



Code of Conduct

Code of Conduct

September 2016

Introduction

The following Code of Conduct applies to Management and employees alike. It serves to more precisely define the principles of conduct to which Julius Berger Nigeria Plc (JBN) and its subsidiary companies; Julius Berger Services Nigeria Limited, Abumet Nigeria Limited, Julius Berger Medical Services Limited, PrimeTech Design and Engineering Nigeria Limited, Julius Berger Investments Limited, Julius Berger Free Zone Enterprise and any other future subsidiaries of Julius Berger Nigeria Plc, also referred to as “the Group” within this Code of Conduct, has subscribed. These principles are in particular integrity, respect, and the commitment to fair competition.

Our core values and identity provide us with a framework both internally and in our contacts with external partners. It serves as orientation for our day-to-day activities and sets the targets that we work towards jointly for the benefit of the Group, its employees, shareholders, and business partners. In pursuing these goals, we always comply with the ethical principles, statutory rules, and general standards of conduct (Compliance), adherence to which is an absolute and essential requirement for the long-term success of any company. We expect anyone working for the Group or active on its behalf to respect the laws and regulations and to orient their actions by these standards. Any violations or breaches will not be tolerated.

This understanding of fundamental values and standards of conduct applies uniformly to the management and all employees of the Group. We expect our business partners to have the same attitude. Furthermore, besides the legal and moral obligation, there is also the considerable awareness among the general public of the topic of compliance, meaning that any violations will tarnish our image and jeopardize our business relationships as a whole. Accordingly, Compliance is of exceptional and overriding significance.

Management and employees are under obligation to comply with these rules and regulations.

The Code of Conduct is subject to regular review.

1. Combating corruption and bribery

We combat any and all forms of punishable interferences with the decisions taken by officials, clients, and other contractual partners in the interests of influencing them by corruption and bribery.

Corruption and bribery causes damages

The beneficiaries of corruption and bribery are decision-makers achieving personal gain, and competitors who are unable to prevail on the market by legal means, or who choose not to do so. The ones to suffer are healthy and high-performing enterprises, the market, and society as a whole.

That is why, in our Group, we actively take measures against corruption and bribery. All employees, and not only those in leadership roles, are called upon to do their share in this context.

Corruption and bribery is punishable by law

Dishonestly influencing decisions by granting an advantage, regardless of its nature, is prohibited.

Anyone crossing the line separating legitimate from illegal means first and foremost will damage himself. Depending on the criminal offense committed and the seriousness of the deed, they face fines or several years of imprisonment, as well as consequences under labor law such as the loss of their employment, not to mention high claims to compensation of the damages they have caused.

Personal benefits granted to third parties such as gifts, invitations, and other benefits are permissible in a business context only within very narrow boundaries.

The question of when such benefits may be granted, and if so, in which scope, has been provided for in the "Guidelines for Gift Policy".

In cases of doubt, the question of whether or not benefits should be granted or accepted should be discussed with the Chief Compliance Officer prior to any action being taken.

2. Combating corruption, self-serving practices, and wastefulness in the Group

We combat any form of personal enrichment to the detriment of the Group and take action against the wasteful deployment of assets of the Group.

Corruption is punishable by law and damages everyone

Anyone who is corrupt assists those who are unable to achieve success by their own power and performance, and thus damages the Group. Corruption is punishable by law and will be combated rigorously.

We want to work in an environment characterized by fair competition – not only where our clients are concerned, but also in our dealings with our contractors and suppliers.

Where anyone demands or accepts benefits from a business partner, regardless of their nature, and prefers that particular partner over others for that reason, he will be preventing competition while obtaining personal gain at the expense of the company. In so doing, he is liable to prosecution and will lose his employment.

Contact with business partners

As a general rule, attempts at bribery will be made wherever the close personal relationship of the parties involved has resulted in a certain familiarity with one another. This makes it more difficult to refuse the offer of a "favour."

The impression may never arise that you could be bought. All the work you do should be transparent and easily surveyed in its logical structure.

This will aid you in protecting yourself against the allegation of dishonesty in the event of your decisions being investigated (under certain circumstances by the authorities). For further details, we once again refer to the "Guidelines for Gift Policy".

Reaction to attempts at bribery

In contacts with business partners, the situation must be made clear from the outset.

If someone attempts to bribe you, then you must immediately inform your supervisor or the Chief Compliance Officer.

By informing the company early on in this way, you avoid being entangled in questionable activities, or creating the impression of unseemly conduct on your part. If you refuse to accept an attempt at bribery, but fail to disclose it, you are opening up the opportunity for your counterparty to try again somewhere else within the enterprise. Accordingly, it is incumbent on you to protect your colleagues against such attempts by consistently raising the red flag and disclosing them.

Protection of Group assets

The Group's assets are there to benefit the entire enterprise. They are to be protected against abuse for the self-serving interests of others or for inappropriate purposes within the Group, and likewise against wastefulness. Besides being abused for personal gain, Group assets may also suffer losses through negligence, carelessness, or waste if company resources are deployed irresponsibly or the expenditures for a professional "lifestyle" are unreasonably high. This type of conduct damages the Group and must be prevented.

3. Combating collusion

We combat prohibited collusive arrangements.

Collusive arrangements damage the Group.

Acting in collusion with others to make secret arrangements never truly achieves any benefits for a Group. In actuality, this type of conduct hampers the Group's ability to perform and innovate.

