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BRIDGSITE NIGERIA LIMITED CODE OF BUSINESS ETHICS

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A. WHAT IS CODE OF BUSINESS CONDUCT AND ETHICS (“COBCE”)

Integrity is telling oneself the truth and honesty is telling the truth to other people. COBCE is designed to help employees recognize and deal with ethical issues in their work. BRIDGSITE policy is to comply with all applicable laws and regulations, being committed to conducting business in an ethical manner and acting with integrity in dealing with our customers, suppliers, partners, competitors, employees and its other stakeholders.

B. HOW TO USE THIS CODE?

Consider this COBCE as a guide to help whenever you have a question about ethics or if you are faced with an ethical dilemma. COBCE may not address all the situations which employees may encounter in their day-to-day work. It is also not always easy to determine the ethical or “right” thing to do in a particular situation. Sometimes, because of the highly complex rules and regulations that govern the way you do business, a decision is not clear-cut. You are encouraged to exercise good judgement in your decision-making and when in doubt, feel free to approach your supervisor or Talent Engagement & Development or Human Resources or other designated persons mentioned in COBCE for proper guidance.

C. APPLICABILITY

COBCE is applicable to all BRIDGSITE (“Company”) employees (core, contract, retainer, consultant or any other category) and members of the Board of Directors. BRIDGSITE includes all subsidiaries and affiliate companies. BRIDGSITE requires its suppliers, service providers, agents, channel partners (dealers, distributors and others) to conduct their businesses in a legal and ethical manner.

To support the requirement for complete and accurate financial records and reporting, BRIDGSITE Principal and Financial Officers have an additional Code of Conduct apart from the COBCE.

Legal and Compliance Team of BRIDGSITE administers compliance review process/programs to promote BRIDGSITE commitment to integrity and values as set forth in the COBCE and to ensure compliance with applicable laws, rules, and regulations. These programs will guide employees on improved awareness of BRIDGSITE policies and procedures for ethical business conduct, help them resolve concerns and report suspected violations.

Managers are responsible for supporting implementation of ethics and business conduct programs and monitoring compliance of BRIDGSITE values and ethical business conduct guidelines through such programs.

All employees must abide by the COBCE and take up annual certification, which enhances their understanding of the COBCE. Employees are encouraged to ask questions, seek guidance, report suspected violations, and express concerns regarding compliance with the COBCE and the related procedures.

All new hires must undergo COBCE training as part of their induction programs and it is also important for them to electronically confirm having read and understood before beginning their work. If any employee has concerns regarding electronic confirmation they are advised to discuss their concerns with their Supervisor/HR Manager. In any case, employees must follow and abide by the COBCEE even if they fail to confirm.

D. WHERE TO GO FOR HELP?

BRIDGSITE endeavour is to foster an environment of open and honest communication. So, if an employee has a concern about a legal or business conduct issue, s/he has options.

What should an employee do if s/he has a question or concern about compliance and integrity standards?

The important thing is for her/him to ask the question or raise the concern.

An employee's immediate supervisor is usually a good place to start with a compliance or integrity issue.

Employees may also get help or advice from:

- Supervisor
- Supervisor's supervisor
- Business unit Talent Engagement & Development (TED)/HR Manager

E. DUTY TO SPEAK UP

We cannot live up to our commitment to acting with integrity if employees, as individuals, do not speak up when they feel the need. That is why, in addition to knowing the legal and ethical responsibilities that apply to a job, employees are encouraged to speak up if:

- Employees are unsure about the proper course of action and need advice.
- Employees believe that someone acting on behalf of BRIDGSITE is doing — or may do something that violates the law or BRIDGSITE compliance and integrity standards.
- Employees believe that they may have been involved in a possible misconduct.

F. OVERRIDING EFFECT OF COBCE

COBCE is, in places, more restrictive than the applicable laws and regulations, and employees are required to abide by the COBCE even when it imposes requirements that go beyond legal obligations. If employees are uncertain of the applicable legal requirements or believe they are subject to conflicting legal obligations, they must immediately bring the matter to the attention of the HR Manager or Compliance & Legal team.

THE POLICIES

1. POLICY ON BUSINESS RELATIONSHIPS

BRIDGSITE, as a business organization, is required to interact and transact with a variety of business organizations including international organizations and governments in different jurisdictions. By maintaining the highest level of corporate integrity through open, honest and fair dealings, BRIDGSITE earns trust for its products and services from all stakeholders and every person with whom BRIDGSITE comes in contact.

BRIDGSITE will only obtain and conduct business legally and ethically. The quality of our products and the efficiency of our services at the most competitive prices are our greatest tools in marketing our business. Profits do not justify unfair/ unethical business tactics. Employees must uphold the highest standards of integrity in all third-party dealings. The world today is moving towards ethical business strategies, whether it is BRIDGSITE customers, investors, suppliers, employees or any other stakeholder, everyone is looking for dependability and protection of their interests.

Hence, honesty is not only the best policy but it is the best and everlasting business policy. No person to whom the COBCE applies must give, offer, promise to offer, or authorize the offer, directly or indirectly (proxy bribing), anything of value (such as money, shares, goods or service) to government officials, customers, potential customers, foreign officials including officials of any public international organisations which could be regarded as influencing any business decision or to obtain an improper advantage.

Business courtesies such as Gifts or Entertainment shall not be offered by BRIDGSITE employees that could be regarded as influencing any business decision or creating appearance of misconduct. BRIDGSITE shall not involve itself or tolerate any business practice which is not in line with the Policy on Business Relationships.

A contribution or entertainment must never be offered in a circumstance appearing improper. But some very modest gifts, with a value not exceeding N25,000.00 or equivalent currency (in the case of employees in the US and Europe with a value not exceeding N25,000.00 or equivalent currency) may be acceptable if they meet the following criteria:

- They are consistent with accepted business practices.

- They do not violate applicable law.

- They cannot be reasonably construed as payment or consideration for influencing or rewarding a decision or action.

- Their public disclosure would not embarrass BRIDGSITE.

GIVING GIFTS

In general, no Gifts shall be offered to any customers, vendors, Government Officials etc.

Exceptions:

- a. Customary Gifts of value lower than or equal to the Acceptable Limit.

- b. Business lunch (or breakfast or dinner) of a reasonable value may be provided to customers, visitors and business contacts/associates.

