

CONFLICT OF INTEREST POLICY

CONTENTS:

- 1. SCOPE OF POLICY**
- 2. CONFLICT OF INTEREST DEFINED**
- 3. OBJECTIVES**
- 4. PERIOD OF OPERATION**
- 5. RULES & REGULATIONS - CONFLICT OF INTEREST**
- 6. EXTERNAL ACTIVITIES**
- 7. RECIPROCAL BUSINESS**
- 8. GIFTS**
- 9. DISCIPLINE**
- 10. PROCEDURE TO DECLARE**

1. SCOPE OF POLICY

This policy shall apply to all employees employed as a permanent employee, temporary employee, and contract employee.

2. CONFLICT OF INTEREST DEFINED

Conflict of interest is defined as:

Employees are under a positive duty to harness their energies and skills to furthering their employer's business interests. They must devote all their normal working hours to the employer's business and may not without the employer's permission simultaneously work for another employer during those hours.

Employees may not enter into a second contract of employment at all if the other employers business interests are in conflict with those of the principal employer, or enter into any arrangement, which entails a conflict between their own interests and those of their employers.

Employees who secretly compete with their employer's business for their own account breach their fiduciary duty. Failure to disclose a financial interest in another company can also constitute a breach of the employee's obligation to act in good faith towards his or her employer where the employee stands to gain financially from dealings between the employer and the company in which he or she has an interest.

3. OBJECTIVE OF THE POLICY

The objective of this policy is to regulate and clarify conflict of interest within the workplace for all employees and to set guidelines regarding such.

The policy further sets the benchmark as far as:

All employees must avoid personal activities or interests which conflict or may conflict with their duty and loyalty to the company.

4. PERIOD OF OPERATION

This policy will remain in force from date of acceptance until amended and circulated as an updated policy.

5. RULES & REGULATIONS – CONFLICT OF INTEREST.

No Director, Manager or staff member:

- May have any outside interests in any transactions to which the Company is a party, if such interests might in any way influence the performance of his duties for the Company, unless the outside interest has prior written approval from the Board.
- May seek or accept gifts, loans, shares, share offers or preferential treatment in respect of amenities or services from any party having business with the Company.
- May have any interest direct or indirect in any competitor of the Company.
- May use or disclose any information obtained from Company sources, which is not generally available to the public, for personal gain or for any reason other than that authorised for Company purposes.
- May not authorise a loan to him/herself.
- May not secure, source, canvass or promote any business or business activities for an external company, supplier or contractor where such employee stands to gain directly, indirectly as friends, family, or in any other way which may be deemed to be personal or unethical.
- May not act in any other manner that could be construed or interpreted as a conflict of interest.
- A member of staff may also not take a decision on behalf of the Company concerning a matter in which that staff member, or member's spouse, partner or business associate, has a direct or indirect personal or private business interest.
- A staff member may also not mislead or attempt to mislead the Board, a structure of Board, in its consideration of any matter.
- A member of staff may not disclose any privileged or confidential matters or information without prior written consent.
- Except with prior consent of the Board a staff member may not be a party to a contract for the provision of goods or services supplied to the Company, or for the performance of any Company work other than what the person is employed to do.
- A member of staff may not without the prior written consent of the Board obtain any financial interest in any business of the Company or be engaged in any business, trade or profession other than the work of the Company.
- A staff member will disclose any benefit acquired or stand to acquire directly or indirectly from a contract concluded with the Company, and submit full details of such direct or indirect benefit.

6. EXTERNAL ACTIVITIES

Jobs within the Company have been structured to be both challenging and demanding and employees and managers are rewarded accordingly. The Company, therefore, should enjoy the full contribution, time and energy of its employees, whose leisure time should be devoted to relaxation. Hence the company is not in favour of employees pursuing other business interests, which involve personal participation and risk.

Contacts made and information obtained through Company suppliers may not be used in the interests of private business.

7. RECIPROCAL BUSINESS

All normal forms of maintaining good business relations should be encouraged with suppliers, contractors or any business entity connected with the Company.

Invitations by suppliers to events may be accepted by the invited employee, provided the event takes place in the area in which the employee resides. It would not be acceptable for example to be flown at a supplier's expense to an event-taking place in a distant city.

The cost of such an invitation could place an employee in a compromising position.

If the invitation requires time off, this should be discussed with the employee's immediate line manager and prior authorisation must be obtained.

8. GIFTS

The tradition of marking friendship with a gift is one of those pleasant customs that make human relations the warmer. However, no exchange of gifts should occur at Christmas time or at any other time of the year. Anything other than a token gift is capable of misinterpretation by either the donor or the recipient with all the consequent embarrassment or offer of anything more than "a token gift".

Gift - This includes receipt of loans, payments, services, personal travel, entertainment, gifts or favours of more than token value from customers or suppliers, or from a person doing or seeking to do business with the Company, any gratuity, discount, entertainment, hospitality, forbearance, or other tangible or intangible item having monetary value, including but not limited to, cash, food and drink, and honoraria for speaking engagements related to or attributable to government and employment or the official position of an employee.

Except in unusual circumstances, gifts or favours having values beyond common courtesy or accepted business practice should be declined or returned.

Gifts of money or other valuables can never be accepted.

A staff member must without any delay report to a superior any offer made by an external person, company, supplier, or contractor which, if accepted by the member of staff, would result in a conflict of interest.

It is the responsibility of Directors and Managers to ensure that employees know the policy on gifts and gratuities and that it is properly enforced.

Employees who have questions regarding this policy or who are uncertain as to whether a conflict of interest exists should confer with their supervisors.

9. DISCIPLINE

Should any Director, Manager or employee be found deviating from this policy in any way the Company reserves the right to take the appropriate disciplinary measures against such Director, Manager or member of staff.

10. PROCEDURE TO DECLARE

In the event where an employee needs to advise or seek permission from the Company such request or information will be writing and will be forwarded to the Manager or his duly authorised proxy.