



(Powering Your World)

Voltrix Power Resources Ltd



**RURAL SOLAR POWERED
INFRASTRUCTURE, TELECOMM CELL
SITES SECTOR HUBS & RESIDENTIAL
MANAGED SERVICES**

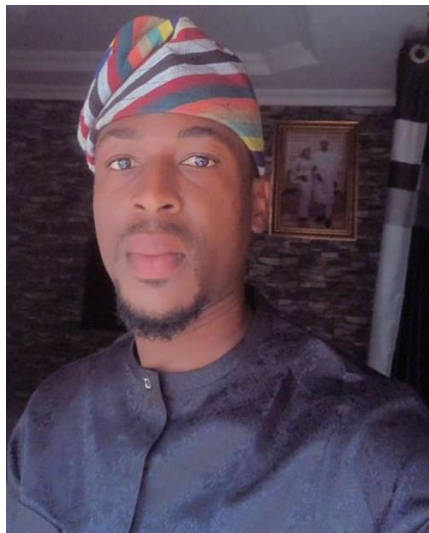
info@voltrixpower.com
support@voltrixpower.com

+234 808 199 0136

+234 704 828 2861



Message from The Corporate Governance Team



Abdultazaq Lanre Buari
Company Secretary/Head,
Corporate Governance
VPR Ltd.

Dear Stakeholders,

It is VPR responsibility to ensure that our business practices are conducted according to local and international best practices and laws by adhering to the highest levels of ethical and moral conduct. We embrace this across all parts of our business internally, and we expect the same from direct beneficiaries of our services, shareholders, services value chain providers and our outsource partners.

This Code of Conduct sets out our approach to ethical and sustainable business practices and aims for the highest ethical conduct. It outlines our commitment to respect and promote human rights and fair workplace practices, including equal opportunities, environmentally sustainable business activities, and a zero-tolerance to bribery and corruption policy.

Voltrix Power Resources expects its internal partners to embrace this commitment to integrity and our suppliers to comply by training its employees and subcontractors on our Code of Conduct. By working together, we can make our ultimate customer's lives a whole lot brighter.

Please send an email to info@voltrixpower.com for any queries related to this policy..



Introduction

This Corporate Code of Conduct defines minimum standards that our Staff, Suppliers, their employees, Outsource Partners and our Customers are expected to respect and adhere to when conducting business with Voltrix Power Resources Ltd.

The objective of this code is to provide summarized information detailing required minimum standards expected of every participant in our value chain, when interacting with or acting on behalf of VPR's employees.

This Code is not intended to change or replace any specific contractual or legal requirements. Rather, this Code of Conduct establishes the basic principles for business conduct we expect from each of us. If a contract between us, or local laws and regulations, contain stricter or more detailed requirements then we expect you to meet those stricter requirements.

This Code helps the continued implementation of our commitment to

international standards such as the International Guidelines for Multinational Enterprises, the UN Guiding Principles on Business and Human Rights, the United Nations Global Compact, the Carbon Disclosure Project standard, and the Core Conventions of the International Labour Organization (ILO).

Therefore, VPR strives to conduct business with those who share our commitment to high ethical standards and operate in a responsible and ethical manner which contributes to the protection of our brand.

VPR will verify all partners compliance with this Code of Conduct by performing audits or other assessments of your facilities, records and business processes. We expect your full cooperation during the assessments or audits, and any violation of the Code of Conduct may result in your disqualification and the termination of our business relationship.

This Code encompasses key requirements in four different areas, thus:

- I. Ethics
- II. Labour and Human Rights
- III. Health, Safety and Environment
- IV. Management Systems

Acknowledgement of this Code is a prerequisite for relationship with OVL. Irrespective to what is contained within the Code of Conduct, the supplier/customers should always ensure that it conducts its business in compliance with the local laws and regulations of the localities in which it operates, including trade control laws, labour laws, etc.



1. Ethics. VPR Staff and Suppliers are expected to conduct themselves in an ethical manner, acting with integrity.

Ethical requirements include the following aspects:

Act ethically – Anti Fraud and Zero Tolerance

Supplier shall conduct business in accordance with the highest ethical standards and require the same compliance throughout their entire supply chain. Supplier shall demonstrate a zero-tolerance policy prohibiting fraud, which may be defined as the use of deception with the intention of obtaining an advantage, avoiding an obligation or causing a loss to VPR. All business dealings should be transparently performed and accurately reflected within the business books and records. VPR expects its supplier to choose their business partners carefully and only after conducting a thorough background check. Should unethical conduct be identified, Suppliers are expected to deal appropriately with the respective employees or subcontractors from a consequence management perspective.

