

Neo Custody Ltd.
Conflict of Interest Policy

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1. Purpose and scope

- 1) This conflict of interest Policy (hereinafter referred to as the "Policy") of Neo Custody Limited (hereinafter referred to as the "Company") has been developed in accordance with the AIFC Acts on digital asset activities, the Code of Conduct, and other internal documents of the Company.
- 2) The Policy establishes the general principles for managing conflicts of interest and other activities within the Company related to conflict resolution.
- 3) The Company acknowledges that its officers and employees may have legitimate personal interests outside of their professional duties. However, any conflict between such personal interests and professional duties must be disclosed and managed in accordance with the Policy.
- 4) The Policy applies to all activities of the Company. It is mandatory for all officers and employees of the Company to review and adhere to the Policy upon taking up their positions. In the performance of their duties and the execution of assigned tasks, each officer and employee of the Company must follow the provisions outlined in the Policy.
- 5) The main objectives of the Policy are:
 - a) to establish the Company's fundamental principles regarding conflicts of interest and the requirements for employees and officers to adhere to these principles;
 - b) to define procedures for disclosing information about potential conflicts of interest, mechanisms for decision-making, and behavioral norms for employees and officers in the presence of existing conflicts of interest;
 - c) to provide general information to employees and officers about the measures taken to identify, manage, and resolve conflicts of interest within the Company.
- 6) The Policy is an internal document of the Company and is approved by the decision of the Company's Director and Board of Directors.

2. Definitions and abbreviations

- 1) For the purposes of this Policy, the following key terms and abbreviations are used:

affiliated persons	individuals or legal entities (excluding government bodies exercising control and supervisory functions within their granted authority) that could directly and/or indirectly determine decisions and/or influence the decisions made by one another (or one of the parties), including due to a concluded transaction;
AIFC	Astana International Financial Center
close relatives	parents, children, adoptive parents, adopted children, full and half siblings, grandparents, and grandchildren;
Company	Neo Custody Limited;
conflict of interest	a contradiction between the personal interests of

	officers/employees and their official duties, where the personal interests of these individuals may lead to the failure to perform and/or improper performance of their official duties;
counterparty	an individual or legal entity with whom the Company has entered into or plans to enter into a contract;
CS	the Company's compliance Service;
in-laws	full and half brothers, sisters, parents, and children of the spouse;
officer	a person performing managerial functions;

3. General provisions

- 1) The Policy is aimed at implementing the provisions of the Company's Code of Conduct, which stipulates that one of the essential conditions for employees to effectively perform their duties is the absence of conflicts between the personal interests of employees and officers and their official responsibilities. In the event of such conflicts, they must be promptly disclosed and resolved. The body responsible for resolving conflicts of interest involving employees is the Company's Management Board, while the body responsible for resolving conflicts of interest involving members of the Management Board is the Company's Board of Directors.
- 2) The purpose of the Policy is to enhance the effectiveness of decision-making by ensuring a fair, objective, and independent process that serves the interests of the Company and its Board of Directors. This is achieved by establishing a uniform management system for actual and potential conflicts of interest within the Company and by setting forth requirements for the behavior of employees and officers. Adherence to these requirements will help minimize the risk of decisions being influenced by the personal interests and connections of employees and officers.
- 3) All employees and officers of the Company must conduct themselves in a manner that prevents situations where a conflict of interest could arise concerning themselves (or related persons).

