

ANNEX N

**ANTI-CORRUPTION AND BRIBERY POLICY AND COMPLIANCE
MANUAL**

AZURA POWER WEST AFRICA LIMITED

**ANTI-CORRUPTION AND BRIBERY
POLICY AND COMPLIANCE MANUAL**



1 POLICY STATEMENT

1.1 Business

It is our policy to conduct all of our business in an honest and ethical manner. We, Azura Power West Africa Limited together with our subsidiaries and affiliates (together the "**Company**") take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery. We also expect our agents, representatives, advisors and other persons with whom we contract ("**Representatives**") to act professionally, fairly and with integrity in all of their business dealings and operations.

1.2 Laws

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate, including the Federal Republic of Nigeria, and specifically the provisions of the United Kingdom Bribery Act 2010 (the "**Bribery Act**") and the United States Foreign Corrupt Practices Act of 1977 ("**FCPA**"), whether or not they apply directly to us, as well as the relevant laws in the Federal Republic of Nigeria including the Criminal Code Act, Cap C31, Laws of the Federation of Nigeria, 2004; the Advance Fee Fraud and other Fraud Related Offences Act, Cap A6, Laws of the Federation of Nigeria, 2004; the Money Laundering (Prohibition) Act, 2011; the Economic and Financial Crimes Commission (Establishment) Act, 2004, the Code of Conduct Bureau and Tribunal Act, Cap C15, Laws of the Federation of Nigeria, 2004; and the Corrupt Practices and other Related Offences Act, Cap C31, Laws of the Federation of Nigeria, 2004 (together the "**Bribery Legislation**", each as amended from time to time) and we will act in appreciation of the principles set out in the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, in respect of our conduct both at home and abroad.

1.3 Purpose

The purpose of this Anti-Corruption and Bribery Policy and Compliance Manual is to:

- (a) set out our commitment to and procedures for complying with the standards of conduct set forth in the Bribery Legislation and other relevant anti-corruption laws, regulations and principles. Compliance with such laws is particularly important since the Company may seek to do business in jurisdictions in which, (i) government officials are engaged in commercial and financial activities, (ii) corruption and related problems are common, (iii) personal expectations of government officials and others may contravene Company policy and (iv) legal standards and enforcement policies may be undeveloped, unclear and inconsistently applied. In such circumstances, we will conduct special vigilance to ensure compliance with the applicable anti-corruption laws and with the Bribery Legislation in particular;

- (b) institute (in accordance with the time line specified herein) and maintain internal policies and procedures to ensure that none of the Company, its Representatives or any person acting on its behalf, engages in any Sanctionable Practice (defined as “Corrupt Practice”, “Fraudulent Practice”, “Coercive Practice”, “Collusive Practice” or “Obstructive Practice” as those terms are defined in the Common Terms Agreement between the Company and the Lenders stated therein dated [•] 2014);
- (c) set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
- (d) provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

1.4 Legal Responsibilities

Under the Bribery Legislation, bribery and corruption are punishable for individuals by substantial fines and up to 20 years' imprisonment and if the Company or its Representatives was found to have taken part in corruption we could face potentially unlimited fines, be excluded from tendering for public contracts and face damage to our reputation and our business. We therefore take our legal and ethical responsibilities very seriously.

1.5 Risks

- (a) We have identified that the following are particular risks for our business:
 - (i) the Company's business activities take place in markets in Africa where the perceived risk of corruption is relatively high;
 - (ii) the Company is active in the power sector where the perceived risk of bribery is relatively high;
 - (iii) in these markets and sectors, the Company and its Representatives regularly deal with:
 - A members of government, governmental institutions and other public or quasi-public sector officials and bodies in carrying out the Company's business; and
 - B other third parties such as investors, developers, contractors and operators,which potentially gives rise to the risk of exposure to corruption and bribery.
 - (iv) the Company may co-invest or cooperate operationally, financially or otherwise with joint venture partners and is committed to ensuring that

they understand and respect this Anti-Corruption and Bribery Policy and Compliance Manual and that they have their own anti-corruption and bribery procedures in place.

