



## Seplat Petroleum Development Company Plc

### Inside Information Disclosure Policy

Effective date 28<sup>th</sup> January 2020

#### 1. Introduction and Purpose

- 1.1 The ordinary shares of Seplat Petroleum Development Company Plc (the “**Company**” or “**SEPLAT**”) are admitted to trading on the Nigerian Stock Exchange (the “**NSE**”) and a standard listing on the London Stock Exchange (the “**LSE**”). Accordingly, SEPLAT must comply with the securities regulations in both Nigeria and the United Kingdom.
- 1.2 The Company has adopted this Inside Information Disclosure Policy (“**Policy**”) to outline certain legal concepts and implement certain rules with respect to the proper use and disclosure of undisclosed price-sensitive information pertaining to **Seplat Securities**. This Policy will allow the Company to comply fully with its obligations as a listed company in respect of the protection and disclosure of **Inside Information**.
- 1.3 This Policy is therefore designed to ensure that the Company’s regulatory public announcements are made in a timely manner, are factually correct, do not omit any material information and are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.
- 1.4 Inappropriate disclosure or other use of **Inside Information** may, depending upon the circumstances, expose SEPLAT, its **Directors** and any individuals responsible for such behaviour to criminal prosecution as well as civil proceedings in Nigeria and/or the United Kingdom and other jurisdictions.
- 1.5 This Policy is therefore intended to contribute to the maintenance of an orderly market in **Seplat Securities** and to the prevention of market abuse, **Insider Trading**, insider dealing or **Tipping** and other similar offences by:
  - (a) ensuring the timely identification and escalation of **Inside Information**;
  - (b) denying access to **Inside Information** to persons other than those who require it for the exercise of their functions;
  - (c) ensuring the timely release of **Inside Information** where such disclosure is required;
  - (d) considering whether the release of **Inside Information** may be legitimately delayed;
  - (e) ensuring any **Inside Information** that is released meets the appropriate standard;
  - (f) co-ordinating the announcement of **Inside Information** using appropriate information services;

- (g) ensuring, in general, that **Board** members, employees and external stakeholders of the Company who have knowledge of confidential, potentially price sensitive information are aware of the prohibition imposed by law against using, disclosing (otherwise than in the normal course of the performance of their duties) or encouraging transactions in **Seplat Securities** on the basis of such **Inside Information**; and
- (h) setting parameters for dealing with rumours and market speculation, and refraining from commenting on such matters unless appropriate public disclosure is required.

## 2. Application

- 2.1 Compliance with this Policy shall be obligatory for all entities within SEPLAT's group of companies and all **Insiders** and their **Connected Persons** including all persons working for SEPLAT, under a contract of employment or otherwise, or engaged as advisors (including directors), who may have access to **Inside Information**.

## 3. Responsibility

- 3.1 The **Board** shall be responsible for ensuring that this Policy: (i) is updated as required to remain in compliance with applicable laws in force, and (ii) is implemented and strictly enforced to demonstrate SEPLAT's visible commitment to compliance with the law.
- 3.2 The **CFO** shall be responsible for the day-to-day implementation and enforcement of this Policy, including the conduct of training, compliance programs, and the interpretation of this Policy.
- 3.3 **Directors** and **Employees** shall be responsible for reading this Policy carefully, understanding and complying fully with this Policy – in letter and in spirit.
- 3.4 All **Insiders** shall be responsible for ensuring that their **Connected Persons** are aware of, and comply with, this Policy.

## 4. Statutory and Regulatory References

The key legislation and rules that form the basis of this Policy are:

- (a) The Companies and Allied Matters Act, CAP C20 of the Law of the Federation of Nigeria 2004.
- (b) The Investment and Securities Act, 2007.
- (c) The Nigerian Stock Exchange Rules, 2015.
- (d) The Securities and Exchange Commission (SEC) Rules, 2013.
- (e) EU Market Abuse Regulation (Regulation 596/2014).
- (f) The Listing Rules of the UK Financial Conduct Authority.
- (g) The UK Disclosure Guidance and Transparency Rules of the Financial Conduct Authority.
- (h) The Rules of the London Stock Exchange.

## 5. Definitions

For purposes of this Policy, the following definitions of key terms shall apply:

- (a) “**Board**” means the board of directors of the Company.
- (b) “**CEO**” means the Chief Executive Officer of SEPLAT.
- (c) “**CFO**” means the Chief Financial Officer of SEPLAT.
- (d) “**closed period**” has the meaning given in the NSE Rules and MAR.
- (e) “**Connected Persons**” means persons connected to an **Insider**, including without limitation:
  - i. a spouse or civil partner;
  - ii. children (including step-children) under 18 years of age;
  - iii. relative who, at the relevant date, occupied the same household as the **Insider** for at least 12 months;
  - iv. agent or nominee, including an investment manager managing funds on behalf of the **Insider**;
  - v. a trust of which the **Insider** or any person connected to him/her (or any member of their family or any associated company) is the trustee or beneficiary (other than a trust for the purposes of an employee share scheme or a pension scheme);
  - vi. a person in partnership with the **Insider** or any person connected to him/her;
  - vii. a legal entity in which the **Insider** or his/her connected person is a partner, or where a partner is a firm in which the **Insider** or his/her connected person is a partner;
  - viii. a company which the **Insider** or his/her connected person or either of their family member controls;
  - ix. a company in which the **Insider** or his/her connected person is a director or senior executive who has the power to make management decisions affecting the future development and business prospects of that company; or
  - x. a company in which the **Insider** or his/her connected person controls, or can exercise, more than 5% of the voting power or are interested in at least 5% (in nominal value) of the issued shares (excluding treasury shares).
- (f) “**CS/CGCO**” means Company Secretary/Chief Governance Compliance Officer.
- (g) “**Director**” means a member of the **Board**.
- (h) “**Disclosure Guidance**” means the disclosure guidance and transparency rules of the FCA that provide guidance in relation to, among other things, the disclosure and control of **Inside Information** by issuers and transactions by persons discharging managerial responsibilities and their connected persons.

