



**CONFLICT OF INTEREST MANAGEMENT AND TRANSACTIONS WITH RELATED PARTIES
POLICY**

**March | 2023
Version 05**

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1. | APPROVAL AND DISSEMINATION

| | Body | Date |
|---------------------|---|----------------------|
| Developed | Directorate of Organization and Quality | 22.02.22 |
| Validated | Executive Committee Internal Control Committee | 14.03.22 15.03.22 |
| Approved | Board of Directors | 17.03.22 |
| Disseminated | Directorate of Organization and Quality | |

2. | HISTORY

| Revoked Policy | Version |
|---|---------|
| Conflict of Interest and Related Party Transactions Management Policy | 02 |
| Conflict of Interest and Related Party Transactions Management Policy | 03 |

| Version | Title | Changes since last version | Date | Approved |
|---------|--|--|------------|--------------------|
| 01 | MNP036_Manual of Rules and Procedures on Conflict of Interest and Related Party Management | N/A | 18.12.2017 | Board of Directors |
| 02 | Conflict of Interest and Related Party Transactions Management Policy | <ul style="list-style-type: none"> Update according to new regulations; Adaptation of the Policy to the new Policy template in force. | 24.07.2020 | Board of Directors |
| 03 | Conflict of Interest and Related Party Transactions Management Policy | <ul style="list-style-type: none"> Update of point 3.4 – Legal and Regulatory Framework; Update of concepts in point 4.; Inclusion of point 9.] Measures to prevent, identify and manage conflict of interest situations | 30.12.2021 | Board of Directors |
| 04 | Conflict of Interest and Related Party Transactions Management Policy | <ul style="list-style-type: none"> Inclusão Inclusion of changes resulting from the requirements of Notice No. 01/22 Corporate Code of Banking Financial Institutions, namely references to Notice 10/21. | 17.03.22 | Board of Directors |
| 05 | | General revision of the Policy without changes to the content. | 17.03.23 | Board of Directors |



Conflict of Interest Management and Transactions with Related Parties Policy

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Internal use



3. | INTRODUCTION

3.1. | SUMMARY

Banco YETU, S.A, recognizes that as a banking financial institution, it faces several situations in the exercise of its commercial activity that may generate conflicts of interest. This is how the implementation of this Policy arises with the aim of systematizing all the necessary information in order to prevent, identify and carry out adequate management of such conflicts.

Banco YETU has the conditions to design and implement a specific policy that mainly regulates issues of conflicts of interest, both at the operational level and at the top level of the hierarchy and members of the supervisory bodies. It necessarily includes transactions with related parties and the respective mitigation processes implemented in order to ensure that transactions with related parties are carried out in a transparent manner and without special advantages, in addition to those approved and universal advantages for all Employees.

This policy is an integral part of the YETU Bank regulatory package and should therefore not be considered separately, especially with regard to the Code of Conduct and Code of Ethics or other similar documents.

3.2. | OBJECTIVE

This Policy aims to identify relationships, services, activities and operations that may give rise to conflicts of interest and indicate how these conflicts should be managed. It generally covers the relationships and operations between the various Customers of Banco YETU, as well as those between Banco YETU and Partners, in line with the guidelines set out in legislation and regulations on the matter.

Through a clear and objective approach, this Policy allows Employees to be able to apply measures to prevent, identify and manage real or potential situations of conflict of interest, as well as identify and manage situations of conflict of interest with related parties.

It is aimed to establish and consolidate the procedures to be followed by Banco YETU, when transactions with related parties occur, ensuring equality and transparency, in order to guarantee shareholders and other related parties that Banco YETU complies with best practices corporate convention.

Additionally, it also aims to provide a framework with regards to the prevention and management of conflict of interest, in order to:

- Ensure compliance with regulatory requirements;
- Avoid legal and reputational risk resulting from conflict of interests;
- Protect the confidentiality of Customer information and, therefore, maintain confidence in the financial markets.

3.3. | SCOPE

This Policy applies to all Employees of Banco YETU, and those responsible for the Business Units (BU) must ensure that it is disseminated among the Employees assigned to the respective BUs.

The Directorate of Organization and Quality (DOQ) is responsible for ensuring the publication and dissemination of this Policy.

The Executive Committee (EC) and/or the Board of Directors (CA) should be responsible for the initiative to update and review the Policy, without prejudice any initiative that may be taken by the Compliance Office (GCO).

3.4. | LEGAL AND REGULATORY FRAMEWORK

This Policy is aligned with the legal and regulatory provisions to which Banco YETU is obliged, namely:

- Law No. 05/2020 – Law on Prevention and Fight against Money Laundering, Terrorism Financing and Proliferation of Weapons of Mass Destruction;
- Law No. 14/2021 – General Framework for Financial Institutions;
- Notice No. 14/2020 – Rules for Preventing and Combating Money Laundering and Terrorist Financing; and
- Notice No. 01/2022 – Corporate Governance Code for Banking Financial Institutions.

4. | CONCEPTS

Without prejudice to the definition given in other internal policies and regulations, the following terms shall mean:

Qualified Shareholders: shareholders holding direct or indirect shares equal to or greater than 10% in the share capital or voting rights of Banco YETU.

Ultimate Beneficial Owner: entity with the true economic interest in holding an asset, having final control, or in carrying out a transaction.

Customers: natural or legal persons with whom Banco YETU maintains a business relationship or fiduciary obligations or with whom Banco YETU proactively intends to establish a business relationship.

Employees: include all employees of Banco YETU with employment contracts, members of corporate bodies, interns, service providers and permanent or occasional agents, and other natural or legal persons who provide services to the bank, on permanent or occasional basis, directly or indirectly, regardless of the nature of the underlying link.

Conflict of interest: situation in which partners, members of corporate bodies and administration, employees have their own interests in a relationship between the institution and third parties, from which they hope to obtain benefits.

Conflict of Institutional Interests: resulting from the various activities and functions of Banco Yetu as an institution, prudential consolidation either by different units or segments of activity within it, or when carried out by external interested parties (stakeholders). Likewise, those that result from the various activities of the indicated entities, with the shareholders of Banco Yetu and with the entities owned by it.

Conflict of Interests relating to Employees: those that may give rise to a conflict between the interests of Banco Yetu and the interests of its Employees as defined above, influencing their activities, functions and responsibilities.

Confidentiality: Banco YETU Employees are obliged to keep strictly confidential any and all information they become aware of in the course of carrying out their duties.

Related Entities: when there is a special relationship between two entities where one has the power to exercise, directly or indirectly, a significant influence on the management decisions of the other.

Corporate Governance: set of relationships, policies and processes, involving shareholders, corporate bodies and employees of the financial institution in conjunction with supervisory bodies, external auditors and other financial market agents, with a view to achieving objectives strategic aspects, as well as promoting organizational transparency and carrying out control and supervision of institutions. For this purpose, the functions assigned to the various organic units and the competencies, responsibilities and level of authority of the various participants in the institutions must be specified.

Group: all subsidiaries, branches and companies that are within the scope of Banco YETU or within its consolidation scope.

Independence: non-interference in the assessment and decision of operations in which employees, their spouses, first-degree relatives or similar, or companies or other legal entities that one or the other directly or indirectly has power e are directly or indirectly interested.

Related Parties: partners or shareholders with qualified stakes, entities belonging to the economic

group to which Banco YETU is held, or people with a spouse, descendant or ascendant, first and second degree relationship, with members of the institutions' management and supervisory bodies financial institutions, considered directly or as ultimate beneficiaries of transactions or assets.

Qualified stake: holding in a company, directly or indirectly, of a percentage of not less than 10% of the equity or voting rights of the shareholding company, or which, for any reason, makes it possible to exercise significant influence on the management of the shareholding institution.

