

KINYETI VENTURE CAPITAL BUSINESS INTEGRITY POLICY

Approved by Kinyeti Venture Capital Board of Directors on 12 September 2023

Background

Kinyeti Venture Capital (KVC) recognizes the many risks related to business integrity. Corruption and bribes undermine the rule of law, democratic processes and basic human freedoms. Other criminal offences such as money laundering, extortion, involvement with entities subject to international sanctions, organized crime, and financing of terrorism all undermine development. Such activities also reduce levels and the efficacy of investment and financing, particularly within economically disadvantaged societies.

In light of this, KVC is committed to maintaining the highest standards of honesty, integrity and ethical conduct and has adopted this Business Integrity Policy to seek to prevent corruption and other financial crimes and to ensure appropriate investigation, follow-up and reporting on any violations of this Policy.

Scope of the Policy

This Policy applies to the KVC Board, the employees of KVC, including full-time, part-time and temporary employees ("KVC Employees"), and third-party representatives and intermediaries acting on behalf of KVC as well as KVC's clients ("KVC Clients").

Corruption

Corruption is defined as the abuse of trust, power or position for improper gain. Corruption includes bribery, including offering bribes to government officials, extortion, conflict of interest and nepotism, as well as facilitation or grease payments. An act of corruption refers to but is not limited to:

- Directly or indirectly, offering or providing undue payment gifts, trips, entertainment or services or other benefits including kickbacks to any individual or entity for the purpose of inducing such individual or entity to act contrary to their prescribed duties in order to obtain or secure any improper advantage.
- Directly or indirectly soliciting or accepting any undue payment or other consideration, as detailed above, provided for the purpose of inducing someone to act contrary to their duties.

A facilitation payment or grease payment is a payment to government employees to speed up an administrative process one is entitled to.

Money laundering refers to financial transactions in which criminals attempt to disguise the proceeds, sources or nature of their illicit activities.

Terrorism financing involves the solicitation, collection or provision of funds with the intention to support terrorist acts or organizations. Funds may stem from both legal and illegal sources.

Extortion is the practice of obtaining a benefit through threats or coercion. Sextortion is when a person seeks to obtain a sexual favor through such means.

Some entities and persons in and related to South Sudan are subject to international sanctions. KVC Employees and Clients shall not violate any laws, regulations, restrictive measures or orders concerning any trade, economic or financial sanctions or embargoes which are enacted, administered, imposed or enforced by relevant sanctions authorities, including but not limited to the United Nations, the Government of the United States of America (including the Department of Treasury's Office of Foreign Assets Control (OFAC)), the European Union, the Member States of the European Union and the Government of Norway, the Government of the United Kingdom, and any authority acting on behalf of any of them in connection with sanctions.

Policy

This Policy prescribes a zero-tolerance approach to any business integrity breaches even if such acts or omissions represent local practice or custom.

Any KVC Employee who engages in any business integrity breaches will be subjected to disciplinary action, up to and including termination and prosecution by appropriate authorities.

KVC Clients breaching our business integrity obligations are also violating the legal agreements of our financing and shall timely rectify any such breaches. Failure to do so will lead to discontinuation of the relationship.

Delays in official procedures will sometimes have commercial consequences for KVC and our clients. A reputation for not paying facilitation payments will reinforce a company's reputation for acting with integrity and for never paying or accepting bribes.

This Policy does not require KVC employees or clients to put their own personal safety at risk through instances of perceived or actual extortion.

Reporting

KVC encourages a culture of transparency and ensures that KVC Employees and Clients can report their concerns in good faith without fear of retaliation.

- Any violations of this Policy that is detected or suspected must be reported immediately to the Chief Executive Officer (CEO), or if the act concerns the CEO, to the Chairman of the KVC Board.

- If exposed to extortion, a report with complete details of the incident shall be submitted without undue delay to the CEO.
- KVC Clients shall report any breaches to this policy to KVC without delay.
- Any detected or suspected violations of this Policy can be reported anonymously, and the reporter will be protected against retaliation when reporting in good faith. The reporting is guided by the KVC's Grievance Management Procedure available on KVC website on www.kinyeticapital.com

Implementation

The prevention, detection and reporting of breaches of the policy is the responsibility of all KVC Employees. KVC management will develop the necessary procedures and tools, as well as train its staff and sensitize KVC Clients, in order to implement this Policy.

This includes KYC procedures to ensure that we do not finance or pay entities that are involved in bribery, corruption or other financial crimes, as well as keeping up-to-date lists of sanctioned individuals and entities of the UN, UK, US and EU/Norway, and regularly checking that existing or potential business partners are not sanctioned.

KVC management is responsible for the investigation of all suspected violations of this Policy and taking appropriate actions.

The KVC Board shall ensure that this Policy is implemented and will annually evaluate its suitability and effectiveness.