



RC No: 1232867

OHMES

...for quality services. you can count on us

OHMES GLOBAL CONCEPTS LTD
(OHMES GROUP)

BUSINESS

ETHICS

POLICY

*Compendium: This document is intended to provide information in respect of OHMES GLOBAL CONCEPTS LTD (OHMES GROUP) (“Ohmes”) company policy, ethics, corporate governance, procedure, standards or guidance and will be periodically updated to reflect any changes due to business requirements or infrastructure. This document **MUST** be reviewed and approved by the designated Company approver(s) to ensure technical accuracy and business validity.*

Owner: Ohmes Global Concepts Ltd (Ohmes Group)

Approver(s): Group Executive Directors (Management) & Group Board of Directors.

Prepared by:

Ohmes Legal/Executive

The Ohmes Ethics Code

The business philosophy of the company has been developed around a core set of values which are fundamental to the company's development and success. One of these values is **Integrity**, which means we can always be trusted to do the right thing, and the Company's Ethics Code below sets out how we expect all our employees to behave in order to live this core value. All the staff is required to ensure the company's Ethics Code is cascaded throughout their business.

In support of this code, the purpose of this Business Ethics Policy is to ensure that managers and employees have a detailed understanding of the company's minimum standards of operation and the expectations of our customers and stakeholders.

CODE OF CONDUCT / OATH OF OFFICE (CORPORATE GOVERNANCE)

Your agreement with us reads thus:

1. That you are 18 years of age or above 18-year-old; and that you are willing and able to take decisions on your own.
2. That you agree to comply and abide by the company's ethics/Policies Act
3. That you agree to uphold every Law of the federal republic of Nigeria as spelt out in the Nigeria constitution, and in various laws within the nations of Nigeria, South Africa, Botswana, Zimbabwe, Malawi (African Continent), and in the International Laws (Global Laws in different continents' jurisdictions and the International Criminal Courts' Laws).
4. That you agree to obey law and order.
5. That you agree to report to office or check-in to virtual private network (VPN) early, and to carry out your duties and assignments diligently.

6. That you agree to be punished or disciplined, whenever you default or break the Company Ethics/Policies Act, or any law of the federal government or state or jurisdiction where you are assigned to work or resident in; after being corrected, and not willing to change.
7. That you agree and accept the company mode of operations, and the remuneration/salary package.
8. That you agree to deduction from your monthly salary, of at least USD\$50.00 (minimum) or USD\$500.00 (maximum) or its equivalent in any other currency where you are based or working from or payrolled; whenever you default in punctuality, or absence from duty without permission.
9. That you agree that the company's Group Board of Directors and Management may mete out to you stiffer penalty if found culpable and unrepentant.
10. That you agree that this Code of Conduct & Oath of Office (Corporate Governance) is subject to review whenever the Group Board of Directors and Management, deem it fit to do so... after due notification and consultation.

You are also required to read and comply by the following business ethics.

* Append Regular Signature/ Date (Here): / Date:
(Employee or Management Staff or Director)

* Append Regular Signature (Here): / Date:
(Authorized Representative of the Company).

- **Putting health & safety first**
- **Protecting the security of our customers, the public and those in our care**
- **Carefully following company rules and procedures**
- **Always following the law**
- **Reporting any wrongdoing**
- **Never offering or taking a bribe**
- **Avoiding any conflict of interest**

- **Showing respect and consideration for others**
- **Treating people fairly**
- **Considering our local communities**
- **Thinking about the environment**
- **Doing the best job you can**

- **Looking smart and professional**

- * **Being a good role model**
- **Always safeguarding the company's (Ohmes) name.**

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1. Our approach to being a good corporate citizen

Ohmes is committed to being a good corporate citizen, taking account of the economic, social and environmental impact of our business and aiming to maximize the benefits and minimize any negative impact of our global operations.

