





CODE OF CONDUCT POLICY

KWAL-LG-POL-04

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Approval and Authorisation

Completion of the following signature blocks signifies the review and approval of this Policy.

Name	Job Title / Role	Signature	Date
Issued by	CS & Legal Services Director		03 / 11 / 2023
Approved by	MD KWAL		03 / 11 / 2023

1. Purpose

Since the integrity of employees underlies the Company's relationships with customers, suppliers, and communities, the highest standards of ethical business conduct are required of employees in fulfilling their responsibilities.

All employees of KWA Holdings E. A. Limited, Kenya Wine Agencies Limited and other Companies within the KWAL Group (the Company) must adhere to our core principles of business conduct and ethics, set out in this Code. This Code represents a clear, conscious and personal commitment to doing what is right. Honesty, integrity and fairness are expected in all aspects of our business.

The Code is intended to help all employees and the Company to:

- Prevent the occurrence of unlawful and questionable behaviour and to halt such behaviour as soon as reasonably possible.
- Take appropriate action where employees are in breach of our principles or policies.
- Implement changes in policy and procedure necessary to prevent recurrences of any violation.

2. Line Manager Responsibility

It is the responsibility of all managers to ensure that their team members are aware of applicable regulations, this code, and applicable Company Policies.

Managers must create an environment that encourages and allows employees to seek and receive prompt guidance in relation to applicable laws, regulations and the Code and is conducive for all employees to report, in good faith, suspected violations, without fear of reprisal.

Managers are also responsible for taking appropriate disciplinary action in response to lapses in procedures or breaches of the Code as set out in the applicable disciplinary policy.

3. Related Policies

This policy will be read and implemented together with:

- a) KWAL Gifts, Entertainment & Hospitality Policy
- b) KWAL Conflict of Interest Policy
- c) KWAL Antibribery Policy
- d) Whistleblowing Policy

4. Employees

It is the responsibility of all employees to understand and comply with applicable laws, regulations and with the Code and its supporting Policies.

All employees should seek guidance from line management or their Business Partner or the Company Secretary and Legal Services Director (CS) to avoid engaging in conduct that might violate any laws, regulation or the Code.

All employees are expected to report any suspected violation of the Code either through their line manager, or a member of senior management.

5. The Code

5.1 Compliance and Business Ethics

5.1.1 We comply with all applicable laws and regulations.

Each individual employee is responsible for understanding what laws and regulations apply to their particular activities, and for ensuring that they comply with those requirements.

If in doubt, employees must seek advice.

5.1.2 We conduct business in a way that is fair, ethical, honest and within the framework of applicable competition laws and regulations

The maintenance of competition is essential for the proper functioning of a free enterprise economy, encouraging enterprise, efficiency, quality and choice. The stifling of competition, whether by public regulation or through private initiative, is detrimental to the public interest.

Competition laws apply in most countries and are intended to protect consumers from anti-competitive behaviour by, for example, prohibiting anti-competitive agreements such as price-fixing or efforts to eliminate competitors

Violation of competition laws can have severe consequences, exposing KWAL or individual employees to civil and criminal penalties (fines, damages, prison, reputation)

KWAL competes vigorously and aspires to offer the preferred choices of product and service. The indisputable goal of striving for greater market share may simultaneously be viewed as anti-competitive behaviour as the effect of such action is to weaken the market power of competitors.

Action at all times will be aimed at winning market share through superior product and service performance and not through direct attacks on the market position of competitors. In this regard, some conduct is unacceptable, including:

- Making disparaging or false statements about competitors and their employees, or their products and services.
- Stealing or misusing competitors' trade secrets.
- Cutting off a competitor's sources of supply.
- Inducing customers to break contracts with competitors.
- Requiring someone to buy from us before we will buy from them.
- Paying bribes to help our company's business or to hurt a competitor.
- Use of confidential or proprietary information belonging to a competitor or anyone else.

Employees may never discuss/agree with competitors

- Prices or discounts -including setting minimum or maximum prices, or "stabilizing" prices.
- Planned changes to prices and discounts.
- Other terms and conditions, pricing formulas, trade promotions, credit terms etc.
- Not to compete with each other, for example by dividing up markets, customers or

territories.

- To limit production.
- To rig a competitive bidding process, including arrangements to submit sham bids.
- To refuse to sell to a particular customer or distributor or to refuse to buy goods or services from a particular supplier.

Segmenting channels for the purpose of better servicing customers is an acceptable practice. Within such segmentation we will refrain from offering one customer and not another:

- Different prices for the same goods or services;
- Different discounts, allowances, rebates and credits;
- The provision of a supplementary service to a customer; or
- Preferential payment terms for such a supplementary service.

