



# ANTI-BRIBERY, CORRUPTION & FRAUD MANAGEMENT SYSTEM (ABMS)

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## Corporate Policy Manual

Entity: EMES Ventures Inc.

Applicable to Oil & Gas Operations

Issued by: Board of Directors

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## 1. Policy Statement

EMES Ventures Inc. adopts a zero-tolerance stance toward bribery, corruption, and fraud in any form. We commit to full compliance with applicable international and local laws, including the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, the OECD Convention on Combatting Bribery of Foreign Public Officials, and relevant local anti-corruption statutes.

## 2. Scope

This Manual applies to all operations, projects, and transactions of EMES Ventures Inc. worldwide. It covers employees, directors, officers, consultants, contractors, suppliers, agents, representatives, joint-venture partners, and any third party acting on behalf of EMES Ventures Inc.

## 3. Governance & Accountability

The Board of Directors has ultimate oversight of the Anti-Bribery, Corruption & Fraud Management System (ABMS). An independent Compliance Officer (ABAC Officer) administers the ABMS, reports to the Audit/Board Committee, and has authority to initiate investigations. Line managers are responsible for enforcing this Manual in their areas. All personnel must comply and report concerns.

In addition to the oversight exercised by the Board of Directors and the Compliance Officer, EMES Ventures Inc. establishes a Compliance Committee to supervise corruption-related reporting, ensure proper follow-up to allegations, and oversee the implementation of corrective actions. The Committee operates independently and meets periodically or upon receipt of any material integrity concern.

## 4. Risk Assessment

EMES Ventures Inc. conducts periodic risk assessments focused on procurement and contracting, customs and logistics, government interactions, third-party intermediaries, sponsorships and donations, and books & records. A risk register captures risks, controls, owners, and review dates.

## 5. Controls & Procedures

Key controls include:

- Risk-based due diligence for suppliers, contractors, agents, and JV partners, including sanctions screening and beneficial-ownership verification.
- Gifts, hospitality, travel, charitable and political contributions subject to thresholds, approvals, and transparent recording in the Gifts & Hospitality Register.
- Transparent, competitive procurement with conflict-of-interest declarations and mandatory ABAC clauses in all contracts.

- Financial controls including segregation of duties, restricted use of cash, verified supporting documentation, and accurate books and records (IFRS/GAAP).
- Confidential reporting channels (hotline/email/portal), protection against retaliation, and prompt, impartial investigations.
- Disciplinary measures up to termination of employment/contract and referral to authorities.

EMES Ventures Inc. expressly prohibits participation in any transaction involving resources of illicit origin or destination. The organization shall not engage in any activity that could constitute money laundering, terrorist financing, or concealment of unlawful financial flows. Furthermore, the organization prohibits the offering or acceptance of any form of incentive, including cash, gifts, services, favors, employment opportunities, travel, or benefits in kind in exchange for facilitation, preferential treatment, or improper influence.

## 6. Training & Awareness

Annual ABAC training is mandatory for all personnel. Enhanced training is provided to high-risk roles (procurement, logistics, finance, government relations). Suppliers and contractors receive awareness materials and may be required to certify compliance.

## 7. Monitoring & Auditing

Compliance monitoring occurs throughout the year. Internal audits are conducted annually; an independent external review is performed every 2–3 years. High-risk transactions are subject to targeted reviews and data analytics.

## 8. Review & Continuous Improvement

Management reviews the ABMS annually to confirm suitability, adequacy, and effectiveness. Changes in laws, audit findings, investigations, and industry best practices drive continuous improvement and updates to this Manual and its annexes.

## 9. Key Documentation

- Anti-Bribery & Corruption Policy
- Code of Conduct & Ethics
- Supplier Code of Conduct
- Gifts & Hospitality Policy
- Conflict of Interest Policy
- Due Diligence Procedures
- Whistleblowing Procedure
- Risk Register & Audit Reports



## Annex 1 – Gifts & Hospitality Register Template

Use the following fields to log all gifts, hospitality, and travel:

- Date
- Offered By / Received By
- Recipient / Host Organization
- Description and Business Purpose
- Monetary Value (local currency)
- Public Official Involved? (Yes/No)
- Pre-Approval Reference (if applicable)
- Decision (Approved/Declined/Returned)
- Recorded By and Date



## Annex 2 – Conflict of Interest Declaration Form

Employee/Contractor Name: \_\_\_\_\_

Role/Department: \_\_\_\_\_

Description of Actual/Potential/Perceived Conflict: \_\_\_\_\_

Countermeasures (e.g., recusal, reassignment, Chinese wall): \_\_\_\_\_

Line Manager Review: \_\_\_\_\_

ABAC/Compliance Approval: \_\_\_\_\_

Signature & Date: \_\_\_\_\_



## Annex 3 – Whistleblowing Reporting

Report concerns in good faith through any of the following channels:

- Hotline: [Insert Number]
- Email: [Insert Address]
- Web Portal: [Insert URL]

Reports may be anonymous where permitted by law. EMES Ventures Inc. prohibits retaliation against any person who raises a concern in good faith.

## Annex 4 – Gifts & Hospitality Policy

### Thresholds & Approvals

Nominal value threshold: [Insert Local Currency Amount]. Items above this threshold require prior written approval from the line manager and Compliance. Cash or cash equivalents (gift cards, vouchers) are prohibited. Public-official gifts/hospitality require Compliance approval regardless of value.

### Prohibited Items

- Cash or cash equivalents.
- Anything intended to influence or create an obligation.
- Lavish or frequent hospitality, adult entertainment, or travel unrelated to a legitimate business purpose.

### Recording & Transparency

All offers and receipts must be recorded in the Gifts & Hospitality Register (Annex 1) within five (5) business days.

