

1. INTRODUCTION

These guidelines set out the policy on the sale and purchase of securities in Rak Unity Petroleum Plc (“RAK Unity”, the Company”) by any of its officers including Directors and Key Management Personnel. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

All officers are encouraged to be long term holders of the Company’s securities. However it is important that care is taken in the timing of any purchase or sale of such securities.

The purpose of these guidelines is to assist all officers (but more particularly Directors and Key Management Personnel) to avoid conduct known as ‘insider trading’.

2. TRANSACTIONS ARE COVERED BY THIS POLICY

This policy applies to both the sale and purchase of any securities of the Company in issue from time to time.

3. WHAT IS INSIDER TRADING?

3.1 Prohibition

Insider trading is a criminal offence. It may also result in civil liability. In broad terms, a person will be guilty of insider trading if:

- i. That person possesses information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of the Company’s securities (i.e., information that is ‘price sensitive’); and
- ii. That person:
 - a. Buys or sells securities in the Company; or
 - b. Procures someone else to buy or sell securities in the Company; or
 - c. Passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

3.2 Examples

To illustrate the prohibition described above, the following are examples of price sensitive information which, if made available to the market, may be likely to materially affect the price of the Company’s securities:

- (a) The Company considering a major acquisition;
- (b) The threat of major litigation against the Company;
- (c) The Company’s revenue and profit or loss results materially exceeding (or falling short of) the market’s expectations;
- (d) A material change in debt, liquidity or cash flow;

- (e) A significant new development proposal (e.g. new product or technology);
- (f) The grant or loss of a major contract;
- (g) A management or business restructuring proposal;
- (h) A share issue proposal.

Please be aware that this list is not exhaustive.

3.3 Dealing through third parties

The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as “Associates” in these guidelines).

3.4 Information however obtained

It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information.

4. GUIDELINES FOR TRADING IN THE COMPANY’S SECURITIES

4.1 General rule

All Officers must not, except in exceptional circumstances, deal in securities of the Company during the following “Closed Periods”:

- a) The period from 15 days immediately preceding the announcement to the Nigerian Stock Exchange of the Company’s annual results; and 24 hours after the release has been made;
- b) The period from 15 days immediately preceding the announcement to the Nigerian Stock Exchange of the Company’s half year results; and 24 hours after the release has been made;
- c) The period from 15 days immediately preceding the announcement to the Nigerian Stock Exchange of each of the Company’s quarterly results; and 24 hours after the release has been made;
- d) A period of two trading days before and 24 hours after any other Nigerian Stock Exchange announcement by the Company; and
- e) Such other periods as the Board may from time to time by notice in writing designate as a closed period – for example, a period commencing when the Company is considering a significant acquisition or disposal under an incomplete proposal and expiring two trading days after details of the final proposal are announced to the Nigerian Stock Exchange or the proposal is abandoned.

4.2 Discretion of the Board

The Board may at its discretion vary the rule in clause 4.1 in relation to a particular Closed Period by general announcement to all Officers either before or during the Closed Period. However, if an officer of the Company is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at any time.

4.3 No short term trading in the Company's securities

Directors and Key Management Personnel must never engage in short term trading of the Company's securities.

4.4 Securities in other companies

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another listed company, they should not buy securities in either Rak unity or the other company.

4.5 Exceptions

Subject to clause 4.1 all officers at any time;

- I. Acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
- II. Acquire Company securities under a bonus issue made to all holders of securities of the same class;
- III. Acquire Company securities under a dividend reinvestment plan, or top-up plan that is available to all holders or securities of the same class;
- IV. Transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
- V. Make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
- VI. Where a restricted person is a trustee, trade in the securities of the Company by that trust, provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers is independently of the restricted person;
- VII. Undertake to accept, or accept, a takeover offer;
- VIII. Trade under an offer or invitation made to all or most of the security holders, such as a rights issue, where the plan that determines the timing and structure of the offer has been approved by the board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;

- IX. Dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;
- X. Trade under a nondiscretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.

4.6 Notification of period when all Officers, directors and/or Key Management Personnel are not permitted to trade

The Company Secretary will endeavour to personally notify all Directors or Key Management Personnel of the times when they are not permitted to buy or sell the Company's securities as set out in paragraph 4.1. All other Officers will be notified by the Company Secretary via notice boards which are displayed at all company locations.

5. APPROVAL AND NOTIFICATION REQUIREMENTS

5.1 Approval requirements – Directors

- I. Any Director wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written or email approval of the Chairman or the Board before doing so.
- II. If the Chairman wishes to buy, sell or exercise rights in relation to the Company's securities, the Chairman must obtain the prior approval of the Board before doing so.

5.2 Approval requirements – other Officers including Key Management Personnel

Any member or Officer wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Managing Director before doing so.

5.3 Approval to buy or sell securities

- I. All requests to buy or sell securities as referred to in clauses 5.1 and 5.2 above must include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.
- II. Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.

5.4 Notification

Subsequent to approval obtained in accordance with clauses 5.1 and 5.2, any member or Officer who (directly or through his or her Associates) buys, sells, or exercises rights in relation to Company securities must notify the Company Secretary in writing of the details of the transaction within two (2) business days of the transaction occurring. This notification obligation operates at all times.

5.5 Sales of securities

Directors or Key Management Personnel in particular need to be mindful of the market perception associated with any sale of Company securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume

of Company securities (i.e. a volume that would represent a volume in excess of **10%** of the total securities held by the seller prior to the sale, or a volume of the shares of the Company on the Nigerian Stock Exchange for the preceding 20 trading days) by a Director or Key Management Personnel needs to be discussed with the board and the Company's legal advisers prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

5.6 Exemption from Closed Period restrictions due to exceptional circumstance

Directors or Key Management Personnel who are not in possession of inside information in relation to the Company, may be given prior written clearance by the Chairman (or in the case of the Chairman by the board) to sell or otherwise dispose of Company securities in a Closed Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.

5.7 Severe financial hardship or exceptional circumstances

The determination of whether Officers is in severe financial hardship will be made by the Chairman in the case of Key Management Personnel and/or a Director, and the board in the case of the Chairman. A financial hardship or exceptional circumstance determination can only be made by examining all of the facts and if necessary obtaining independent verification of the facts from banks, accountants or other like institutions.

5.8 Financial hardship

Officers may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied other than by selling the securities of the Company. In the interests of an expedient and informed determination by the Chairman or board of Directors, any application for an exemption allowing the sale of Company securities in a Closed Period based on financial hardship must be made in writing stating all of the facts and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

5.9 Exceptional circumstances

Exceptional circumstances may apply to the disposal of Company securities by a Director or Key Management Personnel if the Person is required by a court order, a court enforceable undertaking for example in a bona fide family settlement, to transfer or sell securities of the Company, or there is some other overriding legal or regulatory requirement to do so.

Any application for an exemption allowing the sale of Company securities in a Closed Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

6. NIGERIAN STOCK EXCHANGE NOTIFICATION FOR DIRECTORS

The Nigerian Stock Exchange Listing Rules require the Company to notify the Nigerian Stock Exchange immediately after any dealing in securities of the Company (either personally or through and Associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company should make arrangements with each Director to ensure that Director promptly discloses to the Company Secretary all the information required by the Nigerian Stock Exchange.

7. EFFECT OF COMPLIANCE WITH THIS POLICY

Compliance with these guidelines for trading in the Company's securities does not absolve individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.

8. APPROVAL

	Name	Job Title	Signature	Date
Prepared By	Akinjobi Simeon	Head of Audit		
Authorized By	Engr. J. Ogungbemi	Managing Director		
Approved By		Board Director		