

Early Power Limited

Anti-Corruption Policy

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I. Foreign Anti-Corruption Policy

Early Power Limited (“the “Company”) believes in ethically conducting its business and strongly opposes the use of bribery, improper payments, or unethical practices to secure any business advantage in connection with the Company’s business. As such, it is the policy of Company that all of its officers, directors, employees, contractors, consultants, and agents representing the Company, as well as those of its subsidiaries and affiliates (collectively “Company Personnel”), shall comply fully with all applicable anti-corruption or anti-bribery laws, whether by virtue of its jurisdiction of incorporation or the conduct of its business operations (the “Anti-Corruption Policy”).

While Company is incorporated in the Republic of Ghana, Company could still be subject to the anti-corruption laws of other nations. As such, you should assume for purposes of this policy that Company is subject to all applicable provisions of the United States’ Foreign Corrupt Practices Act of 1977, as amended (“FCPA”), the United Kingdom’s Bribery Act 2010 (“UKBA”), and similar laws in each nation in which it conducts business. The guidelines and restrictions contained within this policy are designed to ensure compliance by Company Personnel with all of these anti-corruption laws.

Additionally, the guidelines and restrictions contained within this policy apply to both domestic and foreign government officials. As described more fully below, each of the applicable anti-corruption laws prohibit bribery of *foreign* government officials. However, other laws not described here also prohibit domestic bribery. And because the Company is potentially subject to the anti-corruption laws of multiple nations, bribery of any government official (domestic or foreign) would potentially violate one or more of the applicable anti-corruption laws. As such, you should assume for purposes of this policy that any government official of any nation is covered by the laws described in this policy.

II. Explanation of Anti-Corruption Laws

A. Scope of the U.S. Foreign Corrupt Practices Act of 1977, as amended

The FCPA is one of the oldest anti-corruption laws in existence and is the most aggressively enforced anti-corruption law in the world. It applies broadly to any U.S. citizen, U.S. incorporated company, or company listed on a U.S. stock exchange for conduct occurring anywhere in the world. Additionally, the FCPA applies whenever any means or instrumentality of interstate commerce in the United States is utilized, which has been interpreted to include even seemingly minor involvement of the U.S. financial or banking system, U.S. mail system, or acts such as placing a telephone call or sending an email, text message, or fax from, to, *or through* the United States. Notwithstanding the fact that the Company is incorporated in the Republic of Ghana, the FCPA applies to your actions in relation to the Company no matter the country in which they committed or whether you would individually be subject to the FCPA.

Anti-Bribery Provisions. The FCPA prohibits the Company’s officers, directors, employees, contractors, consultants, and other agents representing the Company from corruptly offering,

promising, or providing cash or anything of value to any foreign official, foreign political party or party official, or any candidate for foreign political office in order to influence an act or decision that will assist the Company in obtaining or retaining business or in directing business to anyone else. A payment or offer is corrupt if it is made intentionally and voluntarily with the intention of causing conduct prohibited by the FCPA. The term anything of value is broadly construed and includes but is not limited to gifts, entertainment, and political contributions.

A foreign official means any officer, employee, or person acting in an official capacity for or on behalf of: a non-U.S. government, including federal, state, provincial, county, municipal, and similar officials; any department, agency, or instrumentality of any level of non-US government; a public international organization, such as the International Monetary Fund, the European Union, the World Bank, or other similar organizations; or any commercial enterprise owned, controlled, or operated by a government other than the United States, such as a national oil or energy company.

Record Keeping and Accounting Provisions. The FCPA also requires companies whose securities are publicly traded on U.S. exchanges to keep accurate books and records in reasonable detail and to maintain a reasonable system of internal controls. These record-keeping and accounting provisions apply to all payments, regardless of the size or type of payment. Although Company is not listed on a U.S. exchange, all of the Company's officers, directors, employees, contractors, consultants, and other agents representing the Company are expected to comply with the FCPA's record-keeping and accounting provisions.

B. Scope of the U.K. Bribery Act of 2010

The Company has affiliates incorporated and operating in the U.K. and the Company or those affiliates may be subject to the UKBA for any violations of the UKBA by the Company or its employees. U.K. citizens and nationals are also directly subject to the UKBA. Given the Company's ownership structure and the management philosophy of the Company's constituent businesses, ***you should assume that the UKBA applies*** to all of the Company's operations and employees. As such, all Company Personnel must abide by the UKBA.