- (i) “**Employee**” for purposes of simplicity only, means persons employed by the Company or its affiliates and non-employees such as: contracted, seconded and temporary agency staff, agents and consultants engaged by the Company or its affiliates.
- (j) “**FCA**” means the UK Financial Conduct Authority.
- (k) “**Group**” means the Company together with all its group companies.
- (l) “**Inside Information**” means any information that (i) is precise, (ii) has not been made public, (iii) relates directly or indirectly to the Group or **Seplat Securities**, and (iv) would, if generally available, be likely to have a significant effect on the price of the Company’s shares and/or of related investments. Examples of information likely to be **Inside Information** include without limitation:
  - i. Significant changes in oil and gas reserves and resources;
  - ii. Annual, interim or quarterly financial results;
  - iii. Profit warnings;
  - iv. Changes in SEPLAT’s expectations of performance;
  - v. Share dealings by **Directors**;
  - vi. Significant changes in management;
  - vii. Appointments to, and departures from, the **Board**;
  - viii. Significant shifts in operating or financial circumstances, such as major write-offs and changes in earnings projections;
  - ix. Significant actual or potential litigation;
  - x. Borrowing of a significant amount of funds;
  - xi. Acquisitions of, takeovers or mergers with, other companies;
  - xii. Significant new contracts, changes in the business model or loss of business;
  - xiii. Major new developments in SEPLAT’s sphere of activities, including contract awards or expansion plans;
  - xiv. Major labour disputes or disputes with major contractors or suppliers;
  - xv. Changes in the accounting year end;
  - xvi. Proposed alterations to the Memorandum or Articles of Association;
  - xvii. Share splits;
  - xviii. Dividend announcements;
  - xix. Share issuances, changes in the capital structure or share repurchases; and
  - xx. Changes in information previously disclosed to the market.

The above list of Inside Information is not intended to be exhaustive. Other information may also constitute Inside Information.

- (m) “**Insider**” means all persons as may be determined from time to time by Nigerian and UK securities legislation who are connected with the Company or aware of or are in possession of **Inside Information**, including the following persons (irrespective of the size of his or her holding or interest):
- i. Directors and directors of a SEPLAT affiliate as defined in applicable securities laws (and any person who acts as a director whether or not officially appointed);
  - ii. “Senior officers” (as defined in applicable securities laws) of SEPLAT and its subsidiaries;
  - iii. Employees;
  - iv. Consultants, agents and advisers of SEPLAT and its subsidiaries and other persons who, because of their employment in, or contract with, SEPLAT, may have possession of or access to Inside Information;
  - v. Shareholder who holds 5% or more of any class of securities or any person who can be deemed to be an agent of any of the above listed persons;
  - vi. Members of the Audit Committee; and
  - vii. Any other person designated as an **Insider** by the **CFO** from time to time.
- (n) “**Insider Dealing**” includes **Insider Trading** and occurs when a person or group of persons who being in possession of confidential and price sensitive information not generally available to the public utilises such information to buy or sell securities for the benefit of himself, itself or any person.
- (o) “**Insider Trading**” means when an **Insider** and/or his or her **Connected Persons**: (a) deals in **Seplat Securities** while in possession of **Inside Information**; (b) encourages another to deal in **Seplat Securities** when in possession of **Inside Information**; or (c) gives **Inside Information** to a third party to deal in **Seplat Securities**.
- (p) “**MAR**” means the Market Abuse Regulation (Regulation 596/2014).
- (q) “**NSE Rules**” means The Nigerian Stock Exchange Rules, 2015.
- (r) “**RIS**” means a Regulated Information Service that is approved by the FCA as meeting the criteria for regulated information services and which disseminates regulated information in accordance with specified standards to the public (including the Regulatory New Service (“**RNS**”) of the LSE).
- (s) “**Seplat Securities**” means the shares, stock units of a unit trust or other securities of SEPLAT.
- (t) “**Tippling**” means giving **Inside Information** to another person otherwise than in the proper performance of his employment, office or profession.
- (u) “**UK Listing Rules**” means the rules of the FCA that set out the requirements that must be complied with by a company seeking admission to the Official List of the United Kingdom Listing Authority, and the continuing obligations of a company after admission.

## 6. Related Policies

- 6.1 This Policy should be read together with the Share Dealing Policy and Communications Policy.

