

ENGENIOUS ENERGY SOLUTIONS

CORPORATE CODE OF CONDUCT

THE CODE OF CONDUCT

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Principle 1: Honesty, Integrity and Work ethics

The Company and its staff are fully committed to the principle of honesty, integrity and work ethics in the delivery of goods and services to the public and the private sector. All staff should ensure that the business operations, applications for services, procurement or staff recruitment, are dealt with in an open, fair and impartial manner.

This Code of Conduct sets out the basic standard of conduct expected of all staff and the Company's policy on each and every staff in connection with their official duties. This Code also applies to temporary and the contract-based staff employed by the Company.

Principle 2: Equal Opportunity for All Employees

The company is an equal employment opportunity employer. Employment opportunities are available regardless of race, color, sex, religion, national origin, age, disability or other legally protected status. This Principle applies to all aspects of the employment relationship, including recruiting, hiring, training, work assignment, promotion, transfer, termination, and wage and salary administration.

Principle 3: Safety and Health Practices

Guided by the Occupational Safety & Health Act, 2007, the company is committed to an injury-free and illness-free workplace that is operated in an environmentally sound manner in compliance with all relevant laws and regulations that protect workers safety and the environment. Employees should perform work in a safe manner.

Principle 4: Fair Competition

The company's policy will prohibit any anticompetitive practices which could restrain or distort competition, as well as any practices of an unfair competition.

Our employees are prohibited from performing any act of unfair competition manifested through: misappropriating clients of a company by using the relations established with such clients within the function previously held at the company, dismissal or attracting employees of a company for the purpose of setting up a competing company to capture customers of that company or hiring employees of a company in order to disorganize of its work. At the same time, our employees must not take actions that harm the legitimate interests of consumers or other operations in breach of the competition law.

Principle 5: Governance and anti-corruption

The Company has zero tolerance for corruption. All employees must never offer to provide anything of value directly or indirectly to government officials and private business partners to secure an undue advantage. The company prohibits payment, offers of payment as well as anything of value directly or indirectly with the purpose of influencing or obtaining undue business or personal advantage.

Third parties will only be contracted to perform tasks which aid business interests provided: fees to be paid are reasonable; all arrangements are clearly documented; arrangements are in compliance with company's policies.

Principle 6: Financial Reporting

All transactions of the Company must be duly recorded so as to permit preparation of clear financial statements in conformity with generally accepted accounting principles. No false or misleading entries may be made in the books and records of the Company for any reason, and no employee may engage in any arrangement that results in such a prohibited act.

No undisclosed or unrecorded fund or asset of the Company may be established for any purpose. No payment on behalf of the Company (including those by cash) may be done without adequate supporting documentation or made with the intention or understanding that any part of such payment is to be used for any purpose other than as described by the documents supporting the payment.

From time to time, the Company may publish or inform of policies on financial reporting, disclosure and compliance to reinforce the financial reporting expectations in this Code. All employees at any level are expected to implement and strictly follow these policies.

Principle 7: Restrictive Agreements with Third Parties

The Company does not condone activities that seek to gain an unfair competitive advantage. No individual may engage in any activity which violates any valid restrictive agreements entered into by that individual for the benefit of a third party, and no individual may, directly or indirectly, use or disclose any confidential information or trade secrets of a third party that the individual obtained while employed by or associated with such third party.

Principle 8: Statutory Regulations and Compliance

The Company is committed to complying with all applicable laws and regulations relating to government contracts and services and to ensuring that its reports, certifications and declarations to government officials are accurate and complete and that any deviations from contract requirements are properly approved.

Pursuant to the Energy Act, 2019, the National Construction Authority regulations 2014 and the Occupational Safety and Health Act, 2007, the Company is fully compliant with all the applicable rules and regulations set by the Government. The Company with the technical leaders possesses the necessary licenses with entitlement to diligently execute the projects in accordance with the regulations.

Principle 9: Acceptance of Advantages

It is the policy of this Company to prohibit all staff from soliciting or accepting any advantage from any persons having business dealings with the Company (e.g. clients, suppliers, contractors). Employees who wish to accept any advantage from such persons should seek advice and permission from the responsible ethics officer.

Any gifts offered voluntarily to the staff in their official capacity are regarded as gifts to the Company and they should not be accepted without permission. By default, staff should decline the offer if the acceptance could be perceived as against the interest of the company, or that of society, or lead to complaints of bias or impropriety.

Principle 10: Conflict of Interest

A conflict of interest situation arises when the “private interests” of the staff compete or conflict with the interests of the Company. “Private interests” means both the financial and personal interests of the staff or those of their connections including: family members and other close affiliates; personal friends; the clubs and societies to which they belong; and any person to whom they owe a favor or are obligated in any way.

Staff should avoid using their official position or any information made available to them in the course of their duties to benefit themselves, their affiliates or any other persons with whom they have personal or social ties. They should avoid putting themselves in a position that may lead to an actual or perceived conflict of interest with the Company. Failure to avoid or declare any conflict of interest may give rise to criticism of favoritism, abuse of authority or even allegations of corruption.

Principle 11: Misuse of Official Position

Staff who misuses their official position for personal gains or to favor their relatives or friends are liable to disciplinary action or even prosecution. Examples of misuse include a staff member responsible for the selection of suppliers giving undue favor or leaking information to his/her relative's company with a view to giving away an undue advantage.

Principle 12: Handling of Classified or Proprietary Information

Staff is not allowed to disclose any classified or exclusive information to anybody without authorization. Staff who have access to or are in control of such information should at all times provide adequate safeguards to prevent its abuse or misuse. Examples of misuse include disclosure of information in return for monetary rewards, or use of information for personal interest. It should also be

noted that unauthorized disclosure of any personal data may result in a breach of the applicable legislation on privacy.

Principle 13: Property of the Company

Staff given access to any property of the Company should ensure that it is properly used for the purpose of conducting the Company's business. Misappropriation of the property for personal use or resale is strictly prohibited.

Principle 14: Outside Employment

Employees who wish to take up paid outside work, including those on a part-time basis, must seek the written (date and signed) permission and guidance from the ethics officer before accepting the job. Approval will not be given if the outside work is considered to be in conflict with the interest and values of the corporation.

Principle 15: Compliance with the Code

It is the personal responsibility of every staff member to understand and comply with the Code of Conduct. Every member of the staff shall sign a declaration of Principle to this purpose. The ethics officer or other mandated employee will keep declarations of Principle.

Higher ranked employees should ensure that their subordinates understand and comply with the standards and requirements stated in the Code. Any doubts of interpretation or problems encountered, as well as any suggestions for improvement, should be addressed to the ethics officer for consideration and advice.

Any staff member who violates any provision of the Code will be subject to disciplinary action. In cases of suspected corruption or other criminal offences, a report will be made to the appropriate authorities.

Principle 16: Sanctions

The Company can take prompt and appropriate remedial action in response to violations of the Code. Any employee who engages in conduct prohibited by the Code as determined by the ethics officer will be subject to discipline actions and sanctions in accordance with the Kenyan labor law.

Once a complaint has been placed, the ethics officer will initially analyze it and s/he may meet privately with the applicant to understand the facts surrounding the issue. Following a fact-finding phase, an investigative meeting could be held with the employee alleged of the violation, to further ascertain the facts and receive observations. The decision should be issued in writing (date and signed), indicating a summary of the facts, reference to the specific violation of the corporate code.

The sanction may be under the form of:

- Warning;
- Private or public letter of reprimand;
- Transfer to other tasks or unit;
- Suspension from duties;
- Termination or removal.

The ethics officer shall report serious violations to appropriate government or legal authorities.

Principle 17: Reporting

Employees have a responsibility to promptly report to the Company any violation of the Code. The Company shall put in place an appropriate mechanism (i.e. complaints/suggestion boxes, telephone, emails, etc.) as to allow employees to address communications to the ethics officer with the highest degree of trust and confidentiality.

Employees will not be disciplined or retaliated against in any way for reporting violations in good faith. Retaliation against any employee for reporting policy violations, or for testifying, assisting or participating in any manner to inspections is strictly prohibited. Any employee who believes he or she has been subjected to or has witnessed retaliation must immediately report the alleged retaliation to the ethics officer.

Principle 18: Ethics officer

The ethics officer shall be appointed inside the Company.

The ethics officer shall be a person of trust, independence and competence; s/he should be prepared, trained and/or certified in dealing with matters related to this code of conduct. The ethics officer shall perform his duty with the utmost confidentiality, respect, fairness and proficiency.

The ethics officer will handle day-to-day compliance matters, including:

- Receiving, reviewing, investigating and resolving concerns and reports on the matters described in this Code;
- Interpreting and providing guidance on the meaning and application of this Code; and
- Reporting periodically and as matters arise to senior staff of the Company on the implementation and effectiveness of this Code and other compliance matters, and recommending any updates or amendments to this Code deemed necessary.



The Operations Manager