substance and on the principle that taxes should be paid where economic value is generated. BEL's structures are aligned with the business purpose and are not set up with the intention of avoiding taxes. BEL does not engage in artificial arrangements involving tax havens or secrecy jurisdictions.

The taxable income of a group company depends substantially on transfer prices for goods and services bought from or sold between different companies within the same group of companies. Tax authorities may claim higher taxable income by asking for lower transfer prices on purchases and/or higher transfer prices on sales. As a consequence, higher taxable income may result for one party involved in the transaction. If the tax authority of the other country involved in the transaction does not adjust income correspondingly, income adjustments of the first country lead to double taxation for BEL.

In particular cases, BEL and the respective tax authority may disagree on the correct application of local tax law. In some cases, there may be inconsistencies between tax authorities of different countries or even between national authorities within the same country e.g. customs and tax laws are not always aligned and consistent. In the event of disputes, BEL contributes in a positive spirit to find balanced solutions in accordance with the applicable laws.

We are all expected to:

- Comply with the tax laws in the countries where we operate.
- Apply transfer pricing in accordance with OECD Transfer Pricing Guidelines for multinational enterprises and tax administrations.
- Contribute actively and positively to solutions in the event of conflicts with local tax authorities or between national authorities.

For further information and guidance, please seek advice from BEL's Finance Department.

### **3.3.5. Customs**

#### ***Key to our effective and efficient flow of goods.***

All transactions, regardless of whether they are crossing borders or transferred within the same country, may be subject to national and international customs, trade and/or export control regulations.

BEL is committed to complying with all customs, trade and export control regulations, taking into consideration potential conflicting regulations among the countries in which we operate. The failure to do so can result in civil and criminal liability and the loss of export privileges.

#### **a. Customs and Trade**

BEL operates in several countries and processes imports, exports and transits of goods used in projects. As goods shall timely pass customs clearance, all shipments of goods have to be prepared by procurement experts or the Finance Department, following expert guidance to ensure adherence to national and international regulations.

Custom laws are applicable regardless of quantity, frequency, type of material or mode of transportation. The

customs authorities not only review adherence to customs law but perform other tasks at the border for local authorities in charge of regulatory, fiscal and intellectual property regulations. This also applies to goods provided free of charge.

## **b. Export Controls**

All BEL employees engaged in foreign trade activities must refrain from transactions recognized as not being permissible by the national or international export control regulations or internal directives.

Before engaging with new business partners, employees must ensure that the new business partner is not listed on any national or international sanctioned party lists.

Before processing an export of commercial or non-commercial commodities, software or technology, services physically or electronically, within or outside BEL, employees must ensure that the item is not controlled and does not require an export/re-export license from the authorities.

Some destinations are subject to comprehensive foreign trade controls, also known as embargo or sanctions, and require additional controls prior to proceeding.

We are all expected to:

- Communicate truthful and complete information in a timely manner.
- Check for compliance with national and international customs, trade and export control regulations when developing and adapting processes.
- Contact the subject matter expert/ department in a timely manner.

For specific information consult the International Procurement Department.

### **3.3.6. Data Privacy**

***We process personal data with due care.***

The right to privacy is a fundamental human right. The protection and responsible use of personal data is reflected in our daily operations. We see data as a valuable element for implementing innovative solutions for our customers, and as a driver for business excellence.

As such, we strive to be a respected and preferred partner to all who may provide such data. We are committed to collecting and using data in a lawful, fair, legitimate and ethical way, and will always respect the privacy of data of our external stakeholders in order to earn and deserve their trust.

BEL assumes accountability for the compliant processing of personal data by itself or by its trusted service partners and subcontractors. Any information related to an identified or identifiable person must be collected and processed in compliance with applicable data privacy laws, in all the countries where we do business.

BEL employees with access to such personal data are expected to apply the privacy principles of lawful, fair and transparent data processing, respecting any purpose limitations, as well as the principles of data minimization, accuracy, storage limitation, integrity and confidentiality. BEL applies appropriate governance and safeguard measures to protect individuals' privacy rights.

