



**This document outlines the expectations we have for the suppliers and contractors we partner with. We do not make compromises in these areas and we expect SALI employees, suppliers and contractors to always adhere to the letter, spirit and intent of these expectations and values.**

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**Policy Reference: D003-PCY-ETH-AA CODE OF CONDUCT AND ETHICS PROCEDURE**

**Prepared by: SALI .**

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## **1. OPENING STATEMENT FROM SENIOR MANAGEMENT**

As a professional services firm, SALI ("SALI", "we", "our", "Company") we seek to adopt best practices that contribute to preserving the reputation we have built over the years. This reputation, along with the excellence of our professional services, enables us to maintain the relationships of trust we have with our clients, shareholders, employees and other stakeholders.

We are proud of our success, which rests not only on the excellence of our services and leadership, but also on the loyalty of our clients. This is the result of our disciplined and thorough approach to the work we do and the motivation we feel to give the best of ourselves.

Our employees are all ambassadors for SALI Limited and its subsidiaries and their actions, whether on a business, professional or personal level, reflect on our organization. The integrity of our business depends on the integrity of each and every one of our employees.

In order to continue to earn the trust of our clients and stakeholders, and to preserve our reputation, we must set high standards of conduct for ourselves. In that regard, our Code of Conduct ("Code") reflects our commitment to abide by ethical principles in our business dealings with clients, shareholders, employees and suppliers. It aims, among other things, to provide guidance and a framework for our actions and behaviours with respect to our corporate obligations as well as our business activities. This Code applies to all our employees, officers and members of the board of directors.

Integrity is everyone's business. All employees must read our Code, adopt it and, as a matter of obligation, comply with it. Each of us has a role to play in upholding the very highest standards of integrity.

### **1.1 Who does this code apply to?**

The Code applies to all employees, without exception, including the Directors, Officers, and other managers, all staff employed with the Company, and members of the board of directors of the Company (hereinafter collectively referred to as the "Employees"). Because of their leadership role, the management and senior executives of the Company are expected to set an example by conducting themselves in an exemplary manner at all times and in all situations. As a consulting engineering firm whose staff includes Employees from many different professional backgrounds, we are also governed by the codes of ethics of various professional orders and organizations. We are required to comply with those codes as well. It should be noted that this Code does not replace or amend any legislative or regulatory provisions. We have also put in place policies which everyone must follow. All Employees are encouraged to read over our various policies, which can be found on the Company's web sites. We work in a professional services industry and we act accordingly.

SALI Limited aims to become the 'place where talent wants to work' and its approach to its employees is based on the principles of:

- Treating people fairly and with respect
- Providing clear expectations and rewards for performance
- Sustaining an environment of inclusion, openness, and diversity, with a belief in the benefits of a diverse workforce and a commitment to recognising and valuing the different skills, talents, experiences, and perspectives of its employees
- Pursuing zero harm for employees, places and communities.

## **1.2 SALI's Commitment**

The Code of Conduct and Ethics ('Code') for Assets out the standard of conduct expected of SALI's employees and Directors, and the Company's approach to stakeholders. This Code is not intended to provide an exhaustive list of acceptable and unacceptable behaviour, but is intended to describe behaviour that is consistent with SALI's:

- Values, behaviours and culture
- Business goals and objectives
- Legal obligations, self-imposed policies and best practice

which together will maintain and enhance SALI's overall performance and reputation.

SALI will encourage you to seek advice and to Speak Up to disclose any situation that may violate laws or our internal policies and standards. If you are a team leader or manager, you have a particular responsibility to create an environment in which members of your team feel confident and able to raise concerns, to listen carefully to their concerns, and to take all appropriate action in response.

SALI is committed to maintaining a Speak Up culture by promoting an open and trusting dialogue with employees at all levels. All employees are encouraged to express their views, defend their opinions and point out unacceptable behaviour, especially behaviour that violates this Code of Conduct.

Employees and stakeholders can raise concerns to their line manager, their Human Resources representative or to SALI Director(s) securely and confidentially or anonymously. SALI protects those who Speak Up and raise concerns appropriately and in good faith; we do not retaliate against anyone who raises a concern, or against those who assist in investigations of suspected violations.

Retaliation can take many forms, both direct and indirect, including harassment, exclusion from meetings, sanction, dismissal or other discriminatory measures, job classification, performance reviews, promotion, training, transfers, contract renewal, etc. If you believe you have been retaliated against for reporting an issue, please contact SALI Director(s).

## 1.3 Business Standards

SALI Limited's key business standards include:

- The commitment to adopt a zero-tolerance policy to any form of corruption.
- The commitment to act ethically, with integrity, fairness and excellence in dealings with all business partners, and the expectation of the same commitment in return.
  - The expectation that Employees will avoid personal activities and financial transactions that conflict or appear to conflict with those of the Corporation.
- The commitment to take appropriate measures to deter fraud.
- The commitment to keep accurate books and records throughout SALI Limited's operations.
- The commitment to protect trade secrets and confidential information of SALI and the expectation of the same commitment by business partners.

## 1.4 Conflict of Interest

A conflict of interest occurs when an individual's interests interfere, or appear to interfere, with SALI's interests. At all times it is expected that you will act in the best interests of SALI Limited and avoid a conflict of interest. In practice this means that you will not:

- Engage in any other business or commercial activity that would interfere with your ability to carry out your job and responsibilities.
- Be materially interested with another business in the same industry as SALI Limited (i.e. a situation that puts you in competition with SALI Limited, although this would not include holding shares as a private investor in an Limited company);
- Be involved in an activity that is to the detriment of SALI Limited.

To maintain the trust of clients and the public, Employees are required to behave in a loyal manner at all times so as to protect the interests of SALI.

Employees must therefore avoid behaviours that might be prejudicial to SALI, its image and its reputation. This is notably achieved by avoiding conflicts of interest and by respecting the confidentiality of SALI's information.

Employees must avoid putting themselves in a real, apparent or potential conflict of interest situation. As an example, a conflict of interest exists if a given Employee allows or appears to allow their personal or private interests or the interests of their family, other relatives or associates (a company they own or in which they have an interest,

a business partner, etc.) to affect their ability to perform their work objectively, impartially and effectively.

Employees must avoid real, apparent or potential conflicts of interest whereby personal interest may be to the detriment of SALI's interests. If there is a conflict, the interests of the Company must take priority.

Employees must also adhere to regional conflicts of interest guidelines, where applicable.

Employees are required to work exclusively for SALI while being employed by it. This requirement may vary in certain regions and is subject to local laws and collective agreements.

Employees may not carry out business activities or accept mandates on behalf of third parties, either directly or indirectly, for compensation or otherwise, which compete with the regular activities of the Company, unless they have obtained prior consent from their supervisor and the regional Code of Conduct and Ethics representative.

In the event that a member of management is asked to become a board member of a company or other organization, he/she may not accept such an appointment without prior approval from SALI Directors.

To determine the existence of a real, apparent or potential conflict of interest, Employees should consider whether

- (i) their behaviour is in line with SALI's guiding principles
- (ii) they are performing their duties in an objective and impartial manner
- (iii) their actions or decisions result in (or give the appearance of resulting in) a financial or other benefit for themselves, someone with whom they have a personal relationship or a company or other entity in which they hold an ownership interest
- (iv) they would be embarrassed to discuss the situation with their supervisor or colleagues.

If an Employee believes that there is a real, apparent or potential conflict of interest, the situation must be promptly reported, in writing, to the Employee's immediate supervisor. Furthermore, any real, apparent or potential conflict of interest must be recorded in the Company's conflict of interest registry.

## 2. SALI'S CORE PRIMARY/FUNDAMENTAL RESPONSIBILITIES

Employees must carry out their duties in accordance with the standards of ethical and professional conduct set out in this Code, which includes following reasonable and lawful instructions from their managers. Failure to follow the Code may result in appropriate employee management practices being invoked, which could include disciplinary action.

### 2.1 Fundamental Responsibilities

There are 'fundamental' responsibilities that are expected of all employees. These are as follows:

- **Honesty and Ethics** – Employees must perform duties ethically, honestly and diligently, and act in a way that is in the best interests of SALI Limited and does not conflict with SALI Limited's interests (see the Conflicts of Interest section for more information).
- **Respect for Work Colleagues** – Employees must treat fellow employees with respect, courtesy and dignity, consistent with SALI's commitment to a diverse and inclusive work environment.

**Respect for Others** – Employees must act with integrity and in the spirit of this Code, when interacting or engaging with customers, consumers, creditors and suppliers.

**Use of Assets and Resources** – Employees must take all prudent steps to protect SALI's assets, equipment and resources that are within their control, and to minimise the possibility of theft. Employees must ensure that SALI's assets, equipment and resources are used only for the purpose of SALI's business and/or that use is permitted by the relevant authorisation.

- **Protect Confidential Information** – Employees do not disclose any confidential information about SALI to any third party unless permitted to do so due to their role or function within the business (see the Confidential Information section for more information).

- **Public Statements and Representations** – Employees do not without authority, directly or indirectly make any public statement, or directly or indirectly imply that they are representing SALI Limited or its position (unless permitted to do so, due to their role or function within the business).

**Reputation and Brand** – Employees make every effort to protect the SALI Limited brand and its reputation. Employees must always act in a way that demonstrates that their honesty is beyond question and do not engage in any behaviour that has the potential to bring SALI Limited's image or reputation into disrepute.



- **Compliance with the Law** – Employees must carry out their day to day responsibilities within the parameters of the law, disclosure requirements of securities and other laws in the United Kingdom.

**Training** – Employees must undertake any training as required by their manager or by SALI training to understand the Company's policies on health and safety, and compliance with legislation and local laws.

- **Records and Documentation** – Employees must use all reasonable endeavours to ensure that SALI's records and documents, including financial documentation, are accurate and conform to SALI's accounting policies and practices, reporting standards, policies and internal controls.

## **2.2 Compliance with Code of Conduct and Ethics**

All Employees have a responsibility to understand and comply with the Code of Conduct. Employees must act in accordance with SALI's guiding principles and perform their duties with honesty and integrity in all areas, including those not specifically addressed by the Code of Conduct and Ethics.

Subject to applicable laws, regulations, collective agreements and procedures, suspected violations of the Code of Conduct and Ethics and underlying policies will be investigated and disciplinary measures, up to and including dismissal, may be taken against any Employee who:

- violates the Code of Conduct and Ethics or does not adopt the conduct advocated therein;
- encourages other employees to violate the Code of Conduct and Ethics;
- deliberately breaches the obligation to report a Code of Conduct and Ethics violation or fails to do so promptly, or withholds relevant information concerning a violation;
- refuses to cooperate during an investigation related to a suspected or known violation;
- confronts another employee who reports a potential violation.

**There is nothing in the Code that would prevent SALI from taking disciplinary action on matters involving employee misconduct, whether expressly covered by the Code of Conduct and Ethics or not.**

Each SALI employee is an essential contribution to the industry and each employee must act accordingly. Each Employee is an ambassador of SALI's guiding principles and must play a key role in complying with the Code of Conduct and Ethics and its underlying policies. Furthermore, because of their leadership role, management and senior executives of

the Corporation are expected to set an example by conducting themselves in an exemplary manner at all times and in all situations.

SALI employees are expected to advance the legitimate interests of SALI Limited; this means that **employees will not:**

**Take any opportunity discovered through the use of SALI Limited property, information or position for their personal benefit or benefit of persons associated with them.**

- **Use SALI Limited property (including its name), information or position for personal gain.**

## **2.3 Confidential Information**

Everyday SALI customers, suppliers and stakeholders trust us with confidential information and communication.

Confidential information means all information about SALI Limited including its people and its operations that is not available to the public. Every day you are privy to confidential information in your role at SALI Limited.

Employees are responsible for protecting all confidential and personal information entrusted to you, whether that information relates to SALI Limited, work colleagues, customers, suppliers, stakeholders or any confidential information relating to SALI Limited's business and financial affairs. Employees must not use this information for their own benefit or the benefit of others while they are employed at or even after they leave SALI Limited, as it is confidential and remains confidential. Should an employee inadvertently gain access to any such material, they should immediately seek guidance from their manager.

In a situation where confidential information is required to be disclosed by law, employees should first contact their manager, who should in turn seek appropriate advice from SALI's Director(s).

### 3. ACTING WITH HONESTY & INTEGRITY

SALI carries out its business activities with honesty and integrity at all times. The future of SALI's success depends upon the trust of clients and other stakeholders, as well as on SALI's reputation for technical expertise and reliable, ethical conduct. In all SALI's business activities, it complies with both the letter and the spirit of national and international laws. Regardless of the country Employees find themselves in, they must diligently protect SALI's integrity at all times and must comply with the legal and regulatory requirements of the countries in which SALI operates.

#### 3.1 Anti-Corruption

SALI is subject to strict anti-corruption laws, specifically the United Kingdom Bribery Act (UKBA), and including the Canadian Corruption of Foreign Public Officials Act (CFPOA), the United States Foreign Corrupt Practices Act (FCPA). They can apply to Employees and subsidiaries everywhere in the world, regardless of nationality or location. The penalties for **infringement of these laws can include fines and prison sentences for individuals** and heavy fines for companies.

SALI has a **zero-tolerance approach** to all forms of corruption. In particular, the following practices are expressly prohibited by this Code of Conduct and Ethics Policy as well as under international anti-corruption legislation the following: bribery, kickbacks and facilitation payments.

**Bribery** includes payments to secure a business advantage to which the SALI is not entitled. A bribe may take the form of a financial inducement, a gift in kind, or some other favour, such as an offer of employment to a relative of the person being bribed. None of these are acceptable. SALI does not engage in any form of corruption or bribery, either directly or indirectly. This zero tolerance approach applies to all employees and external third parties with whom SALI carries out business, including business partners, joint ventures, service providers, suppliers, consultants, sub-consultants, contractors, or any other persons acting on its behalf and their employees or other persons working on their behalf. This commitment is made on ethical grounds and because employees personally and SALI Limited could be held legally accountable if business partners are involved in any malpractice or corruption when acting on its behalf.

**Kickbacks** are a form of bribery that arise when suppliers of service providers pay part of their fees to the individuals who awarded the contract or provide some other form of business advantage.

**Facilitation payments** are small payments to officials with a view to speeding up routine governmental transactions to which the payer is already entitled. Examples include payments to speed up customs clearances, and extra fees to officials to secure electricity connections. In the case that a demand for facilitation payment includes a

threat of violence or personal harm, employees will use their best judgment to abide by SALI'S business standards while ensuring that any risk to life or liberty is minimized. Employees who encounter any form of corruption, including bribery, kickbacks or facilitation payments, must report the situation directly to the Code of Conduct and Ethics representative. Once reported, the situation will be recorded, and the necessity of further action will be assessed. Employees may not solicit, give or receive, either directly or indirectly, gifts, gratuities, special allowances, favours or benefits in relation to an individual or organisation with which they do business, if the benefit could unduly influence the judgment of the recipient by creating a disproportionate obligation to return the favour or by creating an appearance of impropriety. Employees must be vigilant when exchanging business courtesies. If there is any appearance that either party is under a business obligation as a result of the gift, entertainment or offer of hospitality, then it is not acceptable. By maintaining independence, SALI and its employees avoid real, apparent or potential conflicts of interest. Employees must therefore decline or return an invitation or a gift that is offered repeatedly or whose significance makes them uncomfortable and notify their immediate supervisor. When a specific monetary value of acceptable modest gifts, entertainment or hospitality applicable in each area in which SALI operates is available, guidelines regarding this can be made through any SALI Director, any senior manager or the Code of Conduct and Ethics representative. SALI senior management will establish when a business courtesy exchanged with a third party must be approved and registered. Where registration is required, the business courtesy exchange must be recorded in SALI's gift, entertainment and hospitality registry, accessible at SALI's head office.

### **3.2 Fraudulent or Dishonest Activities**

Employees are strictly prohibited from carrying out fraudulent or dishonest activities. All statements and reports, including expense reports, invoices, pay slips and employee records, must be prepared carefully and honestly. For example, employees must not engage in the following activities, which are deemed fraudulent and dishonest:

- Falsification of supplier invoices or receipts
- Fictitious payroll transactions
- Deliberate false statements, made orally or in writing, about SALI Limited or made to SALI Limited other employees, supervisors, oneself or work-related situations
- Approval or receipt of payment for goods not received or services not performed
- Misappropriation of funds, securities, supplies or any other assets

- Creating or altering hardcopy or electronic documents with the intent to defraud SALI Limited or its clients
- Falsification of financial or accounting data related to cash transactions
- Improper use or falsification of the Corporation's letterhead for non-business-related purposes.

SALI Limited is required under various regulations, tax and other laws and regulations to keep books, records, and accounts that accurately reflect overall operations and to establish for this purpose an appropriate accounting and internal control system.

All transactions, assets and liabilities of SALI Limited recorded in its books must accurately reflect its overall operations. SALI Limited's books, records and accounts must therefore be valid, complete, accurate, and based on verifiable supporting documentation. Under no circumstances should parallel accounts be kept.

SALI has adopted internal controls and procedures to meet its accounting requirements and comply with legislation and regulations. Employees are required to comply with and implement such controls and procedures in order to ensure that all financial transactions are recorded completely and accurately.

**Employees must notably adhere to the following rules:**

- Employees must not make improper or inaccurate time sheet entries.
- Employees must not improperly accelerate or defer the recording of revenues or expenses so as to give the impression that financial targets or results have been attained.
- Employees must not keep assets or funds "in reserve" by not officially recording them in the books.
- Employees must not establish or maintain accounts and financial records in an inadequate, incomplete, fraudulent or misleading manner.
- Employees must not issue payments for reasons other than those stated in the supporting documents.
- Employees must not submit or approve an expense report where they suspect that some expenses were not actually incurred, are not accurate, do not clearly or accurately describe the expense or its purpose or do not comply with the expense policies.
- Employees must not sign any documents that they know or suspect to be inaccurate or untruthful.

- Employees must not interfere with the process of auditing SALI Limited's accounts by internal or external auditors, nor seek to improperly influence the auditing process, either directly or indirectly.
- Employees in supervisory roles must implement internal controls relating to the activities for which they are responsible, with a view to safeguarding the assets of SALI Limited and ensuring the accuracy of its financial reports and accounts.
- No transactions may be concealed from management or from SALI'S auditors.
- Any Employee who does not comply with these rules can be considered as engaging in fraudulent or dishonest activities. Furthermore, SALI Limited may take all appropriate measures to recover wrongfully obtained assets.
- Any Employee with knowledge of irregularities concerning the accounting of a transaction involving the resources of SALI Limited report the situation to their immediate supervisor, the Directors or the Code of Conduct and Ethics Compliance Officer. Irregularities can also be reported in a confidential manner in accordance with relevant internal procedures.

## 4. FAIR DEALINGS

Any business transacted on behalf of SALI must be conducted in an honest and straightforward manner so as to protect the integrity and reputation of SALI. It is the Company's policy to avoid misrepresentation, manipulation, concealment or any misuse of confidential information, and to not engage in negative discourse against competitors or any unfair practices with shareholders, clients, suppliers, competitors and Employees.

SALI develops innovative solutions, manages efficiently and delivers the best projects for its clients. SALI provides a constructive experience based on professionalism and a proactive approach to client needs.

Clients expect that SALI will offer them quality services. They further expect accurate descriptions of the benefits that may be derived from such offerings. To maintain the trust of its clients, SALI undertakes the following commitments:

To only offer services that it is authorized to provide alone, under contract, through an alliance or through an agent.

To only offer services that clients desire.

To promote its services in a straightforward and honest manner.

To allow business partners to ask questions about their competitive choices.

To deal with clients in a courteous, professional and constructive manner.

SALI values fair and open competition. It will not enter into any business arrangement that eliminates or discourages competition or that confers an inappropriate competitive advantage, as such arrangements interfere with commerce and free trade. Activities of this type include price fixing agreements, boycotting of suppliers or clients, bid rigging, cartel conduct, exclusive dealing, misuse of market power, controlling the output or limiting the supply of goods and services, unconscionable conduct, concerted practices, price signalling, price fixing to eliminate a competitor, entering into an agreement or arrangement with competitors to divide a market, etc.

## **5. HEALTH AND SAFETY**

Everybody is responsible for workplace health and safety under the Health and Safety at Work Act 2015 and specific obligations are required of employees. Consistent with this legislation, you are expected to:

- Take reasonable care of your own health and safety;
- Take reasonable care that your actions or inactions do not adversely affect the health and safety of other people;
- Cooperate with any reasonable policy or procedure SALI has in place relating to health and safety in the workplace; and
- Comply with any reasonable instruction given by SALI relating to health and safety practices in the workplace.

The above obligations also extend to employees, when carrying out day-to-day functions at a site that is not controlled by SALI (for example, the workplace of an SALI Limited partner or contractor).

The Health and Safety Policy and related standards provide further guidance on health and safety practices at SALI Limited.



## 6. GENERAL

As a general rule if you become aware of a breach of or departure from: • The Code; • Any legal obligation; • Any other policy of SALI Limited; or • You become aware of any other unethical practices Please immediately report this to your manager or the Code of Conduct and Ethics representative. SALI Limited will support any person who reports any legal or policy breach in good faith. Any employee who knowingly makes a false report in respect of a breach may be subject to disciplinary action.

### 6.1 Continuous Improvement.

If you wish to make any comments, with a view to improving this Code, please contact the Directors and Company Secretary.

#### Review

The SALI Director(s) is accountable for approving this Code and any amendments to it.

This Code of Conduct and Ethics was developed and endorsed by the SALI Limited Board in 2025.

This Code of Conduct and Ethics will be reviewed by the Board every 24 months.

Sign:



Date: 21-03-25

Dr. Eberechi Weli CEng.  
CEO/Managing Director