- (b) To address those risks we have taken the following steps:
- (i) put in place this Anti-Corruption and Bribery Policy and Compliance Manual;
 - (ii) appointed an Anti-Corruption Officer to:
 - A whom employees, staff and directors of the Company can report any known or suspected bribery in confidence;
 - B oversee the training programme referred to below;
 - C oversee the monitoring and review of the Company's procedures for bribery prevention;
 - (iii) made this Anti-Corruption and Bribery Policy and Compliance Manual available to all the Company's staff, agents or representatives by, amongst other methods, including it in the induction and annual review process for staff, agents or representatives, and by publication on the Company's website;
 - (iv) defined due diligence procedures in respect of any transactions that the Company proposes to enter into and any counterparties to such transactions, such procedures being designed to identify and mitigate any bribery risks; and
 - (v) implemented a training programme through which each employee and Representative of the Company is informed, on an ongoing basis, of the requirements of this Anti-Corruption and Bribery Policy and Compliance Manual. Every employee shall be required to confirm annually that they have read and understood the then current version of this Anti-Corruption and Bribery Policy and Compliance Manual.

1.6 Third Party

In this Anti-Corruption and Bribery Policy and Compliance Manual, third party means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

2 ANTI-CORRUPTION OFFICER

2.1 Appointment

The Company will appoint an appropriately qualified and experienced anti-corruption officer (the "**Anti-Corruption Officer**") to oversee the monitoring and implementation of, and adherence to, this Anti-Corruption and Bribery Policy and Compliance Manual. The first Anti-Corruption Officer shall be Nonye Obibuaku.

2.2 Responsibilities of the Anti-Corruption Officer

The Anti-Corruption Officer shall:

- (a) be sufficiently senior so as to emphasize the seriousness that the Company attaches to compliance with this Anti-Corruption and Bribery Policy and Compliance Manual;
- (b) report directly to the Chairman of the Audit Committee of the Company (the "**Chairman**");
- (c) have access to the Company's directors if he/she deems it essential to his/her oversight responsibilities;
- (d) ensure that all personnel understand the content and substance of this Anti-Corruption and Bribery Policy and Compliance Manual and their requirement to operate in accordance with its rules and principles;
- (e) ensure that all staff and relevant third parties receive training in accordance with their needs on an ongoing basis and at least annually;
- (f) investigate, or oversee the investigation, of any allegation concerning possible violation of the laws of any jurisdiction as may apply to the Company's operations including any projects it may undertake or be interested in;
- (g) advise and provide guidance, including training and continuing education on the Anti-Corruption and Bribery Policy and Compliance Manual, and on the interpretation thereof to management, and to all staff with respect to the requirements of this Anti-Corruption and Bribery Policy and Compliance Manual and with respect to any activities which may have implications to this Anti-Corruption and Bribery Policy and Compliance Manual or applicable laws;
- (h) where necessary, report wrongdoing to the relevant authorities in conjunction and in consultation with senior management;
- (i) report on an annual basis to the Chairman regarding any action taken under this Anti-Corruption and Bribery Policy and Compliance Manual, and recommend any revision or expansion of this Anti-Corruption and Bribery Policy and Compliance Manual;

- (j) review policies and practices of Representatives to ensure compliance with this Anti-Corruption and Bribery Policy and Compliance Manual;
- (k) ensure that the relevant contracts for services between the Company and Representatives require compliance with this Anti-Corruption and Bribery Policy and Compliance Manual; and
- (l) where necessary or appropriate, engage advisers and/or experts to advise on the appropriate procedures in the event that any issues of fraud, bribery, money laundering or corruption arise in connection with the Company's business.

3 WHO IS COVERED BY THE POLICY?

This Anti-Corruption and Bribery Policy and Compliance Manual applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, any of our subsidiaries or their employees, or under our effective control located in Federal Republic of Nigeria or elsewhere (collectively referred to as "**staff**" in this Anti-Corruption and Bribery Policy and Compliance Manual). We require those providing services on our behalf to undertake their business without bribery or corruption.

4 BRIBERY

4.1 What is Bribery?

A bribe is an inducement or reward offered, promised or provided with the objective of gaining any commercial, contractual, regulatory or personal advantage. Bribes can take many forms, including but not limited to the offer or acceptance of direct or indirect payments, services, excessive gifts, sponsorships, preferential treatment or facilitation payments.

