GCI FINANCIAL LIMITED

Conflict of Interest Policy

October 2024

Version 4.0

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1. Introduction

This Conflict of Interest Policy and Procedure ("Policy") is established to ensure that all employees, officers, and board members of GCI Financial Limited ("GCI") act in the best interest of the Firm and avoid any conflicts of interest that may compromise their judgment or objectivity. This Policy outlines the principles and procedures to identify, disclose, and manage conflicts of interest effectively.

The Compliance Officer shall have the responsibility to ensure that all relevant persons comply with this policy and identify any breaches. Any person breaching this policy may be subject to relevant disciplinary measures deemed necessary and appropriate pertaining to the severity and consequences resulting of the breach.

Staff are accountable for reading, understanding and complying with the standards and processes contained in this policy. Staff are encouraged to bring any situations where significant conflicts of interest exist

2. Definition of Conflict of Interest

A conflict of interest arises when an individual's personal interests, relationships, or activities interfere with their ability to act in the best interest of the Firm. This includes situations where an individual's actions, decisions, or relationships could improperly influence their judgment, objectivity, or ability to perform their duties impartially.

3. Identification of Conflicts of Interest

It is the responsibility of every individual associated with GCI to promptly identify and disclose any actual, potential, or perceived conflicts of interest. Examples of conflicts of interest may include, but are not limited to:

a) Financial interests: When an individual or their immediate family members have a financial interest in an organization that may directly or indirectly compete with or benefit from the Organization's activities.

b) Personal relationships: When an individual has a personal relationship with a current or potential vendor, client, employee, or any other party that could influence their decision-making.

c) Outside activities: When an individual engages in activities, such as consulting, employment, or volunteer work, that may conflict with their responsibilities to the Organization.

d) Gifts and favours: When an individual receives gifts, favours, or other benefits that could influence their judgment or compromise their impartiality.

4. Guiding Principles

All relevant persons subject to this Policy shall adhere to following principles and practices to avoid conflict of interest at all points:

a) To maintain high standards of integrity in the conduct of business at all times.

b) To ensure to communicate relevant policies, procedures and code to all concerned parties.

c) To ensure fair treatment of clients and not to discriminate amongst them;

d) To ensure that GCI's personal interest does not, at any time conflict with our duty towards our clients and clients' interest shall always takes primacy in our services delivery to our clients

e) To make appropriate disclosure to the clients of possible source or potential areas of conflict of interest which would impair our ability to render fair, objective and unbiased services;

f) Endeavour to reduce opportunities for conflicts through prescriptive measures such as through information barriers to block or hinder the flow of information from one department/ unit to another, etc.;

g) Not to deal in securities while in possession of material non published information;

h) Not to communicate material non published information while dealing in securities on behalf of others;

i) Not to contribute in manipulating the demand for or supply of securities in the market or to influence prices of securities;

j) Not to provide incentive structure that encourages sale of products not suiting the risk profile of clients;

k) Not to share information received from clients or pertaining to them, obtained as a result of our dealings, for our personal interest.

5. Personal Account Dealing

It is GCI's policy not to permit personal account dealing by staff members.

6. Disclosure of Conflicts of Interest

Upon becoming aware of a potential conflict of interest, the individual must disclose the conflict promptly to the Board of Directors or the Compliance Officer by completing the Conflict of Interest Disclosure Form (Annexure II). The disclosure should include all relevant details regarding the nature and extent of the conflict. GCI shall maintain confidentiality and handle all disclosures in accordance with applicable laws and regulations. All interests disclosed shall be recorded in the Register of Interest (Annexure I).

7. Evaluation and Management of Conflicts of Interest

Upon receipt of a conflict of interest disclosure, the Board of Directors shall evaluate the situation and determine the appropriate course of action. The evaluation may involve reviewing relevant documentation, consulting with legal counsel, and considering the potential impact on GCI and its stakeholders.

Based on the evaluation, GCI may implement one or more of the following measures to manage conflicts of interest:

a) Recusal: The individual with the conflict of interest may be required to recuse themselves from decision-making processes, discussions, or activities related to the conflict.

b) Third-party involvement: GCI may involve independent third parties to evaluate and provide recommendations on the management of the conflict.

c) Modification of responsibilities: The individual's responsibilities may be modified to mitigate or eliminate the conflict.

d) Divestment: In cases where a financial conflict of interest exists, the individual may be required to divest their interest or take appropriate measures to minimize the conflict.

e) Monitoring and oversight: GCI may implement monitoring and oversight mechanisms to ensure compliance with the Policy and prevent any misuse of information or authority.

8. Annual Conflict of Interest Disclosures

All employees, officers, and board members shall be required to provide an annual conflict of interest disclosure. This disclosure will serve as a reminder for individuals to reassess and update their disclosures as necessary. A Conflict-of-Interest Disclosure Form is attached in Annexure II.

9. Consequences of Non-Compliance

Failure to comply with this Policy may result in disciplinary action, including but not limited to reassignment of duties, suspension, termination of employment, or removal from the board of directors, as appropriate. In addition, legal action may be pursued if any violations are found to be unlawful.

10. Policy Review

This Policy shall be reviewed periodically to ensure its effectiveness and alignment with applicable laws and best practices.

Annexure I – Register of Interest

Date	**Name of Employee/Director/Officer**	**Nature of Conflict**	**Actions Taken**	**Impact on Client(s)**

Annexure II – Conflict of Interest Disclosure Form

Name of Employee/Director/Officer
Date
Disclosure of Potential Conflict of Interest 1. **As per your knowledge, do you have any interests (as defined in our Conflict-of-Interest Policy) that you are required to declare?** 2. **If yes, please provide details and nature of such interest (if financial, provide the exact or estimated amount)** 3. **From your perspective, does this interest conflict with your position/function within our organization and/or with the interest of any of the GCI's clients?** 4. **If yes, please outline any preventive/remedial actions taken to manage this conflict of interest.**
By signing this form, I declare that all information provided therein are, to the best of my knowledge, true and accurate. In case I become aware of any changes to the information provided therein or any matter which ought to be included therein, I undertake to promptly notify the Compliance Officer of same. **Signature**