

CODE OF ETHICS AND BUSINESS CONDUCT POLICY

Company	GoldTakas FZCO
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This Policy shall be read in conjunction with GoldTakas FZCO's AML/CFT Policy, Risk Assessment and Scoring Policy, Client Acceptance Policy, Anti-Bribery and Anti-Corruption Policy, Information Security and Data Protection Policy, Whistleblowing Policy and other applicable compliance procedures.

Rather than duplicating detailed requirements contained within other policies, this Policy establishes the ethical principles, standards of conduct and behavioural expectations applicable to Employees, Management, Business Partners and Third Parties acting on behalf of GoldTakas FZCO.

1. PURPOSE

The purpose of this Policy is to establish a culture of integrity, accountability, professionalism and ethical business conduct throughout GoldTakas FZCO.

GoldTakas FZCO is committed to conducting its business activities honestly, fairly, responsibly and in compliance with applicable laws, regulations and ethical standards.

This Policy aims to:

- Promote ethical decision-making and responsible business conduct.
- Protect the reputation, integrity and sustainability of GoldTakas FZCO.
- Establish clear standards of behaviour expected from Employees, Management and Business Partners.
- Prevent misconduct, fraud, corruption, conflicts of interest and other unethical behaviour.
- Foster transparency, accountability and compliance with legal and regulatory obligations.
- Support a respectful, professional and inclusive working environment.
- Encourage the reporting of concerns without fear of retaliation.

All Employees, Managers, Business Partners and Third Parties are expected to act consistently with both the letter and spirit of this Policy.

2. SCOPE

This Policy applies to:

- All Employees of GoldTakas FZCO.
- Directors and Senior Management.
- Temporary personnel, consultants and contractors.
- Business Partners.
- Suppliers.
- Agents and intermediaries.
- Third Parties acting on behalf of GoldTakas FZCO.

This Policy applies to all business activities conducted by or on behalf of GoldTakas FZCO, regardless of geographic location.

Compliance with this Policy is a condition of employment and, where applicable, a condition of maintaining a business relationship with GoldTakas FZCO.

3. REFERENCE FRAMEWORK

This Policy has been prepared with reference to:

- Applicable laws and regulations of the United Arab Emirates.
- DMCC rules, regulations and compliance requirements.
- UAE labour and employment legislation.
- UAE data protection and privacy requirements.
- UAE AML/CFT legislation and related regulations.
- FATF Recommendations.

- United Nations principles relating to responsible business conduct.
- OECD principles relating to integrity and responsible business practices.
- GoldTakas FZCO's AML/CFT Policy.
- GoldTakas FZCO's Risk Assessment and Scoring Policy.
- GoldTakas FZCO's Client Acceptance Policy.
- GoldTakas FZCO's Anti-Bribery and Anti-Corruption Policy.
- GoldTakas FZCO's Information Security and Data Protection Policy.
- GoldTakas FZCO's Whistleblowing Policy.
- Other applicable internal policies and procedures.

4. DEFINITIONS

Business Conduct: Behaviour and actions undertaken in connection with GoldTakas FZCO's business activities.

Business Partner: Any supplier, contractor, consultant, intermediary, service provider, strategic partner or other external party conducting business with or on behalf of GoldTakas FZCO.

Conflict of Interest: A situation where personal interests may interfere, or appear to interfere, with professional responsibilities or business decisions.

Confidential Information: Any non-public information relating to GoldTakas FZCO, its Clients, Employees, suppliers or Business Partners.

Corruption: The abuse of entrusted power or position for private gain.

Bribery: The offering, promising, giving, requesting or accepting of an Improper Advantage to influence a decision or action.

Employee: Any individual employed by GoldTakas FZCO on a permanent, temporary or contractual basis.

Ethics: The principles and standards that guide responsible, honest and professional behaviour.

Facilitation Payment: An unofficial payment made to secure or expedite a routine governmental or administrative action.

