



# INTEGRITY CODE-PART W1 (IC-W1)

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## 0 LEADING PAGES

### 0.1 Objective

The intention of the Integrity Code shall be to outline the Company's 10 ethical principles for the purpose of:

1. Providing guidance on the acceptable behaviour and conduct that aligns with the Company's values
2. Providing guidance on how to identify and mitigate ethical risks
3. Provide practical tools and resolutions on how to handle ethical dilemmas

### 0.2 Preface

The Integrity code is an outline of the Company's guiding principles of ethical conduct for all board members and employees. The Code highlights the 10 ethical principles that will ensure that our conduct and behaviour align to our corporate values. All board members and employees will be required to sign up to these principles on an annual basis and practice them on an daily basis.

### 0.3 Scope

This Integrity Code shall apply to all the Company's employees, Directors of the Company, and those of its subsidiaries, our partners, creditors, customers, shareholders and agents and it shall be read together with all other Company Policies. The Code seeks to guide on ethical matters guarding against but not limited to the following categories of unacceptable conduct:

1. Fraud and embezzlement
2. Corruption (bribery, economic extortion, illegal gratuity)
3. Breach of Company Policy
4. Confidentiality issues
5. Conflict of Interest
6. Discrimination (sexual, racial, religious)
7. Unprofessional behavior
8. Vandalism/criminal damage
9. Physical or Verbal abuse
10. Asset misappropriation (cash theft or skimming)
11. Harassment and bullying
12. Anti-corruption
13. Gross Misconduct
14. Health and safety
15. Theft and Larceny
16. Intimidation and victimization
17. Breach of fiduciary duty
18. Money laundering
19. Sexual favors or sexual harassment
20. Human Trafficking

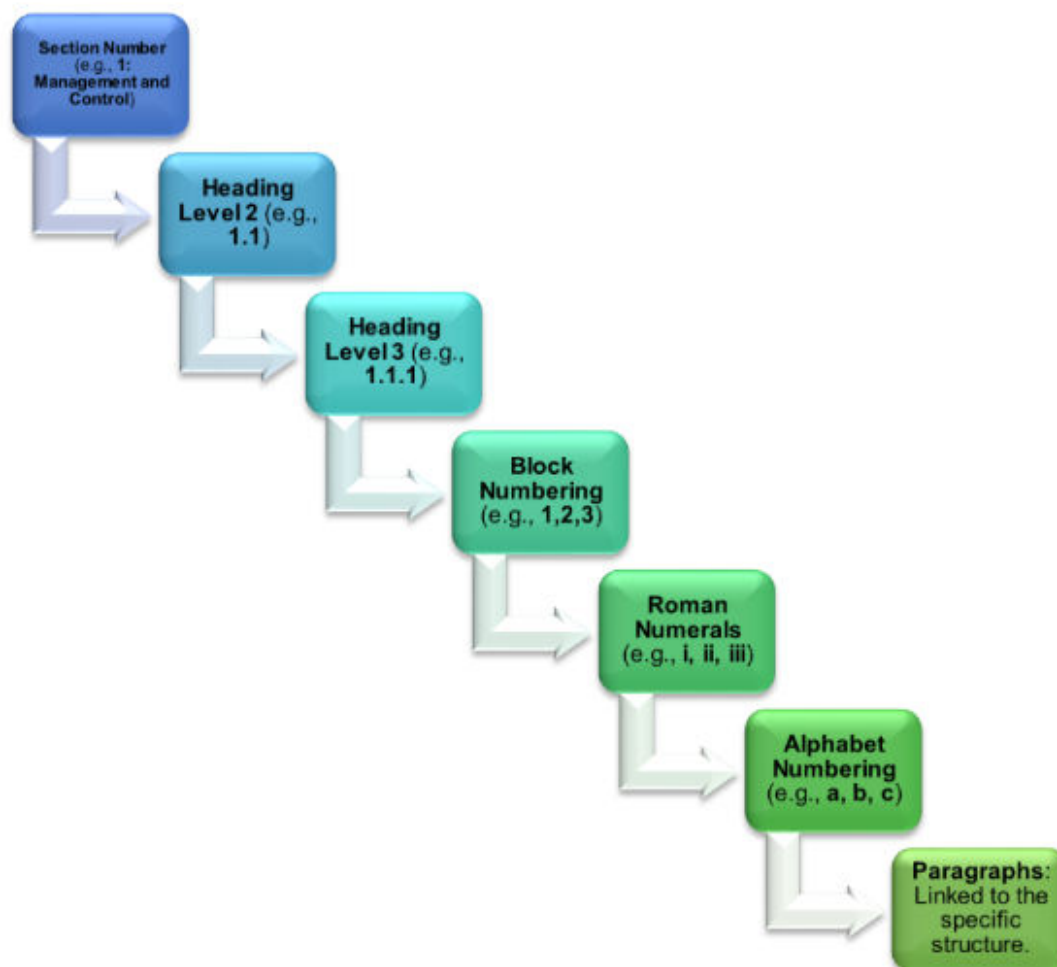
## 0.4 Policy Indexing

The Integrity Code (IC) is divided into sections (Heading 1)

1.1 Each section is divided into sub section (Heading 2)

1.1.1 Each sub section into sub-subsection (Heading 3)

1. Each sub-subsection is divided into paragraphs (Content)



## 0.5 Key Change Highlights

#	Area of Review	Area/ page	Revised Code	Reason for Change
1	Change of Name	Cover page	The Previous name was Code of Business Conduct and Ethics but it has changed to Integrity Code.	This change aligns with the company's corporate values.
2	The structure and focus of the code	All	<p>The previous code was structured around 5 topics/ chapters: Personal Integrity, Employment integrity, Commercial integrity, Company Assets and External Activities</p> <p>The revised code is structured around 8 values and ethical risk areas which include Conflict of Interest, Gifts and Entertainment, Ethical Marketing, Safeguarding, competition law, Anti-fraud and Anti-bribery, Whistleblowing, Prevention of Criminal Finance Activities, Company Assets and External Activities.</p>	The code is focused on mitigating the ethical risks and reinforce the corporate values.
3	Coverage of grey areas	All	The language and tone of the revised Integrity Code is instructional, prescriptive and directive (Must, shall) leaving little or no room for grey areas to emerge in the interpretation of the same. This is different from the scenarios in the previous code that used words such as will, can and should.	The Integrity Code has focused on giving direction, more details and guidance on acceptable conduct and behaviour.
4	New and emerging issues	All	<p>The previous code did not give reference to new company policies and procedures developed after its approval and did not highlight emerging risk areas.</p> <p>The revised Integrity Code has cross referenced other policies in the company that are relevant for understanding of the acceptable conduct in the organization such as the trafficking in persons policy, sexual harassment policy and the People and Culture Policies.</p>	The emerging issues and new policy guidance have been updated into the code to mitigate against emerging risks.
5	Whistleblowing framework	Section 1 Page 12	The Integrity Code has incorporated the whistle blowing framework which was stand-alone guidance.	The Whistleblowing framework is critical in the management of incidences resulting from code violations.
6	Updated Annual Certificate of compliance	Section 4 Page 1	The previous code used a yes or no response to the Annual certificate of declaration. The revised certificate provides 6 questions to guide staff to evaluate any conflict of interest they may have.	The use of direct questions is to give clarity to the staff on the declaration they make.
7	Ethics and Integrity Committee	Section 2 Page 1	The revised Integrity Code stipulates the terms of reference of the Ethics and Integrity Committee which were previously not included.	The terms of reference give clarity to the user of the code on the role of the committee.
8	Waiver	Section 0 Page 10	The inclusion of a clause that provides guidance on the application of the code in respect to the CBA and other contractual terms.	The inclusion of the clause is a requirement by the court of law, following the Company's board approval for its inclusion.
9	Alignment to the corporate documentation standards	All	The revised Integrity Code aligns with the Corporate documentation manual.	The integrity code required to align with the corporate documentation standards.

## 0.6 List of Effective Sections

Section	Date	Status
0 LEADING PAGES	08.07.2025	ISSUE: 2 REVISION: 0
0.1 Objective	08.07.2025	ISSUE: 2 REVISION: 0
0.2 Preface	08.07.2025	ISSUE: 2 REVISION: 0
0.3 Scope	08.07.2025	ISSUE: 2 REVISION: 0
0.4 Key Change Highlights	08.07.2025	ISSUE: 2 REVISION: 0
0.6 Foreword	08.07.2025	ISSUE: 2 REVISION: 0
0.7 Approval	08.07.2025	ISSUE: 2 REVISION: 0
0.8 Definition of Terms	08.07.2025	ISSUE: 2 REVISION: 0
0.9 Source Document References	08.07.2025	ISSUE: 2 REVISION: 0
0.10 Acknowledgement of The Integrity Code	08.07.2025	ISSUE: 2 REVISION: 0
0.11 Waivers	08.07.2025	ISSUE: 2 REVISION: 0
1 ETHICAL PRINCIPLES	08.07.2025	ISSUE: 2 REVISION: 0
1.1 Objectives	08.07.2025	ISSUE: 2 REVISION: 0
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1.4.2 Outside Employment Speeches and Presentations	08.07.2025	ISSUE: 2 REVISION: 0
1.4.3 Outside Service as an Officer or Director	08.07.2025	ISSUE: 2 REVISION: 0
1.4.4 Business Opportunities	08.07.2025	ISSUE: 2 REVISION: 0
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1.5.4 Refusing Gifts, Meals and Entertainment	08.07.2025	ISSUE: 2 REVISION: 0
1.5.5 Gifts, Meals and Entertainment for Customers, Suppliers and Business Partners	08.07.2025	ISSUE: 2 REVISION: 0
1.6 Ethical Marketing, Community and Charitable Activities Guidelines	08.07.2025	ISSUE: 2 REVISION: 0
1.7 Safeguarding Guidelines	08.07.2025	ISSUE: 2 REVISION: 0
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1.10.1 Whistle Blowing Protection	08.07.2025	ISSUE: 2 REVISION: 0
1.10.2 Reporting Misconduct	08.07.2025	ISSUE: 2 REVISION: 0



Section	Date	Status
1.10.3 Investigations Objectives	08.07.2025	ISSUE: 2 REVISION: 0
1.11 Prevention of Criminal Finance Practices	08.07.2025	ISSUE: 2 REVISION: 0
1.11.1 PROHIBITED RELATIONSHIPS UNDER THE PROCEEDS OF CRIME AND ANTI-MONEY LAUNDERING ACT AND THE PREVENTION OF TERRORISM ACT	08.07.2025	ISSUE: 2 REVISION: 0
1.12 Acceptable Use of Company Assets	08.07.2025	ISSUE: 2 REVISION: 0
1.12.1 Use Of Company Resources	08.07.2025	ISSUE: 2 REVISION: 0
1.12.2 Confidential Company Information	08.07.2025	ISSUE: 2 REVISION: 0
1.12.3 Accurate Accounting, Reporting and Records Management	08.07.2025	ISSUE: 2 REVISION: 0
1.12.4 Data Privacy	08.07.2025	ISSUE: 2 REVISION: 0
1.13 External Activities	08.07.2025	ISSUE: 2 REVISION: 0
1.13.1 External Communications	08.07.2025	ISSUE: 2 REVISION: 0
1.13.2 Political Activity	08.07.2025	ISSUE: 2 REVISION: 0
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2.1 Objective	08.07.2025	ISSUE: 2 REVISION: 0
2.2 Preface	08.07.2025	ISSUE: 2 REVISION: 0
2.3 Scope	08.07.2025	ISSUE: 2 REVISION: 0
2.4 Terms Of Reference	08.07.2025	ISSUE: 2 REVISION: 0
2.5 The Structure	08.07.2025	ISSUE: 2 REVISION: 0
3 ADMINISTRATION OF THE CODE	08.07.2025	ISSUE: 2 REVISION: 0
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3.3 Scope	08.07.2025	ISSUE: 2 REVISION: 0
3.4 Implementation Of The Code	08.07.2025	ISSUE: 2 REVISION: 0
3.5 Review of The Code	08.07.2025	ISSUE: 2 REVISION: 0
4 APPENDIX 1	08.07.2025	ISSUE: 2 REVISION: 0
4.1 Integrity Code Form Index	08.07.2025	ISSUE: 2 REVISION: 0

## 0.7 Foreword

**Dear Colleagues,**

The Company is founded on a firm commitment to uphold the highest ethical principles and standards.

Have you ever been in a situation where you cannot decide what ethical direction to take? Is the struggle made worse because there seems to be a thin line between what is right and what is unethical? This Integrity code is here to help you in those situations as it clearly gives direction on the acceptable behavior and norms at the Company.

We operate and work in a global environment that is ever changing, challenging and complex; to remain grounded, it is critical that we understand, internalize and live out our Core Values. At all times, the Company Core Values of Safety, Customer, Integrity, and Accountability, should guide our behaviour, decisions and actions as we pursue our corporate purpose of contributing to the sustainable development of Africa. This Integrity Code should be an essential resource for all staff in aligning conduct to the expected corporate norms and behavior. We should exemplify and live our values in our interactions with colleagues, clients, partners and communities at large. Each one of us has a responsibility to be familiar with the Integrity Code, and to make sure we continually strive to embody the principles it lays out.□

Prioritizing our values will build a Company workplace culture that lasts - one of integrity and respect, that encourages teamwork, togetherness and innovation, to enable us deliver impact at the highest levels in line with our strategic objectives.□

Join me in setting the right ethical cultural context for the prosperity of the Company, Act right, speak up on any violations of our Integrity Code through our ethics hotline or through the website or through the Ethics and Integrity office.

I remind you of our People and Culture Policies, that requires that ‘employees shall conduct themselves in an ethical manner at all times as per the employee code of ethics and conduct.’

In line with our sustainability efforts and digital transformation initiatives, all approvals including this Foreword are conducted electronically. Once this document receives online approval from the Chief Executive Officer (CEO) through the Document Authoring Tool, it is deemed fully authorized and does not require a physical signature.

**Allan Kilavuka**

**Group Managing Director and Chief Executive Officer**

## 0.8 Approval

allan kilavuka: accountable executive	29.07.2025 15:48
<b>Management Review</b>	
→ Approved	
tom shivo chief officer people	24.07.2025 16:15
<b>Final Approval</b>	
→ Approved	
joan otero: head of quality aoc-operations	23.07.2025 12:18
<b>Compliance Check</b>	
→ Approved	
eva gitonga manager corporate knowledge hub	22.07.2025 15:43
<b>Documentation Review</b>	
→ Approved	
ruth wambua manager legal risk and compliance	22.07.2025 12:02
<b>Content Review</b>	
→ Approved	
ruth wambua manager legal risk and compliance	22.07.2025 12:01
<b>Content Control</b>	
→ Approved	
ruth wambua manager legal risk and compliance	22.07.2025 12:01
<b>In Work</b>	
→ Request Approval	

**Quality Manager**

Date & Stamp

**KCAA Approval**

N/A



## 0.9 Definition of Terms

The Glossary defines the key terms used in the Integrity Code. Should you find any definitions, words or phrases used in the Code unclear, you are requested to consult the Ethics and Integrity Committee, through the Office of the Ethics and Integrity Manager.

1. **Business Ethics** - The moral principles, policies and values that govern the way businesses and individuals engage in business activity.
2. **Bribe** - Giving or offering to give or receive anything of value to or from any other person or organisation to influence a discretionary decision. Local law may impose a broader definition in some jurisdictions.
3. **Company assets** - Includes, among other things, the Company's money or product, employees' time at work and work product, computer systems and software, telephones, wireless communication devices, photocopiers, tickets to concerts and sporting events, Company vehicles, proprietary information and Company trademarks.
4. **Competitor** - For the purposes of the Conflicts of Interest and Competitive Intelligence provisions only, "competitor" means any business or entity, other than The Company or its subsidiaries, that carries on the business of air travel or any business or entity that is actively considering such activity.
5. **The Company**- the term refers to the legal entity carrying out business activity as The Kenya Airways Plc.
6. **Customer** - Any business or entity to which The Company or its subsidiaries offers services to.
7. **Discretionary authority in dealing with a Company** - The authority to influence the company's selection of a supplier or to influence significantly the Company's relationship with an existing customer or supplier.
8. **Employee or Staff** - An individual who is legally and willfully employed under a contract by the company to a particular role to offer their services. The term employee and staff member are deemed to bear the same meaning and are interchangeably used in this code.
9. **Ethics Line** - The Company's reporting service, administered by a third party, through which employees and others can ask questions or raise concerns about the Integrity Code or other ethics and compliance matters.
10. **Ethics and Integrity Committee** - A committee comprised of senior Management responsible for oversight and management of ethics and integrity matters within the Company.
11. **Friend** – A friend for the purpose of managing conflict of interest includes persons with whom one enjoys close relations with and would affect the independent decision making when making judgement or applying discretionary authority in the best interest of the Company.
12. **Gift register**- A register to be maintained by all departments / functions to record gifts received and accepted by staff as detailed in clause 2 of the Integrity Code; a sample register is available in Appendix II. It shall describe the giver, the receiver, the value, the date, and the reason for offer and shall be duly signed by the recipient.
13. **Government officials** - Employees of any government in the world, even low-ranking employees or employees of government-controlled entities. The term includes officials of political parties, politically exposed persons, candidates running for political office, and employees of public international organizations, such as the UN.
14. **Integrity**: The quality of being honest and having strong moral principles (Oxford Dictionaries).
15. **Material non-public Information** – Non-public information that would be reasonably likely to affect an investor's decision to buy, sell or hold the securities of a company. Examples include a significant merger or acquisition involving the Company, the Company's earnings

or volume results before they are announced, and a change in control of senior management of the Company.

