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# CODE OF CONDUCT AND ETHICS

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NEXUS (U) LIMITED

Plot 800, Hoima Road, P. O. Box 8678 Kampala Uganda  
*1 Nexus Uganda Limited – Code of Conduct and Ethics*



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## **Statement from Segawa Rogers**

Dear colleagues;

Nexus Uganda Limited set these guidelines and underlying principles to provide a framework for good business practices and strategies for preventing corruption, bribery, illegal acts and violation of human rights and the environment.

This Code of Conduct and Ethics provides guidance to help us live by our values and responsibly serve our key stakeholders including; our employees, our customers, our communities, and our environment.

Each of us is personally responsible to support our mission and values by making the commitment to live by this Code. Please review the Code carefully and make sure that you understand and practice it.

Sincerely,

Segawa Rogers  
Managing Director

## 1.0 Prohibition of Misconduct

Nexus Uganda Limited complies with applicable legal and regulatory requirements, we also treat our employees and business partners with the highest standards of ethics and integrity. Accordingly, all forms of misconduct by employees and business partners are prohibited, including fraud, corruption, collusion, and coercive practices. We also care for the environment. This has allowed us to sustain business and development.

**OUR CORE VALUES:** At Nexus Uganda Limited our core values are:

- **INTEGRITY** - We behave with integrity and in an ethical manner in everything we Do and say.
- **CUSTOMER ORIENTATION** - We promote a customer-centered culture
- **ACCOUNTABILITY** - Members of staff are individually accountable of failing to Adhere to this Code of Conduct
- **RESPECT** - We have a genuine regard for others.

## 1.1 Code Objectives

Nexus Uganda Limited introduced this code of conduct and ethics to provide a platform for ethical business practices and strategies for preventing bribery, illegal acts and infringements of human rights. The overall objectives of implementing the Code are to assist in meeting the targets of:

- Eliminating bribery and illegal business practices
- Full compliance with all legal and regulatory requirements in each area of operation
- Making a positive contribution to improving business standards of integrity, transparency and accountability wherever Nexus Uganda Limited operates.
- Sustainability, good corporate governance and continual improvement in the effectiveness of our processes to reduce risk to the company's performance
- Achieving benefits in staff morale and positive feedback on our relationships with employees, business partners and the communities in which we operate
- Undertaking initiatives to promote greater environmental responsibility
- Full compliance with the obligations under the framework of international donors, including The World Bank Group Guidelines

At Nexus Uganda Limited, we should all recognize and understand that fraud, corruption, collusion, and coercive practices are not only unlawful but also weaken the business and distort performance and are therefore unsustainable. To this end every one of us must operate all aspects of our business in an ethical manner with the highest integrity. This means treating our customers and their representatives, our subcontractors and suppliers and others with whom we work in a fair and honest way, dealing openly and reasonably with third parties and respecting the environment affected by our operations.

At Nexus Uganda Limited, we are committed to fair business practices and to supplying and procuring goods and services objectively. As a result, we do not allow our employees, those

acting on our behalf, or business partners to engage in any form of misconduct to obtain a favorable treatment or to influence the outcome of a negotiation in which we are interested. Doing so is illegal, will not be tolerated and will result in disciplinary action.

## **1.2 Dealing with Customers**

Nexus Uganda Limited aims to offer quality services which present good value, are reliable and innovative and meet contract requirements. We seek to keep customers truthfully informed about our capabilities and aspects of performance avoiding misrepresentation or exaggeration.

Excellences in customer satisfaction along with consumer confidence form the foundation of our business. We must all ensure that we behave equitably, honestly and transparently with customers. As a result, employees and business partners are prohibited from engaging in any form of misconduct with customers.

Nexus Uganda Limited has built its reputation by listening to customers, understanding their needs, and delivering products and services that help them succeed. The customers of the Nexus Uganda Limited expect the best and all employees must ensure that individual decisions and actions contribute to a positive perception of the Company, enhance customers' satisfaction, and promote their loyalty. All employees must aim to deliver the highest possible value in the products and services offered to the Company's customers.

The Company's customers should be readily provided with information appropriate to their inquiry and in accordance with any guidelines and policies of the Company and give every assistance in undertaking follow-up action if the information they require is not readily available.

## **1.3 Competitive Conduct**

Nexus Uganda Limited believes that fair competition is fundamental. In relationships with competitors, dealers, suppliers and customers, employees and business partners must avoid arrangements that restrict competition. There must be no arrangements or understandings with competitors affecting prices, terms upon which products are sold, the number and type of products offered or sold, or any other collusive behavior.

Nexus Uganda Limited complies with antitrust laws wherever it does business. In general, we must guard against:

- Price-fixing or arranged market segmentation; or
- Monopolistic behavior that aims to reduce competition.

## **2.0 Responsibility**

Nexus Uganda Limited is committed to complying with the legal requirements applying in Uganda and other countries where we do business. We have established policies and procedures to guide the proper management of operational compliance issues as well as systems dealing with financial, taxation and human resources management which enable employees to learn how to comply with all accountability standards, laws, rules and regulations. We maintain and continually improve these systems of management and shall ensure that all employees have the information available or are given instruction to know these standards, laws and regulations applicable to them. At the same time you must make yourself aware of these requirements as they apply to you.

Nexus Uganda Limited does not deal with corrupt and non-compliant employees, suppliers, partners and other third parties.

### **2.1 Leadership**

The management has a responsibility to lead by example. Managers must be positive role models to inspire others to follow our Code and to conduct business according to the highest standards of ethics and professional behavior.

### **2.2 Individual Responsibility**

Compliance with the Code of Conduct is mandatory. Members of staff are individually accountable of failing to adhere to this Code.

If you are a manager or supervisor you are also responsible for the work related acts and omissions of you staff. This does not mean that you will be held responsible for every minor fault of your staff. It means that while exercising the level of leadership, management and supervision appropriate to your position, you will be called upon to account for unsatisfactory acts or omissions by your staff.

If you are a manager, you are responsible for making sure that the personal and professional behaviour of staff reporting to you is in accordance with the principles and behaviour outlined in this Code. You must also make sure that they know:

- You will not tolerate unethical behaviour;
- what their duties are;
- how they should do their job;
- what outputs and results are expected;
- the limits of their administrative and financial delegations; and
- That their work will be regularly checked and their performance appraised.

