
CODE OF CONDUCT, ETHICS & DISCIPLINARY PROCEDURE

1. PURPOSE

Forhill Limited is committed to maintaining the highest standards of integrity, professionalism, accountability, safety and ethical conduct in all its business activities.

This Code of Conduct, Ethics & Disciplinary Procedure establishes:

- The standards of behaviour expected from all Team Members.
- The ethical principles governing business conduct.
- The Company's expectations regarding compliance, confidentiality, HSE and professional behaviour.
- The process for reporting and investigating alleged misconduct.
- The principles governing disciplinary action.
- The rights and responsibilities of employees during disciplinary proceedings.
- The process for appeal and corrective action.

The purpose is to promote a workplace characterised by integrity, respect, safety, accountability, professionalism and continual improvement.

2. SCOPE

This Procedure applies to all persons working for or representing Forhill Limited, including:

- Permanent employees.
- Probationary employees.
- Temporary employees.
- Interns.
- Directors and officers.
- Consultants.
- Contractors.
- Project personnel.
- Representatives acting on behalf of the Company.

Where contractual or statutory requirements impose additional obligations, those requirements shall also apply.

3. FORHILL LIMITED CORE VALUES

All Team Members are expected to demonstrate the Company's core values.

3.1 Integrity

Act honestly, ethically and transparently.

3.2 Excellence

Strive for quality, professionalism and continual improvement.

3.3 Safety and Security

Prioritise the protection of people, assets, information and the environment.

3.4 Respect and Inclusion

Treat colleagues, customers, contractors and other stakeholders with dignity and fairness.

3.5 Innovation and Sustainability

Promote responsible innovation and sustainable business practices.

3.6 Accountability

Take responsibility for decisions, actions and results.

3.7 Teamwork

Work collaboratively to achieve common objectives.

4. GENERAL CODE OF CONDUCT

Every Team Member shall:

1. Act honestly and professionally.
2. Comply with Company policies and procedures.
3. Comply with applicable laws and regulatory requirements.
4. Protect Company property and information.
5. Protect client information and confidentiality.
6. Observe HSE requirements.
7. Treat colleagues and stakeholders respectfully.
8. Avoid conflicts of interest.
9. Report suspected misconduct.
10. Cooperate with authorised investigations.
11. Maintain professional standards when representing Forhill Limited.
12. Take responsibility for their actions and decisions.

5. COMPLIANCE WITH LAWS AND REGULATIONS

Team Members shall comply with applicable Nigerian laws, regulations, contractual obligations and Company policies relevant to their duties.

Particular attention shall be given to applicable requirements relating to:

- Employment and labour.
- Anti-bribery and corruption.
- Data protection and privacy.
- Health and safety.
- Environmental protection.
- Financial and commercial activities.
- Security operations.
- Procurement.
- Confidentiality.
- Professional licensing and certification.

Prohibited conduct includes, but is not limited to:

- Bribery.
- Corruption.
- Fraud.
- Theft.

- Embezzlement.
- Money laundering.
- Discrimination.
- Harassment.
- Deliberate violation of applicable safety requirements.

6. CONFLICTS OF INTEREST

Team Members shall avoid situations where personal interests conflict, or appear to conflict, with the interests of Forhill Limited.

Potential conflicts may involve:

- Family relationships.
- Personal businesses.
- Financial interests.
- Suppliers.
- Customers.
- Competitors.
- Contractors.
- Recruitment decisions.
- Procurement decisions.

Any actual, potential or perceived conflict of interest shall be promptly disclosed to the Line Manager and/or Admin. HRQ Manager.

Where appropriate, the Company may require the employee to complete a **Conflict of Interest Declaration Form**.

The Company shall determine appropriate measures to manage the conflict.

7. GIFTS, HOSPITALITY AND ANTI-CORRUPTION

Team Members shall not offer, request, solicit or accept anything of value intended to improperly influence a business decision.

Gifts and hospitality must be:

- Reasonable.
- Modest.
- Transparent.
- Appropriate to the business relationship.
- Consistent with Company policy.
- Free from any expectation of improper influence.

Cash or cash equivalents shall not be accepted as business gifts.

Any gift above twenty thousand Naira (#20,000) shall be disclosed to Management and recorded in the appropriate register.

No employee shall receive:

- Kickbacks.

