



المؤسسة الليبية للاستثمار  
Libyan Investment Authority

**Board Code of Conduct**  
Libyan Investment Authority  
Approved - first version July 2020



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## **1. Introduction.**

The set of guidelines contained in this document form the basis of the Code of Conduct of LIA 's Board of Directors .

This Code aims to establish a clear framework that regulates conduct of the members of the Board. It is designed to enhance the principles of the governance and transparency in LIA Departments, and to demonstrate institutional commitment to good governance, transparency and accountability and the existence of measures to eliminate corruption and mismanagement.

The Code provides guidance of the expected behaviour of the Board when discharging their duties as fiduciaries of LIA management. The Board will work to ensure that the policies and practices of LIA and its subsidiaries are aligned with the rules and values set out in this Code.

The Board will act to identify and address conflicts of interest, including those resulting from significant shareholdings, and ensure that the influence of third parties does not compromise independent decision making.

## **2. Professionalism.**

LIA Board members should always act in a professional and ethical manner, with independence and objectivity for the benefit of LIA. They will subscribe to the highest standards of integrity and make decisions in the best interest of LIA. Board members shall not abuse their office in a manner that will negatively affect the reputation of LIA.



## **2.1. Responsibility.**

Members of the Board shall bear their responsibility towards LIA as fiduciaries as they have been entrusted to manage and make decisions regarding LIA's assets on behalf of and in the best interests of LIA. They must always act fairly and independently to achieve the best interests of LIA.

## **2.2. Knowledge and compliance of the Law.**

Board members shall ensure that they comply with international and local laws relevant to their mission as fiduciaries of LIA Administration. Such laws and regulations could include but may not be limited to behavioural considerations impacting the image of LIA, as well as investment restrictions, tax, anti-trust, political contribution, company law and international boycott and embargo.

## **2.3. Fair, honest and ethical dealing.**

Board members shall refrain from any conduct, or commit any act that reflects adversely on the professional reputation and negatively impacts their integrity or competence or the reputation, integrity and competence of LIA.

Board members will also conduct their business relationships in a manner that is consistent with the values of respect, integrity and fairness pursuant to the appropriate work and employment laws, codes and regulations in force in Libya.



### **3. Loyalty.**

The interests of LIA shall be paramount to all other interests. All members have a duty of loyalty . They must always place the interests of LIA before their own. LIA Board member shall not conduct himself or herself in a manner which is contrary to or creates a conflict with the interests of LIA and its investments.

#### **3.1. Confidentiality.**

Board Members shall have due diligence and exercise care and discretion when dealing with confidential data, information or intellectual property (IP) about LIA, its current or potential investments, its business strategies, and any other information about its partners, suppliers and its employees and their salaries that would be compromised if publicly disclosed.

#### **3.2. Outside interests.**

All LIA Board Members shall be required to regularly disclose to the Board secretary, all duties or employment paid or unpaid, with other external entities, irrespective of the nature of work in order to ensure loyalty and commitment to the objectives and purposes of LIA and avoid conflict of interests.

#### **3.3. Anti-bribery.**

LIA Board members may not offer, pay or commit to pay any monies cash or in kind which could in any way be seen as an inducement to do business or a bribe to any government or business official or members of their family or organisations connected to them.



Likewise, LIA Board members shall be prohibited from accepting or receiving any payment that could in any way be seen as not conducive to the interests of LIA. This includes bribes, kickbacks or illicit payments of any kind, whether direct or indirect (e.g via any intermediary or third party).

Board members shall refrain from offering financial or moral support to political parties on behalf of LIA. Similarly, Board members are prohibited from soliciting financial or moral support to political parties while stating or implying connections to LIA.

#### **4. Disclosure.**

LIA is committed to the highest standards of public disclosure, in line with the Santiago Principles, and the Board should set an example by meeting these standards.

##### **4.1. Gifts, entertainment and ex-gratia payments**

LIA seeks to conduct its activities on a fair and equitable basis. It is generally accepted practice that during normal/customary business relationships, there will be reasonable, ordinary business entertainment and that small gifts of nominal value will be exchanged. These should be minimized where possible. A Board member shall not accept anything which could be perceived to have the intention of influencing any LIA business decision or create a conflict of interest. Under no circumstances shall Board members solicit gifts, favours, entertainment or



other items of value on behalf of themselves or their family from any of LIA suppliers, co-investors or other capital market participants. Offers of gifts or inducements should be reported to the Chairman or the Board who will determine the appropriate response. Members cannot accept any offers of cash, equity holdings, or other payments. Board members must record all accepted offers of hospitality where the value is greater than LYD 100 with the Secretary of the Board.

Gift or incentives offer must be reported to the Board, which in turn will determine the appropriate procedure in this regard. The Board Members may not accept any cash offers, stock possession or other payments, and they must record any gifts valued above 500 LYD to the Secretary of the Board.

#### **4.2. Conflicts of Interest.**

All Board members shall refrain from engaging in the activities which could create conflicts of interest with LIA and its investments. Additionally, the Board members shall not abuse their office at LIA to gain financial benefits.

#### **4.3. Political Participation.**

LIA's policies do not prohibit or restrict from political participation. However, all Board members must ensure that any participation in political matters does not bring them into conflict with their role as LIA's Board members. They will subscribe to the highest standards of personal integrity and make decisions in the best interest of LIA.



## **5. Independent Members of Board Committees.**

The Board Code of Conduct also applies to LIA's Independent Board Committee Members who form part of the:

- Audit, Risk & Compliance Committee.
- Investment Committee.
- Nominations & Compensation Committee.
- Governance Committee.

Independent Board Committee Members are exempted from Section 3.2. Regular disclosure of outside interest. However, they are expected to alert their colleagues of any relevant potential conflict of interests during Board Committee sessions.



## 5.1. Appendices.

### Appendix A: Definitions.

In this document, the following definitions shall apply, unless the context clearly requires otherwise:

- “Board” refers to the Board of Directors of LIA.
- “Board member”, “Member”, or “Members of the Board” refers to the individuals constituting the Board of Directors of LIA.
- “LIA” refers to the Libyan Investment Authority.
- “Code” refers to LIA’s Code of Conduct.
- “Compliance” refers to LIA’s Compliance Department.
- “Subsidiary” or “LIA’s subsidiaries” include LTP, LAP, LAFICO, LLIDF and Oilinvest.