4.2 General

All employees and Representatives must adhere to the highest levels of honesty, integrity and ethics at all times when conducting business for the Company. The Company has a zero-tolerance policy towards any kind of corrupt business practice. Responsibility for controlling the risks of corruption rests in the first instance with individual employees of the Company who are expected to report properly all known or suspected instances of bribery, or corruption involving to any degree an employee or third party acting either on behalf of or against the Company. Failure to comply with the requirements of this Anti-Corruption and Bribery Policy and Compliance Manual or any laws or regulations may result in disciplinary action, including termination of employment and reporting to the relevant legal authorities.

4.3 The Bribery Act

- (a) The Bribery Act prohibits any person from:
- (i) Offering or giving a financial or other advantage to a person:
 - A intending to induce them, or another, improperly to perform a public function or business activity, or as a reward for the same; or
 - B knowing or believing that acceptance would in itself constitute improper performance.
 - (ii) Requesting or accepting an advantage:
 - A intending personally or through another, improperly to perform a public function or business activity, or as a reward for the same;
 - B when the request or acceptance would itself constitute an improper performance of a public function or business activity; or
 - C improperly performing such a function or activity in anticipation of receiving such an advantage.
 - (iii) Offering or giving a financial or other advantage to a foreign public official, or any other person with the assent of a foreign public official, intending to influence them in their capacity as a foreign public official so as to obtain or retain business or a business advantage. A "foreign public official" includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind of a country or territory outside the UK. It also includes any person who performs public functions in any branch of the national, local or municipal government of such a country or territory or who exercises a public function for any public agency or public enterprise of such a country or territory, such as professionals working for public health agencies and officers exercising public functions in state-owned enterprises. Foreign public officials can also be an official or agent of a public international organisation, such as the UN or the World Bank.
 - (iv) Any attempt to do any of the above.
- (b) Under the Bribery Act a company commits an offence where a person associated with that company (e.g. an employee, agent, subsidiary, any person or incorporated or unincorporated body performing services on its behalf) bribes another person to obtain or retain business, or a business advantage, for that company, unless adequate procedures were in place designed to prevent the bribery (the "**Corporate Offence**"). The UK Government considers that the procedures put in place by commercial organisations to prevent bribery should be

informed by six principles which are set out in Section 4.10 (*Six Principles*) below.

- (c) As outlined in Section 7 (*Facilitation Payments and Kickbacks*), the Company acknowledges that facilitation payments made to expedite the performance of routine administrative functions are illegal; the Company does not in any way condone the making of such payments.
- (d) It is also recognised that money laundering and terrorist financing are serious threats to society, losing revenue and endangering life, and fuelling other criminal activity. The Company will act with integrity and uphold the law and will not engage or be a counterpart to any such criminal activity.

4.4 Criminal Code Act

- (a) The Criminal Code Act prohibits any employee (i) from corruptly accepting or agreeing to accept from any person, any gift, inducement or reward for doing or forbearing to do any act in relation to the employer's business, or (ii) showing or forbearing to show any favour or disfavour to any person in relation to the employer's business.
- (b) The Criminal Code Act also makes it an offence for any person to offer or corruptly give any gift or consideration to any employee as an inducement or reward for doing or forbearing to do any act in relation to an employer's business affairs, or for showing or forbearing to show favour or disfavour in relation to the employer's business.
- (c) Furthermore, the Criminal Code Act prohibits any employee from knowingly using with intent to deceive its employer, any receipt, account or other document in respect of which the employer is interested and which contains any statement which is false or erroneous and which to his knowledge is intended to mislead the employer.

4.5 Advance Fee Fraud and Other Fraud Related Offences Act ("AFF Act")

- (a) Obtaining Property by False Pretence

The AFF Act makes it an offence for any person to obtain any property by false pretence and with the intention to defraud. Specifically, every person is prohibited from

- (i) obtaining property from any other person, in Nigeria or in any other country for himself or for any other person by false pretence and with intent to defraud;
- (ii) inducing any other person, in Nigeria or in any other country to deliver to any person any property by false pretence and with intent to defraud;

- (iii) inducing any other person, in Nigeria or in any other country, to confer a benefit on him or on any other person by doing or permitting something to be done on the understanding that the benefit has been or will be paid for.

The penalty for the above offences is imprisonment for a term of not more than twenty years and not less than seven years without the option of fine.

