



***ARADEL HOLDINGS PLC
EMPLOYEE CONFLICT OF INTEREST POLICY***

CONFLICT OF INTEREST POLICY

Introduction

As part of the daily activities at Niger Delta Exploration & Production Plc “NDEP”, several internal and external interactions and transactions occur regularly. During the course of these occurrences, there may arise situations of actual, potential, or perceived conflicts of interest. It is essential that all NDEP employees understand where such situations can arise and promptly declare same to the NDEP in order to avoid or manage them.

In order to protect NDEP, its employees and other stakeholders against conflicts of interest, NDEP has established a policy and declaration procedures. These aim to manage actual and perceived conflicts of interest and clearly state the principles with which NDEP approaches any such situations.

Purposes

The purposes of this Policy are:

- i. To set out what constitutes an actual or potential or perceived conflict of interest and;
- ii. To establish principles and procedures regarding the declaration and management of conflicts of interest.

Scope

NDEP’s Business Code of Conduct defines the rules and guiding principles that apply to Conflicts of Interest. This document provides further details on what constitutes a conflict of interests and how they are to be managed.

This Policy is applicable to all employees of the Company and Contractors and in any situation, where an actual, potential or perceived conflict of interest may occur between an employee’s personal interests and the interest of NDEP.

Definitions

The following definitions are provided to assist all employees in completing the Conflict of Interest Disclosure Form (See Appendix 1)

“Close personal relationship” are close friendships or other relationships that might have an influence in professional, business or financial dealings (including in the daily work in the office) including, but not limited to, family members, spouse/partner, dating or live-in relationships, romantic or sexual relationships and business partnerships.

“Competitor” includes companies involved in the same or similar business as those in which the Company is involved.

“Family member” is defined as any person who is related to an employee by blood, marriage or adoptive or who resides in the same residence with an employee.

“Substantial direct or indirect interest” is defined as any interest in another company that could impair, or reasonably appear to impair, employees’ ability to act solely in the best interest of the Company.

General Principles.

What is a Conflict of Interest?

A conflict of interest occurs when an employee's private interest interferes or appear to interfere with the interest of NDEP. Employees should base their decision on NDEP's needs, rather than their personal interests, or the interest of family or friends. Employees are expected to deal with third parties in such a way that avoid even the appearance of conflict between their personal interest, and those of NDEP. Employees are expected to arrange their private affairs so that they can provide their loyalty first to NDEP.

NDEP employees must not work on any matter in which themselves, their spouse, partners, close relatives, or any other person with whom they have close relations, has a direct or indirect financial interest, unless specifically authorized. Employees shall not work for or provide services to anyone that he/she must deal with as part of his/her job for NDEP. More specifically, employees shall not engage in any work or business (be it part time or otherwise) which does, or is likely to conflict with NDEP's business activities, nor shall they perform any service or hold any financial interest with a supplier, contractor or customer of NDEP.

The activities of close relatives can cause conflict of interest, as well. If a close relative works or performs any service for a competitor, customer or supplier of NDEP, employees must promptly notify their Line Manager to determine if appropriate action is required. To avoid possible conflicts of interest, employees must anticipate and avoid situations where they could be faced with competing interests that may impact their impartiality. Conflicts of interests represent high risk situations with potential for significant and detrimental effect on the reputation of NDEP.

Examples of Potential Conflicts of Interest

1. Where a spouse of an employee works in a major competitor's (e.g. Seplat, Waltersmith, Lekoil) Company.
2. Where an employee serves on the board or has financial involvement with any customer, contractor, supplier or competitor of the Company or with a government official outside your capacity as a company employee.
3. Where an employee in his/her role has direct dealings with customers, contractors, suppliers, or competitors that are family members.
4. Where an employee has a close personal relationship with somebody in the office.
5. Where an employee serves on the board of an equipment or service supplier to the Company.

Please note that the examples are not exhaustive but intended as a guide to identifying conflicts of actual or potential interest.

General Principles & Rules

1. Employee may not either directly or indirectly, assist, engage in, or have a substantial direct or indirect ownership interest in any other business than the Company, which the Company may reasonably consider will hinder or interfere with their performance and their duties as an employee of the Company.
2. Employees may only engage in activities that do NOT:
 - i. Conflict with the interest of the Company

- ii. Interfere with their responsibilities or that of other Employees, or
 - iii. Damage or misuse the reputation, intellectual property, relationships, confidential information and other property of the Company.
3. Employee must never use their position as an employee of the Company or information acquired during their employment with the Company in a manner that may create a conflict or the appearance of a conflict between their personal interest and the interest of the Company.
4. Employee may not simultaneously work with any third party (whether an individual, a company or another type of corporate entity) who does business with or compete against the Company.
5. Employee or any of their family members may not directly or indirectly accept business opportunities, commissions or advantageous financial arrangements from a supplier or business partner of the Company or from any Competitor. This includes, but not limited to, purchasing or receiving goods or services for personal use from Company suppliers on terms other than those available to the general public or established by policy of the Company.
6. If a new perceived or potential situation arises, employee must report this immediately to their Line Manager. The Company has disclosure procedures whereby all employees must declare actual or potential or perceived conflicts of Interests when they join the Company, or an ongoing basis or on ad hoc basis if circumstances change.

Disclosing Conflicts of Interests

Attached to this Policy is a disclosure form which is designated to identify and disclose any actual perceived or potential conflicts of interest in an effort to properly provide for an adequate solution. The majority of actual and potential conflicts of interest can be resolved in an acceptable way for both the individual and the Company when they are disclosed promptly.

Every employee of NDEP must complete this form on an annual basis, even if there is not an actual, perceived or potential Conflict of Interest, clearly indicating so. In addition, if an actual, perceived or potential Conflict of Interest arises at any time between the annual disclosures, it must be made known using this form.

This form is administered by the Human Resource Department, which is saddled with the responsibility of keeping adequate records on the Company's Conflicts of Interest Database.

Responsibility

It is the responsibility of each NDEP employee to promptly disclose any actual, potential or perceived conflicts of interest in accordance with the rules and principles laid out in this Policy. It is the responsibility of all Line Managers and other Senior Managers to manage disclosed conflicts of interest in accordance with this Policy and find a suitable solution for the Company and the relevant employee. In the case of doubt as to whether a conflict really exists or how to resolve any such issue, your Head of Human Resource and Head of Internal Audit can provide guidance.

Any actual, perceived or potential conflict of interest declared will be discussed with your Line Manager, who will be responsible for identifying a suitable solution in accordance with the terms of NDEP Business Code of Conduct. Alternatively, the point can be raised with the Head of Human Resource or Head of

Internal Audit. In case of doubt on whether a conflict really exists or if/how to resolve any such issue, please contact your Head of Human Resource Manager or Head of Internal Audit.

Failure to disclose known, suspected, actual, potential or perceived conflicts of interests may be subject to investigation and potential disciplinary actions. For more details on raising concerns, please refer to the Whistleblower Policy or the Business Code of Conduct.

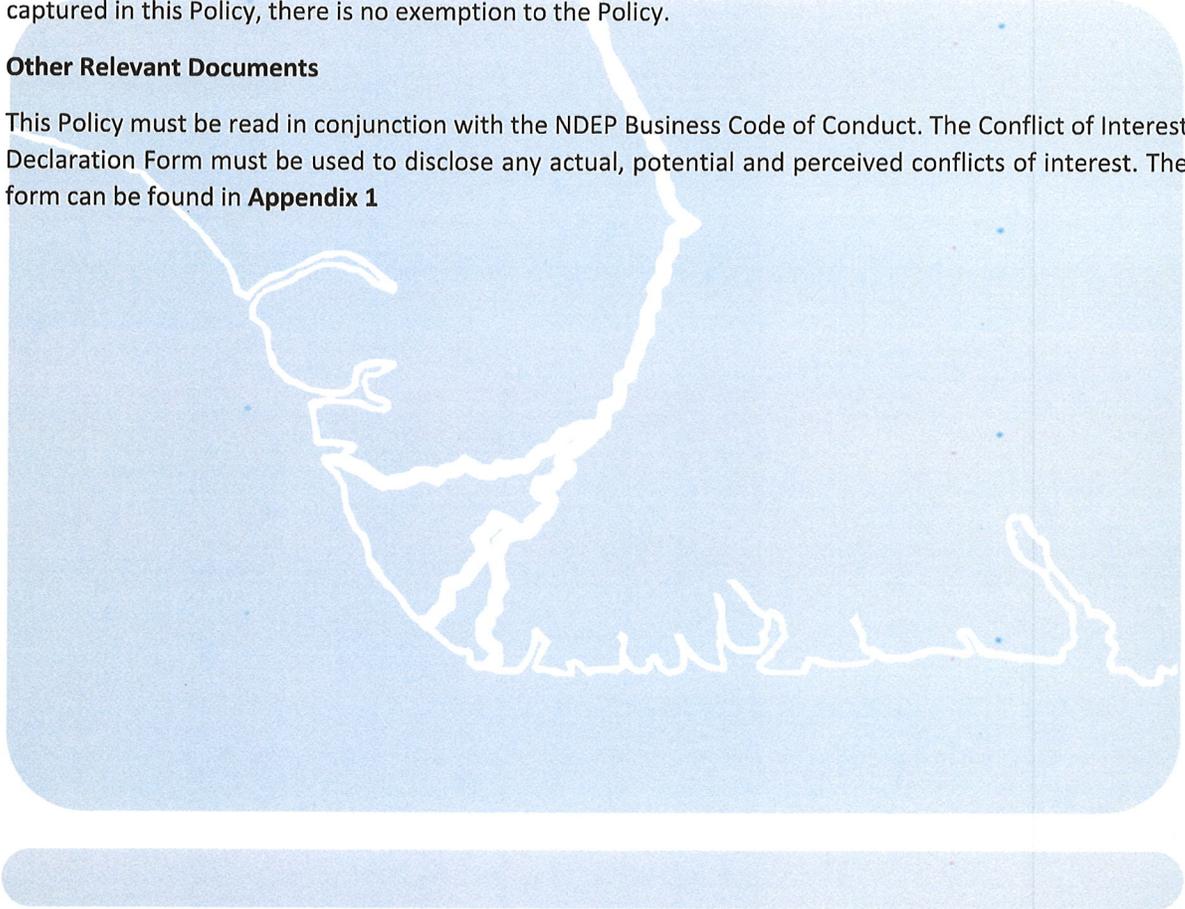
New employees will be provided with this Policy upon joining the Company.

Exemptions:

All Company employees and contractors are subject to compliance with this Policy. Unless explicitly captured in this Policy, there is no exemption to the Policy.

Other Relevant Documents

This Policy must be read in conjunction with the NDEP Business Code of Conduct. The Conflict of Interest Declaration Form must be used to disclose any actual, potential and perceived conflicts of interest. The form can be found in **Appendix 1**





EMPLOYEE ACKNOWLEDGEMENT COPY
NDEP EMPLOYEE CONFLICT OF INTEREST POLICY

I hereby acknowledge the receipt of the NDEP Employee Conflict of Interest Policy hereinafter refer to as the document. I confirm that I have read, understood and agree to the conditions as stated in the document and understand that this version of the document that applies is the latest version issued.

By my endorsement of the document and its content, I am bound by the agreement to comply with the content of the document therein fully. And that the document can be considered a legal document that can be used as a disciplinary against me.

SIGNATURE & DATE:

