

Takehashi Africa

Code of Conduct

This Code of Conduct is one of the ways we put Kakehashi Africa's values into practice. It's built around the recognition that everything we do in connection with our work at Kakehashi Africa (referred to as "KA" for the remainder of this document) will be, and should be, measured against the highest possible standards of ethical business conduct. We set the bar that high for practical as well as aspirational reasons: Our commitment to the highest standards helps us to attract great people and establish valuable partnerships. Respect for our members, for our partners, for the opportunity, and for each other are foundational to our success, and are something we need to support every day.

So please do read the Code, and follow both in spirit and letter, always bearing in mind that each of us has a personal responsibility to incorporate, and to encourage other KA members to incorporate, the principles of the Code and values into our work. And if you have a question or ever think that one of your fellow members or the organisation as a whole may be falling short of our commitment, don't be silent. We want – and need – to hear from you.

Applicability

The Code is applicable to ALL members of the organisation. Failure to adhere to the code will result in disciplinary action, which may include termination of membership and/or tenure of office. Moreover, while the Code is specifically written for KA members and the executive team, we expect KA contractors, consultants, and others who may be temporarily assigned to perform work or services for KA to follow the Code in connection with their work for us. Failure of a KA contractor, consultant, or other covered service provider to follow the Code can result in termination of their relationship with KA.

What If I Have a Question or Concern?

If you have a question or concern, don't just sit there. You can contact your branch representative, or the Executive Management (referred to as "EM" for the remainder of this document). You can also submit a question or raise a concern of a suspected violation of our Code or any other KA policy via the Ethics email. Finally, if you believe a violation of law has occurred, you can always raise that through the Ethics email or with a government agency.

Prompt Internal Reporting of Violations of the Code

KA's Executive Management is responsible for applying this Code to specific situations in which questions may arise and has the authority to interpret this Code in any particular situation. A member, who becomes aware of any existing or potential violation of this Code, is required to notify the EM. Failure to do so is itself a violation of this Code. To encourage reporting of violations, the Organisation will not retaliate, or permit retaliation, for reports made in good faith.

KA prohibits retaliation against any member here who reports or participates in an investigation of a possible violation of our Code, policies, or the law. If you believe you are being retaliated against, please contact the Ethics Committee.

Accountability for Adherence to the Code

KA's Ethics Committee shall take all action it considers appropriate to investigate any reported violations of this Code. If a violation has occurred, Executive Management will take such disciplinary or preventive action as it deems appropriate, after consultation with the Ethics Committee. In doing so, the Organisation will follow the following procedures:

- Violations and potential violations will be reported to the Ethics Committee.
- The Executive Management will, with the assistance of the Legal Head (if available), investigate all violations or potential violations reported to it.
- If the Organisation's Ethics Committee determines that a material violation has occurred, it will inform the Executive Management. Otherwise the Ethics Committee will consider whether, in light of all relevant facts and circumstances, the violation warrants disciplinary or preventive action and, if so, will take such measures as it deems appropriate.
- Upon being notified that a material violation has occurred, the Executive Management will take such disciplinary or preventive action as it deems appropriate, up to and including dismissal or, in the event of criminal or other serious violations of law, notification of the appropriate law enforcement authorities.

Any changes to or waivers of this Code will, to the extent required, be promptly disclosed as provided by the rules and regulations applicable to KA.

Privacy and Security

Organisational secrets and other confidential information must be treated in confidence and must be protected from onward transmission to unauthorised persons. Members who have access to organisational secrets and confidential information relating to KA or other organisations must not pass such information to third parties (including family and friends), nor should they use such information for non-KA purposes and/or individual profit.

Always remember that we are asking members to trust us with their personal information. Preserving that trust requires that each of us respect and protect the privacy and security of that information. Our security procedures strictly limit access to and use of users' personal information, and require that each of us take measures to protect member data from unauthorised access. Know your responsibilities under these procedures, and collect, use, and access any member's personal information only as authorised by Executive Management.

Responsiveness

Part of being useful and honest is being responsive: We recognise relevant member feedback when we see it, and we do something about it. We take pride in responding to communications from our members, whether questions, problems, or compliments. If something is broken, fix it.