#### **2.21 Business Partner Responsibility**

These principles apply at all times, without exception, to all business partners, as well as third parties (such as agents), are also expected to adhere to the principles when dealing with or acting on behalf of Nexus Uganda Limited.

### **2.3 Compliance Function**

Oversight and management of the Code is the duty of the Corporate Compliance Officer (CCO). The Corporate compliance officer at Nexus Uganda limited is directly recruited and appointed by the managing director who is the top head of the company and the roles, powers and Authority are forwarded to him/her by the Managing director.

The CCO reports directly to the Managing Director at nexus Uganda Limited and to maintain the independence of the CCO in the reporting structure.

There is also separation of the corporate compliance Officer from both the Procurement, legal and finance departments in the company.

To Establish and maintain independence at Nexus, a CCO has a direct line of communication to the Managing Director for Management purposes and not through layers of management.

The CCO cannot take on managerial responsibilities neither takes on management work, because when he or she does, becomes management, and cannot be independent and at Nexus Uganda limited, a corporate compliance officer deemed a supervisor but not managerial employee.

The Corporate Compliance officer gets all the Power, resources and authority to monitor compliance with laws, regulations, and policies that all are followed at Nexus as stipulated in the code for good practice.

### **2.4 Conflict of Interest**

Conflict of interest can occur when your personal, financial, social or political interests or activities, or investments (or those of your immediate family) could affect or appear to affect your decision-making on behalf of Nexus Uganda Limited or where your objectivity could be questioned because of these interests or activities.

When you allow your personal relationships or Interests to cloud your judgment and ability to make honest, ethical and sound business decisions, you may not only damage the Company's reputation but also your own.

Employees and those acting on our behalf must perform their duties conscientiously, honestly and put Nexus Uganda Limited's interests ahead of their own personal interests when carrying out Nexus Uganda Limited's business. Employees, officers, directors and their immediate family members may not provide goods or services to the company or own greater than 2.5 percent beneficial interest in an entity (e.g. corporation, partnership, estate, trust, or sole proprietorship) that supplies goods, services, or otherwise conducts business with the Company unless authorized by the Corporate Compliance Officer.

"Immediate family members" means: a person's spouse, parents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and anyone (other than domestic employees) who shares such person's home.

At Nexus Uganda Limited you all hold a position of trust that involves the responsibility for ensuring:

- You must not be in a relationship at work where this could or does interfere with work or give the perception of bias

- You must not allow personal financial or business interests to compromise the impartiality of decisions made on behalf of Nexus Uganda Limited
- You must not use your position with the Company to influence or bypass Company procedures for personal benefit or the benefit of friends, family or colleagues
- You must not work for a competitor or start up a business that competes with the Company
- You must not acquire products or services from suppliers for personal use at less than fair market value
- You must select suppliers with the best overall package in terms of price, product(s) and services that will meet the Company's business needs
- You must avoid situations that may lead to an actual or perceived conflict of interest

All employees and those acting on our behalf must speak to management where they feel that a conflict of interest exists, or that the appearance of such a conflict could arise

### **2.5 Public Communications**

The public's acceptance of Nexus Uganda Limited's conduct is just as important as customers' acceptance of the Company's products and services. Therefore it is imperative that Nexus Uganda Limited responds to public inquiries from the media, governments, and others, with prompt, courteous, honest answers through employees who are authorized to speak publicly on behalf of Nexus Uganda Limited.

### 3.0 Assessments, Reviews and Response

Nexus Uganda Limited will undertake periodic reviews every year to determine potential areas of vulnerability to misconduct. Both internal and external risks will be assessed and evaluated based on the likelihood, level of impact, and resultant impact. Strategies and specific measures for mitigation of risk will be developed by the Managing Partner and Corporate Compliance Officer. The Corporate Compliance Officer is also responsible for amending this Code to address risks not effectively mitigated.

The External Risks considered will include:

- Country Risk: political, social, environmental, technological, legal, and economic
- Sector Risk: competition and regulations
- Transaction Risk: government projects, bureaucracy and delays in payment
- Business Opportunity Risk: high value projects, below market price projects, and projects with many intermediaries
- Business Partner Risk: reliance on third parties, reputation of third parties, capacity of third parties

The Internal Risks considered will include:

- Institutional: organizational structure, culture, capacity, and recruitment
- Process: Financial controls, procurement, audit function, contractual obligations, decision-making process, and workshop management

The Managing Director and Corporate Compliance Officer will review and update the risk assessment whenever necessary to meet changed circumstances.

## **4.0 Internal Policies**

### **4.1 Due Diligence of Employees**

The Human Resource and Administration Manager shall verify all current and prospective employee certificates and references to determine if they have engaged in misconduct or other conduct that is inconsistent with this Code. Current or prospective employees who have engaged in prior misconduct will be ineligible for employment.

### **4.2 Restricting Arrangements with Public Officials**

Nexus Uganda Limited and its employees and partners comply with all legal and contractual obligations in dealing with the various governments and regulatory agencies with which they are in contact. Employees and partners of Nexus Uganda Limited who deal with government officials and negotiate contracts are responsible for knowing and complying with all applicable laws and regulations, including those pertaining to lobbying activities.

#### **4.21 Employment of Former Public Officials**

National laws and regulations govern employment and obtaining services from former civilian government personnel and prohibit conflicts of interests (“working both sides of the street”). Talk with our General Counsel and Corporate Compliance Officer before initiating any employment discussions with a government employee, or entities or persons associated or related to them.

### **4.3 Gifts, Hospitality, Entertainment, Travel and Expense**

At Nexus Uganda Limited, offering, giving, soliciting or accepting an advantage in connection with your work is prohibited. We must follow these guidelines in respect of suppliers and others with whom we have or may have business dealings:

- Employees must never offer, give, solicit, or accept gifts of cash or cash equivalent.
- Employees are prohibited from the offer or receipt of gifts, hospitality or expenses whenever such arrangements could improperly affect, or might be perceived to improperly affect, the outcome of procurement or other business transaction.
- Employees are prohibited from offering or providing facilitation payments, unless not doing so would result in an imminent threat of life or liberty; in the event that a facilitation payment is made, who it was paid to, the amount, and circumstances requiring payment must be communicated to the Corporate Compliance Officer and documented.
- Only gifts of nominal value may be accepted by employees. Nominal (Ugx 10,000 or less) gifts include items such as pens, mouse pads, calendars, caps, shirts and mugs.