- Secret commissions.
- Undisclosed supplier incentives.
- Personal payments from customers or vendors.
- Benefits intended to influence procurement or contract decisions.

8. CONFIDENTIALITY AND DATA PROTECTION

Team Members may have access to sensitive Company and client information.

Confidential information includes, but is not limited to:

- CCTV footage.
- Access-control information.
- Vehicle-tracking data.
- Security reports.
- Client information.
- Alarm information.
- Smart-home configurations.
- Passwords and access credentials.
- Technical drawings.
- System configurations.
- Commercial information.
- Employee records.
- Financial information.

Team Members shall:

- Protect confidential information.
- Access information only when authorised.
- Use information only for legitimate business purposes.
- Prevent unauthorised disclosure.
- Follow applicable data-protection requirements.
- Report suspected information-security breaches immediately.

Employees shall not photograph, copy, download, transmit, publish or disclose confidential client information without proper authorisation.

A serious breach of confidentiality or unauthorised disclosure of sensitive client information shall constitute serious or gross misconduct.

9. USE OF COMPANY PROPERTY AND RESOURCES

Company property shall be used responsibly and primarily for legitimate business purposes.

Company resources include:

- Vehicles.
- Tools.
- Equipment.
- Computers.
- Mobile devices.
- Software.
- Security systems.
- Demonstration equipment.

- Company funds.
- Fuel.
- Internet and communication systems.

Team Members shall:

- Protect Company property from loss or damage.
- Use equipment appropriately.
- Report loss, theft or damage promptly.
- Not use Company resources for unauthorised purposes.
- Return Company property when requested or upon leaving the Company.

10. COMMUNICATION, IT AND SOCIAL MEDIA

Team Members shall communicate professionally and responsibly.

Employees shall not:

- Publish confidential Company information.
- Disclose client information.
- Publish sensitive security information.
- Misrepresent the Company's position.
- Use Company information for personal benefit.
- Make unauthorised public statements on behalf of Forhill Limited.

Only authorised persons shall formally represent Forhill Limited in public communications.

Employees using personal social-media accounts shall ensure that confidential Company or client information is not disclosed.

Nothing in this provision shall prevent employees from exercising lawful rights to raise genuine workplace concerns through appropriate channels.

11. HEALTH, SAFETY AND ENVIRONMENT

Safety is a fundamental requirement of Forhill Limited's operations.

Team Members shall:

- Follow applicable HSE procedures.
- Use required PPE.
- Report hazards, incidents and near misses.
- Follow safe systems of work.
- Use equipment correctly.
- Follow electrical safety procedures.
- Follow working-at-height requirements.
- Observe emergency procedures.
- Follow applicable environmental controls.

Employees shall not knowingly undertake safety-critical work without the required competence, authorisation, equipment or safe system of work.

Substance abuse while on duty is prohibited.

Serious or deliberate violation of HSE requirements may constitute misconduct.

12. WORKPLACE RESPECT AND EQUAL OPPORTUNITY

Forhill Limited is committed to maintaining a workplace free from:

- Discrimination.
- Sexual harassment.
- Bullying.
- Victimisation.
- Intimidation.
- Workplace violence.
- Retaliation.
- Abuse of authority.

All Team Members shall treat colleagues, clients, contractors and stakeholders with dignity and respect.

Complaints shall be handled confidentially and investigated appropriately.

Retaliation against a person who makes a genuine complaint or report in good faith is prohibited.

13. FAIR COMPETITION AND PROCUREMENT

Team Members involved in procurement or commercial activities shall act fairly, objectively and transparently.

Suppliers shall be evaluated based on appropriate criteria including:

- Quality.
- Capability.
- Price.
- Reliability.
- Compliance.
- Delivery capability.
- Relevant experience.

Employees shall not:

- Accept kickbacks.
- Manipulate procurement processes.
- Favour suppliers for personal benefit.
- Conceal conflicts of interest.
- Receive undisclosed commissions.

Procurement decisions shall comply with applicable Company procedures.

14. PROFESSIONAL CONDUCT

Employees are expected to:

- Be punctual.

- Follow lawful instructions.
- Perform assigned duties diligently.
- Maintain professional appearance appropriate to their role.
- Communicate respectfully.
- Protect Company reputation.
- Maintain appropriate workplace behaviour.
- Cooperate with colleagues.
- Maintain required professional competence.

15. REPORTING VIOLATIONS AND WHISTLEBLOWING

Team Members are encouraged to report suspected:

- Fraud.
- Theft.
- Bribery.
- Harassment.
- Safety violations.
- Data breaches.
- Conflicts of interest.
- Serious misconduct.
- Other violations of this Code.

Reports may be made through appropriate Company channels, including:

- Line Manager.
- Admin. HRQ Manager.
- Managing Director.
- Other authorised reporting channels established by the Company.

Anonymous reporting may be permitted where appropriate.

Forhill Limited prohibits retaliation against individuals who make genuine reports in good faith.

False or malicious allegations made deliberately may themselves constitute misconduct.

16. MISCONDUCT CLASSIFICATION

Forhill Limited shall generally classify misconduct into three categories.

16.1 Minor Misconduct

These shall include:

- Unauthorised lateness.
- Minor procedural breaches.
- Minor unprofessional behaviour.
- Excessive personal use of Company resources.
- Minor failure to follow administrative procedures.

16.2 Serious Misconduct

These shall include:

- Repeated minor misconduct.
- Serious negligence.
- Insubordination.
- Harassment.
- Falsification of records.
- Serious breach of confidentiality.
- Serious violation of Company procedures.
- Repeated failure to comply with reasonable instructions.

16.3 Gross Misconduct

These shall include:

- Theft.
- Fraud.
- Bribery.
- Serious corruption.
- Fighting or violence.
- Intoxication while on duty.
- Gross negligence resulting in serious loss or injury.
- Serious unauthorised disclosure of sensitive client information.
- Sabotage.
- Serious cybersecurity or system-security violations.
- Serious deliberate HSE violations.
- Serious criminal conduct affecting employment.

The classification of an offence shall take account of the facts, circumstances, severity, intent, consequences and employee history.

17. PRINCIPLES OF DISCIPLINARY ACTION

Disciplinary action shall be guided by:

Fairness

Employees shall be given an opportunity to respond to allegations.

Consistency

Similar cases should be treated consistently, taking account of relevant circumstances.

Proportionality

The disciplinary response should reflect the seriousness of the misconduct.

Due Process

The Company shall follow the established investigation and hearing procedure.

Confidentiality

Disciplinary matters shall be handled discreetly.

Documentation

Relevant decisions and evidence shall be appropriately recorded.

Right of Appeal

Employees shall have an opportunity to appeal disciplinary decisions in accordance with this Procedure.

18. DISCIPLINARY PROCESS

The standard disciplinary process shall be:

Allegation/Report



Preliminary Review



Investigation



Written Notification of Allegations



Employee Response



Disciplinary Hearing



Decision



Disciplinary Action / Corrective Action



Right of Appeal



Record & Follow-Up

Not every case will necessarily require every stage where the circumstances or seriousness of the matter justify a different lawful approach.

19. PRELIMINARY REVIEW

When an allegation is received, the Line Manager and/or Admin. HRQ Manager shall conduct an initial review to determine:

- What is alleged.
- Whether the allegation falls within Company procedures.
- Whether immediate protective measures are required.
- Whether an investigation is necessary.
- Who should conduct the investigation.

Where appropriate, Management may restrict access to systems, premises, equipment or information to protect people, evidence or Company assets.

20. INVESTIGATION

An investigation may include:

- Reviewing documents.
- Reviewing CCTV or system records where authorised.
- Reviewing electronic records.

- Interviewing relevant persons.
- Obtaining written statements.
- Reviewing incident reports.
- Examining physical evidence.
- Reviewing relevant policies and procedures.

Investigations shall seek to establish facts objectively.

Employees are expected to cooperate with authorised investigations.

21. NOTICE OF ALLEGATIONS

Where formal disciplinary action is contemplated, the employee shall normally receive written notification of:

- The allegation.
- The relevant policy or standard.
- The known facts forming the basis of the allegation.
- The date, time and venue of the hearing where applicable.
- The employee's opportunity to respond.

The Company shall provide reasonable opportunity for the employee to prepare a response.

22. DISCIPLINARY HEARING

The employee shall be given an opportunity to:

- Hear or understand the allegation.
- Present an explanation.
- Provide relevant evidence.
- Identify relevant witnesses where appropriate.
- Respond to evidence presented.
- Ask reasonable questions relating to the allegation.

Where permitted by Company policy and applicable requirements, the employee may be accompanied by a colleague.

A written record of the hearing shall be maintained.

