

CODE OF BUSINESS AND ETHICAL CONDUCT



**COURTEVILLE BUSINESS SOLUTIONS
PLC**

1ST EDITION 2015

INTRODUCTION

This Code of Business and Ethical Conduct (COBEC) provides general guidance and complements the policies and procedures of Courteville Business Solutions Plc (“Courteville”, “the Company”). It is an essential guiding document to provide clear parameters about acceptable principles within which our employees are empowered to make decisions and act. This code which is in line with global best practices in terms of governance and compliance, aims to promote a culture of Ethics and Compliance in our Company and to define the way and manner in which we shall conduct our business such that it truly reflects the values we profess.

This Code is applicable to and must be complied with by the Company’s Directors, employees, (including management trainees, contract staff, industrial trainees, and youth corpsers), consultants, third party personnel, as well as the Company’s Business Partners. For the avoidance of doubt, **nobody** shall be exempted from adhering to the provisions of this Code.

This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees of Courteville Business Solutions Plc., its subsidiaries and affiliate Companies, both within and outside Nigeria. All of our employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. This Code shall also be made available to and followed by the third parties with whom we relate. In addition to this Code, there are Company Policies and Operations that apply to various personnel issues and you need to know and follow those policies that apply to you and your specific job function.

Employees are responsible for understanding the legal and policy requirements that apply to their jobs and reporting any suspected violations of law, this Code or Company Policy. Ignorance of any of the provisions of this Code or any Company Policy shall not be an excuse for violation or contravention of provisions of this Code or any Company Policy.

In any situation where there is a conflict between the provisions of this Code and other Company Policies, the provisions of the Code shall supersede. Any ambiguity in the interpretation of the provisions herein shall be referred to the Human Resource Manager.

Those who violate the standards in this Code shall be subject to disciplinary action, including dismissal. Furthermore, violations of this Code may also be violations of the law and may result in civil or criminal penalties for you, your supervisor and/or the Company. If you are in a situation which you believe may violate or lead to a violation of this Code, discuss this as soon as possible with the Human Resource Manager or your immediate supervisor.

1. ACTING WITH INTEGRITY – A COURTEVILLE CORE VALUE

Integrity is one of our core values as a Company. The others are Excellent Service Delivery, Teamwork, Equity and Respect for self and others.

Integrity is the consistency of actions, values, methods, measures, principles, expectations and outcome. Within the context of this Code, Integrity means the quality of **having a sense of honesty and truthfulness in regard to the motivations for one's actions**. Put simply, integrity means doing that which is right. By acting with integrity, we reflect positively on the image and reputation of our Company and our brand.

Employees are expected to always consider their actions and ask themselves the following questions if in doubt about a course of conduct:

- Is it consistent with the Code?

- Is it ethical?
- Is it legal?
- Will it reflect well on me and the Company?
- Would I want to read about it in the newspaper?

If the answer is “No” to any of these questions, don’t do it.

Managers, Officers and Senior Staff members should at all times model appropriate conduct. As a Manager, Officer or Senior Staff member you should:

- Ensure that the people you supervise understand their responsibilities under the Code and other Company policies.
- Take opportunities to discuss the Code and reinforce the importance of Ethics and Compliance with employees.
- Create an environment where employees feel comfortable raising concerns.
- Consider conduct in relation to the Code and other Company policies when evaluating employees.
- Never encourage or direct employees to achieve business results at the expense of ethical conduct or compliance with the Code or the law.
- Always act to stop violations of the Code or the law by those you supervise.
- Respond to the questions and concerns raised by the people you supervise.
- If approached with a question or concern related to the Code which is unclear, seek clarification from the Human Resource Manager.

2. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Obedience of the law, both in letter and in spirit, is the foundation upon which our Company’s ethical standards are built.

All employees must respect and obey the laws, rules and regulations of the countries in which Courteville operates. Although employees are not expected to know the details of each of these laws, rules and regulations, it is important to know enough to determine when to seek advice from line managers or other appropriate personnel. If a provision of the Code conflicts with applicable law, then that law prevails. Employees are reminded that ignorance of the law is not a defense. This fundamental principle applies in all jurisdictions.

