BOARD OF DIRECTORS CHARTER

Version: 1.0
Classification: Internal
Owner: Board of Directors
Approved by: Board of Directors
Last Updated: July 2026

1. PURPOSE

This Charter defines the role, authority, responsibilities and operating procedures of the Board of Directors of Bitwisi Group.

The Board is responsible for providing strategic leadership, overseeing management and promoting the long-term success of the Group.

2. ROLE OF THE BOARD

The Board acts on behalf of the shareholders and oversees the overall direction of Bitwisi Group.

Its responsibilities include:

- approving the Group's strategy;
- overseeing financial performance;
- monitoring enterprise risks;
- approving significant investments;
- ensuring effective corporate governance;
- overseeing regulatory compliance;
- appointing and supervising the Chief Executive Officer;
- protecting the interests of shareholders and stakeholders.

3. BOARD COMPOSITION

The Board shall consist of directors appointed in accordance with the Company's constitutional documents and applicable laws.

The Board should collectively possess expertise in areas including:

- financial services;
- technology;
- risk management;
- finance;
- governance;
- legal and regulatory matters.

The Board may include independent directors where appropriate.

4. DUTIES OF DIRECTORS

Each Director shall:

- act honestly and in good faith;
- exercise independent judgment;
- act with due care and diligence;
- maintain confidentiality;
- avoid conflicts of interest;

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Nous croyons en une Afrique connectée, moderne et prospère grâce à l'innovation.

PERSPECTIVES & AMBITIONS
- Développer nos solutions a l'échelle africaine
- Développer des solutions fintech innovantes
- Renforcer l'inclusion financière
- Accompagner la fintech locale et régionale
- Devenir une référence technologique en afrique centrale

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- comply with applicable laws and internal policies.

5. RESPONSIBILITIES RESERVED FOR THE BOARD

The following matters require Board approval unless otherwise delegated:

- corporate strategy;
- annual business plan;
- annual budget;
- significant capital expenditure;
- mergers and acquisitions;
- major financing arrangements;
- appointment or removal of the CEO;
- approval of key corporate policies;
- establishment of Board Committees;
- significant litigation matters;
- entry into new regulated markets.

6. DELEGATION OF AUTHORITY

The Board may delegate authority to:

- the Chief Executive Officer;
- Executive Management;
- Board Committees.

Delegation does not remove the Board's ultimate responsibility for oversight.

7. BOARD MEETINGS

The Board shall meet as often as necessary to discharge its responsibilities.

As a general guideline:

- at least four regular meetings should be held each year;
- additional meetings may be convened when required.

Meetings may be held in person or by secure electronic means.

8. QUORUM AND VOTING

A quorum shall be established in accordance with the Company's constitutional documents.

Board decisions should, where possible, be reached by consensus.

Where a vote is required, decisions shall be made according to the applicable voting rules.

The Chairperson shall ensure that all Directors have an opportunity to express their views before a decision is made.

9. CHAIRPERSON

The Chairperson is responsible for:

- leading Board meetings;
- setting meeting agendas;
- encouraging effective discussion;
- promoting sound governance;
- facilitating communication between the Board and Executive Management.

The Chairperson shall promote constructive challenge and independent oversight.

10. ACCESS TO INFORMATION

Directors shall receive timely and accurate information necessary to perform their duties.

The Board may request additional information from Executive Management where reasonably required.

11. BOARD COMMITTEES

The Board may establish specialized Committees to assist in fulfilling its responsibilities, including:

- Audit Committee;
- Risk Committee;
- Compliance Committee;
- Technology Committee;
- Remuneration Committee;
- Nomination Committee.

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Each Committee shall operate under a separate Charter approved by the Board.

12. CONFLICTS OF INTEREST

Directors shall promptly disclose any actual, potential or perceived conflict of interest.

Where appropriate, a Director may be required to abstain from discussions or decisions relating to the relevant matter.

All conflicts shall be recorded in the Board minutes.

13. CONFIDENTIALITY

Directors shall maintain the confidentiality of non-public information obtained through their role.

Confidential information shall not be disclosed except where authorized or required by law.

This obligation continues after a Director leaves the Board.

14. BOARD EVALUATION

The Board shall periodically evaluate its effectiveness, including:

- governance practices;
- strategic oversight;
- meeting effectiveness;
- committee performance;
- information quality;
- Board composition.

The Board may implement improvement actions where appropriate.

15. REVIEW OF THIS CHARTER

This Charter shall be reviewed at least annually or whenever significant governance changes occur.

Any amendments require Board approval.

DOCUMENT CONTROL

Version	Date	Description
1.0	July 2026	Initial Release

Approved by: Board of Directors

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Review Cycle: Annual

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