



Business Code of Conduct Policy

Our Mission

Rutongo Mines Limited (Rutongo) is a Rwandan mining company committed to contributing in a meaningful way to the development of the Rwandan economy and its people.

We are committed to building and maintaining the highest levels of integrity, honesty and fair dealing in all of our relationships.

Our mission is to create wealth for our shareholders, employees and business partners through safely and responsibly exploring, mining and marketing our products. We will ensure that the risks associated with mining are understood by all of our people. The safety of everyone will be at the forefront of our business ventures.

We will pursue value-creating opportunities in our mined minerals through the utilisation of our assets, skills and experience. We aim to achieve this by creating a corporate culture that encourages best business practices and follows strict corporate governance guidelines in compliance with applicable governmental laws, rules and regulations

Our core values are fundamental in its quest to achieve excellence in integrity, honesty and transparency.

We recognise our social responsibility to our community and endeavour to provide assistance where possible.

We aim to achieve our goals within the framework of ethical and responsible business practice.

We accept responsibility and hold ourselves accountable for our work, our behaviour, our ethics and our actions.

We aim to deliver on our commitments to our colleagues, business and social partners, and our investors.

Our code of business conduct and ethics is designed to deter wrongdoing and to promote honest and ethical conduct, including the ethical handling of conflicts of interest both on personal and professional levels

Community and Social Responsibility

We uphold and promote fundamental human rights. We contribute to building productive, respectful and mutually beneficial economic partnerships with the surrounding communities with the aim to achieving a sustainable future.

Respect for the Environment

We respect and are committed to continually improving our processes in order to prevent pollution, minimise waste, and make efficient use of natural resources. We aim to carry out sound operational and management practices to ensure that our facilities are in compliance with all applicable legislation provided for the protection of the environment.

Ethics Committee

Rutongo has established an Ethics Committee to ensure that it fulfils all of its legal, ethical and social responsibilities. The primary function of the Ethics Committee is to ensure the integrity of the internal controls, which is a prerequisite to ensuring compliance with the laws and regulations that govern its operations.

Audit Committee

Rutongo has established an Audit Committee to assist the Board of Directors in ensuring regulatory compliance with local and international law including the Sarbanes-Oxley Act of 2002.

The Audit Committee is an operating committee of the Board of Directors charged with:

- Oversight of financial reporting and disclosure
- Oversight of the external auditor
- Oversight of regulatory compliance
- Monitoring the effectiveness of the internal control process and of the internal audit
- Oversight of risk management
- Disclosure and is empowered to acquire the consulting resources and expertise deemed necessary to carry out their duties
- Ensure that the accounting standards are in compliance with International Financial Reporting Standards

Our Policies

1. Human Rights

1.1. Our Policy

Rutongo recognises and upholds human rights in the broadest sense, including the right to health, safety, education and an acceptable standard of living. Rutongo understand that these rights are inherent rights of all people, regardless of race, gender, ethnicity or economic status.

1.2. Our Commitment to Human Rights

Rutongo aims to preserve and further the rights of all people, including the members of the communities in which we operate.

The Rutongo employees are our most valuable assets and we are committed to creating a safe and rewarding environment in which all employees are treated fairly and equally.

1.3. Occupational Health and Safety

Rutongo is committed to upholding the fundamental right of all of our employees to work in a safe environment, in which all reasonable steps have been taken to protect their health and safety and is free from workplace hazards.

1. Support Workers Organisations and Collective Bargaining

Rutongo recognises the rights of its employees to form and belong to Workers' organisations and will engage with such organisations in the interest of the workers and Rutongo.

1.4. Human Immunodeficiency Virus (HIV) and Acquired Immune Deficiency Syndrome (AIDS) Policy

"The Government of Rwanda will reinforce measures to reduce the incidence of the AIDS infection, to improve the clinical psychological and social care of patients, and to reduce the socio-economic impact of the disease." (Health Sector Policy, Government of Rwanda)

Rutongo is committed to provide a framework within which to identify, understand, come to terms with, and deal with the reality of the HIV/AIDS (AIDS) virus
Rutongo will endeavour to:

- Reduce fear and prevent misunderstanding and disruption amongst employees

- Avoid discrimination and prejudice amongst employees
- Maintain maximum stability and productivity in the workplace
- Contribute to curbing the spread of the AIDS virus by providing information to all employees

Rutongo acknowledges that dealing with the AIDS virus issue, is dealing with sensitive behaviour, which is personal to all employees. Rutongo does not presume to encroach on personal practices, but wishes to promote a responsible attitude and understanding of the risks of AIDS. This is in line with Rutongo's policy of being proactive rather than reactive in its approach to AIDS. This policy will therefore be adapted and updated as and when the need arises.

Disease Progression

A Human Immunodeficiency Virus (HIV), which attacks the body's natural immune (defence) system, leaving it open and vulnerable to infection, causes Acquired Immune Deficiency Syndrome (AIDS).

There are three stages to this viral infection:

HIV Infection

- The person is infected by HIV, but does not show signs or symptoms of the disease, except for showing positive, after 6 (six) weeks, on the blood test, hence the term HIV positive
- The person is capable of transmitting the disease, although not sick themselves. This person may remain an asymptomatic carrier for an indefinite period, although statistics show that within a period of 15 years, most will progress to full blown AIDS.

ARC Syndrome (Aids Related Complex)

- The disease begins to affect the person by manifesting itself in periods of illness from infections ascribed to normal and common viruses, for example influenza (Flu). These periods of illness will be followed by periods of reasonable health, but the frequency of ill-health increases. Once a person has been identified as being in the ARC stage, statistics show that degeneration may take about two years before entering the full-blown AIDS stage. This period may also be significantly less than two years, depending on the nature of the care given to the person.

Full-Blown AIDS

- The person at this stage is desperately ill and needs constant medical attention. The person will not be able to continue their employment, and it is necessary for an employee to inform the company, if they have not already done so. Statistics show that a person will have no more than two years to live, and in many cases, a lot less.

In summary, a person who has been identified as being HIV positive is still a healthy and productive employee and may continue a normal working career. It is only after the person enters the ARC or Full Blown AIDS stages that the employment relationship may be affected.

There are several tests for the AIDS virus, the two most often used are:

- The **ELISA** test, which is the most commonly used test, looks for antibodies in the blood. There is a "window-period" of six weeks to three months before this will show up as positive after infection. Therefore, tests done too soon may be misleading.
- The **Western Blot** test looks for proteins in the blood that have changed due to the AIDS virus infection.

