CORPORATE GOVERNANCE MANUAL

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1. PURPOSE

This Corporate Governance Manual establishes the governance framework of Bitwisi Group.

It defines how the Group is directed, managed and supervised to ensure:

- effective leadership;
- responsible decision-making;
- accountability;
- transparency;
- sustainable growth;
- regulatory compliance;
- protection of customers, shareholders and other stakeholders.

This Manual applies to all entities controlled by Bitwisi Group unless local laws require otherwise.

2. GOVERNANCE PRINCIPLES

Bitwisi Group is committed to maintaining high standards of corporate governance.

The Group's governance framework is based on the following principles:

Accountability

Decision-makers are accountable for their actions and decisions.

Integrity

All business activities shall be conducted honestly, ethically and professionally.

Transparency

Material decisions shall be documented and communicated to the appropriate stakeholders.

Independence

Control functions shall operate independently from business operations whenever appropriate.

Risk Awareness

Business decisions shall consider financial, operational, regulatory and reputational risks.

POURQUOI CHOISIR BITWISI ?

Écosystème intégré
Expertise locale
Approche innovante
Sécurité renforcée

POURQUOI CHOISIR BITWISI ?

Le Groupe BIWISI SarL s'engage à fournir des solutions technologiques fiables, sécurisées et innovantes afin d'accompagner durablement les entreprises et institutions dans leur transformation digitale.
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

CONTACTS

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Compliance

Bitwisi Group shall comply with applicable laws, regulations and internal policies in every jurisdiction where it operates.

Customer Focus

Customers' interests, security and trust shall remain central to the Group's activities.

3. GOVERNANCE STRUCTURE

The governance structure of Bitwisi Group consists of:

- Shareholders
- Board of Directors
- Board Committees
- Chief Executive Officer (CEO)
- Executive Management Team
- Independent Control Functions
- Business Functions

Each level has clearly defined responsibilities and reporting lines.

4. BOARD OF DIRECTORS

The Board of Directors is responsible for the overall direction and long-term success of Bitwisi Group.

Its responsibilities include:

- approving the Group's strategy;
- approving the annual budget;
- overseeing financial performance;
- approving major investments;
- overseeing risk management;
- approving key policies;
- overseeing executive management;
- ensuring regulatory compliance;
- protecting the long-term interests of the Group.

The Board may establish committees to support its responsibilities.

5. BOARD RESPONSIBILITIES

The Board shall:

- act in the best interests of Bitwisi Group;
- exercise independent judgment;
- oversee financial integrity;
- promote sound governance;
- monitor risk exposure;
- ensure effective internal controls;
- review strategic performance;
- oversee executive succession planning.

6. EXECUTIVE MANAGEMENT

The Executive Management Team is responsible for the day-to-day management of Bitwisi Group.

It implements the strategy approved by the Board and ensures the effective operation of the business.

Executive Management shall operate within delegated authority approved by the Board.

7. CHIEF EXECUTIVE OFFICER

The CEO is responsible for:

- implementing strategy;
- leading executive management;
- representing Bitwisi Group externally;
- ensuring operational performance;
- promoting the Group's culture and values;
- reporting regularly to the Board.

The CEO remains accountable to the Board of Directors.

8. GOVERNANCE COMMITTEES

The Board may establish committees including:

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

- Nomination Committee.

Each committee operates under its own Charter approved by the Board.

9. DECISION-MAKING AUTHORITY

Decision-making authority shall be delegated according to:

- responsibility;
- competence;
- risk;
- financial thresholds.

Material decisions shall require the appropriate level of approval.

No employee may approve a transaction that creates a conflict of interest.

10. ETHICS AND INTEGRITY

Bitwisi Group expects all directors, officers, employees and contractors to:

- act ethically;
- avoid conflicts of interest;
- protect confidential information;
- comply with applicable laws;
- report suspected misconduct.

Detailed requirements are set out in the Bitwisi Code of Ethics.

11. RISK OVERSIGHT

The Board oversees the Group's Enterprise Risk Management Framework.

Management is responsible for identifying, assessing and managing risks within approved risk appetite.

The Risk Committee supports the Board in fulfilling these responsibilities.

12. COMPLIANCE OVERSIGHT

The Compliance Function operates independently and reports significant compliance matters to Senior Management and the Board.

Compliance is responsible for:

- regulatory monitoring;
- policy oversight;
- advisory services;
- compliance testing;
- staff awareness;
- regulatory engagement.

13. INTERNAL CONTROL

Bitwisi Group maintains an internal control framework designed to:

- safeguard assets;
- ensure reliable reporting;
- support operational effectiveness;
- promote regulatory compliance;
- reduce financial and operational risks.

Every employee contributes to maintaining effective internal controls.

14. POLICY GOVERNANCE

Corporate policies shall:

- have a designated owner;
- receive appropriate approval;
- be reviewed periodically;
- remain accessible to relevant personnel;
- reflect applicable legal and regulatory requirements.

Superseded versions shall be archived in accordance with the Group's record management procedures.

15. ANNUAL REVIEW

This Manual shall be reviewed:

- at least annually;

- following significant organizational changes;
- following major regulatory developments;
- whenever approved by the Board.

The Board is responsible for approving material amendments.

DOCUMENT CONTROL

Version	Date	Description
1.0	July 2026	Initial Release

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