

SANCTIONS POLICY

Eaton Towers Sanctions Policy

January 2018

1. INTRODUCTION

1.1 Message from the CEO

The demand for mobile communications in Africa continues to grow strongly and with that the demand for infrastructure provided by Eaton Towers. As opportunities to grow our business arise and in our day to day operations, we will always give full regard to the requirements of international law and the rules and regulations of the territories where we do business and this policy implements our commitment to comply with sanctions laws.

Terry Rhodes, CEO

1.2 Background

Eaton Towers always strives to conduct business in compliance with the law, and this includes all applicable economic, trade and financial sanctions laws and regulations (**Sanctions**) in all jurisdictions where Eaton Towers operates. Sanctions are used to put pressure on governments and individuals when they are widely recognised to be in breach of international law, for example abusing human rights, developing nuclear weapon capability or supporting terrorist activities. This Sanctions Policy (the **Policy**) has been developed to ensure compliance with Sanctions including sanctions laws implemented by the United States of America (**U.S.**), the European Union (**EU**) and the United Kingdom (**UK**).

The aim of this Policy is to:

- explain the relevance of Sanctions to Eaton Towers' operations;
- give guidance to Eaton Towers' employees and all persons that Eaton Towers engages and/or does business with;
- set out procedures to be followed to comply with Sanctions and channels of communication for referral of Sanctions related queries; and
- protect the business, resources and reputation of Eaton Towers.

1.3 International application

Sanctions are imposed, on specific countries, groups, businesses and individuals by the United Nations Security Council (**UNSC**) and the governments of individual countries and regions (notably the U.S., the EU and the UK). The precise nature of sanctions imposed varies from country to country and is subject to frequent change.

The key Sanctions that Eaton Towers needs to be aware of are those that prohibit or place restrictions on:

- the purchase, and/or supply, of specified products, materials, equipment, and technology from or to certain territories; and
- provision of services and other business dealings (including financial transactions) with certain countries, people or entities in those countries or with particular persons or organisations (due to so-called "asset freezes" or other restrictions).

Eaton Towers

It is important that Eaton Towers does not directly or indirectly become involved in any transactions that would be prohibited by Sanctions e.g. by procuring a restricted product from a restricted market or by doing business with an asset freeze target or by supplying services to a customer where the chain of ownership is affected by Sanctions.

1.4 Policy Scope

This Policy applies to Eaton Towers personnel, which means all directors, officers and employees (including part-time and seconded employees, temporary and/or contract workers), officers and directors (referred to as **Employees**) and anyone that Eaton Towers engages or does business with, anywhere in the world (referred to as **Associated Persons**¹).

This Policy serves as a minimum standard of compliance for Employees and Associated Persons. Employees and Associated Persons must ensure that this Policy is observed and report any potential breaches of this Policy to the Eaton Towers' Compliance Officer.

All Employees are required to:

- understand the relevance of this Policy and to seek guidance from their line manager or the Compliance Officer if they are uncertain about the application of any Sanctions to any Eaton Towers counterparty;
- remain alert to the risk of non-compliance with Sanctions;
- promptly disclose to Eaton Towers' Compliance Officer any activities which do not comply with this Policy; and
- seek guidance from their line manager and/or Eaton Towers' Compliance Officer when in doubt as to whether a particular activity is prohibited.

Remember to refer to Eaton Towers Whistleblowing Policy if you have any concerns about seeking guidance or about disclosure requirements.

If you are in a role that includes any procurement of goods or services, including operations and maintenance services, customer on-boarding, engagement of Associated Persons or the supervision of anyone who has that responsibility, you are designated a **Relevant Employee** for the purposes of this Policy. You will receive training on the detailed application of this Policy and you are required to follow the due diligence and screening requirements of this Policy (in Section 2).

1.5 Eaton Towers' Compliance Officer and Policy Amendments

The identity and contact details of Eaton Towers' Compliance Officer will be published on Eaton Towers' website (www.eatontowers.com) from time to time.

¹ Associated Persons include, but are not limited to agents, sales representatives, consultants, advisors (including tax and financial advisors, accountants and lawyers), joint venture partners, visa processors, suppliers, contractors, subcontractors and customers.

Eaton Towers

This Policy, as well as any amended versions, will be published on Eaton Towers' website (www.eatontowers.com).

2. SANCTIONS SCREENING

2.1 Sanction Provisions

Under this Policy, Eaton Towers and its Associated Persons are required to operate in compliance with Sanctions.

