



WESA

**ETHICS
AND LAW
MANAGEMENT**

Contents

- 1.WESA`S COMMITMENTS
- 2.THE ETHICAL COMMITMENTS OF WESA'S EMPLOYEES
- 3.NOTE ON APPLICATION AND ORGANIZATION
- 4.FOREWORD
- 5.WESA IS COMMITTED TO A RELATIONSHIP OF RESPECT AND TRUST WITH ALL STAKEHOLDERS
- 6.WESA IS COMMITTED TO RESPECTING AND PROTECTING THE ENVIRONMENT
- 7.WESA IS COMMITTED TO ACTING IN THE INTERESTS OF ITS CUSTOMERS
- 8.WESA IS COMMITTED TO COMBATING ANY FORM OF COERCION AND HARASSMENT
- 9.WESA IS COMMITTED TO CREATING A SAFE AND HEALTHY WORKING ENVIRONMENT
- 10.WESA IS COMMITTED TO RESPECTING THE PRIVACY AND THE PERSONAL INFORMATION OF ALL STAKEHOLDERS
- 11.WESA IS COMMITTED TO PROMOTING RELIABLE AND SINCERE MARKET INFORMATION, AND PREVENTING INSIDER TRADING
- 12.PREVENTION OF CORRUPTION
- 13.COMBATING CONFLICTS OF INTEREST
- 14.RESPECT OF COMPETITION RULES
- 15.PRESERVATION OF WESA'S IMAGE AND REPUTATION AND THOSE OF ITS EMPLOYEES AND THEIR PARTNERS
- 16.THE CHIEF COMPLIANCE OFFICER

1. WESA`S COMMITMENTS

- WESA is committed to a relationship of respect and trust with all STAKEHOLDERS
- WESA is committed to acting in the interests of its CUSTOMERS
- WESA is committed to respecting and protecting the ENVIRONMENT
- WESA is committed to combating any form of COERCION and HARASSMENT WESA is committed to creating a safe and healthy WORKING ENVIRONMENT WESA is committed to respecting the PRIVACY and the personal information of all stakeholders
- WESA is committed to promoting RELIABLE AND SINCERE MARKET INFORMATION, and PREVENTING INSIDER TRADING

2. THE ETHICAL COMMITMENTS OF WESA'S EMPLOYEES

- Prevention of corruption Combating Conflicts of interest
- Respect of the rules of fair competition
- Preservation of WESA's image and reputation and those of its employees and their partners

3. NOTE ON APPLICATION AND ORGANIZATION

- The Chief Compliance Office

4. FOREWORD

The purpose of this ethics charter (the "Charter") is to form a set of rules and principles for actions and conduct that apply to all employees of the WESA LLC (the "WESA") as well as to its representatives and agents.

Individual and collective respect of the fundamental rules set out in the Charter is an everyday duty for all employees of the WESA, going beyond the diversity of their cultures and experience.

Applicable to all the entities of the WESA, the Charter should also be promoted externally by employees, being brought to the attention of all stakeholders working or acting for the WESA on a regular basis, as well as those impacted by WESA actions.

Based on people's individual responsibility, civic duty and integrity, the Charter aims to promote exemplary conduct in line with the WESA's fundamental values in all circumstances, these values being:

1. Customer and stakeholder orientation
2. Sustainable performance
3. Initiative and team spirit
4. Respect and people development
5. Integrity and courage.

These rules are not exhaustive but, combined with the sense of responsibility each person has, they are useful benchmarks for all members of the WESA and all stakeholders. The WESA has therefore established a solid compliance program combining the rules set out in the Charter with those in other texts such as the Risk Management Charter and its associated procedure, the Confidentiality Charter, the Computer Security Charter, the Environment Charter, the Responsible Purchasing Charter and the guidelines on gifts and invitations.

In order to implement the WESA's compliance program and ensure its respect, it has been decided to appoint a dedicated person to this function (hereinafter the "Chief Compliance Officer") whose roles and responsibilities are laid down in this Charter.

WESA'S COMMITMENTS

5. WESA IS COMMITTED TO A RELATIONSHIP OF RESPECT AND TRUST WITH ALL STAKEHOLDERS

WESA maintains relationships with its service-providers and suppliers that are based on respect and trust and consider these relationships to be part of a long-term approach.

WESA's Procurement function contributes to the creation of value in the WESA and to its sustainable economic performance. The WESA's Procurement function establishes procedures to oversee the relations with service-providers and suppliers. Applicable by all employees, these procedures are designed to ensure the respect of the equality of treatment between suppliers and between service-providers. The WESA develops the practice of calls for tender to ensure free competition between its service-providers and suppliers. It takes into account the particular characteristics and constraints imposed by the local environment, to ensure the respect of fair competition. Procurement decisions are based on an objective assessment of the integrity and reliability of the service-providers and suppliers. All its procurement decisions are based on the criteria of price, quality, performance, lead times and the suitability of the proposed services for the WESA's needs in those specific circumstances. The WESA's employees exercise strict impartiality and objectivity in their relations with all stakeholders.

