TECHNOLOGY FOR PROGRESS

FINEXAT LIMITED
CODE OF BUSINESS CONDUCT AND ETHICS

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This Code sets out the standards of conduct and ethical behaviour expected of everyone who works for or on behalf of Finexat Limited. It guides how we deal with clients, suppliers, subcontractors, competitors, government authorities, communities and each other - and it applies at every level of the company, including the Director.

DOCUMENT CONTROL

Item	Detail
Document title	Code of Business Conduct and Ethics
Document reference	FINEXAT-COC-001
Version	1.0
Effective date	01 July 2026
Prepared by	Business Development Manager
Reviewed by	Technical Manager
Approved by	Director
Next review date	01 July 2028 - reviewed at once in two years, and sooner following legal change or material incidents
Distribution	All employees and subcontractors; available to clients and interested parties on request

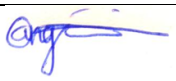
Version	Date	Description of change	Authorised by
1.0	01 JULY 2026	First issue	Director

STATEMENT FROM THE DIRECTOR

Finexat Limited's reputation is one of its most valuable assets. We win and keep clients through dependable delivery, honest dealing and fair treatment of everyone we work with - and we can lose that standing through a single act of misconduct, however small it may seem.

This Code tells you what is expected of you when you act for Finexat Limited. It is not a rulebook for every situation; where you are unsure, pause, ask, and consult the escalation and reporting channels described in Section 14. No commercial goal justifies a breach of this Code, and no employee or subcontractor will suffer any consequence for raising a genuine concern in good faith.

Compliance with this Code is a condition of employment and of engagement for every person working on our behalf. I expect - and require - every one of us to uphold it.

Signed:	
Name:	Angela Njeri Nyagah
Title:	Director, Finexat Limited
Date:	01 July 2026

1. PURPOSE, SCOPE AND BASIS OF THE CODE

This Code exists to: (a) set clear standards of ethical conduct; (b) ensure compliance with applicable law in every jurisdiction where we operate; (c) protect clients, employees, partners and the company's reputation; and (d) provide channels for raising concerns without fear of retaliation.

The Code applies to all directors, employees and subcontractors of Finexat Limited, in all locations and at all times when acting for the company - including client sites, supplier premises, during business travel and in online conduct that could affect the company.

The Code is informed by applicable Kenyan law, including the Bribery Act (2016), the Anti-Corruption and Economic Crimes Act, the Data Protection Act (2019), competition and consumer protection law, and employment and labour legislation. Where client or host rules are stricter, the stricter requirement prevails. This Code supplements - and does not replace - the company's HSE Policy and Quality Management Manual, with which it is to be read together.

2. OUR CORE VALUES IN PRACTICE

The company's four core values translate into daily conduct as follows:

Value	What it means in conduct
Quality	We do work properly, to specification, and we do not conceal defects or cut corners to save time or cost.
Reliability	We honour commitments: to clients on scope, price and schedule; to employees on pay and conditions; to suppliers on payment terms.
Safety	We never ask anyone to take unsafe shortcuts, and we respect the right of any person to stop unsafe work.
Professionalism	We deal honestly and respectfully with everyone; we keep confidences; we admit and correct mistakes promptly.

3. COMPLIANCE WITH LAWS AND REGULATIONS

- Comply with all laws and regulations applicable to our activities and locations - including licensing, tax, labour, safety, environmental and data protection requirements.
- Never engage in conduct that could expose the company or any person to criminal or civil liability, including bribery, fraud, collusion, theft or misrepresentation.
- Seek guidance from the Director or appropriate adviser where the legal position is unclear; when in doubt, do not proceed until clarified.

4. FAIR DEALING WITH CLIENTS AND COMPETITORS

- Compete on merit: no collusion, bid-rigging, price-fixing or market-sharing arrangements with competitors; no misuse of a client's or competitor's confidential information.
- Present the company's capabilities honestly in marketing, profiles, tenders and proposals: no false or exaggerated claims about experience, capacity, certifications or partnerships.
- Honour contract terms; raise variations, delays or cost impacts transparently and promptly rather than concealing them.
- Respect client property and premises; protect client information and systems accessed during our work.