## 7. Classification of Inside Information

- 7.1 The **Board** has overall responsibility for the identification, control and dissemination of **Inside Information**. The **Board**, however, may delegate this responsibility to a smaller number of **Directors** as it deems fit.
- 7.2 In classifying **Inside Information**, the **Board** (or its delegate) will apply a consistent procedure. In deciding whether or not information is **Inside Information**, consideration should be given to the likely price significance of the information. There is no official guidance in the rules of the NSE or MAR as to what would constitute a “significant effect” on the price of **Seplat Securities** and it is important to note that there is no figure (percentage change or otherwise) that can be set for determining what constitutes a significant effect on the price – it need merely have a non-trivial effect on price.
- 7.3 Accordingly, the **Board** (or its delegate) must assess whether the information in question is likely to be used by a reasonable investor as part of the basis of their investment decisions (the “reasonable investor test”). The **Board** (or its delegate) will need to exercise its judgement in relation to the particular circumstances after seeking input from its advisors (in particular its brokers). In doing so, it will need to balance factors such as the Company’s size, recent developments and the market sentiment about SEPLAT and the sector. However, when applying the reasonable investor test, the Company is entitled to assume that a reasonable investor will make investment decisions relating to the relevant financial instrument to maximise his economic self-interest.
- 7.4 In considering whether the information is “precise”, it shall be deemed to be precise if it indicates a set of circumstances which exists or which may reasonably be expected to come into existence, or an event which has occurred or which may reasonably be expected to occur, where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the shares or related derivative financial instruments. Based on recent case law, in order to be considered “precise” the information must be about an event or circumstance that has a realistic prospect of occurring and where it can be concluded that the information would move the price in any direction (noting that a “realistic prospect” test sets a threshold which is lower than “more likely than not”).
- 7.5 When deciding whether something constitutes **Inside Information** the **Board** (or its delegate) will not be permitted to:
- (a) “net off” good news versus bad news. Instead, all such information should be announced to the market;
  - (b) delay announcing developments or circumstances which it anticipates may be mitigated by future developments;
  - (c) prevent or delay disclosure due to concerns that the market will overreact; nor
  - (d) rely on the fact that the information is subject to third party contractual confidentiality restrictions. SEPLAT must ensure that all its agreements contain appropriate carve-outs to enable it to comply with its obligations under all laws and regulations applicable to it.

7.6 The Company is obliged to carefully and continuously monitor whether changes in circumstances are such that an obligation to make an announcement has arisen.

## 8. Requirement to Disclose Inside Information as soon as possible

8.1 The Company is required to issue an announcement on the NSE and notify an RIS as soon as possible of any **Inside Information** which concerns the Company or the Group. The company shall however ensure that the announcement issued at the time it was issued, would not mislead the public and such announcement would not prejudice the company's legitimate interests. For instance, when the company is renegotiating acquisition or disposal of securities. The test to determine the earliest time to make such announcement shall be duly considered in light of compliance with the Disclosure and Transparency Rules.

8.2 No Tipping. **Inside Information** at all times, shall be kept strictly confidential and not disclosed to any unauthorized person until it has been generally announced to the public in the prescribed manner. This requirement also extends to situations when the company intends to slightly delay any announcement of Inside Information. Third parties (such as advisers or parties to the negotiation) who may become insiders are also obligated to keep such information (for instance the negotiation), confidential until it is announced to the public. **Inside Information** is not considered to have been generally announced to public until at least two (2) trading days have elapsed after disclosure is made to the regulators.

8.3 The **CFO** (or his/her authorised delegate) shall ensure that all information disclosed to the NSE and an RIS shall be promptly placed on the Company's website, following confirmation of release of the information by the NSE and RIS. Any **Inside Information** disclosed must be maintained on the website for at least five years.

8.4 SEPLAT should not publicly release **Inside Information** without prior release to the regulators. For instance, if SEPLAT plans to announce **Inside Information** at a shareholders' meeting, SEPLAT must ensure that disclosure of such information is made to the NSE and RNS either simultaneously or before the announcement is made at the meeting.

8.5 Insiders must not pass on **Inside Information** to others except as strictly necessary in the normal course of their business for SEPLAT and then only in circumstances where the recipient has agreed to keep the **Inside Information** confidential. It is an offence to encourage **Insider Trading** and to disclose **Inside Information** with a view to others profiting from it.

## 9. Procedure for Identifying Inside Information in the Group

9.1 This Section sets out the Company's procedure for identifying and determining whether information is **Inside Information**. Also set out below are the steps to be followed in connection with making arrangements for public announcement of **Inside Information** via the NSE and an RIS as soon as possible, unless a delay in making an announcement is permitted in accordance with MAR as further discussed in Section 11 below.

9.2 The **CFO** is responsible for monitoring compliance and safeguarding confidentiality of **Inside Information** to avoid premature disclosure.

- 9.3 The **CFO** and the **CS/CGCO** are to be informed immediately when any information becomes available that may be **Inside Information**. The **CFO** and the **CS/CGCO** must be kept fully informed at all times about developments in respect of the Group's business and financial position which might constitute **Inside Information**. It is the responsibility of those in possession of information about such developments to ensure that this information reaches the **CFO** and the **CS/CGCO** promptly.
- 9.4 The **CFO** (and his/her authorised delegate) shall monitor share price movements and market rumours, where appropriate with assistance from the Company's brokers and/or public relations advisers. The **CFO** (and his/her authorised delegate) shall also monitor market expectations to assess whether it is materially out of line with the Company's expectations and whether any correcting announcement is required. Where appropriate regular trading updates (especially immediately before closed periods) or the inclusion of including 'health warnings' in the Company's regular announcements shall be made highlighting key risks and uncertainties affecting the Company or its sector.
- 9.5 The **CFO** should consult with other available directors, relevant employees of the Company, the Company's corporate broker(s), external lawyers and/or its financial adviser(s) as appropriate in making his decision. If disclosure is required, the **CEO** or the **CFO** will make the necessary arrangements for the disclosure of the relevant information via the NSE and an RIS unless a delay in making an announcement is permitted as further described in Section 11 below.
- 9.6 The **CFO** will keep a clear contemporaneous written record regarding any discussion/decision as to whether a material event or circumstance is or might constitute **Inside Information** and also of all information disclosed to the NSE and an RIS. This record should include a note of or have appended to it any advice received from the Company's external advisors and the details of any decision made to delay the disclosure of **Inside Information** as further described in Section 11 below.
- 9.7 A flow chart for the procedures for dealing with and disclosing Inside Information is set out in Schedule 1 to this Policy.