16. **Non-public information** -Any information that the Company has not disclosed or made generally available to the public, which may include information related to employees, inventions, contracts, strategic and business plans, major management changes, new product launches, mergers and acquisitions, technical specifications, pricing, proposals, financial data and product costs.
17. **Occupational Fraud** - Encompasses actions that are meant to deceive for financial or personal gain. Fraud includes corruption, bribery, asset misappropriation, financial statement misstatement and abuse of office.
18. **Relative** - A spouse, parent, sibling, grandparent, child, grandchild, mother- or father-in-law, or same or opposite sex domestic partner, as well as any other family member who lives with you or who is otherwise financially dependent on you, or on whom you are financially dependent. A relative for the purpose of managing conflict of interest includes family with whom one enjoys close relations with and would affect the independent decision making when making judgement or applying discretionary authority in the best interest of the Company.
19. **Supplier** - Any vendor of goods, product or services to the Company, including consultants, contractors and agents. The definition also includes any supplier that the Company is actively considering using, even if no business ultimately is awarded.



## 0.10 Source Document References

1. Anti-bribery Act
2. Anti-Money Laundering Act
3. Price Control Act
4. Privacy Policy
5. Data Classification Standard
6. Trafficking in Persons Policy
7. People and Culture Policy.
8. Corporate Documentation Manual

## 0.11 Acknowledgement of The Integrity Code

1. All employees and board members shall be required to make acknowledgements of their understanding of this Integrity Code on an annual basis by signing an Annual Certificate of Compliance within the first month of every financial year.
2. All new employees and board members shall sign an acknowledgement form confirming that they have read and understood the Integrity Code and agree to abide by its provisions.
3. Failure to read the Integrity Code and or sign the acknowledgement certificate shall not excuse an employee from facing stipulated consequences of non-compliance with the Integrity Code.

## 0.12 Waivers

Waivers of any provisions of this Integrity Code for officers of the Company must be approved by the Board of Directors or its designated Committee and will be disclosed promptly to the extent stipulated herein or as required by law.

Please note that this code is not an employment contract and does not modify employment relationship between the company and an employee nor does it modify or replace policies established in Kenya airways policies manual or any contractual arrangement an employee might have with the company . Where there is conflict between provisions of the code and provisions of a collective bargaining agreement applicable to any employee or provisions of the Kenya Airways limited Human resources policy or an employee's letter of appointment then the provisions of such collective bargaining agreement, the Kenya Airways Limited human resources policy manual or those of the letter of appointment as the case may be, will prevail to the extent of such conflict.

## 1 ETHICAL PRINCIPLES

### 1.1 Objectives

The intention of this section is to outline the 10 ethical principles which align to the ethical risks that are prevalent in the company's operations and offers a values based approach to mitigating them. The purpose of this section to board members and employees is to:

1. Provide guidance on the clear mechanisms for identifying potential conflicts of interests and mitigating them so that they do not impact on one's ability to effectively deliver on their duties.
2. Ensuring understand the difference between appropriate and inappropriate gifts and entertainment given or received from business partners by emphasizing the role of gifts and entertainment as a tool of relationship building with third parties and not to influence the judgement of the recipient or lay an obligation for something in return.
3. Support in engaging in healthy marketing practices that would result in fruitful and long-term business engagements with customers and other business partners while building a strong-trusted brand.
4. Provide guidance on their role and responsibilities in upholding human rights principles in their conduct and behavior and to enable them foster a safe, collaborative and conducive business environment.
5. Provide guidance in upholding competition and anti-trust laws.
6. Outline the purpose of the Whistleblowing Framework, which serves as a critical component in upholding ethical standards, accountability, and transparency within the organization.
7. Emphasize their role in preventing bribery, fraud and criminal financing activities.
8. Provide guidance on use of company assets and engagement in external activities.

### 1.2 Preface

The Ethical Principles outlined in this section are critical in building and embedding an ethical culture within the company and in safeguarding its operations from ethical risks. Each principle highlights areas that the board of directors and its employees need to consider in the performance of their duties, with each playing an equal role in fostering the acceptable behavior and conduct.

### 1.3 Scope

This section of the code applies to board members and employees of the company, its subsidiaries and partners and provides guidance and direction on 10 ethical principles namely Conflict of Interest, Gifts and Entertainment, Safeguarding, Competition law, Ethical Marketing and Charitable Giving, Anti-fraud and Anti-bribery, Prevention of Criminal Finance practices, Whistleblowing, Acceptable Use of Assets and external activities.

### 1.4 Conflict of Interest

1. The purpose of the conflict of interest guidance is to provide the board members and employees with clear mechanisms for identifying potential conflicts of interests and mechanisms for mitigating these conflicts so that they do not impact on one's ability to effectively deliver on their duties. This guidance will support in navigating ethical dilemmas and supporting in ethical decision making

2. Board members and staff are expected to always act in the best interest of the Company in the course of their duties and/ or employment. A conflict of interest arises when your personal activities and relationships interfere or appear to interfere with your ability to act in the best interest of the Company. Board members and staff shall be expected not to use the power and authority vested in their roles in violation of their professional responsibility or for personal benefit.
3. Board members and staff shall be expected to take particular care if they are responsible for selecting or dealing with a supplier on behalf of the Company. Personal interests and relationships that board members or staff may have shall not interfere or appear to interfere with their ability to make decisions in the best interest of the Company. Staff shall follow applicable Company procurement guidelines or other guiding Policies when engaging or selecting suppliers or third-party vendors.

#### 1.4.1 Outside Investments/ Personal Investments

Board members and staff shall not participate in investments that could likely affect, or appear to affect, their decision making on behalf of the Company. The guidelines applicable to financial interest in a customer, supplier or competitor of the airline, shall be as follows.

1. All duties that require applying discretionary authority in dealing with a third-party customer, vendor or supplier or a Company, shall be void of conflict of interest or financial interest in that third party vendor or supplier.
2. Where there is a potential conflict of interest or financial interest in a third party, prior written approval is required from the Chief People Officer or the Group Managing Director and Chief Executive Officer, in the case of the Chief People Officer or an Executive Committee member, or the Chairman in the case of the Group Managing Director and Chief Executive Officer and Board members. Any declaration by the Board chair will be approved by the Board Members.
3. All approvals granted under this section shall be renewed annually if one continues to hold the said interest in the third-party supplier or vendor.

#### 1.4.2 Outside Employment, Speeches and Presentations

All employees shall ensure any outside work engagements are strictly separated from their job and role at The Company and do not interfere with their ability to devote the time and effort needed to fulfill their duties as an employee. Employees shall refer to the People and Culture Policies for additional guidelines on engagements with restrictions and or those with written approval requirements in this regard.

1. No employee shall take an additional part-time job or do other work after hours, such as consulting or other fee-earning services of this kind that will violate provisions of this Code, without prior written approval of the Chief People Officer or the Group Managing Director and Chief Executive Officer in the case of the Chief People Officer, or the Chairman in the case of the Group Managing Director and Chief Executive Officer, or as otherwise directed by the People and Culture Policies.
2. No Staff shall be employed by or be otherwise engaged to provide services for or receive payment from, any customer, supplier or competitor of the Company.
3. Employees shall obtain prior written approval from the Chief People Officer before accepting reimbursement for expenses, or any other payment, for speeches or presentations outside of The Company, if:
  - i. One is giving a speech or presentation as part of your job with the Company.
  - ii. The speech or presentation describes your work with the Company; or



- iii. One is formally identified at the speech or presentation as an employee of the Company. Such payments should be presented to the Company to be used for a charity of your choice.

