



CODE OF ETHICS brokerage company "RIONI Capital"

Tbilisi, Georgia
2024

1. Introduction

1.1. This Code of Ethics, applied in the company "RIONI Capital" (Limited Liability Company), hereinafter referred to as the "Company", sets out the principles and rules of conduct that all employees of the Company must adhere to. These recommendations are aimed at improving the overall efficiency of the Company and the financial market in which it operates, the growth of the Company's capitalization, as well as its financial stability.

1.2. The company is aware of its social responsibility to customers, business partners, society and the state, hereinafter referred to as "stakeholders". These responsibilities are taken into account in the Company's business practices.

1.3. In all cases where the ethical standards and principles set forth in this Code exceed those established by general business practice and applicable law, the Company will give priority to the standards and principles of this Code.

1.4. All Company employees, including managers, must comply with the standards and principles set forth in this Code when representing the Company, regardless of their position, their location and mode of work in the Company (full-time or part-time, part-time, etc.).

1.5. The Code may be revised as necessary to ensure its continued relevance and compliance with widely accepted ethical standards and legal requirements.

2. Mission, vision and values

2.1. Mission

Our mission is to provide people with convenient access to the global financial market by creating superior financial and technology solutions.

We are a team of professionals dedicated to serving the interests of our clients.

2.2. Vision

We strive to be a financially stable and dynamically developing company that is a reliable guide in the financial world for our clients, satisfying their needs with modern and convenient solutions.

2.3. Values

2.3.1. The Company's values form the cornerstone of its corporate culture and guide decisions and actions in all aspects of its business. These values define the Company's approach to clients, business partners and employees.

2.3.2. As the Company evolves to meet changing market needs, these values may be refined and expanded.

We value our customers

We put our clients' needs above our own.

Trust is of the utmost importance and we work hard to earn and maintain the trust of our clients.

We actively listen and understand our customers.

We work as a team

We respect and trust each other.

We support our colleagues and help them grow.

We collaborate to achieve common goals.

We are responsible for the result

Our focus is on achieving results, not on process.

Each team member takes responsibility for contributing to the achievement of common goals.

We openly discuss both successes and failures.

We take the lead

We take initiative and take responsibility.

When faced with common problems, we take steps forward to solve them.

We go beyond our formal responsibilities.

We are constantly improving

We accept change and are open to it.

We initiate change, starting with ourselves.

We are not afraid to experiment and try new approaches.

2.3.3. The Company attaches paramount importance to respect and protection of human rights. It is committed to upholding the principles set out in international instruments such as the Universal Declaration of Human Rights, the Convention for the Protection of Human Rights and Fundamental Freedoms and the International Labour Organization Declaration on Fundamental Principles and Rights at Work. These principles guide the Company's actions in the field of human rights.

3. Conflict of interest

3.1. A conflict of interest arises when an employee of the Company, incl. the director or founder of the Company has a direct or indirect personal interest or intends to receive actual or potential benefits that may affect the conscientious and effective performance of his duties set forth in the Company documents and/or legislation. Such conflicts can lead to adverse consequences for the Company, its customers and partners.

3.2. To prevent conflicts of interest, Company employees must adhere to the following principles:

- Refrain from actions and decisions that could lead to a conflict of interest.
- Avoid situations that could be perceived as a conflict of interest.
- Comply with professional ethics and internal requirements of the Company.
- Refrain from using information obtained in the performance of official duties or Company resources for personal purposes.

3.3. Conflicts of interest are resolved based on the following principles:

- Mandatory and immediate notification of an authorized person about a conflict of interest.
- Individual consideration and resolution of each conflict of interest.
- Maintain confidentiality throughout the conflict resolution process.
- Ensuring a balance of interests of the Company, its founders and employees when resolving conflicts.
- Protecting individuals who disclose conflicts of interest from potential adverse consequences.

3.4. The founders of the Company are obliged to:

- Refrain from actions that could lead or potentially lead to a conflict of interest.
- Refrain from voting on issues at General Meetings if participation may lead to a conflict of interest. If necessary, they should not be present when such matters are discussed.
- Promptly inform the Chairman of the General Meeting about any personal interests or conflicts of interest when making decisions.
- Report to the Chairman of the General Meeting and/or the Secretary of the Meeting the information provided for in the document on the General Meeting of Founders.

3.5. The founders of the Company must not accept gifts, preferences or any direct or indirect benefits from persons interested in the decisions made by the General Meeting.

3.6. In the event of a conflict of interest, the General Director of the Company is obliged to interact with other founders of the Company to resolve the conflict and ensure the effective and stable operation of the Company.

3.7. Employees are required to promptly inform their immediate supervisors and other authorized persons in accordance with internal rules about potential or emerging conflicts of interest and any information that may directly or indirectly lead to a conflict of interest.

3.8. The Company manages conflicts of interest in accordance with internal regulations governing the prevention and resolution of such conflicts.