Anti-Bribery and Corruption Policy

The Supplier must never, directly or through intermediaries offer bribes to VPR employees, any other third parties including public officials, or promise any personal or improper advantage in order to obtain or retain a business or other advantage from a third party, whether public or private. The Supplier will not pay or accept bribes and facilitation payments, arrange or accept kickbacks and shall not take any actions to violate, or cause its business partners to violate, any applicable anti-bribery laws and regulations. The Supplier must always ensure compliance with Voltrix Power Resources Anti-Bribery and Corruption policy.

Conflict of Interest

Supplier and staff shall avoid the appearance of or actual improprieties or conflicts of interests. Suppliers must not deal directly with any VPR employee whose spouse, domestic partner, or other family member or relative holds any financial interest in the Supplier's business. While negotiating the Supplier agreement or performing the Supplier's obligations, dealing directly with a Supplier personnel's spouse, domestic partner, or other family member or relative employed by VPR is also prohibited. We expect Suppliers to declare any potential conflict of interest upfront when dealing with VPR. If such conflict is undeclared and identified, later it will be treated as a breach of this code.

Receiving of Gifts and Benefits

VPR has a Zero tolerance policy on gifts, therefore Supplier shall not offer any gifts to our employees any, because even a well-intentioned gift might constitute a bribe under certain circumstances or create conflicts of interest. Do not offer anything of value to obtain or retain a benefit or advantage for the giver, and do not offer anything that might appear to influence, compromise judgment, or obligate the employee. If offering a gift, meal, or entertainment to VPR employees, shall always use good judgment, discretion, and moderation.

Transparency and Disclosure

We also expect you to disclose information truthfully and accurately regarding your business activities, structure, financial situation, and performance in accordance with applicable laws, regulations and best industry practices.



2. Labour & Human Rights. VPR Suppliers are to protect rights of their employee and treat them with dignity.

Labour and Human Rights includes the following aspects:

Freely chosen employment.

Forced, bonded, or indentured labour or involuntary or prison labour will not be utilized by the supplier.

Child labour and young workers

Supplier shall not use child labour, the employment of young workers below the age of 18 shall only occur in nonhazardous work and provided with protective clothing when young workers are above the country's legal age for employment and the age established for completing compulsory education.

Non-Discrimination and Fair Treatment

Supplier shall provide their employees with a workplace free of harsh and inhumane treatment, without any sexual harassment, sexual abuser torture, mental or physical coercion or verbal abuse of employees. Suppliers are expected not to unfairly terminate any employment contract or without clear evidence specifying that the termination of an employment contract, in relation to the employee's working performance without given the employee opportunity of defense, as permitted by law. Wages, Benefits and Working Hours should be properly negotiated.

Respect and Dignity

Supplier shall treat all employees with respect and dignity, and ensure that they are protected from physical, sexual, verbal, or other forms of abuse, coercion or harassment.

Supplier must ensure that its employees work is in compliance with all applicable laws and mandatory industry standards pertaining to regular working hours, and overtime hours, including breaks periods, holidays, and maternity leaves. Also ensure that your employees receive at least the minimum compensation, benefits and overtime payments for these required by law.

Freedom of Association

If permitted by applicable law, Supplier shall grant its employees the right to Freedom of Association and shall respect the rights of workers, as set forth in local laws, to associate freely, join or not join labour unions, seek representation, and join workers' councils. Workers shall be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation, or harassment.

Freedom of Expression, Privacy and Security

Supplier shall respect all the principles of the UN Basic Declaration of Human Rights, with respect to Freedom of Expression, Privacy and Security, Supplier shall ensure that Employees, Customers, and other stakeholders enjoy their rights freely and safely express their views, while the confidentiality of their information is securely maintained by the Supplier.



3. Health, Safety & Environment. VPR Suppliers are to provide their employees safe & healthy work environment

Health, Safety and Environment includes the following aspects:

Workplace Environment

Supplier shall provide its employees with a safe and healthy working environment. As a minimum, potable drinking water, adequate lighting, temperature, ventilation, sanitation, and personal protective utilities must be provided together with equipped work stations. In addition, facilities must be constructed and maintained in accordance with the standards set by applicable laws and regulations.

Emergency Preparedness and Response

Supplier shall identify, assess, and be prepared for emergency situations. This includes worker notification and evacuation procedures, emergency training and drills, appropriate first-aid supplies, appropriate fire detection and suppression equipment, and adequate exit facilities. The Supplier shall regularly train employees on emergency planning, responsiveness as well as basic medical care.

Environmental Authorizations, Permits and Reporting

Supplier shall obtain, maintain, keep current, and follows the reporting guidelines of all applicable environmental permits, approvals, and registrations. Where required by OVL, Supplier will be required to provide proof of environmental certification, authorizations or permits.

