



---

# Business Conduct & Ethics Code

---

Business Conduct & Ethics Code			Approval: Human Resource Manager
Document: FixM-HR-02	Revision: 1	Rev. Date: 02-Sep-2022	Page:

SEPTEMBER 20, 2022  
FIXMANN LIMITED  
11 Alfred Olaya Street, Ikeja, Lagos

## Table Of Content

<b>1.</b>	<b>INTRODUCTION</b> .....	<b>2</b>
<b>2.</b>	<b>ADMINISTRATION</b> .....	<b>2</b>
<b>3.</b>	<b>OVERVIEW</b> .....	<b>2</b>
<b>4.</b>	<b>COMPLIANCE WITH LAWS</b> .....	<b>2</b>
<b>5.</b>	<b>CONFLICTS OF INTEREST</b> .....	<b>2</b>
	Corporate Opportunities .....	3
	Outside Activities/Employment and Civic/Political Activities.....	3
	Inventions, Books and Publications .....	3
<b>6.</b>	<b>BRIBERY AND OTHER IMPROPER PAYMENTS</b> .....	<b>3</b>
	Dealings with Government and Public Officials .....	4
	Gifts and Business Courtesies.....	4
	Employee Declaration: .....	4
	Exceptions .....	4
<b>7.</b>	<b>PUBLIC DISCLOSURES</b> .....	<b>5</b>
<b>8.</b>	<b>HANDLING OF CONFIDENTIAL INFORMATION (Information Security)</b> .....	<b>5</b>
<b>9.</b>	<b>USE OF ASSETS OF FIXMANN</b> .....	<b>5</b>
<b>10.</b>	<b>DELEGATION OF AUTHORITY</b> .....	<b>5</b>
<b>11.</b>	<b>HEALTH AND SAFETY</b> .....	<b>5</b>
<b>12.</b>	<b>DIVERSITY</b> .....	<b>6</b>
<b>13.</b>	<b>DISCRIMINATION AND HARASSMENT</b> .....	<b>6</b>
<b>14.</b>	<b>E-MAIL, THE INTERNET, TELEPHONES AND OTHER FORMS OF COMMUNICATION</b> .....	<b>6</b>
<b>15.</b>	<b>REPORTING OF VIOLATIONS PROCEDURE</b> .....	<b>7</b>
	General Policy Regarding Report of Violations.....	7
<b>16.</b>	<b>COMPLIANCE</b> .....	<b>7</b>
	Adherence to Code and Disciplinary Action .....	7
	Communications.....	7
	Responsibility of Senior Employees.....	7
<b>17.</b>	<b>RELATED POLICIES OF FIXMANN</b> .....	<b>8</b>
	Whistle Blowing Policy .....	8
	Blowing Policy.....	8
<b>18.</b>	<b>APPROVAL AND AMENDMENT</b> .....	<b>8</b>
<b>19.</b>	<b>ACKNOWLEDGMENT</b> .....	<b>8</b>
	Employee Declaration on Regulations.....	8

## INTRODUCTION

This Business Conduct and Ethics Code has been approved by the Managing Director of FIXMANN Ltd and is intended to assist all employees, agents and contractors (the "Representatives") of FIXMANN Ltd. This Code is intended to comply with Nigerian securities law requirements. Specifically, the purpose of this Code is:

- to encourage among FIXMANN Representatives a culture of honesty, accountability and mutual respect;
- to provide guidance to help FIXMANN Representatives recognize ethical issues; and to provide mechanisms to support the resolution of ethical issues.

## 1. ADMINISTRATION

The Managing Director is ultimately responsible for the implementation and administration of this Code and has designated a Compliance Officer for the day-to-day implementation and administration of this Code.

The Managing Director's current designation(s), together with contact information, are set out in Schedule A to this Code. FIXMANN Representatives should direct questions concerning this Code to the Compliance Officer. This Code is designed to provide helpful guidelines and not intended to address every situation. Dishonest or unethical conduct or conduct that is illegal will constitute a violation of this Code, regardless of whether such conduct is specifically referenced in this Code. FIXMANN Representatives should conduct their business affairs in such a manner that FIXMANN's reputation will not be challenged if the details of their dealings should become a matter of public discussion.

