



GVL GOLDEN
VEROLEUM
LIBERIA

CODE of CONDUCT



MESSAGE

Performing with Integrity



Since its inception, Golden Veroleum (Liberia) Inc. ('GVL') has demonstrated a commitment to performance with integrity. But past record matters little if each of us does not continue to make the right decisions and take the right actions - it takes only one lapse and one person to blemish our reputation. This is why we are introducing an updated Code of Conduct which spells out the standards we expect all our employees to follow and the behaviors we expect them to adopt.

As we focus on streamlining the integrated agriculture activities, we must recognize that there is no conflict between excellent business performance and high standard of integrity. In fact, the two are mutually reinforcing. Guidance by the Code of Conduct will maintain our customers' confidence in our products and services and this enables us to grow our reputation and our business. This is performance with integrity.



GVL asks each person in the GVL family to make a personal commitment to follow our Code of Conduct. You can act on this commitment by reading, understanding and being guided by the Code of Conduct. GVL leaders have an even greater responsibility - they are expected to serve as role models and nurture a culture in which compliance with the Code of Conduct is at the core of business activities.

We want the Code to be more than a collection of high sounding statements. It must have practical value in our day-to-day business and each one of us must follow these principles in spirit as well as in letter. Performing with integrity is everyone's responsibility.

GVL Management
July 2020



VISION

“to be the best, fully-integrated, Africa and global agribusiness and consumer product company – the partner of excellence.”

MISSION

“to efficiently provide sustainable and superior quality agribusiness and consumer products, solutions and services to create value for all our stakeholders in Liberia and globally.”



SHARED VALUES

INTEGRITY

We put statements or promises into actions so that one can earn the trust of others

POSITIVE ATTITUDE

We display encouraging behavior towards the creation of a mutually appreciative and conducive working environment

COMMITMENT

We perform our work whole heartedly in order to achieve the best results

CONTINUOUS IMPROVEMENT

We continuously enhance the capacity of self, working unit and organization to obtain the best results

INNOVATION

We come up with ideas or create new products, tools, and system that can increase productivity and the GVL's growth

LOYALTY

We cultivate the spirit of knowing, understanding, and implementing the Company's core values as part of the GVL family



COMPANY CULTURE



PERFORMANCE

We deliver outstanding results

COLLABORATION

We work as a team and target a brighter future for our partner communities

OWNERSHIP

We do what is best for the Company and our stakeholders

PEOPLE

We realize our people's potential and create room for advancement





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INTRODUCTION

01



WHY DO WE HAVE A CODE?

Our Code of Conduct (“Code”) serves as a guide for conducting ourselves ethically and in compliance with the law as we perform our work, everywhere, every day. It explains the standards we are all expected to follow in living our core values, as well as specific laws, regulations and policies that apply to us.

WHO IS REQUIRED TO FOLLOW OUR CODE?

All full-time, part-time and temporary employees have a duty to follow our Code and comply with all Company policies and procedures, and with all applicable laws, rules and regulations where Golden Veroleum (Liberia) Inc. conducts business. Our Code also applies to Board of Directors with respect to all activities they engage on behalf of the Company. Any consultants, contractors and other business partners working on behalf of the Company are expected to uphold the principles of this Code.

By knowing and following our Code, each of us does our part to maintain and further build trust with our various stakeholders including our colleagues, customers and business partners, shareholders and communities. It is important that we fulfill our commitments to these groups and uphold integrity in our interactions at all times.

what is expected of me?

We are all expected to know and adhere to our shared values, our Code and other Company policies, procedures and guidelines that apply to our work, as well as all applicable laws and regulations regardless of where we operate. We must never ignore or try to work around the Code for any reason, even meeting business goals.

Failure to comply with our Code and the Company policy can have severe consequences for both our Company and the people involved. In addition to potentially damaging the Company’s reputation, conduct that violates the Code may also violate the law. Violations of our Code or the Company policies may lead to disciplinary action, up to and including termination of employment. When appropriate, the Company may also refer cases to government authorities, which may result in personal liability for individuals involved.

what we expect of our managers and supervisors?

Following our Code and all applicable laws and regulations is the foundation of our Company's continued success and positive reputation. While each of us has a duty to follow our Code, managers and supervisors have an even greater responsibility as you are the ambassadors for our Code to your team members. You must ensure that the Code is communicated to everyone who works for you, and that they receive appropriate training on the Code and the policies that impact their jobs.