The virus can enter the body (transmitted) in one of four ways:

- By having sexual intercourse with an infected person
- From an infected mother to her unborn child;
- By transfusion of infected blood;
- By infected blood or in needles, syringes and other instruments.

Rutongo will not, subject to the condition below, require any prospective employee to be tested for AIDS prior to employment:

- Rutongo will not require any current employee to be tested for AIDS. The company may, in exceptional circumstances, test an employee or prospective employee for AIDS where the Labour Court, given the nature of employment and medical facts, has sanctioned this action.
- It is the opinion of the management Rutongo, that any individual who wishes to be tested for the AIDS virus, whether with the assistance of Rutongo, or independently, should request pre- and post-test counselling, even if the test does prove negative.

Should an employee discover that they are HIV positive, they are under no obligation to inform management.

Should an employee discover that they are in the ARC syndrome stage, or in the full-blown AIDS stage, they should in confidence, inform the Human Resources Manager, in order to facilitate the effects of this on their employment obligations. Should an employee with AIDS choose to inform Management, they should, in the first instance, speak to the Human Resources Manager. The Human Resources Manager will, under no circumstances, inform anyone else, unless this is agreed with the individual prior to doing so.

The Human Resources Manager will assist the employee with AIDS by providing access to the appropriate AIDS Resource Centre and by providing concerned support in the workplace.

Rutongo undertakes as a responsible and sensitive employer that:

- No employee will be dismissed because they have been identified as an AIDS sufferer.
- No employee will be removed from their normal place of work, or from their normal duties, or isolated because they have been identified as an AIDS sufferer.
- Rutongo will endeavour by all means possible, to ensure that no prejudice or victimisation will take place. If, after all efforts have been made to avert this, prejudice and victimisation is still taking place, Rutongo will take disciplinary action against those concerned.
- Under exceptional circumstances, and only under advice of a medical practitioner, will termination on grounds of incapacity or transfer be affected when, and if the employee concerned, is an identified risk to others in the workplace

Testing for HIV

Pre - Employment Testing

Rutongo will not have a stipulation, or a requirement for potential employees, to be tested for the HIV unless an application to the National Labour Council has been obtained, given the prevailing medical facts and employment conditions of an unfair labour practice.

The International Labour Organisation, in 1991, accepted that any labour practice that discriminates against an HIV positive person or AIDS sufferer in the employment environment will constitute an unfair labour practice.

An unfair labour practice is defined as, any unfair act or omission that arises between an employer and an employee, involving –

- The unfair discrimination, either directly or indirectly, against an employee on any arbitrary ground including, but not limited to race, gender, sex, ethnic or social origin, colour, sexual orientation, age, disability, religion, conscience, belief, political opinion, culture, language, marital status or family responsibility
- The unfair conduct of the employer relating to the promotion, demotion or training of an employee or relating to the provision of benefits to an employee;
- The unfair suspension of an employee or any other disciplinary action, short of dismissal in respect of an employee;
- The failure or refusal of an employer to reinstate or re-employ a former employee in terms of any agreement.

For the purposes of this definition an “employee” includes an applicant for employment.

It is therefore accepted that no discrimination or victimisation in any form will be tolerated against an employee who is HIV positive:

- Such an employee will continue with the contractual obligations in terms of the employment contract as long as they are physically able.
- Such an employee will continue to make use of all the facilities available to employees - i.e. Canteen/cafeteria facilities; Ablution facilities;

When an employee is not capable of performing the contractual obligations due to prolonged absenteeism or physical incapability, the normal rules regarding incapacity will apply. The following serve as guidelines in this regard:

- If it becomes clear that the employee is suffering from a chronic illness, Rutongo may require such proof from the medical practitioner treating the employee, or Rutongo may send an employee for an independent medical examination by a doctor appointed by Rutongo. Rutongo will cover the medical costs incurred under such circumstances.

or,

- If the results are known and it is clear that the employee has progressed to the ARC stage or full-blown AIDS, the following options may be explored:
 - Early retirement (medical boarding of an employee)
 - Alternative suitable employment in Rutongo
 - Alternative employment at another company;
 - Termination of services as a last resort

Early Retirement

This is subject to the rules of the Rwandan Government's Retirement Fund.

Alternative Suitable Employment in the Company

This can only be done with the consent of the employee involved following an incapacity hearing. Without the consent of the employee, it will amount to a breach of contract and a unilateral change of the conditions of service, which could constitute an unfair labour practice. Such an alternative may be in the form of a transfer, or even a demotion to an easier and or less important job. This option must always be explored before the company considers a termination of services.

Termination of Services (as a last resort)

As the condition is not within the control of the employee and does not therefore constitute any form of misconduct, the consultation or counselling does not fall within the ambits of the Disciplinary Code and should be dealt with as Incapacity. Records however, must be kept of all the consultation/counselling sessions as proof that Rutongo did "apply its mind" to the matter and did not come to an arbitrary decision to terminate services on the basis of incapacity. The normal notice period in terms of the contract of employment will apply.

Workers' Responses

In the event of fellow workers refusing to work with an employee who is HIV positive, the following rules will apply:

- Fellow workers may raise a grievance against working with an HIV positive person, the solution of such a grievance will be:
 - Intensified training and education of the workforce with regard to AIDS
- Fellow workers may raise a grievance against working with an HIV positive employee as a safety risk or in a dangerous environment, where injuries can easily occur, or in an environment where there is a reasonable anticipated risk for injuries to occur. The solution to such a grievance will be:
 - If issuing of standard safety equipment cannot reasonably reduce the safety risks, Management may consider transferring the HIV positive employee to a safer environment. Such transfer will only take place with the consent of the employee concerned.
- The employer may not, if the consent of the employee cannot be obtained, implement the transfer unilaterally, as this would amount to both an unfair labour practice and a breach of contract.

If fellow workers still refuse to work with an HIV+ employee, after proper education and or training and after the solution explained above, then Management has the right to discipline such workers for:

- Refusal to obey a lawful and reasonable instruction
- Insubordination
- Disrupting the normal process of business

1.5. Equal Opportunity in Employment

Rutongo views gender equality as integral to its vision of helping to build the Rwandan nation. Rutongo will pursue local recruitment in line with our Gender Equality and Child Abuse policies and provide training and development opportunities for all our employees.

