MEMORANDUM OF UNDERSTANDING (MoU)

BETWEEN

Nigerian Capital Development Fund (NCDF Group)

AND

EmergX Finance Corporation (EFC), United Kingdom

Dated: July 2025

1. Preamble

This Memorandum of Understanding (MoU) is entered into by and between the **Nigerian Capital Development Fund (NCDF Group)**, a Nigerian development finance institution and its affiliates, and **EmergX Finance Corporation (EFC)**, a United Kingdom-based development finance institution. The parties share a mutual commitment to financing infrastructure, promoting sustainable development, and mobilising diaspora and institutional capital for inclusive growth in Nigeria and across emerging markets.

This MoU provides a strategic cooperation framework among members of:

- **NCDF Group**, comprising:
 - o NCDF Investment Management Plc
 - NCDF Securities Limited
 - NCDF Impact Club
 - Greenovus Infrastructure SPV Limited
 - NCDF Funds and Bonds
- EmergX Finance Corporation Group, comprising:
 - o EmergX Asset Managers Limited (EAML)

2. Purpose

This MoU establishes a multi-party strategic framework to:

- Formalise institutional collaboration and equity participation
- Structure and co-finance SDG-aligned investment vehicles and SPVs
- Support regulatory, legal, and operational infrastructure for cross-border funds
- Mobilise capital through diaspora, institutional, and development finance networks
- · Provide joint governance, fund management, and impact monitoring systems

3. Scope of Collaboration

3.1 Equity Participation

EFC confirms its **5% equity stake in NCDF Investment Management Plc**, providing strategic alignment and shared ownership in NCDF Group's asset management structure.

3.2 SPV Co-Financing and Structuring

Both parties agree to jointly identify, incubate, and finance bankable SDG-focused Special Purpose Vehicles (SPVs), especially in clean energy, affordable housing, health, education, and climate infrastructure. EFC and EAML will co-develop project models with Greenovus Infrastructure SPV Limited and other NCDF platforms.

3.3 UK Feeder Fund for NCDF Diaspora Impact Fund

EFC and EAML will support the registration, regulatory approval, and management of a **UK-based Feeder Fund** aligned with the **NCDF Diaspora Impact Fund**. This vehicle will facilitate:

- Onboarding of diaspora and institutional investors from the UK and Europe
- Cross-border capital aggregation
- Regulatory alignment with UK FCA rules and compliance standards

3.4 Co-Fund Management Agreement

EmergX Asset Managers Limited (EAML) will enter into co-fund management mandates with NCDF Investment Management Plc and NCDF Securities Limited, to support:

- Fund and bond structuring
- SPV oversight
- ESG-compliant investment operations
- Co-administration of Green Bonds, Diaspora Funds, and Opportunity Growth Funds

3.5 Governance and Impact Frameworks

Both parties agree to harmonise governance, impact measurement, and ESG systems across all jointly managed funds and platforms. This includes alignment with international standards (IFRS, ISSB, SDGs) and shared investor reporting.

4. Joint Collaboration Principles

- **Institutional Respect**: The parties shall honour the governance frameworks of each other while promoting mutual accountability.
- **Shared Risk & Returns**: Co-investment structures will balance financial returns and developmental outcomes.
- **Compliance & Regulation**: All activities will comply with regulatory requirements in Nigeria and the UK.
- **Knowledge Sharing**: Parties will facilitate joint workshops, research, and capacity-building programmes.

5. Implementation and Coordination

A **Joint Strategic Coordination Committee (JSCC)** will be established comprising representatives from both EFC and NCDF Group. The JSCC will oversee:

- Quarterly review meetings
- Due diligence protocols
- Strategic deal flow pipeline
- Fund development and investor engagement strategy

6. Legal Status

This MoU is non-binding and is intended to reflect the mutual understanding and goodwill of both parties. All specific arrangements shall be codified through subsequent legally binding documents, including Shareholders' Agreements, Fund Management Agreements, SPV Operating Agreements, and Bond Trust Deeds as applicable.

7. Validity & Review

This MoU is valid for a period of **five (5) years**, effective from the date of signing, and may be extended by mutual consent. Bi-annual reviews shall be conducted to assess progress and refine strategic priorities.

8. Signatories

For NCDF Group:

Name: Dr. Charles Ademilua

Title: Executive Director, Operations

Date: 1st July 2025

Signature:

Chief Operating Officer

For EmergX Finance Corporation (UK):

Name: Riza Gueriña

Title: Chief Operating Officer

Date: 1st July 2025

Signature: