

## Version Control

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<b>Title:</b>		<b>Issued by:</b>	GM – HR & Administration
		<b>Authorized by:</b>	Group CEO

## List of Acronyms

The table below lists acronyms within the CIC Group Code of Conduct Policy.

Abbreviation	Term
GCEO	Group Chief Executive Officer
HR	Human Resources
Kshs	Kenya Shillings
HOD	Head of Department
GM	General Manager

## Code of Conduct & Ethics

### Policy Statement

The company's code of conduct sets out the standards of behavior that is expected to guide employees in maintaining the ethical standards that help protect and enhance the company's reputation.

### Scope

The code applies to Directors, Management and all employees (Including contract staff). A breach of this code will result in disciplinary measures being taken including separation with CIC. Section that are not applicable to Directors clearly excludes them in the narration.

The code cannot cover everything; it is therefore essential that individual have an understanding of applicable laws and established business practices relevant to their engagement with CIC. It is also important that the code of conduct is not used as a substitute for good judgment expected of board members and employees.

### Business Practice

Employees will be expected to have knowledge of the common business practices and to uphold the values of CIC. The company will conduct business according to the highest ethical and legal standards and employees will be expected to adhere to basic ethical principles. By accepting appointment, employees pledge to discharge their functions and to regulate their conduct accordingly.

A violation of the code of conduct below will lead to stern disciplinary action and the concerned employee will bear individual responsibility for any external sanctions that may be imposed by law.

Employees shall neither seek nor accept instructions from any external entity except as authorized by CIC. All employees at CIC have a right to be treated with respect in the workplace and CIC will endeavor at all times to provide an atmosphere that supports productivity, personal growth, dignity and self-esteem of every employee.

Employees shall extend courtesy and respect to all guests, visitors and the employees of other institutions with which CIC collaborates or conducts business.

## Ethics

A shared code of ethics among Directors, Management and all employees strengthens the overall quality of the CIC Group PLC. The norm of expected conduct will be governed by truthfulness, openness to new ideas, and consideration for the individual rights of others, including the right to hold and express opinions different from one's own. To safeguard the standards on which everyone depends, each Directors, Management and All Staff must accept individual responsibility for behavior and work, and co-operate actively with other member of CIC Fraternity to facilitate collective success of the Group.

## Conflict of Interest

Directors, management and staff should not engage directly or indirectly in any business activity that competes or conflicts with CIC's interest or those of its clients unless fully disclosed to the clients. These activities include, although are not necessarily limited to, the following:

- a. **Outside Financial Interest:** Where directors, management or staff have a financial interest in a client, supplier, any transaction counterparty or the transaction, such an interest must be disclosed immediately to the management and the client. Thereafter, the affected director, member of management or employee should not be directly involved in CIC's dealings with the client so long as the interest continues to exist.
- b. **Other Business Interests:** It is considered a conflict of interest if an executive director, member of management or member of staff conducts business other than CIC's business during office hours. Where the acquisition of any business interest or participation in any business activity outside CIC and office hours demands excessive time and attention from the member of staff, thereby depriving CIC of the employee's best efforts on the job, a conflict of interest is deemed to exist.
- c. **Other Employment:** Before making any commitment, executive directors, management and employees are to discuss possible part-time employment or other business activities outside CIC's working hours with their manager or departmental head. A written approval of the board of directors, chief executive, manager or departmental head respectively should be obtained before an executive director, member of management or employee embarks on part-time employment or other business activities. Approval should be granted only where the interest of CIC will not be jeopardized.
- d. **Corporate Directorship:** Employees, members of management and executive directors must not solicit corporate directorships. All such persons should not serve as a director of another corporation without approval of the board of directors. Those who hold directorships without such approval must seek approval immediately, if they wish to remain as directors of other corporations. However, such persons may act as directors of non-profit, public service corporations, such as religious, educational, cultural, social, welfare, and philanthropic or charitable market intermediaries, subject to policy guidelines of CIC.
- e. **Trusteeships:** Directors, management and staff must not solicit appointments as executors, administrators or trustees of clients' estates. If such an appointment is made and the individual is a beneficiary of the estate, his signing authority for the estate's bank account or accounts must be approved by the board of directors, who will not unreasonably withhold such approval.
- f. **Political and Community Activities and Contributions:** The Company is not active in politics. Where an employee of the Company is interested in practicing politics, they should do that not as employees but as private Citizens. Employees who intend to seek elective seats should resign before launching their campaigns. Where employees engage in politics contrary to this policy will be dismissed from employment through the relevant Company policy.

## Misuse of Position

- a. Directors, management and staff must not use CIC's name or facilities for personal advantage in political, investment or retail purchasing transactions, or in similar types of activities. Such persons and their relatives must also not use their connection with CIC to borrow from or become indebted to clients or prospective clients. The use of position to obtain preferential treatment, such as purchasing goods, shares and other securities, is prohibited.
- b. Directors, management and staff must not solicit or otherwise accept Gifts, Favors or any form of inducements either directly or indirectly whether in cash or in kind in order to provide any favors to a client in the conduct of the business of CIC to which they are entrusted either jointly or individually.
- c. Further, directors, management and staff must not use CIC's facilities and influence for speculating in securities, whether acting personally or on behalf of friends or relatives. Such misuse of position may be ground for dismissal and prosecution.
- d. Directors, management and staff should also not engage in "back-scratching" exercises with employees and directors of other companies to provide mutually beneficial transactions in return for similar facilities, designed to circumvent these ethical guidelines.

- e. Directors, management and staff should also not extend to third parties including relatives (not expressly included as dependents/ beneficiaries), friends or other third parties the benefits and preferential rates accorded to them by the Group by virtue of their employment.
- f. Acts of dishonesty involving theft, misuse, destruction, misappropriation of money, property, office equipment, supplies or any other items of value are prohibited. Directors, management and staff are to protect and properly use the Group property including computers for the Group's business only.
- g. Any unlawful making of misrepresentation which causes actual prejudice or which is potentially prejudicial to the Group, customers or suppliers will be ground for immediate summary dismissal and prosecution in line with the terms and conditions of service spelt out in this policy and the Employment Act (2007).
- h. Directors, management and staff shall ensure that their private conduct does not compromise their role as CIC employees. All Directors, management and staff shall conduct themselves with dignity both in public and in private.

### Misuse of Information

- a. Directors, management and staff should not deal in the securities of any company listed or pending listing on a stock exchange at any time when in possession of information, obtained by virtue of employment or connection with CIC, which is not generally available to shareholders of that company and the public, and which, if it were so available, would likely bring a material change in the market price of the shares or other securities of the company concerned. "insider dealing" as this is called, is a crime.
- b. Directors, management and staff who possess insider information are also prohibited from influencing any other person to deal in the securities concerned or communicating such information to any other person, including other members of staff who do not require such information in discharging their duty.

### Integrity of Records and Transactions

- a. Accounting records and reports must be complete and accurate. Directors, management and staff should never make entries or allow entries to be made for any account, record or document of CIC that are false and would obscure the true nature of the transaction, as well as to mislead the true authorization limits or approval authority of such transactions.
- b. All records and computer files or programmes of CIC, including personnel files, financial statements and client information must be accessed and used only for management purposes for which they were originally intended.

### Confidentiality

- a. Confidentiality of relations and dealings between CIC and its clients is paramount in maintaining CIC's reputation. Thus directors, management and staff must take precaution to protect the confidentiality of client information and transactions. No member of staff, management or director should during, or upon and after termination of employment with CIC (except in the proper course of his duty and or with CIC's written consent) divulge or make use of any secrets, copyright material, or any correspondence, accounts of CIC or its clients. No member of staff, management or director shall in any way use information so obtained for financial gain.

**Provided that** it is clearly understood that confidentiality covers all information of a confidential nature concerning the organization, business, finances, databases or affairs of the Company or any associated company whether they come to the person's knowledge orally or in writing, and, if written, whether contained in Company documentation, on computerized record, on software, or original or copies or otherwise. As a directors, management and staff one is bound by the implied duties of honesty, loyalty and fidelity to the company.

- b. Business and financial information about any client may be used or made available to third parties only with prior written consent of the client or in accordance with the arrangements for the proper interchange of information between Companies about credit risks, or when disclosure is required by law.
- c. No employee shall make any comments to the media or participate in any media event without the prior written authorization of the GCEO.

## Copyrights

Any invention which arises or can be reasonably expected to arise from the performance of any employee's normal duties, or results from any tasks specifically assigned to them, will belong to the Company. Such inventions or other work giving rise to intellectual property rights will include:

- Patents for inventions;
- Registered or unregistered design rights;
- Copyright in all types of work, for example written material, computer Programs and drawings.

Directors, Managers and Employees are to protect and where appropriate enforce the Group's intellectual property rights. These include Group's trademarks, copyrights, patents, documentation, training material, computer codes, publications, and other works of authorship they develop for the Group.

In the course of their work, Staff may create, discover or develop software, methods systems or other patentable inventions when performing their responsibilities or utilizing information or resource available in connection with their employment. To the extent permitted by law, as an employee or a contractor all such works of authorship and invention whether or not patentable or protectable by copyright trade secret or trademarks are assigned to the Group.

In the same way, Directors, Managers and staff must respect the intellectual property belonging to third parties. Staff must not load unlicensed software in their computers.

## Fair and Equitable Treatment

All business dealing on behalf of CIC with the current potential clients, with other members of staff and with those who may have cause to rely upon CIC, should be conducted fairly and equitably. Staff, management and directors must not be influenced by friendship or association, either in meeting a client's requirement, or in recommending that they be met.

Such decisions must be made on a strictly arms-length business basis. All preferential transactions with insiders or related interests should be avoided. If transacted, such dealings should be in full compliance with the law, judged on normal business criteria basis and fully documented and duly authorized by the Board of Directors or any other independent party.

## Insider Loans

Directors, management and staff should not use their positions to further their personal interests.

CIC shall not therefore:

- a. Grant or permit to be outstanding any unsecured advances in respect of any of its employees or their associates.
- b. Grant or permit to be outstanding any advances, loans or credit facilities which are unsecured or advances, loans or credit facilities which are not fully secured to any of its officers, significant shareholders or their associates.
- c. Grant or permit to be outstanding any advance, loan or credit facility to any of its directors or other person participating in the general management of CIC unless it is:
  - i. Approved by the full board of directors of CIC upon being satisfied that it is viable.
  - ii. Is made in the normal course of business and on terms similar to those offered to ordinary clients of CIC. CIC shall notify the Authority of every such approval within seven days of the granting of the approval.
- d. Grant any advance or credit facility or give guarantee or incur any liability or enter into any contract or transaction or conduct its business or part thereof in a fraudulent or reckless manner or otherwise than in compliance of the Regulatory requirements.

## Behavior and Work Performance

The official language within CIC is English. Employees are required to make all efforts to maintain a friendly and co-operative attitude to one another and to refrain from any conduct annoying or provoking to one another. Workplace violence including verbal abuse will not be tolerated. Any employee who commits an act of violence at work against a person or property will face disciplinary action up to and including discharge. Where appropriate, the matter will be referred to legal authorities for prosecution. Accordingly, the following is prohibited:

- Swearing or use of lewd or foul language; Language or behavior prejudicial to any segment of the population at large, in particular any segment identified by sex, race, religion, nationality, color, tribe, habits, disability or political creed;
- Striking another employee, with or without an object, or causing or allowing an object to strike an employee
- Interfering in any way with any belongings or clothing of any employee or with any Company property entrusted to him
- While on Company premises employees are required to behave generally in an orderly and co-operative manner.

At the work place, each employee is required to work diligently and not carry out any other activity. The following in particular are forbidden:

- Sleeping while on duty
- Any criminal activity;
- Any behavior likely to outrage normal standards of morality and decency;
- Carrying of weapons on Company premises or on Company business;
- Carrying or being under the influence of drugs or alcohol whilst on company premises or on company business

### Staff Gift Policy

It is CIC's policy to ensure that all business dealings on behalf of CIC with existing and potential customers, suppliers, other members of staff etc., should be conducted fairly and equitably. Staff must not be influenced by friendship or association, either in meeting customers, suppliers' requirements, or in recommending that they be met.

#### Rationale

- The policy aims at ensuring that employees maintain the ethical and professional standards expected of them when dealing with customers, suppliers, staff and any other party.
- It is company's policy that all staff should not accept gifts or favours from a customer, potential customer, supplier or potential supplier of goods or services to the company.
- The policy strongly discourages any monetary/cash gifts.
- Monetary gifts/favors are not acceptable whatsoever.
- All Gifts received exceeding Kshs 5,000 must be declared to the Manager Risk & Compliance by completing the gift declaration form and forwarding it at the earliest possible instance.
- The declaration must be done within 5 working days.

CIC staff should politely decline the receipt of any gift over Kshs 5,000 in value. Where it is impractical, inappropriate, or insulting to refuse to accept the gift then the item must be declared to the General Manager Risk & Compliance and handed over to CIC Foundation. Here it will be raffled within the business. If the gift is non-transferable, i.e. cannot be passed on to someone else the gift should be declined

### Harassment and Discrimination

Employees are expected to treat all colleagues and customers with respect, dignity and provide a supportive working environment. Staff must apply the principles of fairness and equity in their work by always treating others with sound professional judgment, not being influenced by personal bias, friendship or external factors.

Employees shall not discriminate against each other directly or indirectly or harass each other on grounds of race, color, sex, language, religion, political or other opinion, nationality, ethnic or social origin, disability, pregnancy, mental status, HIV and any other communicable disease; in respect of recruitment, training, promotion, terms and conditions of employment, termination of employment or other matters arising out of employment.

Staff must be sensitive to other people's feelings and viewpoints and not let their personal conducts or prejudices get in the way of their work.

### Smoking

CIC Offices are a NO smoking zone except in designated smoking areas.

## Compliance with the Code

It is the personal responsibility of every staff to understand and comply with the Code of Conduct.

- a. Every member of staff shall complete a declaration to this purpose.
- b. The declaration will be issued annually at the commencement of the calendar year and are to be finalized and submitted electronically within 21 days of issuance via electronic media
- c. The GM Human Resource and GM Risk and Compliance shall maintain shared custody of the declaration records.

Senior Employees should ensure that staff working under them understand and comply with the standards and requirement of the Code of Conduct.

Any staff who violates any provision of the Code will be subject to disciplinary action. In cases of fraud and any criminal offences, a report will be made to the appropriate authorities.

## Reporting

Employees have a responsibility to promptly report to the company and violation of the code. The company has in place a whistle blower channel (refer to the whistle blower policy) to allow the reporting of violation with the highest degree of trust and confidentiality. The employee also has the option of reporting violations directly to their supervisor, Human resource department, Risk and Compliance department or the Executive; these are additional approved channels of reporting any violations

## Review of the Policy

The policy will be reviewed every two years and any changes in regulations will be incorporated into the policy. This policy changes shall be approved by the Board of CIC Insurance Group Limited.

## Policy Approval

This framework was approved by the Board of Directors for CIC Insurance Group as per the approval matrix below

## Approval

**The policy was approved by the Board of Directors on 30<sup>th</sup> November 2021**