**CODE OF ETHICS AND BUSINESS CONDUCT**

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. We want the ethics dialogue to become a natural part of daily work.

1. **Uphold the Law**

Our commitment to integrity begins with complying with laws, rules and regulations where we do business. 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 Company 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.

1. ***Competition***

We are dedicated to ethical, fair and vigorous competition. We will market and promote our services based on their merit, superior quality, 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 Fitzgerald-Bassey or the sales of its products or services, nor will we engage or assist in unlawful boycotts of particular customers.

1. ***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.

1. **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 Fitzgerald-Bassey, its business 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.

1. **Avoid 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 Fitzgerald-Bassey may conflict with our own personal or family interests because of the course of action that is best for us personally may not also be the best course of action for Fitzgerald-Bassey. We owe a duty to Fitzgerald-Bassey to advance its legitimate interests when the opportunity to do so arises. We must never use Fitzgerald-Bassey asset or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with Fitzgerald-Bassey.

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 Human Resources department.

1. ***Accepting Business Courtesies***

Most business courtesies offered to us in the course of our employment are offered because of our positions at Fitzgerald-Bassey. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies. Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company’s reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a vendor when Fitzgerald-Bassey is involved in choosing or reconfirming a vendor or under circumstances that would create an impression that offering courtesies is the way to Fitzgerald-Bassey business.

1. ***Meals, Refreshments Entertainment and Gifts***

We may accept occasional meals, refreshments, entertainment, gifts and similar business courtesies that are customary and conform to reasonable ethical practices of the marketplace, provided that:

* 1. They are not inappropriately lavish or excessive.
  2. The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
  3. The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a vendor whose contract is expiring in the near future.
  4. The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.

Customary business entertainment is proper; however, impropriety results when the value or cost is such that it could be interpreted as affecting an otherwise objective business decision.

Employees with questions about accepting business courtesies should talk to their manager or the Human Resources department.

1. ***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 business advantage or otherwise reflect negatively upon Fitzgerald-Bassey. An employee may never use personal funds or resources to do something that cannot be done with Company resources. Accounting for business courtesies must be done in accordance with approved company procedures.

Other than to our government customers, for whom special rules apply, we may provide non-monetary gifts (i.e., company logo apparel or similar promotional items) to our customers. Further, management may approve other courtesies, including meals, refreshments or entertainment of reasonable value, provided that:

* 1. The practice does not violate any law or regulation or the standards of conduct of the recipient’s organization.
  2. The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.
  3. The business courtesy is properly reflected on the books and records of Fitzgerald-Bassey.

1. **Set Metrics and Report Results Accurately**
2. ***Accurate Public Disclosures***

We will make certain that all disclosures made in financial reports 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 the Head of Human Resources & Compliance 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.

1. ***Corporate Record-keeping***

We create, retain and dispose of our company records as part of our normal course of business in compliance with all Fitzgerald-Bassey 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 Fitzgerald-Bassey’s and other applicable accounting principles.

We must not improperly influence, manipulate or mislead any audit, nor interfere with any auditor engaged to perform an independent audit of Fitzgerald-Bassey books, records, processes or internal controls.

1. **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 Human Resources department. We take seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.

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

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Approved………………………….

**Kwabena Peprah**

**(Managing Partner)**