



## **CODE OF ETHICS AND BUSINESS CONDUCT**

### **Statement of Our Core Values**

#### ***Company Vision***

To become industry leaders and the preferred Geotechnical/Geo-environmental Engineering firm in Africa.

#### ***Mission***

Provide cost effective and cutting edge geotechnical and environmental engineering solutions

### **Values**

#### ***i Build Trust and Credibility***

The success of our company is dependent on the trust and confidence we earn from our employees, clients and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask: will this build trust and credibility for Geosystems Consulting Limited (GCL)? Will it help create a working environment in which GCL can succeed over the long term? Is the commitment I am making one I can follow through with? The only way we will maximize trust and credibility is by answering “yes” to those questions and by working every day to build our trust and credibility.

#### ***ii Respect for the Individual***

We all deserve to work in an environment where we are treated with dignity and respect. GCL is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone’s talents go to waste.

Geosystems Consulting Company is an equal employment/affirmative action employer and is committed to providing a workplace that is free of discrimination of all types from abusive, offensive or harassing behavior. Any employee who feels harassed or discriminated against should report the incident to his or her manager or to human resources (HR).

#### ***iii Create a Culture of Open and Honest Communication***

At GCL everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where

employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

GCL will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

GCL's whistleblower policy is as follows:

Employees are encouraged, in the first instance, to address such issues with their managers or the HR manager, as most problems can be resolved swiftly.

### ***Set Tone at the Top***

Management has the added responsibility for demonstrating, through their actions, the importance of this Code. Ethical behavior does not simply happen; it is through clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.

To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At GCL, we want the ethics dialogue to become a natural part of daily work.

### ***Uphold the Law***

GCL's commitment to integrity begins with complying with laws, rules and regulations in the company. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or GCL policy, we should seek the advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

### ***Competition***

We are dedicated to ethical, fair and vigorous competition. We will sell the company's products and services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for company or the sales of its products or services, nor will we engage or assist in unlawful boycotts of particular customers.

### ***Proprietary Information***

It is important that we respect the property rights of others. We will not acquire or seek to acquire improper means of a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

### ***Selective Disclosure***

We will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to GCL, its securities, company operations, plans, financial condition, results of operations or any development plan. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

### ***Health and Safety***

GCL is dedicated to maintaining a healthy environment. A safety manual has been designed to educate you on safety in the workplace. The QHSE department is in charge of ensuring and maintaining a healthy environment.

### **Avoid Conflicts of Interest**

#### ***Conflicts of Interest***

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of GCL may conflict with our own personal or family interests. We owe a duty to company to advance its legitimate interests when the opportunity to do so arises. We must never use the company's property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with GCL.

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict of interest question should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their managers or the HR department.

#### ***Occupational Courtesies (Gifts, Gratuities, etc.)***

Occupational courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from clients or companies with whom GCL does or may do business. We will neither give nor accept occupational courtesies that constitute, or could reasonably be perceived as constituting, unfair contract inducements that would violate law, regulation or policies of GCL or clients, or would cause embarrassment or reflect negatively on GCL's reputation.

We may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment

#### ***Accepting Courtesies***

Most courtesies offered to us in the course of our employment are offered because of our positions at GCL. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position at GCL to obtain courtesies, and we must never ask for them, we may accept unsolicited courtesies that promote successful working relationships and good will with the firms that GCL maintains or may establish a business relationship with.

## ***Gifts***

Employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including:

- Modest presents that commemorate a special occasion.
- Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts

Generally, employees may not accept compensation, honoraria or money of any amount from clients with whom GCL does or may have contract with. Gifts that have a market value greater than \$100 may not be accepted unless approval is obtained from management. Employees with questions about accepting business courtesies should talk to their managers or the HR department.

## ***Offering Business Courtesies***

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair advantage or otherwise reflect negatively upon GCL. An employee may never use personal funds or resources to do something that cannot be done with the company's resources. Accounting for business courtesies must be done in accordance with approved company procedures.

## **Accurate Public Disclosures**

We will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees, including all financial executives, with any responsibility for the preparation for such reports, including drafting, reviewing and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Employees should inform Management and the HR department if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

## **Corporate Recordkeeping**

We create, retain and dispose of our company records as part of our normal course of business in compliance with all GCL policies and guidelines, as well as all regulatory and legal requirements.

All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with company's and other applicable accounting principles.

We must not improperly influence, manipulate or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of [Company Name] books, records, processes or internal controls.

## **Accountability**

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact the HR department.

Geosystems Consulting Limited takes seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.

## **Loyalty**

### ***Confidential and Proprietary Information***

Essential to GCL's success, is our protection of confidential company information, as well as nonpublic information entrusted to us by clients employees and business partners. Confidential and proprietary information includes such things as pricing and financial data, client's names/addresses or nonpublic information about other companies, including current or potential clients or partners. We will not disclose confidential and nonpublic information without a valid purpose and proper authorization.

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

Company resources, including time, material, equipment and information, are provided for company's use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent GCL are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, we will not use company equipment such as computers, copiers and fax machines in the conduct of works outside that of the company except for company-requested support to nonprofit organizations. We will not solicit contributions nor distribute non-work related materials during work hours.

In order to protect the interests of the company network and our fellow employees, GCL reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, the use of the Internet. We will not tolerate the use of company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate.

## **INFORMATION AND RESOURCES**

### ***Director***

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Ing. Dr. Charles F. A. Akayuli

Chief Executive Officer

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