We are all expected to:

- Collect, use and store data in compliance with applicable laws, privacy principles and BEL's commitments.
- Respect individuals' privacy at all times.
- Carefully select the third parties we trust to process or access personal data which we are responsible for and enter into the right contract.

Further information and guidance please contact the Compliance Officer and/or the Assistant Compliance Officer.

### **3.4. PERSONAL INTEGRITY**

#### **3.4.1. Conflict of Interest ("COI")**

***Personal interests must not unduly influence our professional judgment.***

BEL is committed to the welfare of people under its employment. Similarly, it expects employees to act towards the best interest of BEL and put the interest of BEL as a priority over their own personal interest.

A conflict of interest exists when an employee's personal interests are inconsistent with those of BEL and create conflicting loyalties. BEL employees must avoid situations where their personal interests' conflict, or appear to conflict, with the interests of BEL. BEL requires each employee to sign a COI declaration at the commencement of employment, and thereafter on an annual basis.

Activities of relatives and close associates can cause conflicts of interest. Employees should not take part in, appear to take part in or exert influence on any decision that may put their own interest in conflict with the best interest of BEL. Employees should not unduly use their position at BEL for personal benefit or to benefit relatives or close associates.

Employees must carefully consider the potential conflict of interest prior to the acceptance of secondary employment. Professional engagements outside of BEL, including third-party board memberships, can result in conflicts of interest. Therefore, employees may accept board membership in a third-party company, commercial entity, non-commercial entity or advisory board only upon obtaining prior approval from BEL.

Prior approval is required as per the Approval Workflow:

Line manager → Department head → Compliance Officer (in consultation with the Governance Committee ("GC")), if the Compliance Officer and/or Assistant Compliance Officer deems it necessary to seek guidance from the GC).

This approval requirement is applicable for Board Memberships of all entities, including charitable, not-for-profit and non-commercial organizations (e.g., sports clubs, charities). All written approval must be copied to HR Head and the Compliance Officer and/or Assistant Compliance Officer and shall be archived by the HR function.

Many actual or potential COIs can be resolved in an acceptable way for both the individual and the company. In case of a COI the employee concerned should immediately inform his/her Line Manager in order to find an appropriate solution.

Perception matters so BEL employees must not only avoid actual conflicts of interest, but also situations where an outsider might assume a conflict-of-interest situation that the employee might not intend or be aware of.

We are all expected to:

- Avoid situations in which our personal interests' conflict with those of BEL and complete COI questionnaire before acceptance offer and annually thereafter.
- Not unduly use our position within BEL for personal benefit, the benefit of relatives or close associates.
- Immediately inform our Line Manager about any actual or potential conflict of interest in order to find an appropriate solution.
- Inform our Line Manager as soon as we consider serving on the board of a third-party company, commercial entity or advisory board.

For specific information consult the Human Resources (HR) Department.

### **3.4.2. Gifts, Hospitality or Entertainment**

***We neither give nor accept gifts, hospitality or entertainment that could raise concerns about our personal integrity***

Even when gifts, hospitality or entertainment are exchanged out of the purest motives of personal or professional friendship, they can be misunderstood and perceived as an improper advantage.

We must not give or accept any gifts, hospitality or entertainment that could raise concerns regarding our personal integrity or BEL's integrity and independence. To avoid both the reality and the perception of improper relations with existing or potential business partners, both public and private, BEL employees must adhere to the following principles:

#### **a. Giving Gifts, Hospitality or Entertainment ("GEH")**

- (i) GEH may be given only where appropriate and where there is no risk of creating the perception of influencing the recipient in his/her decision.
- (ii) Gifts must be of minimal monetary value and hospitality, or entertainment must not go beyond what is reasonable.
- (iii) As a business courtesy, we may give pre-approved company branded, brand reminders/ educational material/ gifts, of small monetary value which are not frequent or personal in nature, but are rather related to the professional practice of the recipient. Pre-approval should be obtained, jointly from the Compliance Officer and/or Assistant Compliance Officer and Finance Head.
- (iv) GEH for any external/ third party should be transparently and properly accounted for in the books of account.
- (v) Lavish or inappropriate gifts, hospitality or entertainment are strictly prohibited.