The UKBA makes it a criminal offense:

- (a) to directly or indirectly through third parties offer, promise, or give ***any financial or other advantage to any person*** in order to induce any person to improperly perform a public or private function, to reward the improper performance of a public or private function, or where the offeror, promisor, or giver knows or believes that acceptance of the advantage would constitute improper performance of a public or private function;
- (b) to directly or indirectly request, agree to receive, or accept ***any financial or other advantage*** in relation to public or private functions;
- (c) to directly or indirectly offer, promise, or give ***any financial or other advantage to a foreign public official*** in order to influence the official in

his official capacity and to obtain or retain business or an advantage in the conduct of business; or

- (d) for a commercial organization (which may be a company incorporated in the U.K. or a company incorporated elsewhere that carries on business, or part of a business, anywhere in the U.K.) if it fails to prevent a person or entity that performs services for or on its behalf from committing bribery (i.e., any of offenses (a)-(c) above) with the intention of obtaining or retaining business or an advantage in the conduct of business for the company.

A ***foreign public official*** means anyone who holds a legislative, administrative, or judicial position, whether elected or appointed, an official or agent of a public international organization, and anyone who exercises a public function for a foreign country or its public agency. Therefore, this would likely include an officer or employee of a national oil or energy company.

The Company intends to conduct its operations consistent with the UKBA. The law broadly applies to all U.K. companies, nationals, and those ordinarily resident in the U.K. (regardless of nationality); in many cases even when the act or omission in question took place outside of the UK. However, offense (d) is more broadly drafted so that a non-U.K. company that conducts even "part of its business" in the U.K. must adhere to the UKBA.

C. Key Definitions

For purposes of the Anti-Corruption Policy, the following terms should be considered to have the meanings indicated below:

“Government official” means any officer or employee of a foreign government or any department or agency thereof, a public international organization, or any person acting in an official capacity for such a government or organization. This includes:

- (a) a ***foreign official*** as defined in the FCPA;
- (b) a ***foreign public official*** as defined in the UKBA;
- (c) an officer or employee of a Government-owned, -controlled, or -operated enterprise, such as a national oil company; and
- (d) any foreign political party or party official, or any candidate for foreign political office (consistent with the FCPA).

Any question regarding whether an individual is considered a *government official* as defined above must be addressed to the Company’s Chief Compliance Officer.

“Public international organization” means an organization that is so designated by the President of the United States and generally includes organizations such as the International Monetary Fund, the European Union, the World Bank, and similar organizations.

“Knowing” means being actually aware of or substantially certain of a fact or circumstance, including the conscious disregard or deliberate ignorance of a high probability that a particular fact or circumstance exists or will exist.

“Corruptly” means an action intended to induce the recipient to misuse his position, such as to direct business to payer or his client, or to obtain preferential treatment, legislation, or regulations to assist the payer or his client to obtain or retain business.

“Anything of value” is to be broadly construed and includes but is not limited to gifts, entertainment, and political contributions.

D. Penalties and Sanctions

The penalties for violating the FCPA or UKBA are severe. In addition to the penalties listed below, any officer or employee of the Company who violates any of these or other equivalent anti-corruption laws applicable to the Company will be subject to disciplinary action, up to and including termination for cause. Persons or entities who provide services to the Company as contractors, consultants, or other agents should similarly expect to have their contracts terminated for cause if they violate any of these laws. The Company will actively seek to recoup any losses that it suffers because of a violation of any of these laws from the individual or entity who carried out the prohibited activity.

FCPA Anti-Bribery Provisions. Companies that violate the FCPA anti-bribery provisions may be subject to a ***fine of up to \$2,000,000***, or an alternate fine that could be much greater. Individuals who violate the FCPA anti-bribery provisions may be ***sent to prison*** for up to five years and are subject to a fine of up to \$100,000, or an alternate fine that could be much greater. Companies and individuals can also face civil penalties of up to \$10,000 per violation.