#### 1.4.3 Outside Service as an Officer or Director

A Staff offering service as a member of the board of directors of another for-profit business shall obtain prior written approval of the Group Managing Director and Chief Executive Officer (GMD/CEO). This Approval shall be required to be renewed annually.

The Group Managing Director and Chief Executive Officer (GMD/CEO) approval shall not be required for:

1. Service as an officer or director of another company at the request of the Company (other approvals may be necessary in such a case, however) or
2. Service as an officer or director of a charitable or other non-profit institution or trade organization, or for service as an officer or director of a family-owned business, unless the business is a customer (travel agents, General Sales Agents), supplier or competitor of the Company, in which case approval is required from the Chief People Officer or the Group Managing Director and Chief Executive Officer in the case of the Chief People Officer.

#### 1.4.4 Business Opportunities

Staff or Directors of the Company shall not engage in business opportunities relating to products and services usually sold by or activities typically pursued by the Company that arise during one's engagement or employment or through the use of Company property or information, unless otherwise approved as detailed hereinabove. Similarly, other business opportunities that fit into our strategic plans or satisfy our commercial objectives that arise under similar conditions shall belong to the Company. Staff or Directors of the Company shall not direct such business opportunities to the Company's competitors, to other third parties or to other businesses that one may own or be affiliated with.

#### 1.4.5 Relatives and Friends

Board members or Staff with relatives who are employed by or have invested in customers, vendors or suppliers of the Company shall make a written declaration of these personal and/ or financial interests, where:

1. One has discretionary authority in dealing with any of these companies as part of their job with the Company; or
2. One's relative deals with the Company on behalf of the subject Supplier / Customer / Vendor.
  - i. In either of these situations, one is expected to make this declaration to the Chief People Officer in writing or to the Managing Director and Chief Executive officer in the case of the Chief People Officer, or to the Board through the Chairman in the case of Board members.
  - ii. Staff shall make a declaration to the Chief People Officer of relatives employed by a competitor of the Company, where there is a potential conflict of interest.
  - iii. Staff shall make declaration of friends who are employed by, or have ownership interests in, customers, vendors or suppliers of the Company and have discretionary authority over them shall where it forms a potential conflict of interest. In these situations, the staff shall take due professional care to ensure that the friendship does not affect, or appear to affect, one's ability to act in the best interest of the Company. For further clarity on whether the friendship may create an issue, consult your Line Manager, People and Culture Partner or the Ethics and Integrity Office.

- iv. All employees shall ensure that personal relationships at work do not influence their ability to act in the best interest of the Company. Employment-related decisions should be based on suitability for the role, that is qualifications, performance, skills, and experience.
- v. Employees with spouses lawfully employed at the Company or its subsidiaries shall declare these relationships and Management will take a decision on whether there is an actual or potential conflict of Interest and whether there is a need for further action.

*Where a potential conflict of interest exists, the Business' employee involved in the recruitment process shall need to declare it and a decision taken on whether they should exclude themselves or any other remedial action can be taken e.g. delegation to a non-interested party*

*(People and Culture Policies: Resourcing and Placement: 14.6).*

*Where a relation exists, the potential candidate and the current employee shall be required to make full disclosure to the hiring team and no relative shall be allowed to take part in the recruitment process. Non declaration of relations shall result in disciplinary action taken against the employee(s) and a disqualification of the candidate from the recruitment process.*

*(People and Culture Policies: Resourcing and Placement: 14.7)*

#### **1.4.6 Insider Trading**

No Board member or Staff shall be permitted to trade in Company stocks or securities based on material non-public information, or to provide material non-public information to others so that they may trade. Any such conduct shall be unlawful and may result in requisite disciplinary action as defined in the Insider Trading Policy which may lead to prosecution.

Board members and Staff are required to refer to the Insider Trading Policy for additional information.

#### **1.5 Gifts, Meals and Entertainment**

This guidance is issued for the purpose of ensuring that board members and employees understand the difference between appropriate and inappropriate gifts and entertainment given to or received from business partners.

This guidance is for board members and employees who from time to time are involved in the exchange of business courtesies such as gifts, meals or entertainment during the process of forming, developing or sustaining business relationships.

Gifts and entertainment given or received shall be for the purpose of building business relationships and generating goodwill for the Company with business partners. Gifts and entertainment shall not be used to create improper influence or obligate the recipient or offer favoritism. One should not provide or accept excessive gifts or inappropriate entertainment and must only offer or accept gifts occasionally and that are of modest value.

1. All business-related entertainment shall be reasonable and not excessive and offered occasionally in the interests of the Company. You are required to obtain your line manager's prior approval before accepting or offering any entertainment that is above the recommended moderate value.

2. Gifts offered shall be of modest value and preferably display the Company Brand. The Company discourages the acceptance of gifts by employees, except where this is clearly related to a business purpose. One should never offer or accept gifts of cash or cash equivalents.
3. A gift register shall be maintained by each department and will be used as a record of gifts received and accepted by staff as detailed in this section; a sample gift register is available in Appendix II. It shall describe the giver, the receiver, the value, the date, and the reason for the offer and shall be duly signed by the recipient. The register shall be reviewed regularly by the head of department to ensure that it is up to date and accurate.

#### 1.5.1 Gifts Guidelines

Employees shall not be allowed to:

1. Accept gifts, meals or entertainment, or any other favor, from customers, suppliers or business partner if doing so might compromise, or appear to compromise, one's ability to make objective business decisions in the best interest of the company.
2. Accept gifts in exchange for doing, or promising to do, anything for a customer, supplier or business partner.
3. Ask for gifts from a customer, supplier or business partner.
4. Accept gifts of cash or cash equivalents, such as gift cards gift certificates, gift voucher, loans, stock, or stock options.
5. Accept gifts of more than modest value. -Examples of acceptable gifts include a logo pen or t-shirt, or a small gift basket at holiday time (the gift basket should however be declared). Gift items of nominal value such as promotional items, low-cost pens, key rings, or mouse pads, which are given occasionally, do not qualify for such declaration.
6. Any gifts received, valued at greater than Kes 5,000 or USD 50 (equivalent) shall in the first instance declared to the Departmental Head, Chief People Officer's office or in the case of the Chief People Office reported to the Group Managing Director and Chief Executive Officer. The Ethics and Integrity Committee will decide on how such a gift will be utilized or disposed of. They can either donate the item to charity or distribute or raffle the item among a large group of employees.
7. Gifts of symbolic value, such as trophies and statues that are inscribed in recognition of a business relationship, may be accepted.
8. Gifts or discounts offered to a large group of employees as part of an agreement between the Company and a customer, supplier or business partner may be accepted and used as intended.
9. Each Head of Department shall be responsible for maintaining a record of the gifts and entertainment that are given or received from external parties as well as offers which have been declined.
10. Under no circumstances can any bribe, kickback, or illegal payment or gift of cash or cash equivalents be received or made.
11. Employees shall seek guidelines from the Ethics and Integrity Manager or the Chief People Officer whenever in doubt on whether a gift or entertainment offer is appropriate.
12. Prior written approval from the Chief people Officer will be required for all gifts offered or received by any government or military official.

#### 1.5.2 Meals and Entertainment Guidelines

Employees shall not be allowed to:

1. Offer or accept meals or entertainment in exchange for doing, or promising to do, anything for a customer, supplier, business partner or stakeholder.
2. Ask for meals or entertainment from a customer, supplier, or business partner.

3. Accept meals and entertainment of more than modest value.

Occasional meals and entertainment from customer, supplier and business partner are acceptable if the event is attended by the customer or supplier, and the costs involved are in line with local custom for business-related meals and entertainment.

### 1.5.3 Travel and Premium Events

The line manager shall determine the adequate business rationale for staff to attend customer, supplier and other business partner events such as the Olympics, World Cup, supplier fair, or such other major event when invited. Once deemed appropriate the Company shall pay for all travel and attendance costs.

### 1.5.4 Refusing Gifts and Entertainment from Customers, Suppliers and Business Partners

Staff shall politely decline gifts, meals or entertainment that exceeds the limits noted in Gifts guidelines above. If returning a gift would offend the giver, or the circumstances under which it was given preclude its return, you may accept the gift, but should notify your Line Manager and the People and Culture Partner by completing the Gift declaration form in the Gifts Register (see attached template). The Ethics and Integrity Committee will determine whether to donate the item to charity, or distribute or raffle the item among a large group of employees, and proceeds donated to charity.