All other gifts must be turned over to management, so that they can either be given to a charitable organization, auctioned off with the proceeds going to charity. All gifts received must be disclosed to management so that they can be recorded in a log.

- Turn over any gifts received for a personal appearance (such as a speech) to our Department Head for charitable or promotional use (we may keep prizes we win)
- Accept only a sufficient amount of product as samples to conduct a product evaluation or test
- Accept invitations to meals, social events or any outside activities only if the occasion is business-related; they should also be moderate in value, in good taste and occur infrequently
- Disclose all invitations we accept to management so they can be recorded in a log
- Receive approval from management, in accordance with our travel policy, to attend business trips sponsored by suppliers before we accept the invitation
- While there are no restrictions on normal bank loans, any employee or his/her immediate family should not grant or guarantee a loan to, or accept a loan from or through the assistance of any individual or organization having business dealings with the Company.
- Do not engage in gambling of any kind with persons having business dealings with the Company.

If you are ever unsure about what to do in a particular situation, consult the Corporate Compliance Officer at Nexus Uganda limited.

#### **4.31 Business Partner Requirements**

No bidder or any of their consultants or proposed subcontractors shall offer, give, or promise to offer or give, directly or indirectly, any bribe, gift or contribution to any employee, other commercial entity or public official.

No contractor or person doing business with Nexus Uganda Limited, or any of their subcontractors, shall offer or give, directly or indirectly, to any employee any bribe, gift(s), consideration to influence our employees for a favour.

Any bidder, contractor or person doing business with Nexus Uganda Limited caught giving any bribe, gifts or any considerations to any employee will be immediately suspended.

Reference is to § 2.2 – Individual Responsibility, § 2.21 – Business Partner Responsibilities, and § 5.3 – Reciprocal Commitment for further information regarding the required conduct of business partners.

#### **4.4 Political Contributions**

Nexus Uganda Limited does not make donations to politicians or political parties. Payments to elected officials and public servants are prohibited.

The Company, its employees or intermediaries shall not make direct or indirect contributions to political parties, party officials, candidates or organizations or individuals engaged in politics, as a subterfuge for bribery.

If employees choose to work on political or volunteer organizations, they must do so on their own time and without using Nexus Uganda Limited property. Comments and actions must be stated to be a reflection of your own views and not be attributed to the Company.

Although the Company encourages involvement in community activities, employees shall discuss the nature of their planned involvement with their manager and the Corporate Compliance Officer to gain approval for and clarification of their role on such committees and associations.

#### **4.5 Charitable Donations & Sponsorship**

Nexus Uganda Limited makes contributions to worthy organizations in the communities it serves.

At Nexus Uganda Limited, for donations to any charitable organizations, we first take all the necessary precautions and steps to insure that the item, money or gift we are donating goes where we intend it to go. This also helps the company to keep safe its donations from identity theft and fraud.

Thorough research is first carried out and get the deductible qualified charity list which is not profit making but rather a legitimated non-profit making organization. The name, Registration number, Address, phone number and whether or not the charity organization is registered. Prior written approval is obtained from the Managing Director for any donations or sponsorships that more than 100,000 Ushs. The provision of other gifts and promotional items like balls, t-shirts, calendars, pens and other similar items of modest value (i.e., under 100,000 Ushs) is permissible.

More focus is put on the selection on which organization to give and how worthy is the donation in consideration and get a receipt, this allows us to document it for tax reasons as donations to charitable organizations in the jurisdiction are tax credits for tax purposes.

#### **4.6 Facilitation Payments**

At Nexus Uganda Limited, Facilitation Payments to secure business is strictly not allowed and unacceptable as it is illegal and unethical.

Do not make any Facilitation Payments no matter how small the payments are. And do not allow others including agents, consultants, distributors, Suppliers and other service providers to make facilitation payments on behalf of the company. For example facilitating settlement of a contract or sale is prohibited.

However, where a facilitation payment is being extorted neither you are being coerced to pay it and you realize your safety (family members and work mate) or liberty is under threat, then you should pay the facilitation payment and report this later to Compliance on when and where the facilitation happened and also what made you to do it as soon as possible through the

compliance office at Nexus Uganda Limited and be helped through, The corporate compliance officer Nexus Uganda limited, Telephone: +256 392 966 507, Fax: 041 4 530 083  
Email: [compliance@nexusugltd.com](mailto:compliance@nexusugltd.com),

#### 4.7 Recordkeeping

Maintaining records is essential to our work, and care must be taken to ensure that records are managed properly. These principles should guide us to:

- **Maintain records specifically required by law.** Some laws have specific record-keeping requirements, and we must faithfully maintain all records required by law.
- **Maintain records regarding all aspects covered by the Code.** Any outlay made for the matters or items listed in § 4.3 – Gifts, Hospitality, Entertainment, Travel and Expense, § 4.4 – Political Contributions, § 4.5 – Charitable Donations & Sponsorship, or §4.6 – Facilitation Payments of this Code must be recorded and maintained.
- **Be alert to the need for accuracy—especially when documents are produced for an official purpose.** Employees should always try to ensure the accuracy of records, but this becomes especially important when documents are produced for an official purpose, such as litigation or a government inquiry. Providing false or misleading records is wrong under any circumstances and doing so when records are produced and maintained for official purposes is a serious violation of law.
- **Retain any records related to litigation or an investigation.** If there is an investigation or litigation or one is anticipated, it is essential to retain any and all related records.
- **Keep only what is required under our record retention policies.** Although accurate records must be maintained, every business needs an orderly process for retaining them. Consult the Records Retention Policy in the Nexus Management System to ensure that we do not retain unnecessary documents.

#### 4.8 Company Property

We must protect all Company Property against theft, vandalism, sabotage and unauthorized use or consumption at business and at home. “Company Property” includes offices, office equipment and supplies, tools, vehicles, patents, copyrights, company logos, computer software and hardware, cellular and wireless devices, e-mail, instant messages and voice-mail. If we leave the Company, these assets must be returned. The Company does not permit the unauthorized use of Company time, facilities or resources for activities other than recognized Company business.

