

**PENGO**  
INSIGHT

# COMPLIANCE

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Expert Compliance  
Training

# Annual Compliance Review

Once a year, we require you to review our compliance training to refresh yourself of  
Our policies and procedures.

## Topics covered

1. The role of an Expert Network
2. Your Participation & Eligibility
3. Identifying Potential Conflicts of Interest
4. Compliance FAQ's



# Unlocking knowledge through expert insight

Traditional primary research methods are expensive and have long turnaround times. By unlocking the latent knowledge of local experts, we enable clients to make more informed business decisions.

At Pengo Insight, we offer clients the opportunity to gather primary research and hear unbiased expert perspectives through engagements with our experts.

Pengo Insight helps clients supplement their existing networks, data sources and contacts by providing an efficient, on-demand source of local insight and information from top industry experts

Pengo Insight helps Clients:

**Hear multiple views from local experts**

**Research efficiently**

**Quickly learn about new market opportunities**

**Work within a rigorous compliance framework**

# Understanding your role as an Expert

Our Experts are rich sources of industry opinions and knowledge on current market and industry trends shaping African markets.

By sharing this information with our clients, our experts help improve our clients develop an understanding of African markets overall.

CFA Institute noted that the US Securities & Exchange Commission recognizes the value of speaking to industry experts in the due diligence process.

We believe that the value of expert insight goes far beyond the investment community and spans across all aspects of commerce related to African market growth opportunities.



# Abiding by Our Policies

As an expert on Pengo Insight, it is important that you abide by our policies

- Employer Consulting Policy

If you are unsure about your eligibility, find out if your employer has a policy against outside consulting engagements

- Compliance

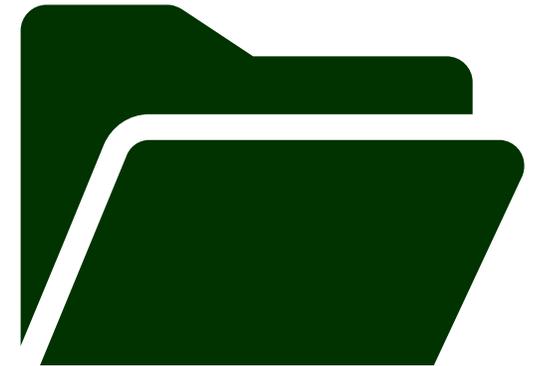
Experts must never disclose confidential information, which includes material, non-public information

- Conflict of Interest

You may not participate in consultations that are about your current or any other entity that may present a conflict of interest to you.

- Confidentiality

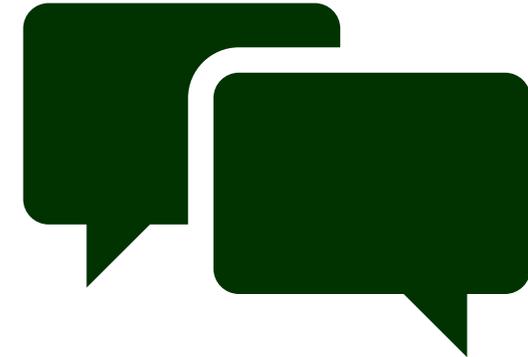
Keep Client and topics of discussion confidential



# Participating in Consultations

We protect both our clients and our experts

- By joining the Pengo Insight network, you are not obligated to participate in any consultations. You may assess the topic of the project and decline it for any reason.
- During a consultation, you must not disclose confidential or material, non-public information
- Once a year, we will ask you to confirm that you have refreshed the content of our Compliance training and agree to our Terms & Conditions. These are always available on for your reference on our website.



# Identifying Confidentiality Obligations

We protect both our clients and our experts

- Prior to taking a call, please review any agreements that could restrict your ability to contribute meaningfully to the project.
- You should also review any agreements that outline your confidentiality obligations.
- Understand what subjects are off-limits prior to any scheduled consultation

## Agreements to Review

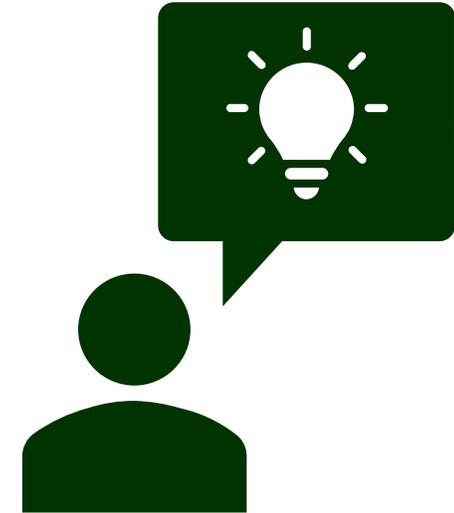
- Employment Contracts
- Severance Packages
- Consulting Agreements
- Board Positions
- Clinical Trial Participation Agreements
- Other Contractual Agreements
- Information you agreed to keep confidential

# Understanding Material, Non-Public Info

Understanding and Identifying material, non-public information is important, as an expert should never discuss this information.

- ❑ Information is generally considered to be material if its public disclosure would be reasonably likely to affect:
  - ❑ An investors decisions to buy or sell the securities of a company to which the information relates, or
  - ❑ The market price of that companies securities

Pengo Insight, views the non-disclosure of material, non-public information as an important compliance requirement to be abided to by all experts.



# Understanding Material, Non-Public Info

Examples of material, non-public information

Possible examples of Material, non-public information	
Significant mergers, acquisitions, reorganizations, dispositions of assets or joint ventures	Significant changes in financial results and/or financial condition and financial projections
Significant litigation developments	Dividends or stock splits
Significant increases or decreases in the amount of outstanding securities or indebtedness	News of major mergers, new contracts or possible loss of business
Transactions with directors, officers or principle security holders	Changes in management control
The granting of options or payments of other compensation of directors or officers	Earnings estimates and other sensitive financial information

# Adherence to anti-corruption and bribery laws

As an expert, you must be aware of and abide by the following laws:

- Experts are responsible for ensuring that their conduct complies with all applicable laws, rules and regulations, including prohibitions against bribery
- Bribing a government official or bribery in the commercial context anywhere in the world is illegal
- Gifts or entertainment that are unreasonable or disproportionate may be considered bribes



# FAQs

**Q: Can I participate in a consultation where the topic so about my current employer?**

A: No, we do not allow you to be matched on projects where the target company is your current employer

**Q: How do I know if information is either confidential or material, non-public?**

A: Pengo Insight has comprehensive compliance rules to help experts avoid conflict of interest. However, the onus is on the expert to assess their own confidentiality obligations

**Q: What if I am uncomfortable with what a Pengo client asks during a consultation?**

A: All Pengo Insight clients agree to not knowingly ask you to disclose confidential or material, non-public information. At any point during a consultation, you may refrain from discussing a topic that makes you uncomfortable.

**Q: What happens if a client asks me to do additional follow-up work after our consultations?**

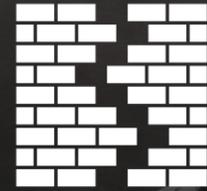
A: Before engaging in additional work, submit the request to Pengo Insight for approval to ensure the work is approve by our compliance framework and you can get paid for your time.

**Q: A client reached out to me directly to schedule a consultation. What should I do?**

A: You should notify us so that we can confirm the consultation and your eligibility. This will ensure that you are paid for your time.

**Q: I am an expert and I have a new employer. How can I continue consulting with Pengo Insight?**

A: You should first evaluate your employers outside consulting policy. Always inform us of any changes to your current employment as well as any relevant third party relationships.



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**If you have any further questions regarding our compliance programme or your participation, please contact us**

 Advisor Relations

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 <http://www.pengoinsight.com/>