### 1.5.5 Gifts, Meals and Entertainment for Customers, Suppliers and Business Partners

Gifts, meals and entertainment for customers and suppliers shall support the legitimate business interests of the Company and be reasonable and appropriate under the circumstances. Always be sensitive to our customers', suppliers', or business partners' own rules on receiving gifts, meals and entertainment.

Company stock shall not be offered as a gift on behalf of the Company under any circumstances.

## 1.6 Ethical Marketing, Community and Charitable Activities Guidelines

The purpose of this guidance is to support board members and employees engage in healthy marketing practices that would result in fruitful and long-term business engagements with customers and other business partners while building a strong-trusted brand.

Marketing expenditure shall always have a valid business purpose and be reasonable, transparent, and proportionate. It shall be for the sole purpose of better supporting or presenting the company or its products and services or bringing them to the attention of potential or actual customers and not to confer a personal benefit.

Charitable donations shall at all times be in line with budgeted expenditure and receive approval from the Group Managing Director and Chief Executive Officer, or the line Manager where respective delegated authority exists. The Company will not give political donations or charity that will appear to favor a political agenda against another.

Fundraising for charitable activities shall not take place in Company premises or be promoted in the Company's notice boards or other channels of communication without the prior approval of the Chief People Officer. Where such activities take place, the organizers shall ensure that the requisite name of the Company, unless under special circumstances where prior clearance will have been obtained in writing from the Group Managing Director and Chief Executive Officer.

All sponsorship shall be compatible with the Company's business activities and will reflect its commitment to upholding the highest levels of ethics to protect and uphold the integrity of the Company. All sponsorship must align with the Sponsorship policy.

## 1.7 Safeguarding Guidelines

The purpose of this section is to provide guidance to all board members and employees on their role and responsibilities in upholding human rights principles in their conduct and behavior to enable them foster a safe, collaborative and conducive business environment.

The company recognizes its responsibility to use its influence to promote and protect human rights and ensuring that its business operations do not contribute directly or indirectly to human rights abuses. Employees, customers and all stakeholders in the value chain must be accorded the respect and esteem when carrying out business operations. The business environment must provide safety, foster inclusivity and promote diversity to all stakeholders in line with the applicable human rights principles.

### 1.7.1 Human Rights Guidelines

1. The Company recognizes its responsibility under the Universal Declaration of Human Rights to use its influence to promote and protect human rights and to ensure that its business operations do not contribute directly or indirectly to human rights abuses.
2. The Company shall not make use of, nor will it have business partners who make use of any form of forced, bonded or compulsory labour. The Company shall not employ persons under the age of 18 unless in circumstances permissible in compliance with local law and UN Global Compact guidelines. *No person below the age of eighteen (18) years of age shall be employed or permitted to work for the Business as an employee or as a contractor or as per applicable international labor laws. (People and Culture Policies 14.8)*
3. All staff and directors shall respect the human rights of those with whom they work and come into contact with. All laws with respect to human rights as enshrined in the Constitution of Kenya and in all other jurisdictions in which the Company operates, will be upheld to the letter.
4. The Company supports equal employment rights, safe workplaces, freedom of speech and of association, and all human rights enshrined in local legislation.

### 1.7.2 Prevention of Human Trafficking and Exploitation Guidelines

1. The Company shall not allow illegal or inhumane labour practices and shall take steps to ensure that there is no slavery, exploitation or human trafficking perpetrated by Board members, staff or its supply chain.
2. Board members and staff shall not allow for the use of forced, bonded, involuntary prison labour or child labour, and shall take steps to ensure that employment is freely chosen and that there is no slavery, serfdom or human trafficking in our business or supply chain. Board members and staff shall not support any forced migration or movement of individuals against their will.
3. The Employment Policies require that appropriate vetting checks are carried out during the recruitment of new employees to ensure their employment complies with relevant laws and to establish, so far as possible, that they meet our ethical standards.
4. The Company shall work closely with governments and the airports in which it operates to ensure that any suspected trafficking is reported and dealt with appropriately. Board members and staff shall comply with the Company's Trafficking in Persons policy which offers further guidelines.



### 1.7.3 Health, Safety and Security Guidelines

All staff shall adopt a proactive, co-operative attitude towards the health, safety and security of all the Company's staff, customers and suppliers, and others working at or visiting the Company's premises. All our operations shall be conducted in compliance with applicable health and safety laws and regulations, company standards and best practice in workplace health, safety and security.

1. All staff shall be aware of applicable the company's safety programs and safety and health regulations and be appropriately trained for their role, to conduct our activities in a safe, healthy and responsible manner.
2. All staff shall act to mitigate risks which arise from deliberate or accidental breaches in our physical security or threats to our people.
3. Staff shall promptly report accidents, incidents, near misses, non-compliance with regulations or anything else posing a risk to health, safety, and security. Reports should be logged in through the company SMS reporting system.
4. Staff shall understand the hazards associated with our own job and those associated with our colleagues' jobs.
5. All staff shall manage the risks responsibly and ensure any required health and safety training has been completed.
6. Any licensed staff member, who requires medical fitness certification for safe operation in his/her area of work, has a duty to ensure that he/she operates within the privileges of the license. Any serious illness or condition that may render the staff member unsafe to operate shall be reported to the licensing authority and the Company.
7. Integrate health, safety and security considerations shall be done in day-to-day working activities.
8. All staff shall make sure they know what to do in case an emergency occurs at their place of work.
9. Staff shall challenge unsafe behavior by others in a timely manner to demonstrate that unsafe behavior is unacceptable.
10. Non-employees in visiting teams from schools or other institutions can only visit Company premises through prior authorization of the respective departmental Chief/Director of the area they would like to visit. Other visitors to offices will be required to be subjected to normal security vetting guidelines in order to be cleared to enter the premises. The safety and security of visitors to any Company premises will be the responsibility of the person/department being visited.
11. Staff shall comply with all safety guidelines and policies in the Company.

*The Business shall provide a safe working environment for all employees. As far as possible, it shall safeguard health and safety in all its premises. Employees shall be required to make good use of the business facilities. (People and Culture Policies 21.6).*

### 1.7.4 Prevention of Discrimination and Harassment Guidelines

The Company shall ensure that no staff member or third party is discriminated against, in this regard staff shall demonstrate fairness and justice in all their conduct in the Company by:

1. Treating all persons with no regard to factors such as race, religion, colour, ethnic or national origin, disability, sexual orientation, gender, age or marital status. Reasonable job-related accommodation will be made for any employee with a disability when notified that this is required.

2. Ensuring all interactions are devoid of Physical, sexual, racial, psychological, verbal, or any other form of harassment or abuse. Any staff who engages in such conduct shall be liable to disciplinary action.
3. Recognizing the diverse skills and contributions of our workforce and ensuring that individuals are justly and fairly remunerated for their contributions to the Company.
4. Acknowledging and promoting a healthy balance between employees' working and home life and respecting the commitments they have outside of the work environment.

*The Company shall ensure that no staff member is discriminated against in any manner for the reason of gender, marital status, ethnicity, religion, race and/or colour as further detailed in the People and Culture Policies.*

*Sexual harassment breaches by Board members and staff shall be dealt with in line with the Sexual harassment guidelines in the People and Culture Policies 16.0.*

#### **1.7.5 Alcohol and Drugs Management Guidelines**

1. All staff shall ensure that they are free from spirituous or intoxicating liquors or any drugs to an extent that can incapacitate them in the performance of their duties at the time that they report for duty.
2. Spirituous/intoxicating liquors or drugs as described above shall not be consumed when staff is on duty. Possession of any intoxicating substances during working hours is therefore strictly prohibited except where the same are on doctors' prescription.
3. During Company functions, staff shall refrain from taking spirituous and intoxicating substances to a level which can incapacitate them and affect their performance of duties if they are expected to report back on duty immediately after attending such functions.
4. During Company functions, such substances shall be taken in measures that uphold the respect and dignity of the function and other staff members and visitors attending the function. Any misbehavior witnessed as a result of intoxication shall be deemed unacceptable and shall be dealt with in line with the People and Culture policy.
5. It shall be deemed gross misconduct if a staff is found to have drunk spirituous or intoxicating liquors or taken or used prohibited drugs to such an extent of incapacitating the employee from properly performing his duties during working hours and such conduct will be dealt with in line with the People and Culture policy.

