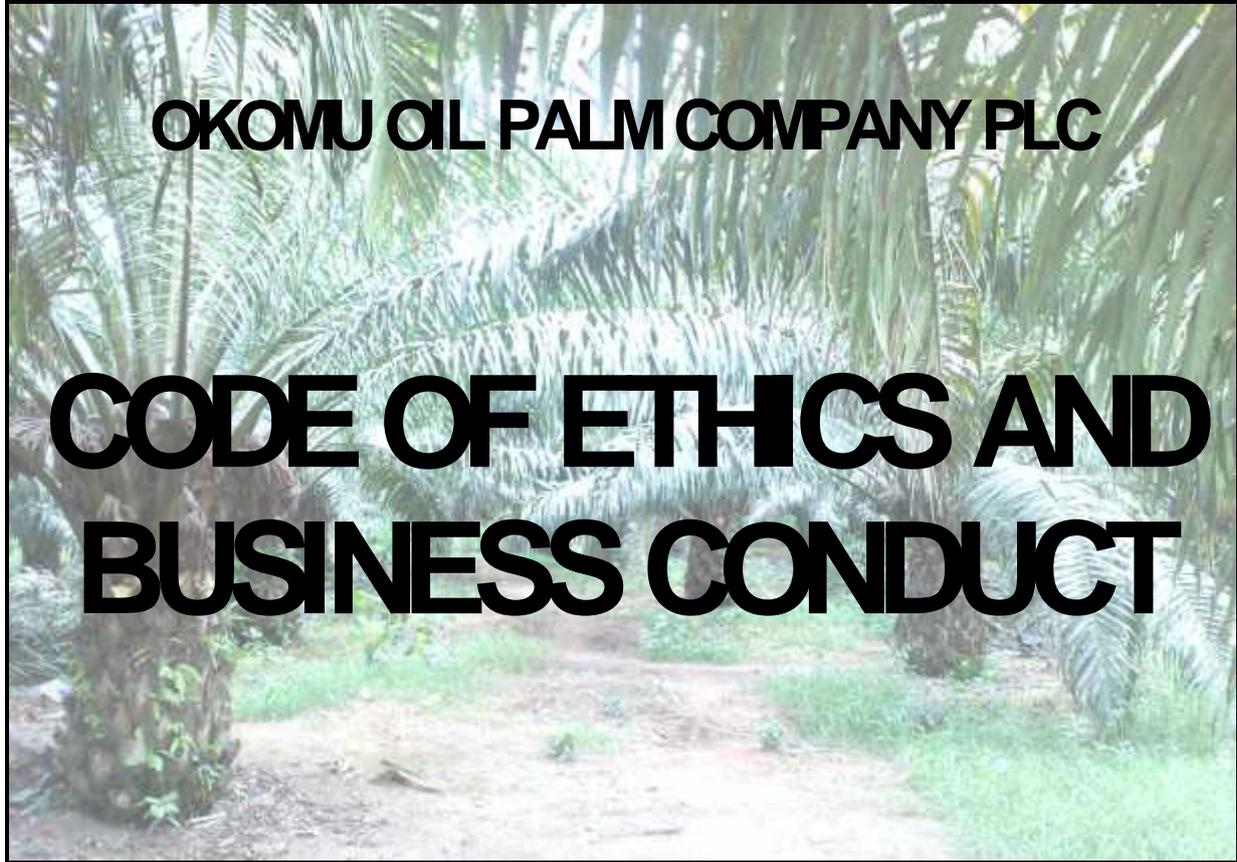


	Document title	Revision: 2
	CODE OF ETHICS AND BUSINESS CONDUCT	Date: 30/05/19
	Reference: GP44	Page 1 of 8



Action	Name	Function	Date	Signature
Prepared by	Christian Mariere	Company Secretary		
Verified by	Graham Hefer	Managing Director		
Approved by	Gbenga Oyebode	Chairman, Board of Directors		

	Document title	Revision: 2
	CODE OF ETHICS AND BUSINESS CONDUCT	Date: 30/05/19
	Reference: GP44	Page 2 of 8

