



MENERGY GROUP

I N N O V A T E • E L E V A T E

ANTI CORRUPTION COMPLIANCE POLICY

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Message to Employees



Menergy Group(the “Company”) has since its incorporation maintained an unwavering commitment to honest and ethical way of conducting our business

Ethical business practices are priceless asset for any corporation. We have always developed and fostered a culture of transparent business within our Company. The management strongly supports the complete eradication of corruption be it internal or external. It is in line with this culture that we invest our time and resources on external due diligence certifications and trainings conducted by globally recognised bodies like TRACE International. We can proudly claim that we have been TRACE certified each year without any hassles. I would like to take this opportunity to thank all the Group employees for their unwavering commitment to our anti corruption policies.

This Anti Corruption policy is a guide to all our Group employees on the overall policy and work process of our company to prevent corrupt practices. The Policy places the

responsibility on our directors, officers, employees, and third parties acting on the Company's behalf to vigorously uphold this commitment when performing work for the Company. Violations of the Anti-Corruption Policy are grounds for disciplinary action, up to and including termination of employment.

This guide has been prepared after legal consultation. I strongly urge all the employees to read and understand the details of this guide. In the event of any doubts, you should immediately reach out to the compliance officer or superior to seek clarifications. The purpose of this guide is not make you an Anti corruption expert, but to make you aware of Corruption and its ill effects on business. Further, this guide will give you an overview on how to identify corrupt practices and report them accordingly to the Compliance officer or immediate superior

To end this message, I do understand that in the course of conducting business you will be faced with testing situations.. However, I would like to emphasise that the Company always has and will continue to support ethical business practices . We will always support the cause of any employee adhering to our culture and practices. You shall take no bribe and give no bribe, for a bribe blinds the clear-sighted and subverts the cause of those who are in the right. Thank you all and Wishing you all the very best !



Daniel Narh Mensah

Chairman and Managing Director

Menergy Group

ANTI-BRIBERY AND CORRUPTION POLICY

Introduction

This document sets out Menergy Group's (the "Company") policy to prevent acts of bribery and corruption. This policy, and the procedures adopted hereto, has been designed to comply with legislation governing bribery and corruption on a global basis. This policy has been designed to incorporate local laws, as well as international best practice within the scope of both the UK Bribery Act 2010, and the U.S. Foreign Corrupt Practices Act.

Whoever we may deal with, and wherever we may operate, we are committed to doing so lawfully, ethically and with integrity. As part of this commitment, all forms of bribery and corruption are unacceptable and will not be tolerated. We will ensure that any third party acting on our behalf does not, act corruptly in any form

This policy provides guidance on the standards of behaviour to which all employees must adhere to: most of these reflect the common sense and good business practices that we all work to in any event. This policy is designed to help individuals identify when something is prohibited so that bribery and corruption in order to avoid any form of bribery and corruption.

avoided, This will set out clear procedures and guidelines in handling issues related to bribery and corruption

Who This Policy Applies To

The fundamental standards of integrity under which we operate do not vary depending on where we work or who we are dealing with. This policy applies to all officers, employees (full and part time) and temporary workers (such as consultants or contractors) (together referred to as "employees" in this document) across the Company no matter where they are located or what they do. It is the responsibility of each of us to ensure that we comply with these standards in our daily working lives. This policy sets out a single standard that all employees must comply with, regardless of whether local law or practices might permit something to the contrary.

Part of the Company's commitment to prevent bribery and corruption is to ensure that the people acting on our behalf also do so in compliance with effective anti-bribery and corruption policies. Accordingly, where we engage third parties such as agents, distributors or joint venture partners, we have obligations to complete sufficient due diligence when entering into arrangements to ensure that they are not acting corruptly, and to periodically monitor their performance to ensure on-going compliance. In short, if we cannot do it, neither can they.

Sanctions

Failure to comply with this policy, whether or not this is intentional, may lead to disciplinary action (up to and including dismissal), and criminal liability for the individual involved (up to and including imprisonment). Employees will be required to confirm that they have read and understood the policy and that they will comply with its terms as part of their on-going employment assessment processes. In addition, relevant employees will be required to attend training to support the guidance in this policy.

Getting Help

If an employee is unsure about his/her obligations under this policy, he/she should contact one of the following people, who have been designated as anti-bribery and corruption compliance officers, for help:

Mr Samuel Quashie (Local Compliance Officer) – quashie@meacatering.com

Mr Badari Narayana (Group Chief Operating Officer)- badari@menergyinternational.com

What is bribery?

Bribery involves the following:

- When a financial or other advantage is offered, given or promised to another person with the intention to induce or reward them or another person to perform their responsibilities or duties improperly (it does not have to be the person to whom the bribe is offered that acts improperly); or
- When a financial or other advantage is requested, agreed to be received or accepted by another person with the intention of inducing or rewarding them or another person to perform their responsibilities or duties inappropriately (it does not have to be the person who receives the bribe that acts improperly).

