



CODE OF ETHICS & CONDUCT POLICY

Document Summary

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Scope	NSE PLC Board and all other stakeholders	
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CODE OF ETHICS & CONDUCT

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1. **PURPOSE**

Ethical behavior is derived from the values, beliefs, attitudes and knowledge that guide each employee's judgment in various circumstances. The NSE's core values are ethics, integrity, confidentiality, innovation and excellence.

The NSE Board is mandated to establish a corporate culture with ethical conduct. In this regard, the Board is required, by the Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015, to develop a Code of Ethics and Conduct to ensure the implementation of appropriate internal systems to support, promote and ensure compliance.

2. **SCOPE**

This Policy applies to the Board of Directors, Committee Members and all employees including interns and industrial trainees of the NSE, and provides them with direction for everyday business practices and behavior.

3. **POLICY**

It is expected at all times while in the service of the NSE that the Board of Directors, Committee Members and all employees shall:

- 3.1. Undertake to keep confidential and not discuss or make available to any third party, whether orally or in writing or, otherwise, without the express prior consent of the Board of Directors (in the case of Directors and Committee Members), the Chief Executive (in the case of employees), or as required by a Court of Law of competent jurisdiction, any confidential information relating to the NSE's business, or the affairs or business of the NSE's customers, staff or agents which is disclosed or which they may have access to during the course of their assignment/engagement.
- 3.2. Not commit the NSE to any financial or legal obligation without the express written approval of the Board of Directors (in the case of Directors and Committee Members) or the Chief Executive or Finance and Administration Director (in the case of employees).
- 3.3. Not solicit any fee, gratuity, favor or any form of financial or material consideration for any matter in connection with or in the course of their work or service.
- 3.4. Promptly and always attend to their responsibilities and duties conscientiously and diligently.
- 3.5. Not to use NSE's name in any form of publicity, advertisement or for press, television or radio for whatever purpose.
- 3.6. Not at any time in the course of their work issue statements electronically or otherwise to the media or address a press conference on any matter or issue relating to or touching on the NSE's business without the prior written approval of the Board of Directors (in the case of Directors and Committee Members) or the Chief Executive (in the case of employees).
- 3.7. Serve the NSE's customers and handle members of the public in general courteously, efficiently and diligently.
- 3.8. Carry themselves out with integrity, respect and in an ethical manner with the all persons.

- 3.9. Use reasonable care and exercise independent professional judgment while undertaking their obligations and place the interests and integrity of the NSE and the public above their own personal interests.
- 3.10. Undertake their obligations in a professional and ethical manner that will reflect credit on themselves and the Company.
- 3.11. Declare actual and perceived conflicts of interest.
- 3.12. Not use Insider Information (as defined in the Capital Markets Act and the NSE HR Manual) about the NSE or any other listed company for his personal benefit and shall strictly comply with the NSE policy regarding Insider Trading at all times.
- 3.13. Not conduct themselves in a manner that is contrary to the Code of Ethics and Conduct.

4. PROCEDURE

(a) Declaration of Secrecy

All new Board Members, Board and other NSE Committee Members and employees will be required to sign the Declaration of Secrecy, as provided in the NSE HR Manual, on appointment to the NSE. A copy of the signed Declaration of Secrecy will be retained in each individual's personal file.

(b) Whistleblowing

If a person becomes aware of actions or events that contravene the NSE's Code of Ethics and Conduct, the matter should be reported as provided in the NSE's Whistleblowing Policy. When such an event is reported, it will be investigated and addressed as set out in the Whistleblowing Policy. The NSE is committed to honest and transparent business procedures.

5. RESPONSIBILITIES

The Chair will ensure:

- (a) This Code is reviewed regularly.
- (b) A summary of this Code shall be made available on the NSE's website.

6. RELATED LEGISLATION AND DOCUMENTS

- (a) The Board Charter.
- (b) The Whistle-blowers Policy.
- (c) Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015.
- (d) NSE HR Manual.

7. APPROVAL AND REVIEW DETAILS

The Board will review the Policy at least once every two (2) years to ensure its effectiveness.