4. Core principles of conflict of interest management

- 1) The Company manages conflicts of interest (prevention and resolution) based on the following key principles:
 - a) principle of legality - the Policy must comply with AIFC Acts and the Company's internal documents;
 - b) principle of protecting the Company's interests - officers and employees are required to make decisions based on AIFC Acts and the Company's internal documents, rather than personal preferences;
 - c) principle of transparency and accountability - open declaration of personal interests and the performance of duties within prescribed procedures form the

basis of ensuring transparency and accountability, which aids in preventing or resolving conflicts of interest;

- d) principle of objectivity and individual considerations - each case of conflict of interest must be reviewed individually, assessing potential risks to the Company, and resolved in a timely manner. Officers and employees should strive to minimize any subjectivity that could distort the true nature of the conflict of interest, including any influence of personal interests and various factors on the process and outcomes of conflict of interest resolution;
- e) principle of confidentiality - strict confidentiality must be maintained from the process of disclosing information about a conflict of interest and the subsequent resolution process to the final decision-making stage regarding the situation in question;
- f) principle of involvement - officers and employees of the Company should be informed about anti-corruption legislation and actively participate in the formation and implementation of anti-corruption standards and procedures, including in the areas of prevention, identification, and resolution of conflicts of interest;
- g) principle of intolerance to conflict of interest - the Company fosters a culture of high intolerance towards conflicts of interest within its work environment. The Company encourages the disclosure of potential conflicts of interest by its officers and employees and promotes an internal culture of open communication aimed at understanding the provisions of this Policy;
- h) principle of leading by example - senior management and other officers serve as personal examples of integrity and ethical behavior, demonstrating a commitment to professionalism and strictly adhering to the requirements of this Policy;
- i) principle of personal responsibility and inevitability of consequences - officers and employees are personally responsible for maintaining a balance between their personal interests and their official duties. They must also be accountable for declaring and identifying their personal interests when performing their duties.

5. Responsibilities of officers and employees in managing conflicts of interest

- 1) The Board of Directors and the Management Board must monitor and, where possible, eliminate potential conflicts of interest at the level of officers, including the misuse of Company property and the abuse of official powers in transactions where there is a personal interest.
- 2) A transaction in which there is a personal interest may be concluded in accordance with AIFC Acts and the Company's internal documents.
- 3) Officers are required to:
 - a) prevent situations that could lead to conflicts of interest;
 - b) refrain from participating in discussions and decisions on matters where they have a conflict of interest;

- c) avoid participating in decision-making related to their own appointment, election, re-election, and compensation;
 - d) timely disclose any existing conflict of interest in writing to the Chairman of the Board of Directors/Chairman of the Management Board and refrain from participating in the decision-making process on the matter, in accordance with the requirements of the Policy;
 - e) provide the Company with information about their affiliated persons as required;
 - f) report any violations of the Policy or potential violations in accordance with the procedures and conditions outlined in the Policy;
 - g) make decisions on business matters and perform their duties in the interest of the Company, without considering personal interests or the interests of close relatives, spouses, or in-laws;
 - h) perform their duties within the scope of their authority and, when representing the Company to third parties, act in a manner that does not harm their own professional reputation, the reputation of other employees, or the Company as a whole;
 - i) avoid situations and circumstances that lead or may lead to conflicts of interest wherever possible;
 - j) promote a culture of intolerance towards conflicts of interest through personal example.
- 4) Employees are required to:
- a) prevent situations that could lead to conflicts of interest;
 - b) refrain from participating in discussions and decisions on matters where they have a conflict of interest;
 - c) inform their immediate supervisor/overseeing manager of any existing conflict of interest in accordance with the requirements of the Policy;
 - d) report any violations of the Policy or potential violations in accordance with the procedures and conditions outlined in the Policy;
 - e) make decisions on business matters and perform their job duties in the interest of the Company, without considering personal interests or the interests of close relatives, spouses, or in-laws;
 - f) perform their job duties within the scope of their authority and, when representing the Company to third parties, act in a manner that does not harm their own professional reputation, the reputation of other employees, or the Company as a whole;
 - g) avoid situations and circumstances that lead or may lead to conflicts of interest wherever possible;
 - h) Notify their immediate supervisor and the CS of any personal interest arising during the performance of their job duties that leads or may lead to a conflict of interest and take measures to prevent any potential conflicts of interest.