## **10. Content Requirements, Vetting and Release of Announcements**

### **10.1 Contents of Announcements**

Any person responsible for preparing an announcement must ensure that:

- (a) any statement, forecast or other information that is notified to the NSE and an RIS is not misleading, false or deceptive and does not omit anything likely to affect the import of such statement, forecast or information;
- (b) the announcement complies with any specific requirements set out in the NSE Listing Rules, MAR, the UK Listing Rules or Disclosure Guidance, for example, in relation to transactions, appointments of directors or dealings by persons discharging managerial responsibilities;
- (c) the announcement complies with the requirements of any other legal or regulatory obligations in Nigeria and the UK, or other relevant jurisdiction e.g. the inclusion where appropriate of up-to-date safe harbour language;
- (d) the announcement does not include any statements designed to market or promote SEPLAT's activities that result in the announcement becoming misleading, e.g. where an adverse event or circumstance is obscured by other more positive matters;

- (e) appropriate verification has been undertaken of the contents of the announcement. The nature and extent of verification will depend upon the subject matter of the announcement but should include:
  - i. confirmation as to the accuracy of facts where necessary from management; and
  - ii. review and input from the Company's external advisers (where necessary).

## 10.2 Vetting and Authorisation Processes for Announcements

The Group protocol in relation to the review and release of RIS announcements (and press releases) is detailed below.

- (a) All announcements are to be reviewed and approved by the **CEO** or the **CFO** or at least two directors of the Company.
- (b) The following external advisers should also be consulted if deemed appropriate by the **CEO, CFO** or **CS/CGCO**:
  - i. Corporate broker;
  - ii. Financial adviser;
  - iii. PR consultant;
  - iv. Lawyers; and
  - v. Auditors.
- (c) If appropriate, any parties named in the announcement should also be given the opportunity to review the announcement prior to its release to the NSE and an RIS and should be requested to confirm that all the information in the announcement relating to them is factually correct, does not omit any material information and is not misleading.

## 10.3 Release of Announcements

- (a) The release of announcements to an RIS must be authorised by the **CEO** or the **CFO** or any two directors of the Company.
- (b) **Inside information** must be published via the NSE and an RIS as soon as possible. This will usually be by way of release to the NSE and a Regulatory News Service announcement.
- (c) All announcements are to be released (or organised to be released) by **CFO** (or his/her authorised delegate).
- (d) All notifications to the FCA are to be made (or organised to be made) by **CFO** (or his/her authorised delegate).

## 10.4 Procedures after Release of Announcements

- (a) All announcements released are to be posted by **CFO** (or his/her authorised delegate) to the Company's website as soon as practical after confirmation of the release has been obtained from the NSE and an RIS.
- (b) The **CFO** is to maintain a register and copy of all announcements released via the NSE and an RIS.

## 10.5 Unauthorised Disclosure

If any inadvertent disclosure of **Inside Information** occurs or is believed to have occurred, whether on a selective basis or otherwise, the **CEO**, **CFO** and/or the **CS/CGCO** must be contacted immediately so that an announcement can be made as soon as possible.

## 11. Delaying Disclosure of Inside Information

11.1 In certain circumstances, MAR permits a delay before **Inside Information** is released.

11.2 Delays are permitted where all three of the following conditions are met:

- (a) immediate disclosure is likely to prejudice the legitimate interests of SEPLAT; and
- (b) delay of disclosure is not likely to mislead the public; and
- (c) SEPLAT is able to ensure the confidentiality of the information.

11.3 Sufficient records must be kept by the **CFO** and the **CS/CGCO** of any decision to delay the disclosure of **Inside Information**. As soon as public disclosure of any Inside Information which has been delayed as permitted by MAR is made, SEPLAT is required to provide the FCA with the following information:

- (a) the full legal name of the Company;
- (b) the identity (name, surname and position within the Company) of the person within SEPLAT making the notification to the FCA;
- (c) the contact details (professional email address and telephone number) of the person within the Company making the notification;
- (d) identification of the disclosed **Inside Information** that was subject to delayed disclosure, title of the disclosure statement, the reference number for the disclosure and the date and time of the public disclosure of the **Inside Information**;
- (e) the date and time of the decision to delay the disclosure of **Inside Information**; and
- (f) the identity of all persons with responsibilities for the decision of delaying the public disclosure.

11.4 The FCA may, following the publication of any **Inside Information** that has been delayed, request an explanation of how the conditions for delay were satisfied and details of the measures put in place to preserve the confidentiality of such **Inside Information**.

11.5 If SEPLAT is delaying the disclosure of **Inside Information**, it should be prepared to disclose the information as soon as possible in the event of an actual or likely leak or breach of confidence. In addition, if a decision to delay is reached SEPLAT must ensure the confidentiality of such information by establishing an insider list (in accordance with Section 15 below), and notifying the **CFO** and the **CS/CGCO**.

11.6 The consequences for any unacceptable delay are serious and, therefore, only those persons permitted to authorise a release as set out in Section 10 are permitted to authorise a delay in disclosure or other appropriate action and, even then, **only** after careful consideration and consultation with the Company's advisers.

11.7 Additionally, where the impact or significance of a particular matter requires assessment, a short delay is permissible to carry out the assessment. The **CFO** and the **CS/CGCO** (and as appropriate the **CEO**) shall be informed, and any delay required to carry out this type of assessment must be kept to a minimum. In such circumstances, a holding announcement should be prepared in case there is a leak; if there is a leak, a holding announcement must be released as soon as possible.