If laws or other policies and codes of conduct differ from this Code, or any questions about any situation, FIXMANN Representatives should ask the Compliance Officer about how to handle the situation. FIXMANN will take such disciplinary or preventive action as it deems appropriate to address any existing or potential violation of this Code brought to its attention up to and including termination.

## 2. OVERVIEW

It is the policy of FIXMANN to apply high standards of courtesy, professionalism and honesty in its interactions with customers, shareholders, suppliers, co-workers and the community. This Code governs the business-related conduct of all FIXMANN Representatives.

## 3. COMPLIANCE WITH LAWS

A variety of laws apply to FIXMANN and its operations. It is FIXMANN's policy to comply with all applicable laws, including employment, discrimination, health, safety, competition, securities, banking and environmental laws. Each FIXMANN Representative is expected to comply with all such laws, as well as rules and regulations adopted under such laws. Violations of laws may subject an FIXMANN Representative to individual criminal or civil liability, as well as to discipline by FIXMANN. Such individual violations may also subject FIXMANN to civil or criminal liability or the loss of reputation or business. If any FIXMANN Representative has questions concerning a specific situation, he or she should contact the Compliance Officer before taking any action. It is against Company policies and illegal for any director, officer or employee to use material non-public information regarding the Company or any other company to:

- a) obtain profit for himself or herself; or
- b) directly or indirectly "tip" others who might make an investment decision on the basis of that information.

## 4. CONFLICTS OF INTEREST

FIXMANN Representatives are expected to make or participate in business decisions and actions in the course of their relationship with FIXMANN based on the best interests of FIXMANN and not based on personal relationships or benefits. A conflict of interest, which can occur or appear to occur in a wide variety of situations, may compromise a FIXMANN Representative's ability to act ethically. Generally speaking, a conflict of interest occurs when the personal interest of an FIXMANN Representative, an immediate family member of a FIXMANN Representative or a

person with whom a FIXMANN Representative has a close personal relationship interferes with, or has the potential to interfere with, the interests or business of FIXMANN. For example, a conflict of interest may occur where a FIXMANN Representative, his or her family member or person with whom he or she has a close personal relationship receives a gift, a unique advantage or an improper personal benefit as a result of FIXMANN.

Representative's position at FIXMANN. A conflict of interest could make it difficult for a FIXMANN Representative to perform corporate duties objectively and effectively because he or she is involved in a competing interest.

FIXMANN Representatives must be alert to recognize any situation that may raise conflict of interest issues and must disclose to the Compliance Officer any material transaction or relationship that reasonably could be expected to give rise to actual conflicts of interest with FIXMANN.

#### Employee Declaration

I as personnel of FIXMANN LIMITED, shall:

- Avoid any private or professional activity that would create a conflict of interest or the appearance of impropriety
- Avoid engaging in personal business with any supplier representative or similar person
- Avoid lending money to or borrowing money from any supplier or customer
- Avoid any and all potential for nepotism
- Avoid any overlap of duties in the procurement process
- Safeguard the procurement process from political or outside influence

#### Corporate Opportunities

A FIXMANN Representative must not use FIXMANN's proprietary information or position for personal gain. A FIXMANN Representative must not compete against FIXMANN, either directly or indirectly. FIXMANN Representatives owe a duty to FIXMANN to advance its legitimate interests when the opportunity to do so arises.

