

Tokinvest Policy

# Conflict of Interest Policy

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## Change History

<b>Version</b>	<b>Author</b>	<b>Date</b>	<b>Notes</b>
0.1	I. Putter	28/5/24	Initial draft
1.0	R. Cooper	29/05/24	Review and release

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## 1 Definitions

**Tokinvest:** "We", "we", "Our", "our": All companies, including subsidiaries and joint ventures, over which Tokinvest Limited is able to exercise control, either directly or indirectly, with respect to policies and procedures.

**Staff:** "You", "you", "Your", "your": All Tokinvest directors, officers, agents, employees, temporary workers, interns, consultants, contractors or any other person who is employed by or otherwise works; Vendors, for or on behalf of Tokinvest, regardless of the duration of their employment contract or other type of relationship.

## 2 Overview

We have duty to minimize the possibility of conflict interest between all employees and its clients. This policy sets out our arrangement in connection with the identification, documentation, monitoring and management of conflicts of interest. Conflicts of interest must be resolved by putting client interests ahead of the Company.

This policy applies to all Staffs. Employees must familiarise with the requirements in this policy and fulfil the responsibilities outlined below.

Examples of conflicts of interest include the following:

- Tokinvest has obtained confidential information relating to an existing or former client that would be of value to other clients.
- Tokinvest engaging services from an entity in which the Company's Board, directors or representatives have controlling interests or substantial shareholdings.
- Tokinvest' employees have interests which are distinct from their roles at Tokinvest and such roles are in conflict with their fiduciary responsibilities to Tokinvest such as sitting on the board of a former, existing or potential client's company.

Tokinvest adopts the following approach to address conflict of interest if they occur or are likely to occur:

- Decline to engage in the conflicted activity or transaction;
- Disclose to the client the material conflict of interest; and
- In certain cases, seek client consent or waiver of the conflict.

## 3 Conflicts Identification

To identify actual or potential conflicts of interest that may exist, each Employee must complete the Conflicts of Interest Declaration Form in Appendix 2 of the Compliance Manual or Appendix 1 of this policy and submit the declaration form before commencing work at Tokinvest and must also promptly provide any changes to the Compliance Officer.

The Conflicts of Interest Declaration Form requires, among other things, information relating to service on boards of directors, investment committees, outside business ventures and other outside activities; as such activities could lead to potential conflicts of interest or insider trading problems that may otherwise interfere with an Employee's duties to Tokinvest. If compliance officer received such report or be notified any conflict of interest, company is committed to disclose to the affected client about the nature of the conflict of interest.

If Employees notice the potential or actual conflict of interest, employees must report to Compliance officers immediately and seek for further guidance.

## 4 Conflicts Controls

For the purposes of promoting fair and transparent markets, preventing conflicts of interest and ensuring compliance with all relevant Regulations, Rules and Directives, Tokinvest has implemented policies to monitor the information, transactions and positions of employees.

### 4.1 Information

Company maintains Information Barriers that are designed to restrict information flows between different areas of the company. These restrictions enable the employees to carry out business on behalf of Clients without being influenced by other information held within the company which may give rise to a conflict of interest.

Also, to avoid conflict of interest, the company will segregate duties for employees engaged in business operations and employees responsible for recording and reconciliation of relevant information.

### 4.2 Board of member

In a case, if a member of the Board discloses to the Board that he/she may have a conflict of interest in the transaction, other Board members have the authority to request that Board members leave the Board meeting and that Board member shall have no right to vote on the decision. Also, that board member shall avoid influencing the decision of the remaining board members either in or outside of the meeting. The Company Secretary shall record the conflict in the relevant Board minutes.

### 4.3 Employees outside business activity

Accordingly, Employees are prohibited from serving on the boards of directors, employee, consultant of any outside for-profit company, unless the service has been approved in writing by Managing Director. Employees shall provide full details concerning any proposed outside business activity, including the number of hours involved and the compensation, salary to be received. All information shall be provided to the Compliance Officer for recordkeeping.

### 4.4 Transaction restriction

Personal account trading restrictions applicable to all employees on Tokinvest 's trading platform:

- a) Employees are prohibited from engaging in transactions, holding positions, or having any other economic interests in the virtual assets listed in the internal control list;
- b) Employees are prohibited from holding any shareholding or directorship in legal entities listed in the internal control list;
- c) Employees required to obtain prior written approval under Rule VI.B.2 of the Market Conduct Rulebook and provide notifications under Rule VI.B.3 of the Market Conduct Rulebook.

### 4.5 Prior Approval

Employees shall obtain written approval from the Compliance Committee prior to taking any of the following actions which are reasonably likely to cause actual or potential conflicts of interest, including but not limited to:

- a) opening, modifying or closing any Virtual Asset positions held directly or indirectly on company account;
- b) increasing or decreasing their shareholding (either held directly or indirectly on their own account) in a legal entity other than Tokinvest;

- c) taking up a directorship in a legal entity other than Tokinvest; or
- d) all additional actions stated by Tokinvest in the policy established under Rule VI.B.1.
- e) Tokinvest may use its corporate funds to take proprietary positions in virtual assets, however, it shall maintain segregation of its own assets from its clients' assets and there will be firewalls and access control restrictions in terms of information available to personnel handling the treasury of Tokinvest;

## 4.6 Disclosure

Tokinvest will, at least every six (6) months, requires employees to notify the Company of:

- a) In relation to all Virtual Asset positions held directly or indirectly on their own account
  - i. a description and the identifier of each Virtual Asset and/or related investments;
  - ii. the size of positions for each Virtual Asset and/or related investments;
  - iii. the nature of the transaction[s]; and
  - iv. transaction history relevant to positions held.
- b) In relation to their shareholding, held directly or indirectly on their own account, or director roles in any legal entities other than Tokinvest
  - i. the full name and place of organization of the legal entity;
  - ii. the purpose of such shareholding and directorship;
  - iii. the shareholding percentage [if applicable]; and
  - iv. full details of any remuneration for such director roles.

If Tokinvest has any information or reason to believe any employees are likely to cause, or has caused, an actual or potential conflict of interest, it will take all necessary actions to ensure such conflict of interest is removed, including but not limited to:

- a) procuring the relevant Board member or Staff to divest the relevant Virtual Asset positions or shareholding;
- b) resign from the board of the other legal entity; or
- c) any other action required to remove the conflict of interest, either with respect to the other Entity or Tokinvest.

## 4.7 Other Measures

- Remuneration policy developed in accordance with group policy.
- Protocols to ensure any substantial gifts, entertainment, hospitality and/or inducement are properly reported.
- Periodic training shall be provided to employees on identification and management of conflicts of interest.

## 5 Recordkeeping

Company maintains a register for conflicts of interest for recording any conflicts and management or remedial measures if taken.

## 6 Review of this Policy

The Human Resources Department will review and update this Manual on a periodic basis.

If there are any material changes to this Manual, the updated Manual shall be circulated to all the relevant stakeholders of Tokinvest .

## 7 Conflicts of Interest Declaration Form

Tokinvest is required to monitor employee circumstances which may pose a potential conflict with securities we deal with. Please complete this questionnaire and disclose the required information.

You also must promptly notify Tokinvest if any information ceases to be true and complete at any time thereafter.

1) Is there any entity or person other than Tokinvest that you expect to:

- i. receive compensation;
- ii. take an active advisory role;
- iii. serve as an employee, officer, director, partner, member, investment committee member or other position similar to any of the foregoing; or
- iv. provide any advice about investments?

Yes. Please provide details below.

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No

2) Are you or any of your immediate family members also officers, directors, partners, members or owners of greater than 5% of the voting securities of a public company or any other company that may be the subject of or relate to any investment or potential investment by Tokinvest that you are presently aware of?

Yes. Please provide details below.

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No

3) Are there any other circumstance or relationship which may create a potential conflict of interest between you and Tokinvest or its clients? If potential conflict is due to a person affiliated to you, please state identity of affiliated person and your relationship with that person.

For the purpose of this questionnaire, persons affiliated to you include your spouse, children, stepchildren, adopted children, parents, step-parents, siblings and step-siblings.

Yes. Please provide details below.

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No



I confirm that the information above is true and complete. I agree to promptly Tokinvest of any changes to the above information or if such information ceases to be true and complete.

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Employee/Contractor's Signature

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Name of Employee/Contractor

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Date