Unless otherwise permitted by management, Company guidelines and procedures, the appropriation of Company property by employees for personal use or for resale is strictly prohibited. Similarly you are not permitted to use your authority over other employees to use company resources for personal use. On termination of and at any other time during

your employment when requested, you must hand over Company assets and records stored in whatever format.

#### **4.9 Confidentiality**

Unauthorized disclosure of Confidential Information can severely damage the Company. The directors, officers and employees of the Company are prohibited from disclosing or using Confidential Information except in the ordinary course of business.

“Confidential Information” means commercially or competitively sensitive, proprietary or private information concerning the business and affairs of the Company (including information concerning the finances, employees, technology, processes, facilities, products, suppliers, customers and markets of the Company) or its suppliers, and includes without limitation undisclosed Material Information.

The Company strictly prohibits any access, usage or disclosure of employees’ personal data without legitimate authorization. You should note that the company reserves the right to retrieve your e-mails transmitted via the Company e-mail accounts and to monitor your use of the Internet.

Nexus Uganda Limited continued success depends on the use of its confidential information and its non-disclosure to third parties. Unless required by the law or authorization from management. Employees should be vigilant when storing or using confidential information to avoid unintentional disclosure.

#### **4.10 Tax Compliance**

Nexus Uganda Limited ensures full compliance with all local tax laws and regulations making full reporting of all income and expenditure, completing and submitting timely tax returns and making timely payments of all tax liabilities.

Nexus Uganda Limited remits all local taxes for remunerations paid to employees.

#### **4.11 Business Licenses**

Nexus Uganda Limited establishes, holds and maintains valid business registrations and operating licenses to carry out business activities in each region and where applicable for each type of operation as required by local authorities and laws.

Nexus Uganda Limited shall only carry out its operations within the scope and conditions of these licenses and registrations and in compliance with any local trade restrictions and export controls, employees shall provide detailed and accurate information.

#### **4.12 Insurances**

Nexus Uganda Limited shall arrange all required insurances through reputable insurance companies in accordance with local legislation and contractual requirements including where applicable comprehensive Employees' Compensation Insurance for all employees and subcontractors, workers and third party vehicle insurance.

#### **4.13 Legality of Workers**

Nexus Uganda Limited implements access controls to its sites and offices to prevent illegal immigrants or others who cannot be lawfully employed from entering or working on our sites or within offices under our control. We also monitor the presence of illegal workers on sites by conducting random checks. The Company will ensure that all employees engaged have the necessary visas, work permits, specific registrations, licences and qualifications needed before they perform the duties assigned to them.

#### **4.14 Harassment, Personal Security and Grievances**

Nexus Uganda Limited policies protect employees from harassment, bullying and victimization in the workplace, including all forms of sexual, physical and psychological abuse. As an employee, you are entitled to, and are expected to preserve, a positive, harmonious and professional work environment. In the event of grievances, the employees should raise their complaints of harassment or unfair treatment to management.

Reports of harassment will be treated in the strictest confidence and every effort made to ensure that the victim is protected and not disadvantaged in terms of his employment or working environment. If you raise a complaint of harassment, the matter shall be investigated and acted upon to ensure you do not continue to experience such behaviour.

#### **4.15 Health, Safety and the Environment**

The occupational health and safety of employees and environmental protection are priorities at Nexus Uganda Limited, where they are regarded as a fundamental corporate social responsibility. We strive to reduce the impact of our activities and of the performance of our products on the environment, and work towards a "total life-cycle" view in product design, while maintaining our competitiveness.

Nexus Uganda Limited and its employees comply with all applicable laws and regulations. We adopt standards, procedures, contingency measures and management systems to ensure that our operations are managed safely, ecologically and in a sustainable way.

To protect their own safety as well as that of their colleagues and communities, employees undertake not to work under the influence of any substance that could impair their judgment or interfere with the effective and responsible performance of their duties.

The Company will not tolerate any unsafe work practices or serious infringements or the consumption of alcohol or taking of drugs during working hours. Should such behavior be detected you will be subject to different levels of disciplinary action including possible dismissal.

#### **4.16 Hours of Duty and Remuneration**

When you are on duty, you should be available to provide a full range of services at your particular work location during the Company's nominated business hours. The Company's nominated business hours are 8.00am to 5.00pm from Monday to Saturday.

At Nexus Uganda Limited we believe that our employees must be fairly paid for the work done. We make sure the remunerations are linked to performance and fit with the needs of our employees.

#### **4.17 Standards of Dress and Appearance**

You should project a professional image appropriate to the nature of the business in which you are engaged. You should be well groomed and attired neatly with tidy, clean clothing as a minimum. Dress should be appropriate to the work being done at the time. Some staff are required to adopt safety standards in their working clothes when on site.

You should exercise discretion and consideration for both the public and your fellow officers in your manner and standard of dress.

#### **4.18 Drugs and Alcohol**

At Nexus Uganda Limited we do not tolerate the use of alcohol and drugs as it may risk the health, safety and welfare of individuals, work colleagues or third parties. We operate a random testing programme covering all employees and will, wherever possible, support any employee who is seeking rehabilitation for medically diagnosed drug or alcohol related dependency or addiction.

#### **4.19 Secondary Employment**

Nexus Uganda Limited staff may for a variety of reasons seek to engage in other work, including participation in a family company, outside employment, directorships with other organizations and business investments. Before taking a second job or engaging in private work, you must have the approval of the management, valid for 12 months and may cease if any details on the application change.

#### **4.20 Insider Trading**

Nexus Uganda Limited prohibits inside trading. Insider trading means trading securities on the basis of material, non-public information or sharing material non-public information with another person so they can trade. "Material" information is information that a reasonable investor would likely consider important when making a decision to buy, sell, or hold securities. It is unethical and illegal to buy or sell stock or other securities on the basis of material non-public information. It is also illegal to communicate non-public information to any other person so that they may trade.

## 5.0 Policies Re: Business Partners

### 5.1 Due Diligence on Business Partners

We undertake due diligence following established guidelines before entering into any joint venture, partnership, or other business arrangement. Due diligence continues on an on-going basis during the period of the relationship as circumstances warrant. Outputs shall be authorized at the highest level.

Employees will undertake due diligence in evaluating business partners not only to ensure they can deliver the required product or services but also to ensure that they have proper employment practices and effective anti-misconduct policies and procedures to ensure legal compliance and to control any significant impacts they may have on the environment. All agreements must receive prior approval of management. Nexus Uganda Limited shall not award a contract to any person or entity that does not have an effective compliance program, is unwilling to abide by this Code, or is reasonably suspected to be engaging in misconduct.

At Nexus Uganda limited, we carry out and evaluate our partners before entering into a *Business Partnership*. It's important to do more than scratch the surface when *vetting* potential, fit and ethical partners to do business with is solely on obvious *factors* like how successful and experienced the *partner* to be is.

The Management (Company) gathers all meaningful Information like on business partner with a real business profile and experienced in the relevant industry, assess potential risk across that enterprise, and risk-mitigation actions accordingly.

Is the Business partnership we intend to do business with not owned by Nexus Company employees and no other potential conflicts of interest exist.

The business partner and its principals must have a good track record of bankruptcy or solvency issues not to threaten the supply chain in future.

The business partner and its principals must have no history of serial litigation, criminal problems, counterfeiting, child labor, or product safety issues that affect our reputation. The business partner must not be associated and have no records relating with organized crime, terrorist groups, money laundering, bribery, or corruption

### 5.2 Inform Partner of Integrity Compliance Program

Nexus Uganda Limited suppliers, partners and other third parties must know and agree to comply with the Code. The Company shall make known its own policies and this Code and seek to influence the conduct of business partners and shall impose contractual rights of termination in case of conduct inconsistent with this Code.

### 5.3 Reciprocal Commitment

Nexus Uganda Limited business partners must know and agree to comply with the Code. Any business partner that engages, or has engaged, in contravention of this Code will be subject to review of its continuing business relationship with Nexus Uganda Limited.

When the Company enters any business partnership a reciprocal commitment to compliance with this Code is required by all business partners. If business partners do not have an effective compliance program, Nexus Uganda Limited will encourage them to adopt a program suitable to their activities and circumstances.

The consultants, agents, advisors and other intermediaries are expected to:

- Not offer, solicit, or accept gifts, favors, bribes or other considerations of anything that could influence his judgement.
- Strictly observe the code of conduct laid down by the body governing his profession or trade.
- Be compliant to all laws and should not be under any suspension.
- Act in a fair and equitable manner towards all other parties in the procurement.
- Not gain any value from any other party to the procurement value chain or the client in fulfilling their obligations.
- Disclose any circumstance which may possibly be construed as constituting a conflict of interest.
- Not engage in practices that gives one tenderer/ bidder an improper advantage over another.
- Never disclosure Company secrets or confidential information and avoid negligence or improper conduct leading to damage of Company-owned or client-owned property
- Abide by all other provisions of the Nexus Uganda Limited Code of Conduct and Ethics

#### **5.4 Proper Documentation**

All agreements with suppliers, partners and third parties must be in writing and must specify the goods and services to be provided and the fees to be paid.

Provision shall be included in agreements relating to access to records, co-operation in investigations and similar matters pertaining to the contract.

Reference is to §4.7 – Recordkeeping for information regarding Nexus Uganda Limited’s recordkeeping policies.

#### **5.5 Appropriate Remuneration**

Such agreements must be in line with reasonable competitive and market practices, the principles established in this Code and relevant corporate policies.

Nexus Uganda Limited will ensure that compensation paid is an appropriate and justifiable remuneration for legitimate services rendered and is paid through authorized channels.

The Company procures goods and services that represent good value and are obtained on fair and competitive terms using an open and transparent selection process and objective selection and performance evaluation criteria. With the exception of some regional or specialist businesses and unless otherwise agreed, employees are to conduct this process using Nexus Uganda Limited’s central procurement services to leverage on the greater purchasing power and collective information obtained across the business in order to

secure lower rates and charges and potentially less risky, better, safer and environmentally more sensitive services.

### **5.6 Monitoring/Oversight**

Nexus Uganda Limited will accept bids and proposals for contracts and procurement of goods or services only from compliant firms or entities.

Nexus Uganda Limited shall seek to reach agreement with the consultant, agent, advisor or other intermediary to comply with this guideline and subsequently monitor their conduct retaining a contractual right of termination in case of conduct inconsistent with this Code.

Nexus Uganda limited has a process that takes place throughout all the years as it does and monitors for the proper performance of contracts.

Contract performance monitoring meetings will always be held periodically usually on a quarterly, bi-annual or monthly basis depending upon the contract value and time to ensure proper completion, risk or length of time the contract has been running.

The customer teams reserve the right to vary the frequency and type of meeting to be held if issues of concern are identified, e.g. complaints received or poor performance identified. In this instance the provider will be given appropriate notice and a meeting will involve a member of the contractor team and the Contract manager from the service provider and any other authorised staff member as need may necessitate.

The contract monitoring meeting if held will take approximately not more than two hours:

The Entity Identifies and documents each contract deliverable, specification, method of evaluation like report, delivery, and inspection plus the expected results, timeframe, budget and performance to ensure that if work is given to a subcontractor, can be monitored well to achieve quality and standard work.

To carry out and Conduct a post award meeting with the contractor and establish a regular meeting schedule and follow the schedule specified in the contract to always discuss on the progress for quality control.

Nexus Uganda Limited shall maintain an effective system of internal controls, comprising proper and accurate book keeping and records, taxation regulatory, financial and Company checks and balances over our taxation, accounting and record keeping practices and other business processes related to implementation of this Code. The internal control systems shall be subjected to regular audits to verify compliance

### **5.7 Offers of Employment**

No bidder or contractor shall offer, or promise to offer, either directly or indirectly, any future employment or business opportunity to any Nexus Uganda Limited employee if such offer of employment is conditioned to the awarding of a present or future contract or preference in the awarding of a contract to anyone at any time by Nexus Uganda Limited

### **5.8 Contract Information**

Prior to a contract award, no bidder, or contractor shall solicit or obtain, directly or indirectly, from any Nexus Uganda Limited employee, any information relating to current or future contracts, or a specific pending procurement, unless such information is at the time been made public and available to all other bidders and contractors.

### **5.9 Use and Disclosure of Confidential Information**

At no time shall any contractor who obtains confidential company information in the course of doing or seeking to do business with Nexus Uganda Limited disclose any such information to any person not authorized by management to receive such information or use such information for any personal gain except as necessary to fulfill its contractual obligations to Nexus Uganda Limited.

### **5.10 Conflicts of Interest**

Each bidder, contractor, and each of their consultants and subcontractors, seeking to do business, or doing business, with Nexus Uganda Limited should avoid any situation that could raise any conflict of interest.

The contractors / bidders have an obligation to promptly disclose in writing to management any of the potential conflicts of interest. This can be done prior to and during any employment or contract and regardless of whether the facts actually constitute a conflict of interest under any law.

### **5.11 Negotiated Contracts**

When circumstances do not allow you to follow the prescribed tender process, a basis of selection and authority shall be maintained. In all cases you must ensure that the Company is receiving good value on fair and competitive terms.

## 6.0 Internal Controls

### 6.1 Financial

Management, creditors, and others have a legitimate interest in the Nexus Uganda Limited's financial and accounting information. The integrity of the Nexus Uganda Limited financial reporting and accounting records is based on validity, accuracy, and completeness of information supporting entries to the Nexus Uganda Limited's books of account. Nexus Uganda Limited will ensure every accounting or financial entry accurately reflects that which is described by the supporting information. Nexus Uganda Limited expects employees involved in creating, processing, or recording such information to be personally responsible for its integrity. Employees have a responsibility to ensure that false or intentionally misleading entries are not made. The same standards of integrity that apply to external financial reporting also apply to the financial statements that are used as internal management tools.

Nexus Uganda Limited shall maintain an effective system of internal controls, comprising proper and accurate book keeping and records, taxation, regulatory, financial and Company checks and balances over our taxation, accounting and record keeping practices and other business processes related to implementation of this Code. The internal control systems shall be subjected to regular audits to verify compliance.

The management of Nexus Uganda limited has put in place quite a number of controls to ensure that the conduct of business is in orderly and efficient manner, safeguard the company's assets and secure as far as possible completeness and accuracy of the records are concerned.

The various components of controls which are most especially internal includes the following

- The internal check under which the work relating to carrying out and recording of the entity transactions are allocated amongst various persons in such a manner that the work of one worker is automatically checked by another fellow worker and this has minimized/ eliminated the possibilities of fraud, error and irregularities in the company's records.
- The internal audit which is done twice a year by an outsourced professional who is not part of the Nexus staff to ensure independence. It is a continuous kind of review of all the operations and records undertaken within the business of Nexus Uganda limited.
- There is an installed whole system of internal controls in financial, operations and others established by the management in order to carry on the business operations of the entity in an orderly manner, safeguard the assets and also to secure as far as possible the accuracy and reliability of the records. The controls on purchases and creditors, controls on stock and work in progress, controls on cash receipts and payments, Controls on sales and trade receivables, controls on wages and payments, and others.

- The Management of Nexus Uganda limited also employs qualified, experienced, knowledgeable, educated, skilled and competent staff and placed in the right positions. This has eliminated the possibilities of making errors, substandard work and the best of all to produce quality work in the required time. This mostly works to the sub-contractors when hiring them.
- At Nexus, there is supervision of all transactions and work being done by a responsible senior worker. The responsible personnel checks the day to day transactions and recording of these transactions like the working hours of employees recorded on the clock card, time in and out to ensure and eliminate payments for time not worked.
- All major Transactions are authorised and approved by the managing director. The purchases invoices are approved before any payment is made to those suppliers, the same goes to the payment of wages.
- There is also segregation and division of duties/ work and no employee especially in the sales/ purchases and accounts area is allowed to record and process a complete transaction. This has helped to reduce the risk of manipulation and make it difficult to make any fraud by the employees.

## 6.2 Decision-Making Process

Nexus Uganda Limited has a decision-making processes that ensures that the seniority of the decision-maker is appropriate for the value of the transaction conducted and perceived risks of misconduct.

Decision making process of making choices by arriving and identifying a decision, gathering information, and assessing alternative resolutions. A seven step-by-step decision-making process is used and preferred in making more deliberate, thoughtful decisions at Nexus through organizing relevant information and defining possible alternatives.

In decision making, seniority is more key not to make wrong decisions and the perceived risks involved since most of the work done is long term and involves massive capital expenditure. At some point, the skills and technical expertise of a professional can be used but not always.

### **Step 1: decision Identification**

The need to make a decision is realized here and a clear type and definition of the nature of the decision is made at this first step.

### **Step 2: Relevant information and data is Gathered**

We Collect the Important information. Ask questions is it a capital or revenue expenditure both internal and external information collected like on inception costs, terminal cost, capital expenditure costs, scrap values, capital allowance benefits, working capital needs, expected useful life from books, newspapers, magazines, journals and other sources for analyzing before the decision is made.

### **Step 3: Identification of all the alternatives**

All other possible probable paths of action or alternatives are identified and a full list of all possible alternatives and desired actions are known by the management through the information gathered.

### **Step 4: Carry out a sensitive analysis and Weigh the evidence**

Ask questions drawn information and imagine. What would be like if all the alternatives carried out to the end? An evaluation and appraisal of all the actions is done and whether the need indented in Step 1 would be met or resolved through the use of each alternative.

After the evaluation and appraisal of each one of the alternatives, the one that gives the best results and seem to have a higher potential for reaching our goal is finally identified, based on the priority order upon the company's own value system.

### **Step 5: Choosing among the alternatives**

After Appraising and weighing all the alternatives, the best priority that gives the higher returns or having higher potential for reaching our goal is selected depending on the choices made.

### **Step 6: Taking the action**

Action is taken and the management now begins to implement the best alternative aiming at reaching and achieving the objectives.

### **Step 7: Monitoring and control.**

Monitoring and evaluation of the progress of the project/ investment is now done, putting into consideration whether or not it has resolved the need the indented objective.

If the decision taken has not met the indented need, the action can be repeated or certain Steps of the whole process repeated to enable the management make a new decision. Through gathering more detailed information and or explore more additional alternatives aiming at reaching the company's objectives.

## **6.3 Employment Practices**

Nexus Uganda Limited treats all employees fairly, ethically, respectfully and with dignity. The Company offers equal employment opportunities without regard to any distinctions based on age, gender, sexual orientation, disability, race, religion, citizenship, marital status, family situation, country of origin or other factors, in accordance with the laws and regulations of Uganda.