#### Outside Activities/Employment and Civic/Political Activities

Any outside activity must not significantly encroach on the time and attention FIXMANN Representatives devote to their duties for FIXMANN and should not adversely affect the quality or quantity of their work. Under no circumstances are FIXMANN Representatives permitted to take for themselves or their family members' business opportunities that are discovered or made available by virtue of their positions at FIXMANN. Moreover, except as permitted by the following paragraph or by the Managing Director, the Chairman of FIXMANN's Governance and Nominating Committee or the Compliance Officer, no employee of FIXMANN may perform services for or have a financial interest in any entity that is, or to such employee's knowledge may become, a vendor, client or competitor of FIXMANN. Employees of FIXMANN are prohibited from taking part in any outside employment without the prior written approval of the Chief Executive Officer or the Compliance Officer.

FIXMANN Representatives are encouraged to participate in civic, charitable or political activities so long as such participation does not encroach on the time and attention they are expected to devote to their FIXMANN-related duties must be conducted in a manner that does not create an appearance of FIXMANN's involvement or endorsement.

#### Inventions, Books and Publications

FIXMANN Representatives must receive written permission from the Chief Executive Officer or the Compliance Officer before developing, outside of FIXMANN, any products, software or intellectual property that may be related to FIXMANN's current or potential business.

## 5. BRIBERY AND OTHER IMPROPER PAYMENTS

No FIXMANN Representative may, directly or indirectly, give, offer, demand, solicit or accept a bribe to or from anyone in the course of conducting business on behalf of FIXMANN, including for the purpose of obtaining or

retaining business, or for any other advantage or engage in improper payments include, without limitation, any gift, gratuity, reward, advantage or benefit of any kind (monetary or non-monetary).

#### Dealings with Government and Public Officials

FIXMANN strictly prohibits any payment to any public official that violates the laws of any jurisdiction in which FIXMANN operates. FIXMANN strictly prohibits any FIXMANN Representative from giving, offering, promising, demanding, soliciting or receiving, directly or indirectly, any bribe or improper payment, using corporate or personal funds, to or from public officials of any government or governmental agency for the purpose of obtaining or retaining business, or for any other reason. For greater certainty, FIXMANN may make contributions to political parties or committees or to individual politicians only in accordance with applicable law, and all such payments must be reported to the Compliance Officer.

#### Gifts and Business Courtesies

FIXMANN strictly prohibits any payment to any person that violates the laws of any jurisdiction in which FIXMANN operates. Except to the extent specifically permitted below. FIXMANN strictly prohibits any person from giving, offering, promising, demanding, soliciting or receiving, directly or indirectly, a gift, or using corporate or personal funds, in such a way that could influence, or reasonably give the appearance of influencing, FIXMANN's business relationship with another person. Any offer of, or request for, such a gift or use of funds must be reported to the Compliance Officer.

#### Employee Declaration:

As a member of FIXMANN LIMITED, I will enhance and protect the standing of the profession, by:

- never engaging in conduct, either professional or personal, which would bring the profession or the Chartered Institute of Procurement & Supply into disrepute
- not accepting inducements or gifts (other than any declared gifts of nominal value which have been sanctioned by my employer)
- not allowing offers of hospitality or those with vested interests to influence, or be perceived to influence, my business decisions
- being aware that my behavior outside my professional life may have an effect on how I am perceived as a professional
- Refrain from showing favoritism or being influenced by suppliers through the acceptance of gifts, gratuities, loans or favors
- Safeguard supplier confidentiality
- Refrain from requiring suppliers to pay to be included on an approved or preferred supplier list
- Select suppliers on the basis of meeting appropriate and fair criteria
- Discourage the arbitrary or unfair use of purchasing leverage or influence when dealing with suppliers
- Avoid the exertion of undue influence or abuses of power
- Treat all suppliers fair and equal

#### Exceptions

FIXMANN does not prohibit the giving or receiving of gifts of nominal or token value to or from non-government suppliers and customers, provided that they are not for the express purpose of obtaining or retaining business or some other advantage for FIXMANN and provided that they are otherwise, lawful. FIXMANN does not prohibit expenditures of amounts for meals and entertainment and travel expenses in connection with customer conferences of FIXMANN and other promotional activities for non-government suppliers and customers that are ordinary and customary business expenses, if they are otherwise lawful. These expenditures should be included on expense reports and approved pursuant to FIXMANN's standard procedures.