It is permissible to differentiate on objective criteria within a segment, for example, to offer a promotion to only the top 100 on-premise outlets by volume.

Employees should consult a manager before:

- Establishing exclusive dealing arrangements (e.g. contracts that require a company to buy only from or to sell only to the Company).
- Tying together different products or services (e.g. contracts that require a buyer who wants one product to also buy a second "tied" product).
- Serving as a director or officer in a company that competes with us.
- Agreeing resale prices with resellers, e.g. with distributors or retailers.
- Restricting a customer's freedom to resell products (including export restrictions).

- 5.1.3 We do not permit the direct or indirect offer, payment, solicitation, or acceptance of any improper payments (for example, bribes, or illegal gratuities) in any form.

No bribes or kickbacks of any type may be paid to or accepted by any employee. Paying or receiving a bribe constitutes criminal behaviour, and will be prosecuted to the full extent of the law.

No contractor, supplier or consultant shall make any payment or provide any form of reward to any employee to obtain any business or contract.

- 5.1.4 We comply with all gifts and entertainment reporting requirements and limits.

The Company has many suppliers and customers, who are vital to our company's success. That is why relationships must be based entirely on sound business decisions and fair dealing.

In our society, gifts and entertainment have long played a role in building business and personal relationships. Employees need to be careful, however, not to give or accept gifts or entertainment that could appear to improperly influence a business relationship or decision.

Business gifts and entertainment can build goodwill, but they can make it harder to be objective about the person providing them.

"Gifts and entertainment" means anything of value, including discounts, loans, cash, favourable terms on any product or service, services, prizes, transportation, use of another company's vehicles or vacation facilities, shares or other securities, participation in share offerings, home improvements, tickets, sporting or musical events, and gift certificates.

All employees shall comply strictly with the provisions of the Gifts and Entertainment Policy.

- 5.1.5 All business transactions on behalf of the Company must be reflected accurately and fairly in the accounts and in any public reporting of results in accordance with established procedures and standards.

Accurate and reliable records are necessary to meet KWAL's legal and financial obligations and to manage the affairs of the Company.

Information in company records and in any public reporting of results must be accurate and maintained securely. "Records" can include accounting or other financial records, contracts and other documents related to any area of the business, whether in paper or electronic form.

Fraud, falsification, or any action to coerce, manipulate, mislead or fraudulently induce auditors is prohibited.

- 5.1.6 Any political donations must be made with due care and restraint and in an open and transparent manner. Authorization must be sought according to the policy in place. Appropriate disclosure must be made including in the annual report.

Any political donation must be made in accordance with the law of Kenya.

Any political donation and any political expenditure must be reported annually within one month of the end of the financial year to the Policy & Regulatory Affairs Manager (PRM) and the CS

Political donations must be consistent with the local culture of Kenya and be in furtherance of building multi-party democracy, and should be restricted to national and presidential elections, rather than local and regional elections.

The process of allocating funds between political parties/candidates should be clear, logical and defensible.

All political donations must be paid to registered political parties rather than individuals and payments must be properly accounted for and receipted.

No political donation should be conditional upon a course of action by either a political party or candidate.

The PRM should be consulted prior to making any political contributions in excess of Kshs. 200,000 or any contribution which would result in the aggregate contribution to any one political party in any 12 month period exceeding Kshs. 500,000, with the Managing Director and the CS being required to give final approval.

An employee may not become involved in party politics without the continuing consent of his/her Department Head.

- 5.1.7 We conduct business in compliance with all applicable import and export laws and regulations

We are committed to compliance with all applicable laws and regulations governing the import and export of our products, including customs, tax, duty free sales, embargoes and anti-boycott regulations.

Employees should be aware that our products may sometimes be imported into the country or other countries by third parties without full compliance with regulations. We must not promote this activity.

- 5.1.8 Dealing with Outside People and Organizations

Employees must take care to separate their personal roles from the Company positions when communicating on matters not involving Company business. Employees must not use Company identification, stationery, supplies, and equipment for personal or political matters.

When communicating publicly on matters that involve KWAL business, employees must not presume to speak for the Company on any topic, unless duly authorized to do so, and it is the Company's desire that such views be publicly disseminated.

When dealing with anyone outside the Company, including public officials, employees must take care not to compromise the integrity of, or damage the reputation of either the Company, or any outside individual, business, or government body.

5.2 Our People and the Work Environment

- 5.2.1 We must avoid conflicts of interest between our private activities and our part in the conduct of company business, and must declare any potential conflicts of interest.

A "conflict of interest" arises when personal, social or financial activities of an employee, or of a close family member of an employee, have the potential to interfere with the employee's loyalty and objectivity to the company.