Relationship with the Government Officials

Extra care and caution need to be taken when dealing with Government Officials. No Gifts or other benefits including Entertainment shall be offered to Government Officials which could be considered as influencing any business decision or to obtain improper advantage.

Exceptions:

- a. Provision of local conveyance to the Government Officials while they are visiting our offices for any inspection/ audit. However, this would require prior approval of your immediate Supervisor.
 - b. Business lunch: Same rules as applicable to visitors and business contacts.
- Employees are required to report correctly in their expense reports, all expenses for any Gifts given or Entertainment provided as part of any normal and acceptable business practice in the course of their employment, and must accurately state the purpose for the expenditure.

BRIDGSITE accounting records and supporting documents must accurately describe and reflect the nature of the underlying transactions.

Any agents acting on BRIDGSITE behalf must also never give a Gift of any kind to anyone doing business with BRIDGSITE or seeking to do business with BRIDGSITE that is not within the Acceptable Limit. Company suppliers and consultants are also expected to follow this Policy in letter and spirit and not indulge in any “proxy bribing”.

For a better understanding of the category of Giving and Receiving Gifts under the policy, we have further classified this into three categories:

Note: Giving any gifts that could influence or could reasonably give the appearance of influencing BRIDGSITE business relationship with or having a potential conflict of interest is prohibited.

GIVING GIFTS**USUALLY, OK ALWAYS WRONG ALWAYS ASK*****Examples of what is generally acceptable/usually OK and does not require approval:***

- Giving Gifts or Business Amenities/Entertainment of value up to the Acceptable Limit.
- Other reasonable and Customary Gifts and Entertainment within the Acceptable Limit
- Giving promotional items within the above value, such as pens, diaries and calendars and other BRIDGSITE logo ware.

Examples of what is generally always wrong:

- Giving any Gift of cash or cash equivalent (gift vouchers, gift cheques etc.)
- Using your own money or resources to pay for Gifts or Business without prior approval.

Examples of when you must always ask:

- Cases that do not fall into the first two categories: **Eg:** Giving promotional items in excess of the Acceptable Limit.

Employees need to get prior approval from their immediate supervisor before giving such Gifts or Entertainment.

Upon receipt of prior approval, employees are requested to disclose offering of any such Gifts or Entertainment which is above the Acceptable Limit in the Gift Disclosure Tracker

RECEIVING GIFTS

USUALLY OK ALWAYS WRONG ALWAYS HAND OVER

Examples of what is generally acceptable/usually OK and does not require approval include;

- Receiving Gifts of up to Acceptable Limit.
- Receiving Customary Gifts and Entertainment when it is customarily offered to a Group including you.
- Discounts or bonus programs (like frequent flier, credit card points)

Examples of what is generally always wrong include;

Receiving any Gift of cash or cash equivalent (gift vouchers, gift cheques, etc)

Accept or request anything as a “quid pro quo” or as part of an agreement to do anything in return for the gift or entertainment.

Examples of when you must always hand over the gifts, include;

In case of anything that does not fall into the first two categories: Eg. Items having a value in excess of the Acceptable Limit. Offer of tickets for special events like sports matches, shows, entry to restricted areas (where these are usually offered by transportation companies, hotels, resorts or holiday homes which are offered to travelers and guests generally.

Mementos for participating in a conference as a guest speaker or attendees up to Acceptable Limit.

Awards, rewards by customers given based on employee’s performance and work recognition of any value.

Sweets, chocolates and other perishables. In case the value is less than the Acceptable Limit, employee can use it as he desires. But if the value is above the Acceptable Limit, it is advisable that these be accepted and distributed among team members or colleagues in office. (Except wine which may not be distributed in the office but otherwise).

An employee may accept Gifts up to the Acceptable Limit per source per occasion, so long as the aggregate market value of the Gifts received (under this rule) from one source does not exceed the Acceptable Limit in a calendar year.

Buying down

If an employee is offered a Gift that has a value over Acceptable Limit, he/she shall not “buy the gift down” to the Acceptable Limit. For example, if you are offered a ticket in excess of the Acceptable Limit to watch a game, you must not pay N5,000.00 to whoever is offering the ticket, and then accept the ticket under the Acceptable Limit.

GIFT DISCLOSURE TRACKER

If you are about to offer any Gift or Entertainment falling under the category of ‘Always Ask’, you are required to follow the prior approval process for the offer of such Gift or Entertainment, which needs to be obtained from your immediate Supervisor and thereafter also disclose the offer of such Gift or Entertainment in the Gifts Disclosure Tracker.

If you are about to receive or have received any Gift or Entertainment or have been offered a Gift or Entertainment falling under the category of ‘Always Hand Over’, you are required to disclose the receipt of such Gift in the Gifts Disclosure Tracker.

2.CONFLICT OF INTEREST POLICY

The term 'conflict of interest' refers to situations in which financial or personal considerations may compromise, or have the appearance of compromising our judgment of professional activities. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of BRIDGSITE. Situations of actual or potential conflicts of interest are to be avoided by all employees.

Personal involvement with a competitor, client, or subordinate employee of BRIDGSITE that affects an employee's ability to exercise good judgment for BRIDGSITE creates an actual or potential conflict of interest.

Some examples of potential conflicts of interest are:

- Working directly or indirectly either as an officer, employee, consultant or agent for a competitor or client;
- Engaging in an activity that is in competition with BRIDGSITE ;
- Using proprietary or confidential information of BRIDGSITE for personal gain;
- Having a direct or indirect financial interest in a competitor or client;
- Unauthorized use, or disclosure, employee's knowledge of BRIDGSITE 's customers, suppliers, vendors, etc. for personal advantage;

Any employee involved in any of the above types of relationships or situations must immediately and fully disclose the relevant circumstances to his or her supervisor for a determination as to whether or not an actual or potential conflict exists.

Employees at BRIDGSITE must devote their full attention to the business interests of BRIDGSITE.

Employees are not allowed to engage in any activity that interferes with their performance or responsibilities to BRIDGSITE or is otherwise in conflict with or prejudicial to the interests of BRIDGSITE. It is a conflict of interest to serve as a director of any company that competes with BRIDGSITE. Although an employee may serve as a director of a BRIDGSITE supplier, customer, developer, or other business partner, our policy requires that one must first obtain approval from BRIDGSITE Compliance & Legal team/Management before accepting a directorship.