Applicable to both internal and external stakeholders, except where noted.

- Interactions shall be done in a courteous and professional manner.

- Requests will be listened to effectively and the necessary actions should be taken within **48 hours**.
- We will work to resolve issues with fellow members and management members by discussing problems directly and working toward agreed upon solutions. If an agreement cannot be reached, the case should be escalated to a superior.
- We will hold ourselves and others accountable for addressing inappropriate comments and behaviour.
- We shall be mindful of the time-zone when contacting someone.
 - The time-zone should always be mentioned in internal communications.
- We shall end all encounters in a courteous and professional manner.

Discrimination

Every member has the right to fair, polite and respectful treatment by both internal and external stakeholders. No one may be harassed, discriminated or, without justified reason, placed at a disadvantage on account of sex, race, caste, colour of skin, nationality, political inclinations, age, physical constitution or outward appearance.

Every member is obliged to respect the personal sphere of other members. Sexual harassment is prohibited.

Harassment, Discrimination, and Bullying

KA prohibits discrimination, harassment and bullying in any form – verbal, physical, or visual. If you believe you've been bullied or harassed by anyone in KA, or a partner of KA, we strongly encourage you to immediately report the incident to the Management member most closely related to your department. Similarly, management members who learn of any such incident should immediately report it to the COO. The COO will promptly and thoroughly investigate any complaints and take appropriate action.

Conflicts of Interest

When you are in a situation in which competing loyalties could cause you to pursue a personal benefit for you, your friends, or your family at the expense of KA or our members, you may be faced with a conflict of interest. All of us should avoid conflicts of interest and circumstances that reasonably present the appearance of a conflict.

When considering a course of action, ask yourself whether the action you're considering could create an incentive for you, or appear to others to create an incentive for you, to benefit yourself, your friends or family, or an associated business at the expense of KA. If the answer is "yes," the action you're considering is likely to create a conflict of interest situation, and you should avoid it.

Additionally, KA will not engage with political parties, nor contribute towards promoting political parties' interests.

KA Partners

Just as you are careful not to disclose confidential KA information, it's equally important not to disclose any confidential information from our partners. Don't accept confidential

information from other companies without first having all parties sign an appropriate Non-Disclosure Agreement approved by Legal. Even after the agreement is signed, try only to accept as much information as you need to accomplish your business objectives.

External Communications

You probably know that our policy is to be extremely careful about disclosing confidential proprietary information. Consistent with that, you should also ensure your outside communications (including online and social media posts) do not disclose confidential proprietary information or represent (or otherwise give the impression) that you are speaking on behalf of KA unless you're authorised to do so by the organisation. The same applies to communications with the press. Finally, check with the Marketing Officer before accepting any public speaking engagement on behalf of the organisation.

Financial Integrity and Responsibility

Financial integrity and fiscal responsibility are core aspects of corporate professionalism. This is more than accurate reporting of our financials, though that's certainly important. The money we spend on behalf of KA is not ours; it belongs to the organisation. Each person at KA – not just those in Finance – has a role in making sure that money is appropriately spent, our financial records are complete and accurate, and internal controls are honoured. This matters every time we pay for a new platform, expense something to KA, sign a new service-level agreement, or enter into any deals on KA's behalf.

To make sure that we get this right, KA maintains a system of internal controls to reinforce our compliance with legal, accounting, tax, and other regulatory requirements in every location in which we operate.

Stay in full compliance with our system of internal controls, and don't hesitate to contact Ethics or the relevant financial management member if you have any questions.

Signing a Contract

Each time you enter into a transaction on KA's behalf, there should be documentation recording that agreement, approved by the Executive Management.

All contracts at KA should be in writing and should contain all of the relevant terms to which the parties are agreeing – KA does not permit "side agreements," oral or written.

Conclusion

KA aspires to be a different kind of non-profit organisation. It's impossible to spell out every possible ethical scenario we might face. Instead, we rely on one another's good judgment to uphold a high standard of integrity for ourselves and our organisation. We expect all KA members to be guided by both the letter and the spirit of this Code. Sometimes, identifying the right thing to do isn't an easy call. If you aren't sure, don't be afraid to ask questions to management members, Legal or Ethics.