FIXMANN does not prohibit facilitation payments that are otherwise lawful. Facilitation payments are payments made to expedite or secure the performance by a public official of any act of a routine nature that is part of the public officials' duties or functions and does not involve obtaining, retaining or directing business. Any facilitation

payments must be recorded as such in the accounting records of FIXMANN. Further, such facilitation payments shall not exceed the fees lawfully required by the public official for the function requested.

Caution should be exercised with respect to these exceptions. If there is any doubt as to the legitimacy of a payment under this Code or under any law, advice should be sought from the Compliance Officer. In addition to the guidance above FIXMANN Representatives should also refer to FIXMANN's Anti-Bribery & Anti-Corruption Policy.

## 6. PUBLIC DISCLOSURES

FIXMANN has an obligation in compliance with applicable laws to make full, fair, accurate, timely and understandable disclosure in its financial records and statements, in reports and documents that it files with or submits to securities regulatory authorities and in its other public communications. In furtherance of this obligation, each FIXMANN Representative, in performing his or her duties, shall act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated, in order to ensure that to the best of his or her knowledge FIXMANN's books, records, accounts and financial statements are maintained accurately and in reasonable detail, appropriately reflect FIXMANN's transactions, are honestly and accurately reflected in its publicly available reports and communications and conform to applicable legal requirements and FIXMANN's system of internal controls, including FIXMANN's Disclosure Policy.

## 7. HANDLING OF CONFIDENTIAL INFORMATION (Information Security)

In addition to the restrictions regarding material non-public information set forth in the Disclosure Policy of FIXMANN, FIXMANN Representatives should observe the confidentiality of information that they acquire by virtue of their relationship with FIXMANN, including information concerning the FIXMANN and its customers, suppliers and competitors and other FIXMANN Representatives, except where disclosure is approved by an executive officer of FIXMANN or otherwise legally mandated.

In addition, FIXMANN Representatives must safeguard proprietary information, which includes information that is not generally known to the public and has commercial value in FIXMANN's business. Proprietary information includes, among other things, business methods, analytical tools, software programs, source and object codes, trade secrets, ideas, techniques, etc. It also includes information relating to marketing surveys, pricing, clients, and terms of compensation for FIXMANN Representatives. The obligation to preserve proprietary information continues even after employment ends. In addition to violating this Code and policy of FIXMANN, unauthorized use or distribution of proprietary information could also be illegal and result in civil or even criminal penalties.

## 8. USE OF ASSETS OF FIXMANN

Assets of FIXMANN, including facilities, funds, materials, supplies, time, information, intellectual property, software, corporate opportunities and other assets owned or leased by FIXMANN, or that are otherwise in FIXMANN's possession, may be used only for legitimate business purposes of the FIXMANN. Assets of FIXMANN are not to be misappropriated, loaned to others, donated, sold or used for personal use, except for any activities that have been approved in writing by the Chief Executive Officer or the Compliance Officer in advance, or for personal usage that is minor in amount.

## 9. DELEGATION OF AUTHORITY

Each FIXMANN Representative, and particularly each of FIXMANN's executive officers, must exercise reasonable care to ensure that any permitted delegation of authority is reasonable and appropriate in scope, and includes appropriate and continuous monitoring.

## 10. HEALTH AND SAFETY

FIXMANN strives to provide each FIXMANN Representative with a safe and healthy work environment. Each FIXMANN Representative has responsibility for maintaining a safe and healthy workplace for all FIXMANN Representatives by following safety and health rules and practices, and promptly reporting accidents, injuries and

unsafe equipment, practices or conditions. Violence and threatening behavior will not be tolerated by FIXMANN. FIXMANN Representatives should report to work in proper condition to perform their duties, free from the influence of illegal drugs or excessive alcohol. The use of illegal drugs or alcohol in the workplace will not be tolerated by FIXMANN. Safety and Health policies of Customers' locations will be adhered with in all cases when on such sites and locations. Required trainings will be provided and must be sought for from the Compliance Officer of FIXMANN before proceeding to customer sites.

