



ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

JULY 2025

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1.0 INTRODUCTION

The Ghana National Petroleum Corporation (“GNPC”) is committed to conducting its business with integrity, transparency, and in compliance with all applicable laws and regulations.

GNPC’s Anti-Bribery and Anti-Corruption Policy (the “Policy”) outlines the Corporation’s responsibilities and expectations to prevent bribery and corruption in its daily operations, during engagements with external stakeholders and interactions with third parties. In addition, this Policy, is applicable to all GNPC employees, officers, directors, contractors, and any other individuals or entities acting on behalf of the Corporation, regardless of their geographic location.

Bribery and corruption in any organization undermines trust, distorts global markets, and damages reputation. GNPC has a zero-tolerance stance on bribery and corruption and expects the same high standards of ethical conduct from all its stakeholders and organizations the Corporation conducts its business with.

With this Policy, GNPC aims to promote a culture of integrity, accountability and compliance by ensuring that all its business activities are carried out lawfully and ethically.

2.0 POLICY STATEMENT

Globally, companies have realized that there is an urgent need to implement robust structures to curb bribery and corrupt activities in their business operations. Without enforcing these policies, there is a high possibility of reputational damage resulting in substantial financial losses and forfeited business opportunities.

Global Enforcement

Several governments in countries around the world are introducing newer legislation and policy reforms to help combat bribery and corruption.

In the United States of America, the Department of Justice (“DOJ”) in November 2023 announced the creation of the International Corporate Anti-Bribery Initiative (“ICAB”), which aims to strengthen global efforts in combatting corruption through shared data and enhanced cross-border co-operation. In addition, the ICAB intends to strengthen the United State of America’s ability to identify, investigate and eventually prosecute foreign bribery offences by working with law enforcement partners in other countries.¹

¹ *Anti-Corruption 2025, Chambers Global Practice Guides*, Eric Bruce and Justice Simeone Freshfields, <https://practiceguides.chambers.com>.

Also, in October 2023, the United Kingdom implemented the Economic Crime and Corporate Transparency Act (“ECCTA”), to reform the enforcement of economic crime and corporate liability. Further, in February 2024, the Australian Parliament passed the Foreign Bribery Act.

The Republic of Ghana Framework

In the Republic of Ghana, the existing legal architecture which deals with corruption is the 1992 Constitution, the Criminal Offences Act, 1960 (Act 29), the Whistleblower Act, 2006 (Act 720), the Right to Information Act, 2019 (Act 989) and the function of the Office of the Special Prosecutor Act, 2017 (Act 959) to investigate and prosecute corruption.

Also, from 2015-2024, the National Anti-Corruption Action Plan (“NACAP”) was developed and adopted to address corrupt activities. The NACAP strategy is for public institutions to implement effective measures to fight against bribery and combat corruption in their respective institutions. Currently, a new NACAP document is being developed.

The Ghana National Petroleum Corporation is a public corporation established by the Ghana National Petroleum Corporation Law, 1983 (PNDCL 64) to support the government’s goal of developing the country’s petroleum resources for the benefit of Ghanaians. Further to its mandate as the National Oil Company (“NOC”), GNPC is required by law to be a party to all Petroleum Agreements executed between the state and any international oil company seeking to engage in petroleum activities in Ghana².

GNPC is therefore committed to ensuring that its business operations are conducted in an ethical manner. This means that GNPC would ensure that it avoids all forms of bribery and corruption practices in its business dealings and relationships.

This Anti-Bribery and Anti-Corruption Policy will outline GNPC’s position on bribery and corruption related matters. The Policy is essential to help promote the business objective of GNPC by reducing any risk of reputational damage, substantial financial losses associated with bribery and corruption and protect the Corporation against fines as well as legal sanctions. With these measures in place, and the Policy enforced, it will further strengthen GNPC’s business interactions and become compliant with international business requirements.

Finally, the Policy will also enhance GNPC’s ethical culture, promote transparency, increase stakeholder trust and boost investor confidence.

² Section 10(1) of the Petroleum (Exploration & Production) Act, 2016 (Act 919).

3.0 PURPOSE

The purpose of the Policy is to set clear rules and expectations to prevent bribery, corruption, kickbacks, facilitation payments, and other unethical behavior within GNPC.

In addition, the Policy outlines the importance of creating a conducive compliance culture in enforcing anti-bribery and anti-corruption practices and standards.

Further, the Policy will help educate employees, contractors, and third parties on what constitutes bribery and corruption, how to recognize red flags, and how to safely report suspected violations.

Below are initiatives that will be implemented by the Compliance Department in introducing the Policy:

- a. Educate and sensitize GNPC staff members on the Policy.
- b. Establish an anti-bribery and anti-corruption culture within GNPC.
- c. Highlight the various offences and effects of any bribery and corruption activities.
- d. Maintain high standards of integrity and ethics in GNPC's operations.
- e. Prohibit and provide appropriate sanctions for acts of bribery and corruption.
- f. Investigate allegations and reports of incidents of bribery and corruption in GNPC.

4.0 WHAT CONSTITUTES A MISCONDUCT UNDER THIS POLICY

- 4.1 A misconduct is where a person engages in an act or acts that is in breach of or contrary to the provisions under Article 5 of this Policy, or if that act pertains to bribery or corruption under the laws of Ghana, the USA Foreign Corrupt Practices Act of 1977 (FCPA) and/or the United Kingdom Bribery Act, 2010.

5.0 OFFENCES UNDER THE POLICY

5.1 Bribery

- a. Bribery is defined as receiving, offering or giving anything of value with the intent of influencing the actions or decisions of the recipient. The intent of bribery is to change the outcome of a situation to one that is favourable for one party instead of letting it be handled objectively³.

³ Maggie Drury, Criminal Justice 101: Intro to criminal justice, Bribery definition, types and examples, 21st October, 2023, <https://study.com/academy/lesson/what-is-bribery-definition-laws-examples.html>.

- b. Bribery is also the act of accepting or soliciting something of an advantage to induce or influence the recipient or any other person to act improperly in the performance of their functions, or where the recipient would act improperly by accepting the advantage.
- c. An advantage includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.
- d. A person acts improperly where they act illegally, unethically or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, or acts in the course of employment.
- e. Bribery also refers to an inducement, reward, or object/item of value offered to another individual to gain commercial, contractual, regulatory or personal advantage.
- f. Bribery is not limited to only the act of offering a bribe, it also refers to receiving bribe.
- g. Bribery is an offence, and employees must not engage in any form of bribery, either directly or through any third party.
- h. If an employee is uncertain about what constitutes a bribe, further guidance should be sought from the Compliance Department.
- i. The Compliance Department will provide any required guidance on interpreting the Policy and how to address offences in line with this document.

5.2 **Corruption**

Corruption is the abuse/misuse of entrusted power or position for private gain. It includes but not limited to abuse of power, bribery, extortion, embezzlement, misappropriation, abuse of office, illicit enrichment, laundering of proceeds of crime and concealment, obstruction of justice, patronage, nepotism, conflict of interest and trading in influence⁴.

5.2.1. **Corruption of a Public Official**

The Criminal Offences Act, 1960 (Act 29) makes corruption by a public officer a misdemeanour. A public officer is defined as “a person who holds a public office”⁵. Under Article 295 of the 1992 Constitution, a public office “includes an office the

⁴ National Anti-Corruption Action Plan (2015-2024), December 20, 2011.

⁵ Article 288 of the 1992 Constitution.

emoluments attached to which are paid directly from the consolidated fund or directly out of moneys provided by parliament and an office in a public corporation established entirely out of public funds or moneys provided by Parliament”.