1.1. Human rights

Ohmes is committed to fulfilling its responsibilities on human rights around the world by applying the United Nations Guiding Principles on Business and Human Rights (2011). The Guiding Principles affirm four international standards that have achieved broad international consensus as a human rights baseline for all businesses:

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□□ The Universal Declaration of Human Rights (1947)

□□ The International Covenant on Civil and Political Rights (1966)

□□ The International Convention on Economic, Social and Cultural Rights (1966)

□□ The International Labour Organisation Declaration on Fundamental Rights at Work (1998)

The Company's Human Rights Policy demonstrates our commitment to respect human rights and embodies our particular understanding of their significance for a global security group of our scale and diversity. It also sets out expectations for the conduct of all staff in the company and those with whom they do business.

1.2. The environment

Ohmes will conduct its business with respect and consideration for the environment. We will strive actively to reduce the company's overall impact on the environment by targeting annual reductions in our carbon intensity and the management of waste, water, vehicle emissions and energy consumption.

1.3. Local communities

Ohmes is fully committed to supporting and assisting the communities in which we operate through a variety of means including charitable fund-raising, sponsorship of community projects and voluntary work by employees. We will conduct our business with respect and consideration for the good of local communities, taking steps to minimize any disturbance as a result of our operations. We will also serve local interests by providing good employment opportunities and effective services and products.

2. Standards of business practice

Ohmes is committed to high ethical standards in our business dealings to ensure the integrity of our employees and our company is maintained.

2.1. Bribery and corruption

Ohmes is resolutely opposed to bribery and corruption in whatever form it may take. Any payments, gifts or inducements made by or on behalf of the company and which induce or are intended to induce someone to act improperly and payments, gifts or inducements to public officials to influence them in the performance of their duty (other than payments, fees etc. which they are entitled to demand by written law) are matters which are likely to result in disciplinary action, including summary dismissal, against employees concerned. Gifts or entertainment may only be offered to a third party if they are consistent with customary business practice in the relevant territory, are modest in value and cannot be interpreted as inducements to trade. Where there is any doubt, guidance should be sought from the Legal Dept/Legal Adviser.

Sales of the company's services and products and purchases of products and services from suppliers will be made solely on the basis of quality, performance, price, value and/or for the benefit of the company, and never on the basis of giving or receiving inducements in the form of payments, gifts, entertainment or favours or in any other form.

Employees should not accept gifts, money or entertainment from third party organizations or individuals where these might reasonably be considered likely to influence business transactions. Gifts, other than trivial ones with a low value, should be returned. In a culture where such an action might cause offence, the gift should be declared to the company and, if practical, donated to an appropriate charity.

2.2. Political contributions

Ohmes does not make contributions to political parties, political candidates or organizations which are politically active, and this policy should be followed worldwide. The only exceptions to this might be in countries where there is a legal requirement to do so or where there is an established, lawful and generally accepted practice to do so. Even in such circumstances, any payment must be approved in advance by the full Ohmes' management and board of directors.

2.3. Treatment of customers

Mutual trust and confidence between Ohmes and our customers is vital. All employees should strive to consistently deliver service par excellence and value for money, meeting customers' expectations and anticipating their changing requirements.

2.4. Internal suppliers

Any business transactions between or among the staff for the supply of goods or services should be based on normal 'arm's length' business principles. These principles should cover pricing and other contractual terms and must be as defensible as those to which independent parties might be expected to agree.

2.5. External suppliers

All suppliers are entitled to fair treatment and all potential suppliers should have a reasonable opportunity to win Ohmes business. It is our policy to pay suppliers on time in accordance with agreed terms of trade. And whenever there is a perceived delay in payment, we must make sure we keep our suppliers informed on time,

while we work out other alternatives to pay them off without further delays. We set high standards for our suppliers in the context of our own ethical policy.

2.6. Competition

Ohmes will always compete vigorously, but in a fair and ethical way. Competitive success is built on providing good value and service excellence. Competitors should not be disparaged. When in contact with competitors, employees will avoid discussing confidential information and no attempt will be made to improperly acquire competitors' trade secrets or any other confidential information. Employees must not publicize, discuss or share with competitors (even indirectly) pricing strategies or undertake any arrangements or practices which would conflict with the laws applicable to the business concerned.

