



Effective as of August 1, 2020

The **Leadership** (Leadership means, President, Vice President, Investor Relations and Local Content Engagement and Vice President, Integrated Project Management) has adopted these Guidelines to assist in the exercise of its responsibilities. The Leadership TEAM means (President, Vice President, Investor Relations and Local Content Engagement and Vice President, Integrated Project Management);

These Guidelines will be reviewed annually by the Nominating Company Legal Team and revised as appropriate; **Partner** means (Our Technical Partners and other business affiliation less conflict of interest); **Stakeholder** means (government relations, communities we serve and anyone with direct involvement in helping us to enhance local content objective less conflict of interest);

The **LEADERSHIP** primary responsibility is to provide effective governance over the Company's business for the benefit of its **Partners** and **Stakeholders**. In furtherance of that responsibility, **the President and Vice President, Investor Relations and Local Content Engagement will deliver;** and where applicable the **Operations Director shall support;**

1: Personal characteristics;

- a. Leadership and vision;
- b. Integrity, shared value, and collaboration to enhance local content objectives and technology support.
- c. Informing the Leadership on matters affecting the Company;
- d. Performance of the business (including measurements of total profit return, health, safety and environmental performance, and achievement of financial successes and goals);
- e. Development and implementation of initiatives to provide long-term economic benefits to the Company. Accomplishment of strategic objectives; and development of management.
- f. Highest personal and professional ethics, integrity, and values;
- g. An inquiring and independent mind;

- h. Practical wisdom and mature judgment.
- i. Leadership training and experience at the policy-making level in business, government, education or technology.
- j. Expertise that is useful to the Company and complementary to the background and experience of other Leadership members, so that an optimum balance of experience and expertise of members of the Leadership Team can be achieved and maintained.
- k. Willingness to devote the required amount of time to carry out the duties and responsibilities of being in a Leadership role.
- l. Non-performing Vice Presidents, as well as Directors shall be sanctioned or where applicable suspended by the Board and may lead to a dismissal and following initial (1) verbal and (2) written warning from President and Vice President Investor Relations and Local Content Engagement.
- m. Commitment to serve Overwatch for several years to develop knowledge about the Company's business.
- n. Willingness to represent the best interests of all Company business and objectively evaluate management performance.
- o. Involvement only in activities or interests that do not create a conflict with the Leadership responsibilities to the Company and her Partners and Stakeholders.
- p. In the absence of the President, the Vice President, Investor Relations and Local Content Engagement shall assume all operational responsibilities, as required.

2: President with Vice President of Investor Relations and Local Content Engagement shall manage all financial and company accounts, evaluate and set the compensation of LEADERSHIP of the Company;

- a. Develop criteria for the position that reflects the Company's business strategy;
- b. Utilize a formal assessment process to evaluate candidates;
- c. Identify and develop internal candidates for the position;
- d. Ensure non-emergency planning at least three (3) years before an expected transition; and
- e. Develop and maintain an emergency succession plan.
- f. Conduct periodic reviews of and approve strategic and business plans and monitor corporate performance

g. President, Vice Presidents, and Staff's monthly or yearly compensation should not exceed 15% of gross, overall company's cash flow.

3: President with Vice President of Investor Relations and Local Content Engagement shall; Review Legal Compliance;

a. Applicable laws and regulations, including periodic updates from management to the Health, Safety and Environment Committee regarding health, safety and environmental laws and regulations applicable to the Company's major areas of operation;

b. Annual updates from management regarding any political contributions made by the Company to Stakeholders. local, state, and federal government officials who oversee or regulate the Company's operations, including any expenditures on lobbyists and political action committees, and any contributions to local governments;

c. Maintenance of accounting, financial, disclosure and other controls;

d. Adequacy of compliance systems and controls;

e. Policies to govern corporate conduct and compliance, and adopt same; and matters of corporate governance;

f. Conduct an annual evaluation of the overall effectiveness of the company. Leadership will complete independence questionnaires annually and make determinations of the independence of its members.

4: The number of Leadership should not exceed three (3). While this is not an absolute limitation, Leadership should be limited to those officers whose positions or potential make it appropriate for them to be a member. The President and Vice Presidents must be aligned to;

a. Attendance and participation on all company program and meetings;

b. Independence;

c. Bring their expertise and experience to the business

d. Other contributions to the growth of the business

5: Diversity:

The President and Vice President Investor Relations and Local Content Engagement are responsible for assessing the appropriate mix of skills and characteristics required of **Leadership** given the present needs of the **Leadership** and shall periodically review and update the criteria as deemed appropriate. Experience, expertise, background, race, gender, age and nationality will

be reviewed for the **Leadership** as a whole, and diversity in these factors may be considered in evaluating Leadership candidates;

6: President and Vice Presidents Meetings:

The Leadership has five regularly scheduled meetings per year. The schedule for regular meetings will be approved in advance and maintained on a calendar. Special meetings are called as necessary. It is the responsibility of the **Leadership** to attend the meetings;