As a general rule, employees must avoid conducting BRIDGSITE's business with a relative (which includes a 'significant other') or a business in which a relative is associated in key role. If such a related-party transaction is unavoidable, employees must fully disclose the nature of the related-party transaction to respective TED/HR Manager and take the prior consent.

Key related-party transactions, particularly those involving BRIDGSITE's directors or executive officers, will be reviewed and approved in writing in advance by BRIDGSITE's Board of Directors and BRIDGSITE will report all such key related-party transactions under applicable accounting rules. Any dealings with a related party must be conducted in a way that no preferential treatment is given to this business.

Outside publication of books, articles or manuscripts which relate in any way to BRIDGSITE's business by an employee will require prior approval of the supervisor and HR Manager. If the author publicizes the fact that s/he is an employee of BRIDGSITE, the publication must state that: *'The views expressed*

in this article/presentation are that of mine and BRIDGSITE does not subscribe to the substance, veracity or truthfulness of the said opinion’.

On a case-by-case basis, employees may be permitted to work for Non-Governmental Organizations, clubs and charitable institutions. The employee must ensure that his/her services do not affect BRIDGSITE interest. The employee must not accept remuneration for any service rendered by him/her except reimbursement of expenses that has been incurred by him/her for providing the service (travel expenses, lodging, boarding, etc). If a proposed transaction or situation raises any questions or doubts, employees shall consult the Compliance & Legal Department or Human Resources Department.

2a. Employment of Relatives

Members of an employee's immediate family may be considered for employment on the basis of their qualifications. Immediate family members may be hired, if such employment would:

- Not create a direct supervisor/subordinate relationship with a family member.
- Not create a conflict of interest.

The purpose of this policy is to prevent the organizational impairment and conflicts that are a likely outcome of the employment of relatives or significant others, especially in a supervisor/subordinate relationship. Willful withholding of information regarding a prohibited relationship/reporting arrangement may be subject to corrective action, up to disciplinary action including termination. If a prohibited relationship exists or develops between two employees, both employees involved must bring this to the attention of his/her supervisor and HR Manager.

This policy must also be considered when assigning, transferring or promoting an employee. For the purpose of this policy, immediate family includes: brother, parent (including step parent), grandparent, spouse, son, daughter, sibling (including half or step brother or sister), mother-in-law, father-in-law, sister-in-law, brother-in-law, son-in-law, and daughter-in-law and step-child. This policy also applies to close personal relationships.

Employees who marry or establish a close personal relationship may continue employment as long as it does not result in the above. If one of the situations outlined above shall occur, attempts will be made to find a suitable position to which one of the employees will be transferred. If accommodations of this nature are not feasible, the employees involved will be permitted to determine which of them will resign.

2b. Outside Employment

It is not the intent of BRIDGSITE to restrict the activities of employees on their own time. A policy on outside employment is deemed necessary to prevent conflicts of interest, consistent with applicable state law. Therefore, every employee of BRIDGSITE shall not work for either a competitor or supplier of BRIDGSITE. Employees shall not engage in any outside employment, including any self-employment or independent contracting activities that might conflict with scheduled hours, overtime hours (when required), or the proper performance of their job functions for BRIDGSITE, including emergency work, or otherwise restrict employees to respond to the needs of BRIDGSITE or its clients. In no event shall any employee actively engage in self-employment or independent contracting activities in competition with BRIDGSITE.

Similarly, weekend work by employees for remuneration may also fall foul of the conflict and needs prior approval after examining the matter. Approval shall be obtained from Supervisor and followed by an email with cc to Legal Counsel or HR Head of Business.

If employees have any questions about this policy, or if employees believe a conflict of interest exists or may be interpreted as existing, please speak to Human Resources Department.

3. CONTROLLERSHIP POLICY

a. FINANCIAL REPORTING, INTERNAL CONTROLS & PROCEDURES AND DISCLOSURE

BRIDGSITE is committed to making full, fair, accurate, timely and clear disclosure on relevant material aspects of its business including periodic financial reports that are filed with or submitted to regulatory authorities. These filings may be required under applicable laws, and BRIDGSITE Disclosure Policy. These filings should comply with applicable government laws, rules and regulations.

BRIDGSITE responsibility to its shareholders and the investing public requires that all transactions be fully and accurately recorded in BRIDGSITE's books and records in compliance with the established BRIDGSITE accounting policies and procedures at BRIDGSITE as well as the Generally Accepted Accounting Principles (GAAP), International Financial Reporting Standards (IFRS) or any other applicable standards of accounting and reporting adopted by BRIDGSITE. Recording or approving false or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation is strictly prohibited.

All payments shall be approved and made only with the intention that payment is for the actual purpose stated in the relevant supporting documents. Inaccurate records can adversely impact BRIDGSITE in many ways, including weakening of internal controls over financial reporting. Hence, these are strictly prohibited.

b. COMPANY ASSETS & TIME

i. Protection of Company Assets:

All employees are responsible for safeguarding the tangible and intangible assets of BRIDGSITE and shall seek to protect BRIDGSITE assets from misuse, theft, fraud or damage or loss.

Assets include physical property, intellectual property of BRIDGSITE or client, electronic communication devices like computers, software applications, internet and intranet connections, teleconferencing/video conferencing facilities, facsimiles, telephones, PDAs and other electronic communication devices and facilities for email, voice mail, SMS/text messages, instant messaging and all other proprietary and confidential information of BRIDGSITE .

Misappropriation or unauthorized disclosure of BRIDGSITE assets is a breach of employee's duty to BRIDGSITE. Any suspected loss, misuse or theft of BRIDGSITE assets must be reported to employee's supervisor or HR/TED manager.

i. Manner & Use of Company Assets & Time:

In regard to electronic communication devices, BRIDGSITE may monitor and record your use of company equipment and services at any time. However, BRIDGSITE does not guarantee any right to privacy even on personal mails routed through BRIDGSITE IT systems and networks. Employees must be aware of and comply with password controls, non-sharing of password information and periodic

password changes to prevent unauthorized access as per the guidelines prescribed under BRIDGSITE Information Security Policy.