TABLE OF CONTENTS

1. PREAMBLE	3
2. SCOPE	3
3. PROVISIONS	3
3.1. COMPLIANCE WITH LAWS, RULES AND REGULATIONS.....	3
3.2. PROFESSIONALISM	4
3.3. INTEGRITY & OBJECTIVITY	4
3.4. FAIR DEALING	4
3.5. CONFIDENTIALITY	4
3.6. CONFLICT OF INTEREST.....	5
3.6.1 <i>organizational conflict</i>	5
3.6.2 <i>Personal conflict</i>	5
3.6.3 <i>USE OF COMPANY PROPERTY</i>	5
3.6.4 <i>Interest of other companies</i>	5
3.7. ENVIRONMENT, HEALTH AND SAFETY	6
3.8. HUMAN RIGHTS AND WORKPLACE	6
3.9. RECORD KEEPING.....	6
3.10. MARKETING AND SALES.....	7
3.11. COOPERATION WITH REGULATORY BODIES.....	7
3.12. WHISTLE BLOWER POLICY	7
3.13. SANCTIONS.....	7
3.14. EQUAL OPPORTUNITY	7
4. REFERENCES	7
5. REVISION STATUS	8

	Document title	Revision: 2
	CODE OF ETHICS AND BUSINESS CONDUCT	Date: 30/05/19
	Reference: GP44	Page 3 of 8

1. PREAMBLE

The standard, policies and procedures described in this document must be understood and observed by all Directors and Employees of The Okomu Oil Palm Company Plc to the extent that it is applicable to them. The Directors and Employees of the company have agreed to maintain the highest standards of ethical conduct and integrity in all aspects of their professional life.

The following Code of Conduct stipulates our company's values and the minimum standards of good practice required of us in our dealings within the company and with external parties maintaining relationships with our company. We shall not violate the laws of the land/or the rules regulating our company business. Whenever our attention is drawn to any inadvertent violation of the law by this code, the necessary amendments shall be made immediately.

2. SCOPE

The scope covers a wide range of business practices and procedure. It does not cover every situation that may arise, but it sets out basic principles to guide the actions of all employees of the company.

Those who violate the standards in this code will be subject to disciplinary actions which may include termination of employment or service.

3. PROVISIONS

This document describes the common ethical standards, policies and procedures of the company. These standards include:

- | | |
|--|---------------------------------------|
| a) Compliance with Laws, Rules and Regulations | f) Environment , Health and Safety |
| b) Professional Performance | g) Human Rights and Workplace |
| c) Integrity and Objectivity | h) Record keeping |
| d) Confidentiality | i) Marketing and Sales |
| e) Conflict of interest | j) Cooperation with regulatory bodies |
| l) Sanctions | k) Whistle blowing policy |
| | m) Equal opportunity policy |

3.1. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Obeying the rules and regulations both in spirit and in letter is the foundation upon which the company's ethical standards stand.

All employees of the company must respect and obey the laws of the country. It is the responsibility of Management and supervisors to disseminate the applicable rules and

	Document title	Revision: 2
	CODE OF ETHICS AND BUSINESS CONDUCT	Date: 30/05/19
	Reference: GP44	Page 4 of 8

regulations so that all employees are made aware. To be proactive in taking positive measures to ensure the avoidance of any violations to the company's regulations.

To protect the identity and security of employees that report any suspected violation and to give protection to those employees to avoid acts of revenge from anyone.

3.2. PROFESSIONALISM

The company's business shall be performed in accordance with sound professional standards. The public and our customers have a right to expect that every business transaction that is undertaken by the company regardless of the type of service/product involved will be performed in accordance with sound professional standard.

We shall exercise due professional care in the delivery of our products.

3.3. INTEGRITY & OBJECTIVITY

In accordance with legal requirements and agreed ethical standards, directors and employees of the company will act honestly, in good faith and in the best interest of the whole company.