7: Conflicts of Interest:

It is the responsibility of **President or each Vice President** to comply with the Company's Conflicts of Interest Policy. If an actual or potential conflict of interest involving the Company exists, the matter should be reported immediately to the **President or Vice President Investor Relations and Local Content Engagement**. Any significant conflict must be resolved, or the **Leadership** should resign. If a **Leadership** has a personal interest in a matter before the company, the **President or Vice President Investor Relations and Local Content Engagement** shall disclose the interest to the **Leadership Team**, excuse him or herself from participation in the discussion, and not vote on the matter;

8: Strategic and Business Planning:

Strategic and business plans will be reviewed annually by the **Leadership**;

9: Agenda Items:

The **President** will prepare a draft agenda for each **Leadership** meeting and the agenda and meeting schedule will be submitted to the **Leadership Team**. In advance of each meeting, the agenda will be distributed to each **Leadership**. Each **Leadership** may suggest items for inclusion on the agenda and raise at any Company meeting subjects that are not on the agenda;

10: Checklists:

A checklist of matters requiring recurring attention by the Company and each Item will be prepared and distributed prior to the beginning of each year to ensure that the required actions are taken in a timely manner after adequate consideration. The **President or Vice President Investor Relations and Local Content Engagement** shall annually review the checklists and may change or revise them as deemed appropriate;

11: Advance Review of Meeting Materials:

President or Vice President Investor Relations and Local Content Engagement to the extent feasible or appropriate, information and data important to the **Leadership** understanding of the matters to be considered, including background summaries and presentations to be made at the meeting, will be distributed in advance of each Company meeting. The **President** will advise **Leadership** and approve information distributed to the **Vice Presidents**. **Vice Presidents** also

routinely receive quarterly financial statements, earnings reports, press releases, analyst reports and other information designed to keep them informed of the material aspects of the Company's business. It is each **Vice Presidents** responsibility to review the meeting materials and other information provided by **President or Vice President Investor Relations and Local Content Engagement**;

12: Confidentiality:

The information provided to the **Leadership** by **President or Vice President Investor Relations and Local Content Engagement**; (including information disclosed by **Partners** and **Stakeholder** meetings and in other communications or discussions) and any other information about the Company obtained by the **Leadership**, from whatever source, in his or her capacity as a **President or Vice President** shall be kept confidential. Except as authorized by the **LEADERSHIP Team** or required by law, **President or Vice Presidents** shall not disclose any confidential information to any person or entity (including members of the media, **Partners**, **Stakeholders** or any other third party) other than other members of the **Leadership Team**, the independent accountants, and legal counsel and financial and other advisors retained by the Company. No individual **Leadership** shall use confidential information for his or her personal benefit or to benefit persons or entities other than the Company and its **Partners** and **Stakeholders**. For purposes of these guidelines, "confidential information" includes all non-public information relating to the Company, including information regarding **Leadership** deliberations and discussions and the status thereof;

13: Leadership Interaction with Investors and Stakeholders:

President or Vice President Investor Relations and Local Content Engagement are responsible for speaking for the Company. Individual **Leadership** may, from time to time, meet or otherwise communicate with outside constituencies that are involved with the Company. In those instances, however, it is expected that, that Individual **Leadership** will do so only with the knowledge of the **President or Vice President Investor Relations and Local Content**, and, absent unusual circumstances, only at the request of the **President**;

14: Stakeholder and Partners Communications with Leadership:

To foster better communication with the Company's **Stakeholders**, the Company established a process for **Stakeholders** to communicate with the **Leadership Team**. **The president, and Vice President Investor Relations and Local Content Engagement** will review all **Stakeholder** communications and will promptly notify the **Leadership** of any significant communication involving accounting, internal accounting controls, or auditing matters. **The President and Vice President Investor Relations and Local Content Engagement** will be promptly notified of any other significant **Stakeholder** or **Partners** communications. Communications addressed to a named **President** or **Vice President** will be promptly sent to the **President or Vice President Investor Relations and Local Content Engagement**. A report summarizing all communications is provided to the **President or Vice President Investor Relations and Local Content Engagement** at each **Leadership** meeting and copies of communications will be available for review by **President or any Vice President**;

15: Shared Values:

The **President** or **Vice Presidents** are committed to promoting the Company's core values; **INTEGRITY | RESPECT | COLLABORATION | PROFIT** | and also our core business **GOALS** of, **Shared Vision, Enhance Local Content Objective | Technology Support**

16: Periodic Review of these Guidelines:

The operation of the **President** or **Vice Presidents** is a dynamic and evolving process. Accordingly, the Nominating and Corporate Legal Team will review these Guidelines periodically and any recommended revisions will be submitted to the **President or Vice President Investor Relations and Local Content Engagement** for consideration and approval;

Victor Chizoma Onyeaba. President and COO