#### **b. Accepting GEH**

- (i) Demanding or soliciting GEH of any kind is prohibited. This includes not only items but all kinds of advantages.
- (ii) Unsolicited GEH may only be accepted if they do not go beyond common courtesy and are an accepted local business practice.
- (iii) Offers of hospitality or entertainment may only be accepted if they arise out of the normal course of business, cannot be seen as lavish and take place in settings that are appropriate.

If in doubt about the appropriateness of accepting unsolicited gifts, hospitality or entertainment, you must consult your Line Manager.

### **c. Prohibition in terms of Gifts**

You are prohibited from accepting a gift or giving a gift to a third party in the following situations:

- (i) It is made with the intention of influencing a Third Party to obtain or retain business, to gain a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits.
- (ii) It is given in your name and not in BEL's name.
- (iii) It includes cash or a cash equivalent (such as gift certificates or vouchers).
- (iv) It is of an inappropriate type and value and given at an inappropriate time (e.g., during a tender process).
- (v) It is given secretly and not openly.

For further clarity of acceptable limits of gifts, hospitality or entertainment, a detailed guideline policy is available and further discussion can be held with the Compliance Officer and/or the Assistant Compliance Officer and the Governance Committee.

We are all expected to:

- Make sure that the giving and acceptance of any GEH does not raise any concern regarding our personal integrity and BEL's integrity and independence.
- Never solicit BEL from any existing or potential business partners of BEL.

Contact your Line Manager if in doubt. For specific information consult the Compliance Officer and/or Assistant Compliance Officer.

## **3.5. EMPLOYMENT AT BEL**

***We offer attractive opportunities and set high standards – Live up to BEL's Values.***

The BEL Core Values and Ethical Standards are meant to guide our decisions and actions. They are the pillars of our corporate culture and apply throughout all BEL locations. BEL promotes and expects mutual respect and trust. We offer an open workplace where teamwork is valued.

The BEL Employment Policy establishes uniform minimum standards for all BEL locations, and states what BEL expects from its employees. This policy addresses topics such as recruitment, promotion, career development, remuneration, diversity and inclusion, prohibition of forced and child labor.

We foster an environment where everyone feels encouraged to express his/her ideas and opinion. The relationship between an employee and a manager requires open communication.

We encourage our employees to provide us with candid feedback on their needs and expectations to enable the identification of areas for improvement and keep the employee engagement levels high within the company.

The Human Resources department must ensure that all employees read, understand and sign company policies upon joining. BEL shall conduct refresher training on policies on a need basis and as per compliance requirements. Scheduled refresher sessions and employee certifications shall also be facilitated from time to time, to include but not be limited to, anti-bribery and anti-corruption, business ethics, acceptable use of office assets and code of conduct.

Employees must take a post-training quiz and achieve a score above 80%, to test how well they have understood and imbibed the information provided. In case the score is below 80%, they must re-take the test until they successfully complete it.

All new employees will undergo this training and test after on-boarding. All new employees must complete the test within three (3) months of joining BEL. All employees will, on an annual basis, be required to attest that they have read and understood the policies. This process is part of the Annual Integrity & Compliance Certification program that all employees must undertake on a yearly basis.

From time to time, the Compliance Officer and/or the Assistant Compliance Officer shall be provided with periodic confirmation that employees are aware of company rules and regulations. The Governance Committee shall review any declared Conflicts of Interest (COI) as captured in the voluntary 'COI Declaration Form'. As part of BEL's compensation, benefits and recognition program, periodic compliance champions will be featured from time to time, to recognize the efforts of employees who act as ambassadors of BEL's ethical standards.

We are all expected to:

- Behave in line with BEL values and expectations as set forth in the BEL Code of Conduct and employment policy.
- Demonstrate the ethical standards and core values in our day-to-day business activities.

For specific information consult the Human Resources (HR) Department.