Gift and Hospitality: Any gift, benefit, hospitality, entertainment or other item of value offered or received in connection with business activities.

Harassment: Any unwelcome conduct that creates an intimidating, hostile, offensive or inappropriate working environment.

Improper Advantage: Any financial or non-financial benefit intended to improperly influence a decision, action or outcome.

Integrity: Acting honestly, ethically, fairly and consistently with professional standards and legal obligations.

Personal Data: Any information relating to an identified or identifiable natural person.

Public Official: Any person holding a legislative, executive, administrative, judicial or public function.

Retaliation: Any adverse action taken against an individual for raising a concern, reporting misconduct or participating in an investigation in good faith.

Third Party: Any external individual or organization acting on behalf of, representing or conducting business with GoldTakas FZCO.

Whistleblowing: The reporting of actual, suspected or potential misconduct, unethical behaviour, legal violations or policy breaches.

5. GOVERNANCE AND RESPONSIBILITIES

GoldTakas FZCO maintains a governance framework designed to promote ethical conduct, accountability and compliance throughout the organization.

5.1 Senior Management

Senior Management is responsible for:

- Promoting a culture of integrity and ethical behaviour.
- Approving this Policy and overseeing its implementation.
- Demonstrating ethical leadership and setting the tone from the top.
- Ensuring adequate resources are available to support compliance and ethics programs.
- Reviewing significant ethical concerns and compliance matters.
- Supporting a workplace free from retaliation and unethical conduct.

5.2 Compliance Function

The Compliance Function is responsible for:

- Maintaining and monitoring this Policy.
- Providing guidance on ethical and compliance-related matters.
- Supporting investigations of reported concerns.
- Monitoring compliance with ethical standards.
- Escalating significant issues to Senior Management where appropriate.
- Coordinating awareness and training activities.
- Maintaining relevant compliance registers and records.

5.3 Managers

Managers are responsible for:

- Leading by example.
- Promoting ethical conduct within their teams.
- Ensuring Employees understand their responsibilities under this Policy.
- Addressing ethical concerns promptly and appropriately.
- Escalating significant issues to the Compliance Function.

5.4 Employees

All Employees are responsible for:

- Complying with this Policy.
- Acting honestly, professionally and ethically.
- Exercising sound judgment and integrity in business decisions.
- Raising concerns where misconduct or unethical behaviour is identified.
- Cooperating with investigations and reviews.
- Protecting the reputation and interests of GoldTakas FZCO.

5.5 Business Partners and Third Parties

Business Partners and Third Parties acting on behalf of GoldTakas FZCO are expected to:

- Conduct business ethically and responsibly.
- Comply with applicable laws and regulations.
- Respect the principles contained within this Policy.
- Cooperate with compliance and due diligence processes.
- Avoid conduct that may damage the reputation or integrity of GoldTakas FZCO.

6. ETHICAL CONDUCT PRINCIPLES

GoldTakas FZCO is committed to conducting business with integrity, professionalism, fairness and respect. Ethical conduct is a fundamental requirement for all Employees, Managers, Business Partners and Third Parties acting on behalf of the Company.

6.1 Integrity and Professional Conduct

All individuals subject to this Policy shall:

- Act honestly, fairly and in good faith.
- Exercise sound judgment and professionalism in all business activities.
- Avoid conduct that may damage the reputation, credibility or integrity of GoldTakas FZCO.
- Make business decisions based on legitimate commercial considerations.
- Avoid behaviour that could create the appearance of impropriety or unethical conduct.

Employees are expected to maintain the highest standards of integrity both internally and externally.

6.2 Compliance with Laws and Regulations

GoldTakas FZCO conducts its business activities in accordance with applicable laws, regulations and regulatory expectations.

All Employees shall:

- Comply with applicable legal and regulatory requirements.
- Follow internal policies, procedures and controls.
- Cooperate with regulatory inquiries, audits and inspections.
- Seek guidance when uncertain regarding legal or compliance obligations.

