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#### 1.0 Policy Statement

OOPC is committed to ensuring the highest level of ethical standards in our business conduct. This policy establishes clear guidelines for the prevention, detection and management of bribery and corruption risks in all aspects of our business operations. This policy will be reviewed annually and updated based on risk assessments, experience and stakeholder feedback.

#### 2.0 Purpose

The aim of this Policy is to uphold the highest standards of accountability and transparency within OOPC's operations. It delineates the requirements essential for the Company to adhere to relevant laws concerning anti-bribery and anti-corruption. These laws encompass statutes such as the Money Laundering (Prevention and Prohibition) Act 2022, the Economic and Financial Crimes Commission Act, the Criminal Code of Nigeria Cap C31, the Laws of the Federation of Nigeria 2004, the Advance Fee Fraud and Other Fraud Related Offences Act, and the Corrupt Practices and Other Related Offences Act. The Policy aims to ensure OOPC's ongoing compliance with these regulations, subject to amendments over time.

#### 3.0 Scope

This policy applies to all Directors, Employees, contractors, suppliers, distributors and other Third parties acting on our behalf.

#### 4.0 Definition

Within the scope of this policy, the subsequent definitions of essential terms shall be applicable:

OOPC: means 'The Okomu Oil Palm Company Plc'

Directors: members of the Board of Directors of The Okomu Oil Palm Company Plc

Employees: This means persons employed by The Okomu Oil Palm Company Plc whether permanent, fixed-term or temporary, seconded staff, consultants, agency staff, interns

Bribery: This means soliciting, offering, promising, giving, accepting or receiving anything of value (financial or otherwise) to or from another individual in order to gain undue advantage directly or indirectly to improperly influence a function or decision.

Corruption: This is the misuse of entrusted power for personal or private gain. While the primary focus of anti-corruption is on bribery, other forms of corruption include but are not limited to, embezzlement, theft, money-laundering, extortion, misappropriation, fraud and other related offenses.

Facilitation Payments: these are payments of a small, unofficial amount to a Public Official without a written receipt in order to secure or expedite a routine government action.

Kickbacks: mean payments made in return for a business favour or advantage

Political Contribution: means a cash or kind contribution made to a politician, political campaign or a political party or committee.

Charitable Donation: means a cash or kind contribution made to non-profit associations, organizations, or communities for social, educational, environmental and cultural benefit.

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## 5.0 Related Policies

This policy should be read together with OOPC's Code of Ethics Policy and Whistleblowing Policy.

## 6.0 Guidelines

### Bribery and Corruption

- OOPC takes a zero-tolerance approach to bribery and corruption and hence shall not tolerate any form of bribery or corruption in the conduct of our business, whether initiated by employees, directors, stakeholders, customers, suppliers, contractors, authorities, or any other business-related party.
- The following activities, which are not exclusive, are prohibited by OOPC:
  - Bribery of government officials
  - Commercial bribery and other economically corrupt activities undertaken for financial gain
  - Misrepresentation and/or concealment in accounting records of bribes and other improper acts
  - The use of agents, consultants and other third-party intermediaries in transactions knowing that these may involve the payment of bribes

### Facilitation Payments and Kickbacks

OOPC's policy prohibits the initiation or acceptance of any form of facilitation payments or kickbacks.

If requested to make a payment on behalf of the company, it's crucial to consider the purpose of the payment and assess if the requested amount aligns with the goods or services rendered. Always request a receipt specifying the purpose of the payment. If any suspicions, concerns, or questions arise regarding a payment, promptly address them with the Company Secretary.

### Charitable donations:

OOPC is dedicated to charitable endeavors and providing support to the communities in which it operates. The company ensures that all charitable contributions and sponsorships adhere to legal and ethical standards according to applicable laws and practices, and also aligns with OOPC's corporate social responsibility objectives.


Directors and Employees are prohibited from utilizing Charitable donations as a guise for any type of Bribery and Corruption.

### Gift and hospitality:

This policy permits normal and reasonable gift and hospitality exchanges (both given and received) with third parties. However, it prohibits excessive gifts, entertainment, and hospitality that may be used to exert improper influence on decision-makers. The giving or receiving of gifts/hospitality is acceptable provided the following conditions are met:

- It is not intended to influence a third party to secure or maintain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits.
- It complies with local laws.
- It is given in the name of the company, not in the name of an individual.
- it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- Considering the purpose of the gift, it should be of a suitable and reasonable type and value, presented at an appropriate time.
- The gift should be given openly, without any element of secrecy.



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- Gifts should not be extended to, or received from, government officials or representatives, politicians, or political parties without the prior consent of the Managing Director.

#### **Political contributions**

OOPC strictly upholds a zero-tolerance stance regarding contributions to political parties, organizations, or individuals involved in politics, as well as any support provided to political parties, election candidates, or causes, with the intent of influencing or gaining business advantage for OOPC.

We acknowledge the directors' and employees' right to engage in personal political contributions, provided such contributions are not aimed at gaining advantage in business transactions for IHP. Specifically, you must refrain from:

- Using OOPC's time, property, or equipment to facilitate or endorse your personal political endeavors.
- Always ensuring that your views and actions are clearly identified as your own.
- Seek the approval of the Board in advance if you intend to pursue or accept a public office. Please note that approval may be withheld if it is determined that such actions could negatively impact your job performance or have adverse effects on the company.

#### **Third parties**

The Company may be held accountable for actions conducted by third parties, such as agents and consultants, acting on its behalf. Hence, it is imperative to conduct thorough due diligence before engaging any third party. Third-party engagement should only occur when there is a clear business justification, supported by an appropriate contract. Payments to third parties must be duly authorized and documented.

#### **Blackmail and extortion**

OOPC firmly refuses to comply with any direct or indirect blackmail or extortion demands and will rebuff any such attempts. Employees are required to promptly report to their manager or the Chief Compliance Officer/Company Secretary in cases where life or health is endangered. The manager, Compliance Officer, or Company Secretary must promptly escalate the matter to the Board.

#### **Record keeping and Internal controls**

The company must maintain accurate financial records as and has appropriate internal controls in place which will evidence the business reason for making payments to third parties. The system of internal controls shall be subject to regular review and audit to ensure its effectiveness in combating and countering Bribery and Corruption.


#### **Training and Communication**

Training regarding this Policy is integrated into the induction process for all newly hired OOPC employees. Existing employees will also receive, and must attend all pertinent training sessions on implementing and complying with this Policy.

The Company communicates its zero-tolerance stance on bribery and corruption to all suppliers, agents, contractors, and other business partners at the commencement of our business relationship with them, and subsequently, as deemed necessary.

#### **Reporting**

OOPC employees are required to report any suspected or observed bribery or corruption to their Head of Department (HOD), Company Secretary, the Chief Internal Auditor or the Managing Director.

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Concerns may also be reported by following the procedure outlined in our Whistleblowing Policy. You can access a copy of our Whistleblowing Policy in the Staff Handbook and it is also accessible on OOPC's website.

#### **Protection**

In instances where an employee declines to accept or offer a bribe or raises concerns regarding potential acts of bribery or corruption, the Company recognizes that such employees may harbor concerns about potential repercussions. The Company pledges its full support to any individual who raises concerns in good faith under this Policy, even if subsequent investigation reveals their misunderstanding.

The Company is committed to ensuring that no employee faces any adverse treatment for refusing to engage in bribery or other corrupt activities, or for reporting concerns related to potential acts of bribery or corruption. Adverse treatment encompasses dismissal, disciplinary action, threats, or unfavorable treatment concerning the concerns raised by an employee. If an employee believes they have been subjected to unfair treatment due to raising a concern or refusing a bribe, they are encouraged to promptly notify the Company Secretary. The Company Secretary is mandated to forward such information to the Board of Directors for appropriate action.

#### **7.0 Responsibilities**

The Board of Directors of OOPC has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

The Company Secretary has the primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation.


Management at all levels are responsible for ensuring those reporting to them are made aware of, understand and comply with this policy.

The Company Secretary will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. All employees are accountable for understanding and complying with this policy.

#### **8.0 Continuous Improvement**

OOPC is committed to continuously improving our anti-bribery and anti-corruption policy based on lessons learned and best practices. We encourage all employees, Officers, and other stakeholders to provide feedback and suggestions to the Internal Audit or HSE department to strengthen our efforts.

#### **9.0 Record of Approval**

Task	Name/signature		Date
Approved by	Mr. Gbenga Oyeboode 	Chairman of the Board of Directors	May 16, 2024