### **3.5.1. Discrimination and Harassment**

#### **We value diversity and inclusion as part of an inspiring working environment**

BEL has always been open to new and different approaches, doing business in numerous countries with many different cultures. Diversity requires careful leadership to avoid misunderstandings and conflicts and to exploit the full value of diversity. At BEL we value and manage diversity through an inclusive environment, since we are convinced that it is critical to help drive innovation as well as employee engagement. The variety in backgrounds, cultures, languages, thoughts and ideas of our people helps us to maintain a competitive edge.

We are many, working as one across functions, across locations, and across Africa. BEL's inclusive culture means that we value the differences in our employees, and we actively work to create an environment where all have the ability to share new ideas and ways of working and realize their full potential.

BEL is committed to fair and equal treatment of all employees and all people who seek employment at BEL, including equal opportunities for development and advancement. We do not tolerate any form of discrimination or harassment in the workplace. It is BEL's policy to ensure that the behavior of its employees does not discriminate against anyone on the grounds of gender, age, ethnicity, national origin, religion, disability, HIV/AIDS infection, citizenship, genetic information, their abilities or any other relevant characteristic protected under the applicable law.

We focus on preventing workplace violence and maintaining a safe work environment. There is no acceptance of employees being subjected to offensive, abusive or other unwanted behavior at the workplace which violates the personal dignity of the victim or creates an intimidating, hostile or humiliating environment for the victim (e.g.



physical, sexual, psychological, verbal or any other form of harassment).

### **Anti-Retaliation**

Employees must feel comfortable in reporting potential actual violence in the workplace for the company to resolve these situations. Any retaliation against an employee for reporting violent or potentially violent behavior, or participating in a subsequent investigation, will not be tolerated.

Any employee engaging in retaliatory behavior, which is found to be in violation of this policy, will be subject to disciplinary action. We have adopted guidelines to deal with intimidation, harassment or other threats of or actual violence that may occur at workplace, refer to HR policy for further details.

These principles apply to all aspects of the employment relationship, such as hiring, assignments, promotion, compensation, discipline and termination. If we believe that anybody has been subjected to discrimination or harassment, we should report this misconduct.

It is the policy of BEL that all employees are responsible for ensuring that the workplace is free from sexual harassment. All employees must avoid any action or conduct which could be viewed as sexual harassment.

Refer to the HR policy on Prevention of Sexual Harassment, for further details.

### **3.5.2. Occupational Safety, Health Services and Environment**

***We promote and provide safe, secure and healthy workplaces, a clean environment and sustainable solutions.***

Occupational safety, security, health services and environmental protection are integral parts of our operations and as such we approach them with the same level of commitment as we do with all our business-related activities.

BEL's operations are conducted in compliance with applicable health, security, safety and environmental laws and regulations, company standards and best practices. We take all reasonable and practical steps to ensure that we provide a safe, secure, healthy and clean working environment.

Safety, security, health services and environmental (SSHE) risks are systematically analyzed, assessed and where deemed necessary, reduced or eliminated. Our HR Department professionals at all sites support the systematic implementation of SSHE guidelines. We strive for continuous improvement wherever possible and economically viable. We proactively seek to employ new, more sustainable technologies and processes to minimize our impact on people and the environment.

Every employee is personally responsible for safety, security, health and environmental protection at the workplace to the full extent required by his/her duties to the best of his/her knowledge, ability and experience, while the managers have overall responsibility for SSHE. We are all encouraged to identify areas for improvements and continuously work towards improved safety and a better environment.

We are all expected to:

- Treat diversity and inclusion as a priority and opportunity to drive innovation as well as to build employee engagement.
- Ensure we do not discriminate against anyone.
- Never engage in any form of bullying, intimidation or other forms of workplace harassment.
- Speak up if we become aware of any workplace discrimination or harassment.

For guidance, consult your Line Manager or the BEL Human Resources (HR) Department.

#### **4. COMPLIANCE PROGRAM MANAGEMENT**

##### ***Compliance Responsibilities Compliance at BEL - we make it happen***

We do business in a regulated industry; compliance with legal and regulatory requirements is a prerequisite for our license to operate. Compliance means our behavior is in adherence with applicable laws, regulations, industry codes and BEL's integrity standards.

