



Conflict of Interest Disclosure

Objective

The objectives of this disclosure are to highlight relevant principles on the mitigation of conflicts of interest and to describe expectations on the implementation of conflict of interest mitigating controls.

This Disclosure applies to the entire Group (Shareholder and Subsidiaries), the Bank, (in the case of VARA, shall be VASP), the Board, clients, all Employees (including contractors and authorized agents) and, where applicable, Board members, Senior Management and other relevant persons acting on behalf of the Bank, the investors in accordance with the requirements of the Central Bank of the UAE (CBUAE), Capital Market Authority (CMA, formerly the Securities and Commodities Authority (SCA)), Virtual Assets Regulatory Authority (VARA), and any other applicable regulatory or supervisory authority.

In the event that the Bank cannot avoid conflicts of interest after using all reasonable efforts, it shall ensure that such conflicts of interest are disclosed to its affected clients, and such clients should be fairly treated by it; while ensuring that such transactions involving conflicts of interest do not lead to non-compliance with requirements stipulated by other Regulators such as CBUAE, CMA and the other Authorities applicable to the Bank.

Definition

Business or personal situations may arise that could constitute a conflict of interest, and such conflicts may potentially damage the interests of a Customer or the Bank.

Conflicts arise when the interests of an Employee, Director conflict with the interests of the Bank, a Customer of the Bank or a third party.

Conflicts of interest may be actual, potential or perceived and may arise from personal, financial, professional or commercial relationships involving Employees, Board members, Senior Management, Group entities, customers, investors, related parties or third-party service providers, including activities regulated by CBUAE, CMA and VARA.

Managing Conflicts of Interest

Regulators expect banks to avoid conflicts and manage them fairly, ensuring customers trust the Bank's actions. Banks must identify and manage conflicts in line with their Code of Conduct, and its **Conflict of Interest Policy** demonstrating effective systems and controls to protect customers and the Bank's reputation.

All Related Party Transactions must be carried out at arm's length basis only. The Bank shall manage the Related Party transactions in a manner prescribed in its Corporate Governance Policy read with applicable Regulations of the CBUAE and VARA, and the more stringent of them shall be given effect to for harmonious construction.

If conflicts cannot be avoided, they must be promptly disclosed to clients in accordance with applicable regulatory requirements, and to the extent that the affected client's interests can be sufficiently protected, manage and minimise such conflict by adopting appropriate measures to ensure fair treatment to its affected client, including establishing and maintaining information barriers to separate Staff into different teams and including obtaining customer acknowledgement or consent where required.

Employees should be vigilant about potential conflicts of interest and avoid compromising their judgment and integrity. They should recognize potential conflicts and inform their Line Manager and Compliance if they become aware of any or have suspicions of a potential conflict of interest.

Compliance with Legal and HR will assess a conflict's management, including ceasing activity, obtaining consents, and implementing Chinese wall procedures, if necessary.

The Bank shall identify, assess, prevent, manage and monitor conflicts of interest arising from its regulated activities, including banking, investment and financial services, portfolio management, promotion and introduction activities, custody services, Virtual Asset activities, personal account dealings and related-party arrangements, where applicable. Appropriate mitigating measures shall be implemented, including segregation of duties, information barriers, independent review, restrictions on participation in decision-making and other controls proportionate to the nature and materiality of the identified conflict.

Where a conflict cannot be adequately managed to protect the interests of customers or investors, the Bank shall refrain from undertaking or continuing the relevant activity or arrangement, where required by applicable regulations. Employees should avoid conflicts of interest, especially in situations that pose higher reputational risk, as highlighted in the subsections below.

- The Bank's Anti-Bribery and Corruption Policy mandates employees not to solicit cash or cash equivalents, accept gifts over a certain threshold, or accept meal or travel invitations unless there is a banking-relationship purpose.
- Employees are prohibited from working with any other party that negatively or adversely affects their performance during their Bank-employed activities.
- Employees must not be in a managerial or subordinate relationship with closely related persons.
- Employees must disclose all outside businesses or interests, including being a Director or Company Secretary in another entity, holding over 1% ownership in a listed company, or owning a private company.
- Employees and relevant Board members must disclose any personal, financial or professional interests that may create an actual, potential or perceived conflict in relation to the Bank's regulated activities, including external directorships, related-party transactions, investments and personal Virtual Asset holdings, where applicable.
- Employees and Board members subject to specific regulatory requirements must comply with applicable restrictions, prior approval requirements and periodic declarations relating to personal account dealings, Virtual Asset positions, outside shareholdings and directorships.
- Board members must disclose material interests in transactions or arrangements involving the Bank and comply with applicable requirements concerning participation in discussions, voting



and decision-making; by ensuring they disclose their interest with the agenda at the commencement of the meeting ; and recuse themselves from participation in discussion and abstain from voting or influencing internally or externally the decision making process

In case of decision making by passing of Circular Resolution the Board Secretary shall exclude the Interested Party from the circulation process and voting process to ensure fairness in the process followed for obtaining approvals, such exclusions of directors in meetings of the Board and its Committees shall duly be recorded in the Minutes of the meeting.