We observe the rights of employees and subcontractors to a safe and healthy work place and we engage with communities to share concerns and identify risks as early as possible.

## **6.4 Employee Privacy**

Nexus Uganda Limited respects all employees' privacy and only collects information about employees for lawful reasons relevant to the business. Information in personnel files and medical records is strictly confidential. Access is available only to authorized persons.

Therefore, all requests for references or employment information must be referred to the management.

### **6.5 Illegal and Improper Payments**

Nexus Uganda Limited employees and business partners are strictly prohibited from offering or taking any form of illegal or improper payment. Nexus Uganda Limited funds and assets must never be used for any unlawful purpose. As an employee, you must never approve, authorize or make any payment, gift or favour to any person in a position of authority, such as a government or corporate official, in order to obtain favourable treatment in negotiations or the awarding of contracts, or any other dealings

## 7.0 Training & Communication

The **Training Process** at Nexus Uganda limited comprises of a series of steps that are followed systematically to have an efficient training program and performed to modify the expertise, skills, attitudes and the behavior of the employee to perform a particular job.

- The first step in this training process is to assess the need for training the employees. The need for training is identified through a diagnosis of present and future challenges and through a gap between the employee's actual performance and the standard performance.
- Once the needs are identified, the objectives for which the training is needed are established based on the gaps in the training programs conducted earlier and the skill sets developed by the employees.
- The following step, we design the training program in line with the set objectives. Every training program focuses and aims on who are the trainees and trainers, what methods to be used for the training and level of training. A comprehensive training plan is designed which includes the training material, learning theories and content.
- On the completion of the training program design, action is put in place and the training is conducted either outside or inside the company premises. The time for the training is set along by the trainer who conducts the training session. All trainees are monitored continuously throughout the training program to ensure if it is effective and is able to retain the employee's interest.
- **Evaluation of the Training Program.** At the completion of the training, all employees are asked to give their feedback on the training session and whether they felt useful or not. During this feedback, the management determines the weak spots if available, and can rectify them in the next session. The evaluation of the training program is commonly done by a team headed by the corporate compliance officer at Nexus Uganda limited and if there is value for the huge amounts invested in most of these training programs
- The trainings conducted within the company premises are mostly conducted by the corporate compliance officer and the managing director. The Business partners since nexus has no direct control over them, the management always informs and encourages them to attend training sessions mostly organized by regulatory bodies in Uganda like those organized by Uganda revenue authority on Tax compliance matters and many other seminars organized .

### 7.1 Public disclose of the Code knowledge

Public disclosure will be done to make all the information or data about the Code readily accessible and available to all interested individuals and institutions at any time.

Full Public disclosure will take the following but not list: written statements released from the code to the Company notice board public forum situated at Nexus premises for all. Publications to the news media once in a while for the general public; publication in an official bulletin, gazette, report, or stand-alone document;

The main source of disclosing the Code information is posting it on the company website.

### 7.2 Periodic recertification

The Code will be updated or revised from time to time at least once every year and all Nexus employees and business partners will be encouraged and their responsibility to obtain the most up-to-date copy.

## 8.0 Job Performance and incentives.

### 8.1 Positive

Employees are selected and placed based on their personal qualifications, attributes and skills for the job. Nexus Uganda Limited expects all employees to give their best efforts, learn from their successes and setbacks, and pursue opportunities to improve their performance on their own initiative, as well as through learning programs offered by the Company.

In a way to show the appreciation to the employees for their adherence to the Code, a number of incentives will be given out to the outstanding employees for recognition.

- **Photo of Fame.** A photo of fame for the outstanding recognized employee will be created thanking that employee and it will be pinned for viewing for full month recognition and thanking.
- **Standing Ovation.** Nexus will always get all the employees together in the same room all settled, then invite in the employee being recognized and give him or her standing ovation.
- **Day off Pass** an extra day off from work will be given out to the outstanding employee to pick the day and get paid of an amount not exceeding 100,000 to boot.
- **Thank You Note.** Saying thanks about complying with specific areas may be the ultimate reward. A thank you note will be pinned above the employee's work place for years.
- **Certificates of Achievement** to employees and they receive praise from management and in front of peers. Provide printed certificates of achievement along with a photo of the employee to be displayed in their work area. Highlights to these achievements at staff meetings will be done hand them out so that all can see how hard each employee has worked to earn this recognition.
- Have their Home repainted in showing the appreciation of that employee who has performed well in complying and showing full adherence to the code at Nexus Uganda limited.

### 8.2 Disciplinary Measures

Failure to respect the Code may lead to disciplinary measures in regard with the violation, including termination of employment. Breaching the Code may also in some circumstances lead to prosecution.

All employment agreements shall retain a contractual right of termination in case of conduct inconsistent with this Code.

For additional information regarding Company Disciplinary Policy, reference is to Nexus Human Resource Policies §1.7 – Discipline and Chapter 6 – Disciplinary Policy and Procedures.

## 9.0 Reporting and Investigation Misconduct.

### 9.1 Duty to Report

If you encounter what you believe to be potential violations of law, regulation, this Code or Company policy, speak up. Speaking up is not only the right thing to do, it's required by Company policy. Accordingly, all employees, business partners, or third parties have a duty to report any actual or suspected violation of law, regulation, provision of this Code, or other Company policy.

### 9.2 Advice

Nexus Uganda Limited communicates openly and honestly and believes that the views of our employees are important. We listen to feedback and try to continually improve the way we operate. Our goal is to help everyone succeed and we expect all employees to be open about their difficulties and be willing to ask for help when they need it.

If you are ever unsure about what to do in a particular situation, discuss the issue with your manager and ask questions. We have many resources available to help you.

If you have questions about the Code, or how to act ethically in a particular situation, consult the Corporate Compliance Officer.

### 9.3 Whistleblowing/Hotlines

Nexus Uganda Limited provides many ways to report ethical, legal, and regulatory and policy concerns. Our compliance program also includes operation of the Nexus Compliance Helpline which is +256 701 423 384. This line is available 24 hours a day, 7 days a week. **Reports can be also be submitted by email at [whistleblowing@nexusugltd.com](mailto:whistleblowing@nexusugltd.com) or by submitting a written compliant into the Reporting Box.** Nexus also provides an online service which can be found at [info@compliancenenexusugltd.com](mailto:info@compliancenenexusugltd.com).

