Mynt
FINANCE FOR ALL

CONFLICT OF INTEREST POLICY

I. OBJECTIVE

This Conflict of Interest Policy (this "Policy") ensures the highest standards of integrity and transparency of **Mynt, Inc.** (the "Company"). This Policy aims to protect the interests of the Company, its employees, and stakeholders by identifying, disclosing, and managing any actual or potential Conflicts of Interest that may arise in the course of business operations. The primary objectives of this Policy are as follows:

a. Define what constitutes a Conflict of Interest within the Company;
b. Establish procedures for disclosing potential Conflicts of Interest;
c. Provide a framework for managing and mitigating Conflicts of Interest;
d. Ensure compliance with legal and regulatory requirements related to Conflicts of Interest; and
e. Promote a culture of ethical behavior and decision-making.

Unless the applicable laws require otherwise, notwithstanding anything else herein, nothing herein shall substantively limit or restrict the rights or expand the obligations or liabilities of any shareholder or the director of the Company nominated by such shareholder under its Articles of Incorporation and By-Laws, or as agreed by shareholders or between any shareholder and the Company.

II. SCOPE AND LIMITATIONS

This Policy applies to all employees, contractors, including organic consultants and project hires seconded to or engaged on a full-time basis, and members of the Board of Directors (the "Board") (collectively referred to as "Covered Persons") of the Company. This Policy encompasses all business activities, decisions, and relationships that may give rise to a Conflict of Interest. It is designed to address Conflicts of Interest at all levels and in all types of transactions.

This Policy does not cover Conflicts of Interest that are purely personal and do not impact the business operations of the Company. It also does not replace any specific Conflict of Interest provisions that may be outlined in contracts or regulatory guidelines specific to certain roles within the Company. This Policy excludes Conflict of Interest processing in relation to hiring and recruitment processes (*Please refer to Hiring Policy for Regular Employment)*.

III. DEFINITIONS

Term/ Abbreviations	Definition
Close Personal Relations	Include close personal friends and other social and fraternal connections.
Code of Conduct	Refers to the set of guidelines designed to set out acceptable behaviors for employees of the Company.
Code of Ethics and Business Conduct	Provides guidance and direction for the Mynt Group's Personnel in their relationships with each other and with the Mynt Group's customers, shareholders, Business Partners, regulators, and the public.

Term/ Abbreviations	Definition
Confidential Information	Refers to information that should only be available to a limited group of people. Disclosure of confidential information may lead to a breach of business secrecy or a customer's privacy. In addition, improper or unauthorized use of such information could infringe the ability of the operating units to carry on their day-to-day work activities. It may be detrimental to the reputation of the company. Financial losses may also occur as a result of unauthorized disclosure, modification, loss, destruction.
Conflict of Interest	Refers to a situation where a Covered Person has or possibly may have a personal or pecuniary interest divergent or in conflict with their professional obligations, or where financial or personal considerations may compromise or have the appearance of compromising, the Covered Person's judgment in the administration, management, decision-making, and discharge of their official functions.
Disclosure	Refers to the act of informing relevant parties about a potential Conflict of Interest.
Dual Relationships	Refers to a situation in which Covered Persons engage in a secondary relationship with a teammate, colleague, supervisor, client, or vendor that goes beyond the primary professional relationship. This could include any significant social, familial, or financial relationships and connections that may influence the employee's objectivity and professional judgment.
Existing Conflict of Interest	Refers to situations where a Covered Person's personal interests or relationships currently interfere with their ability to perform their professional duties objectively and impartially.
Family Relations	Include relatives within the third civil degree of affinity or consanguinity, legitimate or common-law.
HR Business Partners	Ensure decisions are fair, consistent, and compliant with policy and alignment with labor requirements. Coordinate with SMEs and Group Heads regarding employee concerns and issues. They handle the overall case management process and likewise support managers and employees alike in the day-to-day concerns regarding human resources matters.

Term/ Abbreviations	Definition
Insider Trading	Refers to the illegal act or practice of an insider (as defined in relevant laws) or persons enumerated in the Company's Policy on Insider Trading and Dealings in Securities who are buying or selling the Company's securities while in possession of material non-public information about the Company or its security. It involves trading based on confidential information not available to the public to gain unfair advantage.
Mynt Group	Consists of the Company and its subsidiaries (e.g., G-Xchange, Inc., Fuse Financing Inc., Ryse, Inc., BlockG Virtual Assets, Inc., Sprynt Solutions Pte. Ltd. and Electronic Commerce Payments (EC Pay) Inc.)
Nepotism	Refers to the appointment or hiring of a relative within the third civil degree of affinity or consanguinity by appointing or recommending authorities or persons to ensure merit-based hiring.
Pecuniary Interest	Refers to a financial stake in a matter or transaction. A Covered Person with a pecuniary interest stands to directly gain or lose money from an outcome, which often serves as the basis for recusal or conflict-of-interest claims.
Personal Interest	Refers to any benefit or advantage to the individual or their close relations that may influence decision-making on work-related matters.
Potential Conflict of Interest	Refers to a situation where the Covered Person's personal interests or relationships could improperly interfere or influence the impartial performance of their professional duties and responsibilities. This includes any scenario that could reasonably be perceived as compromising an employee's impartiality.
Officers	Refer to (a) President, CEO, Treasurer, CFO, Corporate Secretary, and Assistant Corporate Secretary; (b) Other officers mentioned in the By-Laws and appearing in the Company's General Information Sheet; and (c) Other officers not mentioned in the foregoing but are members of the Leadership Team.
Recusal	Refers to the act of abstaining from participation, deliberation, and/or voting in a decision or action due to a Conflict of Interest.
Third Party / Partners	Refers to an external person or entity that interacts with the Company.

Term/ Abbreviations	Definition
Whistleblower	Refers to the employee who makes a report about any suspected or actual wrongdoings defined as reportable conditions, and has a reasonable belief that the information is true at the time of reporting. Reporting has to be made to the official whistleblowing channels of the Company.

IV. ROLES AND RESPONSIBILITIES

Role	Responsibilities
Employee, Directors, Contractors	● Discloses any potential Conflicts of Interest concerning oneself or may be other employees ● Complies with this Policy and procedures ● Provides feedback on the implementation of this Policy and procedures
Immediate Supervisor	● Monitors team members for Potential Conflicts of Interest ● Ensures team compliance with this Policy and procedures ● Reports potential and/or ongoing conflicts to PPG
People & Purpose Group (“PPG”) and Chief Compliance Officer (“CCO”)	● Evaluate disclosed conflicts by employees (to be handled by PPG) and directors (to be managed by the CCO) and provide recommendations for managing conflicts. ● Develop and maintain this Policy.
Group Heads	● Evaluates disclosed conflicts and provides recommendations for managing conflicts. ● Reports potential and/or ongoing conflicts to PPG

V. POLICIES

Every Covered Person is enjoined to exercise utmost discretion, prudence, and mature judgment in the discharge of their duties and responsibilities to avoid Conflict of Interest situations or any appearance thereof.

It is every Covered Person’s responsibility to protect the interests and integrity of the Company and to maintain the highest standards of conduct when performing their duties and responsibilities, and in entering into, negotiating, or procuring transactions for and on behalf of the Company.

1. Conflict of Interest Situations

Conflict of Interest situations shall include, but are not limited to the following:

1.1. Being in an official capacity to negotiate, procure, endorse, or approve a transaction for and on behalf of the Company, either by themselves or through a middleman or agent, (a) with a person, or a company where the controlling interest is held by a person who is the spouse of the Covered Person or is related to the Covered Person within the fourth degree of affinity or consanguinity, or (b) with one who is the Covered Person's former employer within two (2) years prior to the date of the transaction in question;

1.2. Otherwise directly or indirectly having financial or pecuniary interest in any business, contract, or transaction in connection with which the Covered Person has the occasion to intervene or take part in their official capacity, or which will require their endorsement or approval;

1.3. Outside Employment and/or personally held directorships outside of the Company, except as disclosed by the Covered Person and approved by their Group Head;

1.4. Access to sensitive information which may be of value to a person or a company where the controlling interest is held by a person/s, (a) who is the spouse of the Covered Person or related to the Covered Person within the fourth degree of affinity or consanguinity, or (b) who or which is the Covered Person's former employer within two (2) years prior to the date of the transaction in question;

1.5. Having a spouse or a relative within the fourth degree of affinity or consanguinity with individuals in the employ of competitor companies or business partners; and

1.6. Such other instances analogous to the foregoing.

2. Disclosure of Conflicts of Interest

2.1. Disclosure and Reporting Lines

2.1.1. Annual Reporting

Annually, PPG shall remind all Covered Persons that they are required to complete a Conflict of Interest Disclosure Form in a timely manner to help identify new conflicts that may have developed over time and ensure ongoing compliance.

2.1.2. Prompt Reporting

Covered Persons shall disclose potential Conflicts of Interest within three (3) business days from discovery, to allow the Company to address issues proactively.

2.1.2.1. Disclosure of Conflict of Interest shall require submission of an online disclosure form and must be filled out with detailed information about the potential conflict. This form should include the nature of the conflict, parties involved, and any relevant financial interests as applicable. In case that online disclosure form is unavailable, Covered Persons shall submit an email to their HR Business Partner. In the case of directors, they shall disclose their Conflicts of Interest via email to the CCO.

2.1.2.2. The disclosure form shall be submitted to the PPG for initial review. The PPG shall endorse or consult other internal groups for further assessment and recommendations.

2.1.2.3. Only HR Business Partners and HR Governance shall have access to the disclosure form for employees. Any request for access not included in these teams shall require approval from the CPO.

2.1.2.4. If the online disclosure form is inaccessible, employees shall promptly report their conflicts of interests via an email declaration addressed to the CPO thru the HRBP.

Failure to disclose a Conflict of Interest may result in disciplinary action, which may include termination of engagement or Employment, in accordance with the Company's Code of Conduct. The failure to disclose the existence of a Conflict of Interest situation is deemed an actionable offense as physical or pecuniary damage to the Company is not an element of this offense; rather, the penalty seeks to address the breach of the Covered Person's duty of utmost loyalty, integrity, and honesty in all acts.

The People and Purpose Group shall maintain a comprehensive log of all disclosed Conflicts of Interest made by employees while the CCO shall maintain the same for disclosed Conflicts of Interest made by other Covered Persons. These logs shall be reviewed periodically to ensure that conflicts are being managed effectively.

This disclosure requirement shall specifically apply to transactions between the Company and any enterprise owned by, or in which there is a pecuniary interest on the part of, any Family or Close Personal Relations of the Covered Person.

The CCO or the PPG and internal teams, as applicable, shall assess whether the conflict is material, meaning it could significantly impact business operations or decision-making processes. Minor conflicts may be noted but require no further action.

The employee will be informed of the decision and any required actions to manage the conflict. This communication will be documented and included in the employee's file. In the case of directors, Conflicts of Interests relating to related parties shall be documented in accordance with the Company's Related Party Transactions Policy. All other Conflicts of Interests of the directors shall be managed in accordance with the Company's Manual on Corporate Governance, Board Charter, or other Company policies.

Follow-up reviews may be conducted to ensure ongoing compliance and to address any changes in the situation. This may involve periodic check-ins or additional disclosures if circumstances change.

2.2. RPT Materiality and Approval

Transactions that will breach the materiality thresholds provided in the Company's Related Party Transaction ("RPT") Policy shall be disclosed to the RPT Committee and presented to the Board for approval before completion or execution of the transaction.