As a manager, you are expected to create an environment that encourages employees to come to you with questions or reports, and address colleague questions and concerns appropriately and in a timely manner. If you do not know or are unsure of the answer to an employee's question, you should help to obtain the answer. You must never take any form of retaliatory action against any employee for raising a question or concern, and you must never tolerate retaliatory actions by others.



WHAT LAW DO I NEED TO FOLLOW?

The Company conducts business globally and our employees are citizens of many countries. As a result, our business activities are subject to the laws of many different jurisdictions. We are each responsible for following all of the laws that apply to our businesses. At times, you may encounter a conflict between various laws that apply to our business activities. If you encounter a conflict or have any concerns on whether something is legal, please contact the Legal Department for guidance.

Assisting a third party to engage in illegal activities can damage our reputation and result in serious legal consequences for both you and the Company, including charges that we aided or conspired with the third party. In addition to obey the laws that apply directly to us, we cannot take actions which we know, or ought to know, will assist a third party in violating the law. We are each responsible for recognizing signs that indicate third parties are engaging in potentially illegal activities and using the Company to assist them. If you have any concerns that a third party with whom you are doing business might be using the Company to assist it in violating the law, resolve your concerns before proceeding with the transaction.

HOW DO I ASK QUESTIONS AND RAISE CONCERNS?

When you raise questions and concerns, it will enable the Company to detect potential problems early. This helps minimize potential harm to our Company, our stakeholders and our reputation. If you ever have any questions or concerns about the ethics or integrity of any aspect of our business, you should address the issue as soon as possible.

The Company is committed to uphold the Company's values and standards, and has put in place arrangements by which employees may, in confidence and without fear of retaliation, bring to the Audit Committee's attention, concerns about possible improprieties relating to matters of financial reporting or other matters. You may raise your concerns through the hotlines as below:

By e-mail:

WriteUs@veroleum.com



WHAT IF I AM WORRIED ABOUT RETALIATION?

It is important that you feel comfortable and safe raising your questions and concerns. The Company will not tolerate any form of retaliation against you for making a good faith report of actual or potential misconduct. Making a report in “good faith” means your report is honest, sincere and complete to the best of your knowledge.

HOW ARE REPORTS HANDLED?

The Company will promptly respond to all reports of misconduct. As employees, we may be called upon to assist with investigations of alleged misconduct. We should always cooperate and provide complete and accurate information related to investigations. You must never interfere with an investigation by altering or destroying related documents or evidence.

The Company will keep details of investigations confidential to the maximum extent possible, consistent with resolution of the issue and in compliance with applicable laws.

WHAT ARE THE CONSEQUENCES OF CODE VIOLATIONS?

By working for the Company, you have committed to uphold our Code. Anyone who violates our Code or related requirements will be subject to disciplinary action, up to and including termination. All discipline will be applied fairly, equitably and in accordance with local law.



UPHOLDING INTEGRITY FOR OUR EMPLOYEES



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Employee privacy

In the course of business, we may collect, hold or process personal information on employees and others in an employment context. We treat such personal information with care and take responsibility for protecting it and using it lawfully and properly. While the Company respects our privacy, the Company does reserve the right to inspect its facilities and property, such as computers, telephone records, lockers, emails, files, business documents and workplaces. Unless otherwise provided by applicable law, we should not expect privacy when using the Company-provided services or equipment.

SAFE WORKING CONDITIONS

You are obliged to carry out your work in a safe manner, without causing harm to yourself, fellow employees, and visitors to our facilities and report any unsafe practices or incident immediately to your manager.

Substance abuse

Drugs and alcohol can impair an individual's capacity to perform his/her job safely, efficiently and with respect for colleagues and customers. The use of such substances may result in injury or a threat to the well-being of an individual, colleagues, customers or members of the public.

If you report to work under the influence of drugs or alcohol, you threaten the safety and health of yourself and others. As employees, we are prohibited from possessing, using or working under the influence of alcohol, illegal drugs, and controlled substances or misused over-the-counter or prescription drugs in the workplace. Involvement with the manufacture, possession, distribution, sale, purchase, or transfer of illegal drugs is strictly prohibited.



UPHOLDING INTEGRITY FOR OUR COMPANY

03



PROTECTING THE COMPANY ASSETS

As employees, we should protect the Company assets and ensure their responsible use. Theft, loss, damage, unauthorized use and waste have a direct impact on the Company. The Company assets include physical property, such as facilities, supplies, equipment, inventory, vehicles and the Company funds. The Company assets also include intangible assets, such as confidential and proprietary information, intellectual property and information systems. You should safeguard the Company assets entrusted to you, use them efficiently and protect them from unauthorized use. We must handle the Company funds honestly and in accordance with applicable Company policies.