Personal use of BRIDGSITE assets and time in regard vehicles may be permitted within the following guidelines:

- I. The use is reasonable.
- II. There is no incremental cost to BRIDGSITE on account of the use of BRIDGSITE assets and time or such cost is minimal.
- III. Charges for personal use of vehicles are declared and paid up by employee as per the prevailing policy or practice of the Company.
- IV. The use does not result in any illegal activity.
- V. The use does not intend to cause or cause harm to the business or reputation of BRIDGSITE or any individual associated with BRIDGSITE.

5. POLICY ON INTELLECTUAL PROPERTY

“Applying Thought” is more than just a byline. BRIDGSITE employees shall adhere to it by constantly innovating on processes, products, systems etc. All employees have an utmost obligation to themselves to identify and protect the intellectual properties, trade secrets and other confidential information owned by BRIDGSITE and it’s customers or associates because it is critical to our success.

By Intellectual Property Rights (“IPR”) it means generally patented or potentially patentable inventions, trademarks, service marks, trade names, copyrightable subject matter, and trade secrets. All employees must be aware of and comply with BRIDGSITE procedures necessary to safeguard these assets, including complying with any agreement relating to intellectual property and confidentiality signed upon the commencement of or during employment.

All employees are responsible for complying with the requirements of software copyright licenses related to software packages used in fulfilling job requirements. In addition to protecting BRIDGSITE own intellectual property rights, BRIDGSITE respects the valid intellectual property rights of others. Employees must use proprietary material of others only under valid license and only in accordance with the terms of such a license. Unauthorized receipt or use of the intellectual property of others may expose BRIDGSITE to civil law suits and damages. Employees are advised to follow all BRIDGSITE procedures, including those governing the appropriate handling of unsolicited intellectual property.

Employees shall not use copyrighted materials without appropriate permission. Always consult the Legal Department whenever an IPR issue is involved and employees are not clear on the course of action to be taken. As regards licensed software or any “freeware” or “free-trial” third-party software to be downloaded from the internet, employees are strictly advised to follow the controls and procedures laid by BRIDGSITE.

Employees must ensure that Third Party Intellectual Property could be used only in accordance with the license agreement. Information/data available in the public domain can be relied on but mere duplication of the same in any presentation must not be done. Employees are advised to refer detailed policies as issued by the Information Risk Management and Policy Compliance Group from time to time.

6. POLICY ON ELECTRONIC RESOURCES USAGE

The purpose of this policy is to make sure that employees utilize electronic communication devices in a legal, ethical and appropriate manner. Electronic communication devices are provided to employees for business purposes and to enable employees to perform official responsibilities more efficiently. Employees may be allowed to use electronic communication devices for reasonable personal purposes within the guidelines as outlined in Controllership Policy at the section titled 'Manner and Use of Company Assets and Time'.

Employees must ensure that the content of text, audio or images that they place, send or forward over the internet or intranet are:

- Not inappropriate, obscene or capable of harassing others,
- Not have a racial or sexual slur, political or religious solicitations.

Employees must not indulge in any unlawful activities such as:

- Accessing unauthorized resources,
- Hacking,
- Introducing any computer contaminant or computer virus, and
- Committing any other acts that may disrupt use of the electronic resources.

Misuse of electronic resources by employees may result in the breach of confidentiality obligations or violation of the Intellectual Property rights relating to BRIDGSITE or third parties. Employees must ensure that all proprietary material acquired by use of the electronic resources have been obtained through valid licenses from the suppliers or proprietors. BRIDGSITE may monitor and record your use of company equipment and services at any time. However, BRIDGSITE does not guarantee any right to privacy even on personal mails routed through BRIDGSITE IT systems and networks.

7. POLICY ON PRIVACY AND CONFIDENTIALITY

One of the biggest concerns in the present information technology era is protection of confidential and personal information that is collected and disseminated. BRIDGSITE understands that protection of all confidential information is essential. BRIDGSITE is committed to protecting business and personal information of a confidential nature obtained from clients, associates and employees.

"Confidential information" includes but is not limited to the following types of information (whether or not reduced to writing): BRIDGSITE trade secrets, inventions, computer programs and related data and materials, drawings, file data, documentation, diagrams, specifications, know-how, processes, formulas, models, flow charts, software completed or in various stages of development, source codes, object codes, research and development procedures, test results, marketing techniques, materials and development plans, price lists, pricing policies, business plans, client lists, vendor lists, client agreements, vendor agreements, financial information and projections and employee files and other information related to computer programs, human resources and benefits systems and content, hypertext, and expert systems activities. Third Party may also furnish information to BRIDGSITE concerning their respective business affairs, finances, properties, methods of operation or other data which are not in the public domain and which are proprietary or confidential.

Accordingly, Confidential Information also includes any information described above which BRIDGSITE obtains from a Third Party and treats and/or has an obligation to treat as confidential or

designates as Confidential Information, whether or not owned or developed by BRIDGSITE . Confidential Information also includes all trade related information, trade secrets, employee related information, strategies, administration, research in connection with BRIDGSITE and commercial, legal, scientific, technical data that are either provided to or made available to the employee by BRIDGSITE, to facilitate his work, or that the employee is able to know or has obtained access by virtue of his employment or position with BRIDGSITE.

Employee shall never accept information offered by a third party that is represented as confidential, or which appears from the context or circumstances to be confidential, unless an appropriate nondisclosure/confidentiality agreement has been signed with the party offering the information. The Legal Department can provide non-disclosure agreements to fit any particular situation.

The unauthorized release of confidential information can cause BRIDGSITE to lose a critical competitive advantage, embarrass relationships with customers. All such confidential information must be accessed, stored, and transmitted in a manner consistent with BRIDGSITE policies and procedures. The inappropriate release of such confidential information may diminish BRIDGSITE rights to such information, provide implied rights to others without our knowledge. Employees ensure that they disclose confidential information only to those persons who are authorized to receive such information and that too only on a need-to-know basis. Employees shall ensure necessary confidentiality agreements are in place prior to sharing or disclosing any confidential information with a third party.

Employees who have access to proprietary and confidential information must take every precaution to keep it confidential. Every employee shall protect the reputation of BRIDGSITE, its employees and its products.

