



**CODE OF ETHICS &  
BUSINESS STANDARDS**

## CODE OF ETHICS & BUSINESS STANDARDS

Dear Centum Colleague,

Integrity is one of Centum's core value and guiding principle for how we approach our work, business relationship, decisions and actions. Integrity means steadfast adherence to a strict moral or ethical code. Here at Centum, we live this value by following our Code of Conduct, doing what we say we are going to do and always conducting our business according to the highest ethical and legal standards.

Our Code of Business Conduct sets the standard for all Centum Employees and outlines the fundamental requirements for how we conduct business. It is not a compilation of company policies and procedures, but provides a practical overview of Centum's principles.

I urge you to read the code of the business conduct carefully. If you have questions, consult with our Human Resource office. If you are a manager understand that you are responsible for helping to ensure that those who report to you understand and act in accordance with the code.

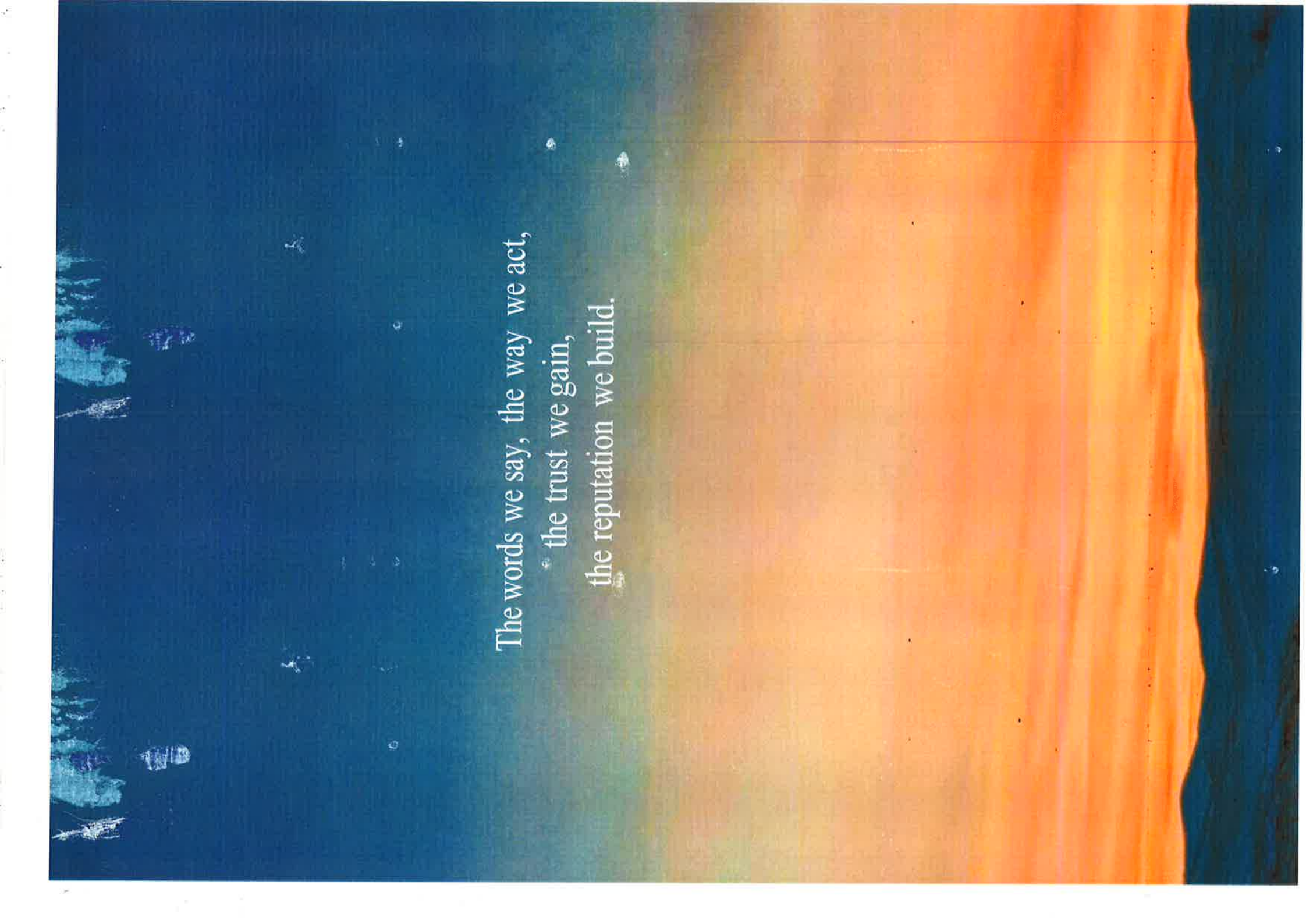
Each of us is accountable for our own actions. We are responsible for being honest and treating people fairly; for understanding the laws that apply to our work and asking questions when we do not; and for speaking up when we suspect unethical or illegal behavior or behaviors that are inconsistent with our standards.