Sections 239 -241, 244,245 and 252 of Act 29 as amended⁶ provides that:

- a. A public officer or juror⁷ who commits corruption or wilful oppression or extortion in respect of the duties of the office commits a misdemeanour⁸.
- b. A person who corrupts any other person in respect of a duty as a public officer or juror commits a misdemeanour⁹.
- c. A public officer, juror, or voter commits corruption in respect of the duties of the office or the vote, if the public officer, juror or voter directly or indirectly, agrees or offers to permit the conduct of that person as a public officer, juror or voter to be influenced by the gift, promise or prospect or a valuable consideration to be received by that person, or by any other person, from any other person¹⁰.
- d. A person is guilty of corruption if that person endeavours, directly or indirectly, to influence the conduct of the public officer, juror or voter in respect of the duties of officer or in respect of the vote, by the gift, promise or prospect of a valuable consideration to be received by the public officer, juror or voter or by any other person from any other person¹¹.
- e. If after a public officer has done an act as a public officer, juror, or voter that person secretly accepts or agrees or offers secretly to accept for personal gain or for any other person, a valuable consideration on account of the act, that person shall be presumed, until the contrary is shown, to have been guilty of corruption, within the meaning of this chapter, in respect of that act before the doing of the act.¹²
- f. If, after a public officer, juror or voter has done an act as an officer, a juror or voter, any other person secretly agrees or offers to give or to procure for that person or any other person a valuable consideration on account of that act, the person so agreeing or offering shall be presumed, until the contrary is shown, to have

⁶ Criminal Offences Act, 1960 (Act 29) as amended by the Criminal Offences (Amendment) Act, 2020 (Act 1034).

⁷ “A member of a jury - a jury is a group of members of the public who listen to the facts of a case in a court and decide whether or not somebody is guilty of a crime, or whether a claim has been proved”, Oxford Dictionary.

⁸ Section 239 (1) of Act 29.

⁹ Ibid, 239 (2).

¹⁰ Section 240 of Act 29.

¹¹ Section 241 of Act 29.

¹² Section 244 of Act 29.

corrupted, before the doing of the act, that public officer, juror or voter in respect of that act¹³.

- g. A person who accepts or agrees or offers to accept a valuable consideration under the pretence of having unduly influenced or being able or agreeing to influence any other person in respect of his or her functions as a public officer or juror commits an offence¹⁴.
- h. A person who gives or agrees or offers to give to any public officer a valuable consideration for the grant to that person or to any other person of a benefit or an advantage or for the exercise of influence in favour of that person or any other person commits an offence¹⁵.

5.3 Facilitation Payments and Kickbacks

GNPC adopts a very strict approach regarding the use of facilitation payments and kickbacks in its business dealings. In addition, GNPC does not accept or allow any form of facilitation payments or kickbacks of any nature to be made or accepted.

Facilitation means small, unofficial payments made to secure or expedite a routine or necessary action. Kickbacks on the other hand means payments made in return for a business favour or advantage. All employees of the Corporation and its subsidiaries must avoid any activity that might lead to or suggest that a facilitation payment or kickback will be made or accepted. Any employee who receives a request for facilitation payment or kickback must immediately report it to the Compliance Department for guidance.

However, GNPC is aware that despite the Corporations strict stance on facilitation payment and kickbacks, employees could be faced with instances where there could be a compromise on integrity. Under such situations, report the incident to your immediate supervisor and the Compliance Department for further guidance.

5.4 Gifts and Hospitality

- 5.4.1 Employees of GNPC and GNPC's subsidiaries are responsible for protecting the reputation of GNPC by demonstrating honesty and integrity in all their interactions with GNPC's business partners and other stakeholders.

¹³ Section 245 of Act 29.

¹⁴ Section 252 of Act 29 as amended.

¹⁵ *Id.* at 252 (2).

This Policy does not prohibit normal and appropriate gifts and hospitality given to or received from third parties for purposes of the following:

- a. Establishing or maintaining good business relationships;
- b. Improving or maintaining GNPC's image and reputation; or
- c. Marketing or presenting GNPC's core business effectively.

5.4.2 Gifts and hospitality include anything that has value such as discounts, loans, sponsorship, favourable items, products or services, transportation, subsidizing of expenses, tickets to events, dinner, drinks, meal, holiday packages, airline tickets, token of gratitude and appreciation.