We shall maintain the integrity expected of us as employees of the company. In every customer relationship and in our relationship with each other, it is essential that all employees shall:

- Not knowingly misrepresent facts
- Reach conclusions, from opinions and make recommendations dispassionately without regards to personal bias or personal economic considerations.

3.4. FAIR DEALING

Every employee shall endeavour to deal fairly with company's customers, suppliers, competitors and other employees. No employees shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts and other sharp practices.

3.5. CONFIDENTIALITY

Confidential information comprises: technical information about products or process, purchase prices, costs, marketing or service strategies. Employees shall not except as authorised by their duties reveal to any persons or company any confidential information, trade secrets or operation process concerning the company's business, finances, transactions or affairs which may come to their knowledge whilst employed by the company.

They shall maintain the confidentiality of information entrusted to them by the company or any other confidential information about the company that comes to them from whatever source.

They should not make improper use of information acquired as directors or employees and not disclose non-public information except where disclosure is authorised or legally mandated.

Every circular, memorandum, report, data, program, letter or any other document or information of the company which may be in the possession of an employee in the course of his employment shall remain the property of the company, and the employee shall not use or

	Document title	Revision: 2
	CODE OF ETHICS AND BUSINESS CONDUCT	Date: 30/05/19
	Reference: GP44	Page 5 of 8

be permitted to use any such document of information otherwise than for the benefit of the company.

3.6. CONFLICT OF INTEREST

3.6.1 ORGANIZATIONAL CONFLICT

The company will not allow itself to be placed in a situation in which its obligations to one customer are or likely to be perceived as being in conflict with its obligations to another customer. The company shall observe utmost good faith in its dealings with customers, suppliers, regulators and other service providers.

3.6.2 PERSONAL CONFLICT

The personal interest of an employee shall not conflict with any of his/her duties in the company

Employees of the company shall exercise their powers and discharge their duties honestly, in good faith and in the best interest of the company, and shall also exercise that degree of care, diligence and skills which a reasonable prudent person would be expected to exercise in comparable circumstances

Directors shall upon appointment, make a written disclosure to the company secretary of any business interests of their own or spouses that may give rise to conflict of interest.

Directors must avoid any situation that poses a conflict, or the appearance of a conflict between their personal interests and the performance of their official duties

If such conflict arises, the Director concerned shall promptly inform the Company Secretary in writing and withdraw from participation in decision making relating to the matter. If the conflict of interest is potential rather than actual, the director concerned shall seek the advice of the company secretary.

3.6.3 USE OF COMPANY PROPERTY

Company property is for company use. Employees must not use or divert company property for personal use of benefit, materially alter or destroy company property without proper authorization, remove company property or use Company services without prior management approval.

They must ensure the efficient use of company's assets for legitimate business purposes.

Some activities may have benefits to company as well as to individual employees and the two may be difficult to distinguish. Therefore, it is essential that any use of company property or services that is not solely for the benefit of the company be approved beforehand. Any suspect of fraud or theft by employees or third parties must be reported.

3.6.4 INTEREST OF OTHER COMPANIES

An employee of the company, or members of his family, shall not acquire, own or have significant financial interest in any business organization that seeks to do business with the company or is a competitor of the company, unless such interest has been fully disclosed in writing to the company secretary.

	Document title	Revision: 2
	CODE OF ETHICS AND BUSINESS CONDUCT	Date: 30/05/19
	Reference: GP44	Page 6 of 8

3.7. ENVIRONMENT, HEALTH AND SAFETY

The objective of the company is to secure the health and safety of all employees at work and to minimise risks to health and safety that may arise out of the company activities

The company's responsibilities include: providing a safe working environment at all times, training employees to use and observe safe working practises, ensuring that the health and safety policy is enforced at all times by monitoring the workplace and work practices.

Every employee must be acquainted with all EH & S policies, procedures and practices, take responsibility for his personal health and safety and that of other employees and strictly follow all safety regulations and practices, identify hazards, assess risks and if possible, take corrective action and bring the matter under management attention, report EH&S incidents without delay (such as spills, non-compliant emissions, occupational related injuries and illnesses etc.) to management for them to investigate and initiate corrective and preventive measures and to use personal protective equipment always and correctly.