3. Our approach to corporate governance

Ohmes is committed to protecting the interests of our shareholders and our organization through compliance with the relevant legal and regulatory environments and careful management of business risks.

3.1. Compliance with the law

The company will comply fully with all relevant national and international laws and will act in accordance with local guidelines and regulations, including those which are industry specific, governing our operations.

It is the responsibility of all managers to ensure, by taking legal or other expert advice where appropriate, that they are aware of all local laws and regulations which may affect the area of the business in which they are engaged, including tax and exchange controls.

3.2. Accounting standards and records

All accounting documentation must clearly identify the true nature of business transactions, assets and liabilities in conformity with relevant regulatory, accounting and legal requirements. No record or entry may be false, distorted,

incomplete or suppressed. All the company's reporting must be accurate and complete and in compliance in all material respects with accounting policies and procedures, as outlined in the Ohmes Finance Manual. Employees must not materially mis-state or knowingly misrepresent management information for personal gain or for any other reason.

3.3. External reporting

Ohmes businesses may be required to make statements or provide reports to regulatory bodies, government agencies or other government departments. Care should be taken to ensure that such statements or reports are correct, timely and not misleading. Senior management must be made aware of any sensitive disclosure before it is made. Care must also be taken when making statements to the media, that information given is correct and not misleading. Information which, if made public would be likely to have material effect on the company's share price or about transactions such as mergers, acquisitions or disposals (no matter how small) is subject to specific rules. Such matters should be referred to the Legal Dept/Legal Adviser. Enquiries from the media should be referred to company media relations experts and statements should only be made by designated spokespersons.

Ohmes will provide, through the corporate website and through the published annual report and accounts and other statements, appropriate information to enable prospective investors to assess our business performance.

3.4. Policies and procedures

Ohmes recognizes that there are risks associated with carrying out any business activity. Management is responsible both for ensuring that policies and procedures are in place to manage risks and for complying with those policies and procedures. Employees should ensure that they are aware of the risks associated with their activities and that they comply with policies and procedures in place to manage those risks.

4. Our commitments to our employees

Ohmes is committed to optimising individual and business performance through employing the best people at all levels and creating an environment in which they want to and are able to contribute fully to the company's success. To achieve a working environment in which team spirit and commitment to the goals and values are maintained, the Company will ensure that individual employees are treated fairly and with dignity and respect.

4.1. National regulation

In dealing with its employees, the company will act in compliance with national regulatory requirements and employers' obligations to employees under labour or social security laws and regulations must be respected.

4.2. ILO Declaration on Fundamental Principles and Rights at Work

Ohmes supports the four fundamental principles in the ILO Declaration. Thus, in accordance with local legislation and practice we will respect freedom of association and the right to collective bargaining, employment will be freely chosen with no use of forced or child labour, and we will not discriminate on the basis of gender, colour, ethnicity, culture, religion, sexual orientation or disability and will abide by all anti-discrimination legislation in every jurisdiction where the company operates.

4.3. Harassment

Harassment can be defined as unwanted behaviour, which a person finds intimidating, upsetting, embarrassing, humiliating or offensive. Conduct involving the harassment (racial, sexual or of any other kind) of any employee is unacceptable. Employees are strictly prohibited from engaging in physical contact that would in any way be deemed inappropriate in the workplace by a reasonable person while anywhere on company premises, whether during working hours or not. Employee off-duty conduct is generally regarded as private, as long as such conduct does not create problems within the workplace.

Should an employee believe that he or she has been harassed, the matter should be raised with the Human Resources Manager who will arrange for it to be investigated without delay, impartially and confidentially. No person covered by this Policy shall be subject to adverse action because the employee reports an incident

of harassment, provides information, or otherwise assists in any investigation of a harassment complaint. Ohmes will not tolerate such retaliation against anyone who, in good faith, reports or provides information about suspected sexual harassment. Any employee who retaliates against anyone involved in a harassment investigation will be subjected to disciplinary action, up to and including termination.