The WESA has established a Responsible Procurement Charter that lays down its commitment to increased consideration of sustainable development issues connected with procurement.

6. WESA IS COMMITTED TO RESPECTING AND PROTECTING THE ENVIRONMENT

WESA has established an Environment Charter and a Sustainable Development Policy. By giving priority to the protection and development of its employees and to the control of risks and impacts, the WESA strictly adheres to the applicable regulations and develops performance standards in accordance with the best practices of the industry. It pays particular attention to the characteristics of its products as well as to the risks and impacts associated with their use.

7. WESA IS COMMITTED TO ACTING IN THE INTERESTS OF ITS CUSTOMERS

WESA forges relationships with its customers that are long-term and are marked by loyalty and a constantly renewed requirement for quality. In this respect, the WESA's employees ensure that they inform and raise awareness among the WESA's customers of the principles and values promoted by the Charter.

WESA undertakes to treat all its customers fairly and honestly, regardless of the scale of their operations. The availability and ability to adapt of WESA employees shall enable the WESA to provide its customers with the best possible level of services.

WESA forges relationships with its customers that are long-term and are marked by loyalty and a constantly renewed requirement for quality. In this respect, the WESA's employees ensure that they inform and raise awareness among the WESA's customers of the principles and values promoted by the Charter.

WESA undertakes to treat all its customers fairly and honestly, regardless of the scale of their operations. The availability and ability to adapt of WESA employees shall enable the WESA to provide its customers with the best possible level of services.

8. WESA IS COMMITTED TO COMBATING ANY FORM OF COERCION AND HARASSMENT

WESA fights against any form of coercion or persecution in the workplace and ensure that no-one may suffer actions resulting in infringement of their rights or loss of dignity. The WESA will take all necessary measures to prevent or punish all forms of psychological or sexual harassment, including, where appropriate, termination of employment.

If an employee is a victim of or a witness to this kind of behavior, they may refer the incident immediately to their supervisor, the Human Resources Department, or the Chief Compliance Officer. No action may be taken against an employee who has reported an incident in good faith.

9. WESA IS COMMITTED TO CREATING A SAFE AND HEALTHY WORKING ENVIRONMENT

WESA undertakes to implement measures to create a safe and healthy working environment on all its sites. The health of employees, suppliers' and partners' personnel and visitors, as well as of people living around industrial sites, is a WESA priority. Health and working conditions are criteria for all day-to-day decision-making, regardless of the level of management concerned.

In order to protect the health of its employees and prevent the health risks related to activity, the WESA has implemented prevention programs and makes its employees aware of the various occupational diseases they may face. In this respect, it applies an information policy concerning the risks and the precautions to take.

10. WESA IS COMMITTED TO RESPECTING THE PRIVACY AND THE PERSONAL INFORMATION OF ALL STAKEHOLDERS

WESA attaches the greatest importance to respecting the privacy of its employees and partners. Therefore, it protects the confidentiality of private information provided by its employees and partners. The WESA will ensure that no information communicated to the WESA for a particular purpose will be sent to third parties or used for any other purpose without the permission of the person who initially provided it.

11. WESA IS COMMITTED TO PROMOTING RELIABLE AND SINCERE MARKET INFORMATION, AND PREVENTING INSIDER TRADING

WESA takes care to provide stakeholders with accurate, precise and honest financial information. To attain this goal of transparency, it has set up WESA accounting rules that meet the best international standards and comply strictly with the regulations in force.

In order to prevent the existence of insider trading within the WESA, very strict rules have been implemented on the issue and a detailed list of all employees holding insider information relating to its activities is kept. This applies at all levels and in all the WESA's departments, not just at the most senior levels of management or in the accounting and financial departments.

THE ETHICAL COMMITMENTS OF WESA'S EMPLOYEES

WESA's employees require of themselves exemplary behavior and ethical conduct that do not violate the laws of the countries in which they operate or the values to which they adhere.

12. PREVENTION OF CORRUPTION

1. The WESA is firmly committed to preventing corruption

Preventing corruption is a moral duty that is required by the WESA, out of respect for the countries and the partners with which it operates. Each of the WESA's employees undertakes to respect the legislation of the country in which they work, and never to be involved, directly or indirectly, in any act of corruption.

For the practical implementation of its corruption prevention policy, WESA requires all its employees and partners to understand exactly what this phenomenon entails and to be able to identify activities that could be considered corrupt acts and pose certain risks to the WESA. For this purpose, it pursues policies focusing on raising awareness in fighting corruption.

WESA also reminds all employees and third parties that they are strictly prohibited from paying or accepting bribes, i.e. "any undue advantage, pecuniary or otherwise", directly or through an intermediary, to or from a public official or private person, anywhere in the world, for the purpose of obtaining preferential treatment or influencing the outcome of negotiations in which the WESA itself is an interested party.

Employees must never, directly or through a third party, make or propose payments in cash or services to civil servants, public officials or people in a position to influence them. Likewise, they must not receive payments or benefit from services likely to affect their judgment in conducting the WESA's business.

In the event of reported corrupt practices, the WESA will immediately organize appropriate audits and investigations, will put an end to these activities if they are proven and will, if necessary, take appropriate action.