6. Procedure and methods for disclosing information about conflicts of interest

- 1) Disclosure of conflicts of interest by company officials must be done immediately in writing, following the format outlined in Appendix No. 1 of the Policy, with a detailed justification and documentary evidence of the existence or occurrence of a conflict of interest. Employees are required to disclose information as soon as a situation arises where personal interest may lead or has led to a conflict of interest. A one-time disclosure is made by filling out a notification form regarding the existence or occurrence of a conflict of interest, according to the format in Appendix No. 2 of the Policy.
- 2) The Company establishes the following procedure for the disclosure (declaration) of conflicts of interest for officials:
 - a) initial disclosure of conflict of interest information upon hiring;
 - b) disclosure of conflict of interest information upon promotion to a higher position or when there is a change in responsibilities;
 - c) annual disclosure of conflicts of interest;
 - d) one-time disclosure of information as situations arise where personal interest may lead or has led to a conflict of interest. This one-time disclosure is made by filling out a notification form regarding the existence or occurrence of a conflict of interest, following the format in Appendix No. 2 of the Policy.
- 3) Concealing and/or untimely, incomplete disclosure of information about the existence of a direct or potential conflict of interest by company officials are causes and conditions for the emergence of corruption risks.

7. Resolution of conflicts of interest

- 1) In the event of a conflict of interest being identified, the manager who received the notification from a Company employee about the existence or occurrence of a conflict of interest, as per Appendix No. 2 of the Policy, shall decide on how to resolve the conflict of interest using one of the following methods:
 - a) the employee renounces their personal interest that is the source of the conflict of interest;
 - b) a prohibition on the employee's use of information that is the object of their personal interest;
 - c) permanent or temporary removal of the employee from discussions and decisions related to matters that create a conflict of interest, either voluntarily or based on an employer's directive;
 - d) modification of the employee's job duties in agreement with the employee;
 - e) transfer of the employee to a position that is not related to the identified conflict of interest, with the employee's consent and in accordance with the procedures established by AIFC rules.
- 2) The manager must inform the employee about the inadmissibility of violating the requirements for conflict of interest resolution, established for the purpose of combating corruption, and warn them of the consequences and responsibility that will apply in case of such violations.

- 3) In cases where an employee fails to disclose a conflict of interest that they are a party to, disciplinary measures will be applied to them.
- 4) If the employee disagrees with the results of the review of the notification about the existence or occurrence of a conflict of interest, or if it is impossible to independently make a decision on the existence of a conflict of interest, determine the scope of arising risks, or choose a method for resolving the conflict of interest, the manager has the right to submit the matter to the CS for consideration. The CS reviews the issue and provides its conclusion within 5 (five) business days.
- 5) If, because of the conflict of interest review, there is a need to develop or amend existing internal Company documents, the CS will recommend that the process owner make the necessary amendments.
- 6) Examples of conflict of interest situations or situations that could lead to a conflict of interest are provided in Appendix No. 3 of the Policy.

8. Responsibility

- 1) Officers and employees are responsible for the implementation of the Policy.
- 2) If violations of the AIFC Acts or this Policy occur during the resolution of a conflict of interest, and such violations result in losses to the Company, the individuals responsible for these violations will be held accountable in accordance with the AIFC Acts.

Declaration of potential conflict of interest

I, (Full name)

commit to strictly adhere to the requirements of the Company's Policy in my activities within the Company and declare the presence or absence of the following potential conflicts of interest:

1. I am a member of the management bodies (supervisory board, board of directors, other management bodies) of legal entities (if yes, please specify the name, excluding the Company's subsidiaries, the management body, and the date of joining the management body)

2. I own (fully or partially) shares and/or stakes in a legal entity (if yes, please specify the name of the legal entity, percentage, or stake)

3. I engage in activities that are compensated on a regular basis: salary, fees, etc. (if yes, please specify the name of the legal entity making the payments, excluding the Company)

4. I engage in activities that are not compensated (if yes, please specify the role/position and the name of the legal entity, excluding the Company)