Both actual conflicts of interest and conduct which gives the appearance of a conflict must be avoided or, if unavoidable, fully disclosed and carefully managed

Conflicts of interest include:

- External work for customers, suppliers, vendors or competitors.
- Holding a financial interest, such as a shareholding or a commission for placing business, in a business concern that is a supplier or customer of the Company.
- Financial or personal involvement with an employee or representative of a supplier, vendor, customer or competitor of the Company, with whom the employee regularly comes into contact while performing Company business.
- Accepting exclusive or preferential discounts from an employee or representative of a supplier or customer.
- Dealing directly with or through a spouse or family member who is a supplier, vendor, customer or competitor, or is employed by one.
- Soliciting loans from customers or suppliers who are not generally in the business of granting loans to the public.
- Purchasing shares from a supplier on a preferential basis.

Before accepting a position as a director of another company, written approval of the Managing Director must be sought.

Investment in a supplier is prohibited if the employee has any involvement in the selection or assessment of, or in negotiations with, the supplier.

Investment in a customer is prohibited if the employee is responsible for dealing with that customer. Employees are prohibited from using property or information belonging to the Company or KWA Holdings E.A. Limited (KHEAL), or their position within the company, for personal gain, such as by taking for themselves business opportunities that they learn about through their work at the company.

An employee may not engage in any formal business activity, other than that of the Company, without the authority of the relevant Director. Permission for extraneous part-time employment will only be granted provided the Company is satisfied that the activity is not contrary to the Company's interests and provided the Company is satisfied that the employee's efficiency will in no way be impaired by the proposed activity.

Employees should adhere to the KWAL Conflict of Interest Policy.

- 5.2.2 Confidential information or information which is not generally available to the public will not be shared outside of the Company by anyone, including former employees. We respect the confidential information of others.

This aims to ensure that the Company's proprietary and confidential information is protected and not disclosed to parties for whom it was not intended.

Confidential information includes trade secrets, business plans or forecasts, marketing or sales programmes, market shares, brand shares, volumes, customer lists, brand formulations, new products or price changes, acquisition, merger or divestiture information, and personal information relating to employees.

This applies even after employees leave the Company, for as long as the information remains confidential and is not generally available to the public.

Personal information that consumers provide through our websites is also confidential.

Individual Managers are personally responsible for the safekeeping and appropriate restriction of information which flows to them in the form of reports, correspondence or work schedules.

The Company's working relationship with third parties and consultants often requires disclosure of information. Disclosures to third parties should only be made after the party has given a commitment to professional confidentiality;

The Policy & Regulatory Affairs Manager is responsible for ensuring that information published in staff and trade newsletters and journals is not of a confidential nature.

If a presenter at a symposium or conference is either introduced as a representative of the Company and/or is covering topics particular to the Company (for example, initiatives, programmes, technology, management practices, etc.), then it is required that the paper presented be sanctioned by the relevant Director prior to delivery.

Consultants must be contracted subject to a confidentiality clause, to ensure awareness of the importance of this issue to the Company.

The use of consultants who consult to competitors of the Company is generally not acceptable, and must be carefully considered to prevent disclosure of Company's proprietary information.

5.2.3 We are all responsible for using good judgment so that company assets are not misused or wasted

Unless expressly permitted, company assets are intended to help employees achieve business goals and are to be used exclusively for legitimate company business purposes.

Employees should be vigilant in identifying and reporting theft, fraud or other acts of dishonesty.

Employees should protect company assets, including records and confidential information, from theft, waste or misuse.

Employees may never:

- Engage in electronic communications that might be considered offensive, derogatory, defamatory, harassing, obscene or vulgar.
- Use company electronic communications system improperly to disseminate copyrighted or licensed materials.
- Visit inappropriate Internet sites.

Employees are expected to protect information used to access company networks, including Ids and passwords, pass codes and any building-access key cards.

Employees who have access to KWAL's funds in any form must follow the prescribed procedures for recording, handling, and protecting money as detailed in KWAL's policies and procedures or other explanatory materials, or both. KWAL imposes strict standards to prevent fraud and dishonesty. If employees become aware of any evidence of fraud and dishonesty, they should immediately report.

When an employee's position requires spending KWAL's funds or incurring any reimbursable personal expenses, that individual must use good judgment on the Company's behalf to ensure that good value is received for every expenditure.

5.2.4 We are committed to providing a safe and secure work environment. The abuse of drugs or alcohol in the workplace will not be permitted. Intimidation, in any form, or harassment have no place in our work environment.

We are committed to implementing policies and procedures for health and safety which meet applicable legal requirements and are sufficient to protect employees' health and safety.

The possession, distribution, or use of any illegal drugs or controlled substances on KWAL

premises is strictly prohibited.

The Company will not tolerate any form of harassment which can be verbal or physical. Sexual harassment can include sexual advances, requests for sexual favours, unwanted physical contact or unwelcome sexual suggestions.

