





### CONFLICTS OF INTEREST POLICY

LA-CS&IR\_Conflicts of Interest Policy\_POL\_v2.0

Version	Date	Changes	Other policies affected	Revised by	Functional Department Owner	Nominated Document owner
2.0	16/10/2019	Policy Guidelines	All	Oyin Olanrewaju	Company Secretariat	Nkechi Newton-Denila
Review by ntel EXCO Board Policy Review Sub-Comm.			Date 17 December 2019 11 December 2019			
ED Legal/CS				CEO		

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## 1. Objectives

- 1.1. The objective of this policy is to explain conflicts of interest and how they should be managed/avoided.
- 1.2. This policy also seeks to promote the management of the perception of conflicts of interest as well as make distinction between potential and actual conflicts.

## 2. Scope and Compliance

- 2.1. This policy is applicable to all directors and employees of NatCom.
- 2.2. It is the responsibility of each individual to recognise situations in which a conflict of interest might arise, or which might reasonably be seen by others to involve a conflict, and
- 2.3. It is the responsibility of each individual to disclose that actual or perceived conflict exists by taking the appropriate steps set out in this Policy.
- 2.4. Compliance levels will be monitored on a regular basis and results reviewed by appropriate governance body in the company.
- 2.5. Any breach will be treated as a serious disciplinary concern and may be subject to disciplinary actions in accordance with the provisions of the relevant company policy.
- 2.6. The terms of this policy may be waived in special circumstances by obtaining approval of the Board Policy Review Sub-Committee which shall be ratified by the Audit Committee.

## 3. Policy Guidelines

### 3.1. Actual Conflicts:

The table below sets out some examples of actual conflicts of interest, which must be avoided, immediately resolved or always disclosed:

Conflict type	Examples
Outside employment	<ul style="list-style-type: none"> <li>• Any outside business activity which detracts from one's ability to devote appropriate time and attention to assigned responsibilities within NatCom.</li> </ul>

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Dating relationship	<ul style="list-style-type: none"> <li>All romantic or dating relationships between employees are prohibited, and this constitutes an actual conflict of interest.</li> </ul>
Family/friend interests	<ul style="list-style-type: none"> <li>Recruiting or managing a relative or partners, subject to 3.6 below</li> </ul>
Material financial interest	<ul style="list-style-type: none"> <li>Recommending a business partner or vendor in view of a benefit of any kind, financial or otherwise.</li> <li>Recruiting an individual due to capacity to provide financial connection or contribution to the recruiting employee</li> </ul>
Misuse of NatCom resources	<ul style="list-style-type: none"> <li>Using NatCom resources for personal benefit or political activities</li> </ul>

### 3.2. Potential Conflicts of Interest:

3.2.1. The following are examples of potential conflicts of interest situations, which are situations that require you to agree a way of ensuring the conflict does not materialize, obtain approval and register the interest;

Conflict type	Examples
Outside employment	<ul style="list-style-type: none"> <li>Board membership (by the Subject or a close relative) of an ntel enterprise customer or an ntel supplier.</li> <li>Other employment or association providing benefit to the employee.</li> </ul>
Family/friend interests	<ul style="list-style-type: none"> <li>A close relationship with a senior manager of a competitor or supplier.</li> <li>Working in the same department as the Subject's partner or relative.</li> </ul>
Material financial interest	<ul style="list-style-type: none"> <li>A material financial interest (by the Subject or a close relative) in an ntel supplier or ntel enterprise customer.</li> </ul>

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3.2.2 Where there is doubt as to whether interest is material or not please consult the Policy & Legal Compliance Unit.

3.2.3 Any changes that affects the potential conflict must be entered on the 'conflict changes' section of the register. For example, the situation ends or develops into a different kind of conflict. Such update will trigger notifications to the stakeholders to review the changes and ensure accurate decisions are made in the event of transactions exposed to any such potential conflict

### 3.3. Identifying Instances of Conflicts of Interest:

3.3.1. A conflict of interest arises where there is an actual or potential risk or a perceived conflict of commitments between acting in the best interests of NatCom and formal and/or informal commitments, obligations or undertakings to another body/association/affiliation or interest in relation to the same or related matters, and those duties conflict;

3.3.2. A conflict of interest may arise where an individual might be seen to be influencing business matters or decisions for actual or potential personal benefit. Such a conflict may arise in a situation when an employee is in a position to influence, directly or indirectly, NatCom's business decisions, such as procurement, award of contracts, recruitments or other decisions in ways that could lead to gain for the subject employee, his/her family, friends or others;

3.3.3. All romantic or dating relationships between employees are prohibited and this constitutes an actual conflict of interest.

3.3.4. No one should be involved in making decisions in relation to his/her commitments to NatCom from which he/she, or anyone with whom he/she has a close financial or personal relationship, stands to personally benefit. Such considerations apply to a wide range of activities in which conflicts may arise, including, but not restricted to disciplinary proceedings, employee recruitment, employee promotion and remuneration, procurement, and assessing proposed relationships between NatCom and outside parties

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- 3.3.5. Examples of situations in which conflicts of interest exists, both for financial or personal gain, include;
- 3.3.5.1. Where there is, or there is the potential for there to be, personal gain or gain to immediate family/close contact/associate;
  - 3.3.5.2. Where there is, or there is the potential for there to be, any financial gain which may be seen to influence action or decision making; and
  - 3.3.5.3. Where an individual is in a position to directly or indirectly enhance his/her career or the career of others with whom they are personally associated;
- 3.3.6. All directors and employees have a responsibility to act in the best interest of NatCom at all times. All Employees and Directors must organise their affairs so as not to create conflict between the responsibility to NatCom and personal interests. It's a basic principle that a subject need to keep in mind all the time. Just to be clear, no one should:
- 3.3.6.1. have a personal financial interest (including a material interest as explained below) in any business partner, supplier, customer that is in competition with NatCom which could compromise loyalty to NatCom, adversely affect judgement regarding such individual's day-to-day responsibilities in NatCom, or put NatCom in an embarrassing position;
  - 3.3.6.2. receive any incentive directly from any customer, distribution partner, supplier or other 3rd party that NatCom does business with, unless such incentive has been approved in accordance with the delegation of authority of that company and is in line with ntel's Policy on giving and receiving of Gifts and Hospitality; or
  - 3.3.6.3. use non-public (NatCom Restricted (C-2), Confidential (C-3) or Secret (C-4) information obtained by virtue of one's position for personal financial gain. Generally, a subject has "personal financial interest" in a supplier or other 3rd party that does business with NatCom (and

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any related contract or other business relationship with that party) if a Subject or one of his/her close family members:

- a. owns all or part of it (subject to what is said below regarding public/listed companies); or
- b. is a director, officer or employee or something similar; or
- c. is the other party.

### 3.4. Publicly Listed Companies:

3.4.1. In respect of the direct ownership of public/listed companies, NatCom is generally interested only in those companies in which a Subject has a “material” interest, i.e. direct or indirect beneficial ownership or an interest which represents more than 2% of his/her net assets.

3.4.2. Generally, if a Subject has a passive, indirect investment in public listed company that is a business partner, supplier, customer or competitor of NatCom through a portfolio in which a director or employee does not have the ability to influence on specific investment or divestment decisions in the underlying investments is generally not regarded as creating a conflict of interest. However;

3.4.2.1. if a Subject has the ability to instruct his/her financial adviser as to the choice of investments in the portfolio or he/she is aware that 10% of the actual value or performance of the portfolio is or will be in a business partner or other party referred to above; and

3.4.2.2. if that interest is more than 2% of his/her net assets the Subject has a potential or actual conflict of interest.

3.4.3. It should be noted that members of the Executive Committee of NatCom shall not, without the permission of the board of directors, hold shares directly or indirectly in NatCom’s major, direct competitors, e.g. MTN, Airtel, Globacom, 9mobile, IPNX, MainOne, Swift Telecom, Vodacom, etc. Should such an EXCO member already hold such shares, please register that shareholding as soon

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as possible with the Policy & Compliance Unit of Legal Affairs department, so that the matter can be discussed, and agreed steps taken to resolve the matter by adequate disclosure.

### 3.5. Directorships of Investment Trusts and Similar Statuses:

3.5.1. The Subject intend to serve as, or are serving as, a director or trustee etc. of an investment bank, investment trust or another investment vehicle, and if;

3.5.1.1. >10% of the value of the assets of the bank, trust or investment vehicle are invested in any single business partner, supplier, customer or competitor of NatCom; or

3.5.1.2. >20% of the value of the assets of the bank, trust or investment vehicle are invested in more than one business partner, supplier, customer or competitor of NatCom, there is a potential or actual conflict or interest and you need to take appropriate action as set out in this Policy.

3.5.2. It should be noted that members of the EXCO of NatCom shall not, without the permission of the board of directors, serve as a director or similar officer of any of NatCom's major or direct competitors as referred to above. Should he/she already hold such an office, he/she must either resign as soon as possible, or advise the Company Secretary or Policy and Compliance Officer accordingly.

### 3.6. Close Family Members:

3.6.1. This policy also applies to employees and directors' close family members;

3.6.2. For the purpose of this policy, spouses, civil partners, employees who are dating or in a romantic or such other personal relationship, siblings, cousins or other relations may not work in the company at the same time as same constitutes a conflict of interest. However, this rule may be waived on a case by case basis on Management's discretion.