Disclosure of Conflict of Interest

Employees must disclose potential conflicts of interest during onboarding and after, with each disclosure reviewed and assessed to mitigate risks and prevent potential issues.

The Bank acknowledges that some conflicts of interest may not be avoidable, but they can be accepted as long as they are properly managed and subject to applicable regulatory restrictions, approvals and disclosure obligations.

The following steps should be adhered to for the adequate management of conflicts of interest risk:

- Employees must inform their Line Manager of any conflict or perceived conflict within a reasonable timeframe, considering the potential severity of the risk, and in writing.
- Once submitted, the Line Manager shall forward the disclosed conflict of interest to Compliance, Legal and People & Culture, without delay.
- The disclosed conflict of interest will be evaluated jointly by Compliance, Legal, and Human Resources, prioritizing risk analysis and employee impact.
- The declaring Employee will be informed of the outcome of the decision regarding the declared conflict of interest by their Line Manager.
- Copies of the declaration and outcome shall be saved by People & Culture in the Employee's staff file.
- All actual, potential or perceived conflicts of interest arising from the Bank's regulated activities shall be appropriately documented, assessed and recorded in the Bank's Conflict of Interest Register, as applicable, including the nature of the conflict, parties involved, mitigating measures, relevant approvals and resolution status.
- Where required under CBUAE, CMA, VARA or other applicable regulatory requirements, relevant Employees and Board members shall provide periodic declarations of personal investments, Virtual Asset holdings, external interests, shareholdings and directorships.
- Any material or unresolved conflict shall be escalated to Compliance and the appropriate governance authority for further assessment and determination of suitable mitigating measures.
- Where a conflict affects the interests of customers or investors and cannot reasonably be avoided, appropriate disclosure shall be made to the affected parties, and written acknowledgement or consent shall be obtained where required by applicable regulations.



- Employees must promptly disclose any material changes to previously declared conflicts of interest and comply with any additional regulatory notification, approval or reporting obligations applicable to their roles and activities.

It is important to note that all disclosure information and the disclosure process in general shall be treated in confidence and without any bias towards the disclosing Employee, subject to applicable regulatory disclosure, reporting, investigation and recordkeeping requirements.

This Conflict of Interest Disclosure shall be read in conjunction with the Bank's Code of Conduct, Conflict of Interest Policy and all applicable laws, regulations, rules and standards issued by CBUAE, CMA, VARA and other relevant regulatory authorities. Where additional or more stringent regulatory requirements apply, the Bank and relevant individuals shall comply with those requirements.

Declaration of Independence when conducting virtual asset activity: the Bank shall not receive fees, commissions or any benefits, paid or provided (whether directly or indirectly) by any Entity other than the end client in relation to the provision of services related to such virtual asset activity to clients; and the Bank shall not have any close links or other legal or economic relationships with third parties which are likely to impair its independence to favour a particular third party in relation to its provision of services related to such virtual asset activity.

Personal Account Dealings, Virtual Asset Positions and External Interests

For this section, references to the Bank mean the relevant entity subject to VARA regulation as a VASP. "Board members" and "Staff" shall have the meanings applicable under the VARA Rulebooks, and as described in this Conflict of Interest Disclosure Policy as Director and / or Employee. These requirements supplement, and do not replace, the conflict-of-interest requirements of the VARA Company Rulebook or any other applicable regulatory obligations.

1. Governance and monitoring

The Bank shall establish, implement and maintain policies and procedures governing and monitoring the personal transactions, positions and external interests of its Board members and Employees, to promote fair and transparent markets, prevent conflicts of interest and ensure compliance with applicable Regulations, Rules and Directives.

These procedures shall, at a minimum, be as follows:

- (a) the Virtual Assets in which Board members and Employees are prohibited from transacting, holding positions or maintaining other economic interests;
- (b) the legal entities in which Board members and Employees are prohibited from holding shareholdings or directorships; and
- (c) the Legal / Compliance department shall provide prescribed forms and procedures for obtaining prior written approval and submitting periodic notifications under this section.

Compliance shall administer these requirements through approved declaration and pre-clearance forms, restricted-interest schedules and appropriate monitoring arrangements. An Interested Person shall not approve their own application or participate in or influence its assessment or approval. Any assessment or approval involving a conflicted reviewer shall be

referred to an alternative unconflicted authority under the Bank's approved governance framework.

Prior written approval

All Board members and Staff shall obtain written approval from the Bank before undertaking any of the following actions where the action is reasonably likely to cause an actual or potential conflict of interest:

- (a) opening, modifying or closing any Virtual Asset position held directly or indirectly on their own account;
- (b) increasing or decreasing any shareholding held directly or indirectly on their own account in a legal entity other than the Bank;
- (c) taking up a directorship in a legal entity other than the Bank; or
- (d) undertaking any additional action designated as requiring prior approval in the policies and procedures established under paragraph 1.

Approval requests shall be submitted using the prescribed form and shall disclose sufficient information to assess the proposed action, relevant interests and potential conflicts. No action requiring approval shall be undertaken until written approval has been issued by the appropriate unconflicted authority and any approval conditions have been satisfied. Silence, a pending application or a previous periodic declaration shall not constitute approval.

Approval shall not authorise an otherwise prohibited interest or activity, override applicable regulatory restrictions or replace any additional Board, regulatory or other approval required under an applicable regime. Where it is unclear whether an action requires approval, the person shall refer the matter to Compliance before proceeding.

Periodic notifications and declarations

The Bank shall require all Board members and Employees, at least once every six (6) months, to submit a written notification of the following interests using the prescribed declaration form:

Virtual Asset positions

For all Virtual Asset positions held directly or indirectly on Director and / or employees own account:

- (a) a description and identifier of each Virtual Asset and/or related investment;
- (b) the size of each position;
- (c) the nature of the transaction or transactions; and
- (d) the transaction history relevant to the positions held.

External shareholdings and directorships

For shareholdings held directly or indirectly on their own account, and director roles, in legal entities other than the Bank:

- (a) the full name and place of organisation of each legal entity;
- (b) the purpose of the shareholding and/or directorship;
- (c) the shareholding percentage, where applicable; and

(d) full details of any remuneration for the director role.

These notifications shall not be limited by a monetary or percentage threshold unless an applicable regulatory provision expressly permits such limitation. In particular, the Bank's general 1% listed-shareholding declaration threshold shall not restrict the notifications required by this section.

As additional Bank controls, persons with no reportable interests shall submit a nil declaration, and all relevant persons shall promptly notify Compliance of material changes or newly identified conflicts between periodic reporting dates. Periodic notification shall not replace prior written approval or prompt conflict disclosure. Any more frequent declaration requirement under another applicable regime, including applicable quarterly Board declarations, shall also be observed.

4. Removal of conflicts

Where the Bank has information or reason to believe that a director or employee is likely to cause, or has caused, an actual or potential conflict of interest, the Bank shall take all necessary actions to ensure that the conflict is removed.

Such actions may include procuring that the relevant person:

- (a) divests the relevant Virtual Asset positions or shareholding;
- (b) resigns from the board of the other legal entity; or
- (c) takes any other action required to remove the conflict, whether in relation to the other entity or the Bank.

Compliance and Legal shall coordinate the assessment and the appropriate unconflicted authority shall determine and document the required action, responsibility and completion arrangements. Interim restrictions, including exclusion from affected decisions and restrictions on dealing or information access, shall be imposed as necessary while removal is implemented. Disclosure, client consent, information barriers or voting abstention alone shall not be treated as sufficient where the conflict must be removed under this section.

The Bank shall monitor implementation and retain evidence that the conflict has been removed. Failure to comply shall be escalated promptly and addressed under the Bank's disciplinary, contractual and governance procedures, subject to applicable law and regulatory obligations.

Written notification of obligations

The Bank shall notify all Board members and Staff in writing of their obligations under VARA Market Conduct Rulebook VI.B before the start of their employment by the Bank. For Directors, the Bank shall provide the written notification before appointment or commencement of Board duties as an additional implementation control.

The notification shall explain applicable prohibitions, prior-approval requirements, periodic reporting requirements, prescribed forms, monitoring arrangements and required conflict-removal measures. The Bank shall obtain and retain a written acknowledgement of receipt and understanding as an internal control; such acknowledgement shall not replace compliance with the underlying obligations.

**Records and policy integration**

Compliance shall retain declarations, prior-approval requests and decisions, supporting position and transaction information, monitoring results, written notifications and acknowledgements, and conflict-removal evidence in accordance with the applicable retention schedule and confidentiality controls.

Any actual or potential conflicts identified shall be entered in the mandatory detailed Conflict of Interest Register, with the parties and interests involved, assessment, approvals, restrictions, remedial actions, accountable owner and resolution evidence. The register shall support the requirements of VARA Company Rulebook II.C.3 and shall not replace the detailed underlying holdings and transaction records required to implement this section.

This section shall be read together with the Bank's declaration-of-interests, personal account dealing, external appointments, Board exclusion, client disclosure and recordkeeping provisions. The six-monthly notifications under VARA VI.B shall operate alongside and not replace the applicable CBUAE, CMA and Company Rulebook obligations.