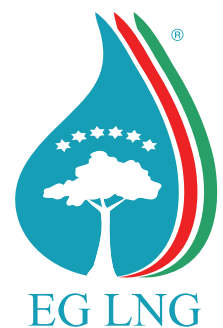




ANTI-CORRUPTION COMPLIANCE POLICY



PURPOSE

In support of EG LNG's Code of Business Conduct, the purpose of this Policy is to provide an overall framework for: (i) promoting EG LNG's effective compliance with applicable anti-corruption laws and regulations including, but not limited to, the laws of the Republic of Equatorial Guinea, the U.S. Foreign Corrupt Practices Act and the UK Bribery Act; (ii) designating organizational responsibilities for compliance with these laws and regulations; and (iii) encouraging an EG LNG-wide commitment to compliance with laws, transparency and integrity in all business activities.

SCOPE

This Policy applies to all officers, employees, secondees and contract workers of Equatorial Guinea LNG Operations, S.A.





ANTI-CORRUPTION

Anti-Corruption Generally

Individuals are required to comply with this policy and all applicable anti-corruption and anti-bribery laws and regulations including, but not limited to: (i) the laws of the Republic of Equatorial Guinea; (ii) the FCPA; (iii) the UK Bribery Act and (iv) all other relevant laws and regulations of the countries where individuals conduct EG LNG's business.

In furtherance of this policy, EG LNG and individuals are prohibited from:

- Paying a bribe to anyone in connection with EG LNG's business, or even offering, agreeing to pay, promising to pay, or authorizing any individual, business venture partner, contractor or other third party, to pay a bribe in connection with EG LNG's business;
- Demanding or soliciting a bribe or other undue advantage; or
- Failing to make and keep books, records, and accounts that, in reasonable detail, accurately and fairly reflect EG LNG's transactions and assets.

Third Party Relationships

Individuals may not bribe anyone directly or indirectly through a contractor, business venture partner, or any other third party. EG LNG can be liable for bribes by third parties if EG LNG had knowledge that, or consciously disregarded indications that, the third party might pay a bribe on behalf of or for the benefit of EG LNG, and EG LNG failed to take appropriate steps to prevent such bribe. EG LNG can be deemed to have knowledge that a third party would engage in bribery if EG LNG was aware of circumstances indicating a high probability that a third party would engage in bribery, unless EG LNG actually believed that such circumstances did not exist. Therefore, EG LNG requires that appropriate due diligence be done, with the approval of the Legal Department, for certain third party relationships and that agreements with certain third parties include adequate anti-corruption protections.

Business Venture Partners - All contracts for joint venture operations, such as joint operating agreements or share-holder agreements, must be approved in advance

in writing by the Legal Department. When considering a new opportunity, the business team must involve the Legal Department at the earliest stages for drafting and due diligence input. For non-operated or non-majority-owned business ventures, written confirmation from the Legal Department is required to confirm that reasonable efforts have been undertaken to ensure that appropriate anti-corruption controls are in place. If an individual has concerns or reason to believe that a business venture partner may be engaging in a bribe on behalf of or for the benefit of EG LNG, the individual must immediately contact the Legal Department.

Commercial Department Policies and Procedures - The Commercial Department must adopt, with advance written approval of the Legal Department, policies and procedures designed to ensure that procurement decisions are based on merit (and not because of a bribe), and that due diligence efforts undertaken are well documented. Individuals must comply with the policies and procedures of the Commercial Department when engaging any contractors.

What would you do?

Nchama needs to hire a new vendor for a construction of a social project, and several companies have bid for the job. The one that Nchama wants to hire has no particular business experience with EG LNG but is well known as a company “who gets things done”, the vendor claims to have a very good relationship with the local government, which would be very helpful. The vendor requests a 25% of the contract amount up-front for “logistics” fee. Should Nchama enter into this business arrangement?