Wherever in doubt, employees should consult with the Human Resource Manager for guidance.

3. CONFLICTS OF INTEREST

A “conflict of interest” exists when a person’s private interest interferes in any way, is likely to interfere, or even appears to interfere - with the interests of the Company. A conflict situation can arise when an employee or officer takes actions or has interests that may make it difficult to perform his or her duties objectively and effectively. Conflicts of interest may also arise when an employee or his or her relative, receives improper personal benefits as a result of his or her position in the Company.

Relatives

In this Code, a relative is defined to include a spouse, parent, sibling, grandparent, child, grandchild, mother-in-law, father-in-law. Also included is any family member who lives with you or who is otherwise financially dependent on you, or on whom you are financially dependent.

In dealing with clients, suppliers and service providers you must take particular care to ensure that your personal interests and relationships do not interfere, or appear to interfere, with your ability to make decisions in the best interest of the Company.

You will need to disclose to your line manager or superior officer and seek written approval from the Human Resource Manager which should be renewed annually in the following situations:

- You have discretionary authority in dealing with a relative as a Client, Supplier or Service Provider or with a company who is a Client, Supplier or Service Provider that employs your relative.
- Your relative is employed by a competitor of the Company.

It is a conflict of interest for a Company employee or officer to work for a competitor, client or supplier during the subsistence of his/her employment, and within a period of 3 years after the termination of the contract of employment. You should avoid any direct or indirect business connection with the Company's clients, suppliers or competitors, except as required on our behalf.

In summary, **conflicts of interest are prohibited as a matter of Company Policy**. Conflicts of interest may not always be clear-cut, so if you have any queries, you should consult with your supervisor or the Human Resource Manager. Any employee or officer who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, the Human Resource Manager or other appropriate personnel.

Conflict of Interest Scenarios

Scenario A: *It is my job to design a website for a client of the Company. One of the Directors on the Board of the client is my spouse. Do I need to take any precautions?*

Appropriate Action: *In this situation, your interest in your spouse's business conflicts - or at least appears to conflict - with your responsibility to design a website for the client company. You should consult your manager/Superior Officer and the Group Managing Director. The best course of action may be for you not to be involved in the design process.*

Scenario B: *My brother works with the State Government, which is one of our major customers, but he has no direct interface with the Company in any capacity. I work in the Business Development Department and have had no contact with the state government. I now have been appointed as a team member on a major project with the state government. What should I do?*

Appropriate Action: *Tell your line manager about your brother's employment, because as a team member on the new project you will be privy to confidential information which may affect your judgment in dealing with the State Government. If your manager still wants you to work on the project, seek written approval from the Group Managing Director.*

Friends

It is recognized that you may and permissible that you have friends who are employed by, or have ownership interests in, clients or suppliers of Courteville. If you deal with such a client or supplier, take care to ensure that your friendship does not affect, or appear to affect, your ability to act in the best interest of the Company. If you are uncertain whether your friendship may create an issue, consult your line manager, the Human Resource Manager or the Group Managing Director.

Personal Relationships at Work

Personal relationships at work must not influence your ability to act in the best interest of the Company, and must not affect any employment relationship. Appraisals, promotions and other employment related decisions should be based on qualifications, performance, skills and experience.

It is recognized that in the work environment, personal relationships may develop between employees. Employees are expected to declare to their line manager or Group Managing Director, any personal relationships which may give rise to a real or perceived conflict of interest, trust or breach of confidentiality.

Where it is believed that personal relationships may have a detrimental effect on the Company either by way of an identifiable breach of confidentiality situation, or in any other way, the Company may seek a suitable solution, including separation within the work environment where appropriate.

Directorships

Directorships outside the Company must be disclosed by you at the time of employment. You may be required to give up such directorships if such position/s might present a conflict of interest. You must consult with and get the approval of the Group Managing Director before taking up any new directorship.

