



OANDO PLC

ANTI-MONEY LAUNDERING POLICY

This version of the Anti-Money Laundering Policy was approved by the Board of Directors of Oando Plc on the 30th Day of March, 2020.

A handwritten signature in black ink, appearing to read 'A. G. Okeke', is positioned above a horizontal line.

Chairman of the Board

1 DEFINITIONS

“**Board**” means the board of directors of Oando Plc;

“**Money Laundering Laws and Regulations**” includes, but is not limited to the following:

- Money Laundering (Prohibition) Act 2004;
- Money Laundering (Prohibition) Act 2011;
- Money Laundering (Prohibition) (Amendment) Act 2012;
- Terrorism (Prevention) Act 2011;
- Terrorism (Prevention) (Amendment) Act, 2013; and Terrorism Prevention (Freezing of International Terrorists Funds and Other Related Measures) Regulations 2013,
- The Financial Intelligence Centre Act No 38 of 2000,
- Financial Intelligence Centre Amendment Act, 2017,
- The Prevention of Organized Crime Act No 121 of 1998,
- Money Laundering and Terrorist Financing Control Regulations.

“**Politically Exposed Persons (PEPs)**” include:

- (a) individuals who are or have been entrusted with prominent public functions by a foreign country including among others - heads of state or government, senior politicians, senior government officials, senior judicial officers, senior military officers, senior executives of state owned corporations, and important political party officials;
- (b) individuals who are or have been entrusted domestically with prominent public functions, including among others - heads of state or government, senior politicians, senior government officials, senior judicial officers, senior military officers, senior executives of state owned corporations, and important political party officials. Business relationships with family members or close associates of PEPs may carry reputation risks similar to those with PEPs themselves;
- (c) persons who are or have been entrusted with prominent functions by an international organization ¹ including among others, members of senior management such as directors, deputy directors and members of the board or equivalent functions other than middle ranking or more junior individuals.

2 PURPOSE

The purpose of this Anti-Money Laundering/ Counter-Terrorism Financing (AML/CTF) Policy (the “**Policy**”) is to define AML/CTF compliance standards as well

¹ i.e. an organization with an international membership, scope or presence.

as develop and implement AML/CTF procedures and measures to prevent Oando Plc (“**Oando**”) from knowingly or unknowingly associating or engaging with criminal activity arising from organized crime and/or terrorism. This Policy is made to formulate necessary measures for the prevention of money laundering and terrorism financing activities.

This Policy also reiterates Oando’s commitment to compliance with best practices with respect to anti-bribery and corruption. This policy is an integral part of Oando’s Anti-Corruption Policy.

3 SCOPE

This Policy applies to Oando, its subsidiaries, all employees, directors, business partners, etc. It aims to maintain the highest standards of conduct which currently exist within the organisation by preventing criminal activity through money laundering and terrorist financing. This Policy sets out the procedures which must be followed (e.g. for the reporting of suspicions of money laundering activity) to enable the Company to comply with applicable Money Laundering Laws and Regulations.

4 DESCRIPTION

4.1. Introduction

Money laundering occurs when the criminal origin or nature of money or assets is hidden in legitimate business dealings or when legitimate funds are used to support criminal activities, including the financing of terrorism. Offences covered by anti-money laundering legislation include prejudicing or obstructing an investigation and failing to report suspicious activity.

This Policy is intended to provide a level of awareness to avoid inadvertent violations and to recognize potential issues in time for them to be addressed appropriately.

4.2. Policy Statement

Oando shall not conduct business with suspected money launderers or participants in organised crime.

Before soliciting or appointing a company or hiring a company or individual to participate in any transaction with the Company, whether commercial or voluntary, the relevant owner of the proposed business relationship must conduct the appropriate level of counterparty due diligence / investigation to understand the background of the proposed business partner. In this regard, such proposed business relationship must be brought to the attention of the Governance Office, which shall be responsible for conducting appropriate due diligence audit on such company or individual.

Employees are prohibited from acquiring, using or holding monetary proceeds or property acquired with the proceeds of crime.

4.3. Whistle-blower Channel

Employees are encouraged to report any suspected, known or potential violation of this Policy to the Governance Office or through the Oando Ethics Line.

4.4. System of Consequences

Anyone who violates the laws and regulations contemplated by this Policy shall be subjected to personal liability and possible criminal penalties. In addition to the above, any violation of this Policy will be regarded as a serious matter by Oando and shall result in disciplinary action, which can include termination of employment.