5.4.3 Accepting or giving a gift or hospitality in return for a business advantage or favour, whether directly or indirectly, knowingly or unknowingly is prohibited. However, accepting any form of hospitality from a third party is allowed if the requirements listed below are met:

- a. It is not made with the intention of influencing the party to which it is being given to obtain or retain a business advantage or to reward the provision or retention of business or a business advantage or in explicit or implicit exchange for favour or benefits.
- b. It is not made with the suggestion that a return of some form of favour is expected.
- c. It is in compliance with the Criminal Offences Act, 1960 (Act 29) as amended, the Public Procurement Act, 2003 (Act 663), the Anti-Money Laundering Act, 2008 (Act 749) and any other applicable laws in Ghana. It must also be compliant with the UK Bribery Act, 2010 and the Foreign Corrupt Practices Act of 1977 (FCPA).
- d. It is given in the name of a company and not an individual.
- e. It does not include cash or cash equivalent.
- f. It is of an appropriate type and value and given at an appropriate time, considering the reason for the gift.
- g. It is received/given openly, not secretly.
- h. It is not selectively given to a key influential person.
- i. It is given in the name of GNPC and not that of an individual.
- j. It does not go against the Corporations values and ethical standards.
- k. It was not solicited or requested.
- l. It does not create any conflict of interest.

- m. If the gift received or given is of low monetary value (under GH¢50.00) from someone who does business with GNPC. If it is GH¢50.00 or more, it should be registered in GNPC's Gift Register.
- n. Where it is inappropriate to decline the offer of a gift due to certain religious or cultural differences, the gift may be accepted so long as it is declared and recorded in the Gift Register.

5.5 Charitable Donations

GNPC is committed to supporting and improving communities and the environment in which it operates. As such, the Corporation accepts and encourages charitable donations whether in kind for services, knowledge, time or direct financial contributions. However, employees of the Corporation and its subsidiaries must be aware that offering or receiving charitable donations or sponsorship with the intention to induce or reward improper conduct in relation to the Corporation's business is likely to constitute a bribe and it is strictly prohibited. Additionally, employees must ensure that charitable donations are not used as a scheme or conduit to conceal bribery.

GNPC only makes charitable donations that are legal and ethical under local laws and practices. No donation(s) must be offered or made without the prior written approval of the Chief Executive or Board of GNPC.

6.0 APPLICATION AND SCOPE

- 6.1 This Policy is enforceable against all employees (permanent or contract) and the Board of Directors of GNPC as provided for under Sections 5 and 11 of the Ghana National Petroleum Corporation Law, 1983 (PNDCL 64).
- 6.2 The Policy also applies to persons who provide GNPC with various services including but not limited to the GNPC Exploration and Production Company Limited ("Explorco"), the GNPC Foundation in Takoradi and any other future subsidiaries.
- 6.3 It applies to all third parties that deal with GNPC directly or indirectly.

7.0 POLICY IMPLEMENTATION

The following bodies and/or persons shall be responsible for the implementation of this Policy:

- a. The Board of Directors of GNPC
- b. The Chief Executive of GNPC
- c. Deputy Chief Executives of GNPC
- d. Legal and Compliance Division of GNPC

8.0 FILING A COMPLAINT

- 8.1 All staff/employees of GNPC and third parties who conduct business with GNPC are encouraged to report all incidents or acts of bribery or corruption by GNPC staff or third parties.
- 8.2 Any staff of GNPC who believes that he or she has been a victim of bribery or corruption or that another staff is involved or engaged in acts of corruption contrary to this Policy has the duty to report and utilize the procedures as stipulated under this Policy for redress.
- 8.3 Under no circumstance will the complainant or staff be reprimanded, discriminated against, exposed or retaliated against for coming forward with a complaint.
- 8.4 A person may make a report where that person has information or reasonable cause to believe that there has been a breach of this Policy, any law in Ghana that pertains to bribery and corruption, the FCPA and the UK Bribery Act 2010.
- 8.5 Any person who is in breach of this Policy shall face disciplinary action, which could result in the termination of his or her employment.

9.0 INTERNAL REPORTING PROCEDURE

1. Any report of a misconduct or an offense committed under this Policy shall be made in writing to the Compliance Department in accordance with the form as detailed in Appendix II of this Policy document.
2. Any report shall be treated with urgency and shall be properly investigated.
3. The report shall contain the following:
 - a. The full name, address or department of the complainant;
 - b. The nature of the act of bribery or corruption in respect of which the report is made;
 - c. The person alleged to have committed the act of bribery or corruption;
 - d. The time and place where the alleged act of corruption took place;
 - e. The name, address of any witness to the commission of the act; and
 - f. Any available evidence.