BEL has established an Integrity Compliance Program (ICP), which we are committed to implement and enforce. The ICP focuses on preventing, detecting and responding to non-compliant behavior by comprehensively involving people, purpose, principles, policies and processes. As per the ICP training calendar, all employees are expected to participate in scheduled activities for the purpose of creating and maintaining awareness about the ICP policies. Every employee will go through refresher compliance training and complete the test on these policies on an annual basis, for the purpose of Annual Integrity and Compliance certification. These records shall be maintained by HR. Employees can have access to it for their future reference, by requesting HR.

BEL believes that the sense of responsibility of each and every employee is the basis of compliance. Thus, we must constantly and adequately identify, assess and manage the compliance risks that fall within the sphere of our business responsibilities. Performance is not only by WHAT we do i.e. the results achieved, but also HOW these results were achieved and the impact they created i.e. was the conduct at all times, in line with the BEL values and ethical standards.

At BEL we understand that compliance is a key Line Management responsibility. BEL Leadership team and Line Managers are obliged to carefully select, instruct and monitor the employees for whom they are responsible.

They are expected to involve compliance aspects in the performance assessment of their employees. In addition to this, BEL is committed to providing adequate training to all employees in a structured manner to ensure all employees are adequately trained and adhere to BEL's compliance requirements.

All employees are expected to sign an "Annual Declaration form" confirming to have read, understood and abide by the Integrity and Compliance policies of the company. A part of Company's structured reward and recognition program, periodic compliance champions will be featured from time to time.

The Compliance Officer, Assistant Compliance Officer and Governance Committee are responsible for supporting employees and line management, to provide guidance on the ICP.

We are all expected to:

- Be aware of our responsibility in the comprehensive compliance program.
- Continuously and adequately identify, assess and manage compliance risks that fall within the sphere of our business responsibilities.

For further information and guidance, contact HR or the Compliance Officer and/or the Assistant Compliance Officer.

## 4.1. Help and Advice

### ***Questioning is part of preventing***

In our daily work we may face situations from time to time which are not explicitly covered by the BEL Code of Conduct or the documents it refers to (e.g. directives, policies, guidelines). If we are unsure about the correct behavior, we should ask ourselves the following questions:

- (i) Is my behavior legal?
- (ii) Is it in line with BEL's Values and Ethical Standards?
- (iii) Does it comply with the BEL Code of Conduct?
- (iv) Could it have negative consequences for BEL or myself?
- (v) Would I be comfortable if it was reported in the media including social media?

Often this will provide all the guidance we need. However, in case of doubts or uncertainties about the correct behavior, seeking help and advice is the right thing to do.

By fostering a culture of openness to ask questions, BEL, first and foremost, aims to prevent non-compliant behavior. BEL Management, the Compliance Officer, Department Heads and Line Managers are responsible for ensuring that all employees receive the help and advice they need to comply with the BEL Code of Conduct.

Contacts to address our uncertainties are:

- our Line Manager
- the Department Head
- the Compliance Officer
- the Assistant Compliance Officer
- the Governance Committee

We are all expected to:

- Seek help and advice if we have doubts about the correct business behavior.
- Provide help and advice to employees who report to us.

Further information and guidance can be found on the BEL website. For specific information consult the Compliance Officer and/or the Assistant Compliance Officer.

## 4.2. Speak Up

### ***Speaking up is the right thing to do.***

BEL employees who act in good faith and speak up if they believe that the BEL Code of Conduct has been breached, are doing the right thing and are acting in line with our BEL Values.

BEL Management needs to be aware of integrity and compliance issues so that it can address them quickly and in a trustworthy way. By raising concerns, BEL employees help to protect themselves, their colleagues and BEL's interests and rights.

If we have an integrity and compliance concern, we primarily talk to our Line Manager, Department Head,

Compliance Office, Assistant Compliance Officer, Human Resources or use the BEL Alerting mechanism/ Speak-up channels which includes, but is not limited to:

- Human Resource connect forums.
- Alerting/ Speak-up web portal (complaints are directly routed jointly to the Compliance Officer or Assistant Compliance Officer or HR Head).
- You may also use the direct phone line to the CEO.