4. GIFTS AND BENEFITS

The Company acknowledges that it is not uncommon for individuals to give and receive gifts and benefits in a business context as a token of appreciation or gesture of courtesy. Accordingly, from time to time, individuals may be offered gifts or benefits in the course of, or incidental to their employment with the Company. This Code is to provide guidance to employees and officers regarding the issue of receiving, being offered and giving gifts or benefits and to ensure that in dealing with any gift, benefit or the offer of gifts or benefits, employees are not influenced in the performance of their duties and that there is no perception of undue influence due to these offers.

What is a Gift or Benefit?

In this Code, a gift/benefit shall mean any tangible (of lasting value) or intangible (of no lasting value) item given or received by an employee, including a contractor or consultant, in the course of the person's official duties over and above the person's normal salary and entitlements. This Code applies to all gifts and benefits, including cash, products and services, business courtesies, gratuities, meals, drinks, discounts, hospitality and entertainment, recreation, tickets, transportation and other "things of value" for which the recipient does not pay the fair value.

Receipt of Gifts and Benefits – Prohibited

Employees are **prohibited** from accepting directly or indirectly gifts or any benefit from clients or suppliers if doing so might compromise, or appear to compromise, their ability to make objective business decisions in the best interest of the Company. The key principles for managing gifts and benefits are **disclosure, transparency and integrity**.

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No employee or officer of the Company shall:

- a. Solicit, accept or attempt to accept cash or cash equivalents (including cheques, money vouchers, recharge cards, etc.) from any client, person or business organization that does or seeks to do business with Courteville directly or indirectly.
- b. Accept any gift of money or benefit by way of loans, advances and the like (other than conventional loans from lending institutions) for any functions or duties performed or not performed.
- c. Seek or accept any gift or benefit including but not limited to payments, fees, services, valuable privileges, vacations, etc., from any client, person or business organization that does or seeks to do business with Courteville directly or indirectly.
- d. Accept any gift or benefit with an open market value above ₦15, 000.00 (Fifteen Thousand Naira).
- e. Accept gifts in exchange for doing, or promising to do, anything for a client, business partner or supplier.
- f. Ask for gifts from a client, business partner or supplier.
- g. Accept gifts of cash or cash equivalents, such as vouchers, recharge cards, etc.

Receipt of Gifts and Benefits – Acceptable Limits

An employee may accept a gift or benefit in the performance of official functions or duties in the following circumstances:

- a. The gift/benefit is unsolicited and is of an inconsequential value such as branded promotional items (calculators, diaries, T-shirts, mugs, e.t.c.) of not more than ₦5,000 (five thousand Naira) in value.
- b. Gift baskets (hampers) at Christmas and other festive occasion provided the open market value of such gift basket is less than ₦25,000 (Twenty five thousand Naira).
- c. Gifts of symbolic value, such as trophies and plaques that are inscribed in recognition of a business relationship.
- d. Gifts or discounts offered to a large group of employees as part of an agreement between the Company and a client or supplier and such shall be used as intended by the client or supplier.

Declaration

- a. All gifts of whatever value if received within the acceptable limits must be declared as soon as possible to the Human Resource Manager. Any gift which is not declared shall be deemed to be a bribe or kickback. Where in any doubt as to whether a gift is within acceptable limits or not, employees are to consult the Human Resource Manager.
- b. All gifts received by an employee in the course of his/her employment from clients, business partners and other third parties are the property of Courteville.

- c. Declaration shall be done by completing a Declaration Form (a copy of which is available on the Company's website and attached to this Code as Appendix C) and forward same to the Human Resource Manager for approval within 24 hours of the receipt of the gift by the receiving employee.
- d. The gift shall either be returned to the employee, or raffled to a larger group of employees depending on the nature of such gift. The Human Resource Manager shall send an email to the beneficiary informing him/her of whatever decision has been taken with respect to the gift/benefit.
- e. The Administrative Officer shall maintain a Gifts and Benefits Register to record gifts and benefits received by all employees of the Company. The Register shall record such details as the date a gift/benefit was received/declined, name and address of donor, description of gift/benefit, estimated or actual value and reason for gift/benefit (if disclosed).
- f. The Administrative Officer shall be responsible for the management of the Gifts and Benefits Register and shall also be responsible for receiving gifts tendered by employees, returning them to such employees or raffling them amongst a larger group of employees as shall be appropriate.