2.3. Immediate Reporting of Offers to Influence

In accordance with Mynt's Anti-Bribery and Anti-Corruption Policy, Covered Persons must immediately report any offer or Gift of any value given to them or their Family Relations with a view to get favors or to influence business recommendations, proposals, or decisions affecting the Company or any of its subsidiaries or affiliates.

2.4. Pre-Engagement Requirements for Partners

Partners of the Company shall be made to sign their conformity to this Policy as a pre-condition to the engagement of their services. This shall include the accomplishment of the annual disclosure form.

3. Managing Conflicts of Interest

3.1. Management of Pre-Existing Conflicts in Candidates

All employees for hiring or engagement must disclose pre-existing Conflict of Interest situations. PPG and/or the line requisitioner shall be responsible for requiring such disclosure from the candidate. Assessments and clearances shall be discussed and resolved in accordance with PPG's internal procedures.

All nominee directors shall undergo a screening process in accordance with Mynt's Policy on Board Nomination and Training. This shall include the disclosure and assessment of pre-existing conflicts of interests, if there are any, of the nominee directors.

3.2. The Company, through the CCO, PPG, and/or relevant Group Heads, as applicable, shall assess the materiality of disclosed conflicts to determine their potential impact on business operations. Further investigations may be warranted for identified conflicts of interest depending on the level of severity of the associated risks.

3.2.1. Directors and employees shall not take part in any transaction of the Company with any enterprise with which they have personal or pecuniary interest. This prohibition extends to participation in the negotiation and approval of the transaction and to its implementation. In the case of the directors, they shall strictly comply with the provisions of the Board Charter.

The same rule shall be observed in the case of transactions between the Company and any enterprise owned by Family or Close Personal Relations of a director or employee of the Company, or in which such Family or Close Personal Relations have pecuniary interest.

3.2.2. Directors and employees with a disclosed Conflict of Interest shall be required to recuse themselves from related decision-making processes.

3.2.3. In cases where recusal is insufficient, employees may be reassigned to different duties to avoid conflicts. This can include transferring an employee to another project or department.

3.3. All decisions and actions taken to manage Conflicts of Interest must be thoroughly documented. This documentation shall include the rationale for decisions and steps taken to address the conflict, and approved by the employee's Division or Group Head and respective HR Business Partner. In case of the Company's directors, recusals and management of Conflicts of Interests shall be documented in the minutes of the meetings.

3.4. Directors and employees shall avoid actions that could be perceived as Conflicts of Interest, even if no actual conflict exists. This includes situations where there might be an appearance of impropriety.

3.5. Directors and employees shall not take as their own any business opportunity that belongs to the Company.

3.6. Management of Ongoing Conflicts for Existing Covered Persons

A Covered Person must not put himself in a Conflict of Interest situation. In the event a Covered Person finds himself in such a situation, he should disclose the same to the CCO, PPG, or his Immediate Superior or Group Head, whichever is applicable.

3.6.1. Approval must be sought by the Covered Person depending on his/her level in the organization, as follows:

3.6.1.1. For employees: Approval must be given by the CPO or his/her Authorized Representative and the employee’s Group Head.
3.6.1.2. For Officers except the President and CEO: Approval must be given by the CCO, CPO and President and CEO.
3.6.1.3. For the President and CEO: Approval must be given by the Board of Directors.
3.6.1.4. For the directors: Approval must be given by the Chairman of the Board.
3.6.1.5. For the Chairman of the Board: Approval must be given by the remaining directors.

3.6.2. Should the aforementioned approving authorities find the Conflict of Interest situation acceptable, the Covered Person may continue in his/her current function with the appropriate safeguards set in place by the Board or Group Head, as applicable.

3.6.3. Should at any point in the above process, the above-mentioned reporting authorities find the conflict situation unacceptable, the Covered Person and/or the involved parties including the Group Heads and PPG, will be afforded one (1) month to cure the situation by seeking reassignment/redeployment opportunities (if applicable) to functions where the same conflict would not exist, or by the Covered Person’s related party’s own relinquishment or removal from the situation giving rise to the conflict. In such an event, the Covered Person may continue in his Employment or engagement under his new assignment with the appropriate safeguards set in place, as needed.