Red Flag – These policies and procedures must include the requirement that individuals obtain written approval from the Commercial Department and the Legal Department prior to signing a contract or agreement, or entering into a relationship with a contractor in any of the following situations (each, a “Red Flag” situation or transaction):

- When a material component of the contractor’s job is to interact with a government, government agency, or government company on behalf of EG LNG, or when the contractor’s work requires that it obtain government permits authorizing the project on which it is working (but not including routine, ancillary permissions such as visas, work permits, vehicle registrations, bank account approvals, business registrations, etc.);
- Retention of the contractor is expressly recommended or directed by a public official, government, government agency, or government company (other than as part of a formal procurement process set up in connection with a shareholders agreement, operating agreement, processing contract, license, or similar type agreement);
- The hiring party knows or has reason to believe the contractor (i) is owned by a public official or a relative of a senior

public official or (ii) employs a public official;

- The hiring party is aware that the contractor has a history of engaging in corrupt activity, or the contractor refuses to agree to comply with applicable anti-corruption laws;
- The contractor makes requests for unusual payment terms or financial arrangements, such as requests for cash advances that are not designated for the purchase of materials needed to perform the job, or payments through third parties; or
- The contractor requests payment terms which are contrary to law, such as payments to offshore bank accounts or in a foreign currency that would violate local currency laws.

The written approvals required above must include a detailed justification and be filed by the Commercial Department with the Document Management Department along with the contract. The Commercial Director shall be responsible for ensuring that all policies and procedures are adopted and such approvals are retained in accordance with this policy.

Contract Compliance – Proper oversight by individuals of all transactions with Red Flag contractors is required, including supervision of work and proper review of invoices. Any suspicious activity by a Red Flag contractor, such as requests for unusual payments, invoicing anomalies, or lack of transparency or detail in invoices, must be immediately reported to the Legal Department and the Commercial Department.

Our Answer:

Not without additional due diligence and significant contractual protections. Although the arrangement is not illegal on its face, there are red flags in this arrangement which, if left unchecked, will put EG LNG at risk of violating FCPA or other anti-corruption laws. Be sensitive to unusual up-front payments, particularly when those contractors will be dealing directly with government entities. Nchama should contact the Legal Department for help in conducting due diligence on vendors as well providing appropriate contractual language.



Transactions with Governments

The following requirements apply to transactions with governments and departments, agencies and instrumentalities thereof:

Entering into Agreements with Governments – Individuals must obtain advance written approval from the Legal Department prior to entering into contracts or agreements with such governments or government entities.

Cash Payments – Any cash payments to such governments or government entities must be supported by either: (i) a formal receipt or (ii) other customary documentation issued by such governments or government entities to evidence such cash payments which has been pre-approved in writing by the Legal Department. In addition, any cash payment to a government or government entity in excess of \$100 requires advance written approval from the Legal Department.

Settlement of Government Sanctions or Fines - In addition, individuals may not contract with public officials to assist in the settlement of sanctions or fines levied

against EG LNG by such governments or government entities, and third parties contracted to assist in the settlement of any such sanctions or fines must be compensated on a service-provided basis.

What would you do?

A government inspector has discovered a number of small safety violations at an EG LNG facility. He threatens to report the violations to his supervisor unless EG LNG pays him a fine on the spot.

Hiring Procedures

The Human Resources Department must adopt, with advance written approval from the Legal Department, policies and procedures that ensure local employment decisions (including internships) are based on merit (and not because of a bribe) and are well documented. These policies and procedures must include the requirement that individuals obtain advance written approval from the Legal Department and the Human Resources Department in the following circumstances:

- Employment of individuals known or reasonably believed to be a public official or relative of a senior public official;
- Employment of an individual recommended by a public official; or
- Employing or transferring an individual into a non-clerical government affairs position or a position in which a significant portion of the individual's job is to interact with senior public officials. If a current employee in a non-clerical government affairs position, or other position in which a significant portion of the individual's job is to interact with senior public officials, becomes a relative of a senior public official, the employee must report such information to the employee's supervisor, who must then consult with the Legal Department.

