

## 1.0 INTRODUCTION

First Pension Custodian Nigeria Limited (FPCNL) is committed to conducting business with the utmost level of integrity, transparency, and compliance with legal, ethical and regulatory standards. Our reputation and success as an organization is built upon this foundation as we strive to maintain our position as a leading organization.

We are committed to working with third-parties (suppliers, contractors, consultants and service provider) to promote responsible practices in general and throughout our operations. The company aims to ensure that all third-party vendors/suppliers acknowledge its values and share its commitment to conduct business in an ethical, legal and socially responsible manner.

The organization strongly believes that implementing a 'Code of Conduct' towards third party vendors will create value for all parties and this is a step to establishing a long-term sustainable relationship with partners and the societies where we operate.

We have a whistle blowing hotline and alternative channels for reporting misconduct and these channels provide anonymity to persons reporting. Where there is knowledge or suspicion of any misconduct, call the hotline **+234-2777849**, **+234-2777838** or send an email to [whistleblowing@firstpensioncustodian.com](mailto:whistleblowing@firstpensioncustodian.com) or electronically log on to [www.firstpensioncustodian.com](http://www.firstpensioncustodian.com) and click on the whistleblowing portal to report the misconduct or to the National Pension Commission (PenCom) at their email address [complaints@pencom.gov.ng](mailto:complaints@pencom.gov.ng)

This Code of Conduct applies to all entities with whom we do business. These include suppliers, contractors, sub-contractors, consultants, service providers, agents, sub-agent or sub-representative, technical partners and joint venture partners but for ease of reference will be interchangeably called "Third Party Vendors", "Third Parties" or "Suppliers" in this document.

## 2.0 CODE OF CONDUCT

### 2.1 Legal Compliance

In addition to this Code of Conduct, we expect third party vendors to respect all applicable laws and regulations and prevailing industry standards.

In the event that the standards set forth in this Code of Conduct conflicts with existing national laws and regulations or standards, third party vendors are expected to comply with the higher or more stringent requirements.

We expect third party vendors to address conflicts between this Code of Conduct and applicable laws and regulations to the organisation, so as to jointly establish the most appropriate course of action.

### 2.2 Responsible Business Behaviour

We expect our third party vendors to conduct business in an ethical and lawful manner and act with integrity and in compliance with all applicable laws including anti-trust laws.

### 2.3 Anti-Bribery and Corruption

Third party vendors are expected to avoid participation in or knowingly benefit from, any act of corruption, extortion or bribery. Consequently, third party vendors are not required to offer,

promise, authorize or give anything of value to our staff, Directors (Executive and Non-Executive), any public official in any country, or to any business partner, to gain improper business advantage of any kind. In addition, third party vendors are not to solicit or accept any form of bribe from any person.

Third party vendors shall be committed to operating lawfully, ethically and with integrity and shall not tolerate, permit or engage in any form of bribery or corruption. We adopt **a zero-tolerance approach** to bribery and corruption and committed to upholding related laws in our business dealings and relationships.

## 2.4 Policies Related to Gift

The company has an approved **Gift Policy and Procedures** to avoid business-related conflicts of interest, the appearance of a conflict of interest, and the need of its staff to examine the ethics of giving and acceptance. This further promotes transparency in the conduct of our business dealings with third parties.

The organisation prohibits its employees from soliciting for anything of value in any form, without proper disclosure. **Furthermore, cash gifts** are prohibited.

Exchange of gifts are occasionally recognized as common practices, however such gifts must not exceed a value of N50,000.00 (Fifty Thousand Naira). Gifts received with value above the allowable amount are required to be declared in line with the Gift Policy and Procedure.

## 3.0 HUMAN RIGHTS POLICY

### 3.1 Respect & Dignity

Third parties must be committed to treating their employees with respect and dignity. Employees shall not be threatened with or subjected to any form of harassment or inhumane treatment, including corporal punishment, threats of violence, or any other form of physical, sexual, psychological or verbal coercion, harassment or abuse.

### 3.2 Freedom of Association and Collective Bargaining

Third parties shall comply with all applicable laws and regulations relating to workers' rights to associate freely, join or not to join trade unions, seek representation or join worker's councils or engage in collective bargaining, in accordance with national laws and international conventions.

### 3.3 Equal Opportunity Rights/ Non-discrimination

The organisation expects its third party vendors not to engage in or support discrimination and to adopt a non-discriminating practice that strives to ensure fair treatment in recruitment, hiring, compensation, access to training, employee benefits and services, promotion, termination, retirement, and other employment-related matters irrespective of age, gender, race, color, disability, religion or belief, language, physical attributes or condition (including pregnancy), national or social origin, ethnic background, trade union membership, political alignment or any other status recognized by international law.