Accordingly, the provisions of this Policy have been developed so that Eaton Towers does not have any direct or indirect business dealings with:

- (a) any target, be it an individual or an entity, of sanctions under U.S., EU UK and/or United Nations Security Council regulations, which may be amended from time to time, to the extent that such business dealings would result in a violation of Sanctions by Eaton Towers;
- (b) the government of, any person or entity located in, or any entity incorporated under the laws of countries or territories subject to “comprehensive” or “territory-wide” sanctions (**Prohibited Countries**), to the extent that such business dealings would result in a violation of Sanctions by Eaton Towers. At the time of publication of this Policy, the Prohibited Countries are the following countries/territories:
 - a. the territory of Crimea;
 - b. Cuba;
 - c. Iran;
 - d. North Korea;
 - e. Syria; and
- (c) any individual or entity listed on, or owned or controlled by a person individual or entity listed on, the Specially Designated Nationals and Blocked Persons List (**SDN List**) maintained by the U.S. government or any similar list maintained by the EU, the UK or the UN. Links to the relevant sanctions lists are set out below in the Sanctions Due Diligence section of this Policy.

All individuals and entities referred to in categories (a) to (c) above are referred to in this Policy as **Sanctioned Persons**.

Appointing and/or dealing with Associated Persons who are Sanctioned Persons is prohibited unless prior written approval from Eaton Towers’ Compliance Officer has been obtained.

2.2 Sanctions Due Diligence

Eaton Towers has established a process which must be followed before engaging any Associated Person and on a periodic basis while that relationship is on-going to confirm it is not affected by any of the sanctions restrictions described in section 2.1 above. Such due diligence must include:

- sanctions screening against the sanctions lists set out in section 2.2.1;

- an ownership assessment, which should include inquiries as to the names of the counterparty directors, officers and direct and indirect owners; and
- an agreement as to whether or not a Prohibited Country is involved.

The level of due diligence conducted should be reasonable and proportionate to the perceived or potential Sanctions-related risk that the relationship with the Associated Person presents to Eaton Towers.

It may sometimes seem that making inquiries of some entities would be unreasonable e.g. if the entity is, or is owned by, a company regulated by a widely respected institution (such as a company listed on the London or New York Stock Exchange). However, it is Eaton Towers' policy to conduct sanctions due diligence on all Associated Persons. If the Associated Person is not willing to give the requested information, this may be a warning sign indicating the need for increased alertness and due diligence.

If the sanctions due diligence identifies the direct or indirect involvement of a Sanctioned Person or Prohibited Country in a dealing with an Associated Person (or other red flags), you must report this to Eaton Towers' Compliance Officer before the transaction proceeds any further. Similarly, if your sanctions due diligence identifies that an Associated Person with whom Eaton Towers has an existing business relationship has become a Sanctioned Person, this change should be immediately reported to Eaton Towers' Compliance Officer.

If you are in doubt as to the extent of the due diligence that should be carried out, you must consult Eaton Towers' Compliance Officer.

2.2.1 Sanctions Screening

As stated above, all Relevant Employees will need to conduct sanctions screening on Associated Persons as part of the due diligence exercise. This will involve checking the sanctions lists below.

Check the names of the relevant Associated Person (and, if relevant, any related parties) and any related territories to see if they are listed on any of the following sanctions lists:

- USA SDN List: <http://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/default.aspx>;
- EU Sanctions List: https://eeas.europa.eu/headquarters/headquarters-homepage_en/8442/consolidated-list-sanctions-en;
- UK Sanctions List: <https://www.gov.uk/government/publications/financial-sanctions-consolidated-list-of-targets>;
- UN Sanctions List: <http://www.un.org/sc/suborg/en/sanctions/un-sc-consolidated-list>;

If you are in doubt as to whether you have correctly carried out these checks, you must consult and liaise with Eaton Towers' Compliance Officer to ensure that the checks are carried out properly. Once you have completed these checks you must notify Eaton Towers' Compliance Officer of the results, even if the checks show that the relevant Associated Person is not on any sanctions list.

Names of existing Associated Persons should also be checked against these lists on a periodic basis and, in addition, when directed to do so by Eaton Towers' Compliance Officer.

2.3 Contractual Protection

All contracts with persons who provide services and/or goods to Eaton Towers (referred to as **External Providers**²) should, to the extent possible, include specific language which provides adequate contractual protection against Sanctions related risks. Eaton Towers does this by requiring contractual assurances of compliance with Sanctions laws in all new contracts including in the Eaton Towers' Standard Terms and Conditions. These provisions need to be accepted by External Providers before commencing any engagement with Eaton Towers.