I am proud that Centum stands by the principles outlined in this code of Business Conduct. I trust that you will join me in living up to these principles everyday.

Best Regards

**James Mworira**

Managing Director

A photograph of a sunset over a body of water. The sky is a gradient of colors from deep blue on the left to bright orange and yellow on the right. The water in the foreground is dark blue with some whitecaps. In the background, there is a dark silhouette of a forest. The text is centered in the middle of the image.

The words we say, the way we act,  
the trust we gain,  
the reputation we build.

# Code of Ethics

## **Integrity**

At Centum we place the integrity of the investment profession and the rules governing the company and the capital markets above personal interests. We always conduct ourselves in a way that protects the company's reputation.

## **Diligence**

At Centum employees use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions and engaging in other professional activities.

## **Responsibility**

We live our values by being responsible and accountable for our actions. We exercise due care in observing all laws applicable in the countries in which we operate, deal fairly with all parties and promote the good of the society and environment.

# Business Standards

## 1. Professionalism

### a. Knowledge of the Law

We understand and comply with all applicable laws, rules and regulations of any government, regulatory organization, licensing agency or professional association governing our professional activities. In the event of conflict, we comply with the stricter law, rule or regulation. We do not knowingly participate or assist in any violation of laws, rules or regulations.

### b. Independence and Objectivity

We use reasonable care and judgment to achieve and maintain independence and objectivity when acting for the company's interests. Employees do not offer, solicit, or accept any gift, benefit, compensation, or consideration that could reasonably be expected to compromise their own or another's independence and objectivity.

### c. Misrepresentation

We do not knowingly make any misrepresentations relating to investment analysis, recommendations, actions, performance or other corporate or professional activities.

### d. Misconduct

We do not engage in any professional misconduct involving dishonesty, fraud, or deceit, or commit any act that reflects adversely on professional reputation, integrity or competence.

## 2. Integrity of Capital Markets

### a. **Material Non Public Information**

Employees who possess material non-public information that could affect the value of the company's securities do not disclose the information to any person or entity unless required by a court of law.

### b. **Insider trading**

Employees who possess material non-public information about the company's securities and portfolio investments (including potential portfolio investments under review) do not trade or cause others to trade based on this information.

### c. **Market Manipulation**

We do not engage in practices or transactions that distort prices or artificially inflate trading volumes of our own or other securities with the intention of misinforming or misleading market participants.

### **3. Duties to the Company**

#### **a. Loyalty**

Employees act for the benefit of the company and do not deprive the company of the advantage of their skills and abilities, divulge trade secrets or otherwise cause harm to the company.

#### **b. Preservation of Confidentiality**

We maintain privacy and confidentiality of all information unless:

- i. The information pertains to illegal activities within the company;
- ii. Disclosure is required by law; or
- iii. The company has authorized disclosure of the information.

#### **c. Additional Compensation Arrangements**

Employees do not accept gifts, benefits, compensation or consideration that competes with, or might reasonably be expected to create a conflict of interest with, the company's interest unless they have the written consent of all parties involved.

#### **d. Supervisory Responsibility**

Managers have additional responsibility to make reasonable efforts to detect and prevent violations of applicable laws, rules and regulations by anyone subject to their supervision or authority.



## 4. Investment Operations

### a. Diligence and Reasonable Basis

As we conduct the investment operations, we:

- i. Exercise diligence, independence, and thoroughness in analyzing investments, making investment recommendations, and taking investment actions.
- ii. Ensure we have a reasonable and adequate basis, supported by appropriate research and investigation, for any investment analysis, recommendation, or action.

### b. Transparency

When communicating investment performance information to investors and the general public, we make reasonable efforts to ensure that the information is fair, accurate and complete

### c. Record Retention

We develop and maintain appropriate records to support our investment analysis, recommendations, actions and other investment-related communications with investors and the general public.

## 5. Conflicts of Interest

### a. Disclosure of conflicts

Employees are individually responsible to make a full and fair disclosure of all matters that could reasonably be expected to impair their independence and objectivity or interfere with their duties to the company.

### b. Priority of Transactions

Investment transactions for the company take priority over investment transactions in which an employee is the beneficial owner, so that personal transactions do not adversely affect the company.