### 3.4 Child Labour

Third parties shall not in the course of discharging their duties or rendering of services to the organisation and beyond, engage in any act that amount to or tend to encourage the exploitation of children through any form of work that deprives children of their childhood, interferes with their ability to attend regular school, and is mentally, physically, socially and morally harmful.

The acceptable minimum age for employees is 15 years, children under this age are allowed to carry out light work that does not interfere with compulsory schooling. Employees under the age of 18 years are not to be involved in night work or work that is hazardous or likely to have a negative impact on the employee's physical or mental development.

### 3.5 Voluntary Labour

The organisation expects that its Suppliers will not use or benefit from, forced or involuntary labour. All employees shall enjoy the freedom of movement during the course of their employment. Personal/employment documents or payment of compensation must not be withheld, thereby preventing such. Third parties shall not use any form of forced or compulsory labour.

### 3.6 Compensation

The company expects all third party vendors to pay all employees a fair compensation, in accordance with national laws and regulations and collective agreements, including overtime hours and all legally mandated benefits.

### 3.7 Working Hours

Third party vendors shall comply with appropriate working hour requirements as established by national law or relevant collective agreements. It is expected that the organization's Suppliers will ensure that overtime is voluntary, communicated to the employee and appropriately compensated in accordance with local and international regulations and collective agreements.

## 4.0 OTHER LAW

Third parties shall ensure that its workforce have a safe and healthy working environment in compliance with all applicable laws and regulations.

### 4.1 Health and Safety

Third parties shall ensure that its workers have a safe and healthy working environment in compliance with all applicable laws and regulations.

### 4.2 Environment

The organization expects third party vendors to act responsibly in complying with all relevant local and national environmental and safety laws and regulations, as well as all requirements for environmental licenses and permits.

It is expected that all third party vendors will integrate environmental considerations in its activities and strive for continuous improvement by minimizing any adverse effects of its activities on the environment.

### 4.3 Data privacy and security

Third parties shall be committed to handling personal information or data responsibly and in compliance with our Non-Disclosure Agreement and any other policy as contained in our vendor information security policy and relevant data protection and privacy laws.

### 4.4 Whistle blowing

Third parties must not tolerate retaliation in any form against any employee for raising concerns or reporting what they genuinely believe to be improper, unethical or inappropriate behavior which is in violation of any law or this Code of Conduct.

## 5.0 COMMUNICATION AND AUDIT

Third parties shall communicate the principles set out in this Code of Conduct to all workers engaged in work for the organisation.

The organisation reserves the right to check compliance with this Code of Conduct upon the giving of reasonable notice.

## 6.0 FRAMEWORK FOR REVIEW OF ADHERENCE TO THE CODE OF CONDUCT

The Framework for the Review of Adherence to the Code of Conduct shall be in line with the provisions of the Procurement Policy and Procedure as detailed below.

Responsible Department	Responsibility
<b>General Services/ Dept. outsourcing the services.</b>	In line with the Company's Procurement Policy and Procedure, outsourced services shall at least on an annual basis be reviewed for adherence of the third party to this Policy. Where a breach of the policy is observed, such shall be communicated to the Third party to remediate the action immediately the breach is detected. A vendor who continues to breach the policy, will be blacklisted. Any staff who is found to have collaborated with the vendor to occasion such breach, shall undergo disciplinary process for determination of his/her employment.
<b>Operational Risk Management</b>	The Operational Risk Management Department shall ensure that internal and external auditors assess the adequacy of the risk management practices adopted in managing and overseeing the outsourcing arrangement.  All service level agreements with service provider/vendor/ agent must be executed in consideration of the policy. The <b>THIRD PARTY CODE OF CONDUCT ACKNOWLEDGMENT</b> must be attested to by all third parties
<b>Internal Audit</b>	The Internal Audit Department shall review the vendor's governance and operational framework periodically and provide assurance on the effectiveness and efficiency of the Company's Procurement Policy and Procedures.
<b>Internal Control</b>	Internal Control shall from time to time test for compliance to the Company's Procurement Policy and Procedure by the process owner in the course of carrying out routine review of the function.
<b>Compliance</b>	Timely communication of regulations and/or internal policies pertaining to the Code of Conduct to Human Capital Management Department and other outsourcing departments.

The undersigned has reviewed the Third Party Code of Conduct and understands that as a Third Party or as a sub-agent or sub-representative of such Third Party, commits to:

- Adhere to the organisation's policies and standards of conduct included in the Third Party Code of Conduct.
- Seek guidance if the undersigned is ever in doubt as to the proper course of conduct.
- Use one of the options made available to report any activities that the undersigned believes may be inconsistent with the law, or organisation's standards or policies.
- Ensure that any and all directors, managers, officers, employees, agents and representatives of the undersigned that provide services to the organisation have read and understood the Company's Third Party Code of Conduct.

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Name of Entity

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Signature of Authorized Representative

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name of Authorized Representative

\_\_\_\_\_  
Title/Position