Failure to comply with applicable laws or internal policies may result in disciplinary, contractual, legal or regulatory consequences.

6.3 Respect and Fair Treatment

GoldTakas FZCO is committed to maintaining a professional environment based on mutual respect, dignity and fairness.

All individuals shall:

- Treat others respectfully and professionally.
- Promote collaboration and constructive communication.
- Avoid abusive, offensive or intimidating behaviour.

- Respect cultural, social and individual differences.

Professional disagreements shall be managed respectfully and constructively.

6.4 Equality, Diversity and Non-Discrimination

GoldTakas FZCO promotes equal opportunity and values diversity in the workplace.

Employment-related decisions shall be based on legitimate business criteria including:

- Qualifications
- Competence
- Experience
- Performance
- Business needs

GoldTakas FZCO prohibits unlawful discrimination based on race, nationality, gender, age, disability, religion, marital status or any other protected characteristic under applicable law.

6.5 Prevention of Harassment and Bullying

GoldTakas FZCO maintains a zero-tolerance approach towards harassment, bullying, intimidation and abusive conduct.

Prohibited behaviour includes:

- Verbal abuse
- Threats or intimidation
- Humiliation or offensive conduct
- Harassment of any nature
- Repeated inappropriate behaviour directed at an individual

Any concerns relating to harassment or bullying shall be reported through appropriate reporting channels.

6.6 Human Rights

GoldTakas FZCO respects internationally recognized human rights principles and expects the same commitment from its Employees, Business Partners and Third Parties.

GoldTakas FZCO does not tolerate:

- Forced labour
- Child labour
- Human trafficking
- Exploitative working conditions
- Modern slavery practices
- Any form of abuse of fundamental human rights

Human rights considerations shall be incorporated into business decision-making and supply chain relationships where appropriate.

6.7 Responsible Communication

All communications conducted on behalf of GoldTakas FZCO shall be accurate, professional and responsible.

Employees shall:

- Communicate honestly and transparently.
- Avoid misleading statements or misrepresentations.
- Protect confidential and proprietary information.
- Exercise caution when using social media or public communication channels.

Only authorized individuals may speak on behalf of GoldTakas FZCO regarding official business matters.

6.8 Protection of Company Reputation

The reputation of GoldTakas FZCO is one of its most valuable assets.

Employees, Business Partners and Third Parties shall avoid conduct that may:

- Damage the Company's reputation.
- Undermine stakeholder confidence.
- Create legal, regulatory or compliance concerns.
- Adversely affect relationships with Clients, regulators or business partners.

All individuals are expected to act in a manner consistent with the values and ethical standards of GoldTakas FZCO.

7. CLIENT AND MARKET CONDUCT

GoldTakas FZCO is committed to conducting business fairly, transparently and responsibly.

7.1 Fair Treatment of Clients

Clients shall be treated fairly, professionally and consistently.

GoldTakas FZCO shall:

- Conduct business honestly and transparently.
- Provide accurate and clear information.
- Avoid misleading or deceptive practices.
- Apply onboarding and compliance requirements consistently.

Business decisions shall not be influenced by personal interests or inappropriate considerations.

7.2 Confidentiality of Client Information

Client information shall be protected and handled responsibly.

Access to Client information shall be limited to individuals with a legitimate business need.

Confidential information shall not be disclosed unless:

- Authorized by the Client;
- Required by applicable law or regulation; or
- Required for legitimate business purposes subject to appropriate controls.

7.3 Client Communications**All communications with Clients shall be:**

- Accurate
- Professional
- Respectful
- Transparent
- Consistent with applicable laws and regulations

Employees shall not make false, misleading or unsubstantiated statements regarding products, services or business capabilities.

7.4 Complaints Handling

Client complaints shall be addressed fairly, promptly and professionally.

Complaints shall be:

- Appropriately documented.
- Assessed objectively.
- Escalated where required.
- