

CODE OF CONDUCT POLICY

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1. PURPOSE

This Code of Conduct establishes the standards of professional and ethical behaviour expected of all employees in compliance with Nigerian labour laws and international best practices.

2. LEGAL FRAMEWORK

This policy is established in accordance with: - **Nigerian Labour Act (Cap L1 LFN 2004)** - Sections 7-9 (Terms of Employment) - **Employees Compensation Act 2010** - **Nigeria Data Protection Regulation (NDPR) 2019** - **Nigeria Data Protection Act (NDPA) 2023** - **Criminal Code Act** - Provisions on fraud and theft - **Cybercrimes (Prohibition, Prevention, etc.) Act 2015** - **Companies and Allied Matters Act (CAMA) 2020**

3. SCOPE

This policy applies to all employees, contractors, consultants, and temporary staff engaged by the Company, regardless of location or employment status, in accordance with Section 7 of the Nigerian Labour Act.

4. CORE VALUES

4.1 Integrity

- Act honestly and ethically in all business dealings
- Maintain transparency in communications
- Report any unethical behaviour promptly
- Comply with anti-corruption laws including the Independent Corrupt Practices Commission (ICPC) Act and Economic and Financial Crimes Commission (EFCC) Act

4.2 Respect

- Treat all colleagues, clients, and stakeholders with dignity
- Value diversity and promote inclusion
- Avoid discriminatory language or behaviour
- Uphold constitutional rights as per Chapter IV of the 1999 Constitution (as amended)

4.3 Accountability

- Take responsibility for your actions and decisions
- Meet commitments and deadlines
- Acknowledge and learn from mistakes

4.4 Excellence

- Strive for quality in all work outputs
- Continuously improve skills and knowledge
- Contribute positively to team objectives

5. PROFESSIONAL CONDUCT

5.1 Workplace Behaviour

Employees shall: - Maintain professional demeanour at all times - Dress appropriately according to company guidelines - Arrive punctually for work in compliance with agreed working hours (Section 13, Labour Act) - Use company resources responsibly

5.2 Communication Standards

- Use respectful and professional language
- Respond to communications within 24 business hours
- Maintain confidentiality of sensitive information per NDPR requirements
- Avoid gossip and rumour-spreading

5.3 Conflict of Interest

Employees must: - Disclose any potential conflicts of interest to HR in writing - Avoid personal relationships that may compromise objectivity - Refrain from accepting gifts exceeding ₦50,000 in value (approximately \$30 USD) - Not engage in competing business activities as per employment contract terms - Declare all outside business interests annually

5.4 Anti-Bribery and Corruption

In compliance with the Corrupt Practices and Other Related Offences Act 2000: - Do not offer, give, solicit, or accept bribes in any form - Report any bribery attempts to the Compliance Officer - Facilitation payments are strictly prohibited - Accurate records must be maintained for all transactions - Violations may result in prosecution by EFCC or ICPC

6. WORKING HOURS AND ATTENDANCE

6.1 Standard Hours

In accordance with Section 13 of the Nigerian Labour Act: - Normal working hours: 8 hours per day - Maximum working week: 40 hours (excluding breaks) - Overtime must be approved in advance by supervisor

6.2 Overtime Compensation

As per Sections 13 and 14 of the Labour Act: - Overtime rate: 1.5x normal hourly rate - Sunday/Public holiday work: 2x normal hourly rate - Written consent required for overtime exceeding statutory limits

6.3 Rest Periods

- Minimum 1-hour lunch break daily
- Minimum 24 consecutive hours rest per week
- Annual leave as per Leave Policy

7. DIGITAL CONDUCT

7.1 Email and Internet Usage

- Use company email for business purposes primarily
- Avoid accessing inappropriate websites
- Do not download unauthorized software
- Protect login credentials per IT Security Policy

7.2 Social Media

In compliance with the Cybercrimes Act 2015: - Do not speak on behalf of the company without authorization - Maintain confidentiality of company information - Separate personal opinions from company positions - Report any negative mentions of the company - Do not post defamatory content about colleagues or the company

7.3 Data Protection

In compliance with NDPR and NDPA: - Handle personal data in accordance with lawful basis - Report data breaches within 72 hours to the Data Protection Officer - Obtain consent before processing personal data - Maintain confidentiality of customer and employee data

8. COMPLIANCE

8.1 Nigerian Legal Compliance

All employees must comply with: - Nigerian Labour Act (Cap L1 LFN 2004) - Pension Reform Act 2014 - Employee Compensation Act 2010 - Nigeria Data Protection Act 2023 - Companies and Allied Matters Act 2020 - Personal Income Tax Act - Federal Character Commission Act (where applicable)

8.2 Industry-Specific Regulations

As applicable: - Central Bank of Nigeria (CBN) Regulations - Securities and Exchange Commission (SEC) Rules - Nigerian Communications Commission (NCC) Guidelines - National Information Technology Development Agency (NITDA) Regulations

8.3 Reporting Violations

Suspected violations should be reported to: - Immediate supervisor - Human Resources Department - Compliance Officer - Anonymous whistleblower hotline: 0800-XXX-XXXX - Email: ethics@company.com

Whistleblower protection is guaranteed as per company policy and applicable Nigerian law.

9. CONSEQUENCES OF VIOLATION

9.1 Disciplinary Procedure

In accordance with Sections 7(1)(g) and 11 of the Labour Act: 1. Verbal warning (documented) 2. First written warning 3. Final written warning 4. Suspension without pay (maximum 14 days) 5. Termination of employment

9.2 Summary Dismissal

The following may result in immediate termination per Section 20 of the Labour Act: - Gross misconduct - Fraud or theft - Willful disobedience - Habitual neglect of duties - Violent or abusive behaviour - Breach of confidentiality

9.3 Legal Consequences

Serious violations may result in: - Report to EFCC or ICPC for corruption offences - Report to Nigeria Police for criminal matters - Civil litigation for damages - Regulatory sanctions where applicable

10. TERMINATION PROCEDURES

10.1 Notice Periods

As per Section 11 of the Labour Act:

Period of Employment	Notice Required
3 months or less	1 day
3 months - 2 years	1 week
2 - 5 years	2 weeks
5 years or more	1 month

Or as specified in individual employment contracts if more favourable.

10.2 Terminal Benefits

Upon termination, employees are entitled to: - Outstanding salary to date of termination - Pro-rata annual leave pay (Section 18, Labour Act) - Outstanding expense reimbursements - Certificate of service upon request - Transfer of pension RSA to new employer

11. GRIEVANCE PROCEDURE

11.1 Internal Resolution

In accordance with Section 7(1)(f) of the Labour Act: 1. Raise issue with immediate supervisor 2. Escalate to HR if unresolved within 5 working days 3. Appeal to MD/CEO if still unresolved

11.2 External Resolution

If internal procedures are exhausted: - Industrial Arbitration Panel (IAP) - National Industrial Court of Nigeria - Federal Ministry of Labour and Employment

12. ACKNOWLEDGMENT

All employees are required to read, understand, and acknowledge this Code of Conduct: - Within 14 days of employment commencement - Within 14 days of any policy update - Annually during performance review

Failure to acknowledge does not exempt employees from compliance.

Approved by: Chief Executive Officer **Company Secretary:** [Name] **Date:** December 15, 2024

Regulatory References: - Federal Ministry of Labour: www.labour.gov.ng - EFCC: www.efcc.gov.ng - ICPC: www.icpc.gov.ng - NITDA: www.nitda.gov.ng

This policy supersedes all previous versions and should be read in conjunction with the Employee Handbook.