

# **Triterras, Inc. Anti-Money Laundering & Sanctions Policy**

## **Global Anti-Money Laundering Policy**

### **Introduction**

As a company, we are committed to carrying on business in accordance with the highest ethical standards. This includes complying with all applicable laws and regulations aimed at combating money laundering and terrorist financing. This Policy has been developed by Triterras, Inc. (“Triterras”) to reduce the risk of money laundering and terrorist financing associated with its business and the sale of its products. This Policy explains our individual responsibility in complying with anti-money laundering and counterterrorist financing laws (“AML Laws”) around the world and ensuring that any third parties that we engage to act on our behalf, do the same. The management of Triterras is committed to complying with all laws. Any employee who violates the rules in this Policy or who permits anyone to violate those rules may be subject to appropriate disciplinary action, up to and including dismissal, and may be subject to personal civil or criminal fines. If you have any questions about this Policy you should contact the Chief Financial Officer.

### **Policy Statement on AML**

It is Triterras’ policy to comply with all applicable AML Laws in our operations worldwide. To this end, Triterras will only conduct business with customers who are involved in legitimate business activity and whose funds are derived from legitimate sources. This Policy is intended to help employees, contractors, and other third parties acting on the company’s behalf to understand where breaches of AML Laws might arise and to support them in making the right decisions in line with our corporate position as stated in this Policy.

### **Board Endorsement**

The Board of Triterras will not criticize management for any loss of business resulting from adherence to this Policy. No employee or contractor will suffer as a consequence of bringing to the attention of the Board or senior management, in good faith, a known or suspected breach of this Policy nor will any employee or contractors suffer any adverse employment or contract decision for abiding by this Policy.

### **Who is subject to this Policy?**

This Policy applies to Triterras’ operations globally, including all legal entities worldwide owned or controlled by Triterras (including all group companies), and to all directors, officers, employees, contractors, and other third parties acting on behalf of the foregoing.

### **What's the risk?**

Violations of AML Laws may lead to severe civil and/or criminal penalties against companies and individuals, including significant monetary fines, imprisonment, extradition, blacklisting, revocation of licenses, and disqualification of directors. In addition, violations of AML Laws can lead to damaging practical consequences, including harm to reputation and commercial relationships, restrictions in the way we can do business, and extensive time and cost

in conducting internal investigations and/or defending against government investigations and enforcement actions.

### **What do we mean by Money Laundering and Terrorist Financing?**

Money laundering means exchanging money or assets that were obtained criminally for money or other assets that are ‘clean’. The clean money or assets don’t have an obvious link with any criminal activity. Money laundering also includes money that’s used to fund terrorism, however it’s obtained. The following types of activities are considered to be “money laundering” and are prohibited under this Policy:

- the conversion or transfer of property (including money), knowing or suspecting that such property is derived from criminal or certain specified unlawful activity ("criminal property"), for the purpose of concealing or disguising the illicit origin of the property or of assisting any person who is involved in the commission of such activity to evade the legal consequences of his action;
- conducting a financial transaction which involves criminal property;
- the concealment or disguise of the true nature, source, location, disposition, movement, rights with respect to, ownership or control of criminal property;
- the acquisition, possession or use of criminal property;
- promoting the carrying on of unlawful activity; and
- participation in, association to commit, attempts to commit and aiding, abetting, facilitating and counselling the commission of any of the actions mentioned in the foregoing points.

The broad definition of money laundering means that anybody (including any Triterras employee) could be in violation of the law if he/she becomes aware of, or suspects, the existence of criminal property within the business and becomes involved in or continues to be involved in a matter which relates to that property being linked to the business without reporting his/her concerns. Property can be criminal property where it derives from any criminal conduct, whether the underlying criminal conduct has taken place in the country where you are situated or overseas. Terrorist financing may not involve the proceeds of criminal conduct, but rather an attempt to conceal the origin or intended use of the funds, which will later be used for criminal purposes

### **Red Flags**

Where any suspicions arise that criminal conduct may have taken place involving a customer, colleague or third party, you should consider whether there is a risk that money laundering or terrorist financing has occurred or may occur. Some examples of red flags to be reported include:

- A customer provides insufficient, false or suspicious information or is reluctant to provide complete information;
- Methods or volumes of payment that are not consistent with the payment policy or that are not customarily used in the course of business, e.g., payments with money orders, traveler’s checks, and/or multiple instruments, and payments from unrelated third parties;
- Receipts of multiple negotiable instruments to pay a single invoice;

- Requests by a customer or partner to pay in cash;
- Early repayments of a loan, especially if payment is from an unrelated third party or involves another unacceptable form of payment;
- Orders or purchases that are inconsistent with the customer's trade or business;
- Payments to or from third parties that have no apparent or logical connection with the customer or transaction;
- Payment to or from countries considered high risk for money laundering or terrorist financing;
- Payments to or from countries considered to be tax havens or offshore jurisdictions;
- Payments from countries unrelated to the transaction or not logical for the customer;
- A customer's business formation documents are from a tax haven, or a country that poses a high risk for money laundering, terrorism or terrorist financing, or a country that is not logical for the customer;
- Overpayments followed by directions to refund a payment, especially if requested to send the payment to a third party;
- Any customer for whom you cannot determine the true beneficial owner;
- Structuring transactions to avoid government reporting or record keeping requirements;
- Unusually complex business structures, payment patterns that reflect no real business purpose;
- Wire transfer activity that is not consistent with the business activities of the customer, or which originates or terminates with parties unrelated to the transaction;
- Unexpected spikes in a customer's activities.

The above is not intended to be an exhaustive list. Deviation from customer and accepted business practice should alert you to further investigate the activity in accordance with this Policy.

### **Compliance controls**

Senior management in each Triterras business are responsible for ensuring that their business has a culture of compliance and effective controls to comply with AML laws and regulations to prevent, detect and respond to money laundering and counter-terrorism financing and to communicate the serious consequences of non-compliance to employees.

### **Employee Responsibility**

You have the obligation to read and follow this Policy, to understand and identify any red flags that may arise in their business activities and to escalate potential compliance concerns related to AML to the Chief Financial Officer without notifying anyone involved in the transaction and should not take any actions prior to receiving advice and/or instructions.

### **Due Diligence and Record Keeping**

It is our policy to carry out due diligence ("DD") at the outset of any business relationship and, if necessary, where any red flags arise subsequently on our suppliers, distributors, counterparties, agents and any person with whom Triterras has an established business relationship that will involve the transfer to or receipt of funds ("Customers"), so we can be satisfied that they

are who they say they are and so that we can ensure that there are no legal barriers to working with them before contracts are signed or transactions occur. Various factors will determine the appropriate forms and levels of screening. You should escalate any instances where you have cause for suspicion as a result of carrying out DD and ongoing monitoring to the Chief Financial Officer, who will advise them regarding which tools and processes should be used to facilitate appropriate screening. You must, in consultation with the the Chief Financial Officer, carefully consider screening outcomes before deciding whether to do business with the third party. Finance managers must regularly monitor and/or review Customers to identify business activity or governance that could indicate money laundering or terrorist financing is taking place. Record-keeping is an essential component of the audit trail required to assist in any investigation. You must maintain records as evidence of the DD and ongoing monitoring undertaken.

## **Non-compliance**

Any Triterras employee or contractor, who violates this Policy may be subject to appropriate disciplinary action, independently from potential other penalties resulting from their behavior. The Chief Financial Officer shall conduct regular checks on local businesses to ensure compliance with AML Laws.

## **Updates, Review and Ownership**

This Policy may be updated from time, and the updated version of the Policy will be immediately made available on Triterras' website.

## **Global Sanctions Policy**

### **Introduction**

As a company, we are committed to carrying on business in accordance with the highest ethical standards. This includes complying with all applicable trade sanctions regulations (“Sanctions Laws”) in the countries in which we operate. This Policy has been developed by Triterras to help employees and contractors understand where issues related to sanctions regulations may arise and to support them in making the right decisions in line with our corporate position as stated in this Policy. The management of Triterras is committed to complying with all laws. Any employee who violates the rules in this Policy or who permits anyone to violate those rules may be subject to appropriate disciplinary action, up to and including dismissal, and may be subject to personal civil or criminal fines. If you have any questions about this Policy you should contact the Chief Financial Officer.

### **Policy Statement on Sanctions**

It is Triterras' policy to comply with all Sanctions Laws in our operations worldwide. To this end, Triterras will comply with all economic and trade sanctions applicable to our business activities. This Policy is intended to help employees, contractors, and other third parties acting on the company's behalf to understand where breaches of Sanctions Laws might arise and to support them in making the right decisions in line with our corporate position as stated in this Policy.

### **Board endorsement**

The Board of Triterras will not criticize management for any loss of business resulting from adherence to this Policy. No employee or contractor will suffer as a consequence of bringing to the attention of the Board or senior management, in good faith, a known or suspected breach of this Policy. Also, employees and contractors will not suffer any adverse employment decision for abiding by this Policy.

#### Who is subject to this Policy?

This Policy applies to Triterras' operations globally, including all legal entities worldwide owned or controlled by Triterras (including all group companies), and to all directors, officers, employees, contractors, and other third parties acting on behalf of the foregoing.

#### What's the risk?

Violations of Sanctions Laws may lead to severe civil and/or criminal penalties against companies and individuals, including significant monetary fines, imprisonment, extradition, blacklisting, revocation of licenses, and disqualification of directors. In addition, violations of Sanctions Laws can lead to damaging practical consequences, including harm to reputation and commercial relationships, restrictions in the way we can do business, and extensive time and cost in conducting internal investigations and/or defending against government investigations and enforcement actions.

#### What do we mean by sanctions?

Sanctions are the regulatory restrictions applicable to dealings with certain countries/territories, governments, groups, entities, individuals, or controlled goods or services. The nature and extent of these restrictions may vary (i.e. limitations on import/export, controls on specific goods and services, restrictions on financial operations, etc.), and it is important that all Triterras employees and contractors consult with the Chief Financial Officer to understand the business implications. The following are some examples of countries/territories and groups that have been the target of economic trade sanctions: Crimea, Cuba, Iran, North Korea, Sudan, Syria, Russia, Belarus, Burundi, the Central African Republic, Libya, South Sudan, Venezuela, Zimbabwe, narcotics traffickers, Weapons of Mass Destruction Proliferation, human rights abusers, and terrorists, among others. This list is not meant to be exhaustive.

#### How can we ensure compliance with sanctions?

All Triterras employees and contractors must be aware of and follow sanctions related to their countries and or business-related activities. The potential restrictions may be related to:

- Where we do business: ensuring compliance with sanctions on restricted countries/territories;
- Who we do business with: ensuring compliance with sanctions on restricted persons/entities;
- How we do business: ensuring we do not circumvent, evade, or facilitate the contravention of sanctions rules; and
- Red flags: ensuring we report any suspicions which may raise sanctions concerns.

Different countries or regions (e.g. the European Union) may impose different sanctions. Note that US Persons - US citizens and permanent residents / Green Card holders (wherever located or employed), entities organized under US law (including their non-US branches, employees, and, in certain circumstances, non-US subsidiaries) and even foreign nationals while present in the US – are subject to specific restrictions under US law. If you are in any doubt or have any questions or concerns, please contact the Chief Financial Officer before proceeding further.

### Red Flags

There are a number of issues, which should cause us to conduct further investigation into whether a particular transaction or relationship may present a potential economic trade sanctions regulation issue. Triterras employees and contractors shall look out for any red flags or suspicions that may indicate the direct or indirect involvement of a restricted territory, restricted party, controlled item, service, end-use or any other sanctions compliance concern. Some examples of red flags to be reported include:

- The customer is reluctant to offer information or clear answers on routine commercial issues (including intended geography of sales, beneficial ownership, or locations of operation);
- The consignee has a different name or location than the customer or ultimate end user;
- The counterparty is evasive about its customers;
- Unusual invoicing, shipping, or packaging requests;
- Abnormal shipping route;
- Unusual volume requests compared to the anticipated size of the market;
- Unusually favorable payment terms or large cash payments;
- Any suspicion or evidence to suggest the possible involvement of a Restricted Territory or Restricted Party;
- Any suspicion or evidence to suggest that products to be exported, re-exported, or otherwise provided to a customer may be "dual-use" (i.e., having a potential civilian and military application);
- Any suspicion or evidence to suggest a military related end-use (e.g., military end-user).

The above is not intended to be an exhaustive list. Any suspicion of the direct or indirect involvement of a restricted territory, restricted party, controlled item, service, end-use or any other sanctions compliance concern should alert you to further investigate the activity in accordance with this Policy.

### Compliance controls

The responsibility to provide Triterras employees and contractors with the necessary information to comply with this Policy falls with the Chief Operating Officer, Chief Executive Officer and the Chief Financial Officer, as below:

Chief Operating Officer:

- Monitor economic trade sanctions regulations and update the business in case of any change;

- Determine and approve controls to be followed in specific regions or types of transaction;
- Coordinate legal advice and guidance on specific situations on request, including on resolution of issues and follow up of red flag;
- Assist the business in obtaining necessary and appropriate licenses;
- Conduct periodic risk assessments in high risk regions and monitor the processes and controls in place; and
- Conduct effective training and education to relevant business functions in relation to economic trade sanctions regulations.

Chief Financial Officer:

- Ensure that financial transactions/operations (including contact with financial institutions, usage of certain currency, segregation of funds) are in line with economic trade sanctions regulations, by following approved processes and controls;
- Conduct due diligence checks on vendors e.g. Specially Designated Nationals and Blocked Persons Lists searches required for Iran; and
- Ensure that all licenses are obtained when required e.g. US Treasury Department Licenses.

Chief Executive Officer:

- Ultimate responsible for ensuring the local activities will comply with economic trade sanctions regulations, setting the right tone and providing appropriate support for compliance activities; and
- Ensure that all employees, contractors, and other third parties acting on the company's behalf are properly trained and comply with economic trade sanctions regulations, following approved processes for compliance with economic trade sanctions regulations.

Employee Responsibility

You have the obligation to read and follow this Policy, to understand and identify any red flags that may arise in your business activities and to escalate potential compliance concerns related to sanctions to the Chief Financial Officer. You should not take any actions prior to receiving advice and/or instructions.

Non-compliance

Any Triterras employee or contractor, who violates this Policy may be subject to appropriate disciplinary action, independently from potential other penalties resulting from their behavior. The Chief Financial Officer shall conduct regular checks on local businesses to ensure compliance with Sanctions Laws.

Updates, Review and Ownership

This Policy may be updated from time, and the updated version of the Policy will be immediately made available on Triterras' website.