



AXA Mansard Code of Professional Conduct



AXA MANSARD

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AXA MANSARD INSURANCE PLC & SUBSIDIARIES

CODE OF PROFESSIONAL CONDUCT

Introduction

The standards, policies and procedures described in this document must be understood and observed by each employee of AXA Mansard Insurance Plc & Subsidiaries to the extent that it is applicable to his/her situation.

As employees of AXA Mansard, we must strive to maintain the highest standards of ethical conduct and integrity in all aspects of our professional life.

By virtue of the obligations which our unique employment as financial managers imposes upon us, we are subject to standards of professional conduct, which transcends the law. The following Code of Conduct stipulates our organization's values and the minimum standards of good practice required of us in our dealings within the company and with external parties maintaining relationships with our organization.

Employees of the Company shall aspire at all times to be excellent role models for society. Staff shall not violate the laws of the land and/or the rules regulating our organization's business. Whenever our attention is drawn to any inadvertent violation of the law by this code, the necessary amendments shall be made immediately.

Where employees are uncertain about the applicability of any part of our standards to their particular situation, they shall consult the organization's Company Secretary for guidance.

DEFINITIONS

1. **Management** - the Group Head to whom an employee reports.
2. **Customer/Client** - an entity or person(s) whether organized for profit or not with whom AXA Mansard Insurance has a business relationship.
3. **Employee(s)** - all staff of AXA Mansard Insurance Plc & Subsidiaries and shall include both permanent and temporary staff as well as regular staff and workers in the Company who are on contract.
4. **Staff** - all employees of AXA Mansard Insurance Plc & Subsidiaries
5. **The Company** – AXA Mansard Insurance Plc & Subsidiaries

6. **Disclosure/Declaration to Management** - all disclosure/declaration to Management shall be deemed satisfied if made through the Company Secretary. The Company Secretary in turn must generate appropriate reports to bring all exceptions to the attention of Executive Management.

SCOPE

This document describes the common ethical standards, policies and procedures of AXA Mansard Insurance Plc & Subsidiaries. These standards, policies and procedures relate to:

- a) Professional Performance;
- b) Integrity & Objectivity;
- c) Confidential Customer Information;
- d) Confidential Company Property;
- e) Conflict of Interest;
- f) Personal Restrictions;
- g) Staff Employment;
- h) Use of the AXA Mansard Insurance Name;
- i) Smoking;
- j) Sanctions;
- k) Procedures.

A. PROFESSIONAL PERFORMANCE

The public and our customers have a right to expect that every business transaction that is undertaken by the Company regardless of the type of service/product involved will be performed in accordance with sound professional standards.

We shall undertake to provide only those services that we can reasonably expect to deliver with professional competence.

We shall exercise due professional care in the delivery of each product or service.

B. INTEGRITY & OBJECTIVITY

Each employee shall maintain the integrity and objectivity expected of Financial Manager integrity and objectivity are fundamental to the trust that our customers and the public place in us and that we place in each other.

In every customer relationship and in our relationship with each other, it is essential that all employees shall:

- not knowingly misrepresent facts;
- reach conclusions, form opinions and make recommendations dispassionately without regard to personal bias or personal economic considerations;
- not subordinate their judgment to others. We may however resolve doubts in favour of the customer if there is reasonable support for the customer's position.

C. CONFIDENTIAL CUSTOMER INFORMATION

An employee shall uphold the confidentiality of customer information. No information about a customer must be disclosed to third parties, unless the disclosure is:

- required by law/regulation;
- required by professional responsibility;
- authorized by the customer;
- in response to an enforceable subpoena or summons.

Employees shall pass confidential customer information obtained in the ordinary course of business to the appropriate supervisory or management staff. Gratuitous disclosure to other of our personnel should be avoided. Customers' non-public information must not be discussed in public places such as the elevator, lunch room, corridors, social functions, etc.

D. CONFIDENTIAL COMPANY PROPERTY

The employee shall not except as authorized by his duties reveal to any person or company any confidential information, trade secret or operation process concerning the Company business, finances, transactions or affairs or those of its subsidiaries which may come to his/her knowledge during his employment with the Company. This restriction shall continue to apply after the disengagement of the employee from the Company without limit in point of time but shall cease to apply to information or knowledge, which may come into the public domain.

Every circular, note, memorandum, report, data, program, review, letter or any other document or information prepared by the employee or which may be in his/her possession in the course of his/her employment shall remain the property of the Company, and the employee shall not use or permit to be used any such document or information otherwise than for the benefit of the Company.

E. CONFLICTS OF INTEREST

1. Organizational Conflicts

The Company will not allow itself to be placed in a situation in which its obligations to one customer are, or are likely to be, perceived as being in conflict with its obligations to another customer.

The Company shall observe utmost good faith in its dealings with customer, suppliers, regulators and other providers of services.