In addition, all new External Providers must be asked to confirm compliance with this policy by signing the attached this Policy

If an External Provider wishes to raise a query in relation to sanctions-related contract terms they must be referred to Eaton Towers' Chief Legal Officer.

2.4 Changes in circumstances

All Relevant Employees must remain vigilant in the event that, because of a change in circumstances, the requirements of this Policy are no longer being met in relation to a particular transaction. Such a scenario could arise, for example, where:

- new Sanctions are introduced that would prohibit, or that could otherwise potentially impact upon, a particular transaction;
- new information comes to light in relation to an existing transaction that raises issues from a Sanctions compliance perspective (e.g. new diligence information is provided); and/or
- this Policy is revised and made more stringent.

Where a change of circumstances arises in a way which impacts upon an existing or past transaction or business relationship, you must report the matter immediately to Eaton Towers' Compliance Officer.

²This includes all suppliers, contractors, sub-contractors, O&M contractors, upstream service providers, agents, sales representatives and advisors.

3. IMPLEMENTATION

3.1 Communication and Training

It is the responsibility of every member of the senior management team in Eaton Towers to communicate this Policy to all relevant persons and to ensure that all Employees and Associated Persons, within their area of responsibility, understand and comply with this Policy.

Relevant Employees will receive training which will cover implementation of this Policy, the consequences of failing to comply with this Policy and guidance on how to report potential violations.

3.2 Breaches of this Policy

Offences under Sanctions can give rise to significant civil and criminal penalties. These can include large financial penalties, seizure of goods, and/or imprisonment. It could also result in wider ramifications for Eaton Towers such as a loss of revenue, decline in reputation and/or freezing of company funds. The severity of these penalties reflects how seriously compliance with Sanctions should be treated and therefore how important it is for this Policy to be understood and complied with.

Violations of this Policy will lead to disciplinary action, which could involve:

- (a) a formal reprimand;
- (b) suspension;
- (c) restitution; and/or
- (d) termination of employment.

These sanctions may be imposed over and above any separate penalties that may arise from prosecution by regulatory authorities.

3.3 Reporting

If you know of or suspect that any provision of this Policy has been breached, you must report it immediately to your line manager or Eaton Towers' Compliance Officer. Alternatively, you can report issues confidentially - and anonymously, if you wish – through the confidential Eaton Towers Whistleblowing Hotline which is accessed via ethics.hotline@eatontowers.com.

In the event you believe that there is some form of activity being undertaken that would be in breach of the requirements of this Policy (or have a suspicion of the same) and raise this concern in good faith and without malicious intent, Eaton Towers will ensure that you are not penalised or put at a disadvantage in the workplace as a consequence of raising such concern. Further information on the policy and procedures for reporting incidents can be found in the Eaton Towers Whistleblowing Policy.

Any reported violations will be investigated by Eaton Towers' Compliance Officer, in conjunction with the relevant Line Manager and the local legal team (when necessary). The greatest possible effort will be made to maintain confidentiality. It is important that you do not conduct your own preliminary investigations, as

Eaton Towers

complex legal issues may be involved. Acting on your own could compromise the integrity of an investigation and adversely affect both you and Eaton Towers.

3.4 Policy Ownership and Review

Eaton Towers' Compliance Officer is responsible for the overall implementation, maintenance and upkeep of this Policy.

This Policy will be reviewed annually to confirm that it remains fit for purpose and to ensure that it is being implemented throughout Eaton Towers.

3.5 Whistleblowing

If any Employee or Associated Party becomes aware of anything that appears to be in breach of this Policy, they must refer this to the relevant line manager, the Eaton Towers' Compliance Officer or the Eaton Towers legal team in the territory where they are located. Eaton Towers will not tolerate retaliation against anyone for raising concerns in good faith about a suspected breach of this Policy.

APPENDIX

EXTERNAL PROVIDER UNDERTAKING

Eaton Towers Limited (Eaton Towers)

Sanctions Policy

I/We hereby confirm that I/we have received, read and understood Eaton Towers' sanctions policy (**the Policy**).

I/We undertake to comply with the Policy (and any additions, amendments or replacements which may be made from time to time), in connection with the provision of goods or services to and throughout our contract with Eaton Towers and any company owned directly or indirectly by Eaton Towers.

I/We understand that any violation or breach of the Policy may result in a termination of my/our contract with Eaton Towers with immediate effect.

Signed:

for and on behalf ofPrint name of company/organisation,
if not an individual person

Print Name:

Date:

Please return by fax/email to, Eaton Towers' Compliance Officer: