

Document No: AXXELA_LGD_COM_004

Document Source: Legal & Governance Department

Issue Date: 27th day of October, 2011

| Version | Date | Reason for issue |
|---------|------------|------------------|
| 1.0 | 27-09-2011 | For Approval |

| Prepared by | Reviewed by | Approved by |
|----------------------------------|---|--|
| Legal & Governance Department | General Counsel & Company Secretary  | Chief Executive Officer  |

1.0 Introduction

Axxela recognizes the principles of fairness, integrity and transparency in all our business dealings as entrenched in our Code of Business Conduct & Ethics and in consonance with our vision to align ourselves with international best practices. Corruption has been identified as the single greatest obstacle to this stance, so the fight against it is imperative. This Policy is an expression of our combat against bribery and corruption in tune with the global campaign. Axxela Limited as an organization believes that an effective implementation of this Policy will strengthen our reputation, build the respect of employees, raise credibility with key stakeholders, increase shareholder value, and ultimately support global economic growth.

2.0 Definitions

"Bribe" means any material benefit or advantage, received or intended to be received from Bribery.

"Bribery" means the offering, promising, giving, accepting, receiving or soliciting of any gift, loan, fee, reward or other advantage to or from any person as an inducement to influence such person in the performance or non-performance of their duties in the conduct of the Company's business.

"Business Partners" means all brokers, finders, dealers, resellers, distributors, bankers, insurers, service providers, teaming partners, joint venture partners, contractors, suppliers, consultants, agents, intermediaries and any other third party with whom or through whom Axxela does business.

"The Company" or "Axxela" means Axxela Limited and all its subsidiaries, affiliates, predecessors and successors – in – title.

"Corruption" means the abuse of entrusted power for private gain, financial or non – financial, including bribery, solicitation of bribes, extortion, facilitation payments, kick back, deception, collusion, money – laundering, embezzlement, misappropriation, fraud and other related offences.

"Economic crime" means the non-violent criminal and illicit activity committed with the objectives of gaining wealth illegally either individually or in a group or organized manner thereby violating existing legislation governing the economic activities of government and its administration.

"Employee" means any person that holds a valid and subsisting contract of employment with the Company or renders services to the Company under any form of management employment or consultancy agreement, whether on a full time or part time basis and whether on a permanent or temporary basis and or receives remuneration through the Company's payroll or renders and provides services through third parties.

"Extortion" means the act of asking, demanding or enticing another to commit Bribery accompanied by threats that endanger the personal integrity or the life of the person involved.

"Facilitation Payments" mean unofficial payments made to secure or expedite the performance of a routine or necessary action to which the payer of the payments has legal or other entitlement.

"Gratification" means money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, or any other similar advantage, given or promised to any person with intent to influence such person in the performance or non – performance of his duties.

"Kick back" means an official's share of misappropriated funds allocated from his or her organization to an organization involved in corrupt bidding.

"Solicitation of Bribes" means the act of asking or enticing another to commit Bribery.

3.0 Scope

This Policy is applicable to all transactions, operations, projects, bid processes, procurement, negotiations, arrangements, documentation processes, applications, activities, agreements, contracts, awards, decisions, practices and other business dealings of the Company. This Policy must be complied with by all directors, managers and employees (including contract staff and third party personnel seconded to Axxela), as well as Axxela's business partners ("Stakeholders").

4.0 Objectives

- 4.1 To define our position in the fight against Corruption and counter its risk to the business of Axxela.
- 4.2 To create and ensure a level playing field with fair competitiveness in our business dealings.
- 4.3 To continue to enhance public trust and confidence in our business.
- 4.4 To prevent sanctions and losses in international business transactions.
- 4.5 To attract and retain highly principled employees, thereby improving employee morale.
- 4.6 To protect and enhance our reputation, brand and share price.

5.0 Responsibility

- 5.1 Every person to whom this Policy applies is expected to familiarize himself / herself with the provisions, stipulations and commitments stated therein. Ignorance of any of the provisions of this Policy shall not be an excuse or defense for violation or contravention of any of its provisions. All stakeholders shall be provided with a copy of the Policy, after which they shall be required to execute an acknowledgment form, as evidence that they have read and understood the provisions of the Policy.
- 5.2 It is the responsibility of the Chairman of the Board to ensure visible commitment to this policy and any Anti Bribery & Corruption (ABC) programmes and to provide leadership, resources and active support for its successful implementation across the Board.

- 5.3 The Company's Chief Executive Officer is responsible for ensuring that this Policy and subsequent ABC programmes are communicated and implemented consistently across the Company.
- 5.4 It is the responsibility of management to lead by example by adhering to the provisions of this policy and ensuring that all Employees comply with this policy.
- 5.5 It is the responsibility of Employees of Axxela and those who work for and with Axxela to adhere to the requirements of this Policy.
- 5.6 Every director, manager or Employee including contract staff, third party personnel seconded to Axxela or business partner of Axxela is required to report to Axxela any violation of this Policy.