Sexual harassment can be defined as:

- (1) Unwelcome sexual advances or requests for sexual favors by a person who has authority over the recipient when (a) submission to such conduct is made either an implicit or explicit condition of the individual's employment, or (b) submission to or rejection of the conduct is used as the basis for a decision that affects tangible aspects of the individual's employment; or
- (2) Unwelcome and unsolicited language or conduct that is of a sexual nature or is based on the recipient's sex, gender identity, or gender expression and that is sufficiently offensive or pervasive that it could reasonably be expected to create an intimidating, hostile, or offensive work environment.

The provisions of this policy apply regardless of the sexual orientation of the parties involved.

4.4. Equal opportunity

Ohmes values all of its employees for their contribution to the business. Opportunities for advancement will be equal and will not be influenced by considerations other than their performance, ability and aptitude. Employees will also be provided with the opportunity to develop their potential and, if appropriate, to develop their careers further with the company.

4.5. Health & safety

Ohmes places the highest priority on promoting the health and safety of employees whilst at work. In particular, we will constantly review the effectiveness of our methods of operation to best protect those who work in a high-risk environment. Furthermore, as a policy, we shall provide health insurance scheme through either the National Health Insurance Scheme (NHIS) or through various health insurance schemes managed by insurance companies – Health Management Organizations

(HMO). The scheme allows all confirmed employees, senior management staff, directors and board members, to have an insurance cover for a family of four (4). Beneficiaries are entitled to 10% of their annual salaries/income, and which are remitted to the NHIS or HMO to cover for medical treatment, bills, etc.

4.6. Terms of employment and Engagement

4.6.1 Terms of employment

The company and the employees will work towards creating permanent long-term relationships. Employees will be paid for and work hours at least as favourable as the terms established by national legislation or agreements or industry standards.

However, employees should specifically note that:

(a) The Sales or Projects Referral Commission benefits accruable to any director or employee or any individual or corporate organization that brings business to Ohmes and successfully execute the business shall be as follows: The Sales or Projects Referral Commission = 20% deductions out of 100% 'Gross Sales Profits'. The breakdown of Sales or Projects Referral Commission Sharing: (a) Any qualified salesperson, staff or director that initiates a transaction and executes it successfully to earn 40% out of the deducted Sales or Projects Referral Commission of 20%. (b) The Sales or Project Team to share reserved 10% out of the deducted Sales or Projects Referral Commission of 20%. This shall be shared to the Sales or Project Team as a 'Group Sales or Project Team Commission'. (c) The Appointed Independent Business Consultants to earn 1% out of the deducted Sales or Projects Referral Commission of 20%. (d) The appointed company's lawyers to earn 3% out of the deducted Sales or Projects Referral Commission of 20%. (e) Facilitators/Agents/Others to earn 20% out of the deducted Sales or Projects Referral Commission of 20%. (f) Rewards to loyal customers and partners to earn 10% out of the deducted Sales Commission of 20%. (g) Business/Sales department or Project department day out events to earn 6% out of the deducted Sales or Projects Referral Commission of 20%. (h) Sales department or Project department welfare savings to earn 10% out of the deducted Sales or Projects Referral Commission of 20%.

It should be further noted that all sales employees or any employee or executive director in business sales/marketing (BSM) department, can only earn or receive commissions upon meeting of individual or group monthly or quarterly sales target of

at least seventy percent (70%). Also, payment of commission shall only be done upon receipt of all payments made by the prospective customers.

(b) Fighting, abuse, defamation of character, quarrelling, stealing/defrauding, impersonation or any act of indiscipline within the office or Ohmes premises or anywhere by any employee and director, shall attract severe punishment, suspension and disciplinary measures within the scope of the law.

4.6.2. Terms of Engagement & Others

SICK REPORT

All cases of sickness/illness resulting in an employee's absence from work shall be reported to his/her supervisor within 48 hours. This should be supported with an 'excuse duty'/'sick report' certificate from a qualified doctor.

However, if this absence is persistent, this may be regarded as absence without permission or be treated in line with policy on Sick Leave.

SICK LEAVE

In the event of illness other than that arising out of an employee's negligence, or self-inflicted injury, sick leave may be granted on production of a medical certificate signed by the company's designate hospital/doctor, or an acceptable registered medical practitioner.

All cases of sickness resulting in an employee's absence from work should be reported, along with an 'excuse duty' certificate from a qualified doctor to his/her supervisor within 48 hours.

However, if this absence persists, this may be regarded as absence without permission.

Where an employee persistently takes advantage of the provision of Sick Reports, Ohmes reserves the right to subject the employee to a medical examination by a doctor appointed by the company. In such a case, further sick leave shall be granted only at the recommendation of the appointed doctor.

EXIT MANAGEMENT

Exit through abandonment/ abscondment of duty

- **Where an employee is absent from duty without prior approval or no information/explanation is received about the absence, the immediate supervisor shall that same day make efforts to reach the staff by phone. Calls could also be made to the staff's next of kin. In this regard HR shall maintain a database of staff residential addresses, phone numbers and those of their next of kin.**
- **Where the staff cannot be reached by phone, the supervisor shall designate another staff to visit the absentee staff at the last known address.**
- **After 72 hours of absence without explanation and efforts to reach the staff /next of kin proves abortive, the staff shall be deemed to have abandoned the work and employment shall be terminated.**

4.7. Pre-employment screening and selection

In order to protect the interests of its employees and customers, and because of the nature of its business, Ohmes will apply rigorous pre-employment screening and selection techniques.

4.8. Personal/Official Car Servicing

Ohmes places the highest priority on employees, management staff and stakeholders' welfare with regards to means of transportation. Based on this, the company shall provide insurance covers for all official vehicles, that allows for proper servicing of all purchased vehicles, and which are assigned to qualified staff as official cars, or for company's operations. **Under this policy, confirmed and qualified senior employees are entitled to a refund of between three thousand dollars (USD\$3,000) to five thousand dollars (USD\$5,000) only, for personal car service expenses made within a quarter. Refunds/payments are subject to confirmed/verified receipts issued by the car servicing workshop or company. Furthermore, where the staff or management staff or directors (employees) apply for a staff loan to acquire such asset or car, the staff or management staff or directors will be required to allow the company (OHMES GROUP) to handle all servicing of the asset or car until all deductions of the staff loan are made and the loan fully liquidated before benefitting on the refund policy.**

4.9. Special Rewards/Awards

Ohmes shall reward its loyal and outstanding employees, management staff, directors, stakeholders and customers. Such rewards/awards shall be done annually

and might be carried out in Nigeria or any chosen or approved country by the management and board of directors. The screening process will be done based

on Monthly Appraisal/Monthly Performance Reports (M.A / MPR), and subject to a final vote/ratification by the management and board of directors.

4.9.1. Policy on Key Performance Indicator (KPI)

The company has incorporated this new policy into the business ethics policy on KPI (Key Performance Indicator). Under this new policy, every staff, management staff or director must attain a target Points of between 90% to 100% of Annual Key Performance Indicator (KPI) before he or she can enjoy the 15% salary increase, and possibly promoted to another position or level within that department. Any staff, management staff or director that meets up the set KPI target points shall receive an annual 15% salary on his or her annual gross salary. Furthermore, any staff, management staff or director that fails to meet this target or have three months consecutive less than 50% annual KPI reports may either be redeployed to another department; or paid his monthly salary/salaries for that three months based on the percent on KPI reports for that year.

4.9.2. Policy on Payment of Thirteenth Month Salary

This new policy has also been incorporated into the company's policy, and it will cover annual leave bonus and 13th month salary. This single salary will be paid either as an annual leave bonus/ salary (after completing 1 year in service or working period with the company) or paid as 13th month salary (after completing 1 year in Service or working period with the company). Please note that job completion period before confirmation of appointment or promotion must be 12 months, and also based on KPI (key Performance Indicator), which must be acceptable and highly recommended/ approved by the Group's Management and Group's Board of Directors.