3.6.3. The waiver above shall only be applicable where the following conditions are satisfied;

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- 3.6.3.1. The employees do not work in the same department
- 3.6.3.2. The employees do not report to each other (whether solid, dotted, traditional or matrix reporting)
- 3.6.3.3. The employees do not decide the remuneration or other benefit of each other
- 3.6.3.4. The decision to hire an employee is not made by the employee's relative
- 3.6.4. All employment related transactions and engagement of Vendors for and on behalf of NatCom involving family members, and/or similar personal relationships constitutes a conflict of interest and same should be resolved as soon as the fact of the conflicts arises.
- 3.6.5. If two employees become Close Family members, significant others and/or a similar personal relationship, both employees shall disclose the Compliance team, provided that where the employees decide to conceal the relationship and same is discovered, both employees may become subject to relevant disciplinary proceedings.
- 3.6.6. "Significant Others" for the purpose of this policy, includes individuals who are in a romantic relationship, dating or engaged to be, or are married but may or may not reside together

### 3.7. Internal Parties

- 3.7.1. A director or employee, can also have a potential or actual conflict of interest if he/she has a close family member who is employed by NatCom; or
- 3.7.2. His/her close family member has made application to be employed by NatCom; and he/she or a department, division or Unit over which he/she exert directorial or managerial influence or control will have responsibility for that employment relationship.

## 4. Managing conflicts of interest

### 4.1. Declaration requirement:

- 4.1.1. To promote transparency and protect all parties involved, NatCom employees, officers and directors are required to declare by register any potential conflicts, understand and implement the

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measures that have been agreed to ensure the conflict does not materialise;

4.1.2. Companies have three mechanisms for dealing with conflict of interests, including:

4.1.2.1. requiring directors and employees to declare potential and actual conflicts of interest.

4.1.2.2. prohibiting directors and employees from being involved in recommending, deliberating or making business decisions when there exists a potential conflict of interest: and

4.1.2.3. in some difficult cases where directors or employees are conflicted, requiring them to choose between disposing of a particular asset, standing down from a post, or ending a particular relationship (fortunately, sometimes just moving a person to another division of department will suffice, if a position is available and the person is suitably qualified).

**4.2. Timelines for Declaration of Conflicts of Interest:**

4.2.1. declaration of a conflict of interest should be made promptly at the time the conflict first arises or where it is recognised that a conflict might be perceived;

4.2.2. all directors shall complete a Declaration of Interest Form (DoI) annually. This is done under the relevant companies act; and that function is managed by the Company secretary;

4.2.3. all employees of NatCom from senior analyst and above (Levels 1 - 5) shall also complete employee declaration of interest forms on an annual basis;

4.2.4. all other employees should complete them as necessary; that is, when he/she has a potential or actual conflict. This will include declaring any close family members who are employees if they are in the same department, division or region as the Subject.

4.2.5. Declaration forms should be updated from time to time if circumstances change. Where possible, this will be done on-line.

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- 4.2.6. it should be noted that—because directors are not always aware of all commercial relationships in a company—they will be asked to declare all directorships held regardless of whether they believe or know that the company is doing business with NatCom or not;
  - 4.2.7. each line manager will review the declarations of his/her direct reports and, after consultation with his or her superior, determine whether and how any potential or actual conflict should be managed.
  - 4.2.8. Declaration of Interests decisions will be reviewed from time to time, at various levels, as may be directed by the relevant committee of the Board.
  - 4.2.9. any questions should be referred to the Policy & Compliance Officer, who will advise on such matters in consultation with the ED Legal Affairs;
  - 4.2.10. Whilst it is primarily the duty of the individual to declare interests, others, such as a manager, who may become aware of conflict of interest should make a declaration accordingly.
  - 4.2.11 HR team shall provide all necessary support to ensure the awareness, implementation of, and employee adherence to this policy.
- 4.3. Conflicts during Meetings and other Decision-Making Processes:**
- 4.3.1. In terms of the Companies and Allied Matters Act, CAP C20 LFN 2004 any director who has a personal financial interest in respect of any matter to be considered at a meeting of the board:
    - 4.3.1.1. must disclose his/her interest before the matter is considered at the meeting;
    - 4.3.1.2. must disclose all material information relating to the matter known by the director;
    - 4.3.1.3. must leave the meeting or recuse himself from any decision making relating to such matter being considered after making the above disclosures; and
    - 4.3.1.4. may not take part in the discussion nor have any vote in the matter.

