



Corporate Compliance Programme

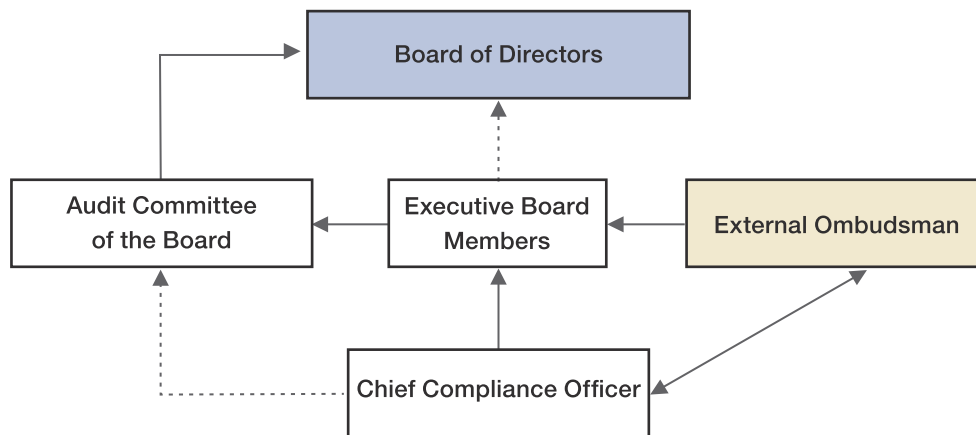
Corporate Compliance Programme

Purpose

The purpose of this Corporate Compliance Programme is to assist and ensure that all supervisory employees understand and adhere to the Statement of Business Principles. The Programme is designed to educate employees, ensure compliance with the Business Principles, foster an ethical corporate environment, establish a mechanism to detect and identify violations of the Business Principles or other unethical behavior, and audit the Group's and employees' compliance adherence to the Business Principles. The Group includes 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.

Corporate Structure

Compliance System Reporting Lines



Chief Compliance Officer

The position of Chief Compliance Officer is established to ensure that all supervisory employees are aware of and understand the Statement of Business Principles and to administer the Corporate Compliance Programme. The Chief Compliance Officer reports to the Managing Director and, from time to time, to the Board of Directors.

Specifically, the Chief Compliance Officer has the following responsibilities:

- To ensure that all supervisory employees receive and acknowledge in writing that they have received, reviewed, and understand the Statement of Business Principles and will comply with its requirements;
- To develop and facilitate suitable regular and periodic training Programmes designed to understand the Business Principles, antitrust compliance, environmental requirements, health and safety requirements, and obtain (and maintain) necessary technical training and certifications;
- To investigate reports of suspected Business Principles violations and make independent determinations as to whether a violation occurred;
- To recommend to the Managing Director disciplinary action for Business Principles violations;
- To ensure that all reports of suspected violations and investigations remain confidential;
- To establish and maintain appropriate systems and internal controls to implement the Business Principles and the Programme;
- To conduct both periodical and regular audits of employees, divisions, departments, or offices of the JB Group to ensure that they are in compliance with the Business Principles;
- To designate appropriate supervisory employees and officers to assist in administering the Programme;
- To recommend hiring such consultants, auditors, or other persons as may be necessary to ensure that each employee receives adequate training and to conduct audits and investigations; and
- To make recommendations to the Managing Director and Board of Directors of changes that may better facilitate compliance with the Business Principles.

Reports

The Chief Compliance Officer will report to the Managing Director concerning any activities regarding the Statement of Business Principles and Corporate Compliance Programme. The Chief Compliance Officer will report quarterly to the Board of Directors all activities regarding the Statement of Business Principles and Corporate Compliance Programme.

Investigations

The Chief Compliance Officer shall investigate all reports of suspected Business Principles violations. The reports may either be on the Compliance Officer's own initiative or in response to a complaint. All reports shall be documented, reviewed and evaluated and the Chief Compliance Officer shall safeguard the confidentiality of all reports and

investigations. The Chief Compliance Officer shall also institute necessary policies to prohibit any form of retaliation against any person who makes a report. The Chief Compliance Officer may recommend that the Group retain such consultants or auditors as may be necessary to conduct a proper investigation and consult with any outside counsel as may be retained for such purpose. In conducting an investigation, the Chief Compliance Officer shall have access to all corporate documents, including email, and authority to interview any employee. After concluding an investigation, the Chief Compliance Officer shall make a report and submit it to the Managing Director with recommendations for appropriate disciplinary action.

Audits

The Chief Compliance Officer shall regularly (at least annually) and periodically audit the Group's compliance with the Business Principles. Additionally, the Chief Compliance Officer and the Financial Director shall jointly audit the effectiveness of, and compliance with, the Group's financial controls and procedures. In conducting such audits, the Chief Compliance Officer may recommend that the Group retain such consultants or auditors as may be necessary. Such audits may be of any corporate office, division, department, or employee. After concluding such audit, the Chief Compliance Officer and Financial Director, as appropriate, shall submit a report to the Managing Director and make appropriate recommendations for improvement.

Training

The Chief Compliance Officer shall provide, or arrange to have provided, regular training on the Statement of Business Principles and Corporate Compliance Programme. Such training must be provided to identified employees, including the Managing Director and the Board of Directors. For new identified employees, this training shall be provided as part of new hire orientation. At the conclusion of each training session, the Chief Compliance Officer shall obtain a written acknowledgement from identified employees that they have received, reviewed, and understand the Business Principles and will comply with its requirements. Additionally, the Chief Compliance Officer shall provide, or arrange to have provided, training necessary to ensure compliance with antitrust requirements, environmental requirements, health and safety requirements, as well as the necessary technical training for certain specialized positions and to obtain (and maintain) necessary certifications. The Chief Compliance Officer will maintain a file of all training sessions, attendance at such training sessions and acknowledgement forms.

Cooperation & Responsibility

All employees are required to fully cooperate with the Chief Compliance Officer in administering the Corporate Compliance Programme. All supervisory employees are responsible for ensuring that their subordinates cooperate, are aware of and understand the Business Principles, and comply with the Business Principles and the Programme.

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.