U.K. Bribery Act. Individuals who violate the UKBA may be ***sent to prison for up to ten years or be subject to an unlimited fine*** and companies that violate the UKBA may be subject to an unlimited fine. Where any member of the Company is convicted of any of the offenses under (a) to (c) described above and a senior officer is shown to have consented or connived in the commission of the offense, such officer will be guilty of underlying offense and subject to penalties as an individual.

Reimbursement. The FCPA prohibits Company from reimbursing a fine paid by an employee and it is the Company’s policy ***not to do so in any jurisdiction***.

III. Appointment of Chief Compliance Officer

The Company shall appoint a senior executive to serve as the Company's Chief Compliance Officer ("CCO"). The CCO and his/her staff will provide Company Personnel written guidance, which shall be reviewed periodically, regarding diligence and certification of compliance with the FCPA, UKBA, and all other applicable anti-corruption or anti-bribery laws.

The CCO shall also provide periodic guidance to Company personnel regarding the use of standard forms and contracts for transactions, including anti-corruption compliance clauses.

IV. Use of Third Parties

Company and its officers, directors, and employees could be liable under the FCPA or UKBA for indirect offers, promises of payments, or payments to any government official made through an agent, joint venture partner, or other third party intermediary with the knowledge that such government official will be the ultimate recipient. Knowledge includes conscious disregard and deliberate ignorance of facts that indicate a high probability that the relevant payment will occur. The FCPA prohibits corrupt offers, promises, or payments of money or anything of value through intermediaries. Finally, the UKBA prohibits the same conduct through intermediaries if done with the intent to induce another to perform a relevant function improperly.

A. Due Diligence of Third Parties

The Company shall undertake due diligence prior to engaging or retaining any agent, contractor, consultant, joint venture partner, sponsor, or other third party representative who will have the power to bind the Company or who may interact with any government officials on behalf of the Company ("Agent"), and shall periodically refresh this due diligence thereafter. The CCO will provide Company personnel guidance regarding the investigation of the prospective Agent in order to determine the reputation, beneficial ownership, professional capability and experience, financial standing, and credibility of the prospective Agent, and the history of such prospective Agent's compliance with applicable provisions of the FCPA, UKBA, and all other applicable anti-corruption and/or anti-bribery legislation.

Due diligence investigations conducted by the Company should include an analysis of potential "red flag" issues. The due diligence investigation should be carefully documented and relevant documents, such as due diligence reports and compliance certificates, should be maintained. Examples of potential "red flags" that should be identified and investigated during the due diligence process include:

- (a) The contracting party has a history of improper payment practices;
- (b) The transaction or contracting party is in a country that has widespread corruption or that has a history of bribes and kickbacks (Transparency International maintains a corruption index that is a useful resource for making such a determination: <http://www.transparency.org/research/cpi/>);

- (c) The transaction or the contracting party is involved in an industry that has a history of FCPA violations or corruption;
- (d) The contracting party refuses to agree to comply with the FCPA, UKBA, or equivalent applicable anti-corruption laws;
- (e) The contracting party has a family or business relationship with a government official;
- (f) The contracting party has a poor business reputation;
- (g) The contracting party insists that its identity remain confidential or refuses to divulge the identity of its owners, directors, or officers;
- (h) A government customer recommends or insists on the use of a particular intermediary or consultant;
- (i) The contracting party does not have offices or a staff;
- (j) The contracting party does not have significant experience;
- (k) The contracting party insists on unusual or suspicious contracting procedures;
- (l) The fee or commission to be paid to the contracting party is unusually high;
- (m) The payment mechanism to be utilized is secretive or unusual;
- (n) The contracting party submits inflated or inaccurate invoices;
- (o) The contracting party requests cash or bearer instrument payments;
- (p) The contracting party requests payment in a jurisdiction outside its home country that has no relationship to the transaction or the entities involved in the transaction;
- (q) The contracting party asks that a new customer be granted an excessive credit line;
- (r) The contracting party requests unusual bonus or special payments; or
- (s) The contracting party requests an unusual advance payment.

B. Disclosure of Knowledge and Discontinuance of Payment

If any Company employee knows, reasonably believes, or has a suspicion that a payment or promise of payment prohibited by the FCPA, UKBA, or other applicable anti-corruption or anti-bribery laws has been, is being, or may be made by a joint venture partner, agent, representative, or other third party intermediary for or on Company's behalf or for its benefit, the relevant individual shall immediately advise the CCO and shall use all reasonable efforts to prevent the payment or promise of payment from occurring.

V. Facilitating Payments Prohibited

Payments made to government officials to speed up or secure routine and non-discretionary governmental action – such as processing visas or scheduling inspections by a government official – are sometimes referred to as “facilitating payments” or “grease payments.” These payments are not permitted under the UKBA and the *Company does not permit these payments to be made* unless the health or safety of a Company employee, consultant, agent, or other representative is in imminent and grave danger. In that event, the circumstances of the payment, including the reason for it, its amount, and the identity of the recipient, must be accurately recorded and reported to the CCO before the payment has been made or as soon as practical thereafter.

VI. Payments that may be Permitted

A. Payments Authorized by Written Law

The FCPA and UKBA permit a narrow category of payments to or for the benefit of government officials if the payment is lawful under the applicable written laws and regulations. However, this defense will rarely if ever apply and any payment made under this defense must have been approved in accordance with the procedures specified in the accompanying Anti-Corruption Policy.

B. Reasonable and Bona Fide Expenditures

The FCPA permits the payment of reasonable and bona fide expenditures made on behalf of a government official that directly relate to:

- (a) the promotion, demonstration or explanation of products or services; or
- (b) the execution or performance of a contract with a foreign government or agency thereof.

For example, the payment of reasonable travel and lodging expenses for a foreign official to visit facilities or meet with company representative is permitted under the FCPA. The FCPA also permits the payment of reasonable marketing expenses or other costs necessary to perform a contract even if such payment results in the giving of a thing of value to a government official.

Unless provided for elsewhere in this Anti-Corruption Policy, any payment of expenses of the type described above must have prior *written* approval from the CCO. All such expenses must be fully and accurately recorded in Company's books and records.

C. Payments Required by Contract

Certain agreements, such as carry agreements, may require the Company or one of its subsidiaries to make payments to or on behalf of another company in order to do business. These agreements and payments must be reviewed for compliance with the FCPA, UKBA, and other applicable anti-corruption law by the CCO before such an agreement is entered or a payment made.

VII. Gifts, Travel, & Entertainment

The FCPA and UKBA are targeted towards bribes and similar corrupt or improper misconduct. U.S. authorities have found that gifts of nominal value and modest entertainment given to government officials in accordance with local tradition and custom do not violate the FCPA.

A. Written Pre-Approval Required for Travel and Lodging Expenses

No travel or lodging may be offered or given to any government official without ***prior written approval*** from the CCO or his/her designee. Travel and lodging expenses must meet the following guidelines:

- (a) they serve a legitimate Company business purpose;
- (b) invitations to a government official are transparent, in writing and clearly state the business purpose of the trip;
- (c) no payment is made directly to a government official, either as an advance or reimbursement for expenses (the Company should directly purchase travel or lodging from those who provide them, utilizing a travel agent or other third party if possible);
- (d) providing "per diem" fees or expenses is avoided, particularly where meals are already being provided;
- (e) no cash payments are made to a government official whatsoever;
- (f) travel and lodging expenses are only provided for the identified government official and not for spouses, family, or friends of the government official;
- (g) travel arrangements are directly between the place of residence or employment of the government official and the intended destination of the business travel, with no non-business side trips;

- (h) providing the travel or lodging is permitted under local law and regulations and guidelines of the recipient's governmental entity (note that some customers have strict policies against receiving gifts);
- (i) other than the travel or lodging identified above, the government official is not compensated for his participation in the planned trip; and
- (j) the expenses are accurately recorded in the Company's books and records.

B. Written Pre-Approval Required for Gifts to Government officials

No gift may be provided to any government official without *prior written approval* from the CCO or his/her designee. The CCO will not approve a gift unless it is:

- (a) of nominal value;
- (b) something other than cash;
- (c) provided as a courtesy, token of regard or esteem, expression of gratitude, or in return for hospitality in accordance with customs of the country where given;
- (d) permitted under local law, regulations, and guidelines of the government official's governmental entity;
- (e) of the type and value that are unequivocally customary and appropriate for the occasion; and
- (f) accurately recorded in Company's books and records.

Any gift promised, offered, or provided to a government official must be fully and accurately recorded as such in the Company's books and records.