(b) **Fraudulent Invitation**

It is an offence for any person, who by false pretence and an intention to defraud, to invite or induce any other person to visit Nigeria for any purpose connected with the commission of an offence under the AFF Act. The penalty for this is imprisonment for a term of not more than 20 years and not less than seven years without the option of fine

(c) **Money Laundering**

It an offence for any person who conducts or attempts to conduct a financial transaction which involves the proceeds of an unspecified unlawful activity where the transaction is designed in whole or in part, to conceal or disguise the nature, the location, the source, the ownership or the control of proceeds of a specified unlawful activity.

4.6 Money Laundering (Prohibition) Act

The Money Laundering Act prohibits any person from making or accepting any cash payment of any sum exceeding N5,000,000 (Five Million Naira) or its equivalent in the case of an individual or N10,000,000 (Ten Million Naira) in the case of a company, except in transaction through a financial institution.

4.7 Economic and Financial Crime Commission Act ("EFCC Act")

- (a) The EFCC Act makes it an offence for any person whether by concealment, removal from jurisdiction or transfer to nominees, to retain control of the proceeds of an economic or financial crime on behalf of any other person knowing that the proceeds are as a result of the criminal conduct of the principal.
- (b) It is also an offence for any person to engage in the acquisition, possession or use of property knowing at the time of its acquisition, possession or use that such property was derived from an offence.
- (c) A person who engages in the management, organisation or financing of an offence; -conceals or disguises the true nature, source, location, disposition, or ownership of property knowing that such property is derived from an offence or engages in the conversion or transfer of property knowing that such property is derived from an offence commits an offence and is liable on conviction to imprisonment for a term not less than two years and not exceeding three years.

4.8 Code of Conduct Bureau and Tribunal Act ("CCBTA")

Bribery of Public Officers: the CCBTA makes it an offence for any person to offer a public officer any property, gift or benefit of any kind as an inducement or bribe for the granting of any favour or the discharge in his favour of the public officer's duties.

4.9 Corrupt Practices and other Related Offences Act

- (a) The Corrupt Practices and other Related Offences Act prohibits acts of bribery by any person who corruptly:
 - (i) asks for, receives or obtains any property or benefit of any kind for himself or for any other person; or
 - (ii) agrees or attempts to receive or obtain any property or benefit of any kind for himself or for any other person is guilty of an offence of official corruption and is liable to imprisonment for seven years.
- (b) Any person who asks for, receives or obtains property or benefits of any kind for himself or any other person; or agrees to receive or obtain any property or benefit of any kind for himself or any other person on account of anything done or any favour or disfavour shown to any person, by a public officer in the discharge of his official duties or in relation to any matter connected with the functions, affairs or business of a Government department, public body or other organisation or institution in which the public officer is serving, is guilty of an offence of official corruption and shall on conviction be liable to imprisonment for seven years.

4.10 Six Principles

The UK Government considers (and the Company agrees) that the procedures put in place by commercial organisations to prevent bribery should be informed by the following six principles:

- (a) **Proportionate Procedures**

An organisation's procedures to prevent bribery by any person associated with it should be proportionate to the bribery risks it faces and to the nature, scale and complexity of its operations and activities.
- (b) **Top-level Commitment**

The top-level management of an organisation must be committed to preventing bribery by persons associated with it and should foster a culture in which bribery is never acceptable.

(c) Risk Assessment

The organisation must assess the nature and extent of its exposure to potential external and internal risks of bribery on its behalf by persons associated with it. The assessment must be periodic and well documented.

(d) Due Diligence

The organisation needs to apply due diligence procedures, taking a proportionate and risk based approach, in respect of persons who perform or will perform services for or on behalf of the organisation, in order to mitigate identified bribery risks.

(e) Communication (including training)

The organisation must seek to ensure that its bribery prevention policies and procedures are understood throughout the organisation by means of communication and training proportionate to the risks faced.

(f) Monitoring and review

The organisation needs to monitor and review the procedures designed to prevent bribery by persons associated with it and will make improvements where necessary.

An organisation will have a defence to the Corporate Offence if it can show that it had adequate procedures in place to prevent bribery. However, what will constitute such procedures will depend on the nature and business of an individual organisation. Simply having a policy will not, of itself, be an 'adequate procedure'; such a policy must be properly implemented, communicated and enforced, and must be based on the organisation's assessment of the bribery risks it faces.

4.11 Examples of Bribery

(a) Offering a bribe

(i) You offer an employee at a potential customer an undisclosed payment or exceptional gift in return for agreeing to do business with us.

(ii) This would be an offence under English law as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

- (b) Receiving a bribe
 - (i) A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them or a supplier offers us an undisclosed payment or exceptional gift in return for agreeing to do business with us.
 - (ii) It is an offence for a supplier under English law to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.
- (c) Bribing a foreign public official
 - (i) You arrange for the business to pay an additional payment to a public official to speed up an administrative process or be awarded a contract or concession.
 - (ii) The offence under English law of bribing a foreign public official has been committed as soon as the offer is made (unless the official is specifically permitted or required under written applicable law to be influenced by such a payment). This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

4.12 FCPA

The FCPA has two basic components:

- (a) The anti-bribery provisions under the FCPA prohibit the making of a payment or a gift (or an offer or promise of a payment or gift) of money or anything of value:
 - (i) directly to any foreign official, foreign political party or party official, or any candidate for foreign political office; or indirectly to such persons, through any person or entity, "while knowing" that the payment, gift, etc., will be passed on to such a person;
 - (ii) if the purpose of the payment or gift is:
 - A to influence any act or decision of such person in his official capacity;
 - B to induce such person to do or omit to do any act in violation of his lawful duty;
 - C to induce such person to use his influence with the foreign government; or
 - D to secure any improper advantage; or

- (iii) in order to help the payer/giver/offeror/promisor obtain or retain business or direct business to any person or entity,

provided that some action in furtherance of the transaction took place in the United States, or the payment was made by a U.S. person, entity, or issuer of securities publicly traded on U.S. exchanges acting in another country.

A "**foreign official**" (as defined in the FCPA and not to be confused with the definition of foreign public official referred to above and defined under the Bribery Act) means any officer or employee of a foreign government or any department, agency, or instrumentality thereof, or of a public international organisation, or any person acting in an official capacity for or on behalf of any such government or department, agency, or all levels of federal, state, provincial, county, municipal and similar officials of any government outside the United States and also include all levels of officials of any commercial enterprise owned, controlled, or operated by a government other than the United States, such as a national oil company. Public international organisations include organisations such as the International Monetary Fund, the European Union, the World Bank and other similar organisations.

An explanation of the FCPA anti-bribery provisions provided on the U.S. Department of Justice website is available at <http://www.justice.gov/criminal/fraud/fcpa/docs/lay-persons-guide.pdf>.

- (b) The record-keeping and accounting provisions pursuant to the FCPA require companies whose securities are publicly traded on U.S. exchanges to keep accurate books and records in reasonable detail and to maintain a reasonable system of internal accounting controls.

4.13 Penalties and other consequences

- (a) Penalties for breach of the Bribery Act include (but are not limited to):
 - (i) for individuals:
 - A on summary conviction, up to 12 months imprisonment and/or a limited fine; and
 - B on conviction on indictment, up to 10 years imprisonment and/or an unlimited fine;
 - (ii) for companies:
 - A on summary conviction, a limited fine;
 - B on conviction on indictment, an unlimited fine; and
 - C debarment from EU public procurement contracts.

- (b) Penalties for breach of the FCPA include (but are not limited to):
 - (i) for individuals, a fine of up to United States Dollars (USD) 250,000 per violation or USD 5 million per violation and up to 20 years imprisonment in the case of wilful violations of the accounting provisions; and
 - (ii) for companies, a fine of up to USD 2 million per violation or USD 25 million per violation and up to 20 years imprisonment in the case of wilful violations of the accounting provisions.

5 GIFTS AND HOSPITALITY

5.1 Hospitality

This Anti-Corruption and Bribery Policy and Compliance Manual does not prohibit normal and appropriate hospitality (given and received) to or from third parties.

5.2 Requirements

The giving or receipt of gifts is not prohibited, if the following requirements are met:

- (a) it does not exceed USD 100 in value, however a gift that exceeds USD 100 in value may be approved in exceptional circumstances by the Anti-Corruption Officer provided that the Anti-Corruption Officer reports such approval to the Company's board of directors at the next board meeting;
- (b) it is not made with the intention of influencing a third party to obtain or retain 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 favours or benefits;
- (c) it complies with local law;
- (d) it is given in our name, not in your name;
- (e) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (f) it is appropriate in the circumstances. For example, in some countries it is customary for small gifts to be given at Christmas time;
- (g) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- (h) it is given openly, not secretly;

- (i) gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Anti-Corruption Officer; and
- (j) it is approved by the Anti-Corruption Officer and properly recorded on the Company's register of gifts.

5.3 Practice differs between countries

We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered. However, in no circumstances should cash or cash equivalents be given at any time.

6 WHAT IS ACCEPTABLE OR NOT ACCEPTABLE?

6.1 Not Acceptable

It is not acceptable for you (or someone on your behalf) to:

- (a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- (b) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- (c) accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- (d) accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- (e) threaten or retaliate against another member of staff who has refused to commit a bribery offence or who has raised concerns under this Anti-Corruption and Bribery Policy and Compliance Manual;
- (f) offer any gifts and hospitality to the spouses, family members, friends and acquaintances or guests of a government official;
- (g) turn a blind eye where you suspect that acts of bribery and corruption are being undertaken by any of our staff; or
- (h) engage in any activity that might lead to a breach of this Anti-Corruption and Bribery Policy and Compliance Manual.

6.2 Doing the Right Thing

Policies and guidance cannot cover every circumstance. We therefore provide a 'quick test' to help you make decisions about appropriate business conduct. Test your decision to make sure it is appropriate. If your contemplated action makes good business sense, and you can answer yes to the following 'quick test' questions, you can feel comfortable in proceeding:

- (a) Is the action legal?
- (b) Is it right? Is it honest? (i.e., does it not deceive or mislead?)
- (c) Is the action within the terms or the spirit of the standards outlined in this Anti-Corruption and Bribery Policy and Compliance Manual, our policies and our values, and those of our business partners?
- (d) Does it avoid creating a sense of obligation?
- (e) Can I justify this to my manager, the Anti-Corruption Officer and to my family?
- (f) If I belong to a professional body, does it comply with its codes?
- (g) Would I feel comfortable reading about it in the press or discussing it with colleagues, my manager or the Anti-Corruption Officer?

7 FACILITATION PAYMENTS AND KICKBACKS

- (a) We do not make and do not condone the making of facilitation payments. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official.
- (b) If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the Anti-Corruption Officer.
- (c) We do not pay, and must never accept, kickbacks. Kickbacks are typically payments made in return for a business favour or advantage, and are often disguised by improperly inflating a contract price or invoice. All staff must avoid any activity that might lead to, or suggest that a kickback will be made or accepted by us.

8 DONATIONS

We do not make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Anti-Corruption Officer.

9 EMPLOYEE RESPONSIBILITIES

- (a) You must ensure that you read, understand and comply with this Anti-Corruption and Bribery Policy and Compliance Manual.
- (b) The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All staff are required to avoid any activity that might lead to, or suggest, a breach of this Anti-Corruption and Bribery Policy and Compliance Manual.
- (c) You must notify the Anti-Corruption Officer as soon as possible if you believe or suspect that a conflict with this Anti-Corruption and Bribery Policy and Compliance Manual has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in Schedule 1 (*Potential Risk Scenarios and "Red Flags"*).
- (d) Any employee who breaches this Anti-Corruption and Bribery Policy and Compliance Manual will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with any employee if he/she breaches this Anti-Corruption and Bribery Policy and Compliance Manual. We may report the offence and the offender to the relevant authorities.

10 RECORD-KEEPING

10.1 Controls

- (a) The Company shall make and keep books, records, and accounts that conform to the highest professional standards of accuracy and consistency and that, in reasonable detail, accurately and fairly reflect the company's domestic and foreign transactions and the disposition of its assets.
- (b) All financial transactions must be properly and fairly recorded in the Company's books of account and must be made available for inspection by the company's internal and external auditors.
- (c) Neither the Company nor any of its employees, officers, directors, agents or contractors shall do any of the following for the purpose of bribing a public official in order to obtain or retain an advantage in the course of business or for the purpose of hiding a bribe, kickback, facilitation payment, or any other form of improper payment:
 - (i) establish or maintain accounts which do not appear in any of the books and records that they are required to keep in accordance with applicable accounting and auditing standards;

- (ii) make transactions that are not recorded in those books and records or that are inadequately identified in them;
 - (iii) record non-existent expenditures in those books and records;
 - (iv) enter liabilities with incorrect identification of their object in those books and records;
 - (v) knowingly use false documents; or
 - (vi) intentionally destroy accounting books and records earlier than permitted by law.
- (d) The Company shall devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that transactions are executed in accordance with management's general or specific authorisation and that access to assets is permitted only in accordance with management's general or specific authorisation.
- (e) These requirements are applicable to all joint ventures which the Company controls in fact or in which the Company's ownership interest is 50% or more.
- (f) If an employee has any doubt regarding how to act according to these principles when they are involved in the making and keeping of the Company's records and accounts, they must consult the Anti-Corruption Officer.