5. ANTI-BRIBERY AND CORRUPTION

Finexat Limited has zero tolerance for bribery and corruption in any form, whether involving public officials or private parties, in Kenya or abroad.

- Do not offer, promise, give, solicit or accept any bribe, kickback or improper advantage to influence any decision or obtain business.
- Gifts and hospitality: modest, customary business courtesies may be acceptable; anything of more than nominal value, or any cash or cash equivalent, is not. Gifts may never be given or accepted in connection with a pending tender, award or approval. Gifts given or received above the nominal threshold ([KES amount to be defined in internal procedure]) require disclosure to and approval by the Director.
- Facilitation payments are prohibited, even where locally customary; report any demand for one.
- Agents, consultants and intermediaries engaged to assist with business development are vetted and bound to this Code in writing; commissions must be transparent, reasonable and documented.
- Accurate books and records must be kept; no off-book accounts, slush funds or disguised payments.

6. CONFLICTS OF INTEREST

- Avoid situations where personal interests - financial or otherwise - conflict, or could reasonably appear to conflict, with the company's interests.
- Examples requiring disclosure to the Director: ownership interests in suppliers, subcontractors or competitors; outside employment; family or close personal relationships with parties in a procurement or tender decision; accepting a personal benefit from a business contact.
- Disclose potential conflicts promptly; the Director determines management of the conflict, which may include recusal from decisions, reassignment or termination of the external interest.
- Company opportunities belong to the company: do not divert business prospects, information or assets to yourself or others.

7. WORKPLACE CONDUCT, DIGNITY AND EQUAL OPPORTUNITY

- Treat all colleagues, subcontractors, clients and community members with respect; no discrimination or harassment on grounds of ethnicity, religion, gender, age, disability, health status or any other protected characteristic, in line with Kenyan employment law and the Constitution.
- Harassment - including sexual harassment, bullying, intimidation and verbal abuse - is prohibited and subject to disciplinary action.
- Employment decisions (hiring, pay, promotion, termination) are made on merit; child labour and forced labour are prohibited in our operations and in our supply chain.
- Maintain a workplace free of alcohol and drugs during working hours; impairment is a safety and conduct matter.
- Respect diversity of background and opinion; professional disagreement is welcome, personal attack is not.

8. HEALTH, SAFETY, ENVIRONMENT AND QUALITY

- Comply with the company's HSE Policy and Quality Management Manual; no person may be directed, or expected, to bypass safety or quality controls for any commercial reason.
- Report hazards, incidents, near misses and non-conformities honestly; never falsify test results, inspection records or certifications - such acts are gross misconduct.

9. HONESTY IN RECORDS AND FINANCIAL INTEGRITY

- Keep accurate, complete and timely records - timesheets, site reports, test records, invoices, expense claims and accounts. Never falsify, backdate, omit or destroy records improperly.
- Company funds and assets are used only for legitimate business purposes; expense claims must be genuine, reasonable and supported by documentation.
- Taxes, statutory deductions and levies are paid accurately and on time; no undisclosed cash dealings outside approved processes.

10. CONFIDENTIAL INFORMATION AND DATA PROTECTION

- Protect confidential information of the company, its clients and its partners - designs, load data, network configurations, passwords, pricing, contract terms and personal data - using it only for authorised purposes and sharing it only with those who need it.
- Handle personal data in compliance with the Data Protection Act (2019): collect only what is needed, keep it secure, use it only for stated purposes, and respect individuals' rights over their data. Report any suspected data breach immediately.
- Client credentials and system access obtained during projects are the client's property: hand them over at project close and never retain, copy or reuse them.
- Return or securely delete confidential material when work ends or when requested; the duty of confidentiality continues after engagement ends.

11. COMPANY ASSETS AND RESOURCES

- Use company assets - vehicles, tools, test equipment, phones, laptops and materials - responsibly, for authorised purposes, with care and honesty; loss, theft or damage must be reported promptly.
- No private use of company assets without authorisation; fuel, airtime and consumables are for business use.
- Respect intellectual property: use licensed software and materials; do not copy or distribute copyrighted material unlawfully; respect third-party patents, trademarks and design rights in the equipment we install and supply.

12. DEALING WITH SUPPLIERS AND SUBCONTRACTORS

- Procure competitively and transparently; select suppliers on merit - quality, price, delivery and compliance - not on personal relationships or inducements.
- Require subcontractors to comply with this Code, the HSE Policy and the Quality Management Manual as a condition of engagement.
- Pay suppliers and subcontractors in accordance with agreed terms; do not exploit small suppliers through unfair terms or delayed payment beyond agreed periods.

13. COMMUNICATION AND EXTERNAL REPRESENTATION

- Speak for the company only if authorised; the Director approves formal statements, press engagement and submissions on the company's behalf.
- Project Managers are the designated client contact; other staff and subcontractors must not make commitments or representations to clients on scope, price or programme without authority.
- Use social media responsibly: do not post confidential company or client information, and make clear that personal views are personal.
- Engagement in political activity is a personal right and choice; company resources, time and influence may not be used for political purposes.

14. REPORTING VIOLATIONS AND WHISTLEBLOWER PROTECTION

Speaking up is a duty, not a disloyalty. If you observe or suspect a breach of this Code, the law, or company policy:

Channel	How to raise a concern
Line management	Report to your Site Manager, Project Manager or Operations / Technical Manager - issues are resolved at the lowest competent level wherever possible (consistent with the escalation matrix).
HSE and Quality Officer	For HSE, quality and conduct matters; holds a direct line to the Director.
Director	For matters involving management, commercial or ethical issues, or where other channels are inappropriate.
Confidential / anonymous	Concerns may be raised in writing to [designated email / postal channel to be established]; anonymity is respected where lawful and practicable.

- No retaliation: no employee or subcontractor will be dismissed, demoted, harassed or disadvantaged for raising a genuine concern in good faith, even if the concern proves unfounded. Retaliation is itself a breach of this Code.
- Reports are handled confidentially, investigated fairly and promptly, and feedback given to the reporter where possible. Serious matters (fraud, bribery, safety-critical issues) are escalated to the Director immediately.
- False reporting made maliciously or in bad faith is a disciplinary matter.

15. ENFORCEMENT, INVESTIGATION AND DISCIPLINARY MEASURES

- Suspected breaches are investigated objectively, with the subject given an opportunity to explain; findings and sanctions are documented.
- Breaches of this Code may result in disciplinary action up to and including dismissal, or termination of subcontract, and where warranted referral to authorities.
- Gross misconduct includes bribery or corruption, fraud or falsification of records, serious safety violations, harassment, discrimination, theft, and deliberate damage to the company's or a client's property or reputation.
- Where a breach also violates the HSE Policy or Quality Management Manual, the corrective-action provisions of those documents apply in parallel.

16. TRAINING, ACKNOWLEDGEMENT AND REVIEW

- The Code is issued to every employee and subcontractor at induction and acknowledged in writing; periodic refresher awareness is delivered through toolbox talks and management communication.
- The Code is reviewed at least annually by the Director, informed by reports, feedback and legal developments, and re-issued on revision.

17. COMMITMENT AND ACKNOWLEDGEMENT

I confirm that I have read and understood the Finexat Limited Code of Business Conduct and Ethics. I agree to comply with it in full, to report any actual or suspected breach through the channels described, and to ask for guidance whenever I am unsure of the right course of action.

Name:	
ID / Staff No.:	
Position / Role:	
Signature:	
Date:	

NOTE: One signed copy of this document is retained by the company; one copy is retained by the signatory.