5 KEY PRINCIPLES

The Company will:

- 5.1. Establish clear and accountable, roles and responsibilities to manage money laundering risk;
- 5.2. Decline to participate in transactions and/or acquire any assets which are (or may be suspected to be) the proceeds of crime or in any way related to money laundering activities or terrorism financing. The Company will accordingly adopt a strict policy of non-involvement in the concealment of illegal transactions or monies accruing from such dealings;
- 5.3. Establish procedures to ensure that all suspicious activity is reported in accordance with requirements prescribed by all local and international laws and regulations (including but not limited to the Money Laundering Laws and Regulations as applicable);
- 5.4. Co-operate with any lawful requests for information made by government agencies during their investigations into money laundering and/or terrorist financing; and support government agencies and international bodies in combating the use of the financial system for money laundering and/or terrorist financing;
- 5.5. Make sure that the declarations of information provided by the Company are accurate and not false;
- 5.6. Retain appropriate records of due diligence, transactions and suspicious activity;
- 5.7. Take the responsibility to avoid contact with individuals, companies or organisations or get involved in any transaction which involves unlawful activity occurring in whole or in part.

6 POLITICALLY EXPOSED PERSONS (PEP)

- 6.1. The Company shall in addition to carrying out proper due diligence, put in place appropriate risk management systems to determine whether a potential business partner, service provider or the beneficial owner of same is a Politically Exposed Person (“PEP”).
- 6.2. Where the Company is desirous of entering into any transaction involving a PEP, such action must be pre-approved by the Chief Compliance Officer and Company Secretary (“CCO&CS”), taking account of the reputational and other relevant risks involved.
- 6.3. Where a business partner or a service provider has been accepted or has an on-going relationship with Oando and he/she subsequently becomes or is discovered to be a PEP, the approval of the CCO&CS shall be obtained in order to continue the business relationship.
- 6.4. Oando shall take reasonable measures to establish the source of wealth and funds of its business partners or beneficial owners identified as PEPs and immediately report all suspicions, appropriately.
- 6.5. Any ongoing business relationship between Oando and a PEP shall be monitored closely and the Company shall ensure that it constantly conducts on-going enhanced due diligence exercises with respect to the relationship.

7 AUTHORITY AND RESPONSIBILITY

7.1. Board of Directors

The roles and responsibilities of the Board of Directors with respect to AML/CTF compliance includes, but are not limited to:

- Ensuring that a comprehensive operational AML/CTF compliance policy is formulated by Management and regularly updated to comply with the existing regulations;
- Ratifying the AML/CTF compliance policies as approved by the relevant committee of the Board;
- Appoint a Money Laundering Reporting Officer (MLRO) to receive disclosures from employees on money laundering activities; and
- Decision-making based on reports received on AML/CTF matters.

7.2. Governance Office

It shall be the responsibility of the Governance Office to:

- Prepare and disseminate this Policy;
- Prepare informative and training material and deliver training to all employees and relevant business partners;
- Make periodic critical analysis and revisions to this Policy, when necessary.
- Promote awareness of AML/CTF so that it becomes embedded throughout the Company and in the day-to-day operations of the Company

7.3. Team Leads/ Managers/ Supervisors

- Are required to enforce this Policy and ensure that all employees for which they are responsible understand and adhere to it.

7.4. Employees

- Should familiarise themselves with guidelines, policies and best practices relating to their respective areas of responsibility;
- Implement the measures and approaches diligently and to the best of their ability;
- Report any legal violations or other forms of misconduct in accordance with Oando's reporting procedures/ Whistle-blowing Policies.

7.5. General Responsibilities

All employees and directors of the Company are responsible for complying with this Policy and all applicable Money Laundering Laws and Regulations. To this end, all employees shall manage all AML/CTF risk in their area of activity through adherence to delegated responsibilities and AML/CTF processes and procedures and by bringing to the immediate attention of their supervisor any factor identified that could place the Company's operations and/or obligations with respect to AML/CTF at risk.

8 AML SURVEILLANCE

In its dealings with business partners, service providers etc., employees of the Company should be on alert for unusual and potentially suspicious activities. Where

any suspicious activity is identified, a report of such activity should be made in the first instance to the MLRO of the Company, who is the CCO&CS, who shall then make report to the relevant authorities (as appropriate).

Oando may refrain from continuing any form of business relationship with any business partner, service provider or any other related party where it suspects that the activities of such persons may be linked to money laundering, terrorist financing or other criminal activities.

9 SANCTION

Failure by a member of staff to comply with the procedures set out in this Policy may lead to disciplinary action being taken against them. Any disciplinary action will be dealt with in accordance with the Oando Offences and Sanctions Guide, which may include criminal prosecution by the relevant law enforcement agency.

10 INCIDENT MANAGEMENT

The Company will manage and report all money laundering and terrorist financing related incidents in accordance with regulatory requirements and internal policies and procedures.

11 POLICY EXEMPTIONS

Exemptions from requirements to comply with any aspects of this Policy and related procedures are unlikely to be granted unless such exemption is required to enable compliance with local country regulations. All requests for exemptions must be submitted to and approved by the CCO&CS.

12 POLICY REVIEW

This Policy will be reviewed every three (3) years or as may be required due to changes in laws and regulations.