Resource Consumption, Pollution Prevention and Waste minimization

Supplier shall optimize its consumption of natural resources, including energy and water. Supplier shall implement and demonstrate sound measures to prevent pollution and minimize generation of solid waste, wastewater, and air emissions. Any waste, wastewater, or emissions with the potential to adversely impact human or environmental health shall be appropriately managed and treated prior to release into the environment. Where required by VPR, Supplier shall support us in our efforts to reduce its environmental impact, through joint programmes, reporting, packaging and raw material optimization, and similar collaborative requirements.

Hazardous Materials and Product Safety

Supplier shall identify hazardous materials, chemicals, and substances, and ensure their safe handling, movement, storage, recycling, reuse and disposal. All the applicable laws and regulations related to hazardous materials, chemicals and substances shall be strictly followed. Supplier shall comply with material restrictions and product safety requirements set by applicable laws and regulations. Suppliers shall ensure that key employees are aware of and trained in product safety practices, environmental hazards and, risks and impacts management.



4. Management Systems. VPR Expects Suppliers' Mgmt. systems to ensure compliance with this code of conduct policy.

Management Systems includes the following aspects:

Protect Clients' Confidential and Personal Information

Supplier may have access to VPR confidential, proprietary information and personal information that belongs to the company, our employees, customers, and others. You should recognize that information and take appropriate actions to protect it from misuse and improper disclosure. Supplier should not solicit or attempt to solicit any confidential information from VPR. Supplier, its personnel and their subcontractors should also ensure that it is, always, in compliance with local laws and regulation regarding data protection, confidentiality and any associated consumer protection regulations/laws.

Risk Management and Security

Supplier shall have adequate process in place for identifying the environmental, health and safety, labour and human rights, ethics and legal compliance risks associated with operations and have appropriate procedural and physical controls for such risks and ensure regulatory compliance.

The supplier shall have appropriate procedures and controls in place to contribute towards the creation and maintenance of trust in the VPR brand, protection of our employees and our customers. The supplier shall disclose to VPR in a timely manner any situations which may arise and compromise the above.

Commitment and Accountability

Suppliers are encouraged to have corporate social and environmental responsibility statements, endorsed by executive management. These should affirm your commitment to fulfill the expectations set forth in this Supplier Code of Conduct by allocating appropriate resources.

Information and Cyber Security

Due to high risk of breach in Digital and ICT spheres, Supplier shall ensure adequate assurances like ISO certifications, OWASP, NIST cyber security frameworks etc. for information and cyber security threats. Supplier must follow the international standards for information and cyber security. In case of any breach of VPR systems or information, supplier shall disclose in a timely manner.

Documentation and Record Management

Supplier shall ensure adequate process for the creation and maintenance of documents and records designed to ensure conformity to this code and be prepared to share such record when there is breach. Also ensure your suppliers have adequate documentation to demonstrate that they share same principles and values.

Business Continuity

Suppliers are expected to conduct their business in accordance with good industry practices on business continuity and disaster recovery policies. Supplier and its subcontractors shall maintain, keep record of the business continuity and disaster recovery plans and ensure that they are able to execute and comply with such plans at all times.

Continuous Improvement

Supplier shall periodically evaluate conformity to the standards set forth in this Code, All stakeholders shall continuously improve their sustainability performance by implementing appropriate measures.



Violations.

All Voltrix Power Resources Employees, Suppliers, their employees, and extended supply chain must comply with this Code of Conduct and any addition set forth by VPR. If you come across any violations of this Code of Conduct, let us know immediately through one of the following reporting mechanisms, with total anonymity guaranteed.

Call: +234 706 205 6101

Email: info@voltrixpower.com

All reports shall be investigated, and we guarantee that no vendor will be prejudiced in any business dealings should reports be made in good faith. When you know something. Say something!

Failure to comply with this Code of conduct, or any applicable laws and regulations of the local authority, may result in the discontinuation of any agreement Voltrix Power Resources has with staff or Supplier and referral of the matter shall be made to the local authorities, if it infringes on public laws.



Acknowledgment

We, the undersigned hereby confirm that:

We have received and taken due note of the contents of the Voltrix Power Resources Supplier Code of Conduct

We are aware of all relevant laws and regulations of the countries in which VPR has operations.

We will report to VPR any case of violations of the Code.

We will inform all our employees/subcontractors of the content of the Code, and that we will ensure that they also comply with the provisions incorporated therein.

We hereby authorize VPR or any organizations acting on behalf of VPR to carry out audits with or without notice at our premises and the business premises of our subcontractors at any time to verify compliance with the Code.

Name of Company _____

Name and Title _____

Signature Company Stamp/Seal _____

Date & Place _____

This document must be signed by an authorized representative of the Supplier and returned to Voltrix Power Resources Outsource Management.