*A safe and productive drug-free workplace is achieved through cooperation and shared responsibility by all. (People and Culture Policies 17.4)*

*Each employee member shall ensure that he is free from spirituous or intoxicating liquors or any drugs to an extent that can incapacitate him in the performance of his duties at the time that he reports for duty. ( People and Culture Policies 12.16.3)*

#### **1.7.6 Prevention of Physical Violence Guidelines**

In line with the state laws and regulations and staff regulations, physical violence of any nature by one member of staff against another is strictly prohibited. Differences between staff are expected to be resolved amicably with the respect that each deserves.

#### **1.7.7 Compliance with Laws and Regulations**

All staff shall behave in an ethical manner and comply with all laws, rules and government regulations that apply to the business of the Company. Although we address several important legal topics in this Code, not every situation can be anticipated and covered in detail. It shall be the primary responsibility of each staff to know and follow the law and

conduct themselves in an ethical manner, as well as report any violations of the law or this Code.

## 1.8 Competition and Anti-trust Guidelines

The Company shall operate within the laws and regulations of each country in which it carries out its business. All staff shall comply with all anti-trust and competition laws which apply to the business of the Company. These laws which regulate dealings with competitors, customers, suppliers and other third parties are different around the world and may vary depending on where one is working.

Staff shall familiarize themselves with the extent to which anti-trust and competition laws apply to the conduct of Company business. For example, some competition laws, such as the US and EU anti-trust laws can apply even when the conduct occurs outside the borders of the relevant country or countries.

The following principles shall offer further guidelines on staff conduct relating to competition law:

1. Staff shall comply to Competition law to safeguard the Company from penalties for breaching competition and anti-trust laws, reputational damage and potentially prison sentences for those convicted of anti-competitive behavior.
2. Staff shall familiarize themselves with and always follow the guidelines on competition and anti-trust laws for their particular market.
3. Staff shall always deal honestly and fairly with all consumers, suppliers, employees, competitors and other stakeholders.
4. Staff shall not misrepresent material facts or use deceptive practices to gain unfairly.
5. Staff shall not collude with customers, suppliers, competitors to improperly acquire business or personal benefit.

### 1.8.1 Customer Engagement Guidelines

Board members and staff shall ensure they follow the guidelines below when dealing with customers:

1. Comply with requirements in countries that prohibit any attempt to agree resale prices, fix a minimum price or incentivize customers to follow pricing recommendations.
2. Comply to requirements by certain countries that prohibits or limits a supplier from imposing conditions of sale that can exclude competitive products or limit a customer's scope of resale.
3. Follow all the Company's Competition & Anti-trust guidelines relevant regional anti-trust guidelines and the advice of the Legal team to ensure you understand what practices are acceptable.
4. Ensure special issues and additional considerations are evaluated before Membership in trade associations (this does not include labor unions).
5. Consult with the Legal Department whenever there is any question raised as to the application of antitrust laws.

### 1.8.2 Competitor Engagement Guidelines

Board members and staff shall exercise due care when dealing with competitors, and when gathering information about competitors. Further guidelines on dealing with competitors includes:

1. In compliance with local and/or global competition laws, board members and staff shall be prohibited from entering into agreements with or soliciting for agreements with a competitor



- to fix prices, rig a tender, set any terms of sale, production levels, divide up markets, customers, or territories, or to boycott any customer.
2. Board members and staff shall not communicate with competitors through intermediaries (customers, suppliers or consultants) unless in the routine and normal course of doing business.
  3. Board members and staff shall not be involved in discussions in the highlighted areas above (5.0 and 5.1) in the context of social, trade associations or industry advertising codes engagements.
  4. Board members and staff shall not enter into unlawful agreements, and caution shall be taken to ensure that all conversations with competitors do not enjoin the Company in a verbal contract.
  5. Board members and staff shall not use Trade associations as a forum to agree a common approach to a customer or devise an 'industry solution' to a commercial issue such as pricing, discounts, or promotions.
  6. In gathering information from competition, staff shall always comply with applicable laws.
  7. Staff shall not seek or accept confidential information from competitors. Staff shall not use deception, misrepresentation, or inducement to encourage customers, suppliers, or former employees of competitors to provide information that would undermine their confidentiality obligations.
  8. Board members and Staff shall ensure that agreements with possible anti-trust implications shall be made only with the prior approval of the Company Secretary & Director Legal Services, Risk & Compliance.

## **1.9 Anti-fraud and Anti-bribery Guidelines**

The Company shall maintain a zero-tolerance policy against bribery and fraud and shall not condone, under any circumstances the offering or receiving of bribes or any other form of improper payments by either staff or Board members, including similar practices otherwise referred to as 'facilitating payments'.

1. In line with Kenya's Bribery Act 47 of 2016 and other global bribery laws, Board members and Staff hereby acknowledge their personal criminal liability for their conduct leading to the following offences (stipulated in law):
  - i. Failure to report incidences of bribery within 24 hours to the regulatory authorities.
  - ii. Offering, promising, giving, or receiving a bribe
  - iii. Offering a bribe to a public official
  - iv. Failure to implement measures to prevent bribery and corruption within business operations.

Further to the offences of bribery and corruption, board members and staff shall:

1. Exercise particular care in dealings with Government officials to ensure there can be no suggestion of impropriety. No gifts or entertainment (unless it is in line with the normal course of business and which on judgment shall not be excessive) may be offered, given to, or paid for on behalf of, any Government or military official, without the prior approval in writing of the Group Managing Director or Chief People Officer or wherever the delegated authority shall lie.
2. Not engage in, give, offer, or promise anything, for example, money, services, gifts, excessive entertainment or loans that are or could be construed as intending to influence the decision of customers, suppliers, government officials or political representatives. Recognize that any improper activity or suggestion of improper activity in any country in which the Company operates can have implications for the Company globally.

3. Not permit the use of intermediaries, agents, subsidiaries, or joint venture companies to give, or promise to give anything perceived as an improper payment on behalf of the Company.
4. Apply caution in any dealings with Government or military officials.
5. Not offer gifts of cash or cash equivalents, such as gift certificates, loans, stock, or stock options.
6. Be subject to the various legislations that make it illegal to pay or accept bribes in the public or private sectors, with the bribery of a foreign public official being a specific offence. In addition, staff shall not make 'facilitating' or 'grease' payments. These are small payments or gifts given to a government official in order to get the official to do something legal.
7. Take all necessary action to prevent bribery and corruption.
8. Contact the Ethics and Integrity office before acting, if in any doubt as to the appropriateness of a payment, or transfer of anything of value, which a member of staff is considering making or authorizing.

### **1.10 Whistleblowing Framework**

The Company shall establish a whistle blowing framework with corresponding guidelines for its implementation. It also recognizes the impact of small infractions on its sustainability and therefore the importance of a whistleblowing framework to escalate and handle all incidents in a timely and conclusive manner and mitigate against financial impropriety, unethical, dishonest, discriminatory, or illegal practices. The framework shall support raising of ethical concerns or code violations without the fear of retaliation, retribution or recrimination through the Ethics and Fraud hotline that provide a secure, confidential, and anonymous reporting channel.

The intention of this framework is to outline the purpose and key objectives of the Whistleblowing Framework, which serves as a critical component in upholding ethical standards, accountability, and transparency within the organization by:

1. Facilitating a process that encourages employees to freely and voluntarily come forward in good faith to share with management any information they may have regarding any wrongdoing that may be detrimental to the Company's smooth operations, its stakeholders as well as its employees.
2. Fostering an atmosphere of mutual workplace respect and proper business behavior that are vital to the integrity and success of the organization in implementing a structurally sound and business effective whistle blowing process.
3. Ensuring that employees can report alleged improper conduct without fear of retribution or recrimination.
4. Promoting a sustainable work culture of zero tolerance to inappropriate behavior, fraud, corruption, harassment, illegal acts, cheating, unsafe working conditions, etc.
5. Protecting the Company against financial loss that is likely to arise through impropriety, infraction of guidelines and regulations and gross misuse of Company's resources through pilferage etc.
6. Offsetting destructive behavior with compatible productive behavior.

#### **1.10.1 Whistleblowing Protection**

The whistle blowing protection framework shall:

1. Protect staff who, in good faith, reports what they perceive to be an infraction, to ensure the receive no negative treatment for their honesty and reporting of their observations.
2. Removes any restrictions from any junior employees to freely submit any information against upper-level management or higher-ranking board members regarding negative and unproductive or fraudulent activities/conspiracy against the Company.