Declining Gifts

Where a gift/benefit is beyond the acceptable limit as defined in this Code, the Human Resource Manager shall be duly informed of such intended gift, the name of the Offeror and the date it was declined and returned. Where appropriate, the Chief Financial Officer shall write a letter to the Offeror, declining the gift/benefit and explaining the Company's Policy on Gifts and Benefits. A copy of this Policy shall accompany such a letter.

Offer of Gifts and Benefits

An employee may offer a gift/benefit with the prior approval of his/her Line Manager to the employee of another organization or other third party Courteville does business with in the following circumstances:

- a. The unsolicited gift/benefit being offered is of an inconsequential value or nature such as branded pens, T-shirts, diaries, note pads etc., the value of which does not exceed ₦5,000.00 (Five Thousand Naira).
- b. The unsolicited gift is a small gift basket given during Christmas or other festive occasion and has an open market value of less than ₦25, 000.00 (Twenty-Five Thousand Naira).
- c. An employee shall process the request to offer a gift/benefit to a third party through his/her Line Manager who shall obtain the approval of the Human Resource Manager.
- d. All purchases of gifts and benefits by Courteville shall be managed by the Administrative Officer and shall be approved by the Group Managing Director.
- e. The Administrative Officer shall maintain a Register of all gifts/benefits offered and delivered to third parties.

Compliance

All Business, Unit, and Departmental Heads are required to make quarterly declarations to the Human Resource Manager indicating that they and members of their departments are aware and are complying with this Gifts and Benefits Policy. Violation of this Policy shall be duly sanctioned and may lead to the dismissal of the erring employee. All business partners and third parties with whom we do business shall be given copies of this Policy.

Meals and Entertainment

No employee or officer of the Company shall:

- Accept meals or entertainment in exchange for doing, or promising to do, anything for a client or supplier.
- Ask for meals or entertainment from a client or supplier.
- Accept cash in exchange for meal and entertainment at client meetings or other client event.

Employees can however accept meals and entertainment whilst attending client meetings or other client events.

Travel and Premium Events

Where an employee is invited by a client or supplier to an event involving out-of-town travel or overnight stay, or to a premium event such as the Olympics, World Cup, or other such event, he or she should consult their line Manager or the Human Resource Manager to determine if there is adequate business rationale for their attendance. If there is, the Company should pay for the travel, accommodation and attendance (including tickets) at the event.

When attending client meetings and other client engagements out-of-station, all expenses shall be paid by the Company and reimbursed directly to the Company by the client.

Refusing Gifts, Meals and Entertainment

Where an employee is offered a gift, meal or entertainment that exceeds the limits noted above, he or she is expected to politely decline and explain the Company's policy on this matter. If returning a gift would offend the giver, or the circumstances under which it was given preclude its return, an employee may accept the gift, but should notify the Human Resource Manager, who will either to donate the item to charity, distribute or raffle the item among a large group of employees.

Gifts, Meals and Entertainment for Clients and Suppliers

Gifts, meals and entertainment for clients and suppliers must support the legitimate business interests of Courteville and should be reasonable and appropriate under the circumstances. Employees should always be sensitive to the rules of clients and suppliers on receiving gifts, meals and entertainment.

Example - Gifts

An employee who is managing the Company's relationship with a travel agency accepts from the agency discounted rates for personal travel that are not available to other employees. The employee is in violation of the Code by accepting this personal benefit.

Business Partners

Business Partners in this Code mean all clients, potential clients, affiliates, suppliers, government and regulatory agencies, consultants, brokers, finders, joint venture partners and any other third party with whom or through whom Courteville does business.

Business Partners are strongly discouraged from giving benefits, gifts or entertainment to the Company's Directors, employees and Managers. All forms of solicitation from employees and Managers at all levels should be promptly reported to the Human Resource Manager, who will investigate all allegations, and refer the matter to a Disciplinary Committee (to be constituted to treat individual Code violations) for appropriate sanctions to be meted out to the erring employee or officer. Business Partners should however be cautious as all forms of malicious reports or accusations shall not be tolerated by the Company.