8. POLICY ON EMPLOYMENT, BRIDGSITE EQUAL EMPLOYMENT OPPORTUNITY, POLICY PROHIBITING DISCRIMINATION & HARASSMENT

BRIDGSITE is committed to the highest standards of openness, probity and accountability.

BRIDGSITE greatest asset is its employees. BRIDGSITE is committed to attracting, retaining, and developing the highest quality and most dedicated work force possible in today's market. BRIDGSITE strives to hire and promote people on the basis of their qualifications, performance, and abilities, and is determined to provide a work environment free of any form of illegal discrimination both direct and indirect, including, but not limited to, sexual harassment. Further, BRIDGSITE is committed to maintaining a workplace where each employee's privacy and personal dignity are respected and protected from offensive or threatening behavior including violence.

BRIDGSITE endeavors to offer equality of opportunity to all employees and not to engage in or support discrimination in hiring, compensation, access to training, promotion, termination or retirement based on ethnic and national origin, race, caste, religion, disability, age, gender or sexual or political orientation. Only exception to this rule is where we are required under the law to have localization obligations or to adopt affirmative action in a particular geography.

All employees shall ensure that the concepts of equal employment opportunity and non-discrimination are well understood, abided by and carried out by everyone. Any employee with

questions or concerns about any type of discrimination in the workplace is encouraged to bring the issue to the attention of his / her immediate supervisor or the head of the concerned business unit.

BRIDGSITE perceives harassment as a form of discrimination that is offensive, undermines the integrity of employment relationships and causes serious harm to the productivity, efficiency and stability of the organisation. Harassment may include (but is not limited to) making unwelcome sexual advances, sending or displaying obscene or racist materials, or sending or telling offensive jokes or comments, verbally or otherwise.

Harassment can be verbal, physical or visual behavior where the purpose or effect is to create an offensive, hostile or intimidating environment. BRIDGSITE endeavors to ensure a congenial environment where employees can work without any inhibition and contribute their best without fear or favour. Any employee who engages in such prohibited conduct will be subject to disciplinary action.

Employees shall refrain from taking discriminatory actions or decisions which are contrary to the letter or spirit of COBCE.

If employees believe that they have witnessed or are being subjected to discrimination or harassment, they shall immediately report the matter using the reporting procedures as mentioned in COBCE. BRIDGSITE views reports of retaliation seriously. Anyone found to have retaliated against another individual will face disciplinary action.

In addition, the Company will not tolerate sexual harassment by or against third parties on the Company's premises.

Employees are encouraged to raise concerns internally and at a high level and to disclose information, which the individual believes shows impropriety, abuse or wrongdoing.

What constitutes Harassment?

Conduct of a physical, verbal or non-verbal nature when

- a. it is unwanted; and/or
- b. it has the purpose or effect of violating another's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment for another; and/or · submission to such conduct is implicitly or explicitly a term or condition of an individual's continued employment; and/or
- c. submission to such conduct is implicitly or explicitly a term or condition for decisions which could affect promotion, salary or any other job condition; and/or
- d. such behaviour creates an intimidating, hostile or offensive work environment for one or more individuals.

Harassment may constitute discrimination if it is based on race, colour, gender, sex national origin, religion or philosophical belief or on any other discriminatory basis not authorized by law, it is then unlawful.

Types of Sexual Harassment?

Conduct Constituting Prohibited Sexual Harassment May be Classified in Two Ways:

- 1. Quid Pro quo** sexual harassment is defined as sexual advances, requests for sexual

favours, and/or verbal or physical conduct of a sexual nature when submission to such conduct is either explicitly or implicitly:

- a. a condition for advancement
- b. a factor in performance evaluation
- c. a condition for receiving any benefit given by the Company

2. Hostile Environment sexual harassment is defined as sexual advances, requests for sexual favours, and/or verbal or physical conduct of a sexual nature, when such conduct is unwelcome to the person to whom it is directed or to others directly aware of it and when such conduct is:

- a. Intimidating, threatening or offensive; and
- b. Sufficiently severe, persistent, and pervasive enough to interfere with an employee's work environment.

A hostile environment may be created through either verbal or nonverbal acts:

Verbal conduct of a sexual or racial nature or relating to disability or sexual orientation, unwelcome advances, propositions or pressure for sexual activity, offensive flirtations, lewd comments or abusive language which denigrates or ridicules, insults which are gender or race-related or which relate to sexual orientation (including racist or sexist name-calling) and offensive comments about dress, appearance or physique, and the writing and/or sending of written materials, including e-mails, of an offensive nature and includes verbal and written harassment through jokes, racist remarks, offensive language, gossip and slander, threats and letters. Non-verbal conduct of a sexual or racial nature or relating to disability or sexual orientation - the display of pornographic or sexually suggestive pictures, offensive objects or written materials, the display of sexually or racially offensive written or visual material, hostility to employees on the grounds of their race or gender or disability or sexual orientation or other unacceptable non-verbal conduct which denigrates a person.

Employees must ensure that:

- a. they co-operate with any measures introduced to develop equal opportunities;
- b. they respect the sensitivities of others. Note that political beliefs are not covered in this policy.
- c. they refrain from taking discriminatory actions or decisions which are contrary to the letter or spirit of this policy and for employees of managerial status that they ensure that.
- d. those who report to them also comply with the policy. They do not instruct, induce or attempt to induce or pressurize other employees to act in breach of this policy.

Breaches of Company's equal opportunities policy and procedures will result in Company's disciplinary procedure being invoked against the individuals responsible or involved.

8a. Drugs and Alcohol

Any employee and contractor staff, who is found to be under the influence of or using, or possessing illegal drugs on BRIDGSITE or customer premises or while conducting BRIDGSITE business, is subject to disciplinary action, including possible termination.

While conducting BRIDGSITE business, employees are advised not to be under the influence of alcohol or other similar substances or improperly use medication in any way that could diminish — or raise questions concerning — ability to perform their job or result in their doing things that might be harmful to BRIDGSITE .

9. POLICY ON SEPARATION

Employees will retire from the services of BRIDGSITE on completion of 60 years of age or in accordance with the law for the time being in force in the country of employment.