The written approvals required above: (i) must be based on whether the person is the best candidate for the position and will be compensated at a reasonable and competitive rate; and (ii) must include a detailed justification and be retained by the Human Resources Department in the employee's personnel file. These approvals are also required for personnel seconded to EG LNG to work in management or similar decision-making position, a non-clerical government affairs position, or a position in which a significant portion of the individual's job is to interact with senior public officials. The Human Resources Director shall be responsible for ensuring that all such policies and procedures are adopted and all such approvals are retained in accordance with this policy.

Our Answer:

In this instance, contact the Legal Department immediately. While we certainly wish to avoid unnecessary bureaucratic difficulties, improperly paying money to a government inspector when there is no legal basis is both improper and likely illegal.



What would you do?

Siaka, who works for EG LNG, frequently is in contact with Moule, an employee at a state-owned company in Bata. Moule occasionally travels to Malabo, so sometimes he asks Siaka for recommendations of restaurants in the city. When Siaka hears that Moule will be in Malabo for his birthday, she decides to send him a couple of gift cards to restaurants she likes that Moule can use during his trip. Is this okay?

Gifts, Entertainment, Travel and Lodging

EG LNG recognizes that individuals may interact with public officials and that developing relationships with these officials is important to the EG LNG's business. Neither the FCPA nor this policy prohibits doing business with governments or interacting with public officials. However, interactions with public officials pose special risks under applicable anti-corruption laws, and it is extremely important that our dealings with public officials are transparent and open. Any expenditure for meals, gifts, entertainment, travel, lodging, or other things of value for public officials must be consistent with the requirements outlined below.

Gifts and Entertainment – Gifts to and entertainment of public officials must have a bona fide business purpose and must not be made to improperly influence public officials. They must be reasonable in frequency, intent, timing and amount of expenditure, be permitted under local law, and conform to generally accepted local customs. In addition, such gifts and entertainment must be properly and accurately recorded in EG LNG's books and records and comply with the Business Expense Reporting (BER) Policy.

Cash gifts to public officials are prohibited. All gifts to public officials, other than gifts of nominal value bearing the corpo-



rate logo, require the advance written approval of the Legal Department.

Travel and Lodging – The payment or reimbursement of travel and lodging expenses of public officials must have a bona fide business purpose, conform to local law, and not be made to improperly influence public officials.

Individuals must obtain the written approval of the Legal Department prior to paying or reimbursing, or agreeing to pay or reimburse the travel or lodging expenses (including travel per diems) of public officials and retain such written approval in accordance with this policy. To the extent possible, travel and lodging expenses should be paid by EG LNG directly to the entity for which the public official is traveling or the travel provider, rather than reimbursed directly to the public official. The payment or reimbursement of the travel and lodging expenses (including travel per diems) of public officials must be properly and

accurately recorded in EG LNG's books and records, and any payment or reimbursement request should document: (i) the purpose of the payment; (ii) the identity of those receiving the benefit of the payment; and (iii) the amounts involved.

The payment or reimbursement of expenses (including travel per diems) for: (i) side trips or vacations, or (ii) travel or lodging of family members of public officials is prohibited.

Our Answer:

No, Siaka must not make this offer. We are not allowed to give or accept gift cards because they are considered the equivalent of cash. Siaka should discuss the issue with her supervisor to come up with a plan that will comply with EG LNG's Meals, Gifts and Entertainment policy and all applicable laws and regulations.





What would you do?

In attempting to depart the country, Ondo is detained by a local customs official who intentionally delays him for the customs clearing processing and his plane is announcing last boarding. The official demands the payment of “processing fee” of USD 20 to permit him to clear customs. Should Ondo pay?

Contributions to Governmental, Local and Charitable Organization

Individuals must obtain the written approval of the Legal Department and Managing Director prior to contributing funds, goods, or services on behalf of EG LNG: (i) to a government or political party; (ii) to a charitable or other local organization in which a public official is or might be involved; or (iii) in response to a request from a public official.

Facilitating or Expediting Payments

Individuals are prohibited from making “facilitating” or “expediting” payments. Facilitating payments are small payments made to a low-level public official to expedite or secure the performance of a routine non-discretionary government action, such as delivering mail, scheduling inspections or processing governmental papers. Facilitating payments foster corruption and are likely to be illegal under local law.