4. Relations with clients, business partners and government agencies

4.1. The Company's interaction with founders, clients, investors, creditors, business partners and government officials is based on the principles of maximum honesty, mutual respect, openness, transparency, integrity, professionalism, trust, equality and priority of client interests. We are committed to honoring obligations, providing full information as required by law, and prioritizing negotiations over litigation. We use a variety of communication channels, including press conferences, business meetings, publications and

online platforms, to ensure that all interested parties have access to Company information.

4.2. Our employees strive to minimize risks for our clients and business partners. We highly value our reputation as a reliable partner. While we strive to reduce risks for our customers and business partners, we act carefully so as not to increase the Company's own risks.

4.3. We use our experience and best global practices to develop innovative products and bring them to the financial market. Through continuous learning and knowledge acquisition, we strive to provide our clients with significant benefits, contributing to their financial well-being and market success.

4.4. We strive for maximum efficiency in processes and procedures. Precise definition of the problem, careful selection of tools and rational use of resources are our main methods for achieving optimal results.

4.5. The company strives to fulfil contractual obligations and develop valuable business relationships. We enter into contracts on the basis of mutual respect and mutual benefit. When disputes arise, we strive to find fair and mutually acceptable solutions.

4.6. We strive to strictly comply with internationally recognized principles and standards, the laws of the countries in which we operate, this Code and other internal rules of the Company. We are responsible to the founders for our work, to clients for the quality of services in the financial market, to investors, creditors and business partners, including counterparties - for fulfilling their obligations, to society and the state - for respecting individual rights and freedoms and contribution to economic development.

4.7. We strictly comply with Georgian legislation and international standards to combat money laundering, terrorist financing and the proliferation of weapons of mass destruction. We do business with clients and counterparties who are not on sanctions lists, who are engaged in legal activities and who receive income only from legal sources.

4.8. The Company's employees promptly and conscientiously respond to requests from clients, investors, creditors, business partners and government officials.

5. Relations with competitors

5.1. The Company develops relationships with competitors based on honesty and mutual respect, viewing competitors as a catalyst for its own development.

5.2. We establish relationships with competitors in accordance with local laws, business standards and codes of conduct. The Company strictly opposes unfair competition and complies with all applicable antitrust laws.

5.3. In cases of disagreement and disputes related to competition, we give priority to negotiations and finding a compromise.

6. Relations with employees

6.1. The company builds relationships with employees based on long-term cooperation, mutual respect and conscientious fulfilment of mutual obligations.

6.2. We do not tolerate any form of discrimination, offering equal opportunity to all employees regardless of political or religious beliefs, nationality, ethnicity, gender, age, health, disability or other factors in hiring, compensation and promotion.

6.3. Undue privileges and advantages in hiring, promotion or financial incentives are strictly avoided and fairness is maintained at all times.

6.4. We create an environment that promotes professional growth and social well-being of employees. We recognize and support employees' freedom to join trade unions, associations and engage in collective bargaining.

6.5. Our employees are a critical component of our long-term and sustainable development. We implement additional social programs to protect the health of employees, provide financial assistance, and offer additional medical insurance.

6.6. The Company takes measures to prevent illegal actions against it, giving priority to the efficiency and safety of employees in accordance with international labour standards. We strictly prohibit forced or child labour.

6.7. Employees are expected to avoid situations that could damage the Company's reputation or its material and intangible interests.

6.8. We encourage a culture of risk management and require employees to be alert to potential risks. Employees must promptly inform their immediate supervisor about risks that may lead to losses to the Company in accordance with the Company's internal documents.

6.9. Employees are required to handle confidential information in strict accordance with the legislation of Georgia, this Code and internal documents of the Company. They shall not disclose or transfer confidential information to the Company unless expressly permitted or required by applicable law. The use of confidential information for personal or partner interests is prohibited.

7. Corporate identity

7.1. The Company pays great attention to its image as a tool for achieving its goals and completing tasks, therefore all employees, regardless of their position,

have a professional responsibility for complying with the requirements of the corporate culture and maintaining a positive image of the Company.

7.2. Employees, regardless of position, should strive to maintain a polite, friendly, responsive and tolerant attitude when interacting with customers and business partners, even in cases of inappropriate communication by customers or business partners.

7.3. It is important to maintain punctuality and work discipline. In cases where circumstances may lead to a violation of discipline, employees must immediately report this to their immediate supervisor and take measures to minimize such situations.

7.4. Employees are encouraged to dress in accordance with the Company's image and guidelines. Their appearance should be professional, not provocative or casual.

8. Company and environment

8.1. The company considers itself an integral part of the social environment in which it operates and strives to build strong relationships based on respect, trust, honesty and fairness.

8.2. Environmental protection is a top priority for the Company. We are committed to responsible consumption of resources (electricity, paper, fuel, etc.) in accordance with standards and international environmental principles.