10.2 Written Record

- (a) You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review. All such records are to be submitted to the Anti-Corruption Officer who shall retain them in the Company's register of gifts in accordance with all relevant record management regulations.
- (b) You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

11 HOW TO RAISE A CONCERN

All Company personnel should report any knowledge, awareness or suspicion of an actual or potential violation of the Bribery Legislation to the Anti-Corruption Officer at the earliest possible stage.

12 WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

You must tell the Anti-Corruption Officer as soon as possible if you are offered a bribe, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

13 PROTECTION

13.1 Protection

Staff who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing can be assured that the Company will ensure that there will be no reprisal for any action taken in good faith and reasonable belief.

13.2 No Detrimental Treatment

We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future.

14 TRAINING AND COMMUNICATION

14.1 Training

Training on this Anti-Corruption and Bribery Policy and Compliance Manual forms part of the induction process for all new staff and the continuing development of existing staff. All staff will receive, at least annually, relevant training on how to implement and adhere to this Anti-Corruption and Bribery Policy and Compliance Manual.

14.2 Communication to Third Parties

The Company's approach to bribery and corruption must be communicated to all suppliers, contractors, business partners, agents, representatives and affiliated third parties at the outset of our business relationship with them and as appropriate thereafter and they will be required to confirm annually their ongoing acceptance of this Anti-Corruption and Bribery Policy and Compliance Manual.

15 WHO IS RESPONSIBLE FOR THE POLICY?

15.1 Board

The board of directors has ultimate responsibility for ensuring this Anti-Corruption and Bribery Policy and Compliance Manual complies with our legal and ethical obligations, and that all those under our control comply with it. The board has delegated responsibility for oversight of the policy to the Company's Audit and Risk Committee.

15.2 Anti-Corruption Officer

The Anti-Corruption Officer has primary and day-to-day responsibility for implementing this Anti-Corruption and Bribery Policy and Compliance Manual, and for monitoring its use and effectiveness and dealing with any queries on its interpretation.

16 MONITORING AND REVIEW

The Anti-Corruption Officer will monitor the effectiveness and review the implementation of this Anti-Corruption and Bribery Policy and Compliance Manual regularly and make such updates and changes as required by changes in law, regulations and company circumstances, as informed by regular risk assessments.

SCHEDULE 1 to the ABC Policy
Potential Risk Scenarios and "Red Flags"

One of the key aspects of Bribery Legislation and anti-corruption due diligence is the identification of 'red flags' which may indicate a potential corruption problem. Examples include, but are not limited to, the following:

- 1 you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- 2 you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- 3 the third party has a family or business relationship with a government official;
- 4 a third party refuses to identify its owners, directors, officers or business history;
- 5 a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- 6 a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- 7 a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- 8 a third party requests an unexpected additional fee or commission to "facilitate" a service;
- 9 a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- 10 a third party requests that a payment is made to "overlook" potential legal violations;
- 11 a third party requests that you provide employment or some other advantage to a friend or relative;
- 12 you receive an invoice from a third party that appears to be non-standard or customised;
- 13 a third party insists on the use of side letters or refuses to put terms agreed in writing;
- 14 you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- 15 a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or
- 16 you are offered an unusually generous gift or offered lavish hospitality by a third party.

SCHEDULE 2 to the ABC Policy
Confirmation of Employees and Directors

CONFIRMATION OF EMPLOYEE / DIRECTOR*

To: AZURA POWER WEST AFRICA
LIMITED

Attention: Anti-Corruption Officer

I, the undersigned, confirm that I have read and understand the Azura Power West Africa Limited's Anti-Corruption and Bribery Policy and Compliance Manual dated [•] (the "**Policy**").

Accordingly, I undertake to comply with all of the standards contained in the Policy and I will carry out business in a professional and ethical manner at all times.

Date.....

Name.....

Signature.....

Note:

* This confirmation should be signed by each new employee, director or officer of Azura. It should also be signed annually if the Anti-Corruption and Bribery Policy is updated/changed.