Employee will retire on the last day of the month in which he/she attains the age of retirement as above. Employees leaving BRIDGSITE other than on normal retirement are required to serve a notice to BRIDGSITE for the period specified in their employment contract or as applicable to their class. The Human Resource representative or any other manager, who is requested to do it, shall conduct a structured exit interview in the week prior to employee's final settlement. The finding at the interview is to be recorded and filed in the employee's folder.

Employees shall not be eligible to take any leave or sponsorship for training and development programs and trade fairs during the notice period. However, leave based on merits and within reasonable limit may be provided, subject to eligibility, by appropriate authority.

Any employee may be terminated from service for grave misconduct, illegal activities or integrity lapse by the appropriate authority after an enquiry conducted in accordance with principles of natural justice.

10. POLICY ON MEDIA AND ADVERTISEMENT

To facilitate the achievement of our vision, apart from achieving our business plans, it is necessary to communicate our plans and achievements in the most effective manner through the media to our investors, customers, both, existing and potential, and to the community at large in which BRIDGSITE operates. This policy is important not only from the context of evolving and maintaining an effective relationship with the media but for legally safeguarding the information released to the media.

No person other than the members of Corporate Communications team, Media Relations team, Investor Relations team and selected persons who are authorized to speak from Business Units of BRIDGSITE shall attempt to speak or share or communicate any non-public information regarding BRIDGSITE with media, analyst, investors or anyone outside BRIDGSITE. If any employee is contacted for an interview, comments, or other information by the media, analyst, investor or anyone outside BRIDGSITE, employee must speak only if they have been authorized or refer them to Corporate Communications or Media Relations or Investor Relations teams. Under no circumstances must an employee attempt to speak on a no name basis. In this context it is important that all statements to the media shall be true and fair, for which purpose each business unit and division shall have selected persons who are authorized to speak to media on identified subjects.

ADVERTISEMENT: BRIDGSITE acknowledges that advertising is an essential instrument for effective brand building and communicating with the consumers. In accordance with BRIDGSITE corporate philosophy it is necessary to ensure that all advertisements of BRIDGSITE products and services are done ethically and in a legitimate manner. Advertising must not misrepresent, nor deceive or be likely to mislead the consumer, as to the character, quantity, composition or safety of the product advertised. BRIDGSITE requires every employee to protect all trademarks, brand names and other proprietary material of BRIDGSITE and of third parties. Employees are required to abide by the policies and guidelines issued by the Corporate Brand of BRIDGSITE as necessary. BRIDGSITE shall not disparage products or services of competitors and shall avoid political or religious remarks in advertisements.

11. POLICY ON ENVIRONMENT, HEALTH AND SAFETY

BRIDGSITE takes environmental consciousness a step further. BRIDGSITE believes that employees in BRIDGSITE are environment conscious and contribute to preserving nature (at a higher level) as well as danger-proofing our own respective work areas. All of us are responsible for conducting safe and environmentally sound operations. Fundamentally, this is in the interest of our own and other's quality of life. There is a direct impact on the environment through our daily consumption needs of natural resources *via* energy, water & other inputs in our process.

BRIDGSITE recognizes its responsibility as a global citizen to assess and minimize the impact of its business activities to reduce environmental impact and protecting eco-systems upon which all life depends, while advancing economic development.

Eco policies not only indicate positive environmental stewardship, but also present business opportunities such as innovative products and investments in sustainable forestry and renewable energy.

To accomplish this, we will;

- a) comply with all applicable environment and related laws, regulations, codes of practices and other requirements
- b) take appropriate measures to identify, assess and manage the environment impacts of our existing and planned operations
- c) drive ecological sustainability in every dimension through carbon consumption foot print reduction, Positive water balance, Sustainable Waste management and preserving bio diversity.
- d) Build active and long-term partnerships with the communities in which we operate to improve condition of the most disadvantaged amongst them
- e) Conduct business that achieves a balance or integration of economic, environmental and social imperatives while at the same addressing stakeholder expectations.
- f) Ensure seamless integration of marketplace, workplace, environment and community concerns with business operations in order to support sustainable development and enhance our performance on the triple bottom line.

As regards Health & Safety, BRIDGSITE promotes employee well-being as a strategic value and fundamental component in its success and is considered more than a traditional occupational health and safety. BRIDGSITE takes appropriate measures to prevent workplace injuries and ill health and to provide employees with a safe and healthy working environment by considering evolving industry practices and societal standards of care. BRIDGSITE assesses and manages the Health and Safety impacts and eliminate unreasonable risks of its existing, new activity or project, design and production of products & services.

12. POLICY ON MAINTAINING/MANAGING RECORDS

The purpose of this policy is to set forth and convey BRIDGSITE's business and legal requirements in managing records, including all recorded information regardless of medium or characteristics. Records include paper documents, CDs, computer hard disks, email, floppy disks, microfiche, microfilm or all other media. BRIDGSITE is required by the central, local, state, federal, foreign and other applicable laws, rules and regulations, to retain certain records and to follow specific guidelines in managing its records. Civil and criminal penalties for failure to comply with such guidelines can be

severe for employees, agents, contractors and BRIDGSITE, and failure to comply with such guidelines may subject the employee, agent or contractor to disciplinary action, up to and including termination of employment or business relationship at BRIDGSITE 's sole discretion.

13. POLICY ON RECORDS ON LEGAL HOLD

A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. BRIDGSITE's Legal Department determines and identifies what types of BRIDGSITE records or documents are required to be placed under a legal hold. Every BRIDGSITE employee, agent and contractor must comply with this policy. Failure to comply with this policy may subject the employee, agent or contractor to disciplinary action, up to and including termination of employment or business relationship at BRIDGSITE's sole discretion. BRIDGSITE's Legal Department will notify employees if a legal hold is placed on records for which they are responsible. If employees have any questions about this policy they shall contact BRIDGSITE's Legal Department.

14. POLICY ON CONFIDENTIAL INFORMATION

i) Appropriate Nondisclosure Agreements.

Confidential information may take many forms. An oral presentation about a BRIDGSITE's product development plan may contain protected trade secrets. A customer list or employee list may be a protected trade secret.

Employees shall never accept information offered by a third party that is represented as confidential, or which appears from the context or circumstances to be confidential, unless an appropriate nondisclosure agreement has been signed with the party offering the information. Employees shall be aware of guidelines concerning third-party confidential information.

