



COMPLIANCE AGREEMENT

To become an approved client please complete all details in CAPITAL letter in ENGLISH and strike out the non-applicable fields/boxes.

In this application, we make it easier and hassle-free for you to apply for our financial products and services.

Kindly remember to include copies of following documents **CERTIFIED BY A NOTARY** by ticking the boxes below.

IF THE APPLICANT IS A PERSON:

- ☐ Passport Residential address verification: ☐ Utility bill (not mobile phone)
☐ Bank or credit card statement

IF THE APPLICANT IS A COMPANY:

- ☐ Certificate of Incorporation ☐ Memorandum and Articles of Association
[or equivalent] For each director and for each shareholder:
☐ Passport Residential address verification:
☐ Utility bill (not mobile phone)
☐ Bank or credit card statement

All documents must be not more than 3 months old.

Please provide the following information, so that the Company can process your application.

THE APPLICANT IS A: (1) PERSON ☐ (2) COMPANY ☐

(1) IF THE APPLICANT IS A PERSON:

Title: Mr ☐ Mrs ☐ other ☐

Forename (s):

Surname:

Former Name(s):

Nationality:

Date of Birth:

Current Address:

Street / Building No:

Postal Code / City:

Country:

Phone Number:

Fax Number:

Mobile Number:

E-mail:

Previous Address (if resident at current address less than 3 years):

Street / Building No:

Postal Code / City:

Country:

(2) IF THE APPLICANT IS A COMPANY:

Company Name:	<input type="text"/>
Company Registration Number:	<input type="text"/>
Date of Incorporation:	<input type="text"/>
Nature of Business:	<input type="text"/>
Regulated by:	<input type="text"/>
Registered Address:	
Street / Building No:	<input type="text"/>
Postal Code:	<input type="text"/>
City:	<input type="text"/>
Country:	<input type="text"/>

Full names and residential addresses of all Directors:
(Please continue on a separate sheet if necessary)

DIRECTOR ONE:

Forename(s) / Surname:	<input type="text"/>
Street / Building No:	<input type="text"/>
Postal Code / City:	<input type="text"/>
Country:	<input type="text"/>
Phone Number:	<input type="text"/>
Mobile Number:	<input type="text"/>
E-mail:	<input type="text"/>

DIRECTOR TWO:

Forename(s) / Surname:	<input type="text"/>
Street / Building No:	<input type="text"/>
Postal Code / City:	<input type="text"/>
Country:	<input type="text"/>
Phone Number:	<input type="text"/>
Mobile Number:	<input type="text"/>
E-mail:	<input type="text"/>

Please provide certified copies* of the following documents:

*** IMPORTANT!** This means that each document should have written onto it that it is “certified as a true copy of the original” by a lawyer, notary, law enforcement official, senior public official or equivalent. The document must be signed by the person certifying and include their name, address and position on the document.

(1) FOR A PERSON:

Certified copies of following documents:

- a. passport
- b. residential address verification:
 - utility bill (not mobile phone)
 - bank or credit card statement

Both documents not more than 3 months old.

(2) FOR A COMPANY:

- 1. Certificate of Incorporation
- 2. Memorandum and Articles of Association [or equivalent]
- 3. For each director and for each shareholder certified copies of following documents:
 - 3.1 Passport
 - 3.2 Residential address verification:
 - utility bill (not mobile phone)
 - bank or credit card statement

Both documents not more than 3 months old.

If the Applicant is organised as any other legal entity (e.g., partnership, trust), please contact the Company for documentation requirements.

I confirm that:

- 1. All of the details provided above are complete and accurate.
- 2. I wish to apply to become an approved client in the Company as described above (“My Application”).
- 3. Before making My Application, I received and reviewed a copy of Certificate of Incorporation, and Memorandum and Articles of Association (the “Documents”) and made such investigation as I deemed necessary to satisfy myself of all matters relating to My Application.
- 4. I am not relying on any oral or written representations or documentation provided by the Company, its Directors or representatives save as contained in the Documents.

SIGNATURE OF THE APPLICANT

This Agreement is made between NEED CAPITAL (further “the Company”) and

NAME OF APPLICANT

(Person or Company, further the “Applicant”).

The Applicant hereby covenants with the Company that with effect from the Admission Date the new approved client will be bound by and will observe and perform every provision of this Agreement.

1. Amendment of this Agreement

The Board shall be at liberty to amend or change, if they deem it necessary or desirable, the terms of this Agreement at any time and without giving notice of or to any Applicants.

2. Articles of Association

If at any time whilst this Agreement remains in force any of its provisions are found to conflict with the Memorandum or Articles of Association of the Company, the provisions of this Agreement shall prevail. This Agreement shall not however have the effect of amending the Memorandum or Articles of Association of the Company or requiring their alteration.

3. Whole Agreement

This Agreement together with the Memorandum and Articles of Association of the Company constitutes the entire agreement between the parties in relation to its subject matter and supersedes all and any previous agreements and understandings, oral or written. Each party acknowledges to each other party that it has not agreed to enter into this Agreement in reliance on any representation, warranty, assurance or commitment not contained in this Agreement or in the Memorandum and Articles of Association of the Company.

4. Governing Law and Dispute Resolution

This Agreement shall be governed and construed in all respects in accordance with laws of Ghana. Any dispute arising out of or in connection with the Agreement shall be governed by the exclusive jurisdiction of the Ghana and by entering this Agreement the Applicant irrevocably submits to the jurisdiction of the Ghana.

5. Applicant Admission Date

The Applicant's details having been received and verified on the date shown below.

6. Introducing Agent

If the Applicant has been introduced to the Company by a third party acting as Introducing Agent ("the Agent"), the Company will inform the Agent if the Applicant becomes an approved client.

Signed as a deed by:

NEED CAPITAL DIRECTOR

SIGNATURE OF APPLICANT

In the presence of Witness:

Name:

**Signature of
Witness:**

Date:

NEED CAPITAL or the (“Financial Institution”) Policy for Combating Financial Crime

NEED CAPITAL is committed to the prevention of financial crime and has adopted procedures to detect and deter money laundering, terrorist financing or other illegal activities.

It is our policy to deter and, where we can, prevent, the use of **NEED CAPITAL** as a conduit for illegal money laundering activities. Our staff can only implement this policy if they understand the background to it and how it works in the context of our day-to-day business. The success of our policy depends on the **vigilance of everyone**.

In order for these policies to be effectively implemented, the Financial Institution and its entire staff need to be:

1. Informed about the **legal and regulatory framework** and the serious legal and regulatory **penalties** for assisting in financial crime – even unwittingly- in every jurisdiction from which we operate;
2. Alert to the practical methods by which criminals seek to commit financial crimes;
3. Aware of the need to report any suspicions promptly to **NEED CAPITAL** management.

Legal and Regulatory Framework

Ghana is a member of the Inter-Governmental Action Group against Money Laundering in West Africa (GIABA) to give support in matters relating to anti-money laundering and combating the financing of terrorism (AML/CFT).

GIABA is an institution of the Economic Community of West African States (ECOWAS) responsible for facilitating the adoption and implementation of Anti-Money Laundering (AML) and Counter-Financing of Terrorism (CFT) in West Africa. It is also a FATF-Styled Regional Body (FSRB) working with its member states to ensure compliance with international AML/CFT standards.

What is Money Laundering?

The process by which criminals attempt to change the identity of “dirty” money (obtained through crime) by “laundering” it so that its true source cannot be traced. Whilst there is no single method of money laundering, there are generally three stages:

1. Placement:

Dirty money is paid into the financial system.

2. Layering:

The money is separated from its illegal source, often through complex financial transactions which disguise the audit trail.