## 12. Selective Disclosure

12.1 Where selective disclosure of **Inside Information** to a third party (e.g. analysts) who is not subject to a duty of confidentiality is planned (i.e. intentional), SEPLAT must announce such information prior to or simultaneously with the disclosure via the NSE and an RIS. In such circumstances, the Company should also consult with its financial adviser and external lawyers in advance. Where selective disclosure occurs inadvertently to a recipient who is not subject to a duty of confidentiality, the recipient(s) should be requested to keep the information confidential and the occurrence must be notified to the Company's financial adviser and external lawyers immediately, so that an announcement can be made promptly following the inadvertent disclosure.

12.2 As an exception to the general rule outlined in Section 12.1 above, MAR permits selective disclosure of **Inside Information** to certain types of third parties in limited circumstances. Any selective disclosure must only be made:

- (a) by or to persons acting in the normal course of the exercise of their profession, employment or duties (i.e. not for an improper purpose);
- (b) where the person receiving the information is under a duty to SEPLAT to keep the information confidential; and
- (c) where the conditions outlined in Section 11.2 are met.

12.3 Examples of categories of person to whom such selective disclosure may be made include:

- (a) the Company's professional advisers;
- (b) the Company's lenders;
- (c) counterparties to negotiations with the Company;
- (d) the Company's major shareholders;
- (e) credit-ratings agencies;
- (f) relevant employee representatives and trade unions; and
- (g) any government department or any other statutory or regulatory body or authority.

12.4 Where selective disclosure of **Inside Information** is to be made, the **CFO** and the **CS/CGCO** must ensure that the duty to keep information confidential is evidenced in an agreement in writing between the Company and the third party<sup>1</sup>.

---

<sup>1</sup> In certain cases, it will not be possible to obtain a written undertaking e.g. from regulators. In this case, all practical steps must be taken by the **CFO** and the **CS/CGCO** to preserve confidentiality, including making the recipient aware that the subject matter is **Inside Information** before disclosure and ensuring that any documentation supplied is marked appropriately.

### **13. Persons Authorised to Deal with Media and other Enquiries**

- 13.1 SEPLAT shall keep to a minimum the number of spokespersons who have authority to speak on behalf of the Group.
- 13.2 In regard to queries from the media, the primary spokesperson for the Group is the CEO or his authorised delegate assisted, where appropriate, by the GM External Affairs & Communication.
- 13.3 The Chairman or **CEO** is the primary spokesperson in responding to enquiries from institutional and other large shareholders, stockbrokers and analysts.
- 13.4 Where the Chairman or **CEO** is not available to answer any particular enquiry, then either the **CFO** or the Head of Investor Relations shall take on responsibility for that enquiry as appropriate.
- 13.5 The Chairman, **CEO**, **CFO** and Head of Investor Relations shall each take responsibility to ensure that they are kept up to date with the status of public disclosure of information relating to the Group.
- 13.6 Private briefings to analysts, investors, potential investors or members of the press are encouraged by the Company to enhance a greater understanding of the Group.
- 13.7 Conduct of Private Briefings and Roadshows
- (a) As a general rule, private meetings should not involve the disclosure of **Inside Information**.
  - (b) If any **Inside Information** is provided (either intentionally or inadvertently), it will be necessary to comply with the procedures set out in Section 12.1 above.
  - (c) If a question that touches on a matter which may be price-sensitive is asked at a private meeting, then the Group spokesperson may only use publicly available information in the answer. Where this is not possible, then the spokesperson should decline to answer the question (but only in such a way that the response itself does not disclose **Inside Information** or enable an inference to be drawn, so, for example a standard reply should be used) or answer only after a general disclosure has been made via an RIS.

### **14. Market Rumours and Surveillance**

- 14.1 Any information relating to market rumours, leaks or false markets relating to the Group must be advised to the [**CFO** (or his/her authorised delegate)] as soon as possible. The **CFO** (or his/her authorised delegate) will then take steps to ascertain promptly, as far as practicable, the accuracy of the leak or rumour and the degree that the leak or rumour exists in the marketplace.
- 14.2 The **CFO** must consult with the **CS/CGCO** in assessing whether it is appropriate for SEPLAT to respond to the leak or rumour. The Company has no obligation to respond to rumours which are without substance. However, the inaccuracy of some details in a story or rumour which otherwise relates to **Inside Information** does not, of itself, justify non-disclosure of **Inside Information**.
- 14.3 If the rumour is sufficiently accurate to indicate that the confidentiality of that information is no longer ensured and the information underlying the rumour constitutes of **Inside Information**, a release to the NSE and an RIS announcement will need to be made as soon as possible. If the rumour is inaccurate this is unlikely to amount to **Inside Information** and therefore an announcement will not be required. SEPLAT

should have a policy of not commenting on rumours (unless they constitute **Inside Information**) which must be applied consistently to avoid the position whereby a failure to deny a rumour infers its accuracy.

- 14.4 If the NSE, FCA, or the London Stock Exchange verbally queries the Company on a leak or rumour, the **CEO** or **CFO** will forthwith advise the **CS/CGCO** of the query. If a formal written request is received from any such authority to explain a leak or rumour, then the **CS/CGCO** will forthwith copy that request to all members of the **Board** and (as appropriate) the Company's financial adviser, corporate broker and external lawyers.
- 14.5 The **CEO**, in consultation with the **CS/CGCO**, and, where appropriate, other members of the **Board** and external advisers, will oversee the response to such enquiries. Given such enquiries usually require a quick response, some flexibility is needed in this Policy to ensure a timely response is provided with respect to them. Any such responses will be undertaken in an open and cooperative manner with the relevant regulator.