The Legal Department can provide nondisclosure agreements to fit any particular situation, and will coordinate appropriate execution of such agreements on behalf of BRIDGSITE. Even after a nondisclosure agreement is in place, employees shall accept only the information necessary to accomplish the purpose of receiving it, such as a decision on whether to proceed to negotiate a deal. If more detailed or extensive confidential information is offered and it is not necessary, for employee's immediate purposes, it shall be refused.

ii) Need-to-Know.

Once a third party's confidential information has been disclosed to BRIDGSITE, BRIDGSITE and its employees have an obligation to abide by the terms of the relevant nondisclosure agreement and limit its use to the specific purpose for which it was disclosed and to disseminate it only to other BRIDGSITE employees with a need to know the information.

iii) Notes and Reports.

When reviewing the confidential information of a third party under a nondisclosure agreement, it is natural to take notes or prepare reports summarizing the results of the review and, based partly on those notes or reports, to draw conclusions about the suitability of a business relationship. Notes or reports, however, can include confidential information disclosed by the other party and so shall be retained only long enough to complete the evaluation of the potential business relationship. Subsequently, they shall be either destroyed or turned over to the Legal Department for safekeeping or destruction. They shall be treated just as any other disclosure of confidential information is

treated: marked as confidential and distributed only to those BRIDGSITE employees with a need to know.

iv) Competitive Information.

Employees shall never attempt to obtain a competitor's confidential information by improper means, and employees shall especially never contact a competitor regarding their confidential information. While BRIDGSITE may, and does, employ former employees of competitors, it recognizes and respects the obligations of those employees not to use or disclose the confidential information of their former employers.

BRIDGSITE does not encourage any comparison to any of its competitors that are not substantiated or accurate and is misleading. It is inevitable that the employees and competitors will from time to time, meet, talk and attend the same industry or association meetings. Many of these contacts are perfectly acceptable as long as established procedures are followed. Acceptable contacts include; sales to other companies in our industry and purchases from them; approved participation in joint bids; and attendance at business shows, standard organization and trade associations. In all contacts with competitors, do not discuss pricing policy, contract terms, costs, inventories, marketing and products plans, surveys and studies and other proprietary and confidential information. Discussion of these subjects or collaboration on them with competitors can be illegal. In summary, employees shall disassociate themselves and BRIDGSITE from participation in any possible illegal activity with competitors; confine communication to what is clearly legal and proper.

15. POLICY ON SELECTING SUPPLIERS

BRIDGSITE's suppliers make significant contributions to our success. To create an environment where our suppliers have an incentive to work with BRIDGSITE, they must be confident that they will be treated lawfully and in an ethical manner. BRIDGSITE's policy is to purchase supplies based on need, quality, service, price and terms and conditions.

Suppliers shall be selected based on merit, price, quality and performance. BRIDGSITE's policy is to select significant suppliers or enter into significant supplier agreements through a competitive bid process where possible. The confidential information of a supplier is entitled to the same protection as that of any other third party and must not be received before an appropriate nondisclosure agreement has been signed. BRIDGSITE may not establish a business relationship with any supplier if its business practices violate local laws or environmental protection. All supplier relationships shall be by way of appropriate written contracts.

Suppliers who are found to disrespect the anti-bribery policy or connive with employees to inflate prices, or unduly influence decisions for award of contracts shall be blacklisted by the company.

16. POLICY ON LOBBYING

Employees, agents or contractors whose work requires lobbying communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation must have prior written approval of such activity from BRIDGSITE 's Management. Activity covered by this policy includes meetings with legislators or members of their staffs or with senior executive branch officials.

Preparation, research, and other background activities that are done in support of lobbying communication are also covered by this policy even if the communication ultimately is not made.

Examples of lobbying activities

The list is not exhaustive but it is intended to provide general, practical guidance. Lobbying activities include oral, written or electronic communications to a government official or government employee regarding:

- (i) Formulation, modification, or adoption of a legislation, rule, regulation, executive order, policy or position of the Government; or
- (ii) The administration or execution of a legislative program or policy; and the nomination or confirmation of a person to the government.

Lobbying activities do not include:

- (i) A speech, article, publication or other material that is distributed and made available to the public through a medium of mass communication; or
- (ii) Request for a meeting, a request for the status of an action, attending a meeting upon a request of an administrative body, or other similar administrative request; and
- (iii) Information provided in writing in response to an oral or written request, or in response to a request for public comments in any registers of the government departments.

17. POLICY ON GOVERNMENT CONTRACTS

BRIDGSITE's policy is to comply fully with all applicable laws and regulations that apply to government contracting. It is also necessary to strictly adhere to all terms and conditions of any contract with central, local, state, federal, foreign or other applicable governments. BRIDGSITE's Legal Department shall review and approve all contracts with any government entity.

18. POLICY ON ELIMINATION OF CHILD LABOUR.

BRIDGSITE policy is not to support child labour. BRIDGSITE is committed to implementing the provisions of the Child Labour Act. BRIDGSITE is aware of social reality of the existence of child labour and recognizes that this evil cannot be eradicated by simply setting up rules or inspections. Towards this end, BRIDGSITE is committed to work in a pro-active manner to eradicate child labour by actively contributing to the improvement of children's social situation. To promote this, BRIDGSITE encourages its suppliers also to work towards a no child-labour policy. As part of its efforts to eliminate the evil of child labour, BRIDGSITE encourages the employment of the parents of such children to secure the existence of the family and the education of the children. BRIDGSITE supports the use of legitimate workplace apprenticeship, internship and other similar programs that comply with all laws and regulations applicable to such programs.

19. POLICY ON ABOLITION OF FORCED LABOUR.

BRIDGSITE strictly prohibits forced or compulsory labour. BRIDGSITE is committed to ensuring that employees enter into employment and stay on in BRIDGSITE out of their own free will.

BRIDGSITE also insists that its suppliers prohibit forced labour or other compulsory labour in any of their operations.