1.6. Harassment

Rutongo is committed to creating and maintaining a working environment in which dignity of employees is respected. Violent and/or Sexual harassment is regarded as a serious offence and all employees, managers and directors have a role to play in contributing towards creating and maintaining a working environment in which violent and/or sexual harassment is unacceptable.

Rutongo is committed to ensuring that:

- All employees and job applicants have the right to be treated with dignity.
- Employees are required to respect one another's dignity, integrity and privacy as well as their right to equity in the workplace.

- Violent and/or Sexual harassment in the workplace will not be permitted or condoned and Rutongo is committed to a zero tolerance approach towards violent and/or sexual harassment in the workplace.
- Persons who have been subjected to violent and/or sexual harassment in the workplace have a right to lodge a grievance and to expect that Rutongo deal with all allegations expeditiously and sensitively. Employees will be protected against victimization, retaliation for lodging grievances and from false accusations.

This policy and procedure is primarily aimed at guiding employees in regard to this subject, but is also broad enough to recognise that the perpetrators and victims of violent and/or sexual harassment may also include: shareholders, employers, managers, supervisors, employees, job applicants, clients, suppliers, contractors, and others who conduct business with or have dealings with Rutongo.

Notwithstanding the above, Rutongo and its employees do not have the right to take disciplinary action against non-employees but could elect to pursue any other remedies at law. Non-employees who allege that they have been the victim of violent and/or sexual harassment may in addition to any other recourse recognised in law, lodge a complaint in writing to Rutongo, the employer of the harasser, where the harassment has taken place at the workplace or in the course of the harasser's employment or in circumstances in which Rutongo has an interest.

Violent and/or sexual harassment are unwanted conduct and/or behaviour of a violent or sexual nature. The unwanted nature of violent or sexual harassment distinguishes it from conduct and/or behaviour that it is welcome and mutual.

Violent and/or sexual attention becomes violent and/or sexual harassment if:

- The conduct and/or behaviour is persisted in, although a single incident of harassment can constitute violent and/or sexual harassment
- The recipient has made it clear that the conduct and/or behaviour is considered offensive
- The perpetrator should have known that the conduct and/or behaviour is regarded as unacceptable.

Such behaviour has the purpose and effect of adversely affecting the individual's employment opportunities, employment capabilities or creating an intimidating, hostile or degrading employment environment for that person.

Violent and/or sexual harassment includes unwelcome and/or unwanted physical, verbal or non-verbal conduct and/or behaviour, but is not limited to the examples listed;

- Physical conduct of a violent and/or sexual nature, which includes all, unwanted physical contact, ranging from touching to violent and/or sexual assault and rape, and includes a strip search by or in the presence of the opposite sex.

- Verbal forms of violent and/or sexual harassment include unwarranted innuendos, suggestions and hints, comments with violent and/or sexual overtones, sex-related jokes or insults or unwelcome graphic comments about a person's body made in their presence or directed toward them, unwelcome and inappropriate enquiries about a person's sex life, and unwelcome whistling directed at a person or group of persons.
- Non-verbal forms of violent and/or sexual harassment include unwelcome gestures, indecent exposure, and the unwelcome display of violent and/or sexually explicit pictures and objects.
- Harassment where a shareholder, employer, supervisor, member of management or co-employee undertakes or attempts to influence the process of employment, promotion, training, discipline, dismissal, salary increment or other benefit of an employee or job applicant, in exchange for sexual favours or threats of violence.
- Sexual favouritism exists where a person who is in a position of authority rewards only those who respond to their sexual advances, whilst other deserving employees who do not submit themselves to any sexual advances are denied promotions, merit rating or salary increases.

Rutongo will as far as is reasonably practicable create and maintain a working environment in which the dignity of employees is respected and in which victims of violent and/or sexual harassment will not feel that their grievances are ignored or trivialised, or fear reprisals. These endeavours will include establishing the following guidelines:

- Management and employees are to refrain from committing acts of violent and/or sexual harassment
- Management and employees share the responsibility of creating and maintaining a working environment in which violent and/or sexual harassment is unacceptable by ensuring that their standards of conduct and/or behaviour do not cause offence and by discouraging unacceptable behaviour on the part of others
- Management should apply the same principles to ensuring that customers, suppliers, job applicants and others who have dealings with the Rutongo are not subjected to violent and/or sexual harassment by employees
- Management are expected to take appropriate action in accordance with this Harassment policy when instances of violent and/or sexual harassment, which occur within the workplace, are brought to their attention. A failure to do so will be deemed gross misconduct.

The disciplinary and grievance procedure and code applies in addition to this policy and is to be used as a guideline by the parties. This policy and procedure does, however, contain some variations from the existing disciplinary and grievance codes and in the context of violent and or sexual harassment these variations in this code, will take precedence, for example:

- The aggrieved employee has an option of adopting a formal or informal process to resolve the grievance;

- The aggrieved employee may opt to approach an employee from the Human Resources Department rather than the immediate line manager or more senior line managers;
- The aggrieved employee's right to confidentiality around the matter.

In the event of a violent and/or sexual harassment case being reported the following advice and assistance must be given:

- Violent and/or sexual harassment is a sensitive issue and the victim may feel unable to approach the perpetrator to lodge a formal grievance or turn to colleagues for support
- The employee's supervisor or a trusted colleague should be approached in the first instance for confidential advice.
- The person may also approach the Human Resources Department who will give confidential advice, guidance and support.
- These parties may in severe cases also direct the aggrieved employee to outside professionals based on the merits of the case. Such advice shall include but not be limited to the following matters listed hereunder.

Options to resolve a problem based on the merits of each case. Employees have two options to resolve a problem relating to violent and/or sexual harassment. Either an attempt can be made to resolve the problem in an informal way, or a formal procedure may be embarked upon.

Informal Procedure:

- If the aggrieved employee prefers informal action, the chosen representative should call the accused employee to a private meeting, advise them of the details of the complaint lodged, assure the accused that the matter will be treated confidentially, give the accused employee the opportunity to state a case, in response, explain the outcome that the aggrieved employee requests an informal settlement and advise the accused employee of the possible consequences if proved guilty of violent and/or sexual harassment in a formal disciplinary enquiry. The chosen representative will again meet with the aggrieved employee, advise the said person of the alleged perpetrator's response and if the aggrieved employee is satisfied, invite both parties to meet to consider resolving and settling the matter without the need for formal disciplinary action.

Formal Procedure:

- If the informal approach has not provided a satisfactory outcome, or if the case is severe or if the conduct continues or if the aggrieved employee elects to go the formal route, the employee or the chosen representative of the employee will report the matter to Human Resources Manager who will coordinate the investigation in respect of the allegations sensitively, the interviewing of witnesses, and the obtaining of written statements. If there is sufficient evidence on a balance of probability to succeed in proving

behaviour/conduct, which constitutes violent and/or sexual harassment, the normal disciplinary procedures in respect of a formal hearing will be followed.

- Criminal and civil charges may be laid against the alleged perpetrator and the legal rights of the victim are in no way limited by this code.

Managers and employees must ensure, as far as is reasonably practicable, that grievances about violent and/or sexual harassment are investigated and handled in a manner that the identities of the persons involved are kept confidential.

In cases of violent and/or sexual harassment, management, employees and the parties concerned must endeavour to ensure confidentiality in the disciplinary enquiry. Only appropriate members of management as well as the aggrieved person, representative, alleged perpetrator, witnesses and interpreter, if required, must be present in the disciplinary enquiry.

Disclosure of confidential information will be permitted in terms of the provisions of the Law Regulating Labour in Rwanda.

1.7. Gender Equality Policy

"The vision of the Rwandan National Gender Policy is to set the Rwandan society free from all forms of gender based discrimination and see both men and women participate fully and enjoy equitability from the development processes." (Ministry of Gender and Family Promotion)

The Gender Policy of Rutongo mirrors that of the Government of Rwanda and will be applied in all aspects of our company as and when the opportunity arises within the statutory safety requirements.

The Gender Policy is a significant tool in the transformation process for a more gender equal company. Rutongo will strive to ensure that both women and men have equal opportunities in the company's work place. The policy reaffirms Rutongo's commitment to gender equality as enshrined in the National Constitution of Rwanda.

The key indicators of this policy will be:

- Equal access to opportunities
- Equal skill based remuneration
- Reinforcement of the Rwandan Government policy of affirmative action programmes for women, i.e. women's rights are human rights. Women's rights are part of the cornerstone of democracy and sustainable development of Rwanda.

The general objectives of the policy are:

- To enhance and support a gender responsive environment
- To provide guidelines for gender responsive policy formulation
- To provide guidelines for women's empowerment and advancement programs

- To provide support mechanism for promoting gender equality and equity principles, attitudes and practices within Rutongo
- Empowerment of both men and women to be equal partners in the development of Rutongo
- The affirmative actions of the Gender Policy will enable men and women to have equal access to employment opportunities with special attention to affirmative action programs for disabled women and women headed households

The Rutongo Gender Policy will be an important instrument in achieving the goals of the Company in compliance with Rwandan law.

1.8. Children Abuse Policy

Rutongo is committed to upholding the fundamental rights of children.

Rutongo will not employ a child in any form of employment below the age of 16 (sixteen). A child aged between the ages of 16 (sixteen) and 18 (eighteen) may be employed under the following conditions:

- The rest period between 2 (two) working periods of the child will be of a minimum duration of 12 (twelve) consecutive hours
- The child will be subject to work, which is proportionate to his/her capacity. The child cannot be employed in the nocturnal, laborious, unsanitary or dangerous services for his/her health as well as his/her education and morality.
- In the event of the child's employment not complying with the above conditions, the Labour Inspector can request for the child to be examined by a recognised medical doctor, in order to verify if the work with which the child has been entrusted is neither beyond the child's strengths and/or harmful to the child's health. All the parties interested in the matter may request this examination. Where it is established that the provisions of Article 6, Section 1, Chapter 3 of the Law Regulating Labour in Rwanda, are not complied with, the child's employment contract will be terminated and notice allowance will be paid to the child.

1.9. Forced Work

Rutongo adheres to the Law of prohibiting Forced Work. It is an offence to cause, to allow or to impose, directly or indirectly forced works whatsoever.

2. Community and the Environment

2.1. Community Policy

Rutongo has a strong understanding of the need for community involvement. Rutongo will strive to assist in the upliftment of the local community by, whenever possible, employing local people and provide on the job training if necessary.

2.2. Environment

Rutongo will have a responsible attitude over the environment that it explores, develops, operates mines or closes mines.

To achieve these objectives Rutongo is committed to:

- Observing the laws and regulations of Rwanda
- Operate using sound operational and management practices to ensure that our facilities are in compliance with all applicable legislation provided for the protection of the environment
- Provide sufficient financial resources in order to achieve acceptable levels of environmental management
- Communicate meaningfully with the Government, civil leaders and other stake holders in order to develop a mutual understanding of environmental management issues
- Improving the processes in order to prevent pollution, minimise waste, and make efficient use of natural resources
- Develop our employees, sub contractors and suppliers with the appropriate competencies to meet our levels or environmental standards
- Evaluate and respond to the risks that could adversely impact people or the environment
- Carry out an environment impact assessment as the basis for developing an environmental management and protection plan and strategy
- Provide a plan for a mine closure and make provision for the full cost of rehabilitation upon closure.
- Report and respond to environmental issues within acceptable time periods
- Report on our environment management performance to our shareholders and other stakeholders on a regular basis

2.3. Alcohol and Drug Use

Rutongo endeavours to ensure that employees' use of either alcohol or drugs does not impair the safe and efficient running of the mine or the health and safety of its employees.

Management should be aware that the misuse of drugs or alcohol by employees may become apparent in various ways. The following characteristics, especially when arising in combinations, may indicate the presence of an alcohol or drug related problem:

- Absenteeism - Excessive or increased absenteeism can be one of the first indicators of an underlying problem that may or may not include a pattern of absence over the weekend. Continued late coming and/or leaving early can also indicate a problem.
- Poor work performance - Signs include, difficulty in concentration, memory loss and tasks taking longer than normally required.

- Mood swings - Irritability, general depression and confusion.

If management feel an employee's unsatisfactory performance may be drug or alcohol related they must arrange a meeting with the employee and where appropriate a member of the Human Resources department should be present. At the meeting the individual must have the unsatisfactory performance or conduct and "indicators" discussed.

If the employee denies that either alcohol or drugs are the cause of the problem, the employee should be treated as for any other disciplinary/capability problem, whichever the company adjudges as appropriate.

If there are signs that the employee's unsatisfactory performance is drug or alcohol related and the employee does not admit or acknowledge this fact, further encouragement should be given at all stages of the disciplinary/incapacity procedure to uncover the true underlying problem.

Where employee acknowledges that they have a problem and is given help and treatment, this will be on the understanding that:

- Whilst undergoing treatment, the employee will be on sick leave and will be entitled to the usual company sick pay benefits.
- Every effort should be made to ensure that on completion of the recovery programme that the employee is able to return to the same or equivalent work.
- However, where such a return would jeopardise a satisfactory level of job performance or the employee's recovery or the health and safety of either the employee or other employees, Management and the employee must consider the full circumstances surrounding the case and agree a course of action to be taken, this may include the offer of suitable alternative employment.
- In exceptional circumstances, the consideration of dismissal on the grounds of ill health may be taken. Such a decision would be made in full consultation with the employee after consideration of other alternatives and after a full medical investigation. If the employee declines to allow the company access to their medical records a decision about future employment would be made with the information that is available to the company.

Where an employee, having received treatment, suffers a relapse, the company will consider the case on its individual merits. Medical advice will be sought in an attempt to ascertain how much more treatment/rehabilitation time is likely to be required for a full recovery. At the company's discretion, more treatment or rehabilitation time may be given in order to help the employee to recover fully.

If, after the employee has received treatment and recovery seems unlikely, the company may be unable to employ the employee any longer. In such cases, dismissal may result. A clear warning must be given to the employee beforehand and a full medical investigation must be undertaken. If the employee declines to allow the company access to their medical records, a decision about future

employment will be made with the information available to the company.

Serious Misconduct Caused by Alcohol or Drugs:

- Alcohol intoxicated employees - If an employee is known to be, or strongly suspected of being, intoxicated by alcohol or drugs during working hours, the employee will be escorted from the company premises immediately. Disciplinary action will take place when the employee returns to work in a sober condition.
- Drug Abuse on the Premises - Employees who take drugs, which have not been prescribed on medical grounds will, in the absence of mitigating circumstances, be deemed to be committing an act of gross misconduct and will render themselves likely to be summarily dismissed as will any employee believed to be buying or selling drugs, or in possession of unlawful (i.e. non-prescribed) drugs.

Employees who recognise that they have an alcohol or drug problem, or that they are at risk of developing one, should be encouraged to seek confidential help. They should make an appointment, in confidence, with their Manager or the Human Resource Manager.

2.4. Smoking Policy

Rutongo is concerned about the welfare of all of its people and encourages them to lead a healthy life style and encourages all employees not to smoke.

All buildings are smoke free environments, except for areas specifically demarcated as smoking areas. These areas will not be within 20 meters of the doorway of any building.

The amount of time and frequency spent on smoke breaks must be reasonable and must not interfere with business requirements. Should staff members take any smoke breaks during a working day, the time taken for such smoke breaks must be compensated for by taking shorter lunch break or working in the time. Any abuse of smoke breaks in terms of time and frequency will be dealt with in accordance with Rutongo's Disciplinary Code.

3. Company Assets and Resources

3.1. Use of Company Assets

The purpose of this policy is to outline to all the Rutongo employees the obligations to Rutongo with respect to the use of company assets.

As an employee of Rutongo, your obligations with respect to your use of company assets are:

- To take good care when using company assets and to ensure that it is properly and responsibility maintained
- Not allow the asset to be used by anyone not accredited by Rutongo's training standards
- Not to fit any accessories to the asset without prior written approval from Rutongo
- To go about doing your work in a competent manner when using a an asset of Rutongo
- To obtain prior permission from Management for the use of company assets for non work purposes
- No asset, including keys, may be removed from Rutongo premises without the written permission of Management
- Not to use Rutongo's assets if intoxicated through alcohol consumption or drug taking

The theft of intellectual property is a serious breach of company policy and the law and will be treated as a serious offence and may justify dismissal and prosecution. Customer and client lists are the property of Rutongo and any misuse or theft will be regarded as a serious offence and may justify dismissal and prosecution.

Any employee involve in an accident, whilst using a company asset, who is intoxicated from alcohol, unlawful drug taking, negligence or recklessness will be liable for any insurance excess or any amount that is not covered by insurance.

Any employee who engages in the theft of company assets will be subject to disciplinary action, which may include dismissal and prosecution.

An employee may be liable for infringement of copyright if they authorise another person to make the infringement. Copyright is infringed when a person copies protected material without the copyright owner's written permission or uses it in another way controlled by the copyright owner. Copyright law protects the following materials:

- Written material e.g. books, report, journal articles
- Photographs, maps and plans
- Computer programs
- Compilations of material e.g. directories and databases
- Internet publications

3.2. Electronic Communication Systems

Rutongo provides electronic mail and an internet system to assist employees in the performance of their jobs and should only be used for official Company business.

This policy applies to all employees and contractors of the Rutongo and describes the guidelines with regard to:

- Use of Company owned personal computers, laptops, notebooks and related hardware, software and infrastructure
- Access to and disclosure of electronic mail messages sent or received by employees or contractors of the Company with use of the Company e-mail system

Rutongo respects the individual privacy rights of its employees. However, employee privacy does not extend to the employee's work related conduct or to the use of Company provided equipment or supplies. Although each employee has an individual password to access this system, the password belongs to the Company and the contents of e-mail communications are accessible at all times by the Company management for any business purpose. The system may be subject to periodic unannounced inspections and should be treated like other shared filing systems. All system passwords and encryption keys must be available to Company management, and all passwords and encryption keys must be known and handed over to your supervisor. All e-mail messages are Company records and the contents of e-mails, properly obtained for legitimate business purposes, may be disclosed within the Company without your permission. Back up copies may be maintained and referenced for business and legal reasons.

The incidental and private use of e-mail is permitted, but these messages will be treated the same as other messages. Rutongo reserves the right to access and disclose as necessary all messages sent over its e-mail system without regard to content.

The e-mail or internet system may not be used for anything that may be seen as insulting, disruptive, or offensive by other persons, or harmful to morale. The use of Company provided electronic communication systems in violation of this guideline will result in disciplinary action which may include dismissal.

Employees, other than designated Network Supervisors, are prohibited from the unauthorised use of the passwords and encryption keys of other employees to gain access to the other employee's e-mail messages or access to a department or employees computer contents.