6.0 Compliance and Commitment to Instruments

The Company, its Employees and business partners are to comply with and uphold relevant laws for countering Corruption and Economic crime in all jurisdictions where it operates; and are to be committed to the principles prohibiting Corruption as prescribed by organizations with which the Company has subscribed. This policy is based on the following national and international laws and conventions:

- A. The Criminal Code Act Cap C38 LFN 2004
- B. The Penal Code Act, LFN 1990
- C. Evidence Act, Cap E14 LFN 2004
- D. Advanced Fee Fraud and Other Related Offences Act, Cap A6 LFN 2004
- E. Code of Conduct Bureau and Tribunal Act, Cap C15 LFN 2004
- F. Corrupt Practices and Other Related Offences Act, Cap C31 LFN 2004
- G. Economic and Financial Crimes Commission Act, Cap E1 LFN 2004
- H. Money Laundering Act, Cap M18 LFN 2004
- I. OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (1997; 2009)
- J. OECD Guidelines for Multinational Enterprises _ VI. Combating Bribery
- K. U.S. Foreign Corrupt Practices Act
- L. UN Global Compact _ Principle 10 – Anti – corruption
- M. Extractive Industry Transparency Initiative
- N. United Nations Convention Against Corruption
- O. UK Bribery Act

The above list is however not exhaustive.

7.0 Commitment to fight against Corruption

- 7.1 The Company is committed to fighting against Corruption in all its forms including Bribery, Solicitation of Bribes, Extortion, Facilitation Payments, Kick back as defined in clause 2.0.
- 7.2 The Company shall do, all in its capacity to eliminate Corruption and its incident, including:
 - (i) Developing policies and formulating programmes to address Corruption;
 - (ii) Integrating Corruption prevention initiatives and strategies in all its business operations and activities; and
 - (iii) Receiving and reviewing Corruption reports, taking action on Corruption reports and making reports on Corruption.
 - (iv) Refusing to do anything that will result in any corrupt act or practice.

8.0 Anti – bribery Principles

- 8.1 The principles against Bribery shall apply to Bribery involving both public officials and private – to – private transactions.
- 8.2 The Company prohibits Bribery in any form whether direct or indirect
- 8.3 The Company shall commit to implementing programmes to counter Bribery.
- 8.4 The programmes in clause 8.3 shall be by:
 - 8.4.1 Embedding of Ethical values, the Code of Business Conduct and Ethics, Policies and Procedures;
 - 8.4.2 Implementing Risk management & Control mechanisms, employing internal and external communication, trainings, internal audits and any other methodology considered suitable by the Company.
- 8.5 An Employee shall not ask for or accept any Bribe, benefit or Gratification of any kind for himself or any other person on account of anything done or omitted to be done by him in the discharge of his duties.
- 8.6 No Employee shall offer or receive any Bribe, gift, benefit or Gratification of any kind as an inducement or Bribe for the granting of any favour or the discharge of the Employee's duties.
- 8.7 An Employee shall only accept gifts or benefits to such extent, in the manner and on such occasions as are recognized by the Gifts and Benefits Policy of Axxela.

- 8.8 An Employee shall not receive, offer, solicit or arrange through third parties any Bribe intended for the Employee's benefit or that of the Employee's family, friends, associates or acquaintances.

9.0 Dealing with Government Officials, Business Partners and Other Parties

- 9.1 The Company shall be committed to the rules of fair play, honest competition, legitimate and justifiable services and expectations, and transparency in dealing with any government official, domestic or foreign, business partners or any other party having business relationship with the Company.
- 9.2 The Company or its Employees shall not offer nor give in to demands, to pay government officials, domestic or foreign, or the employees of Business Partners Bribe, Kick-back, Facilitation Payment or any portion of a contract payment.
- 9.3 The Company or its Employees shall not receive nor give in to demands to receive Bribe, Kick-back, Facilitation Payment or any portion of a contract payment from any business partner or person or entity having any business relationship with the Company.
- 9.4 The Company or its Employees shall not corruptly use subcontracts, single outsourcing, purchase orders or consulting agreement as means of channeling payments to government officials, Business Partners, employees of Business Partners, their relatives or business associates
- 9.5 The prohibitions in clauses 9.2, 9.3 and 9.4 shall be applicable in the following situations, events or circumstances:
- (i) Award of contracts, procurement services and practices or other business opportunity to or from the Company;
 - (ii) Issuing of any government authorization or documentation such as any consent, approval, permit, license, or certificate;
 - (iii) Required government obligations such as paying of taxes or contributory funds, passing inspections, or making statutory or regulatory filings or returns;
 - (iv) Legislating or judicial proceeding; or
 - (v) Any of the above occurring indirectly or through agents, other intermediaries or any third party.
- 9.6 The Company shall not engage or deal with any business partner known or reasonably suspected to engage in corrupt practices.
- 9.7 Contracts with business partners or any third parties shall include appropriate anti – corruption provisions to mitigate against the risk of Corruption and to provide the Company with an avenue for terminating the relationship in case of any violation.

10.0 Conflict of Interest

10.1 An Employee shall not put himself in a position where his personal interests conflict with his duties, responsibilities and the Company's commitment to eradicate Corruption under this policy.

10.2 All Employees are required to avoid any corrupt activities that might lead to, or suggest a conflict of interest with the business of the Company or the Company's commitment to eradicate Corruption under this policy.

11.0 Abuse of Powers

11.1 An Employee shall not do or cause to be done, in abuse of his office, any act prejudicial to the rights of any other person, knowing that such act is unlawful or unethical or contrary to any of the Company's policies, the Code of Business Conduct & Ethics or any of the Company's initiatives to eradicate Corruption under this policy.

12.0 Political Contributions

12.1 In accordance with Section 38 (2) of the Companies and Allied Matters Act, the Company shall not make direct or indirect contributions to political parties, political organizations, party officials, candidates for political office, or any individuals engaged in politics, as a way of obtaining an advantage in business transactions.

13.0 Charitable Contributions

13.1 The Company shall not use charitable contributions and sponsorships as subterfuge for Bribery or any form of Corruption.

13.2 The Company shall publicly disclose all its charitable contributions and sponsorships in its annual reports.

14.0 Due Diligence

14.1 The Company is committed to doing business only with reputable, honest and qualified business partners and third parties.

14.2 The Company and its Employees shall exercise due care and take reasonable steps and precautions, geared towards evaluating Corruption tendency of prospective business partners, in making selecting business partners.

14.3 The Company and its Employees shall conduct properly documented due diligence, through appropriate procedures, before appointing any business partner or third party.

15.0 Internal Controls

15.1 The Company and its Employees are committed to preparing and maintaining accurate books and records in reasonable detail that properly and fairly documents all financial transactions; thereby preventing off-the-book or secret accounts or any other illegal, illegitimate or unethical practices.

15.2 The Company shall maintain a system of internal controls that ensures effective checks and balances exist over its accounting and record keeping practices and other relevant business processes.

15.3 The system of internal controls shall be subject to regular review and audit to provide assurance of its effectiveness in combating and countering Bribery and Corruption.

16.0 Human Capital Management

16.1 Human Capital Management (HCM) practices which include recruitment, promotion, training, performance evaluation, remuneration and recognition will reflect the Company's commitment to this policy.

17.0 Training and Communication

17.1 The Company shall ensure that this Policy is effectively communicated to directors, Managers, Employees, Business Partners and other stakeholders.

17.2 The Company's Legal & Governance department shall ensure that trainings are regularly provided and conducted for Directors, Managers, Employees and Business Partners in regard of this Policy.

18.0 Whistle Blowing and Reporting

18.1 The Company's Whistle Blowing Policy and the Whistle Blowing hotline shall be utilized by Employees and business partners in raising concerns under this Policy and to report any violations of this Policy.

18.2 The Company shall ensure that the identity of any person or persons reporting Bribery and any other form of Corruption is adequately protected, as reasonably necessary and that such a person will not suffer retribution, victimization, demotion, penalty or any adverse consequences for good faith reports of violation or suspected violation of this Policy.

18.3 Please refer to the Company's Whistle Blowing Policy for further guidance.

19.0 Monitoring and Review

19.1 Axxela shall establish feedback mechanisms and other internal processes to support the continuous improvement of the Anti Bribery and Corruption (ABC) programme.

19.2 The Legal & Governance Department and Internal Audit Department shall undertake periodic reviews of the ABC compliance programme and measures, to evaluate and improve their effectiveness in preventing and detecting Bribery and Corruption, taking into account relevant developments in the field, and evolving international and industry standards. Such reviews may be undertaken internally or by an independent third party.

19.3 The Legal & Governance Department shall prepare and present an annual report on ABC compliance program to the Committee of the Board of Directors, who shall review

ANTI – CORRUPTION POLICY

the implementation systems and their effectiveness and ensure disclosure of same in the Annual Report to shareholders.

20.0 Offences and Sanctions

20.1 Any Employee found to have acted in contravention of any of the provisions of this Policy shall be summarily dismissed and where deemed appropriate, reported to the law enforcement agencies.

21.0 Commencement Date

21.1 This Policy shall come to force on 27th day of October, 2011.