

# CONFLICT OF INTEREST POLICY

BETA GLASS PLC  
Iddo House, Iddo Lagos

## CONFLICT OF INTEREST POLICY

### 1. OBJECTIVE OF THE POLICY

- 1.1. The purpose of this Conflict of Interest Policy ('this Policy') is to ensure; (a) transparency and objectiveness (b) and protect the interest of Beta Glass Plc ('the Company') and its shareholders.
- 1.2. This Policy shall provide guidance in identifying and handling potential and actual conflicts of interest involving the interests of the Board of Directors of the Company ('the Board'), its individual directors and the Company regarding any matter that may come before the Board or any of its committees.
- 1.3. This Policy requires that Board members should strive to avoid any conflict of interest between the interest of the Company on one hand and the personal, financial, professional interest of members of the Board. This includes avoiding actual, direct or indirect conflict of interest as well as the perception of conflict of interest
- 1.4. This Policy seeks to supplement and not replace the conflict of interest provision in the Securities and Exchange Commission Code of Corporate Governance for Public Companies (the "**Code**") and the Companies and Allied Matters Act Cap C 20 Laws of the Federation of Nigeria (LFN) 2004

### 2. DEFINITIONS

For the purposes of this Policy:

**"Ad-hoc Committee"** means an Ad-hoc Committee of the Board established in accordance with the provisions of the Code of Business Conduct of the Company, Board Charter or the provisions of this Policy

**"A Party" or "The Party"** means a listed entity, contractor, counterparties, party to a any transaction, or any person (natural or artificial) whether for itself or acting on behalf of another person, brought for consideration before the Board or any of its Committees, and/or with whom the Company has any proposed or actual contractual, transactional, or any other dealings or relationships.

**“Conflict of Interest”** means a situation where a Member’s Interest in a Party is capable of impacting the impartiality and/or objectiveness of the Member, in deliberations involving or relating to The Party.

**“Domestic Help”** means any person who provides a number of household services in the household of a Member, and includes cleaners, house-helpers, drivers, stewards and nannies and other persons of similar description.

**“Extended Family Member”** includes relatives of a Member such as cousins, nephews, nieces, aunties, uncles, great-aunties, great-uncles.

**“Family”** shall include –

- i. spouse or a person cohabiting as spouse;
- ii. child or step-child (biological or otherwise);
- iii. grandchild;
- iv. great grandchild;
- v. parent or step-parent or parent-in-law; or
- vi. brother, sister, step-brother or step-sister (biological or otherwise)
- vii. brother-in-law or sister-in-law; and
- viii. anyone (other than a Domestic Help) who shares a Member’s home, and/or any other Extended family member.

**“Indirect Shareholding”** means a situation where an entity in which a Member has shares is a shareholder in A Party, or where a member holds shares in A Party through a nominee.

**“Interest”** any one or more of a Member’s Private/Personal Interest, Business/Financial/Investment Interest or Professional Interest as described in **Annexure 2** to this Policy.

**“Member”** means a member of the Board of the Company or its Committee

**“Related entity”** an organization that is related to another organization through some type of control or ownership

### **3. RESPONSIBILITY**

- 3.1. The Chairman of the Board and the Company Secretary shall be responsible for the administration of this Policy

### **4. DUTY TO DISCLOSE**

- 4.1. Upon the commencement of this Policy or immediately after the appointment of a director/ any individual to the Board or to any of its Committees, such director/ any individual shall within 3 weeks of the appointment make and deposit with the Company Secretary a declaration of interest in the form attached to this Policy as **Annexure 1**
- 4.2. During the term of the appointment, each Member shall immediately notify the Board in the form attached to this Policy of any change in the Member's interest in A Party.
- 4.3. Where a Member becomes aware of any deliberations of the Board or Committees in respect of A Party, such Member shall immediately disclose in writing to the Company Secretary and Chairman of the Board his/her actual or potential interest in the Party which shall be attached to the agenda for the meeting.
- 4.4. Where a Member is uncertain as to whether there is an actual or potential conflict of interest in A Party, the Member shall immediately notify the Company Secretary and Chairman of the Board and the procedure set out in this Policy for addressing same shall be followed
- 4.5. A Member who has disclosed a conflict of interest in A Party shall not receive any working paper or documents relating to the matter regarding which the conflict of

interest has been disclosed and shall physically withdraw from the meeting before any discussion relating to such business is disclosed

- 4.6. Where the relevant disclosure is made by a Member at the beginning, during the meeting or just immediately before the business relating to the conflict and A Party, the Member shall physically withdraw from the meeting before any discussion relating to such business is disclosed and return to the Company secretary any working paper or documents relating to the matter
- 4.7. Any Member who is aware of any actual or potential conflict of interest in a fellow member shall have the responsibility to promptly notify the Company Secretary in order to determine the existence or otherwise of a conflict of interest in accordance with this Policy. Nothing precludes the disclosing Member from drawing the existence of the perceived actual or potential conflict of interest to the attention of the conflicted Member prior to the notification to the Company Secretary.

## 5. DETERMINATION OF CONFLICT OF INTEREST

- 5.1. Where deliberations are being contemplated in respect of A Party in which a Member has an interest, the Company Secretary shall make a preliminary assessment in order to determine whether or not a conflict of interest exists.
- 5.2. Following the preliminary assessment by the Company Secretary, the Board will consider the report and recommendation of the Company in respect thereof at its meeting in determining the existence of a real or perceived conflict.
- 5.3. The Chairman of the Board shall present the matter regarding the conflict of interest to the Board for deliberation and resolution at a meeting convened for that purpose or by deferring the deliberation to the next meeting of the Board. The Board shall by a simple majority determine whether a conflict exists. The director or directors potentially in the conflict of interest situation shall not participate in any discussion and shall not vote on the issue.

- 5.4. Where at the time of deliberating on an issue, the Member was reasonably unaware of his interest in the Party and the discovery of a conflict of interest is subsequently communicated to the Chairman of the Board or Company Secretary either by the voluntary disclosure of the Member or by any other means. The Board by itself or through the Ad-hoc Committee established for that purpose will determine the appropriate course of action based on the Member's degree of influence during the deliberation of the issue.

**6. PROCEDURE OF ADDRESSING A CONFLICT OF INTEREST WHERE MEMBER DISAGREES**

- 6.1. Where the issue of conflict is not resolved at the meeting of the Board, the Board may constitute an Ad-hoc Committee composed of such numbers and individuals agreed to by the Board. The Chairman of the Board shall not be a member of the Ad-hoc Committee
- 6.2. The Member alleged to be conflicted may make representations to the Ad-hoc Committee. The Member alleged to be conflicted shall be recused from all discussions relating to the matter and shall not vote on the issue.
- 6.3. The Ad-hoc Committee shall consider all matters regarding the alleged conflict and shall submit its final report and recommendation to the Board.
- 6.4. The Board shall review the recommendation of the Ad-hoc Committee and take a decision by simple majority of its members present and voting.
- 6.5. The decision of the Board shall be final and the Company shall immediately communicate the decision of the Board to the Member.

**7. VIOLATION OF CONFLICT OF INTEREST**

- 7.1. Non-compliance with the disclosure obligations set out in this Policy shall amount to misconduct.

**8. RECORD OF PROCEEDINGS**

8.1. The Company Secretary shall prepare minutes of proceedings in respect of every meeting of the Board and the Ad-hoc Committee constituted pursuant to this Policy.

**9. REVISION AND AMENDMENT OF THIS POLICY**

9.1. The Board may revise, amend or delegate its authority to revise or amend this Policy as the need arises in order to enable the effective implementation of this Policy.

**CONFLICT OF INTEREST POLICY**

**ACKNOWLEDGMENT AND INTEREST DISCLOSURE STATEMENT**

This Policy is aimed at protecting the interests of the Company and shareholders when the Board or any of its Committee is deliberating on any matter concerning A Party.

**Part I. Acknowledgment of Receipt**

I hereby acknowledge that I ..... have received a copy of the Conflict of Interest Policy of the Beta Glass PLC and I have read and understood the Policy, and agree to comply with its terms.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date



**Annexure 1**  
**Part II. Disclosure of Interests**

Part II Please check ONE of the following boxes:

My Interests have not changed since my last disclosure of Interests.  
[Proceed to signature block below. Do not complete the tables.]

Or

I hereby disclose or update my interests that could give rise to a Conflict of Interest: [Complete the table below. Use additional pages as needed.]

S/No.	Type of Interest	Description of Interest
1.	Directorship	1. 2. 3.
2.	Shareholding	1. 2. 3.
3.	Investment of other Financial interest	1. 2. 3.
4.	Other not listed above	1. 2. 3.

I am not aware of any interest involving me that could present a Conflict of Interest that I have not disclosed either above or in a previous disclosure statement to Beta Glass Plc , made pursuant to the Conflict of Interest Policy.

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## Annexure 2

### INSTANCES OF CONFLICT OF INTEREST

The examples of conflict of interest set out below, apply to members of the Board or members of any committees of the Company and Board

These examples are by no means exhaustive but are to serve as a guide. Where a particular situation is not expressly indicated, Members are advised to disclose all situations which may result in a conflict of interest and, where in doubt, the potential conflict must be declared all the same and clarification sought from the Company Secretary. A decision will be taken by the Board or Ad-hoc Committee regarding the conflict.

#### 1. **Private/Personal Interest:**

This would include:

- i. Where a Related Entity is a Member's former employer;
- ii. Where A Party, or shareholders of A Party, or the director(s) in A Party is a Member's:
  - Family
  - Extended Family
  - Friend
  - Present or former employee
  - Present or former colleague
- iii. Where a Member was also a panelist of any Disciplinary Committee responsible for having reviewed A Party, or considering any issue with regard to A Party.
- iv. Where a Member has participated in the determination or hearing of an issue with regard to A Party, which issue was considered by the Board or Adhoc Committee regarding the conflict.
- v. Where a Member has any connection with The Party.

#### 2. **Business/Financial/Investment Interest**

- i. Where A Party, or shareholders of A Party, or Director(s) in A Party is a Member's

Business Associate

Business Partner

- ii. Where a Member is a present or former Director or Principal Officer in A Party, or controls/controlled such Related Entity by any other means.
- iii. Where a Member or her/his Family has direct or indirect, actual or beneficial shareholding in A Party, or any other vested business and/or investment interest in A Party, such as a Charge over assets of A Party, etc.
- iv. Where a Member or her/his family is, or owns shares in, or is a Director in a competitor to A Party, which Related Entity carries on business in the banking, or telecommunications, oil & gas industries, or in any other industries in which the competition is limited.

### 3. Professional Interest

This would include where A Party is a professional adviser to a Member or an entity in which a Member is/was a director/Principal Officer, or where a Member is a professional adviser to A Party. Classes of Professional Advisers would include:

Auditors  
Accountants  
Lawyers  
Stockbrokers  
Registrars  
Secretaries  
Business Consultants  
Other Professional Advisers

An interest for purposes of the Board has the same definition as contained in its Conflict of Interest Policy.

Any reference to shareholding or shares made in the foregoing examples means a minimum of 1% shares/shareholding of the issued share capital of the party.

This **Conflict of Interest Policy** is hereby approved by the Board of Directors of Beta Glass PLC this **21<sup>st</sup>** day of **September, 2017**

  
\_\_\_\_\_  
Chairman

  
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Director

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