All questions concerning the permissibility of proposed gifts must be directed to the CCO.

C. Provision of Marketing Materials to Government officials

In addition to the limitations set forth above, unless *prior written approval* from the CCO or his/her designee is obtained, marketing materials (such as pens, caps, or mugs) provided to a government official must meet the following guidelines:

- (a) they serve a legitimate Company business purpose;
- (b) they are of nominal value;
- (c) they are of a type and value that are customary and appropriate for the occasion;

- (d) they are branded with the Company's name or logo;
- (e) they are permitted under local law and regulations and guidelines of the recipient's governmental entity (note that some government entities have strict policies against receiving gifts); and
- (f) they are accurately recorded in the Company's books and records.

D. Entertainment of Government officials

In addition to the limitations set forth above, unless *prior written approval* from the CCO or his/her designee is obtained, directors, officers, and employees may only provide entertainment to a foreign government official if the following guidelines are met:

- (a) the cumulative market value for all entertainment expenses provided by Company Personnel does not exceed \$300 per quarter, per foreign government official;
- (b) it serves a legitimate Company business purpose;
- (c) providing the entertainment is permitted under local law and regulations and guidelines of the recipient's governmental entity (note that some customers have strict policies against receiving gifts);
- (d) it is of a type and value that are reasonable (not lavish, excessive, or frequent);
- (e) it is in line with the local customs of the country where provided;
- (f) it is of a type that is appropriate (e.g. no gentlemen's clubs); and
- (g) it is accurately recorded in the Company's books and records.

Contractors, consultants, and agents may not provide entertainment to foreign government officials on the Company's behalf or in relation to work performed for the Company without the *prior written approval* of the CCO or his/her designee.

VIII. Foreign Political Contributions

No Company funds or assets, including the work time of an employee, will be contributed, loaned, or made available, directly or indirectly, to any political party or the campaign of any candidate for political office, even if such contributions are permitted by foreign written laws.

This Anti-Corruption Policy does not prohibit Company employees from individually participating in political matters within their home countries. Involvement and participation in political activities must be at an employee's choosing, on his or her own time, and at his or her own expense. When

a Company employee speaks on public issues, it must be made clear that any comments or statements made are his or her own and not those of the Company.

Company employees are prohibited from participating in political activities in countries where they are not citizens, as such participation could jeopardize their continued right to live and work in the relevant country.

All questions concerning participation in political events or donations to political parties or candidates should be directed to the CCO.

IX. Charitable Donations and Community Agreements

A. Policy

Company believes in contributing to the communities in which it does business. Under the right circumstances, it permits reasonable donations to foreign charities and the creation of Community Agreements, such as those providing for the employment of local residents. The Company, however, needs to be certain that such donations will not be used to disguise illegal payments to government officials in violation of the FCPA, UKBA, or other applicable anti-corruption laws. The Company should not create even the appearance of impropriety; therefore, the following guidelines must be followed before making a charitable donation.

B. Guidelines for Donations to Charities

To request a donation to a charity, submit a written request to the CCO describing the charity, the names of persons contacted, and attaching any supporting documentation. All donations should generate publicity or goodwill for Company and demonstrate the Company's commitment to the community, whether local, regional, or national.

Before authorizing any donation, the CCO should establish that the charity is a bona fide organization and not an entity controlled for the benefit of a government official. The verification of the charity's authenticity can include: (1) obtaining from the charity its articles of incorporation, statements from independent accountants, and information reflecting the charity's purpose; (2) requesting receipts, reports, and other documents that demonstrate how the charity will use the donated funds; (3) obtaining related information from the local office of the foreign embassy; and (4) obtaining a written opinion from local counsel.

Before the donation is made, the CCO should authorize the donation in writing and affirm that it does not violate local laws, rules, or regulations.

Documentation that substantiates the Company's donation, such as receipts, must be retained and forwarded to accounting so that the payment or expense may be accurately described and reflected in the Company's books and records.

X. Reporting Obligations

Company Personnel must report to the CCO any knowledge, awareness, or reasonable suspicion of a potential violation of the Anti-Corruption Policy, FCPA, UKBA, or any other equivalent anti-corruption or anti-bribery law applicable to the Company, whether by virtue of its jurisdiction of incorporation or the conduct of its business operations.