5. BRIBES AND FACILITATION PAYMENTS

A bribe is defined under this Code as something, such as money or a favor, offered or given to a person in a position of trust to influence that person's views or conduct. It includes giving or offering to give **anything of value** to a person in a position of authority to influence a discretionary decision. Examples of bribes include payment to a government official to encourage a decision to award a contract or continue business relations, to influence the outcome of a government audit or inspection, or to influence tax or other legislation.

Bribery is the offering, promising or giving, as well as demanding or accepting, of any undue advantage, whether directly or indirectly, to or from; a public official; a political candidate, party or party official; or any private sector employee in order to obtain, retain or direct business or to secure any other improper advantage in the conduct of business.

Anything of Value

This phrase literally means anything that might have value to the receiver, including cash, gifts, meals, entertainment, business opportunities, product, offers of employment, and more. There is no monetary threshold; any amount of money or item fitting the foregoing description could be construed as a bribe.

It is **prohibited** to give bribes in any form, including on contract payment or a portion of a contract payment, or by any means or channel to provide improper benefits to government officials, clients, contractors, agents, suppliers or employees of Courteville.

The Company may be held liable for bribes paid by a third party agent or consultant acting on the Company's behalf. Employees should take particular care when evaluating a prospective third party who might interact with the government on behalf of the Company and must not engage a third-party agent or consultant if there is reason to believe that the agent or consultant may attempt to bribe a government official. They should also ensure that all agents and consultants agree to abide by this Code.

Facilitation Payments

Under this Code, facilitation payments are small payments made to secure or expedite the performance of routine action to which the Company is entitled. These payments are generally illegal in most of the countries in which Courteville does business and are accordingly prohibited. However, in exceptional cases and with the **prior** approval of the Group Managing Director, such payments which must be properly accounted for and of limited scope may be made.

6. CONFIDENTIALITY

All non-public information about the Company and its clients should be considered confidential information. Do not disclose non-public information to anyone outside the Company, including to family and friends, except when disclosure is required for business purposes. Even then, take appropriate steps, such as the execution of a Confidentiality Agreement, to prevent misuse of the information. Do not disclose non-public information to others inside the Company unless they have a business reason to know. All employees are required to observe the following rules regarding confidentiality of non-public information:

- Client information that comes to their knowledge in the course of our work and business matters should not be discussed in public areas/places where they can be overheard.
- You must ensure that confidential documents are not left open to general view either in hard copy on your desk, or on display on your personal computer.
- All confidential records and client files should be put away at the close of work.
- When leaving the office, you must ensure that all drawers and cabinets for which you are responsible are securely locked.
- You must ensure that confidential documents and drafts which are no longer required are disposed of by shredding and not dropped in the waste paper bin.

All confidential records, documents and other papers, together with copies or extracts thereof, made or acquired by you in the course of your employment are the property of the Company and must be returned at the time of your exit from the Company.

Management may, if the need arises, issue notices regarding the retention of records in the case of actual or threatened litigation or government investigations. Employees must abide by the directions contained in these notices, as failure to do so could subject the Company and employees to serious legal risks.

Insider Trading

To use non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal. If you have any questions, please consult the Group Managing Director.

What Is Non-public Information?

It is any information that the Company and our clients have not disclosed or made generally available to the public. Examples include information related to:

- Employees of Courteville and our clients
- Contracts
- Strategic and business plans of Courteville and our clients
- Major management changes in Courteville and our client companies
- Client information and data
- Mergers and acquisitions
- Technical specifications
- Pricing and fees
- Proposals
- Financial data of Courteville and our clients

Scenario: I am in possession of a document accidentally left on the copying machine containing the salaries of several other employees. May I share it with other people at work?

Appropriate Action: No. You and your friends at work have no business reason to have this information. You should hand the document in to the author without making any copies thereof. Disclosing the information to other employees is a violation of this Code.

7. PRIVACY AND DISCLOSURE OF PROPRIETARY INFORMATION

The Company respects the privacy of all its employees, clients and business partners. We must handle personal data responsibly and in compliance with all applicable privacy laws. Employees who handle the personal data of others must:

- Act in accordance with the applicable law;
- Act in accordance with any relevant contractual obligations;
- Collect, use and process such information only for legitimate business purposes;
- Limit access to the information to those who have a legitimate business purpose for seeing the information; and
- Take care to prevent unauthorized disclosure.