In general, employees are free to use any channel that they feel is appropriate for raising a concern and confidentiality shall be maintained in all cases.

The HR head will review all complaints and shall escalate compliance and integrity-related matters to the Governance Committee. Due care will be taken to protect the reputation of the company, the Reporting Person (RP), as well as the person/s against whom the allegations are made.

Every reported incident will be acknowledged within 1 working day of receipt (i.e. factoring in weekends and public holidays), with the exception of Anonymous reports. The RP will receive updates on the status of their report/ complaint, ensuring they are kept informed. This will not be possible in the case of anonymous RPs.

In all cases, the matter will be investigated with fairness, professionalism and care, following the internal investigative processes and maintaining discretion and confidentiality. Where an employee uses their email ID that is recognizable, assurance shall be provided at all times in responses that their identity shall not be divulged.

Any employee who raises a compliance concern in good faith acts in the interest of BEL and deserves acknowledgment. Subsequently, any manager or employee who receives a report of known or suspected fraudulent, corrupt, collusive, coercive, or obstructive practices must report the information to LC&CO.

### **Anti-retaliation**

All issues raised shall be kept confidential and BEL does not tolerate any retaliation against an employee who raises a compliance concern in good faith. For instance, while looking into such matters, employees' names will not be a topic of discussion, rather the focus will be on the specific concerns raised, with the aim of ensuring a fair and professional investigation and an appropriate resolution by the Governance Committee.

Line Managers and/or other employees who retaliate will be held accountable. In case any employee deems that this principle is not being adhered to, a complaint to this effect can and should be raised to either the Chief Executive Officer, the Compliance Officer and the Head of Human Resources.

In a nutshell, the channel of alerting/ whistleblowing shall at all times objectively investigate matters of concern and provide a way forward that upholds resolving issues, deterring wrongdoing by shining a light on the company policies and condemning any attempt to retaliate against whistleblowers. Speak-up channels maintain an open and safe space to whistle blow or escalate compliance concerns which sometimes can cause insecurity, fear or retaliation.

BEL provides protection to people raising questions, wherein the Governance Committee will also be involved, as required, to objectively ensure concerns/investigations are resolved conclusively. It is important to affirm that speak-up channels are credible and anonymous.

For further details of how an investigation is carried out, refer to the Whistleblowing Policy

Equally, employees must use these channels judiciously and not misuse it to advance their personal agendas or to

make false accusations that they know or should have known, to be false. BEL does not tolerate abuse of the BEL speak-up channels.

We are all expected to:

- Speak up when we believe in good faith that someone has done, is doing, or may be about to do something that violates the BEL Code of Conduct.

For specific information consult the Compliance Officer, Assistant Compliance Officer or HR Head.

#### **4.3. Compliance Officers**

##### ***Compliance Officers support us.***

The Compliance Officer (CO), Assistant Compliance Officer (ACO) and other members of the Governance Committee are committed to ensuring that the BEL Code of Conduct is consistently complied with throughout BEL. The Compliance Officer also serves as a contact for employees, shareholders, business partners, customers and the general public on issues relating to the implementation of and compliance with the BEL Code of Conduct.

A Compliance Officer and an Assistant Compliance Officer have been appointed with the following responsibilities, including, but not limited to,:

- Developing, implementing and managing an organization's integrity and compliance program.
- Overseeing integrity and compliance policies and procedures.
- Coordinating with regulators and authorities.
- Planning, implementing and overseeing legal and reputational risk-related programs.
- Creating and coordinating proper reporting channels for integrity and compliance issues.
- Developing integrity and compliance communications.
- Ensuring proper risk assessments, audits, internal investigations are conducted, based on the reports received from the Alerting/ Whistleblowing/ Speak-up channels etc.
- Overseeing the Third-Party Due Diligence (TPDD) Process.
- Coordinating and scheduling required integrity and compliance trainings for employees.
- Advise and mentor employees on issues of ethical dilemmas, complex ethical matters etc.