20. GENERAL

i) Waivers

Any waiver of any provision of this COBCE for a member of BRIDGSITE Management or an executive officer must be approved in writing by BRIDGSITE Management and promptly disclosed. Any waiver of any provision of this COBCE with respect to any other employee, agent or contractor must be approved in writing by BRIDGSITE General Legal Counsel.

ii) Complaints

a. Anonymous complaints

This policy encourages an employee to put his/her name to any disclosures he/she makes. Any malpractice, impropriety, abuse and wrongdoing (hereinafter referred to as “Concern”) expressed anonymously are much less credible, but they may be considered for further action at the sole discretion of BRIDGSITE.

b. Good faith complaints

Every employee has a duty to read and understand the policies, raise queries and report any violation of policies. If an employee makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that employee. In raising the Concern, the employee shall exercise due care to ensure the accuracy of the information.

iii) Maintaining confidentiality of the Concern

The employee making the disclosure of Concern as well as any of the persons to whom the Concern has been disclosed or any of the persons who will be investigating or deciding on the investigation, shall not make public the Concern disclosed except with the prior written permission of the Audit Committee. However, this restriction shall not be applicable if any employee is called upon to disclose this issue by any judicial process and in accordance with the laws of land.

iv) Disciplinary actions

BRIDGSITE will take appropriate disciplinary action against any employee, agent, contractor or consultant whose actions are found to violate these policies or any other policies of BRIDGSITE . Disciplinary actions may include immediate termination of employment or business relationship at BRIDGSITE's sole discretion. Where BRIDGSITE has suffered a loss, it may pursue remedies available to it in law, against the individuals or entities responsible.

Where laws have been violated, BRIDGSITE will cooperate fully with the appropriate authorities.

v) Retaliatory acts

It is a violation of the policy to engage in retaliatory acts against any employee who reports an incident of alleged harassment including sexual harassment, or any employee who testifies, assists or participates in a proceeding, investigation or hearing relating to such allegation of harassment. Employees who believe they have been retaliated against because of testifying, assisting or participating in proceeding, investigation, or hearing relating to an allegation of harassment, shall meet with and seek the advice of the HR, whose responsibilities include handling retaliation.

If an employee believes that he/she has been retaliated against in the form of an adverse personnel action for disclosing the Concern under the policy he/she may file a written Concern to the HR

requesting an appropriate remedy. For the purposes of this policy an adverse personnel action shall include a disciplinary suspension; a decision not to promote; a decision not to grant a salary increase; a decision not to hire; a termination; an involuntary demotion; rejection during probation; a performance evaluation in which the employee's performance is generally evaluated as unsatisfactory; an involuntary resignation; an involuntary retirement; an involuntary reassignment to a position with demonstrably less responsibility or status as compared to the one held prior to the reassignment; or an unfavorable change in the general terms and conditions of employment.

vi) Accountability

The Management shall oversee BRIDGSITE adherence to ethical and legal standards. All employees including the finance team and the members of the Management shall undertake to stop or prevent actions that could harm customers, the system or reputation of BRIDGSITE and to report such actions as soon as they occur.

21. METHOD TO RAISE A QUERY/ CONCERN:

Query/Concern is to be disclosed through e-mail, telephone, fax or any other method. Whenever you have a query or concerns about any malpractice, impropriety, abuse or wrongdoing (Concern) there are three processes wherein complaints can be directed. They are:

Process A:

- a. An Employee's Supervisor or
- b. Supervisor's Supervisor or
- c. Human Resources Head of the local office of the Business Unit;
- d. Any member of Senior Management;
- e. The Chief Legal Officer of the BU and/or

Concerns raised to the above-mentioned people can be either decided by them or they could decide whether the issue is a query or a Concern. If the issue is a query, then the matter would be forwarded to the info@bridgsitelimited.com

Process B

Audit Committee.

Concerns can be raised directly to the Audit Committee. Mails could be sent to info@bridgsitelimited.com Here again the Audit Committee may decide the issue or decide if it is a query.

METHOD TO RAISE A QUERY/ CONCERN:

DISCLAIMERS:

THE COBCE IS INTENDED SOLELY AS A GUIDE. THE LANGUAGE USED IN THE HANDBOOK SHALL NOT BE CONSTRUED AS CREATING A CONTRACT OF EMPLOYMENT BETWEEN BRIDGSITE AND ANY OF ITS EMPLOYEES. BRIDGSITE EXPRESSLY RETAINS THE RIGHT TO UNILATERALLY MODIFY OR AMEND THIS CODE, AT BRIDGSITE SOLE DISCRETION, WITH OR WITHOUT NOTICE TO THE EMPLOYEES.

DISCIPLINARY ACTION/TERMINATION:

PROCEDURES FOR IMPLEMENTATION OF THE POLICIES SHALL NOT BE CONSTRUED AS PREVENTING, LIMITING OR DELAYING BRIDGSITE FROM TAKING ANY DISCIPLINARY ACTION, INCLUDING IMMEDIATE DISCHARGE, IN CIRCUMSTANCES WHERE BRIDGSITE DEEMS SUCH ACTIONS APPROPRIATE.

22. QUALITY ASSURANCE/QUALITY CONTROL POLICY

It is the objective of the management of BRIDGSITE NIGERIA LIMITED to provide services and products to all customers, which are fit and safe in every respect for their intended purpose and can be shown, by documented evidence to have satisfied all contractual obligations and customers' requirements.

To achieve the above objective in the most efficient and cost-effective manner, BRIDGSITE NIGERIA LIMITED has developed and implemented within BRIDGSITE NIGERIA LIMITED structure a Quality System which is understood and adhered to, at all levels, in keeping with the size and scope of the company's organisation. Performance of the Quality System is monitored through periodic reviews undertaken by the Company management in conjunction with ongoing internal audits scheduled to review all components of the Quality System throughout any twelve-month period. As part of this review the company shall ensure that the Quality Policy remains relevant to the suppliers' organizational goals.

The Company shall put in place a documented procedure for training to define activities necessary to identify, plan and execute training needs of staff within the Company. The procedure provides for additional training should a need be identified, such as (a) arising from Management reviews and/or internal audits, (b) changes in manufacturing techniques and/or International Standards, (c) introduction of new processes.

The Company has established a Health and Safety policy, which addresses all aspects of work procedures to ensure safety requirements, are rigorously complied with.

The Company maintains and promotes environment awareness and responsibility through thorough investigation of material purchases, processes employed, control of working conditions, waste disposal and all releases to air, land and water.

The Managing Director being fully committed to the principles of ISO 9001:20015 shall participate in the successful operating of the Quality system.



UGORJI CHILAKA
Managing Director/CEO