All employees should protect the Company assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company profitability. All Company assets are to be used for legitimate Company purpose. Any suspected incident of fraud or theft should be immediately reported for investigation. Company assets should not be used for non-Company business.

Appropriate use of Company technology

The Company provides many of us access to various electronic communications systems, including computer and telephone systems, so that we may do our daily work. We have a duty to always safeguard these systems and the technologies provided to us, such as computers, mobile devices and software. This means we must each do our part to prevent damage, harm, loss and unauthorized access to these resources. Be sure to follow all security measures and internal controls in place for the resources you use. If you need to use a technology resource for personal use, your use should be limited and appropriate. Use of any Company resource should never interfere with your job duties.

Remember that electronic messages (such as emails, instant messages and text messages) are permanent records of your communications. Electronic communications may be altered and forwarded without your permission. For these reasons, take particular care when drafting any electronic messages on the Company letterhead or when using the Company resources.

It is strictly prohibited to use the Company resources (including email, instant messaging, the Internet or Company portal) for activities that are unlawful, unethical or otherwise contrary to our Code or the Company policy. These include accessing sexually explicit websites, online gambling and betting services and other inappropriate contents.

Social media

You must separate your personal and professional profile on social media. However, any statement pertaining to Company matters made in any online forum, including web logs or blogs or social networking sites, whether using personal or professional profile, are considered to be public statements. You shall not make any comment regarding the Company, its business, products, services, strategy or practices without prior approval from Management.



There are a number of laws around the world that regulate what our Company can and cannot say about itself and its products. Therefore, if your position with the Company involves posting on social media sites, you must follow applicable policies and guidance from the Legal and/or the Corporate Communications Department.

Confidential information

In the course of employment, you may have access to intellectual property, trade secrets, proprietary information and confidential information, which is the exclusive property of the Company. You must not copy, reproduce, extract, translate, disclose, publish, or deal with confidential information in a manner that is not authorized. You must not directly or indirectly communicate the confidential information to any unauthorized person. In addition, we must avoid discussing confidential information in places where we can be overheard, including restaurants, restrooms, taxis, airplanes, elevators or the Company common areas.

If you encounter legal or regulatory rules that require you to disclose confidential information, please contact your direct Supervisor for guidance.

Any staff leaving the employment of the Company are to surrender all confidential information in their possession to their manager and if the same cannot be surrendered, to destroy such confidential information. They may not retain any copy of any confidential information in whatever form for themselves. Former employees are absolutely and strictly prohibited from disclosing or using any confidential information for any reason whatsoever.

Intellectual assets

Some of the Company's most valuable assets include our confidential business and technical information and other intellectual property like patents, copyrights and trademarks.

To protect the Company's intellectual assets, never disclose it to anyone outside the Company unless you have explicit approval and it is covered by a non-disclosure agreement, if appropriate. Even inside of the Company, do not share such information unless the person has a business need to know it. Confidentiality continues even after you have left the Company. All Company properties in employee's possession, records of any kind, confidential or not, must be returned/remain in the Company.

To the extent permissible by law, the rights to all intellectual property created with the Company materials, on the Company time, at the Company expense or within the scope of our duties belong to the Company. Just as we expect others to honor our intellectual property rights, we must respect the rights of others, including compliance with licensing and other similar agreements.

CONFLICTS OF INTEREST

To maintain the trust of our shareholders, we need to act in the best interests of the Company at all times. Decisions related to the Company's business must always be based on the Company's objectives and priorities, made with proper authority and without a conflict of interest in the decision. A conflict of interest arises when our personal interests, including those of our family members, friends and associates, could harm our ability to make sound, objective decisions on behalf of the Company. We should avoid potential conflicts of interest whenever possible because the mere appearance of a conflict may cause an employee's motives to be questioned.

If you are involved in a conflict of interest situation, or suspect that you may be, you have a duty to disclose this to your supervisor as soon as possible. You may be asked to disclose potential conflicts in writing on an annual basis, but the obligation to disclose conflicts of interest that arise exists throughout the year. Additionally, you should follow any local processes and procedures for reporting conflicts of interest. When in a position to influence a decision and a conflict of interest arises, you should abstain from influencing the decision and declare such interests.

Employees must obtain approval from Management before accepting officer or director positions with an outside business, including not-for-profit board positions.

It is not feasible to specify all activities that may give rise to a conflict of interest, or the appearance of one, in this Code. The following sections reflect some of the more common situations in which conflicts may arise.

Outside employment and business affiliations

Each of us is responsible for ensuring that activities outside of the Company does not negatively affect work performance or create a conflict of interest. Without prior approval from the Management, you shall not have an interest in any organization which has or is seeking business dealings with the Company where there is an opportunity for preferential treatment, except where the interest comprises securities which are publicly-listed, shall not serve, whether for reward or otherwise, as an officer of other organizations, or be in any management capacity for or as consultant to, any individual or organization and shall not buy, sell or lease any property, facility or equipment from or to the Company or any organization doing or seeking business with the Company and shall not undertake any part-time or contract work which will, in the opinion of the Company, interfere with or affect the performance of his/her duties.

financial interests

Ownership by you or your immediate family member of a financial or other beneficial interest in any Company which does business with or is a competitor of the Company is prohibited, unless you receive approval in writing from the Management.

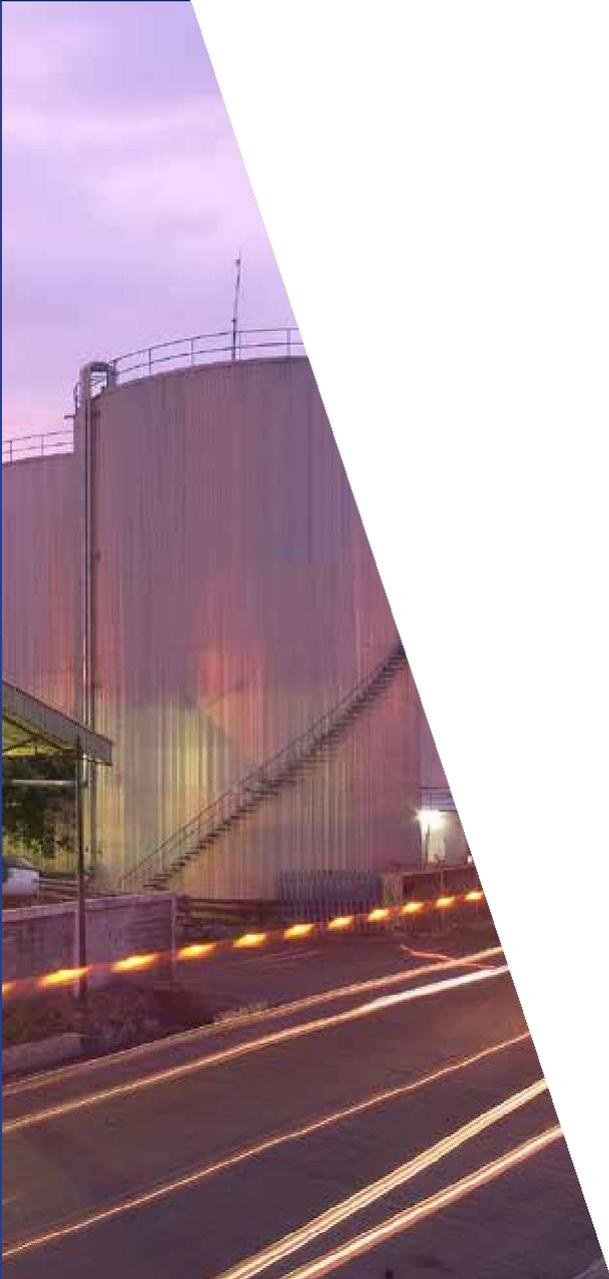
Corporate opportunities

In order to make objective business decisions on the Company's behalf, we must never compete with our Company. This means we cannot take for ourselves any business or investment opportunities that we discover through our position at the Company or through the Company property or information. Specifically, you may not personally speculate in agricultural commodities processed by the Company. In addition, you may never help anyone else take such business or investment opportunities for personal gain, including family members and friends.

GIFTS AND ENTERTAINMENT

Business gifts and entertainment are often used to strengthen business relationships. While developing strong working relationships with our customers and business partners is important, we must exercise particular caution when offering or accepting business courtesies. Exchanging gifts and entertainment can result in conflicts of interest. If not handled properly, it may even lead to the appearance of bribery or other improper payments. You may not accept or provide any gift, favor or entertainment if it will obligate or appear to obligate the recipient. Employees should not accept discounts for personal gain from suppliers and service providers if they are not offered to the general public. Any activity that might be considered extravagant or embarrass the Company is not permitted. Any offer of meals or entertainment which involves travel or overnight lodging requires prior approval by your manager. Common sense and good judgment must be exercised when giving or accepting business related courtesies to avoid any perception of impropriety or a conflict of interest.

During traditional gift-giving seasons, in areas where it is customary to exchange gifts, employees may exchange gifts with non-governmental business associations in nominal amounts. When giving, extra care should be taken to ensure that the gift is not in cash or item easily exchangeable for cash. Gift within Company's policy threshold may be given to an organization for customary goodwill purpose. Prior approval should be sought from the Management before the exchange or giving of gifts. All gifts received should be declared and handled in accordance to the Company's policy. However, employees should not request or solicit gifts from any business partners.



UPHOLDING INTEGRITY FOR BUSINESS PARTNERS



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PROVIDING SAFE, HIGH QUALITY PRODUCTS AND SERVICES

We are all responsible for preserving our customers' trust by making certain that our products and services are always safe and of high quality. All of our processes, products and services will meet, or exceed, all applicable safety and health regulations. Maintaining our exceptional quality and safety standards means we must work together to ensure that our products meet or exceed legal and regulatory requirements.

TREATING OTHERS FAIRLY

Dealing fairly with customers

The Company is committed to treating our customers ethically, fairly and in compliance with all applicable laws. Customer agreements reflect the value we place on their business. All statements about products and services must be fair, factual and accurate. We must never deceive or mislead current or potential customers.

fair treatment of suppliers

We are committed to dealing fairly with all our suppliers. We choose our suppliers based on legitimate, business-related criteria, not on personal relationships or interests. This includes criteria such as quality of products and services, cost, reliability and experience, among others. In addition, we never take unfair advantage of our suppliers through manipulation of our position or relationship, concealment of important facts, abuse of confidential information, misrepresentation of material facts or any other unfair dealing practice.

Government customers

Many countries place strict legal requirements on companies that do business with the government. When selling to, buying from, negotiating with or working with government customers, we must carefully comply with these requirements. These rules are often much stricter and more complex than those that govern our sales to commercial customers. If your work involves government contracts, it is your responsibility to know and follow the particular rules that apply to your work. If in doubt, please contact the Legal Department for more guidance.

COMPETING FAIRLY

The Company is subject to competition laws in all countries where we do business. We must always compete with integrity and follow applicable laws. It is critical to our success that we never take actions that could undermine our Company's reputation for high standards of commercial integrity and ethical business conduct.

Sales and marketing

We must always engage in fair and ethical sales and marketing practices. This means we emphasize the quality of the Company's products and services, and never disparage or discredit our competitors or their products or services. If you are involved in any oral or written statements about competitors, ensure they are fair and factual.



Competitor information

It is important for the Company to gather timely information about the industry, including information about our competitors, in order to stay competitive. While this practice is appropriate and permissible, you may only use information obtained by fair and legal methods. For example, you may always review any public information, such as trade journals, press releases or the Company websites. You may not obtain non-public information by illegal or unethical activities. Similarly, you must never engage a third party to obtain competitive information in the same manner.

If you are offered confidential or proprietary information that you believe was obtained improperly, you must immediately inform your direct Supervisor

Protection of third-party information

At times, our customers, suppliers and other business partners may share confidential information about their operations with the Company. It is our responsibility to use, store and carefully safeguard any such information in a manner that complies with all applicable laws and/or any applicable agreements. We must take appropriate steps to keep this information secure and make sure it is used only for approved business purposes.

REFUSING BRIBERY AND CORRUPTION

We pursue our business objectives with integrity and in compliance with the law, no matter where we are operating. We comply with applicable laws in all the countries, in which we do business, that are designed to prevent bribery and corruption, including all the anti-bribery and corruption law.

ANTI-MONEY LAUNDERING

We comply with all laws that prohibit money laundering or financing for illegal or illegitimate purposes. This means, in part, that we cannot enter into transactions involving funds generated through criminal activities such as fraud, terrorism or drug-dealing. Doing so may violate anti-money laundering and anti-terrorism laws

Money laundering occurs when persons or groups attempt to conceal the proceeds of illegal activities or try to make the sources of their illicit funds appear legitimate. We must ensure the Company is conducting business with reputable customers or business partners, for legitimate purposes, with legitimate funds. Therefore, we should be aware of “red flags,” such as requests for cash payments or other unusual payment terms.

Money laundering and anti-terrorism issues can be complicated. If you encounter any transaction that does not seem right, you should contact the Authorities.

DOING BUSINESS INTERNATIONALLY

handling imports and exports

We are careful to follow all rules that regulate our international business activity. Each of us involved in the import or export of goods or services should understand and follow the laws relating to exports, re-exports or imports.

Economic sanctions and boycotts

As a global corporate citizen, the Company complies with all applicable economic sanctions and anti-boycott laws. Economic sanctions are restrictions imposed against targeted countries and persons or entities by governments and international organizations. Restricted activities may include transfers of assets, monetary payments, provision of services, financial dealings, exports and imports, and travel to certain countries.





UPHOLDING INTEGRITY FOR OUR SHAREHOLDERS

05

ACCURATE BOOKS AND RECORDS

Accurate accounting practices

Our shareholders rely on us to maintain accurate and complete books and records. These documents form the basis for all of our public disclosures and filings, which aim to give our shareholders and the public an accurate view of our Company's operations and financial standing. In addition, the Company uses these documents to analyze the Company operations, produce financial and governmental reports, and make important business decisions.

We have a duty to ensure that the information we submit in all Company records is complete, accurate and understandable. This includes all of the information we provide in payroll documents, timecards, travel and expense reports, measurement and performance records, customer and supplier records, and design and engineering records. We must never make a false representation in the Company documents.

financial disclosures and fraud

Those of us with finance and accounting responsibilities have an added responsibility to ensure that the Company's consolidated financial statements are true and fair. It is critical that these documents are accurate and timely. Therefore, if you have related responsibilities, you must comply with the legal and regulatory requirements that govern these reports, and know and follow the Company's internal controls that govern the same. Remember, inaccurate, incomplete or untimely records or reporting may result in legal liability for those involved.

Anyone who engages in financial fraud will be subject to disciplinary action, consistent with local law, as well as the potential for civil and criminal liabilities. You must report any suspected accounting or auditing irregularities as soon as possible.

Records management

The Company's records are subject to laws and regulations, such as occupational health and safety requirements and accounting standards. The information Company produces is considered a business record, regardless of how the information is maintained. The business records you work with should be maintained, retained and destroyed in accordance with our internal guidelines. If you are aware of any records in your control that are related to a legal proceeding or investigation, you must not alter, conceal or destroy any relevant documents until you are notified otherwise. If you are in doubt, please contact the Legal Department.

Audits and investigations

We have a responsibility to cooperate with external and internal auditors, as well as government investigators who are conducting an inspection or review of our Company's products or activities. We may never attempt to interfere with or improperly influence their review. Be sure to provide auditors and investigators the information to which they are entitled. If you have any questions about what information a given auditor or investigator is requesting, consult your supervisor, manager or the Legal Department. If a governmental investigation occurs, local management must contact the Legal Department as soon as possible before proceeding.



CORPORATE GOVERNANCE

The Company and its subsidiaries remains committed to observing high standards of corporate governance, to promote corporate transparency and to enhance shareholder value.

Shareholder Rights

The Company recognizes the importance of maintaining transparency and accountability to its shareholders. The Company ensures that the Company's shareholders are treated equitably and their rights are protected. The Company is committed to providing shareholders with adequate, timely and sufficient information pertaining to the Company's business which should have a material impact on the Company's share price.



UPHOLDING INTEGRITY FOR THE COMMUNITIES

06



SOCIAL AND ENVIRONMENTAL SUSTAINABILITY

The Company is committed to achieving the highest standards of quality and integrity, embedding sustainability across all our operations, and empowering society and community. The Company is adopting enhanced sustainability policy to assist us in achieving these goals throughout our entire supply chain.

Our principal commitments

The Company ensure its upstream and downstream palm oil operations are deforestation- free, traceable and bring benefits to the people and communities where we operate. Core areas are:

- Environment Management
- Social and Community Engagement
- Work Environment and Industrial Relations
- Marketplace and Supply Chain

POLITICAL ACTIVITIES

Some of us choose to support the well-being of our communities by participating in the political activities of our choice. However, we may only participate in such activities on our own time and at our own expense. We may never use the Company's property or resources for personal political activities. In addition, we should never engage in any political activities on the Company's behalf, unless authorized. Never attempt to coerce a coworker, especially one who reports to you, to support your particular causes.

EXTERNAL COMMUNICATIONS

Media requests for interviews or information

Our communications with the public must present a complete, accurate and truthful picture of our business. Only designated company representatives may share information and news about the Company.



Hotlines

By e-mail:

WriteUs@veroleum.com