10.0 PROTECTION OF COMPLAINANT

- 10.1 GNPC encourages transparency and openness. GNPC is committed to providing support to anyone who may raise genuine concerns in good faith under this Policy, even if it may be a mistake.
- 10.2 GNPC is committed to ensuring that no staff/employee suffers any detrimental treatment because of refusing to take part in bribery or corruption, or because of

reporting in good faith any suspicion that an actual or potential bribery or other offences has taken place or may take place in the future.

- 10.3 Detrimental treatment includes dismissal, any form of disciplinary action, threats or other unfavourable treatment associated with raising a concern. If a staff believes he or she has suffered any such treatment, the matter should immediately be reported to the Compliance Department.
- 10.4 If the matter is not resolved within thirty (30) days, the staff is required to formally report it directly to the Chief Executive.

11.0 INVESTIGATIONS

- 11.1 Any reports on acts of bribery or corruption shall be reported to and investigated by the Compliance Department. Any report or complaint received shall be treated with urgency and properly investigated.
- 11.2 Where necessary, the matter shall be reported to the Ghana Police Service or any relevant agency of the State for the law to take its course if it is determined that the breach of the Policy constitutes an offence under any of the national laws of Ghana.
- 11.3 Any person found to have made a deliberately malicious or false accusation against any other person shall be subject to formal disciplinary action under the appropriate Human Resource procedures.
- 11.4 A person against whom a complaint of misconduct is made under this Policy shall first and foremost be presumed to be innocent unless proven otherwise or the person admits to the charge.
- 11.5 Any person involved in a corruption related matter under this Policy shall have the right to legal representation of their choice.

12.0 DISCIPLINARY PROCEDURE AND SANCTIONS

- 12.1 The Corporation takes the subject of bribery and corruption very seriously. Any breach or violation of this Policy will be regarded as a serious matter and shall result in disciplinary action.
- 12.2 Any employee found to have breached the provisions under this Policy shall be taken through the appropriate disciplinary processes in line with the Corporation's Code of Conduct and Business Ethics.
- 12.3 GNPC may terminate its business relationship with third parties and companies working with it or on its behalf if they breach or are involved in acts that are contrary to this Policy.

13.0 TRAINING AND EDUCATION

- 13.1 The Compliance Department shall regularly conduct training and awareness programmes for all employees on the Corporation's position regarding anti-bribery and anti-corruption.
- 13.2 The Training shall form part of the orientation process for all new hires of the Corporation.
- 13.3 The Compliance Department shall maintain records of all employees who have undertaken the training program.
- 13.4 The Policy shall be brought to the attention of third parties including contractors, suppliers, consultants and all persons who deal with GNPC in any capacity.
- 13.5 It shall be the duty of all persons to read the Policy and comply with it.

14.0 REVIEW OF POLICY

The Compliance Department of the Ghana National Petroleum Corporation will be responsible for reviewing and updating this, Policy. The Policy document will be reviewed every three (3) years or when necessary.

Assented to on thisday of **2025** under the hand of

.....

BOARD CHAIRMAN

.....

KWAME NTOW AMOAH

CHIEF EXECUTIVE

APPENDIX I

DOCUMENT INFORMATION

DOCUMENT NAME	Anti-Bribery and Anti-Corruption Policy
POLICY NO.-	PO/CD/V1/01
VERSION	1.0
REVIEW NO.	0
DATED, 2025
PREPARED BY	Compliance Department
RESPONSIBLE OFFICER	Chief Executive
APPROVED BY	GNPC Board of Directors

APPENDIX II

COMPLAINT/ REPORTING FORM

Name of Complainant

Address of Complainant.....

Name of Respondent.....

Address/Location of Respondent.....

Details and particulars of acts of bribery/corruption by Respondent

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Name and Signature of Witness (if any)

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Date.....

Signature and Date of Complainant