EG LNG’s first priority is to protect human health and safety. A payment made

Our Answer:

No, this is a facilitating payment and is prohibited in EG LNG’s Anti-Corruption policy. If the facts were different and the customs official was getting in Ondo’s face and threatening physical harm, he may pay the fee, provided he immediately report the payment to Security and the Legal Department, and properly record payment.

by a individual to protect human health and safety is not corrupt or improper and is not prohibited by this policy, but must be: (i) reported to the director/manager of your department and the Legal Department by the individual as soon as possible after making the payment; and (ii) accurately recorded in the EG LNG’s books and records.

Training Public Officials

Prior to providing training for public officials, individuals must obtain the written approval of the Legal Department and the Managing Director and retain such written approval in accordance with this policy. Although the participants in such programs may be nominated by the government, EG LNG must set and enforce minimum requirements for nominees that ensure the nominees are qualified for the training. The training programs must be structured, and participants must pursue the training with reasonable diligence. After the completion of the training, the Legal Department and Managing Director must be notified if the participant did not return to government service.



COMPLIANCE PROGRAM

The Managing Director is responsible for authorizing a compliance program to be established and maintained by the Legal Department with assistance from the Training Department and compliance personnel which promotes compliance with all applicable anti-corruption laws.

Internal Compliance Reviews, Monitoring, and Audit

EG LNG's compliance personnel oversee the performance of periodic internal reviews, informal monitoring, and audits, whether internal or external, to promote compliance with applicable anti-corruption laws and regulations and this policy.

EG LNG's compliance personnel shall conduct anti-corruption compliance audits annually. Should EG LNG proceed with any Red Flag transaction described in this policy, EG LNG's compliance personnel shall have the authority to monitor and conduct additional audits of such contractors.

What would you do?

Bokari and his supervisor, Miaga, work closely with representatives of a government agency. Bokari accidentally overhears Miaga on the phone telling their contact at the agency that they can bundle something into an existing fee. Bokari thinks that Miaga is discussing a bribe that could be incorporated into a scheduled payment. What should Bokari do?

Violations

Individuals who violate this policy will be subject to discipline, up to and including termination. Violations of applicable anti-corruption laws and regulations can also result in substantial civil or criminal penalties for both EG LNG and responsible individuals, as well as the risk of imprisonment for responsible employees. These penalties would have serious consequences for both the individual and for EG LNG's operations and reputation.

Accounting Requirements

EG LNG must keep books, records, and accounts which, in reasonable detail, accurately and fairly reflect its transactions in accordance with EG LNG's accounting standards and all applicable laws and regulations. All individuals are required to comply with EG LNG's accounting policies and procedures. The Finance &

Our Answer:

Even if Bokari has no proof that there is a bribe, he should report his suspicions to his supervisor or the Legal Department immediately. He can also report his concern anonymously on the EG LNG Integrity Hotline or through a Whistleblower form. EG LNG does not tolerate bribery under any circumstances, and we can't avoid liability by ignoring potential violations that may be going on around us, and we must never offer or make a bribe, or falsely record bribes as if they were legitimate expenses.

Accounting Department is also required to maintain a system of internal accounting controls sufficient to provide reasonable assurances that:

- Transactions are executed in accordance with management's authorization;
- Transactions are recorded to permit preparation of financial statements that comply with generally accepted accounting principles and to maintain accountability of assets;
- Access to assets is permitted only in accordance with management's authorization; and
- The recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

The Finance & Accounting Director shall be responsible for ensuring that all documents processing payments, attachments to justify payment requests, classifica-

tions of payments, authorizations, and certifications subject to these accounting requirements are capable of being retrieved for at least five years following such transaction.

What would you do?

A shipment for EG LNG has arrived at the Malabo port. The shipment is held up in customs because the containers aren't marked as hazardous, as noted on the shipping papers. Because of the delay we risk missing the start of our turnaround date and contractors are scheduled to start arriving soon. Our custom broker tells you he can convince customs officials to overlook the inconsistency for a small fee. Is this good idea?

