

Fidelis Oditah & Co

ANTI-BRIBERY & CORRUPTION POLICY

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Background

This Anti-Bribery and Corruption Policy of Fidelis Oditah & Co (“the Company”) sets out the responsibilities of the company and its employees to uphold the company’s zero-tolerance policy on bribery and corruption. It entails our modus operandi with regard to bribery and corruption.

This policy was made in accordance with the extant local and international laws on bribery and corruption, namely the Economic and Financial Crimes Commission Establishment Act 2004, the Independent Corrupt Practices and Other Related Offences Act 2000, the Advance Fee Fraud and Other Fraud Offences Related Act 2006, the Money Laundering (Prevention and Prohibition) Act 2022, and other international laws and conventions, such as the United Nations Convention against Corruption, 2003, the African Union Anti-corruption Convention, 2003, the U.S. Foreign Corrupt Practices Act (“FCPA”) and the U.K. Bribery Act 2010 (“UKBA”).

This Anti-Bribery and Anti-Corruption Policy applies to all Fidelis Oditah & Co employees (whether part-time or full-time, junior or senior). This policy should be read alongside our staff handbook, which is for matters relating to staff conduct generally.

The company has a zero tolerance for bribery and corrupt activities and is committed to acting professionally, fairly, and with integrity in all business dealings and relationships. The Board recognizes that the company could be vicariously and criminally liable for bribery and corrupt acts of its employees and would therefore negatively impact its reputation, amongst other things. As a result of this, the company is fully committed to preventing bribery and corruption in its business and takes these legal responsibilities seriously.

Bribery

A bribe refers to any inducement, reward, object, or item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage.

A bribe can be offered in both monetary and non-monetary terms. Some examples of bribes include business opportunities; gifts of various natures (food, drinks, material objects, or technological items); access to future employment opportunities; discounts; and any other tangible reward.

Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and accepts it, the individual has broken the law. Bribery is illegal, and employees shall not engage in any form of bribery, whether it is direct, passive, or indirect, through a third party (such as an agent or distributor). Corruption is any form of abuse of entrusted power for private gain, and it may include but is not limited to, bribery. Employees must not accept bribes to any degree, and if uncertain about whether an act constitutes a bribe, a gift, or an act of hospitality, that individual must seek further advice from the principal partner.

Facilitation and Kickbacks

The company prohibits all forms of facilitation payments being offered to public servants or government officials in the course of providing legal services to its clients. We have a zero-tolerance policy towards indulgence in facilitation payments. In the event of any confusion as to how to handle a potential conflict of interest, employees are encouraged to seek guidance from the principal partner.

Gifting, hospitality and entertainment

The company does not allow gifting beyond what is moderate and for a noble or genuine intention, such as to acknowledge a birthday or other event. Secondly, hospitality provided to third parties, such as public servants, for official business should be kept to a minimum threshold and only utilized where there is a strong case to do so. The principal partner will provide guidance on avoiding potential conflicts of interest.

Reciprocal Agreements

Reciprocal agreements are prohibited by the company unless they are for legitimate business arrangements that have been documented and approved by the principal partner.

Actions by third parties for which the company may be responsible

Action by third parties for which the company may be held responsible can include a range of people, i.e., agents, contractors, and consultants, acting on behalf of the company. It is therefore mandatory to carry out appropriate due diligence before a third party is engaged. Third parties should only be engaged where there is a clear business rationale for doing so, with an appropriate contract. Payments to third parties should be properly authorized and recorded.

Record Keeping

Record keeping can be exploited to conceal bribes or corrupt practices. The company ensures that there are robust controls in place for accurate and transparent record-keeping.

Due Diligence

To reduce the risk of anti-corruption laws, it is paramount to conduct and document an appropriate due diligence review of the background of all vendors, suppliers, customers, agents, and consultants of the company before the commencement of any business relationship. It is mandatory for the procurement unit to ensure a written and documented commitment from the company's suppliers, vendors, agents, and consultants to comply with relevant company policies.

Employee Responsibilities

All employees have the duty to undertake and perform their obligations ethically and in line with this policy. Failure to comply with this policy will result in disciplinary action, which could include dismissal and the institution of criminal proceedings against the offenders. In addition, if warranted, the employee may run the risk of legal proceedings or criminal sanctions brought against him/her for bribery or corrupt activities. All employees have the following responsibilities: i. To read, understand, and comply with the information contained within this policy and with any training or other anti-bribery and corruption information given. ii. To be equally responsible for the prevention, detection, and reporting of bribery and other forms of corruption and to avoid any activities that could lead to, or imply, a breach of this policy. iii. To promptly notify the principal partner if he/she has a reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that would breach this policy.

Disclosure processes

Where an employee is fearful of being implicated by a public official to provide a bribe or similar inducement, he or she may consult the practice manager for further guidance. All employees are encouraged to make use of the whistleblowing procedures to raise their concerns swiftly and confidentially.

Protection

Where an employee refuses to accept or offer a bribe or reports a concern relating to potential act(s) of bribery or corruption, the company understands that such an employee may feel worried about potential repercussions. The company will support anyone who raises concerns in good faith under this policy, even if the investigation finds that they were mistaken. The company will ensure that no employee suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because such employee reported a concern relating to potential act(s) of bribery or corruption. Detrimental treatment refers to dismissal, disciplinary action, threats, or unfavorable treatment in relation to the concern(s) raised by an employee. If an employee has a reason to believe he/she has been subjected to unjust treatment as a result of a concern or refusal to accept a bribe, such an employee should inform the practice manager immediately.

Audits

Audits performed by the internal audit function and the external auditors help to ensure compliance with established policies, procedures, and controls. Audits also help identify potential weaknesses for prompt remediation. All employees are required to cooperate fully with the internal and external auditors and provide clear and accurate information during the audit process.

Fraud

Engaging in any scheme to defraud anyone of money, property, or honest services violates the company's policy and the law, and such a violation carries severe penalties. The consequences apply to any dishonest or fraudulent activities, including misusing or stealing company assets or falsifying a travel and entertainment expense report, among other violations. The company relies on its employees, contractors, and senior officers to protect company assets against damage, theft, and other unauthorized use.

Training and Communication

New employees will be provided this policy upon commencing their induction to the firm. Further, trainings will occur periodically to remind employees of the contents of this policy and how to conduct themselves in certain scenarios to avoid falling foul of the rules. Our zero-tolerance policy on bribery and corruption will be made known to all clients, contractors, and third parties, including but not limited to regulatory bodies.

Review

This policy shall be reviewed every three (3) years or as and when deemed necessary by the principal and to keep up with any recent amendments to the laws.