- 5.2.5 We value and encourage diversity and strive to be an employer of choice. We value trust, integrity and teamwork in workplace relationships and are committed to treating people with dignity and respect

We recruit, hire, develop, promote, discipline and provide other conditions of employment without regard to a person's race, colour, religion, sex, age, national origin, sexual orientation or any other legally- protected status.

Employees are expected to treat everyone fairly, consistently, sensitively, honestly and with respect for individual rights. Acting with honesty, openness, and integrity in all dealings with colleagues, the company, suppliers, customers, and other stakeholders is essential.

Prohibited conduct includes:

- Offensive racial, ethnic, religious, age-related, or sexual jokes or insults;
- Distributing or displaying offensive pictures or cartoons;
- Using voicemail, e-mail or other electronic devices to transmit derogatory or discriminatory information.

5.3 Customers, Consumers and Suppliers

- 5.3.1 We aim to market our products responsibly. KWAL is subject to specific marketing requirements, based on applicable laws and regulations and our own internal codes.

We adhere stringently to the KWAL Marketing policies and the Employee Alcohol Policy.

We embrace the KWAL core principles on alcohol intended to act as a guide to the behaviour of all employees.

- 5.3.2 We expect all third parties acting on behalf of KWAL to operate in accordance with this Code in all of their interactions

The ability of our business partners to comply with principles such as our own will be an important factor in the decision to enter into or remain in such relationships.

We work with our consumers, customers, suppliers, employees, competitors, contractors and other stakeholders with honesty, integrity and fairness.

We seek to influence third parties acting with us or on our behalf to comply with this Code and where appropriate we will seek a contractual obligation for them to do so.

It is essential for the Company's suppliers, contractors and consultants to be familiar with the Company's policy and to recognize situations where this policy might be contravened.

Purchase contracts and the award of tenders must be made on the basis of quality, service, price and availability. All approved suppliers and contractors must be of good standing, and should have an equal opportunity to compete for the Company's business.

The company's purchasing power must not be used for personal benefit. It is unethical to seek a concession or benefit of a personal nature from a supplier.

Suppliers are expected to provide products of good quality, which comply with agreed standards, at a competitive price within the agreed delivery period.

A supplier of any product shall not abuse a position of market dominance to engage in a restrictive trade.

The failure of any supplier, contractor or consultant to adhere to the ethical principles in this Code must be brought to the immediate attention of the appropriate manager. The manager must draw the attention of the supplier or contractor's senior management to the non-compliance and request remedial action. Should this request not be met, we will cease to deal with the supplier, contractor or consultant subject to contractual and legal implications.

5.4 Society: Sustainable Development

We are committed to delighting our consumers in an ethically and socially responsible way, while creating value and enriching the lives of our people, customers, shareholders and communities within which we operate.

We shall improve the management of the environmental and social impacts of our business operations, and to support human rights and international labour standards.

By running our business in a responsible way we benefit our employees, our communities, our suppliers, our customers, our shareholders and our reputation, and we help to protect the environment

6. Reporting Unethical Behaviour

The Company does not condone unethical behaviour, nor should employees or any suppliers.

A supplier who is aware of an employee requesting a gift or any form of "kickback", or behaving unethically should speak out. In terms of the company's Whistle blowing policy. As soon as one becomes reasonably concerned about a matter, they should first raise the issue with the Line Manager, unless the disclosure concerns them, in which case the employee should write to the in charge of the Division or the in charge of HR. If one wishes to remain anonymous, they can report through the ethics hotline established by partners and communicated to employees or through KWAL ethics hotline (to be established).

Such complaints should be reported by phoning: 0800221312, Email: speakup.heineken.com, Website: www.tip-offs.com. Confidentiality and anonymity are guaranteed.

The Company is aware of possible intimidation and victimization and therefore will treat all information received as strictly confidential.

7. Undertaking

As an employee of Kenya Wine Agencies Limited, I undertake to:

1. Acquaint myself and comply with the contents of this Code, and related policies.
2. Behave at all times in a manner which will not affect the Company's ability to abide by its obligations in terms hereof.

I accept that should I violate this Code, I may be subject to internal disciplinary procedures.

EMPLOYEE DETAIL:

Surname:.....

Other names:.....

Department:.....

Signature:.....

Date:.....

8. Revision History

Revision	Date	Sections/Pages	Description of changes	Requested By
0.0	03/05/2018		Initial Release	CS
0.1	08/09/2022		<ul style="list-style-type: none">• Various amendments to Clauses 1 to 3• Updating title of Corporate Affairs Manager to Policy and Regulatory Affairs Manager• Updating the Ethics Hotline contacts	CS
0.2	29/9/2023		To Align with the new QMS formats	Management Representative