2. Combating extortion

WESA is aware of the pressures that may be placed on its employees to compel them, by various means of extortion, to make payments or to confer advantages.

Confronted by attempts at extortion, WESA will systematically inform the law-enforcing authorities and engage in legal proceedings if necessary. Everywhere, it will work with the public authorities to eradicate corrupt practices, while taking care to ensure the safety of its employees and third parties who are victims of these practices.

13. COMBATING CONFLICTS OF INTEREST

A conflict of interest is any situation where interference between a public interest and public or private interests is likely to compromise the independent, impartial and objective exercise of a function.

The WESA requires its employee and partners to demonstrate loyalty and avoid placing themselves in a position in which they could find themselves in a situation of conflict of interest.

If an employee is in a situation that could create a conflict between their personal interests or those of their family members or relatives and those of the WESA, they must immediately and transparently inform their supervisors, who will contact the Chief Compliance Officer. This procedure will enable this person to be granted a specific written waiver, if appropriate. Otherwise, the employee will have to put an end to the conflict of interest.

Any situation that could adversely affect employees' impartiality and judgment must be avoided. In this respect, employees must, as far as possible, avoid holding interests or investments in the companies of service-providers, suppliers, customers, competitors or consultants of WESA, and in all circumstances make them public.

14. RESPECT OF COMPETITION RULES

Open and fair competition between companies, as guaranteed by competition legislation, is in the direct interest of WESA and all its customers, partners and consumers. In this respect, the WESA strictly complies with competition regulations, which particularly prohibit any agreement, concerted practice or abuse of a dominant position in the market concerned, where its customers or suppliers are concerned.

Employees must not adopt any unfair conduct toward competitors. The WESA prohibits any unlawful understanding, in particular through agreements, projects, arrangements or coordinated practices between competitors regarding prices, territories, market shares or customers. Employees are also prohibited from exchanging information with competitors with a view to restricting competition.

Where an employee has doubts about whether an action or transaction complies with the competition legislation in force, they must inform the Chief Compliance Officer.

15. PRESERVATION OF WESA'S IMAGE AND REPUTATION AND THOSE OF ITS EMPLOYEES AND THEIR PARTNERS

The WESA must preserve its image and reputation. This issue poses new challenges at a time when new communications tools such as social networks and content-sharing websites are becoming more and more widespread. These new tools must be used responsibly by employees. Only duly authorized employees are allowed to communicate on the WESA's behalf about its activities and its products. Employees shall voluntarily and consciously avoid taking a public stance on these networks and sharing tools in such a manner as to commit or compromise the WESA's interests or image.

Moreover, it is strictly prohibited to use the company's communications tools, in particular the e-mail and Internet networks, for improper or inappropriate purposes, especially for sending or receiving messages or images that could be considered offensive, abusive or disrespectful to individuals. Each employee is responsible for their use of the computing resources and the network to which they have access.

IMPLEMENTATION OF THE ETHICS CHARTER

The Charter is available on the WESA's website: www.wesa.az. It is distributed to all the WESA's current employees and it will be given to every new employee of the WESA at the time they sign their employment contract.

Training will be organized regularly in all the WESA's entities to raise awareness among employees of the principles and values expressed in this Charter and provide answers to the questions that they may ask in the context of implementing the Charter and its everyday observance.

Moreover, WESA will be vigilant in ensuring that partners working or acting regularly with the WESA have ethical concerns that are compatible with its own. This will be an important criterion of choice in establishing its business relations. Furthermore, continuation of the WESA's relationships with its partners, in particular its intermediaries, shall be conditional on the latter refusing any corrupt act, any situation of conflict of interest and any other breach of the legal provisions applicable in the countries in which they operate.

For this purpose, the WESA shall require the means of verifying that its partners themselves comply with the principles and values expressed in the Charter. In particular, it may check that its partners comply with the conventions and laws regarding corruption as a criminal offence.

16. THE CHIEF COMPLIANCE OFFICER

At the highest level of management, WESA has created a dedicated position of Chief Compliance Officer in charge of deploying and monitoring the WESA's compliance program.

The chief Compliance Officer is:

- Appointed by the Chief Executive Officer;
- Independent of the WESA's divisions and subsidiaries.
- Placed under the direct authority of the Chief Executive Officer to whom he reports directly.

He/she has operational responsibility for WESA's compliance program. His/her duties include: the design, dissemination and implementation of policies in all areas covered by compliance and ethics; the training of employees on subjects related to conformity; the management of compliance risk related to third parties; inspections, audits and investigations, in conjunction with the internal audit department, regarding compliance issues and facts reported by WESA employees or third parties.

Every year, he/she must deliver a report to the Chief Executive Officer providing details of the deployment and monitoring of the compliance program and of any breaches of the principles contained in this Charter and the actions undertaken to rectify them.

DOWNLOADED OR PRINTED DOCUMENTS ARE UNCONTROLLED. ALWAYS VERIFY CURRENT APPROVED REVISION PRIOR TO USE

Habib Atakishiyev
Chairman and Chief Executive Officer
WESA LLC