Retention of Approvals

The individual seeking an approval required by this policy must file the approval in the appropriate department's records so that it is retained for not less than five years.

Periodic Testing of Compliance Program

EG LNG's compliance personnel have the authority to periodically test the application of the various elements of this policy to evaluate their effectiveness and report its findings to the Managing Director, General Counsel and the Business Integrity and Compliance Committee.

Our Answer:

No, facilitating payments are strictly prohibited. As an EG LNG employee you are prohibited from making this type of payment, and using the third party to make the payment is the same as making it yourself. EG LNG does not ask another party to do something on our behalf that we are prohibited from doing ourselves.





REPORTING VIOLATIONS

All individuals must promptly report any suspected, potential, or actual violation of this policy to one of the following resources:

- Supervisor or Department Director
- Integrity Hotline – [281-994-2086](tel:281-994-2086) (U.S. phone)
- Compliance Boxes
- Business Integrity SharePoint Site
- Finance & Accounting Department
- Health, Environment, Safety & Security Department
- Human Resources Department
- Legal Department
- General Counsel
- Managing Director

Individuals may choose to remain anonymous by using the Business Integrity SharePoint Site, the Integrity Hotline or by depositing a written report in the locked Compliance Boxes located in the

Plant and Business Center. Individuals choosing to remain anonymous should not include their name or contact information. Anonymous reports will be reviewed by the General Counsel who will coordinate resolution of all reports as indicated in the following paragraph.

All reports of any suspected, potential or actual violations of this policy must be promptly communicated to the Legal Department which shall coordinate the resolution of all reports including arranging for submissions to the Business Integrity and Compliance Committee. The Business Integrity and Compliance Committee must investigate all such reports and must report any determination of an actual violation to the Board of Directors of EG LNG. The Business Integrity and Compliance Committee (with the assistance of the Legal Department and compliance personnel) is also responsible for overseeing efforts to address, correct, or

remediate any problem identified as a compliance violation or vulnerability.

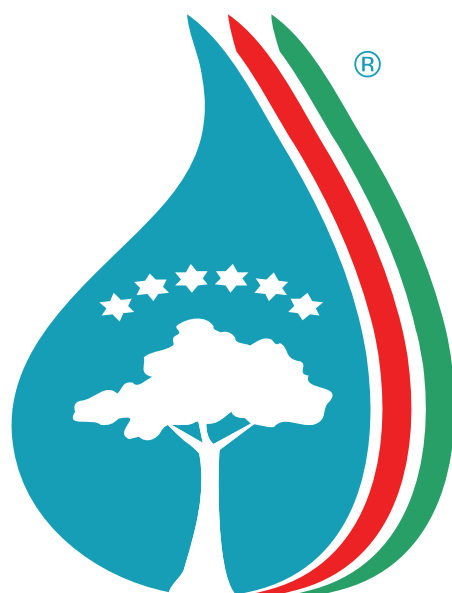
EG LNG will not allow retaliation against an individual who reports in good faith concerns regarding any suspected, potential or actual violations of this policy. Should any individual become aware of any suspected, potential or actual violation of this policy, they should immediately bring it to the attention of one of the resources listed above. If requested by the reporting source, the Legal Department will treat the reporting source's identity and the suspected, potential or actual violation as confidential, and will only disclose the identity of such source as necessary to comply with legal requirements and/or investigation. The Legal Department will arrange for the confidential, anonymous resolution of the matter including the confidential submission of the matter to the Business Integrity and Compliance Committee.



The Managing Director (with assistance from the General Counsel) shall have primary responsibility for developing and approving this policy, and the Legal Department shall have primary responsibility for implementing and monitoring compli-

ance with this policy. The Managing Director may designate individuals from the other EG LNG departments to assist with implementation of this policy. The Legal Department is responsible for serving as the focal point for all compliance-related

questions and concerns covered by this policy. The Legal Department oversees the development, implementation, and conduct of the compliance program, as well as communication of anti-corruption policies and procedures to individuals.



EG LNG

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