All employees of the company shall refrain from exhibiting violent and threatening behaviour. Employees should report to work in conditions to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in or out aside the workplace is prohibited.

3.8. HUMAN RIGHTS AND WORKPLACE

In many ways, our workplace is our second home, where all of us wish to be treated with respect. Respect is crucial to a harmonious workplace, where the right of employees is defended, and where their dignity is affirmed, free of intimidation, discrimination or coercion of any kind.

The company strives to maintain a work environment where the personal dignity of each individual is respected. The company does not allow discrimination or harassment based on gender, race and religious beliefs or any personal characteristics protected by law. The company does not approve the use of inappropriate language in the workplace such as profanity, swearing, vulgarity or verbal abuse, does not allow coercion or intimidation.

The company is unmistakably opposed to child labour.

The company respects employees' rights with respect to employment matters. Whilst the company will advocate its position in a fair and legal manner, it recognises the right of employees to organize legally and bargain collectively.

3.9. RECORD KEEPING

All financial transactions are to be correctly recorded in the books of accounts and accounting procedures have to be supported by the necessary internal controls. In turn, all company books and records must be available for audit.

Employees must not create or participate in the creation of any records that are intended to conceal anything that is improper, make unusual financial arrangements with a customer or supplier for payment on their behalf not related to the transaction

Suspected breaches of financial policy, which directly or indirectly affect company business must be reported and investigated.

	Document title	Revision: 2
	CODE OF ETHICS AND BUSINESS CONDUCT	Date: 30/05/19
	Reference: GP44	Page 7 of 8

3.10. MARKETING AND SALES

It is our aim to demonstrate the highest standards of integrity in all aspects of company's business and to do business in a fair and equitable manner.

This policy extends to the sale or purchase of tangible goods and products

In buying, we choose suppliers fairly. In marketing and sales, we must never give or receive improper payments or gifts to or from anyone in connection with the sale or purchase of products or services even at the cost of foregoing business opportunities, be alert to product liability concerns and where applicable, warn our customers of any inherent dangers in the products sold.

3.11. COOPERATION WITH REGULATORY BODIES

All employees of the company shall cooperate fully with persons charged with conducting any criminal or regulatory investigations

3.12. WHISTLE BLOWER POLICY

Employees are encouraged to report anonymously any unethical practice. If any employee discovers any act of fraud, extortion or sabotage committed by any persons whosoever, and promptly report this discovery to management, the whistle blower will be rewarded with up to 10% of the anticipated value of the fraud recovered as determined by management.

The company pledges to protect the identity of the whistle blower at all times.

3.13. SANCTIONS

Any employee who does not comply with the code or who holds back information during the course of an investigation into a possible violation is subject to disciplinary action up to and including dismissal. Depending upon the nature of the non-compliance, the company may have the legal obligation to report the non-compliance to the appropriate authorities.

3.14. EQUAL OPPORTUNITY

Okomu Oil Palm Company is committed to providing equal opportunity to each employee. Our employment beliefs and standards mean that we will not discriminate when making decisions on hiring, promotion or retirement on the grounds of the employees' or candidates' race, colour, gender, age, social class, religion, tribe sexual orientation, politics, or disability- subject to the inherent requirements of the role to be performed. A fundamental aim is to ensure a diverse and representative workforce profile through the promotion of employment equality.

4. REFERENCES

- a. Code of Ethics Policy
- b. GP 10- Internal and External Communication Procedure
- c. Whistle Blowing Policy
- d. Risk Management Policy
- e. SEC's Code of Corporate Governance (Part 1 section 36)
- f. Equal Opportunity Policy

	Document title	Revision: 2
	CODE OF ETHICS AND BUSINESS CONDUCT	Date: 30/05/19
	Reference: GP44	Page 8 of 8

5. REVISION STATUS

Rev.	Date	Details
0	04/06/13	Initial release
1	18/01/18	Changed format of the policy
2	29/05/19	Added paragraph 3.14