You have the option of reporting anonymously, where permitted by law, and, regardless of how you report, you are protected from retaliation whenever you speak up in good faith. All reports will be reviewed and, if necessary, investigated.

All reasonable steps will be taken by the company's' management to ensure and maintain that the confidentiality of a Whistleblower is in place. Details concerning to a Whistleblower will only be given to those that would be reasonably required to know in order to support the investigation of the matter and they will also be bound in this confidentiality protection towards the Whistleblower.

Whistleblowers who wish to remain anonymous may do so, but it should be noted that this could delay and impact the effectiveness of the result if not all the information is provided in a manner specific enough to take clear action.

However Whistleblowers' identity will only be disclosed, for cases of a regulator or a police investigation in a matter concerning a threat to an individuals' health and safety matter. For this case and matter, the confidentiality will be superseded if the matter could not be resolved if disclosure of the Whistleblower is not done.

Nexus Uganda Limited is committed to supporting employees who make a genuine complaint about non-compliant, suspicious or unethical conduct by other employees of the Nexus Uganda Limited Group, regardless of seniority of those involved in the alleged conduct. Nexus Uganda Limited's commitment includes the promise to protect the anonymity of employees wishing to raise serious matters that affect the integrity of Nexus Uganda Limited.

### **9.31 Reporting Harassment**

Nexus Uganda Limited policies protect employees from harassment, bullying and victimization in the workplace, including all forms of sexual, physical and psychological abuse. As an employee, you are entitled to, and are expected to preserve, a positive, harmonious and professional work environment. In the event of grievances, the employees should raise their complaints of harassment or unfair treatment to management.

Reports of harassment will be treated in the strictest confidence and every effort made to ensure that the victim is protected and not disadvantaged in terms of his employment or working environment. If you raise a complaint of harassment, the matter shall be investigated and acted upon to ensure you do not continue to experience such behavior.

### **9.4 Investigating Procedures.**

It is our policy to ensure that all suspected, alleged, attempted or actual misconduct is appropriately investigated. Everyone working for or on behalf of Nexus Uganda Limited is expected to behave in accordance with the Code of Conduct and Ethics and to be vigilant in preventing fraud or corrupt business practices.

### **Review the allegations & Maintain past and present evidence**

At Nexus Uganda limited we start by conducting an investigation make sure and understand what is being alleged is real and true because sometimes People, employees or individuals who make reports of misconduct via company ethics hotlines make statements that contain several allegations of misconduct against Nexus employees or multiple individuals. So before making any step to investigate such an allegation, we look at any information or data very carefully to ensure that no important information is missed. This investigation process is conducted and headed by the corporate compliance officer.

Reports of misconduct are organized containing detailed descriptions of who did it, what did he do, when was it done where and why was it done well as a list of possible witnesses and a collection of associated documents corroborating the allegations are analyzed.

### **An investigation plan is drafted.**

After receiving an allegation of workplace misconduct, The Corporate compliance officer writes down an investigation plan. This plan includes, a list of the resources to perform the investigation, including the individuals to work with, the selection and review of relevant company policies and procedures to consider. A list of possible sources of evidence like witnesses, physical evidence, photographs, videos, emails, electronic and paper files and steps that are taken to perform the investigation. At nexus Uganda limited, the investigation takes not more than five days to enable the CCO gather all the necessary information about the alleged misconduct reporting.

**Executing the investigation plan.**

The following issues are put into consideration when putting the plan into action, The corporate compliance officer Keeps an open mind rather than jumping to conclusions. As his or her role is not to prove the allegations are true or false, but simply to determine what happened in an objective and professional manner. Takes good notes and keeps the evidence gathered well-organized and stored in a secure place in his or her office.

**Analyzing the evidence to reach on a conclusion.**

Once all the evidence is gathered, it is sorted through and conclusions are drawn about what have been discovered and not discovered. In doing this, the relative credibility of witnesses who have differing accounts of events and also assign more and less weight to other pieces of evidence based upon their nature and reliability.

**Recording the analysis in a report.**

Written report is compiled regardless of how the conclusions about the allegations of misconduct are. A formal investigation report that contains the key elements.

- A summary of the allegations;
- A summary of steps taken to investigate the allegations;
- Analysis of the evidence gathered;
- Conclusions reached; and
- Recommended responsive actions.

**Submitting the final investigation report to management.**

After the report is finalized, the corporate compliance officer submits it to the Management through the managing director of the company for action to be taken depending on how the investigations have been concluded, an upload of the final investigation report is done and the case status and outcome indicated on the company website.

**Follow up with the reporter**

Regardless of the investigation's outcome, getting and communicating back to the reporter to let her or him know that the investigation has been completed and appropriate steps have been taken in response to the findings. However, by letting the reporter know that his report was taken seriously and that an investigation was conducted, helps in building confidence in firm's ethics hotline and reporting and encourage its use.

## 10.0 Code Certification

I, \_\_\_\_\_, acknowledge that I have received the Nexus Uganda Limited Code of Conduct and understand that I am obligated to read the Code and to comply with the principles, policies and laws outlined in the Code.

I understand that my agreement to comply with this Code does not constitute a contract of employment.

\_\_\_\_\_ Employee's Signature

Date \_\_\_\_\_

I, \_\_\_\_\_, declare that I have discussed the Nexus Uganda Limited Code of Conduct and Ethics with the Employee whose signature is noted above.

\_\_\_\_\_  
Signature of Nexus Uganda Limited Management

## CONTACT INFORMATION

At Nexus Uganda Limited we have many different contacts where you can direct questions and get help. You are encouraged to contact management using any of the resources below whenever you have any concern;

Telephone: +256 414 590 201, +256 392 966 507

Mobile: +256 772 423 384, +256 701423384

Fax: 041 4 530 083

Email: [info@nexusugltd.com](mailto:info@nexusugltd.com), [nexusugltd@gmail.com](mailto:nexusugltd@gmail.com), [compliance@nexusugltd.com](mailto:compliance@nexusugltd.com), [whistleblowing@nexusugltd.com](mailto:whistleblowing@nexusugltd.com)



[www.nexusugltd.com](http://www.nexusugltd.com)

Nexus Uganda Limited

Plot 800, Hoima Road, 1 km from Kampala City

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