The Company e-mail and Internet access may not be used for the following:

- Transmitting, retrieving or storage of any communication of a discriminatory or harassing nature or materials that are obscene or X-rated.
- Harassment of any kind
- Messages with derogatory or inflammatory remarks
- Abusive, profane or offensive language
- Anything against Company policy or contrary to the Company's best interest
- Solicitation of non-Company business
- Personal gain
- Chain letters

- Accessing social networks such as Facebook, YouTube, music downloads, audio or video streaming, movie clips, photos, Skype other than for business purposes.

No e-mail or other electronic communications may be sent which hides the identity of the sender or represents the sender as someone else or someone from another Company.

The misuse of the e-mail and internet system will be subject to disciplinary action which may include dismissal.

To prevent computer viruses from being transmitted through the Company's e-mail/Internet system, unauthorised downloading of any software is strictly prohibited.

The following are guidelines will be used for the purposes of taking disciplinary action against offenders:

- Loading illegal or offensive software: 1st occurrence – final written warning/dismissal
- Wilful or negligent introduction of a virus: 1st occurrence – final written warning/dismissal
- Unlawful or malicious use: 1st occurrence – final written warning/dismissal
- Use of abusive or objectionable language: 1st occurrence – final written warning/dismissal
- Misrepresentation of oneself or inappropriate representation of the Company: 1st occurrence – final written warning/dismissal
- Negligent misconduct in relation to computers or software technology: 1st occurrence – final warning/dismissal
- Intentional or grossly negligent damage to computer hardware or software of the Company or an employee: 1st occurrence – final written warning/dismissal
- Spending unauthorised and or extensive time on the internet, e-mail for non business purposes: 1st occurrence - written warning; 2nd occurrence – final written warning; 3rd occurrence – dismissal
- Accessing pornographic or discriminatory material: 1st occurrence – written warning; 2nd occurrence – final warning; 3rd occurrence – dismissal
- Changing the configuration of computer hardware or software without proper authorisation: 1st occurrence – written warning; 2nd occurrence – final warning; 3rd occurrence – dismissal
- Removing a computer, software or hardware from Company's premises without authorisation: As per Company's disciplinary code on theft and/or unauthorised possession
- Accessing information to which the employee is not authorised: final written warning/dismissal

4. Responsibility in Business Relationships

4.1. Relationships with Government

Rutongo will pursue a proactive relationship with the Government of Rwanda and ensure full transparency and compliance in accordance with the laws of the country.

4.2. Bribery and Corruption

Rutongo is committed to ensuring that its corporate culture discourages conduct that violates the Anti-Bribery Laws.

Rutongo will immediately terminate the employment of any employee or business partner who seeks to illegally influence any public or private official in the exercise of their official duties.

Rutongo will make every effort to ensure that it adheres to the laws and regulations that govern its operations, including Anti-Bribery Laws.

It is an offence for a person, which includes any legal entity, to:

- Obtain or retain business advantage which is not legitimately due
- Provide or cause to be provided, offer to provide or cause an offer to provide a benefit including but not limited to a loan, reward, advantage or benefit of any kind, which is not legitimately due to another person with the intention of influencing a public official or business partner
- An act or omission of an official in connection with the official's duties or functions, or to induce the official to use their position to influence any acts or decisions for which the official performs duties or functions.

The Payment of normal discounts and allowances, commissions, fees, entertainment expenses, expenses for normal sale promotion activity and services, expenses related to a contract and other customary payments and courtesies in the ordinary course of business should be made in accordance with this Guide. The use of Rutongo's funds or assets, either directly or indirectly, for any bribe, kickback or payoff is strictly prohibited.

All Rutongo employees, representatives and joint venture partners must ensure that they understand which type of payments are permissible and which type of payments are not in accordance with this Guide.

4.3. Whistleblower Policy

Rutongo's "Whistleblower Policy" governs the process by which Rutongo employees and representatives can anonymously notify the Compliance Officer or Audit Committee of potential or suspected violations of the Rutongo company policy, as set out in the Code of Business Conduct. All Rutongo employees, joint venture

partners and representatives who report violations of the Code of Conduct can be confident that all reports will be dealt with and will be treated with absolute confidentiality in accordance with Rutongo's Whistleblower Policy, which includes that there will be no action brought against the employee, joint venture partner or representative making the report.

If a Rutongo employee, representative or joint venture partner believes that a violation of any:

- Legal or regulatory requirements
- Company policy as set out in the Code of Business Conduct
- Internal policy relating to accounting standards and disclosures
- Internal accounting controls
- Matters related to the internal or external audit of Rutongo's financial statements

has occurred, or may occur, they should immediately report it to the Compliance Officer or Audit Committee.

If an employee, joint venture partner or representative is not comfortable reporting a concern to the Compliance Officer or Audit Committee, they should report the concern to any supervisor or member of the management team whom they are comfortable approaching. Any manager or supervisor must immediately forward the report to the Compliance Officer or the Audit Committee.

The Compliance Officer will communicate all reports of alleged violations to Rutongo's Audit Committee who will investigate and deal with all complaints in accordance with the Audit Committee charter and Rutongo's Whistleblower Policy.

Investigation of Complaints

The Compliance Officer will investigate all alleged violations fully and in doing so respect the confidentiality and sensitivity of the matter in as short a time as is possible in order to complete a thorough investigation.

Corrective Action

The Compliance Officer will recommend corrective action to the Board of Directors.

No Retaliation

Rutongo has a policy of no retaliation for whistle blowers and unless guilty of a capital offence, as defined in Rwandan law, will endeavour to ensure anonymity and confidentiality.

Compliance with the Business Code of Conduct

All Rutongo employees, representatives and joint venture partners must be familiar with this Code of Conduct and follow the procedures outlined in the Business Code of Conduct and cooperate with any investigation initiated pursuant to this Business Code of Conduct. Adhering to this Business Code of Conduct is a condition of employment or association.

Obligation to Comply with Law

Rutongo is committed to building and maintaining a reputation for integrity, honesty and transparency. This reputation depends on its employees, representative and joint venture partners complying with the law.

4.4. Trade Practices

"One of the Government's important functions is to create an enabling environment in which enterprises will operate with minimal interference." (Rwandan Ministry of Trade and Industry)

Rutongo embraces the Government philosophy of the promotion of the country's social and economic development and poverty reduction.

Rutongo will conduct its business adhering to the rules governing good corporate governance.

4.5. Political Activities

Rutongo recognises the democratic right of all its employees. Employees have the right to participate in politics and to give expression to their views, as long as this occurs outside of the working environment.