All employees must maintain the confidentiality of proprietary information entrusted to them by the Company and its clients or suppliers, except when disclosure is authorized in writing by Management or required by laws or regulations. Proprietary information includes all non-public information that clients and suppliers have entrusted to us. The obligation to preserve proprietary information continues even after employment ends.

8. CORPORATE OPPORTUNITIES AND COMPETING WITH THE COMPANY

Employees are prohibited from taking for themselves opportunities that are discovered through the use of corporate property, information or position. No employee or officer may use corporate property, information, or position for personal gain, and no employee or officer may compete with the Company directly or indirectly. Employees owe a duty to the Company to advance the Company's interests when the opportunity to do so arises. No employee or officer shall as an owner, officer, director or employee engage in any business that is substantially similar or in direct or indirect competition with the Company's business.

9. COMPETITION AND FAIR DEALING

We seek to outperform our competition fairly and honestly. Our vision is to be a Business Solutions Development Company driven by the passion to touch the life of every citizen of the world. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee and officer should endeavor to respect the rights of and deal fairly with the Company's clients, suppliers, competitors and employees. No employee or officer should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other illegal trade practice. No employee or officer is permitted to engage in bid rigging or similar illegal anti-competitive activities.

Competitive Intelligence

Employees are encouraged to collect, share and use information about our competitors, but to do so only in a legal and ethical manner. Just as the Company values and protects its own non-public information, we respect the non-public information of other companies.

Acceptable Intelligence Gathering

It is acceptable to collect competitive intelligence through publicly available information or ethical inquiries. For example, you may gather and use information from sources such as:

- Publicly available filings with government agencies (e.g. Corporate Affairs Commission)
- Public speeches of company executives
- Annual reports
- News and trade journal articles and publications

You may also ask third parties about our competitors, or accept competitive intelligence offered by a third party, as long as there is no reason to believe that the third party is under a contractual or legal obligation not to reveal such information.

Prohibited Activities

The following basic restrictions apply to our ability to gather competitive intelligence:

- Do not engage in any illegal or illicit activity to obtain competitive information. This includes theft, trespassing, eavesdropping, wiretapping, computer hacking, invasion of privacy, bribery, misrepresentation, coercion, espionage or threats.
- Do not accept, disclose or use competitive information that you know or have reason to believe was disclosed to you in breach of a confidentiality agreement between a third party and one of our competitors.
- Do not disclose or use competitive information that is, or you believe should have been, marked “proprietary” or “confidential” without consulting the Human Resource Department.

10. POLITICAL CONTRIBUTIONS

Political contributions in cash or in kind by the Company or its business units are prohibited under this Code and by law. These include: (a) any contribution of Company funds or other assets for political purposes, (b) encouraging individual employees to make any such contribution; or (c) reimbursing an employee for any contribution.

Individual employees are free to make personal political contributions as they see fit.

11. CHARITABLE CONTRIBUTIONS

Charitable contributions and Sponsorships shall be transparent and made in accordance with the laws that govern such contributions in the respective jurisdiction. These contributions shall not be used as a subterfuge for bribery. All charitable donations and sponsorships shall be approved by Management.

12. HEALTH, SAFETY AND ENVIRONMENT

The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following environmental, safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted.

The Company expects its employees to follow all applicable environmental laws and regulations that prohibit waste or contamination of the air, water and other natural resources. If you are aware of any condition that poses an environmental, health or safety hazard, you have an obligation under this Code to report same as appropriate.

13. DRUGS, ALCOHOL, USE OF SUBSTANCES

Employees of the Company are expected to report fit for duty for scheduled work and be able to perform assigned duties safely and acceptably without any limitations due to the use or influence of alcohol, illicit drugs, non-prescription drugs, or prescribed medications or any other substance.