3. Integration:

The money comes back into circulation from a legitimate source and is then “clean” or “laundered”, which disguises the audit trail.

Funding or facilitating money laundering and using laundered money are all criminal offences. Additional offences connected with money laundering include:

- assisting in;
- concealing;
- tipping off;
- failing to report money laundering.

Any individual can commit these offences if they know (or should have known, measured by the standard of the reasonable person in their position) that the money is from an illegal source. These offences are punishable by unlimited fines and imprisonment.

The Importance of Know Your Customer ("KYC")

At NEED CAPITAL we only offer our services to legal entities (individuals or corporate) who have become approved clients of NEED CAPITAL. A potential client is required to go through a thorough verification exercise so that we can establish that they are legitimate.

Although our approved clients are, in general, introduced through agents, it is NEED CAPITAL and not the agent who has the responsibility of verifying the identity and legitimacy of the prospective client. As a number of our agents are located in countries which are regarded for money laundering purposes as higher risk – such as Africa and India - we have adopted a high standard for required documentation before a client application will be accepted. This is detailed in the Compliance Agreement.

We additionally check all potential client applicants against international sanctions lists. This verification is completed before we accept the one-time non-refundable processing fee for the compliance procedure.

Our vigilance does not stop upon the admission of a client. Before accepting an application from a client for a guarantee or similar credit, we require documentary proof from the client of the legitimate commercial nature of the business or contract which is to be guaranteed. This is because we recognise that the risk to NEED CAPITAL of being used for improper purposes as described in the examples below.

Practical Guidance on how to detect and deter Financial Crime

It is trite (but true) to say that someone who is intent on illegal activity such as money laundering will not introduce themselves to us in those terms. Whilst generalisations are not always useful, red flags to a suspicious transaction or illegal activity can include:

- Lack of obvious commercial rationale
- A "front man" or "front company" who doesn't appear in the corporate structure
- Lack of documentary support for a person or transaction
- Excessive concern about secrecy, especially surrounding source of funds.

Example 1: Imagine that NEED CAPITAL is approached by a client (properly verified by us) who now wants a commercial guarantee but cannot produce a third-party contract.

- Before entering into the transaction, we need to verify the legitimacy of the proposed transaction whether directly or through our or their professional advisors. **Why?**
- Because the Applicant is keen to enter into a transaction with us to pay a premium for a

Example 2: Imagine that the guarantee is called by the Beneficiary and the Applicant is eager to pre-fund the guarantee in full.

- The Applicant may have spotted a market opportunity that we haven't seen or is not available to us or they may be "Layering" - using dirty money to buy a clean asset which they can sell on in return for clean money. The Applicant pays NEED CAPITAL the guarantee money (which they had all the time); NEED CAPITAL pays the Beneficiary with its own clean money and the money is successfully laundered.

Record Keeping

NEED CAPITAL recognises the importance of keeping full and accurate records of the steps taken by us to verify our approved clients and Applicants. All original documentation is maintained in paper or electronic form for as long as a person remains a client and for 6 years thereafter

Reporting Suspicions to Management

At NEED CAPITAL, the Money Laundering Reporting Office ("MLRO") is a member of senior management with the specific responsibility of overseeing the implementation of our policies to prevent financial crime. The MLRO reports directly to the Board of NEED CAPITAL.

The Financial Institution and each individual member of staff are required by law to report suspicious transactions, via the firm's MLRO, to ESAAMLG.

The individual obligation is satisfied by promptly reporting your suspicions to the MLRO.

Training for Staff

NEED CAPITAL is responsible for making sure that our staff:

- know what money laundering is and how we might be used to facilitate this,
- understand the need to monitor the approved client and oversee the applicant's processes,
- know how to identify and report suspicious transactions.

With this in mind we conduct periodic refresher training for our staff.

The MLRO or other senior management are on hand to answer any questions or deal with concerns on this topic.