4.9.3. Policy on Taxation and other Deductions from Employee's Salary:- Ohmes company's policy on taxation, health maintenance organization (HMO)/ National Health Insurance Services (NHIS), pensions and other statutory deductions shall be based on Federal Government of Nigeria's policies and also, as it apply to foreign staff working in Nigeria or any locations, but being payrolled in Nigeria or any countries of residence where the staff or directors is/are payrolled.

4.9.4. Policy on Compensation on retirement and termination.

This new policy has also been incorporated into the company's business ethics policy. Under this policy, any staff, management staff or director that resigns, retires or dies on duty shall only be paid his pensions benefits plus life assurance benefits (in the case of life-threatening accident or sickness or death during the period of active service with the company). Whereas, in the incase where the staff, management staff or director receives a termination of employment letter due to gross misconduct, and after several (three queries or warnings) letters, such staff shall receive no benefits from the company (including life assurance benefits), but only shall receive his or her pension benefits. Furthermore, where the staff, management staff or director commits an act of fraud either against the company or any of its staff or partners or anyone, and after due investigations on the matter, and if he or she is found culpable; he or she shall be prosecuted according to the laws of the Federal Government of Nigeria (FGN), South African Laws, and the International Criminal Court (ICC).

4.9.5. Policy on opening of Salary Account for all employees

The company shall open a salary account, and if necessary, a pension account for all employed staff. Under this policy, it's mandatory for all employees to cooperate with the company by supplying all required information for the processing of the opening of the staff salary and pension accounts with the approved commercial banks (Zenith Bank Plc, Standard Chartered Bank, Standard Bank South Africa, United Bank for Africa Plc, etc.) and Stanbic IBTC Pensions; or any other approved commercial banks and pension managers globally.

4.9.6 Remote Work Policy

This policy became necessary because of the Covid-19 and other reasons that have made working remotely from home or any locations by any staff or director (employee) of Ohmes Global Concepts Limited (Ohmes Group). Under this policy any staff or directors of Ohmes are allowed to work remotely provided the following terms and conditions are followed by such staff and directors.

Terms and Conditions:

1. Eligibility.

An employee may be eligible to work remotely if their duties can be met through basic hardware and software, they've proven to be trustworthy, disciplined, and self-motivated, and have been given permission by the company.

Employees in roles that do not suit remote working conditions can apply for work from home permission for a few days a year or alternatively, get the services of a

personal assistant or technical assistant to help him or her to attend to his or her daily onsite jobs or tasks or assignments in the office or project sites.

2. Rules and other company policies.

While working remotely, employees must adhere to all the conditions in the Employee Handbook or The Business Ethics Policy Act. All company policies around conduct, confidentiality, sick leave, etc., continue to apply, regardless of location.

Disciplinary actions will follow policy transgressions of any kind.

3. Work expectations.

Employees must follow the work schedules provided to them, be sure to meet deadlines, uphold high-quality standards, and submit daily reports. And while some flexibility is allowed, the employee must agree to work set hours as much as possible, five days a week.

Tools will be made available to employees for managing time and tasks, communicating with co-workers, logging and tracking projects, and accessing resources.

Performance will be measured weekly, focusing on the same metrics that apply to work done in the office.

4. Communication.

Employees are to be online and accessible for 8 hours, Monday to Friday. They are expected to check-in with their supervisors or managers or head of departments or direct bosses at least once a day.

Any correspondence from a co-worker or client must be answered as quickly as possible.

Tools have been provided for communicating with team members and collaborating on projects. Meetings will be scheduled for at least once a week. Times are to be discussed and agreed upon between the employee and the supervisor or manager or head of department or direct boss.

5. Insurance and liability.

Employees working remotely will still receive full company benefits, including health insurance and worker's compensation.

Employees are advised to choose a safe and secure location to work from and to maintain high levels of safety. The company is liable for injuries suffered in the pre-defined workspace during work hours only.

Only equipment owned by the company and on loan to the employee is covered by the company's chosen insurer. All other equipment is to be covered by the employee's personal insurance provider.

6. Security.

As per the Employee Handbook or The Business Ethics Policy Act and the confidentiality agreement signed by the employee upon employment, securing data

and company information should be of utmost concern. Any breaches in security protocol will lead to strict and swift disciplinary action.

Employees will be given access to a Virtual Private Network to secure connections with company servers and networks. The VPN must be used at all times during work hours. Under no circumstances may the VPN be used outside of work hours.

Cybersecurity measures have been put in place, and the software will be made available.

7. Compensation.

No changes will be made to an employee's salary if said employee works from home, full time or part time. Salaries will increase according to company policy and successful performance reviews. Employees working remotely remain eligible for promotion and skills development programs.

The company will also reimburse the employee for electrical and internet costs if the employee follows the correct protocol for reimbursements.

5. Employee commitments to Ohmes

Employees must avoid situations where appearance of business though impropriety exists, even the circumstances might not otherwise code of specifically violate this conduct or where specific laws or regulations do not apply.

5.1 Policy On Dual Employment

The company has incorporated this new policy into the business ethics policy on Dual Employment. In simple terms, 'Dual Employment' means holding another job during the working hours of the principal employment. Under

this new policy, every staff, management staff or director must avoid taking two jobs at a time. The policy frowns at any form of 'Dual Employment': Part – Time, Full –Time, Contract –Based, commissioned –Based, etc. that may cause the staff, management staff or director not to give his or her hundred percent (100%) to his/her job. This policy recommends the following solutions and consequences to any staff, management staff and director that breaches this clause.

PART A: SOLUTIONS TO AVOID A BREACH OF THIS POLICY:

- (a) Any staff, management staff and director that intends to keep another job or dual employment; must indicate by: (i) Writing a letter of consent to the management and the board of directors to approve before he/she could get involved into such employment. (ii) The written consent letter must be addressed in two copies: one to the management and the other to the board of directors. (iii) The management and the board of directors must approve before the staff or management staff or director can accept any dual employment from another organization in Nigeria or Abroad (outside Nigeria).

- (b) The staff, management staff and director that intends to have a dual employment, could get the services of: (i) Special Assistant (ii) Technical Assistant (iii) Executive Assistant (iv) Personal Assistant. And where it is approved by the management and board of directors to recruit the services of any of the above persons in number (i) to (iv); the staff, management staff and director seeking for such approval must be willing to pay the salaries and all benefits that may accrue to the recruited assistant. And at this point, where approval has been given, the company through the department of the Administration/Operations shall make monthly deductions and debits from the salary and benefits of the staff or management staff or director in question; and remit/pay on monthly basis into the opened salary account of the recruited assistant for twelve(months) or throughout the period of such engagement. **Furthermore, please note that this provision is subject to the management and the board of directors' approval and disapproval, or outright cancellation.**

- (c) The staff, management staff and director that intends to have a dual employment, and if approved by the management and board of directors, must be willing to update the company's management and board of directors from time to time on the second job or dual employment with regards to products and services of that organization to avoid conflicts of interest. **Once again, please note that the management and board of directors reserved the rights to cancel earlier approval given if not satisfied with the updates, or the manner at which such earlier approval was utilized.**

PART B: CONSEQUENCES OF BREACHING OF THIS POLICY:

Any staff, management staff and director that breaches this clause of this policy, shall be subjected to the following:

- (a) Temporary suspension from office and all company's matters; and all benefits and salary stopped pending the outcome of an independent investigation to be carried out by appointed or nominated panel by the management, the board of directors and the company's legal advisors.
- (b) Where a staff or management staff or director is not found culpable of breaching the policy; the staff or management staff or director shall be recalled back to office/work and have all his/her stopped salary and benefits paid up to date.
- (c) But, where a staff or management staff or director is found culpable of breaching the policy; the staff or management staff or director shall have his/her appointment or employment terminated immediately without any benefits or compensation (including salaries, sales or referrals commissions, allowances, etc. that have been stopped). And such a staff or management staff or director shall be prosecuted by the company based on the management, board of directors and the legal advisors' submissions/recommendations.