## 15. Requirement to Maintain an Insider List

- 15.1 As part of the requirements to control access to **Inside Information**, MAR requires the Company to compile and maintain a list of persons working for it (under a contract of employment or otherwise) and those persons acting on its behalf (for example, professional advisers) who have access to **Inside Information** relating directly or indirectly to the Group, whether on a regular or occasional basis.
- 15.2 The **CFO** in collaboration with the **CS/CGCO** will be responsible for the maintenance of, and monitoring compliance with, the Group insider list (the "**insider list**") in accordance with MAR (and the mandated format of the list, which is set out in Schedule 2). The insider list must contain:
- (a) the identity of each person having access to **Inside Information**;
  - (b) the reason why the person has access to **Inside Information** and therefore why they are included on the insider list; and
  - (c) the date and time on which the insider list was created and the date of any update and the date and time when the change triggering the update occurred.
- 15.3 In addition, where appropriate the insider list shall include the insider's national identification number, company name (where applicable), personal address and telephone number, professional telephone number and the dates and times on which the insider became aware of an event giving rise to **Inside Information** and became aware of an announcement of such an event. Copies of each previous version should be retained.
- 15.4 The **CFO** in collaboration with the **CS/CGCO** must update the insider list promptly where there is a change in the reason why a person appears on the insider list, when additional people gain access to **Inside Information** or to indicate when someone on the insider list ceases to have access to **Inside Information**.
- 15.5 The **CFO** in collaboration with the **CS/CGCO** must retain copies of the Company's insider list for a period of **at least five years** from being drawn up or updated as this can be requested by the **FCA** without notice and if so requested must be provided as soon as possible.
- 15.6 The **CFO** in collaboration with the **CS/CGCO** must ensure that the Company's agents and advisers (or any other person acting on behalf or on the account of the Company)

compile and maintain insider lists in accordance with **MAR**. It is not necessary for the Company to maintain a list of all the individuals at its agents and advisers who receive **Inside Information** about it so long as it:

- (a) records the name of the principal contact(s) at each relevant agent/ adviser;
- (b) implements effective arrangements (likely to be by way of terms included in the engagement with the agent/ adviser) to ensure the agent/ adviser maintains their respective insider list; and
- (c) makes effective arrangements for the agent/ adviser to provide a copy of the list to the Company (whether or not in response to a request from the **FCA**) as soon as possible on request.

15.7 An insider list should not be created unless it has been concluded that **Inside Information** exists. In the early stages of matters which might give rise to **Inside Information** at a later stage, the **CFO** in collaboration with the **CS/CGCO** shall create (and request that the Company's agents and advisers create) a project list or confidentiality list (using the template specified by **MAR** rather than supplementing any existing insider list).

15.8 Every person on the Group insider list shall receive training so that they can understand the obligations imposed on them by **MAR** and the consequences of mis-using **Inside Information**. Persons on the Group insider list shall be required to notify the **CFO** without delay of any changes to their personal details contained on an insider list. The **CFO** in collaboration with the **CS/CGCO** shall maintain a record of all training received.

15.9 The **CFO** in collaboration with the **CS/CGCO** must ensure that every person on the Group insider list acknowledges in writing the obligations under the insider dealing and market abuse legislation and is aware of the sanctions that might be imposed for breaches of the legislation and regulatory requirements.

## **16. Securities of Other Companies**

16.1 In the course of SEPLAT's business, **Insiders** may obtain price-sensitive information about another publicly traded company that has not been disclosed to the capital market

16.2 Securities regulations prohibit **Insiders** from trading in securities of that other company or communicating such company's undisclosed price-sensitive information while in possession of the information

16.3 The restrictions set out in this Policy pertaining to **Insider Trading** and **Tipping** also apply to trading in the securities of another company while in possession of such company's undisclosed price-sensitive information.

## **17. Exceptions to this Policy**

17.1 Any exception to this Policy must be approved in advance by the **Board**.

## **18. Violation**

18.1 Where an offence of dissemination of information contrary to regulatory procedure or approval, is committed by a body corporate and is proved to have been so committed with the consent or connivance of any person, being a director, manager, secretary or other officer of the body corporate collectively referred to as insiders under this Policy,

or a person who was purporting to act in such capacity, that person shall, as well as the body corporate, be guilty of an offence and shall be liable to be proceeded against and punished as if he or she were guilty of the first mentioned offence.

- 18.2 A director, member of the audit committee, senior management and staff of SEPLAT are regarded as insiders under this Policy and have committed an offence if they:
- a) Acquire or dispose of, for the person's own account or for the account of a third party, directly or indirectly, financial instruments to which that information relates; b). recommends or induces another person to engage in insider dealing where the persons possess insider information;
  - b) Recommend, on the basis of the information, that another person acquire or dispose of financial instruments to which that information relates, or induces that person to make such an acquisition or disposal, or
  - c) Recommend, on the basis of that information, that another person cancel or amend an order concerning a financial instrument to which that information relates, or induces that person to make such a cancellation or amendment.
- 18.3 Failure to comply with this Policy, or report suspected violation of this Policy, is a serious misconduct, which may lead to disciplinary action by SEPLAT, including and up to termination of directorship, employment, or contract.
- 18.4 Violation of this Policy may also constitute a breach of securities laws that is punishable by financial penalties and/or imprisonment, and SEPLAT may refer any such violation to the appropriate regulatory authority.
- 18.5 All **Insiders** shall be accountable to SEPLAT for any violation of this Policy by their **Connected Persons**.
- 18.6 Any suspected violation of this Policy may be reported through the appropriate channel set out below
- (a) the Chairman of the **Board** or the Senior Independent Non-Executive Director (in the case of **Directors**);
  - (b) the **CFO**;
  - (c) the CS/CGCO;
  - (d) the Head of the Business Integrity Department; or
  - (e) the Whistleblowing Hotline via +234 800 444 1234 or [SpeakUp@seplatpetroleum.com](mailto:SpeakUp@seplatpetroleum.com)). Please be assured that all reports to the Whistleblowing Hotline will be treated in strict confidence.