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- 4.3.1.5. A director of NatCom must avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company.
- 4.3.2. Every Employee should promote the values that NatCom represents and should therefore declare any interests that might lead to an actual, potential or perceived conflict of interest as soon as they are aware of them.
- 4.3.3. Any internal meeting or discussion where an employee has a personal financial interest in respect of any matter under consideration or discussion, such an employee should comply with 4.3.1.1 – 4.3.1.5 above. Where the employee is not at a meeting, but he/she is in a position where—as part of some internal approval process—he/she has to, for example, write a submission recommending a particular person/entity to be hired as an employee, business partner etc., then he/she has to make sure the interest is declared, and he has to recuse himself/herself from dealing with the matter or participating in the process.

#### 4.4. Resolution of Conflicts of Interest

- 4.4.1. Where it is determined that there is no conflict of interest, this should be formally recorded by the Policy and Compliance officer. In particular, an explanation and any supporting documentation should be included as to why it was concluded that no conflict arose;
- 4.4.2. Once a conflict of interest is declared, upon the recommendation of the Policy and Compliance Officer to ntel's EXCO, the EXCO will determine the appropriate resolution. This may include requesting that the individual:
  - 4.4.2.1. be permitted to continue, where the conflict is considered to be insignificant;
  - 4.4.2.2. to be removed from management of, decision-making or approval process involving the interest;
  - 4.4.2.3. to be given another role within NatCom;
  - 4.4.2.4. refer the decision, tasks or duties to others; or
  - 4.4.2.5. to stand aside from any involvement in the particular project.

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## 5. Roles and Responsibilities

### 5.1. Line managers shall ensure that:

- 5.1.1. Their teams are aware of the requirement to avoid conflicts of interest;
- 5.1.2. Any potential conflicts are reported to the Policy and Compliance team.
- 5.1.3. Any potential conflicts involving direct reports and team members are declared.

### 5.2. Director, Human Resources Department shall provide support to the Company Secretary by:

- 5.2.1. Ensuring that all employees complete and submit Declaration of Interest Forms at the beginning of every financial year in line with this Policy.
- 5.2.2. Passing all forms received by the HR team to the Legal Department
- 5.2.3. Ensuring that all declaration of interest is treated with utmost sense of confidentiality.
- 5.2.4. Working with the ED, Legal Affairs to determine the conditions/actions required to manage potential conflicts where applicable.

### 5.3. Company Secretary shall:

- 5.3.1. Keep an up to date DOI register
- 5.3.2. Review, monitor the DOI register on a regular basis to ensure compliance with this Policy;
- 5.3.3. Co-ordinate annual confirmation from EDs, NEDs and INEDs that they have no conflicts;
- 5.3.4. Keep declaration of interest records for the board, management and employees; and
- 5.3.5. Co-ordinate, report disclosures and or conflicts where necessary and obtain any additional approval required from the Management and or Board.

## 6. Definitions:



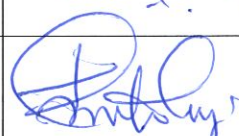
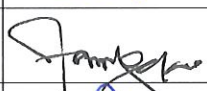


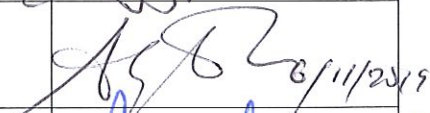
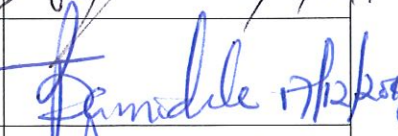
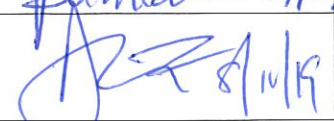
In this document, the term:

- 6.1. "Close family members" means employee's spouse, domestic partner, children, siblings, cousins and in-laws howsoever removed

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- 6.2. "ED" means Executive Director
- 6.3. "EXCO" means ntel's Executive Committee
- 6.4. "INED" means Independent Director
- 6.5. "NatCom" or "the Company" means NatCom Investment & Development Ltd trading as ntel
- 6.6. "NED" means Non-Executive Director
- 6.7. "Subject" means any Director or Employee who is required to declare or is faced with an actual or potential conflict of interest.

## 7. EXCO Review and Sign-Off

Action	Name	Job Title	Signature
Compliance Check by	Oyin Olanrewaju	Policy & Legal Compliance	
Reviewed by	Olubukola Izevbaye	Head, Marketing Segments & Propositions (for Commercial)	 12/11/19
Reviewed by	Adejumoke Ajala	Ag. Head, Corporate Affairs	 12/11/19
Reviewed by	Anthony Iloh	GM, Retail & Direct Sales	
Reviewed by	Inusa Bello	Director, Indirect Sales	 25th/Nov/19
Reviewed by	Ngozi Ezigbo	GM, Human Resources	
Reviewed by	Anthony Adegbola	Director, PMO & IT	 6/11/2019
Reviewed by	Oluwatosin Bamidele	Chief Technology Officer	 17/12/19
Reviewed by	Chinedu Anochirionye	Financial Controller	 8/11/19