3.6.4. Should the conflict situation remain after the above one (1) month period, the curing period shall be agreed upon between the Covered Person and the involved parties.

3.7. Principles on Handling Discovered Conflicts

Declared Conflict-of-Interest situations shall be addressed consistent with the provisions of this Policy except as the punitive part thereof.

Undeclared conflict situations discovered after the implementation of this Policy shall be treated as a case of failure to disclose the existence of a Conflict of Interest situation or dishonesty of the Covered Person.

3.8. Violations of conflict management procedures will result in appropriate disciplinary measures, up to and including, but not limited to, suspension and termination, following the Company's Code of Conduct (for employees) or Manual on Corporate Governance (for directors). This includes cases where employees or directors attempt to conceal conflicts.

4. Nepotism and Personal Relationships

4.1. All Employment or engagement decisions shall be based solely on merit, qualifications, and business needs. Personal relationships should not influence hiring, promotion, appointment, election or other Employment actions.

4.1.1. Directors and employees shall disclose any personal relationships with colleagues, subordinates, or supervisors that could influence their professional responsibilities. This includes familial, romantic, and business relationships.

4.1.2. Individuals in a Family or Close Personal Relations should not supervise one another. In such cases, alternative reporting lines may be established to avoid conflicts.

4.1.3. The Company shall ensure that all employees are treated fairly, regardless of their personal relationships. This includes conducting regular employee surveys and feedback platforms to detect any favoritism or bias.

4.2. Conflicts arising from personal relationships will be managed discreetly to protect employee privacy while ensuring the Company's integrity.

4.3. Covered Persons shall not take part in any transaction of the Mynt Group with any enterprise owned by Family or Close Personal relations, or in which such relations have a pecuniary interest.

5. Insider Trading and Confidentiality

5.1. In accordance with the Company's Policy on Insider Trading and Dealings in Securities and relevant laws, Covered Persons must not use confidential information obtained through their position or Employment for personal gain, including trading on insider information.

5.1.1. Insider trading is strictly prohibited and subject to severe penalties as provided by Company policies and existing laws. Covered Persons found engaging in such activities will face immediate disciplinary action.

5.2. Protection of Confidential Information

Confidential information shall be protected at all times, whether in digital or physical form. This includes all Company data, financial records, and strategic plans.

5.2.1. Unauthorized disclosure of confidential information is a serious offense and will result in disciplinary action, up to and including, but not limited to, suspension and termination, following the Company's Code of Conduct, Manual on Corporate Governance, and other relevant Company policies.

5.2.2. All Employees shall sign confidentiality agreements upon hiring or engagement and when accessing particularly sensitive information.

5.2.3. Legal Handling of Insider Trading Cases

Cases of insider trading will be handled by legal counsel, who will ensure that the Company complies with all legal requirements and pursues appropriate action against offenders.

5.2.4. Refer to Mynt's Information Security Policy for further details on proper procedures and guidelines.

6. Vendor Relationships

6.1. Disclosure of Financial Interests

Covered Persons shall disclose any financial interests they or their Family Relations have in organizations and/or institutions with which the Company conducts business. Directors shall disclose financial interests in accordance with the Company's Related Party Transactions Policy.

6.2. Vendor selection must be based on objective criteria set forth in the Procurement and Vendor Management Policy.

6.2.1. Covered Persons must not provide preferential treatment to vendors in which they have a personal or financial interest. This includes awarding contracts or making procurement decisions.

6.2.2. Procurement teams shall operate free from Conflicts of Interest. Employees with disclosed conflicts must recuse themselves from related procurement activities.

6.3. Violations of vendor conflict policies shall result in disciplinary action, which may include termination, following the company's Code of Conduct.

7. Outside Activities

7.1. To ensure maximum efficiency and the preservation of physical and mental health, employees are restricted from seeking or accepting outside Employment without proper disclosure and approvals. Outside Employment is defined as any activity undertaken for gain or pay other than that which is undertaken for the Company, including but not limited to: jobs (full-time or part-time), personally-held directorships, and commercial endorsements. Employees must disclose any outside activities that could potentially conflict with their professional responsibilities. This includes serving on the boards of other organizations or engaging in freelance work. Proper disclosure and approvals shall be in accordance with the Concurrent Engagement Policy.

7.1.1. The potential impact of outside activities on the employee's performance and the Company's interests will be assessed. This includes evaluating time commitments and potential conflicts of loyalty.

7.1.2. Non-disclosure of any potential or actual Conflicts of Interests stemming from outside activities shall be considered a violation of this Policy and shall subject the employee in disciplinary action, which may include termination.

7.2. Freelance work that competes with the Company's business or creates a Conflict of Interest is prohibited. Employees must seek documented approval for any freelance activities.

7.2.1. Freelance work both in temporary and permanent nature shall be required to be declared by employees.

7.2.2. Freelance work with any direct competitors of the Company shall be prohibited.

7.3. Disclosures of outside activities will be handled confidentially to protect employee privacy while ensuring the Company's integrity.

7.4. Other engagements or directorships of the directors shall be covered by the Company's Manual on Corporate Governance, Board Charter or other Company policies.

8. Dual Relationships

8.1. Prohibition of Dual Relationships:

Covered Persons should avoid Dual Relationships where they have personal or financial connections with both clients and colleagues within the Company.

8.1.1. Any existing or potential Dual Relationships must be disclosed to the CCO (for the directors) or the PPG (for other Covered Persons). This includes relationships with clients, vendors, or colleagues that could influence professional responsibilities.

8.1.2. Assessment of Dual Relationships

The potential impact of Dual Relationships on professional responsibilities will be assessed by PPG and subject for further assessment of other internal assessors (for the employees) or the CCO (for the directors).

8.2. Employees should not be in a position to directly supervise individuals with whom they have a Dual Relationship. Alternative reporting lines must be established in such cases.

8.2.1. The professional conduct of individuals in Dual Relationships will be monitored to ensure compliance with Company policies. This includes ensuring that their relationships do not impact their work performance or the work environment.

8.3. Violations related to Dual Relationships will result in disciplinary action, up to and including, but not limited to, suspension and termination, following the Company's Code of Conduct or Manual on Corporate Governance, as applicable.

9. Investments and Financial Interests

9.1. Employees must not hold investments or financial interests that could conflict with their professional responsibilities, particularly in industries where they have access to sensitive information or insider knowledge.

9.1.1. Employees shall disclose any investments or financial interests that could potentially pose a Conflict of Interest. This includes stocks, bonds, or ownership interests in companies related to the Company's business to their Immediate Supervisor, Group Head, and/or the PPG.

9.1.2. In cases where investments pose a significant Conflict of Interest, employees may be required to divest their interests to ensure that personal financial interests do not influence professional decisions.

9.2. Disclosures of investments and financial interests will be handled confidentially to protect employee privacy while ensuring organizational integrity.

10. Confidentiality

10.1. Covered Persons must sign confidentiality agreements upon hiring and when accessing particularly sensitive information. These agreements reinforce the importance of maintaining confidentiality.

10.2. Confidential information must be stored and shared using secure methods, whether in digital or physical form. This includes using encrypted communication channels and secure storage solutions.

10.3. Follow Data Protection Policies

Employees must follow the Company's information security and data protection policies to ensure the security of confidential information.

10.4. The Company will regularly update its security measures to protect confidential information. This includes implementing new technologies and practices to address emerging threats.

VI. ANNEX

Document ID	**Document Name**
Annex A	Code of Conduct

Document ID	**Document Name**
Annex B	Anti-Bribery and Anti-Corruption Policy

Document ID	**Document Name**
Annex C	Information Security Management Policy