5. I serve as a manager of a legal entity (if yes, please specify the name of the legal entity and its BIN)

6. I confirm that individuals who are my close relatives, spouse, or in-laws work within the Company's group structure or are affiliated with the Company, its subsidiaries, and dependent organizations (if yes, please specify the individuals' IIN, full names, relationship, the name of the legal entity where the close relatives, spouse, or in-laws work, and their positions)

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7. I confirm that the individuals mentioned in items 1-6 of this declaration are not contractors of the Company, its subsidiaries, or dependent organizations (if they are, please specify IIN, full name, name of the contractor company, contractor BIN, type of activity, and the name of the Company, subsidiaries, or dependent organizations receiving the services).
 8. Other situations or circumstances that lead to or may lead to a conflict of interest (if applicable, please provide detailed written information necessary and sufficient for a comprehensive review and assessment of the situation or circumstances).

I hereby confirm full responsibility for the accuracy of the information provided in this Declaration.

I acknowledge that I am familiar with the conditions of the Company's Policy.

I commit to promptly informing the Company of any conflict of interest that arises, as well as of any changes to the information provided in this Declaration.

Signature _____

Date

Appendix No. 2

To whom _____

(position, Full name)
From _____

**NOTICE
of a conflict of interest**

In accordance with the requirements of the Company’s Policy, I hereby notify the existence or emergence of a personal interest that leads or may lead to a conflict of interest while performing my official duties.

- 1. Circumstances leading to the conflict situation (personal interest):

(describe the situation where a conflict of interest has arisen or may arise, with detailed justification).

- 2. Official duties affected or potentially affected by the personal interest:

(List the specific official duties).

- 3. Measures taken (proposed) to prevent or resolve the conflict of interest:

- 4. List of documents confirming the facts of the existence or emergence of the conflict of interest, as well as the measures taken (or proposed) to prevent and resolve the conflict of interest:

- 1) _____
- 2) _____
- 3) _____
- 4) _____

5) _____

Person submitting the notice

«__» _____ 20__ г.

(signature, Full name)

Situations of conflict of interest

The following situations, which are not exhaustive, are considered as conflicts of interest or situations that may lead to a conflict of interest:

a situation where an official, employee of the Company, or their close relative, spouse, or in-law is a party to a transaction entered into with the Company;

a situation where an official, employee of the Company, or their close relative, spouse, or in-law is an affiliated party to an organization involved in a transaction with the Company;

any commercial or other interest in transactions or projects related to the Company;

a situation where an official, employee of the Company, or their close relative, spouse, or in-law receives compensation in the form of money or other benefits from third parties for performing their professional duties or other services related to their professional duties;

a situation where an official, employee of the Company, or their close relative, spouse, or in-law receives gifts or services related to the performance of their professional duties from individuals under their supervision, except for symbolic gestures of attention and symbolic souvenirs in accordance with generally accepted norms of courtesy and hospitality, or during official and other formal events;

a situation where an official, employee of the Company, or their close relative, spouse, or in-law receives personal discounts or other exclusive advantages from suppliers/potential suppliers that are not available to other officials, employees of the Company, or their close relatives, spouse, or in-laws;

a situation where an official or employee of the Company uses Company property for personal purposes, except in cases where the use of Company property is allowed under the Company's internal documents;

a situation where an official or employee of the Company discloses confidential information obtained in the course of their professional duties, or information whose disclosure could negatively impact the interests of the Company, or uses confidential information related to the Company for personal gain;

a situation where an official or employee of the Company participates in the discussion or decision-making on matters related to their own performance evaluation, reappointment (reelection), compensation, or other issues affecting themselves;

a situation where a candidate is hired by the Company and is a close relative, spouse, or in-law of another employee, provided that either of them has the potential to influence the execution of duties and/or impact career advancement or compensation within the Company;

a situation where officials work together with close relatives, spouses, or in-laws;

a situation where Company employees are directly subordinate to or under the direct supervision of close relatives or spouses;

a situation where an official or employee combines executive and control functions that allow them to use their official duties for personal gain.