Additionally, Company Personnel must report to the CCO upon becoming aware of any “red flags” involving agents or third parties, such as those discussed in Section IV.A, so that the Company can respond appropriately.

XI. Annual Certifications

The Company will seek to obtain annually a certification of compliance with all applicable laws, including the FCPA, UKBA, and other anti-corruption laws from all Company officers, directors, employees, and representatives who have control over Company funds or who have responsibility for recording transactions that impact Company’s books and records. A sample certificate applicable to directors, officers, and employees of the Company is included as Appendix A.

Additionally, the Company will seek to obtain annually a certification of compliance with all applicable laws, including the FCPA, UKBA, and other anti-corruption laws from all agents, consultants, or intermediaries that might have contact with government officials on the Company’s behalf, an example of which is included as Appendix B.

XII. Education and Training

A. Frequency and Participation

The CCO will conduct or arrange for anti-corruption training sessions to be provided at least annually to personnel at all major Company office and work locations. Attendance at not less than one such training session each year shall be required for all Company management and all accounting and sales personnel. Failure of these designated employees to attend at least one training seminar each year may result in disciplinary action.

B. Scope of Training

Training sessions shall cover the Policy and the procedures detailed in this Anti-Corruption Policy. Personnel shall have the opportunity to ask questions and have one-on-one discussions with the trainers or CCO, if requested.

C. Advanced Training

The CCO and his/her staff shall continually monitor anti-corruption developments and receive additional training on developments in anti-corruption compliance.

XIII. Accounting Policies

A. Books and Records

Company's policy is to make and keep books, records, and accounts that accurately and fairly reflect the transactions and dispositions of the Company's assets in reasonable detail. No undisclosed or unrecorded fund or asset may be established or maintained for any purpose. Employees are prohibited from falsifying accounting records and must take all reasonable care to ensure that any information provided to auditors is accurate. In addition, the Company will maintain a system of internal accounting controls sufficient to provide reasonable assurances that:

- (a) transactions are executed in accordance with management's general or specific authorization;
- (b) transactions are recorded in such a way as to allow preparation of financial statements in conformity with generally accepted accounting principles or other applicable standards and to maintain accountability for assets;
- (c) access to assets is permitted only in accordance with management's general or specific authorization; and
- (d) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

B. Reasonableness Standard

The FCPA books and records provisions require "reasonable detail" and "reasonable assurances," which mean the level of detail and degree of assurance that would satisfy prudent officials in the conduct of their own affairs. While that standard has been interpreted to mean that an unrealistic degree of exactitude or precision is not required, it has been interpreted as being a higher standard than the materiality standard that typically applies in accounting. As such, even relatively small payments or gifts should be accurately recorded in order to satisfy the FCPA's requirements.

Although the Company is not listed on a U.S. exchange, the Company aims, as a matter of policy, to conduct its operations consistent with the provisions.

C. Auditing

The CCO shall ensure that the Company performs a periodic audit that reviews Company's operations (in particular its work with third parties), transactions, and books, records, and accounts to test the Company's compliance with the Anti-Corruption Policy. The CCO shall review the results of such audits and report the results to senior management. All Company Personnel shall cooperate fully with the Company's auditors in that regard.

XIV. Enforcement

The CCO shall have primary responsibility for reviewing information submitted to him/her under this Anti-Corruption Policy and enforcing this Anti-Corruption Policy. The CCO shall maintain records of any material violations of this Anti-Corruption Policy and of the actions taken because of such violations. If the CCO determines that a possible violation of this Anti-Corruption Policy may have occurred, he/she shall review relevant information to determine if an actual violation has occurred. Before making any determination regarding a violation, the CCO may give the person whose transaction is in question an opportunity to supply additional information. If the CCO determines that a violation of this Anti-Corruption Policy may have occurred, he/she shall promptly report the possible violation to the CEO and such other individuals as deemed appropriate.

In the event of a violation of this Anti-Corruption Policy, any profits on trades are subject to disgorgement. Amounts disgorged will be donated to a charitable or educational organization of Company's choosing, for which a violating Company Personnel shall receive no tax benefit. Disgorgement of profits does not limit the rights of Company to take other actions, including termination.