In the interest of maintaining a harmonious working environment, all Rutongo employees are prohibited from holding a public office in any political party. The holding of political gatherings, distribution of political material, including reading literature, clothing and the general promotion of such political parties on Rutongo property and the use of Rutongo assets for such gatherings are prohibited. Any employee not complying with this regulation will face disciplinary action, which could result in dismissal.

4.6. Use of Information

All information relating to the business, to Rutongo as an employer, including any other related business, the business strategies, activities, processes, policies and procedures and supplier and customer relationships is strictly confidential and remains the property of Rutongo.

It is a material condition of the employment of all employees that they do not engage in any activity which prejudices their ability to carry out their duties and responsibilities of employment or which puts them into competition with any business of Rutongo. Any such activity will constitute a material conflict of interest with the business which will justify the dismissal of an employees found guilty of such an offence.

Rutongo subscribes to a code of good corporate governance and will abide by the provisions of the Sarbanes-Oxley Act of 2002 and the International Financial Reporting Standards.

Rutongo respects the position of Government Agencies and will endeavour to work closely with them in achieving results that are beneficial to both Rutongo and the Agency.

5. Conflict of Interest and Other Business Interests

Rutongo recognises that from time to time employees may seek to take up separate employment with another employer or pursue outside business interests whilst still remaining in Rutongo's employ.

Rutongo has no desire to restrict an employee's external activities, it must seek to protect its own interests and those of all its employees. To this end, Rutongo's policy is that employees will not be permitted to undertake business activities or other work, where it is considered to be in conflict with any of Rutongo's interest and, in any event, unless employees have obtained the prior written authorisation for Management.

In cases where employees have obtained the required authorisation, they may not use:

- Company time
- Company consumables
- Any other Company assets in pursuance of such alternative employment

6. Accountability

Employees: The employees of Rutongo are accountable for their actions in fulfilling their work roles in accordance with the terms and conditions of their employment. All employees must strive to achieve excellence in their field of expertise.

Managers: The managers of Rutongo are accountable for their actions and are responsible for carrying out the directives of the Board of Directors.

The Managers are responsible for achieving the goals as set by the Board of Directors.

Board of Directors: The Board of Directors is responsible for supervising the management of the business and affairs of Rutongo in a way that ensures that the interests of shareholders and stakeholders are promoted and protected.

7. Disciplinary Code

Rutongo is committed to ensure that both performance and behavioural issues are

handled fairly and consistently, a formal disciplinary code is necessary to regulate standards of conduct and incapacity of employees within the company. The Rutongo disciplinary code is based on mutual respect between employer and employees.

The code applies to all employees of Rutongo and is governed by the Labour Laws of Rwanda.

Disciplinary action is specifically aimed at correcting and changing unacceptable behaviour that infringes upon the standards of conduct required and the framework of values and business objectives of the company.

Any disciplinary action taken must be recorded and a copy lodged with the Human Resources administrator. The authority to discipline an employee shall vest in the line managers, subject to the provision that the Human Resource Manager shall approve final written warnings, suspensions and dismissals.

Disciplinary action taken shall depend on the circumstances, the serious of the matter in question and offence committed and shall comprise of:

- Verbal Warning: valid for 6 months
- Written Warning: valid for 12 months
- Final Written Warning: valid for 12 months
- Demotion: as an alternative to dismissal
- Dismissal: reserved for the most serious of offences)

Behaviour and or misconduct that could lead to dismissal;

- Unauthorised possession of Rutongo's or any other persons property
- Drunkenness or drinking of alcohol on duty
- Fraud or falsification of any information or documents
- Assault
- Gross negligence
- Gross dishonesty
- Gross insubordination
- Refusal to follow a reasonable instruction
- Wilful damage to Rutongo's property
- Intimidating or threatening behaviour
- Bribery, including attempts to bribe and the acceptance of bribes
- Absence without leave for more than 4 days, without notification or a valid reason
- Malicious rumour mongering and undermining of morale
- Possession and/or drug abuse during working hours
- Breach of trust
- Breach of Rutongo's procedures, rules and regulations
- Sexual Harassment

Offences, which could lead to disciplinary action

- Absenteeism, including late coming

- Sleeping on duty
- Failure to observe conditions of employment
- Unacceptable behaviour
- Unacceptable work performance
- Disrespect and/or Insolence
- Misuse of the e-mail and internet system

The above serves as examples and is not an all-inclusive list.

Disciplinary action will be instituted as soon as possible after the alleged transgressions have taken place or discovered. In each case a full evaluation and or investigation will be made to determine what level of disciplinary action is necessary in consultation with Human Resources.

Dismissal will be considered for serious offences and will be preceded by a fair disciplinary enquiry. Where the action taken does not involve a formal enquiry, management may call the employee into an informal meeting at any time during working hours. The employee retains the right to defend the allegations and to be heard throughout the proceedings. Management is responsible for ensuring that all employees are made aware of the standards that are expected of them, company rules and regulations conditions of service and statutory requirements.

It is preferable that disciplinary action is taken as soon as possible after the alleged transgressions should be made to determine what level of disciplinary action necessary. An employee may request to be assisted in any counselling session or disciplinary process or enquiry by an employee representative of their choice who may participate in the proceedings.

As far as practical, similar offences committed in similar circumstances will be treated equally through the application of similar corrective measures of disciplinary action.

The underlying principles of the Disciplinary Code and Procedures are that the Disciplinary action must be substantively and procedurally fair, in that:

- A transgression is proven based on evidence and the Balance of Probability
- The severity of the disciplinary action is related to the level of misconduct
- The employee has the right to be advised of the charges and evidence against them
- The employee has the right to a fair hearing
- The right to call witnesses and present evidence in their favour
- The right to be assisted by an employee representative of their choice

Corrective or progressive discipline is endorsed, and efforts should be made to correct the employee's behaviour through a system of graduated disciplinary measures, depending on the nature of the misconduct.

The application of discipline may take the following steps, depending on the seriousness of the infringement or situation:

- Informal discussion and or advice
- Verbal warning: valid for 6 months
- Written warning: valid for 12 months
- Final written warning: valid for 12 months
- Dismissal pending the outcome of an enquiry

This Disciplinary code and these procedures are applicable to all employees at all levels within the company. The code and procedures may be amended from time to time to comply with business requirements and labour legislation.