### c. Trading with the Company

Employees transact with the company at arm's length, and refrain from trading with the company if the company would be commercially disadvantaged by the transaction, or if its reputation would suffer as a result of the transaction.

# Potential Violations of Centum Code of Ethics and Business Standards and Related Sanctions

Employees should be aware that violations of the Code of Ethics and Business Standards may culminate in sanctions being applied by the company to the individuals involved, in addition to external sanctions that may be imposed by law. It is very important that employees be especially familiar with situations and activities that may constitute a violation. The list below is not exhaustive.

Ethics	Example of Violation	Sanction
Integrity	<ul style="list-style-type: none"> <li>• Any activity that contravenes the Memorandum and Articles of Association</li> <li>• Any activity that contravenes the Capital Markets Act (Cap 485A) and associated amendments and regulations</li> <li>• Any activity that damages the company's public reputation</li> <li>• Misappropriating company assets, finances and resources</li> </ul>	Dismissal
Diligence	<ul style="list-style-type: none"> <li>• Making any investment unsupported by thorough research and investigation</li> <li>• Misrepresenting or falsifying investment research findings to justify an investment</li> <li>• Disregarding professional advice without reasonable basis</li> </ul>	Censure Suspension

CODE OF ETHICS & BUSINESS STANDARDS

<p>Responsibility</p>	<ul style="list-style-type: none"> <li>• Bribery or corruption</li> <li>• Fraud</li> <li>• Sexual harassment or public indecency</li> <li>• Violence</li> <li>• Racial, ethnic or religious discrimination</li> <li>• Violation of environmental regulations</li> <li>• Antitrust violations</li> </ul>	<p>Dismissal</p>
<p>Professionalism.</p>	<ul style="list-style-type: none"> <li>• Knowingly violating or encouraging others to violate applicable laws, regulations, rules or professional ethics, or failing to dissociate from the violations of others</li> <li>• Acceptance of money, gifts, benefits, securities or other external compensation that compromises independence and objectivity</li> <li>• Plagiarism in preparation of investment research and recommendations and in all forms of communication</li> <li>• Any professional misconduct, including dishonesty, fraud or deceit</li> </ul>	<p>Censure Suspension Dismissal</p>



CODE OF ETHICS & BUSINESS STANDARDS

<p>Integrity of capital markets</p>	<ul style="list-style-type: none"> <li>• Unauthorized disclosure of material nonpublic information about the company or its portfolio investments</li> <li>• Participating in or encouraging others to participate in insider trading</li> <li>• Front-running the company's trades</li> <li>• Cornering the market</li> <li>• Trading restricted securities</li> <li>• Unauthorised trading during quiet periods</li> <li>• Manipulating securities prices or trading volumes</li> <li>• Disseminating false market information or rumours</li> <li>• Voting the company's proxies without objective basis</li> <li>• Misusing derivative instruments including company stock grants or options</li> </ul>	<p>Dismissal</p>
<p>Duties to the company</p>	<ul style="list-style-type: none"> <li>• Misappropriating trade secrets</li> <li>• Misusing confidential information</li> <li>• Misappropriating confidential information</li> <li>• Misappropriating the company's business opportunities</li> <li>• Accepting unauthorized gifts, compensation, benefits or consideration</li> <li>• Violating employment contracts or non-compete agreements</li> <li>• Failing to exercise adequate supervisory authority</li> <li>• Failing to comply with company ethics, business standards, policies and procedure</li> </ul>	<p>Censure Suspension Dismissal</p>



**CODE OF ETHICS & BUSINESS STANDARDS**

<p>Investment operations</p>	<ul style="list-style-type: none"> <li>• Making Investments without objective research and reasonable basis</li> <li>• Misrepresenting or falsifying investment data, assumptions, calculations or conclusions</li> <li>• Misrepresenting or falsifying Investment performance</li> <li>• Misrepresenting or falsifying marketing material or public communications</li> <li>• Violating confidentiality agreements with external parties</li> <li>• Subverting internal controls and systems</li> <li>• Subverting or falsifying internal records, documents and communications</li> </ul>	<p>Censure Suspension Dismissal</p>
<p>Conflicts of interests</p>	<ul style="list-style-type: none"> <li>• Failing to disclose actual and potential conflicts of interest</li> <li>• Executing personal transactions at the expense of the company</li> <li>• Trading with the company where the company would be commercially disadvantaged by the transaction</li> <li>• Trading with the company where the appearance of conflict cannot be avoided</li> </ul>	<p>Censure Suspension Dismissal</p>



**Adopted by the Board**

CHAIRMAN ..... 

DATE ..... 22<sup>nd</sup> November, 2018 .....

**CODE OF ETHICS & BUSINESS STANDARDS**