## 11. DIVERSITY

Every personnel of FIXMANN is expected to work smart, be considerate of their teammates, and contribute to a collaborative, positive, and healthy environment in which we can all succeed. Specifically:

- **Be supportive of your colleagues, both proactively and responsively.** Offer to help if you see someone struggling or otherwise in need of assistance (taking care not to be patronizing or disrespectful).
- **Be inclusive:** Go out of your way and across cultures to include people in team jokes while avoiding slang or idioms that might not translate across cultures.
- **Be collaborative.** Involve your teammates in brainstorming. It's part of our values to share early and ask for feedback often.
- **Be generous in both giving and accepting feedback.** Feedback is a natural and important part of our culture. Good feedback is kind, respectful, clear, and constructive.
- **Be respectful toward all time zones.** Embrace habits that are inclusive and productive for team members wherever they are, and pay attention to timezones when scheduling events.
- **Be kind.** Be polite and friendly in all forms of communication – especially remote communication, where opportunities for misunderstanding are greater. Avoid sarcasm.

## 12. DISCRIMINATION AND HARASSMENT

FIXMANN is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples of conduct that will not be tolerated include derogatory comments based on racial, ethnic or religious characteristics, age, ancestry, color, race, citizenship, ethnic origin, creed, disability, family status, marital status, gender, sex, sexual orientation, unwelcome sexual advances or comments and any other ground of discrimination prohibited by law.

## 13. E-MAIL, THE INTERNET, TELEPHONES AND OTHER FORMS OF COMMUNICATION

FIXMANN provides employees with access to e-mail, the Internet, telephones and other forms of communication for business purposes, and while we understand the need for limited and occasional use of these tools for personal purposes, this use should not be excessive or be detrimental to the Company. FIXMANN 's e-mail system, including e-mail accounts and addresses, are the property of FIXMANN. FIXMANN has the right to access, monitor and review communications conducted using FIXMANN 's resources and employees should have no expectation of privacy when using these resources. Internet use must be conducted in a reasonable professional manner and must not impede on employee's ability to perform his or her duties. For example, accessing Internet sites containing obscene or offensive material, or sending e mails that are derogatory or harassing to another person or group of people or chain emails, is prohibited. Employees must be also vigilant to ensure that the network security is maintained.

## 14. REPORTING OF VIOLATIONS PROCEDURE

### General Policy Regarding Report of Violations

FIXMANN Representatives who observe, learn of, or, in good faith, suspect a violation of this Code must immediately report the violation pursuant to the procedures for submission of complaints and concerns set out in FIXMANN's Whistle Blowing Policy.

The Company does not tolerate acts of retaliation, including demotion, discharge, discipline, discrimination, harassment, suspension or threats, against any FIXMANN Representative who makes a good faith report of known or suspected acts of misconduct or other violations of this Code.

## 15. COMPLIANCE

### Adherence to Code and Disciplinary Action

All FIXMANN Representatives have a responsibility to understand and follow this Code. In addition, all FIXMANN Representatives are expected to perform their work with honesty and integrity in all areas not specifically addressed in this Policy. FIXMANN will discipline any FIXMANN Representative who violates this Code or related practices. The determination of the appropriate discipline will be made by the Chief Executive Officer in consultation with the Managing Director.

Such discipline may include, among other things, written notice to the FIXMANN Representative that the FIXMANN has determined that there has been a violation, censure by FIXMANN, demotion or reassignment, suspension with or without pay or benefits, or termination of the FIXMANN Representative's relationship with FIXMANN. Records of all violations of this Code and the disciplinary action taken will be maintained by the Compliance Officer and will be placed in the applicable FIXMANN Representative's personnel file. FIXMANN will notify and cooperate with the police or other governmental authorities regarding acts of FIXMANN Representatives involving violations of law. In addition, some violations may result in the FIXMANN bringing suit against employees or former employees to defend its rights vigorously.

### Communications

FIXMANN strongly encourages dialogue among FIXMANN Representatives and their supervisors to make everyone aware of situations that give rise to ethical questions and to articulate acceptable ways of handling those situations.

The Compliance Officer shall provide a report to the Managing Director, at least on a quarterly basis, on investigations and other significant matters arising under this Code.

### Responsibility of Senior Employees

Officers and other managerial employees are expected to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Managerial employees may be disciplined if they condone misconduct, do not report misconduct, do not take reasonable measures to detect misconduct or do not demonstrate the appropriate leadership to ensure compliance.

**Making sure the code is widely understood** Everyone working for FIXMANN LIMITED will receive a copy, either electronically or on paper. It will be part of a new employee's information package and it will be available on our corporate website and intranet as well as the websites and intranets of each of our operating companies.

All senior managers will be responsible for discussing it within their Departments The Compliance Officer will see that all our major suppliers receive a copy of this code and that they understand it, and our legal department and Internal Auditors will ensure that our agreements with them comply with this code.

Corporate governance rules require that we monitor and certify whether we've complied with this code of conduct. Each year the Managing Director shall send Company Representatives an e-mail for refresher training on the code.



## 16. RELATED POLICIES OF FIXMANN

### Whistle Blowing Policy

As part of FIXMANN's commitment to the highest standards of corporate governance, the Company will develop and established procedures for the receipt, retention and handling of complaints and concerns received relating to, among other things, alleged or suspected illegal activity or violations of this Code or a code of conduct of a subsidiary of FIXMANN. Any such illegal activity or code violation must be reported promptly, as set out in FIXMANN's Whistle Blowing Policy.

This Code should be read in conjunction with FIXMANN's other related policy documents, including FIXMANN's Anti-Corruption & Anti-Bribery Policy. This Code supplements any contractual obligation any person may have under the terms of any agreements with FIXMANN. This Code is not intended to create any contract (express or implied) with any person.

## 17. APPROVAL AND AMENDMENT

This Code was approved and adopted by the Managing Director. FIXMANN is committed to reviewing and updating its policies and procedures on a continuing basis. This Code may be revised, changed or amended at any time by the Managing Director, and amendment to the Code will be disclosed promptly to FIXMANN Representatives and will be disclosed publicly in accordance with applicable securities laws.

## 18. ACKNOWLEDGMENT

The undersigned FIXMANN Representative hereby acknowledges that he or she has received a copy of the FIXMANN's Code of Business Conduct and Ethics applicable to FIXMANN Representatives and that he or she has read and understood this Code in its entirety and agrees to abide by it. The undersigned FIXMANN Representative acknowledges that it is his or her responsibility to seek clarification from the Compliance Officer if any application of the Code to a particular circumstance is not clear. The FIXMANN Representative acknowledges that the FIXMANN Representative's continued service with FIXMANN requires the FIXMANN Representative to adhere fully to this Code and that failure to do so can result in disciplinary action up to and including termination of the FIXMANN Representative's employment by FIXMANN.

### Employee Declaration on Regulations

**As personnel of FIXMANN Limited, I will ensure full compliance with laws and regulations, by:**

- adhering to the laws of the countries in which I practice, and in countries where there is no relevant law in place I will apply the standards inherent in this Code
- fulfilling agreed contractual obligations
- following standard professional guidance on professional practice in addition to guidelines stipulated in the FIXMANN Business Conduct and Ethics Code.

Original Approval Date: Sept 02, 2022

  
Approved by: Sept 20, 2022

Godfrey Mayuku  
Managing Director

---

SCHEDULE "A"

This Managing Director is accountable for compliance. He had made the following designations:

Compliance Officer:

John Nwosu

Solicitors & Advocates, 17, Abeokuta Street, Itire, Surulere, Lagos

Telephone: +234-803 360 9481; 0818 615