23. DISCIPLINARY DECISION

Following the investigation and hearing, the authorised decision-maker shall determine the appropriate outcome.

Possible outcomes include:

- No further action.
- Counselling.
- Verbal warning.
- Written warning.
- Final written warning.
- Additional training.
- Performance improvement measures.
- Suspension where appropriate.
- Other corrective action.
- Termination or dismissal where justified.

The decision should be communicated in writing with appropriate reasons.

24. DISCIPLINARY SANCTIONS

The Company may apply progressive discipline where appropriate.

Stage	Possible Action
1	Informal counselling / documented verbal warning
2	Formal written warning
3	Final written warning
4	Suspension or other appropriate corrective action
5	Termination/dismissal where justified

The stages are not necessarily automatic. The appropriate sanction shall depend on the seriousness and circumstances of the case.

Gross misconduct may justify dismissal without progression through all stages, subject to due process and applicable requirements.

25. SUSPENSION

Suspension may be considered where necessary to:

- Protect the integrity of an investigation.
- Protect employees or clients.
- Protect Company property.
- Prevent interference with evidence.
- Manage significant workplace risks.

Suspension shall be authorised by the appropriate Management authority.

The terms and duration of suspension shall be determined in accordance with the employee's contract, applicable law and Company policy.

Suspension shall not automatically be regarded as proof of misconduct.

26. POOR PERFORMANCE

Poor performance shall normally be managed separately from misconduct.

Where an employee is willing but unable to meet required performance standards, the Company may implement a **Performance Improvement Plan (PIP)**.

The PIP may specify:

- Performance deficiencies.
- Required standards.
- Support and training.
- Performance targets.
- Review dates.
- Duration.
- Consequences of failure to improve.

Where poor performance results from deliberate refusal to perform duties or comply with reasonable instructions, the matter may be considered under the disciplinary process.

27. RIGHT OF APPEAL

An employee may appeal a disciplinary decision within **five working days**, unless otherwise specified in the decision letter or applicable Company procedure.

An appeal should identify the grounds, which may include:

- New evidence.
- Material factual error.
- Procedural irregularity.
- Disproportionate sanction.
- Conflict of interest.

Where practicable, an appeal shall be considered by an authorised person who was not directly responsible for the original decision.

The appeal decision shall be communicated in writing.

28. RECORD KEEPING

Admin. HRQ shall maintain appropriate confidential records relating to disciplinary matters.

Records may include:

- Complaint/allegation.
- Investigation records.
- Witness statements.
- Evidence.
- Employee response.
- Hearing notes.
- Decision letter.
- Disciplinary sanction.
- Appeal.
- Follow-up action.

Records shall be stored securely and accessed only by authorised persons.

Warnings shall be subject to the validity period stated in the relevant disciplinary communication, unless otherwise determined in accordance with applicable requirements.

29. CONFIDENTIALITY OF DISCIPLINARY MATTERS

Disciplinary proceedings shall be treated as confidential.

Employees involved in disciplinary proceedings shall not improperly disclose information concerning:

- Investigations.
- Witnesses.
- Evidence.
- Client information.
- Other employees' disciplinary matters.

Confidentiality requirements shall not prevent lawful reporting or legitimate participation in an investigation or appeal.

30. TRAINING AND AWARENESS

All Team Members shall receive appropriate training on this Code.

Training shall include:

- Code of Conduct.
- Ethics.
- Anti-bribery.
- Confidentiality.
- Data protection.
- HSE responsibilities.
- Workplace respect.
- Reporting mechanisms.
- Disciplinary procedures.

Training shall be provided:

- During onboarding.
- At appropriate intervals.
- Following significant policy changes.
- When required by identified risks or incidents.

Training attendance shall be recorded by Admin. HRQ.

31. ROLES AND RESPONSIBILITIES

31.1 Employees

Employees shall:

- Understand and comply with the Code.
- Attend required training.
- Report suspected violations.
- Cooperate with investigations.
- Maintain confidentiality.
- Follow Company policies.

31.2 Line Managers

Line Managers shall:

- Promote ethical behaviour.
- Address concerns promptly.
- Report suspected misconduct.
- Maintain appropriate documentation.
- Support investigations.
- Apply policies consistently.

31.3 Admin. HRQ Manager

The Admin. HRQ Manager shall:

- Maintain this Procedure.

- Provide HR guidance.
- Coordinate disciplinary processes.
- Maintain confidential records.
- Support investigations.
- Ensure procedural consistency.
- Coordinate employee training.
- Monitor disciplinary trends.
- Report significant HR risks to Management.

31.4 Management

Management shall:

- Provide leadership and oversight.
- Approve major disciplinary decisions.
- Ensure adequate resources.
- Promote ethical conduct.
- Review significant cases and trends.

32. DISCIPLINARY DECISION MATRIX

The following matrix provides guidance rather than an automatic sanction:

Conduct	Indicative Classification	Possible Action
Minor lateness	Minor	Counselling / warning
Repeated lateness	Serious	Written/final warning
Minor safety breach	Minor	Counselling/training
Serious safety violation	Serious/Gross	Appropriate disciplinary action
Insubordination	Serious	Written/final warning or stronger action
Harassment	Serious/Gross	Appropriate disciplinary action
Theft	Gross	May lead to dismissal
Fraud	Gross	May lead to dismissal
Bribery	Gross	May lead to dismissal
Serious confidentiality breach	Serious/Gross	Appropriate disciplinary action
Violence	Gross	May lead to dismissal
Deliberate sabotage	Gross	May lead to dismissal
Poor performance	Capability issue	PIP/training/coaching

The actual classification shall depend on the facts and circumstances of each case.

33. PROTECTION AGAINST RETALIATION

Forhill Limited prohibits retaliation against any Team Member who:

- Reports a concern in good faith.
- Participates in an investigation.
- Provides evidence.
- Raises a legitimate HSE concern.

- Reports suspected unethical conduct.

Retaliation may itself constitute misconduct.

34. FALSE OR MALICIOUS REPORTS

Forhill Limited encourages good-faith reporting.

However, deliberately making false, malicious or knowingly misleading allegations shall constitute misconduct.

A report shall not be considered malicious merely because it cannot ultimately be substantiated.

35. CONTINUAL IMPROVEMENT

Admin. HRQ shall periodically review:

- Disciplinary cases.
- Recurring misconduct.
- Employee complaints.
- HSE violations.
- Training gaps.
- Policy effectiveness.
- Audit findings.

Where recurring issues are identified, the Company may implement:

- Additional training.
- Process improvements.
- Policy changes.
- Supervisory interventions.
- Risk controls.
- Corrective and preventive actions.

36. RELATED DOCUMENTS AND FORMS

The following supporting documents shall be maintained as part of the Code of Conduct and Disciplinary system:

1. Gifts and Hospitality Register.
2. Disciplinary Incident Report Form.
3. Investigation Checklist.
4. Notice of Disciplinary Hearing.
5. Disciplinary Hearing Record.
6. Written Warning Template.
7. Final Warning Template.
8. Suspension Letter.
9. Performance Improvement Plan.
10. Appeal Form.
11. Disciplinary Action Register.
12. Employee Exit Clearance Form.
13. Whistleblowing/Concern Reporting Form.

37. DISCIPLINARY PROCESS FLOW

START



Allegation / Concern Reported



Preliminary Review



◇ **Is There a Case to Answer?**



NO → Close Matter / Record Outcome



YES



Investigation



Written Notification of Allegation



Employee Response



Disciplinary Hearing



◇ **Is Misconduct Established?**



NO → No Disciplinary Action / Close Case



YES



Determine Appropriate Action



◇ **Level of Misconduct?**



Minor → Counselling / Warning



Serious → Formal Disciplinary Action



Gross → Stronger Sanction / Possible Dismissal



Written Decision



◇ **Employee Appeals?**



NO → Implement Decision → Record & Close



YES → Appeal Review → Final Decision



Record & Follow-Up



END

38. EMPLOYEE ACKNOWLEDGEMENT

I acknowledge that I have received, read and understood the Forhill Limited Code of Conduct, Ethics & Disciplinary Procedure.

I understand that I am required to comply with the standards and requirements contained in this document and applicable Company policies.

I understand that failure to comply may result in disciplinary action.

Employee Name: _____

Employee ID: _____

Department: _____

Position: _____

Signature: _____

Date: _____

39. DOCUMENT APPROVAL

Prepared By:



Mr. Victor C. Philip, Admin. HRQ Manager
Date: January 01, 2026

Approved By:



Mr. Gogo Macaulay, Chief Executive Officer
Date: January 01, 2026

DOCUMENT CONTROL

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