3. Reprimand any employee who makes malicious reports against another employee or makes false reports for the purpose of creating turmoil, undermine another staff or cause injury to that person will be guilty of malicious damage and may face severe disciplinary action including summary dismissal.

#### **1.10.2 Reporting Misconduct**

The frameworks shall ensure that:

1. Board members and Staff shall promptly report when they become aware of any actual or possible violation of the code or misconduct or any other act that is not in the interest of the Company.
2. Reporting can also be done by any other stakeholders such as partners, subsidiaries, customers, creditors, shareholders, and agents.
3. Such report on the violation of the Integrity code shall be kept confidential and a reporter are offered an option of anonymity if they so wish.
4. The Company shall provide protection to the whistleblower and any attempt to intimidate them shall be treated as a violation of the Integrity Code and the same will be dealt with seriously.
5. The reporting of violations shall be done through a web reporting tool, E-mail or a toll-free phone number available 24 hours a day, 7 days a week.
6. The hotline numbers shall be displayed in the office premises and on the Company intranet.

#### **1.10.3 Investigation Objectives**

The framework shall support investigation of misconduct in line with the Company's Investigation guidelines to ensure that investigations:

1. Takes all reports of potential Code violations seriously and are handled confidentially ensuring a full investigation is carried out.
2. Competent personnel are assigned to carry out investigations drawn from HR, Audit, Finance, Legal or Security personnel and to ensure there is no conflict of interest.
3. Collate information relating to the allegation as quickly as possible. This may involve taking steps to protect or preserve documents, materials, and equipment.
4. Evaluating the evidence collected and drawing conclusions objectively and impartially.
5. Uphold fairness in the treatment of witnesses and subjects.
6. Protect the identity of the whistleblower.
7. Provide employees who are being investigated for a potential Code violation, an opportunity to be heard, in line with the People and Culture Policies prescriptions.
8. Follow local or supporting grievance guidelines in locations where such guidelines apply, like in the case of existing Trade Union Agreements.
9. Report conclusions and recommendations for remedial or other appropriate action to the relevant parties.

#### **1.11 Prevention of Criminal Finance Practices**

Board members and staff shall not engage in money laundering practices (the criminal practice of filtering money which has come from illegal activities through a series of transactions in order to 'clean' it and give it the appearance of being from legitimate sources) and support terrorist financing (financial support, in any form, to terrorism or of those who encourage, plan, or engage in terrorism).

The following guidelines shall be applied in efforts to prevent criminal finance practices by board members and staff. Board members and staff shall not engage in business with organizations or countries which are deemed to support terrorist financing.

1. Each business unit shall be responsible to have due diligence guidelines such as 'Know your Customer' and "Know your Supplier" to determine the identity and legitimate operations of the business partner and maintain guidelines to prevent acceptance of suspicious payments. These due diligence guidelines shall be continuous with durations of review set in relation to their level of risk.
2. Staff shall be vigilant of circumstances that may indicate improper transactions or what are referred to as 'red flags'. These would include occasions when a customer is unwilling to provide personal or business background information, wishes to receive or disburse funds into or from multiple accounts, wishes to pay with large amounts of cash or appears unconcerned with price, commissions or other transaction costs.
3. Staff shall not handle sales cash and instead utilize the contracted cashiering services.
4. Any payment by the Company to a vendor, supplier or other third party shall be made to a bank account titled in the name of the contracted vendor, supplier or other third party.
5. Staff shall not enable, collude, or support any business transaction whether internally or by a third party to evade taxation or as a tax evasion schemes in line with the local tax regulations.
6. Any exceptions to these policies should be pre-approved in writing by the Group Managing Director and Chief Executive Officer.
7. Representatives of the Company in all jurisdictions shall bear the primary responsibility of ensuring that the Company conducts its business in accordance with all local legal requirements, including compliance with any currency reporting requirements.

#### **1.11.1 Prohibited Relationships Under the Proceeds of Crime and Anti-Money Laundering Act and the Prevention of Terrorism Act**

1. As guided by the Kenyan law and applicable international laws governing money laundering, the Company, Board members and staff shall not undertake any business with:
  - i. Anonymous individuals or institutions
  - ii. Individuals/institutions subject to the UN/OFAC or local country sanctions
  - iii. Shell companies
  - iv. Companies whose beneficial ownership is not known or not clear.
  - v. Unauthorized money changers/prize bond dealers
2. Where suspicion of money laundering is established, management shall take immediate steps to terminate the Company's relationship with the counterparty.
3. In line with the risk exposure to the Company, proportionate due diligence will be conducted on business partners and transactions to mitigate exposure to proceeds of crime and money laundering.
4. The Company shall not support any customer, supplier or business partner in tax evasion schemes in any jurisdiction that it operates its business activities.

#### **1.12 Acceptable Use of Company Assets**

##### **1.12.1 Use of Company Resources**

1. Board members and staff shall at all times protect the Company's assets and use them in the manner intended. Board members and staff are expected to apply common sense and consideration when using Company assets, Excessive use of company assets such as personal calls or e-mail shall be deemed as a misuse of assets.

2. Board members and staff shall not use Company assets for your personal benefit or the benefit of anyone other than the Company, unless allowed contractually.
3. Where Company policy allows minimal personal use of certain assets, such as a Company car or wireless communication device, Board members and staff shall be expected to validate the same vis a vis the said Company Policy.
4. Theft of Company assets-whether physical theft such as unauthorized removal of Company assets, equipment or information, or theft through embezzlement or intentional misreporting of time or expenses-will not be tolerated and shall result in disciplinary action being taken as guided by the People and Culture Policies unto and including criminal prosecution.
5. The use of Company assets outside of Company responsibilities - such as using your Company work product in an outside venture or using Company materials or equipment to support personal interests-shall be prohibited unless with written approval from the Chief People Officer. This approval shall be renewed annually for the continued use of the asset outside of work.
6. Staff shall not engage in personal activities during work hours that interfere with or prevent them from fulfilling their job responsibilities.
7. Staff shall not take for themselves any opportunity for financial gain that they learn about because of their position at the Company, or through the use of Company property or information.
8. Only Staff members who are authorized by the Company to operate Company Ground Equipment such as motor vehicles, tractors and other ramp equipment shall operate the said equipment.
9. All use of Company resources including use of telephone, the Business software, email, and internet shall be used for business purposes only and comply with the People and Culture policies 21.8 and the Technology Policy.

#### **1.12.2 Confidential Company Information**

1. Board members and staff shall be expected to safeguard the Company's non-public information, which includes contracts, and pricing information, marketing plans, technical specifications, employee information and so on. The following guidelines refers to the use of non-public Information.
2. Staff shall not disclose non-public information to anyone outside the Company, including to family and friends, except when disclosure is required for business purposes. Even then, take appropriate steps, such as execution of a confidentiality agreement, to prevent misuse of the information.
3. Staff shall not disclose confidential information to others inside the Company unless they have a business reason to know, and communications have been classified according to the IS *Information Protection Policy*.
4. Staff shall always protect the Company's non-public information, including outside of the workplace and working hours, and even after employment ends.
5. Staff shall retain or discard Company records in accordance with the Company's record retention policies.
6. Company legal counsel occasionally may issue notices regarding retention of records in the case of actual or threatened litigation or government investigation. Employees abide by the directions contained in these notices, as failure to do so could subject the Company and employees to serious legal risks.
7. Staff engaging with social media platforms and emerging technologies shall do so in a manner as not to expose the Company to disrepute and liability.
8. Board members, staff and contractors shall be required to comply with all information security policies and guidance to ensure the safeguarding of the Company's information



assets and a violation of these policies will be dealt with in line with the guidelines in the People and Culture Policies.

#### 1.12.3 Accurate Accounting, Reporting and Records Management

Board members and staff shall be responsible for maintaining accurate business records including financial accounting, report writing and presentation, and shall at all times display the highest level of accuracy in their reporting. This includes all types of reports including. Financial reports, quality reports, time records, benefit claims, resumes, audit, technical assessments, Cost/benefit analyses, Voyage reports, investigations reports, and so on. The following provides guidelines to board members and staff on maintaining accurate company records.

1. Staff shall record and classify transactions in the proper accounting period and in the appropriate account and department. Staff shall not delay or accelerate the recording of revenue or expenses to meet budgetary goals.
2. Estimates and accruals shall be supported by appropriate documentation and be based on one's best judgment.
3. Staff shall ensure that all reports to regulatory authorities are full, fair, accurate, timely and understandable.
4. Staff shall not falsify any document while performing their duties.
5. Staff shall not distort the true nature of any transaction.
6. Staff shall not enable another person's efforts to evade taxes or subvert local currency laws. For this reason, payments generally shall be made only to the person or firm that provided the goods or services. Payments shall be made in the supplier's home country, where it does business, or where the goods were sold or services provided, unless the supplier legitimately has assigned payment or sold its accounts receivable to another entity. Exceptions must be approved by the Ethics and Integrity Committee.
7. Staff must strive to be accurate when preparing any information for the Company as required by the record management policy.

Any intentional misreporting, misrepresentation or improperly recording transactions, or otherwise falsifying a Company business record shall be deemed gross misconduct and shall be dealt with according to the guidelines in the People and Culture Policies.

#### 1.12.4 Data Privacy

The Company shall ensure it respects the privacy of data and information belonging to all its Board members, employees, business partners and customers and all other stakeholders. Such Personal data shall be handled responsibly and in compliance with all applicable privacy laws. Employees shall handle or manage personal data in line with the data protection Policy and shall:

1. Act in accordance with the applicable laws and regulations.
2. Act in accordance with any relevant contractual obligations.
3. Collect, use and process such information only for legitimate business purposes.
4. Limit access to the information to those who have a legitimate business purpose for seeing the information.
5. Store the data in line with proportionate levels of security as per the Company policies; and
6. Take care to prevent unauthorized disclosure.

## 1.13 External Activities

### 1.13.1 External Communications

The Company's external communications shall be managed as follows:

1. All day-to-day contact with the media, government, NGOs, communities, and employees shall be managed by the Corporate Communications Department-globally and in the markets.
2. Investor interaction is managed by the Chief Finance Officer. All media enquiries shall be referred to the appropriate authorized person heading the Corporate Communications team.
3. Board members and staff shall not speak to the media unless specifically authorized to do by the head of Corporate Communication.
4. Staff shall avoid acting as a spokesperson for the Company, its people, brand or performance, without authorization from the Head of Corporate Communications.
5. Staff shall ensure all media announcements and press releases are approved in advance by the Head of Corporate Communications.
6. Refer any approach by an investor or financial analyst to the Corporate Communications department.
7. The breach of this guidance shall be deemed gross misconduct and shall be dealt with in line with the provisions of the People and Culture Policies.

### 1.13.2 Political Activity

1. The Company shall ensure that it complies with all laws governing political activity when engaging with governments, public interest groups, industry associations and a broad range of other similar bodies around the world.
2. The Company recognizes each employee's right to participate as an individual in political activities. However, these activities shall be kept separate from the workplace and shall be in line with the guidance below.
3. Board members and staff shall disassociate themselves from any political or religious activity that incites extremism or undermines the Company's commitment to cultural diversity and equal opportunity.
4. Staff who intend to provide gifts or entertainment to government or political organizations or individuals, shall follow the guidelines set out in the Gifts & Entertainment section of this Code.
5. The Company shall not reimburse employees for personal political activity.
6. Personal political views shall not be voiced at work or interfere with a person's delivery at work.
7. The Company's reputation or assets, including time at work shall not be used to further a board members or staff's political activities or interests.
8. Staff planning on seeking or accepting a public office, through engagement in electioneering politics or by appointment, shall resign from employment before pursuing such interests.
9. Breaches to this guidance shall be deemed gross misconduct where board and staff members engagement of political activities brings disrepute to the brand and shall be dealt with in line with HR manual.

### 1.13.3 Attention to People and Environment

#### 1. Environment

Board members and staff shall abide by the letter and spirit of the Environmental Policy and

applicable environmental laws in all locations of the Company's operation by conduct business in a manner that protects the environment, conserves resources, reduces waste and environmental footprint and ensures sustainable development.

## **2. People**

- i. The Company shall respect for the employees' right to association as enshrined in the Constitution of Kenya, however, staff shall not use their engagement with trade unions or labour unions to malign or disparage the operations of the Company or make unsubstantiated accusations against Company representatives.
- ii. Staff shall use their association with trade unions and labour unions for the purpose of promoting common goals as stipulated in the People and Culture Policies. Where the right to freedom of association and collective bargaining is restricted under law, the Company will support the development of parallel means of consultation and of independent and free association.
- iii. Any conduct by staff deemed to violate these provisions shall be deemed as gross misconduct and shall be dealt with in line with the guidelines in the People and Culture Policies.



## 2 THE MANAGEMENT ETHICS AND INTEGRITY COMMITTEE

### 2.1 Objective

The intention of this section is to outline the role and responsibilities of the Management Ethics and Integrity Committee, its terms of reference and composition.

### 2.2 Preface

The Company shall have a Management Ethics and Integrity Committee constituted to provide oversight, guidance and direction on the Ethics and Integrity agenda aimed at promoting Company values, ethical behavior through transparency, accountability, and integrity at all levels and across the organisation.

### 2.3 Scope

This section of the integrity code shall apply to any employee of the company who has been appointed to serve in the committee.

### 2.4 Terms of Reference

The key terms of reference of the Committee shall include:

1. Review and approval of the strategy and work plan for the Ethics and Integrity program.
2. Establishment, maintenance and review of the Company's ethics and integrity framework and procedures.
3. Reviewing the training and awareness programs aimed to promote corporate values, ethics, and integrity risk mitigation and best practice.
4. Ensuring that the incident case management framework and ethics hotlines are operating efficiently and effectively.
5. Promoting value-based decision making in the organization that supports the building of an ethical culture.
6. Administering the Integrity Code, with oversight by the Chief Executive Officer, Chief People Officer, Director of Legal and the Audit & Risk Committee of the Board of Directors.
7. Oversighting related matters affecting the ethics and integrity of the organisation such as but not limited to:
  - i. The review of the Company's privacy policies and practices.
  - ii. The probity of stakeholders associated with the organisation; and
  - iii. The values, ethical behaviour and culture evolution in the organisation.

### 2.5 The Structure

1. The Committee shall comprise of the Group Managing Director and Chief Executive Officer, the Chief People Officer, the Director Legal services and Company Secretary and the Manager, Ethics and Integrity.
2. The Group Managing Director and Chief Executive Officer shall chair the committee and the Manager, Ethics and Integrity shall be the secretary.
3. The Committee shall from time to time co-opt other members to join the committee as deemed necessary for the effective execution of its duties. Such representation to the committee may include the Head of Corporate security, the Head of internal Audit and a representative from other subsidiary companies.

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### 3 ADMINISTRATION OF THE CODE

#### 3.1 Objective

The intention of this section is to ensure that the implementation of the code and its principles effective and that the board members and employees are clear on their responsibilities and the accrued benefits of the code. Once the implementation of this code is done through a good understanding of its principles, there will be the alignment of the conduct of the board members and employees to the company values.

#### 3.2 Preface

The Code represents the acceptable conduct by board members and employees and should be well understood by all parties to realize its effective implementation. In its implementation board member and employees are required to read and gain a good understanding of the code and sign it on an annual basis.

#### 3.3 Scope

This section of the Integrity Code applies to the board members and employees on the Company, subsidiaries and its partners.

#### 3.4 Implementation of the Code

Board members and employees shall ensure the following are adhered to:

1. Read and Understand the provisions of the Code.
2. Comply with all applicable provisions of the Code.
3. Sign-off the Annual Certificate of Compliance as stipulated in the Code and further guided by the Human Resources Department and or the office of the Ethics and Integrity Manager.
4. Complete requisite Integrity Code training as guided by the People and Culture Department and or the Ethics and Integrity office.

Any breaches to this shall be deemed as gross misconduct and shall be dealt with in line with the guidelines in the People and Culture Policies.

#### 3.5 Review of the Code

The Ethics and Integrity Committee shall ensure that a periodic review of the Integrity code is undertaken to ensure new regulations, trends and/or guidelines are reflected in the company policies.

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## 4 APPENDICES

### 4.1 Integrity Code Form Index

Item #	Form Name	Reference	Form No.
1.	Management of Conflict-of-Interest Acknowledgement	KQ/CORP/4/ICF/001/W1/CLASS2	ICF/001
2.	Annual Certificate of Compliance	KQ/CORP/4/ICF/002/W1//CLASS2	ICF/002
3.	Gift Register	KQ/CORP/4/ICF/003/W1/CLASS2	ICF/003

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