### Examples

- Modest working meal during a site visit – generally acceptable if recorded.
- Tickets to a sporting event – requires pre-approval; public-official attendance generally prohibited.
- Holiday gift basket of nominal value – acceptable if recorded; recurring high-value gifts prohibited.



## Annex 5 – Conflict of Interest Policy

A conflict of interest occurs when personal interests interfere, or appear to interfere, with the interests of EMES Ventures Inc. Personnel must avoid conflicts and promptly disclose any actual, potential, or perceived conflicts using Annex 2.

### Examples

- Financial interest in a supplier or competitor.
- Family member employed by or owning a vendor interacting with your role.
- Outside employment that overlaps with EMES Ventures Inc. duties.

### Management of Conflicts

Mitigation may include recusal from decisions, reassignment of duties, or establishment of information barriers.

## Annex 6 – Due Diligence Procedures

### Risk-Based Tiers

- Tier 1 (Low): Basic screening (sanctions, watchlists), business justification, contractual ABAC clauses.
- Tier 2 (Medium): Tier 1 + questionnaire, reference checks, beneficial-ownership verification.
- Tier 3 (High): Tier 2 + enhanced due diligence (site visit where feasible, adverse-media review, compliance certifications).

### Process Steps

- Initiation and business case.
- Screening and risk scoring.
- Mitigation actions (e.g., contract clauses, training, monitoring) and approval workflow.
- Onboarding and recordkeeping (minimum retention: 7 years).
- Periodic re-assessment based on risk tier or trigger events.

### Red Flags

- Requests for cash or unusual payment methods.
- Refusal to disclose beneficial ownership.
- Ties to public officials or state-owned entities without transparency.
- Adverse media or past enforcement actions.
- Undisclosed relationships with public officials or Politically Exposed Persons (PEPs).



## Annex 7 – Whistleblowing Procedure (Detailed)

### Channels & Anonymity

Reports can be made via hotline, email, or web portal. Anonymous reports are accepted where permitted by law.

### Intake & Triage

Compliance logs each report, assigns a case number, and conducts an initial risk assessment within five (5) business days.

### Investigation

An impartial investigation team is appointed. Evidence is preserved; interviews and document reviews are conducted. Findings and recommendations are documented in an Investigation Report.

### Confidentiality & Non-Retaliation

The identity of reporters and subjects is kept confidential to the extent possible. Retaliation is prohibited and subject to discipline.

### Outcomes & Remediation

Corrective actions may include disciplinary measures, control enhancements, training, supplier remediation, and self-disclosure to authorities when required.

### Reporting to the Board/Audit Committee

Quarterly aggregated statistics and significant case updates are presented to the Board or Audit Committee.

## Annex 8 – Risk Register & Audit Reports

### Risk Register Template

Fields: Risk ID, Description, Process/Area, Inherent Likelihood (1–5), Inherent Impact (1–5), Controls, Residual Risk, Owner, Action Plan, Due Date, Status, Review Date.

### Scoring Methodology

Overall risk score = Likelihood × Impact. High-risk items require immediate mitigation and monitoring by owners with monthly status updates.

### Audit Program & Reporting

Annual audit plan includes ABAC controls testing, third-party sampling, and transactional analytics. Audit reports summarize scope, findings, ratings, root causes, and agreed action plans with owners and deadlines.



## ANNEX 9 – ANTI-MONEY LAUNDERING & COUNTER-TERRORIST FINANCING POLICY

EMES Ventures Inc. maintains a strict commitment to preventing its operations from being used for money laundering or terrorist financing.

The organization expressly prohibits:

- Engaging in transactions involving resources of illicit origin
- Facilitating financial flows intended to disguise unlawful proceeds
- Supporting terrorism financing in any form

All personnel, partners, and third parties must ensure that:

- Transactions have a legitimate business purpose
- The origin and destination of funds are verifiable
- Financial dealings comply with applicable laws and regulations

Failure to comply with this policy may result in disciplinary action and termination of contractual relationships.



## ANNEX 10 – POLITICAL EXPOSURE & RELATIONSHIP DISCLOSURE POLICY

EMES Ventures Inc. shall identify and manage the presence of Politically Exposed Persons (PEPs) within its structure and business relationships.

The organization shall disclose to costumers that are also government agencies any family, financial, or professional relationship between such government agencies and EMES Ventures Inc.'s:

- Employees
- Shareholders
- Directors

Such disclosure shall be made prior to entering into any commercial relationship and updated during the life of the agreement.

Failure to disclose such relationships may result in internal disciplinary measures or contractual consequences.



## ANNEX 11 – COMPLIANCE COMMITTEE CHARTER

EMES Ventures Inc. establishes a Compliance Committee to oversee the management of corruption-related risks.

The Committee shall be composed of:

- The Compliance Officer
- The Managing Director
- A representative of the Board

Responsibilities include:

- Receiving reports of misconduct
- Monitoring investigations
- Ensuring follow-up until resolution
- Recommending corrective actions

The Committee shall meet quarterly and immediately upon receipt of any serious allegation.

All activities shall be documented.



## **ANNEX 12 – ETHICAL PRE-EMPLOYMENT DUE DILIGENCE POLICY**

EMES Ventures Inc. conducts ethical background verification prior to hiring personnel.

Pre-employment review may include:

- Integrity screening
- Conflict of interest identification
- Political exposure assessment
- Review of professional conduct

Enhanced screening may be conducted for high-risk roles involving government interaction.



## **ANNEX 13 – ORGANIZATIONAL ROLES & RESPONSIBILITIES**

EMES Ventures Inc. maintains documented functional responsibilities across its structure.

All areas shall:

- Operate within defined authority
- Avoid concentration of decision-making power
- Follow segregation of duties principles

The Compliance Function operates independently from operational management.