8.3. The Company prioritizes areas to support the communities in which it operates in accordance with its strategy, national priorities and local needs. This includes participation in social and charitable projects.

9. Ensuring the safety of the Company's property

9.1. Employees are expected to use Company property (including intangible assets) wisely and solely within the scope of their authority and to prevent misuse or loss.

9.2. To protect and properly use Company property, employees are advised to:

- Use reasonable care to prevent theft, damage or misuse of property.
- Report actual or suspected theft, damage, or misuse of property to your supervisor.
- Protect computer systems, databases, software, communications and written materials from unauthorized access.
- Use Company property, software and communications networks solely for legitimate business purposes within the scope of your employment.

10. Accounting and reporting

10.1. Accurate and reliable data in accounting and reporting is vital for the efficient and transparent operation of the Company. They serve as the most important sources for making strategic and tactical decisions.

10.2. Employees are required to maintain complete, honest, accurate and timely records and reports of Company activities as part of their duties. Providing inaccurate, incomplete or untimely reports to stakeholders is unacceptable.

10.3. Employees who are aware of violations of accounting and reporting principles, including theft of funds or unaccounted for Company property, must immediately report this to their immediate supervisor and the Company's internal auditor.

11. Fight against corruption

11.1. The Company adheres to high ethical standards aimed at promoting open and honest business conduct, improving corporate culture, following best corporate governance practices and maintaining an impeccable business reputation.

11.2. Company employees are strictly prohibited from engaging in corrupt practices, offering or accepting bribes, abusing power, or engaging in commercial bribery in order to simplify administrative procedures or obtain monetary benefits, valuables, property or services for themselves or third parties.

11.3. Employees holding the positions of General Director, Deputy General Director, Chief Accountant cannot engage in work activities that involve working interaction with another employee of the Company with whom they have close family relationships (parents, spouses, children, brothers and sisters, relatives by marriage) , if it results in direct subordination or control.

11.4. Gifts (including intangible forms) given or received in connection with the performance of official duties must comply with business practices and the laws of Georgia.

11.5. Employees must follow the principles and procedures set out in the Company's Anti-Corruption Policy.

12. Prevention of misuse of insider information and market manipulation

12.1. The Company actively works to prevent, detect and stop the misuse of insider information and market manipulation.

12.2. The company, its founders and employees are obliged, within their capabilities, to take all possible measures to protect against the misuse and dissemination of insider information.

12.3. If an employee of the Company becomes aware of the misuse of insider information or market manipulation, he must immediately report this to his immediate supervisor, employees authorized to carry out compliance control and financial monitoring, as well as the Company controller.

12.4. Founders and employees must also inform the Company of their ownership of shares in the capital of the Company and any transactions with shares of the Company or debt securities, as required by Georgian law and the rules of the Company.

13. Disclosure

13.1. The company ensures disclosure of information about its activities in accordance with the legislation of Georgia, exchange requirements and international standards. The Company provides reliable, regular and timely information, while balancing the Company's openness with its commercial interests.

13.2. The amount of information provided to clients and business partners depends on the nature of the services provided and complies with the legislation of Georgia, this Code and other internal documents of the Company.

13.3. When disseminating information about the Company's activities in the media, the founders and employees of the Company are obliged to do this in accordance with current legislation and internal documents of the Company.

14. Compliance with laws

14.1. Each employee of the Company must comply with the legislation of Georgia, as well as the laws of the countries in which he exercises authority or performs official duties.

14.2. When performing their work duties, Company employees must comply with legal obligations imposed by the countries in which the Company operates.

15. Consultation on ethical issues

15.1. Employees are encouraged to responsibly address ethical issues or concerns by discussing them with their supervisors. If discussion does not result in an acceptable solution, employees may contact Human Resources to clarify the issue.

15.2. All employees have the right to consult directly with the human resources representative responsible for ethical matters. These representatives shall provide advice and take actions consistent with this Code.

16. Violation of this Code

16.1. If any employee of the Company commits illegal actions or actions contrary to the provisions of this Code, sanctions may be applied to him by the management of the Company, the founders of the Company, regulatory and supervisory authorities.

16.2. All reports and requests from employees regarding known or suspected violations of the law or this Code are reviewed carefully and objectively in accordance with Company rules and Georgian law.

16.3. Employees have the right, in accordance with the Company's rules, to report known facts or reasonable suspicions of violations of the legislation of Georgia, the Company's rules, as well as organizational and administrative documents. This includes offenses such as abuse, corruption, fraud and other actions that may result in material loss or damage to the Company's reputation. A Crime and Abuse Hotline is provided for such reports.

16.4. The Company guarantees the confidentiality and security of information about employees using the Crime and Abuse Hotline, and also guarantees that Company employees who report violations committed by other Company employees will not be retaliated against.

16.5. In each case of violation of the Code, all circumstances must be taken into account. Employees who have violated the Code must be given the opportunity to present their side of the story before a final decision on sanctions is made.