It is not Rutongo's policy to accept resignation as alternative to disciplinary action. In cases where a staff member resigns, pending disciplinary action the required discipline will take place.

Suspension

In the event of suspension from duty being considered, the relevant Line Manager must contact the Human Resource manager to discuss events, which they believe warrants suspension before suspending the employee's services. Employees should only be suspended if there is reasonable apprehension that the employee will interfere with the employer's internal investigation or repeat the misconduct.

The staff member should be notified in writing about the reason for suspension and the alleged misconduct. The suspension will be on full pay pending the outcome of a disciplinary enquiry. The employee who is suspended will be required to leave Rutongo's premises but may be required to report back periodically.

Record keeping and documentation

Adequate records of all hearings and or enquiries and or disciplinary action must be kept. Completion of disciplinary forms and general recording of evidence is a crucial aspect of fairness. All documentary evidence will be of assistance should there be further disciplinary action. Subsequent disciplinary actions will be seriously undermined if the forms relating to earlier offences are inadequately completed or missing. A copy must be kept in the employee's personal file. All records of Disciplinary enquiries must be returned to Human Resources.

Stages in the procedure

Informal procedure: Counselling

An immediate superior will normally deal with minor misconduct with a view to preventing further similar offences, by cautioning the employee concerned in a counselling session. A discussion will take place where an employee's conduct is considered unacceptable, i.e. for minor breaches of discipline, and where the

manager considers further steps to be unnecessary at that stage. An employee must be offered the right to have an employee representative present.

Verbal warning

Although the warning is termed and is considered a Verbal Warning, it should be recorded on the Employee's file, for record purposes. The verbal warning should make the employee aware that further misconduct could lead to formal and more severe disciplinary action. The form should contain the details of the caution as well as the date it was handed out. Verbal warnings remain valid for up to 6 months.

The procedure for a verbal warning is as follows:

- An informal disciplinary conversation takes place between manager and employee.
- The employee must be offered the right to have an employee representative present.
- The manager informs the employee of their infringement
- The employee is given the opportunity to state their case during the meeting
- The manager advises the employee of the expected corrective action and the consequences should the employee fail to alter their conduct.
- The manager completes a Record of Verbal Warning Form.
- The employee is required to acknowledge receipt of the verbal warning form. Should the employee refuse to acknowledge receipt, then the signature of a witness must be obtained, confirming that the verbal warning was handed to the employee concerned.
- A copy of this verbal warning must be handed to the employee and a copy sent to Human Resources.

Formal procedure: Written warning

A written warning is issued once a verbal warning has failed to produce improvement and the employee commits the same or similar offence, or the nature of the offence is such that a written warning is warranted in the first instance.

The Procedure for a written warning, is as follows:

- A formal discussion takes place between the manager and the employee.
- The employee must be offered the right to have an employee representative present
- The manager informs the employee of their infringement
- The employee is given the opportunity to state their case during the meeting
- The manager hands the employee a written warning indicating the nature of the offence, the date committed and any relevant information
- The employee is required to acknowledge receipt of the warning letter.
- Should the employee refuse, then the signature of a witness must be obtained, confirming that the warning letter was handed to the employee concerned.

- The signing of a warning indicates acknowledgement that the warning has been received. It does not imply an admission of guilt.
- A written warning is valid for 12 months

Final written warning

A final written warning may be used when a further breach of discipline has occurred while an employee has relevant and valid written warnings on record, or a less serious warning is considered inadequate because of the type of misconduct.

An employee who is on a final warning for any offence, and who then commits a similar offence may then be subject to a Disciplinary Hearing, pending dismissal.

Consolidated Final Written Warning

A consolidated final written warning may be given when a further breach of discipline has been committed while an employee has a final written warning on record. A consolidated final written warning will remain valid for 12 (twelve) months from the date of issue.

Disciplinary Enquiry

In the event of it being alleged that an employee has committed an offence, which could lead to dismissal, or has exhausted the steps in this Disciplinary Code through accumulation of valid warnings, Rutongo has the right to convene a Disciplinary Enquiry. A member of management may recommend that an Enquiry be convened against any Employee where there is valid evidence that the Employee has infringed the terms and conditions of their employment or any statutory law. The Human Resources Manager must approve the convening of a disciplinary enquiry. Depending on the severity of the offence, the Employee may be suspended from duty pending the outcome of the Enquiry. In such cases, the employee is not permitted to attend work until the Enquiry takes place. Suspension is on full pay and employees should only be suspended where there is a reasonable apprehension that the employee will interfere with the employer's internal investigation or repeat the misconduct. Suspension means that the employee should be available to be called to the work place at any time during business hours. An employee, who is accused of misconduct or poor performance, must be given an opportunity to account for their behaviour. The onus on proving the employee's misconduct lies with the management.

The employee has the right to:

- Be informed of the nature of the offence or misconduct with relevant particulars of the charge at least 48 hours prior to the enquiry taking place
- Be given adequate notice, in writing prior to the enquiry
- Representation by a co-worker, if required
- Call witnesses

- Hear evidence and cross-examine any witness
- Respond to all allegations by way of verbal, documentary or other evidence to be presented at the enquiry
- Have an interpreter (if requested)
- Have previous service and other mitigating factors considered
- Be advised of the penalty imposed

Should the chairperson of the disciplinary hearing find the accused guilty, and decided on as sanction of dismissal, a termination letter must be issued to the employee. The employee must be paid up until the last day worked.

No dismissal may take place without a proper enquiry being convened in accordance with this Code and Procedure. It should be noted that other offences, which are not specifically listed in the Guideline, could result in termination of employment should they occur and re-occur over time, despite counselling, guiding, training and other methods used to correct undesirable behaviour.

The dictum of "ignorance of this procedure is no excuse" will apply to all employees i.e. it is the employees' responsibility to familiarise themselves with the document.

Hearing in Absentia

Should a staff member fail to arrive at a hearing after having been given timeous notice, the hearing will be held in their absence. All of the procedures, as if the employee were present, must be followed. The employee will be informed in writing, by registered mail or personal delivery, of the outcome of the hearing. In the event that the employee is unable to attend the hearing on the notified date and time, due to ill health or any legal restraint preventing the employee from attending, a doctors or other legal certificate stating the reason for non attendance must be submitted by the employee. The chairperson must then reconvene the hearing, given the employee at least 48 (forty eight) hours notice from the time of their return to duty.