Recognizing that off the job and on the job involvements with alcohol or drugs can have adverse effects upon the workplace, the integrity of our work, the safety of other employees, the Company shall have zero-tolerance for employees who arrive at work under the influence of alcohol or drugs, and/or whose ability to work is impaired in any way by reason of the consumption of alcohol or drugs, or who consume alcohol or drugs on Company property.

The Company strictly prohibits the use, sale, purchase, offer to purchase or sell, transfer, distribution, consumption, or possession of drugs or alcohol on Company property or while operating Company equipment or driving Company vehicles. To this end, the Company reserves the right to conduct searches for drugs or alcohol on Company facility. Any drugs or alcohol found as a result of such a search will be confiscated and the user of the object found will be subject to disciplinary action, which could include termination of employment.

14. BUSINESS AND FINANCIAL RECORDS

The Company requires honest, accurate and timely recording and reporting of information in order to make responsible business decisions.

All business expense accounts must be documented and recorded accurately in a timely manner. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions, must be promptly disclosed in accordance with any applicable laws or regulations and must conform both to applicable legal requirements and to the Company's system of internal controls.

Ensuring accurate and complete business and financial records is everyone's responsibility and not just the role of accounting and finance personnel. Accurate recordkeeping and reporting reflects on the Company's reputation and credibility, and ensures that the Company meets its legal and regulatory obligations. Employees dealing with financial records are to be guided as follows:

- Always record and classify transactions in the proper accounting period and in the appropriate account and department. Do not delay or accelerate the recording of revenue or expenses to meet budgetary goals.
- Estimates and accruals must be supported by appropriate documentation and be based on your best judgment.
- Ensure that all reports to regulatory authorities are full, fair, accurate, timely and understandable.
- Never falsify any document.
- Do not distort the true nature of any transaction.
- Never enable another person's efforts to evade taxes or subvert laws. For this reason, payments generally should be made only to the person or firm that actually provided the goods or services.

15. IMPROPER INFLUENCE ON CONDUCT OF AUDITORS

You are prohibited from directly or indirectly taking any action which could coerce, manipulate, mislead or fraudulently influence the Company's external auditors for the purpose of rendering the financial statements of the Company misleading. Prohibited actions include but are not

- The internet is inherently insecure because it is a public network that has no central management or control.
- There are people on the internet who can attack our computer systems and compromise the integrity of our information.
- Do not download software/applications/music/games or any potentially illegal or inflammatory material as this could lead to virus infections and/or infringement of copyright and other legal issues.

Viruses

Viruses are computer programmes designed to cause damage or disruption to computer systems. To safeguard yourself and the Company:

- Do not leave your computer logged-in and unattended.
- Do not open e-mail attachments if you are not sure of the source or content.
- Do not follow unknown or dubious links to websites.

18. REPORTING CODE VIOLATION AND INVESTIGATION

Employees are encouraged to talk to supervisors, line managers, the human resource manager or other appropriate personnel about observed behavior, which they believe may be illegal or a violation of this Code of Business and Ethical Conduct or Company policy or when in doubt about the best course of action in a particular situation. Code violations or suspected violations should be reported to the Group Managing Director.

When you make a report to the Human Resource Manager, you may choose to remain anonymous, although you are encouraged to identify yourself to facilitate communication. If you make your identity known, Management and the Investigation Committee will take every reasonable precaution to keep your identity confidential, consistent with conducting a thorough and fair investigation. To help maintain confidentiality, avoid discussing these issues, or any investigation, with other employees. Because we strive to maintain strict confidentiality in all investigations, we may not be able to inform you of the outcome of an investigation.

Investigations

The Company takes all reports of possible misconduct seriously. Management shall constitute an Investigation Committee to investigate a reported violation of the Code. The Committee will investigate the alleged violation confidentially, make a determination whether the Code or the law has been violated, and recommend appropriate corrective action. If you become involved in a Code investigation, cooperate fully and answer all questions completely and honestly.

No Retaliation

The Company values the help of employees who identify potential problems that the Company needs to address. Any retaliation against an employee who raises an issue honestly is a violation of the Code. That an employee has raised a concern honestly, or participated in an investigation, cannot be the basis for any adverse employment action, including separation, demotion, suspension, loss of benefits, threats, unfair appraisal, harassment or discrimination. If you work with someone who has raised a concern or provided information in an investigation, you should continue to treat the person with courtesy and respect. If you believe someone has retaliated against you, report the matter to Management.