It does not matter whether the bribe is given or received directly or through a third party (such as someone acting on the Company's behalf, for example an agent, distributor, supplier, joint venture partner or other intermediary); or for the benefit of the recipient or some other person.

Bribes can take many forms, for example:

- Money (or cash equivalent such as loans or opportunities to buy direct shares (i.e. "friends and family shares") in a company with a connection to the Company);
- Unreasonable gifts, entertainment, prizes or hospitality (e.g., payment of travel, hotel, meals, living expenses, or costs of trips or resort stays);

- Kickbacks;
- Favourable terms on a product or service or product discounts;
- Unwarranted rebates or excessive commissions (e.g. to sales agents or marketing agents);
- Unwarranted allowances or expenses;
- “Facilitation” payments/payments made to perform their normal job more quickly and/or prioritize a particular customer;
- Political/charitable contributions;
- Employment offers or promises of future employment (to an individual or any of his/her relatives);
- Uncompensated use of company services or facilities;
- Services, personal favours, home improvements, use of vehicles or vacation homes, or discounted or free tickets to events; or
- Anything else of value.

This policy applies to both the public and private sectors. Dealing with public officials poses a particular high risk in relation to bribery and corruption and specific guidance when dealing with public officials is set out below.

A breach of bribery laws can result in fines for both the company and the individual involved and in some jurisdictions, could also result in imprisonment.

How do I know if something is a bribe?

In most circumstances, common sense will determine when a bribe is being offered. However, here are some questions you should ask yourself if in doubt:

- Am I being asked to pay something or provide any other benefit over and above the cost of the services being performed, for example an excessive commission, a lavish gift, a kickback or contribute to a charity or political organization?

- Am I being asked to make a payment for services to someone other than the service provider?
- Are the hospitality or gifts I am giving or receiving reasonable and justified? Would I be embarrassed to disclose them?
- When a payment or other benefit is being offered or received, do I know or suspect it is to induce or reward favourable treatment, to undermine an impartial decision-making process or to persuade someone to do something that would not be in the proper performance of their job?

Policies and Procedures

General Prohibition

All forms of bribery and corruption are prohibited. The Company, all its **officers, employees, and agents are prohibited from giving, offering, promising, or authorizing the provision of anything of value to any person, either directly or indirectly, with the intent to obtain or retain any business or any other advantage.**

For the avoidance of doubt:

Giving: If you are prohibited from making any payment, gift, offer, or promise directly, you are also prohibited from making it indirectly. You may not instruct, authorize, or allow a third party to make a prohibited payment on your behalf, and you may not make a payment to a third party knowing or having reason to know that it will likely be given improperly to a government official [or any other person].

Anything of Value: “Anything of value” includes not only cash and cash equivalents, but anything with tangible or intangible value, such as gifts, travel, entertainment, accommodations, a charitable contribution, or a paid or unpaid internship.

Government Official: “Government official” includes officers and employees, regardless of rank, whether of local or national governments; government-owned or -controlled companies; sovereign wealth funds; public international organizations, such as the United Nations or World Bank; and foreign political parties as well as candidates for public office.

Business or Advantage: Any improper payment including payments to obtain government business or to gain any other advantage, such as reduction in taxes, tolerance of non-compliance with applicable rules, or other favours or preferential treatment.

We will not tolerate any act of bribery or corruption. Any breach of this policy or associated local law could result in disciplinary action and ultimately could result in dismissal. A bribe does not actually have to take place—just promising to give a bribe or agreeing to receive one is prohibited. Bribery is prohibited when dealing with any person whether they are in the

public or private sector and the provisions of this policy are of general application. However, many countries have specific controls regarding dealing with public officials and this policy includes specific requirements in these circumstances.

Gifts, Hospitality and Expenses

Giving or receiving gifts or hospitality is often an important part of maintaining and developing business relationships. However, all gifts and hospitality should be for a genuine purpose, reasonable, given in the ordinary course of business and should comply with the Company's policy and local laws. Gifts may be approved only if they are of token value, are legal and customary in the jurisdiction in which they are given, and will be given openly to the recipient.

Lavish or unreasonable gifts or hospitality, whether these are given or received, are unacceptable as they can create the impression that we are trying to obtain or receive favourable business treatment by providing individuals with personal benefits. In addition, gifts and hospitality can themselves be a bribe. Be careful to avoid even the appearance that the giving or accepting of gifts or hospitality might influence the decisions you take on behalf of the Company.

Facilitation Payments

Facilitation payments are any payments, no matter how small, given to an official to increase the speed at which they do their job. For example, this could include making payments to speed up registration and licensing formalities, customs clearance or some other routine, non-discretionary action.

All facilitation payments are generally prohibited. However, safety is our primary concern and we understand that there may be circumstances in which there will not be an alternative but to make a facilitation payment in order to protect against loss of life, limb or liberty. Any request for a facilitation payment should be reported to a supervisor/ a superior, and/or the relevant official responsible for anti-bribery and corruption.