2. Personal Conflicts

The personal interest of an employee shall not conflict with any of his/her duties as an employee of the Company.

Employees of the Company shall exercise their powers and discharge the duties of their offices honestly, in good faith and in the best interest of the Company, and shall also exercise that degree of care, diligence and skill which a reasonably prudent person would be expected to exercise in comparable circumstances.

Employees shall not engage, without prior approval of the Company in writing, in any business for which the Company is licensed.

Employees cannot be an Agent; business must not be placed with another Health company for the purpose of earning a commission as an agent.

F. PERSONAL RESTRICTIONS

1. Gifts From Customers

In consideration of receipt of gifts for customers for services rendered, being rendered or to be rendered, employees shall abide by the rules and regulations of the AXA Mansard Anti-Bribery policy.

2. Loans To Or From Customers/Suppliers

Employees, their spouses and dependants, shall not accept loans of any nature from customers/suppliers except from the Company or such other financial institutions recognized by law. .

3. Transactions with Customers/Regulators and other Service Providers

Employees shall maintain a purely professional relationship with the company's customers and suppliers and under no condition shall employees allow any personal relationship or obligations to affect their dealings with such customers, suppliers and other third parties.

All personal interests, beneficial or not, in any company that is a customer of, or supplier to the Company must be disclosed to Management.

Employees, their spouses and dependants, shall not accept discounts or special terms (other than those discounts and terms available to other individuals and groups of similar size and composition) on purchases of goods and services from customers and suppliers.

4. Use of Account by Third-Parties

Employees shall not allow any of their Accounts in the Bank to be used by third parties and under no condition should funds belonging to third parties for whatever purpose be taken into employees' Accounts.

Under no circumstance shall an employee run/operate accounts on behalf of customers.

Every employee shall at all times be able to explain the transactions taking place on any Account being maintained by him/her in the Bank or outside it.

G. STAFF EMPLOYMENT

During the period of their employment with the Company, employees shall not be engaged in any other form of employment attracting remuneration in any manner.

An employee shall not recommend or connive in the employment of any person, who has been employed by any other financial institution and has had his employment terminated, or who was dismissed for reasons relating to fraud, dishonesty or any such dishonorable act, or who has been convicted of any offence involving same.

H. USE OF AXA MANSARD NAME

The AXA Mansard name is a most precious asset. All employees must therefore be very careful about the way they use it. They must also guard against its unauthorized use by others. The AXA Mansard name is our property and may not properly be used by customers, suppliers or any other person or group of persons without our consent or acquiescence. Such approvals will be issued by the Company Secretary in writing.

Except in the ordinary course of business, we should neither consent nor acquiesce to the use of the AXA Mansard name to lend credibility to the advertising or sales efforts of customers, suppliers or others. Nor should the AXA Mansard name be used in a manner that suggests an endorsement of particular products or services offered by customers, suppliers or others or that would allow an inference to be drawn that somehow we are “attesting to”, approving or otherwise warranting the quality or other attributes of whatever it is that our name is linked with.

I. SMOKING

All buildings of AXA Mansard Insurance Plc & Subsidiaries are designated “No Smoking Environment”, consequently, smoking is forbidden within all buildings of the Company.

This rule is absolute and without exception, and any person who may feel compelled to smoke may only do so outside the building.

J. SANCTIONS

Any violation of this Code of Conduct by any employee shall be cause for appropriate disciplinary and/or remedial action(s) by the Company. Such action(s) may be in addition to any other penalty prescribed by law.

K. PROCEDURES

Report to Management

This is in cases where employees are facing problems with individuals, or having issues with their employment with the company. Such issues should be reported using the Company’s Grievance process.

Periodical Affirmation

The Code of Conduct herein contained shall remain binding upon all employees of the Company who shall be required to affirm same; and henceforth every new employee shall be required to affirm the code upon assumption of duties. Affirmation of the code shall be in the manner stipulated in **Appendix 1** hereof.

Re-affirmation of the Code of Conduct shall be made by all employees periodically as may be determined by the Managing Director. Re-affirmation of the Code shall be in the manner stipulated in **Appendix 1** hereof.

AXA MANSARD INSURANCE PLC & SUBSIDIARIES

CODE OF PROFESSIONAL CONDUCT

APPENDIX I

AFFIRMATION OF THE CODE OF PROFESSIONAL CONDUCT

FOR THE EMPLOYEES OF AXA MANSARD INSURANCE PLC & SUBSIDIARIES

I hereby affirm the foregoing Code of Professional Conduct for the employees of AXA MANSARD INSURANCE PLC & SUBSIDIARIES and hereby confirm that I shall be subject to same.

I further affirm that I shall continue to comply with the requirements of the Code throughout my tenure as an employee of the Company.

Name: _____

Signature: _____

Unit/Group: _____

Date: _____

RELEVANT DISCLOSURE*

*Please use additional paper if necessary.