## 19. **Amendment of this Policy**

- 19.1 Any amendment to this Policy must be approved by the **Board**.
- 19.2 The **CFO** has the responsibility of reviewing this Policy on an annual basis to ensure compliance with the law and corporate governance best practice.

## 20. **Enquiries**

- 20.1 If an Insider or his/her **Connected Person** has any question concerning any of the matters discussed in this Policy, in particular as to whether a proposed action will be

within the scope of “trading” as used within this Policy, he or she should not hesitate to ask for advice and should not act until he or she has received an answer. Requests for advice should be directed to the **CFO**.

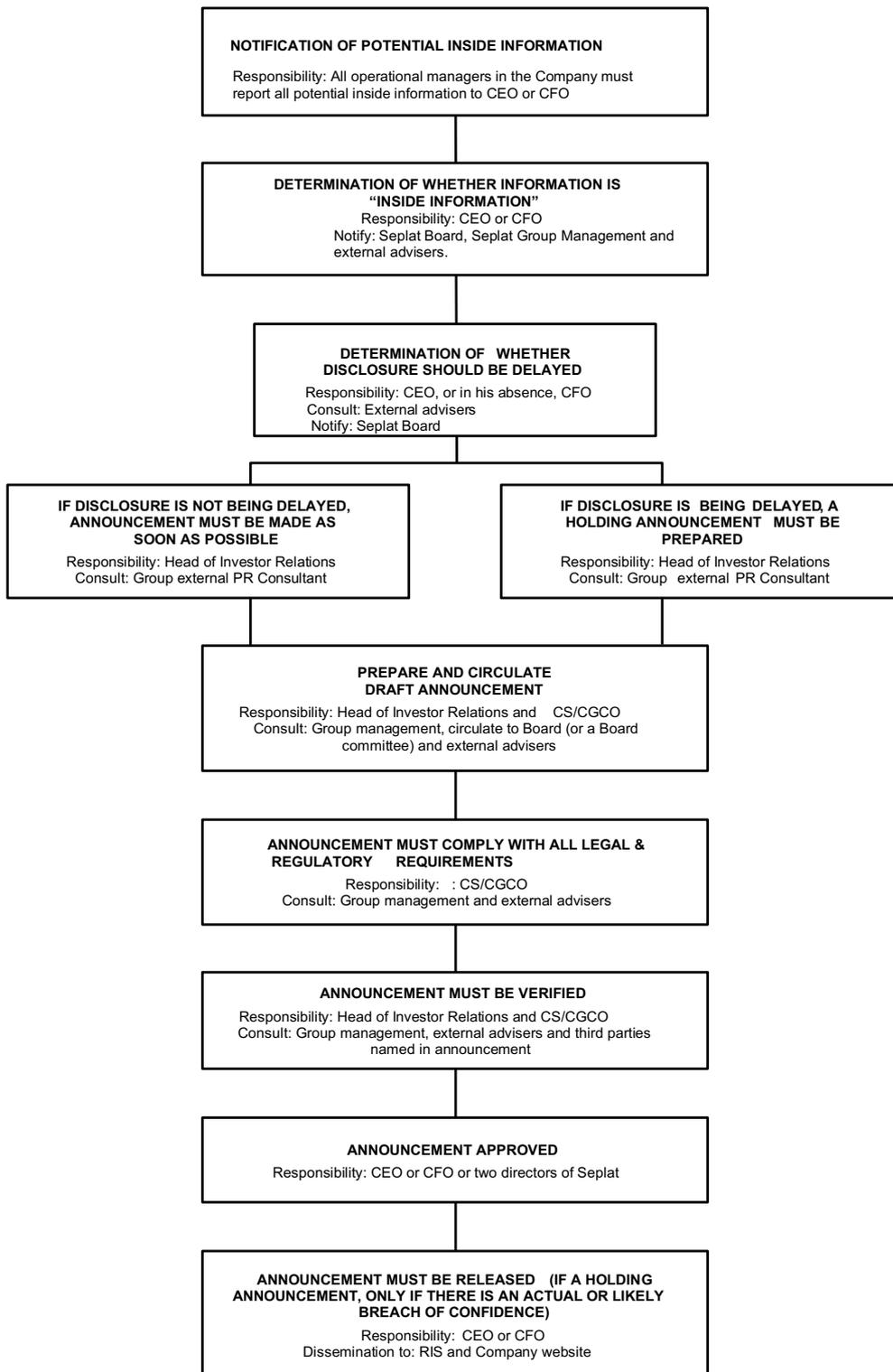
20.2 Please sign and return the Acknowledgment of Receipt of SEPLAT’s Inside Information Disclosure Policy set out in Appendix 1.