Agents, Distributors, Suppliers and Joint Venture Partners

Under certain circumstances, the Company could be liable for the acts of people that act on our behalf. This includes agents, distributors, suppliers and joint venture partners (together referred to as "third parties"). As such we are committed to promoting compliance with effective anti-bribery and corruption policies by all third parties acting on behalf of the Company.

All third parties should be made aware of the terms of this policy, and of their obligation to comply with it. All arrangements with third parties should be subject to clear contractual terms including specific provisions requiring them to comply with minimum standards and procedures in relation to bribery and corruption. Appropriate wording to be included in contracts can be obtained from in-house or external solicitors.

We will not engage any third party who is known or reasonably suspected of engaging in bribery.

Appropriate due diligence should be undertaken before any third parties are engaged. The appropriate level of due diligence will vary depending on the circumstances and should be judged on a case by case basis.

Applicable questions are:

- Who are they – Are there documents evidencing who they say they are?
- Who else have they worked with—do they have references?
- Are they well established with a good reputation or are they more obscure. is there a need to do more to find out about them?
- Do they operate in a territory or industry where bribery is prevalent?
- Are they happy to sign a contract agreeing to comply with anti-bribery procedures?
- Do they have their own anti-bribery program?
- Have we done the basic searches and conducted the relevant due diligence?
- Are there inconsistencies between the provider of the services and the person being paid
- Are commissions/payments in line with generally accepted industry practice?

Some high-risk transactions will require further due diligence which may require independent investigation.

Employees will be provided with helpful guidance and checklists where appropriate to support the due diligence process.

Entering into any joint venture arrangement without prior approval from the relevant department is prohibited.

All payments and commissions to third parties must:

- Be made in accordance with the Company's policies and procedures relating to authorization and the local policies relevant to the business as set and approved by a supervisor;
- Be made via bank transfer through the accounts payable system, or by check, and be fully accounted for. Where payments can only be made in cash it must be supported by an invoice, receipt acknowledged in writing by the recipient, and all necessary control measures must be implemented;
- Be in line with generally accepted rates and business practice for the service in question and should not be unjustifiably excessive or unsupportable; and
- Be made in accordance with the terms of the contract with the person or company providing the services.

If there are any concerns with regards to an arrangement with a third party which are not in accordance with this policy, one should ask his/her supervisor, and/or, a local anti-bribery and corruption officer for help.

Dealing with Public Officials

Although this policy applies to both public and private sectors, dealing with public officials poses a particularly high risk in relation to bribery due to the strict rules and regulations in many countries. Public officials include those in government departments, but also employees of government owned or controlled commercial enterprises, international organizations, political parties and political candidates. The provision of money or anything else of value, no matter how small, to any public official for the purpose of influencing them in their official capacity is prohibited.

The prior approval of a local anti-bribery and corruption officer is required in relation to:

- Any payment in respect of fees, salary or commission (this does not include official fees);
- Gifts and hospitality; and
- Making charitable contributions in connection with dealings with a public official.

In addition, many public officials have their own rules regarding the acceptance of gifts and

hospitality, etc, and we must respect these rules where applicable.

Political Donations

Political donations by or on behalf of the Company are strictly prohibited.

Compliance with the Policy; Training

It is the responsibility of the local anti-bribery and corruption compliance officer to ensure compliance with this policy in each business. Ultimate responsibility for compliance with this policy throughout the Company is taken by the Local Compliance Officer and Group Chief Operating Officer. However, each of us has an obligation to act with integrity and to ensure that we understand and comply with the policy. On-going compliance will be monitored and reported by the Company's Internal Audit Department.

Training will be provided to all employees throughout the group to support them in complying with their responsibilities. In addition, all employees will be required to confirm that they have understood and complied with the policy annually.

Books and Records Audit

To prevent bribery from being hidden by incomplete or false documentation, many anti-corruption laws have criteria for books, records and internal financial controls. The Company is required to keep books and records that accurately and completely reflect the company's transactions and assets. The requirement includes forms required for processing payments, attachments and backup used to justify payment requests, and authorizations and classifications of payments by accounting codes. No undisclosed or unrecorded company funds—such as “off the books” accounts—will be established for any purpose. For information on proper record retention, refer to the Company's Records Retention and Management Policy.

Compliance with this policy will be subject to regular internal and external audits and no employee of the Company shall take any action that obstructs or otherwise improperly influences the conduct of any such audit.

Whistleblowing

The Company is committed to ensuring that employees can speak up with confidence if they have any concerns or need to ask for help. If any employee suspect or observe anything that he/she think might be in contravention of this policy, he/she an obligation to report it. All concerns should be reported to the local anti-bribery and corruption officer in the first instance. Alternatively, the concerns can be reported as a whistle-blower, under applicable law. The Company will not tolerate retaliation in any form against anyone for raising concerns

or reporting what they genuinely believe to be improper, unethical or inappropriate behaviour. All reports will be treated confidentially.

Conclusion

To conclude, the Company encourages every employee to bring forward any question or concern arising out of the operations of the company to the management of the company. Every employee is to note that this policy will be subject to regular legal and management review every quarter and suitable changes will be effected in this policy in accordance with industry global practices.