Control or group relationship: as defined in Law no. 14/2021 of 19 May – General Regime of Financial Institutions;

Transaction: any legal relationship established or to be established between Banco YETU and a Related Party, including the change, termination or any other decision on the respective contract.

5. | ENTITIES RELATED WITH BANCO YETU

1. All entities (natural and legal persons) that hold, directly and indirectly, up to the 2nd degree of relationship, a percentage in the share capital or voting rights in Banco YETU, equal to or greater than 10%;
2. All entities (legal persons) in which Banco YETU holds, directly or indirectly, at least 10% of the share capital or voting rights of another entity;
3. All entities in which Banco YETU's shareholders, directors and members of the Governing Bodies have stakes or hold directly or indirectly more than 10% of its share capital or voting rights.

6. | GENERAL PRINCIPLES

In the exercise of its activity, Banco YETU recognizes the primacy of the interests of its Customers, with the duty of loyalty to these interests being a fundamental principle of conduct in the set of rules that guide its operations.

We hereby highlight the following applicable principles to our Employees:

1. Ensure transparent and equitable treatment by giving precedence to the interests of Customers, both in relation to the interests of Banco Yetu or companies with which it is in a controlling or group relationship, and in relation to the management of interests of the members of the governing bodies and supervisory bodies holding essential functions, Employees, as well as Related Parties, always providing correct and complete information about products and contracts;
2. Timely disclose any matter that may give rise to or has given rise to a conflict of interest, refraining from participating in the associated decision-making processes;
3. Ensure the consistency of policies and processes for preventing, identifying, monitoring and mitigating conflicts of interest within the financial group;
4. Prevent the risk of undue influence from other people or entities, promoting conditions that allow the exercise of their functions with impartiality, independence and objectivity;
5. Ensure an adequate degree of independence between potentially conflicting functions and not induce excessive exposure to risk;
6. Always adopt a cooperative and constructive stance in relationships with supervisory and regulatory authorities with regard to the adoption of measures and procedures considered appropriate for the prevention and management of conflict of interest situations.

7. | SPECIFIC PRINCIPLES

Additionally, Banco YETU adopts the following general operating principles:

7.1. | DUTY TO REFRAIN

Employees who, by virtue of their functions, have the responsibility to authorize transactions or have powers to make decisions on or hire goods and services, must refrain from approving, establishing conditions, preparing proposals, preparing reports or intervening in a way that influences the procedures relating to those transaction or procurement of goods or services in which they themselves appear as beneficiaries.

7.2. | INDEPENDENCE

Employees must always act with impartiality, freedom of judgement, acting in good faith and with loyalty towards the Customer, Banco YETU, among other entities, regardless of their own interests, the interests of people related to them or others people who, in the specific case, may be related to them.

7.3. | REPORTING

Employees must report all situations of potential conflicts of interest as a result of their activities outside Banco YETU, their family relationships, personal assets or for any other reason. Potential conflicts of interest must be reported through the reporting channels established by Banco YETU, and this reporting must be carried out in the shortest possible time and, in any case, before any decision/action that may be affected due to possible conflict of interests is taken.

7.4. | TRANSPARENCY

Employees must provide accurate, true and understandable information in relation to the identified conflict of interest, so that the Subject Person and/or the Client can make an informed and knowledgeable decision about whether or not to continue the activity or service in question.

8. | PREVENTING SITUATIONS OF POTENTIAL CONFLICTS OF INTEREST

1. The standards and procedures for managing and preventing conflicts of interest arise from strict compliance with duties such as detecting conflicts of interest, adopting the necessary measures to prevent them from harming the interests of its Clients and, when this is not possible eliminate said conflict, report its occurrence.
2. There is a conflict of interest situation when Employees have personal interest in a certain matter that may influence the impartial performance of their duties. This personal interest can be of any advantage to them, their family or friends.
3. Employees may maintain customer relations with the various entities of Banco Yetu, as long as they are related to the corporate purpose of the respective entity and under market conditions or under conditions established generally for employees.
4. Employees must also refrain from taking part in transactions of any type carried out by a Banco Yetu entity in which there is their own interest or that of any person related to them, consequently:
 - Not participate in or influence the procedures for the procurement of products, services or people with which Employees have a family connection;
 - Do not provide treatment or establish special working conditions based on personal or family relationships.

9. | MEASURES TO PREVENT, IDENTIFY AND MANAGE CONFLICTS OF INTEREST SITUATIONS

Banco YETU has implemented several procedures to avoid situations that generate conflicts of interest, which may raise doubts about the impartiality and rigor in the performance of functions, namely:

- The existence of a Code of Ethics and Conduct that define and formalize a set of rules and practices to be adopted by Employees, regarding this and other matters;
- The existence of organic and functional units that work independently and autonomously, with strict segregation of confidential information;
- The existence of a control environment at an organic level, which guarantees that the management of situations of conflict of interest is carried out by structures distinct from those where the conflict of interest occurs.

9.1. | CONTROL PROCEDURES AND MECHANISMS

Control procedures and mechanisms aim at ensuring the prevention and monitoring of potential conflicts of interest and adequate and effective management thereof, after they have been identified, establishing the measures to be adopted to prevent or manage such conflicts.

The procedures and measures are based on the following assumptions:

- Effective segregation of duties: adequate separation of functions. Corresponds to the involvement of different people (operational, supervisory or information) in activities that potentially generate conflicts of interest; and
- Effective segregation of information: the establishment of barriers to information, such as physical separation of certain structural units (Chinese walls) and restricted access to systems and applications.

9.2. | INFORMATION BARRIERS – CHINESE WALLS

1. Banco YETU respects the confidentiality of the information it receives about its Customers in accordance with all laws and regulations applicable to it and its business is structured in such a way to manage situations of conflict of interest by maintaining information barriers (“Chinese walls”) between the different Units, restricting information flows in accordance with their policies.
2. Access to confidential information is restricted to those who meet the appropriate requirements to process such information and who are consistent with the legitimate interests of the Customer or Banco YETU.

9.3. | CREDIT GRANTING

The conditions for credit granting are safeguarded within the bank's Credit Policy.

9.4. | GRANTING CREDIT TO RELATED PERSONS

1. Members of the management and supervisory bodies, directors, employees, consultants and representatives of financial institutions may not take action in the appraisal and decision about transactions in which they are directly or indirectly involved, or their spouses, relatives or the like in 1st degree, or companies or other legal persons that one or the other, directly or indirectly, has control relationship.
2. Credit decisions to related persons must comply with the provisions of Article 152 of Law no. 14/21, of 19 May, General Regime of Financial Institutions.

9.5. | TRANSACTIONS WITH RELATED PARTIES

In order to ensure that transactions with related parties are properly monitored, YETU Bank must:

1. Sign Contracts in writing, specifying its main features and conditions, such as price, deadlines, guarantees, etc.;
2. Clearly disclose in the financial statements of Banco YETU, in accordance with the materiality criteria provided for by the accounting and prudential standards in force.

10. | FINAL PROVISIONS

1. The Compliance Office is the structural unit responsible for ensuring the adequacy of procedures and controls for the identification and management of real and potential conflicts of interest.
2. Failure to comply with the provisions of this Policy constitutes an omission of functional duty and will be punished in the manner provided for in the Law, applicable to each case.
3. All situations and cases that are omitted or doubtful in the interpretation of this Policy in relation to the conduct of Employees will be analyzed simultaneously with the provisions of the Code of Ethics and Code of Conduct and other internal regulations in force.
4. Any changes that may be made in the future, except when they arise directly from a legal imperative, shall be approved in advance by the Board of Directors.

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This Policy shall come into force on the date of its publication.

Luanda, March 16, 2023.

Maria de Fátima Dias Henriques da Silveira
Vice-Chairperson of the Board of Directores
Banco Yetu, S.A.