In addition, if the CCO determines that a violation of this Anti-Corruption Policy has occurred, he/she and the CEO shall consider and may impose such sanctions or pursue other legal remedies, as they deem appropriate, including a letter of censure or suspension, termination of the employment of the violator, and referral to civil or criminal authorities.

Appendix A
Anti-Corruption Policy
FOREIGN ANTI-CORRUPTION EMPLOYEE CERTIFICATION

Early Power Limited

I do hereby certify that I have had made available to me a copy of the Early Power Limited, (“the “Company”) Anti-Corruption Policy (“Policy”) and I understand the provisions of the Policy, the U.S. Foreign Corrupt Practices Act of 1977, as amended (“FCPA”), and the U.K. Bribery Act 2010 (“UKBA”). I agree to comply with those provisions and to take no action that might cause the Company to be in violation of the FCPA, UKBA, Policy, or other applicable anti-corruption laws. As a part of my compliance, I agree among other things not to improperly influence, or attempt to improperly influence, any of my relatives, current or former business associates, colleagues, friends, or anyone with whom I am or become acquainted who is a government official (as defined in the Policy).

I have read and understand the purpose and provisions of this Policy and I agree to abide by it. I understand that strict adherence to this Policy is a condition of my employment with Company, and that any violation of this Policy may subject me to discipline up to and including termination of my employment. If I do not understand something regarding this Policy, I will contact Company’s CCO immediately for clarification.

I further hereby certify that I am not aware of any action I have taken in the past that could cause the Company to be in violation of the FCPA, UKBA, or other applicable anti-corruption laws. I further hereby certify that to the best of my knowledge and belief: (a) neither I nor any other Company employee or representative has offered or provided any payment or thing of value to any government official (as defined in the Policy); and (b) neither I nor any other Company employee or representative has engaged in any prohibited conduct or behavior within the meaning of the FCPA, UKBA, Policy, or other applicable anti-corruption laws, except as disclosed below. **NOTE:** (If no disclosures are required, please indicate by inserting “None” in the space below. If additional space is required, please attach an additional sheet.)

Questions regarding this form or the FCPA, UKBA, Policy, or other applicable anti-corruption laws should be addressed to the Chief Compliance Officer.

_____ Signature	_____ Date
Printed name: _____	

Appendix B

Anti-Corruption Policy

FOREIGN ANTI-CORRUPTION THIRD PARTY CERTIFICATION

Early Power Limited

Certificate of Anti-Corruption Compliance

I, _____, a duly authorized representative of [Enter party name] (“*Consultant*”), do hereby certify, for and on behalf of *Consultant*, as follows:

- (a) This Certificate of Compliance (the “*Certificate*”) is being delivered pursuant to that certain [Insert name of Agreement] (the “*Agreement*”) dated [_____] by and between *Consultant* and Early Power Limited Capitalized terms used in this Certificate but not defined in this Certificate have the meanings set forth in the Agreement.
- (b) *Consultant* and each other *Consultant Party* are in compliance with the Early Power Limited’s Foreign Anti-Corruption Policy (as in effect on the date of this *Certificate*) and all applicable anti-corruption laws (including any anti-corruption or anti-bribery laws, regulations or requirements of any jurisdiction enacted, promulgated or passed after the date of the Agreement that are applicable to *Company* or *Consultant*).
- (c) Neither *Consultant* nor any other *Consultant Party* has (i) made, offered, authorized or promised to make any prohibited payment, directly or indirectly, to any *Government official*, or (ii) taken any action or engaged in any activity that could reasonably be expected to expose *Company* (or any of its affiliates) to any risk of criminal or civil penalties under any applicable anti-corruption law.
- (d) Neither *Consultant* nor any other *Consultant Party* is a *Government official* and no *Government official* directly or indirectly has any interest in any *Consultant Party* or in any contractual relationship established by the Agreement.
- (e) Each of the representations and warranties set forth in Section [XXXXXX] of the Agreement is true and correct in all respects as of the date of this *Certificate*.
- (f) *Consultant* further agrees that if subsequent developments cause this certificate to be no longer accurate, *Consultant* will immediately advise *Company* of such change in circumstances.

Dated this _____ day of _____, _____.

By: _____

Printed Name: _____

Title: _____