5.2. Confidential information

Employees must not make use of confidential information obtained through their employment for personal gain. **The disclosure of confidential information to any third party during or after employment is not permitted unless the disclosure has been appropriately authorized, is for a legitimate business reason and the information is being securely communicated.** In other words, no employee shall disclose any information, proprietary, engineering diagram, infrastructure, models, secret/confidential details on any project/product, or anything that belongs to Ohmes to any individual, group, organization etc. without the consent or approval of the management/board of directors of Ohmes or its affiliated companies. Any employee found culpable shall face the full wrath of the law. Confidential information is either information that has been specifically described as being confidential or is otherwise obviously confidential from the surrounding circumstances.

The term confidential information does not include information in the public domain or information which the individual concerned is required by law to disclose.

5.3. Conflicts of interest

Every employee has a duty to avoid business, financial or other direct or indirect interests or relationships which conflict with the interests of the Company, or which divides his or her loyalty to the Company. Any activity which even appears to present such a conflict must be avoided or terminated unless, after disclosure to the appropriate level of management, it is determined that the activity is not unethical or improper, does not compromise integrity and is not detrimental to the reputation and standing of the company.

5.4. Social networking

Employees who engage in social networking on websites or in groups which show any association with, or make reference to **Ohmes**, are expected to behave in ways that are consistent with the company's values and policies. Employees must therefore ensure that the company is not exposed to legal or reputational risks and

the safety and security of employees, customers and the general public are not undermined.

6. Implementation

This Business Ethics Policy is widely published in Ohmes including on the global intranet and corporate website. The Policy must be adopted by all the employees as a minimum standard of behavior. Ethics training will be provided and an annual sign off implemented. For frontline/administration staff, an Ethics Code (including relevant elements of the Business Ethics Policy) is to be promoted by business units and management with content reflected where appropriate in training and other internal communications channels. For all new staff, employment contracts or written statements include the Business Ethics Policy or Ethics Code as appropriate. These should be signed, retained on file and be auditable. Implementation and adherence to the Business Ethics Policy is monitored as part of the company's compliance processes. The policy will be reviewed annually.

6.1. Staff complaints, concerns and suggestions

Staff can expect that the Company will give due consideration to their constructive suggestions and will provide a considered and objective review of genuine concerns and complaints. Such concerns include fraud, misrepresentation, theft, harassment, discrimination and non-compliance with regulations, legislation, policies and procedures. Concerns must be investigated impartially so that the employee's rights are protected.

Employees who have concerns about potential unethical behaviour should advise the Human Resources or Finance Director in the first instance.

Employees may do this anonymously if they so wish. To ensure that confidentiality is maintained, employees should not discuss such concerns with colleagues or other third parties, unless specifically authorized or unless it is a legal requirement. If the employee is dissatisfied with the response to the concern which he or she has raised, or if the concern relates to a matter of exceptional gravity or sensitivity, he or she can use a Confidential reporting hotline.

6.2 Compliance monitoring

We monitor, on a regular basis, compliance with this ethics policy, using information reported via the confidential reporting hotline facility, internal/external audit and ongoing management reporting.

6.3 Adherence to policy

Since Ohmes aims to maintain high ethical standards in carrying out its business activities, practices of any sort that are incompatible with the company’s principles and policies are not tolerated. Strict adherence to these principles and supporting policies is a condition of employment in the company. Any action by an employee, which deliberately or recklessly breaches this ethics policy, may result in disciplinary action and where appropriate, criminal proceedings will be instituted.

NOTE: YOUR 100% COMPLIANCE WITH THESE ETHICS AND POLICIES IS HIGHLY NEEDED. FAILURE TO COMPLY MAY ATTRACT SEVERE CONSEQUENCES (INCLUDING PROSECUTION OF THE DEFAULTER).

THANKS FOR YOUR COOPERATION.

Please confirm your acceptance of the above terms and conditions of this policy by signing underneath.

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Signature/ Day