20.3 The foregoing has been drawn up with a view to making you aware of, but does not precisely reproduce, actual legal requirements under the laws of the Federal Republic of Nigeria, the United Kingdom or any other relevant jurisdictions which are more complex. While no single rule could possibly cover all situations, a good rule to follow at all times is:

**CAREFULLY AVOID ANY TRADING OR DISCLOSURE (TIPPING) WHICH MIGHT BE, OR APPEAR TO BE, UNFAIR TO INVESTORS AND THE PUBLIC. WHEN IN DOUBT AS TO WHETHER A TRADE MIGHT CONTRAVENE THIS POLICY, THE NIGERIAN AND LONDON STOCK EXCHANGES RULES, SEPLAT SHOULD ALWAYS SEEK ADVICE FROM ITS CFO**

# Schedule 1

## Flowchart of Announcement Procedures



**Schedule 2**

**Form of Insider List**

**Insider list: section related to [NAME OF THE DEAL-SPECIFIC OR EVENT-BASED INSIDE INFORMATION]**

**Date and time (of creation of this section of the insider list, i.e. when this inside information was identified):** [YYYY-MM-DD, HH:MM UTC (COORDINATED UNIVERSAL TIME)]

**Date and time (last update):** [YYYY-MM-DD, HH:MM UTC (COORDINATED UNIVERSAL TIME)]

**Date of transmission to the competent authority:** [YYYY-MM-DD]

<b>First name(s) of the insider</b>	<b>Surname(s) of the insider</b>	<b>Birth surname(s) of the insider (if different)</b>	<b>Professional telephone number(s) (work direct telephone line and work mobile numbers)</b>	<b>Company name and address</b>	<b>Function and reason for being insider</b>	<b>Obtained (the date and time at which a person obtained access to inside information)</b>	<b>Ceased (the date and time at which a person ceased to have access to inside information)</b>	<b>National Identification Number (if applicable) Or otherwise date of birth</b>	<b>Personal full home address (street name; street number; city; post/zip code; country) (If available at the time of the request by the competent authority)</b>	<b>Personal telephone numbers (home and personal mobile telephone numbers) (If available at the time of the request by the competent authority)</b>

[FIRST NAME(S) OF INSIDER]	[SURNAME (S) OF INSIDER]	[BIRTH SURNAME OF INSIDER]	[NUMBERS (NO SPACE)]	[ADDRESS OF ISSUER OR THIRD PARTY OF INSIDER]	[DESCRIPTION OF ROLE, FUNCTION AND REASON FOR BEING ON THIS LIST]	[YYYY-MM-DD, HH:MM UTC]	[YYYY-MM-DD, HH:MM UTC]	[NUMBER AND/OR TEXT OR YYYY-MM-DD FOR THE DATE OF BIRTH]	[DETAILED PERSONAL ADDRESS OF THE INSIDER: STREET NAME AND NUMBER; CITY; POST/ZIP CODE; COUNTRY]	[NUMBERS (NO SPACE)]
----------------------------	--------------------------	----------------------------	----------------------	---	---	-------------------------	-------------------------	--	--	----------------------

**Permanent insiders section of the insider list**

**Date and time (of creation of this section of the insider list, i.e. when this inside information was identified):** [YYYY-MM-DD, HH:MM UTC (COORDINATED UNIVERSAL TIME)]

**Date and time (last update):** [YYYY-MM-DD, HH:MM UTC (COORDINATED UNIVERSAL TIME)]

**Date of transmission to the competent authority:** [YYYY-MM-DD]

<b>First name(s) of the insider</b>	<b>Surname(s) of the insider</b>	<b>Birth surname(s) of the insider (if different)</b>	<b>Professional telephone number(s) (work direct telephone line and work mobile numbers)</b>	<b>Company name and address</b>	<b>Function and reason for being insider</b>	<b>Obtained (the date and time at which a person obtained access to inside information )</b>	<b>Ceased (the date and time at which a person ceased to have access to inside information )</b>	<b>National Identification Number (if applicable) Or otherwise date of birth</b>	<b>Personal full home address (street name; street number; city; post/zip code; country) (If available at the time of the request by the competent authority)</b>	<b>Personal telephone numbers (home and personal mobile telephone numbers) (If available at the time of the request by the competent authority)</b>
-------------------------------------	----------------------------------	---	--	---------------------------------	--	--	--	--	---	---

[FIRST NAME(S) OF INSIDER]	[SURNAME(S) OF INSIDER]	[BIRTH SURNAME OF INSIDER]	[NUMBERS (NO SPACE)]	[ADDRESS OF ISSUER OR THIRD PARTY OF INSIDER]	[DESCRIPTION OF ROLE, FUNCTION AND REASON FOR BEING ON THIS LIST]	[YYYY-MM-DD, HH:MM UTC]	[YYYY-MM-DD, HH:MM UTC]	[NUMBER AND/OR TEXT OR YYYY-MM-DD FOR THE DATE OF BIRTH]	[DETAILED PERSONAL ADDRESS OF THE INSIDER: STREET NAME AND NUMBER; CITY; POST/ZIP CODE; COUNTRY ]	[NUMBERS (NO SPACE)]
----------------------------	-------------------------	----------------------------	----------------------	---	---	-------------------------	-------------------------	--	---	----------------------

## Appendix 1

### ACKNOWLEDGEMENT OF RECEIPT OF SEPLAT'S INSIDE INFORMATION DISCLOSURE POLICY

I acknowledge that I may be in possession of undisclosed price-sensitive information pertaining to SEPLAT Petroleum Development Company Plc ("**SEPLAT**"), and that I have therefore been classified an **Insider**, as defined in the Inside Information Policy of SEPLAT (the "**Policy**").

I have read and understood the Policy, and I agree to comply with its procedures and restrictions.

I understand that improperly using or circulating undisclosed price-sensitive information about SEPLAT, or about another publicly traded company dealing with SEPLAT, is a serious violation of securities regulations that is punishable by financial penalties and/or imprisonment.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Please sign and return this form to the CFO