We are all expected to:

- .
- Contact the Compliance Officer or the Assistant Compliance Officer in case of any queries

#### **4.4. Addressing Non-Compliance**

##### ***Adequate handling of non-compliance cases is a key part of our comprehensive compliance management***

BEL does not tolerate non-compliant behavior. Employees who violate the BEL Code of Conduct will be held accountable.

BEL is fully committed to handling non-compliance cases adequately by:

- Taking all allegations seriously;

- Investigating allegations efficiently and in a timely manner;
- Assessing the facts objectively and impartially; and
- Taking adequate corrective measures and sanctions, in case an allegation is substantiated.

An accused employee enjoys the right to be heard as well as the presumption of having acted in accordance with the BEL Code of Conduct, unless the evidence gathered from the investigation reasonably indicates non-compliance.

We fully collaborate with the investigators and make sure that we have evidence at hand, which demonstrates that our behavior was compliant. Certain allegations including, but not limited to, corporate bribes and fraud, will be investigated by subject matter experts under the leadership of the Governance Committee("GC").

Non-compliance cases have to be reported under the responsibility of specified Line Managers as soon as they become aware of them. The Line Managers should report the matter to the Compliance Officer ("CO") and/or the Assistant Compliance Officer("ACO").

This enables the GC, the CO and the ACO, to capture, track and monitor alleged violations, from initial reports through to resolution. Any potential suspicions or known concerns about compliance activities must be conveyed to the CO who in return must investigate the matter conclusively. For further details refer to the Grievance and Disciplinary policy.

We are all expected to:

- Make every effort to prevent non-compliance.
- Fully collaborate with the investigator and ensure we provide whatever compliance evidence we have at hand.
- Take adequate corrective measures and sanctions if we are appointed by the CO and/or the ACO (in consultation with the GC) to assist with handling the investigation into non-compliance cases.

For further information and guidance, please consult the Compliance Officer and/or Assistant Compliance Officer.

NOTE: Any manager or employee who receives a report of known or suspected fraudulent, corrupt, collusive, coercive, or obstructive practices must report the information to the Compliance Officer and/or Assistant Compliance Officer.

## 5. CONTACTS AND REFERENCES

### Compliance Contacts

The names and email addresses of the Compliance Officer, Assistant Compliance Officer and HR Head respectively are Diana Chepkemoui of [diana.chepkemoui1@burhaniengineers.com](mailto:diana.chepkemoui1@burhaniengineers.com) and Moses Nzuya of [moses.nzuya@burhaniengineers.com](mailto:moses.nzuya@burhaniengineers.com)

The BEL Code of Conduct has been rolled out to all employees. Additionally, you may contact the Compliance Officer or HR Head for assistance to access these documents from the company's shared drive and/ or website at <https://burhaniengineers.com/>

Hard copies are available upon request to the Compliance Officer (CO) or HR Head.

To support the key messages of the BEL Code of Conduct and to help explain the importance of integrity in business, BEL has set up a comprehensive Integrity Compliance Program (ICP), which includes training and communications programs and other user-friendly workshops.

**PUBLISHED BY GOVERNANCE COMMITTEE - BURHANI ENGINEERS LIMITED. POLICY REVIEW**

This policy shall be reviewed once every 2 years, or sooner as and when business needs arise.

**NOTE:**

***"Government /Public Official" means a person of any rank who is:***

- (a) An employee, officer or representative of any civilian or military government agency, an instrumentality of a government agency, a local self-government body or an entity which is a government- owned / government-controlled communal enterprise/ institution/ organisation;***
- (b) A legislative, executive or judicial official, regardless of whether elected or appointed;***
- (c) An officer or individual with a position / membership in a political party;***
- (d) A candidate for political office or an individual holding a political office;***
- (e) An officer or employee of an international organization (such as World Bank, United Nations, or International Monetary Fund);***
- (f) Any employee of a Public Sector Undertaking;***
- (g) Any person who holds a public duty or has any right originating from holding such a public duty.***

**THE END**