Collusive arrangements in the long term assist weak

competitors, whose innovative powers lag behind the competition, and who are attempting to ensure their survival by illegal means after having realized that they are unable to meet the challenges posed by the market. That is why prohibited collusive arrangements are liable to statutory sanctions and achieve nothing but damage to the enterprise.

Collusive arrangements are punishable by law

Concluding agreements with other companies, or in fact coordinating one's behavior with that of others without making any "formal arrangements" in that regard, is prohibited if the purpose or effect is to prevent, restrict, or distort competition in any way.

This includes, in particular, collusive arrangements made in the context of tendering procedures in order to "control" contract awards, price fixing arrangements (in other words arrangements concerning rebates, methods of calculation, maximum or minimum prices, etc.) and market sharing agreements.

In order to avoid even the mere notion that activities of this kind are being pursued, we refuse to discuss the following matters with our competitors:

- Agreements with clients (amounts, prices, rebates, payment terms);
- Marketing strategies (prices, sales plan, allocation, advertisement expenditures);
- Capacity utilization;
- Procurement strategies (selection of suppliers);
- Key financial parameters (margins, EBIT).

Interaction with competitors

In your dealings with competitors, but also when you contact business partners and employees, you should leave no doubt that you are not available for collusive arrangements of any nature. Making this sufficiently clear will protect you and the Group as well.

Where a competitor attempts to sound you out about "shared strategies" or suggests that they might be pursued, you must immediately notify your supervisor or the Chief Compliance Officer of this fact.

4. Combating illegal employment and undeclared employment

We combat any form of illegal employment and undeclared employment.

Compliance with all statutory requirements and provisions has top priority in our employment relationships with our staff.

This applies particularly to compliance with the standards set under labour law and to the obligations we are under vis-à-vis social insurance agencies and pension benefit institutions. In like manner, we also bear responsibility for our subcontractors. Any violations of statutory requirements that they commit places us at risk, since we may be held liable as a Group or as individuals, and we might have to pay severe fines, while also being excluded from tendering procedures and damaging our image overall. Anyone involved in deploying subcontractors must adhere to the statutory framework conditions applying to the fight against illegal employment, and will have to keep updated on the frequent amendments made in that regard.

Our Group has put in place a comprehensive system of contract templates, forms, and work instructions for the collaboration with third-party companies, which are available on the intranet for retrieval by all employees. Using these will ensure legal certainty. See Third Party Guidelines and Code of Conduct for Subcontractors and suppliers.

5. Social conduct within the Group

We are committed to the principles of respect, fairness, and integrity in our dealings with one another.

No discrimination

Personal credibility and honesty are important principles underlying the success of our Group; they are of supreme importance for everything we do. All employees are offered the same opportunities, from

the date they join, for their further professional and personal development in the Group.

No-one may be placed at a disadvantage for reasons of race or ethnic origins, gender, religion or philosophical beliefs, disability, or age. "Mobbing" will not be tolerated.

In these cases as well, employees are encouraged to contact their supervisor or the Chief Compliance Officer to report any violations of these principles.

6. Handling confidential information

Confidential information may not be used for one's own personal benefit.

Protection of internal operational data, processes, and projects

The intellectual property of our Group is a competitive advantage and must be protected. No employee may exploit the knowledge he may have of internal operational data, processes, or projects for purposes of obtaining personal gain or benefitting others, nor may any employee forward such information to third parties outside of the Group without having been previously authorized to do so.

7. Donations

We do not use donations to achieve any dishonest purposes.

As a Group that is well aware of its social responsibility, JB supports institutions by donations, benefits in kind, and personal commitment. The focus of these activities is on education and health, as well as the arts, culture, and sports.

However, donations may be made exclusively by the Management or after having previously coordinated the matter with the Management.

Any donations to politicians, political parties, and political organizations require prior approval from the Group's shareholders. The recipient of the donation and its specific purpose must be known. No donations are made in the intention of influencing decisions such that they are taken in our interests. All donations must be approved by the Chief Compliance Officer.

Particular expectations of supervisors to serve as role models

The conduct of executives and officers of the Group is particularly important, since they serve as role models representing the ethical stance of the Group. If you as a supervisor embody and live by the fundamental principles to which our Group has subscribed, this will be mirrored by the conduct of your team. The appreciation you show as a leader is exhibited by the trust you place in your team members and the respect you have for their personalities. The dialogue with the members of staff and the willingness to listen are just as important as addressing mistakes and conflicts in a constructive manner. You should always react with an open mind to new ideas and suggestions for improvement that are presented to you. Communication is an absolutely essential component of any effort at preventing breaches and violations.

Breaches and violations are not tolerated – notification obligation

You as a JB employee are under obligation to prevent breaches and violations from happening. While it is true that no one should be frivolously accused of wrongdoing, it also holds true that if there are any indications of breaches or violations having been committed by someone within the Group, there should not be any cover-up out of a wrong sense of loyalty to one's colleagues.

In such events, please contact your supervisor or the Chief Compliance Officer, who will keep the information you provide confidential should you so wish.

No employee who files such a notice with honest intentions and who has not himself committed any breaches or violations need fear any disadvantage of any kind. Where an employee was himself involved in violations of the Code of Conduct, and where his voluntary notification assists the Group in averting damage, this will be considered in his favour.

8. Disclosure

In order to maintain transparency, this policy is to be publicized in the internal communications of the Group and the website in a manner consistent with its disclosure policy.

9. Contact person

For all questions in connection with the present Code of Conduct, please contact:

Mr. Poul Nielsen
Chief Compliance Officer
Telephone: +234 803 906 7000