Making False Accusations

The Company will protect any employee who raises a concern honestly, but it is a violation of the Code to knowingly make a false accusation, lie to investigators, or interfere or refuse to cooperate with a Code investigation. Honest reporting does not mean that you have to be right

when you raise a concern; you just have to believe that the information you are providing is accurate.

19. DISCIPLINARY ACTION

The Company will strive to impose discipline that fits the nature and circumstances of each Code violation. Under a system of progressive discipline, first-time violators will be given letters of reprimand for less significant offenses. Violations of a more serious nature may result in suspension without pay, loss or reduction of bonus or stock option, or termination of employment. When an employee is found to have violated the Code, a notation of the final decision, and a copy of any letter of reprimand, will be placed in the employee's personnel file as part of the employee's permanent record.

20. REPORTING OF CODE DECISIONS AND INVESTIGATIONS

Management will periodically report all pending Code investigations and final Code decisions, including disciplinary actions taken, to the executive management of the Company.

21. SIGNATURE AND ACKNOWLEDGEMENT

To help ensure compliance with this Code of Business and Ethical Conduct, the Company requires that all employees shall upon initial employment or appointment and thereafter annually or as shall otherwise be required, review the Code and acknowledge their understanding and adherence in writing on the attached form. All executed acknowledgement forms shall be kept in individual personnel files of respective employees. Failure to read the Code or sign the acknowledgement form does not excuse an employee from compliance with the Code.

22. WAIVERS OF THE CODE OF BUSINESS AND ETHICAL CONDUCT

Any waiver of this Code for executive officers or directors may be made only by the Board of Directors and will be promptly disclosed as required by law or regulation.



APPENDIX A

PERSONAL COMMITMENT TO THE COURTEVILLE BUSINESS SOLUTIONS PLC CODE OF BUSINESS AND ETHICAL CONDUCT

Iacknowledge that

I received a copy of Courteville's Code of Business Conduct dated _____ ("the Code"), that I have read the Code and that I understand it. I shall comply with the Code. I understand that I have a duty to report promptly any violation or impending violation of the Code. I understand that I will be held accountable for any violation of the Code and that violation may result in disciplinary action including summary dismissal or as appropriate, criminal prosecution or civil action.

Dated this.....day of2014

Signature



APPENDIX B

DECLARATION OF INTEREST FORM

I hereby declare as follows:

RELATIVES – CLAUSE 3

That the following persons who are my relatives as defined by Clause 3 of the Code are employed by a company which is a client, supplier, contractor, service provider or competitor of Courteville or otherwise have any interest in such client, supplier, contractor, service provider or competitor:

S/N	NAME	RELATIONSHIP	COMPANY	POSITION

DIRECTORSHIPS – CLAUSE 3

That I hold the following directorships in the following companies which are **NOT** involved in the same or substantially similar business to the business of Courteville or in direct or indirect competition with the Company.

S/N	NAME OF COMPANY	BUSINESS

NON-COMPETE – CLAUSE 8

That I do not own (wholly or in part), manage or direct nor otherwise engage in any business that is substantially similar or in direct or indirect competition with the Company's business.

Dated this.....day of2014

Signature

APPENDIX C

GIFT/BENEFIT DECLARATION FORM

NAME:

DEPT/COMPANY:.....

DESIGNATION:.....

DATE GIFT/BENEFIT RECEIVED:.....

DATE OF DECLARATION:.....

DESCRIPTION OF GIFT/BENEFIT:.....

ESTIMATED/ACTUAL VALUE OF GIFT/BENEFIT.....

DONOR OF GIFT/BENEFIT:.....

PURPOSE (IF KNOWN):.....

MANAGER'S REMARKS.....

LEGAL

ESTIMATED/ACTUAL VALUE OF GIFT/BENEFIT:

ACTION TAKEN:.....

REASONS FOR ACTION TAKEN:.....

DATE:.....

SIGNATURE:.....

EMPLOYEE'S SIGNATURE:.....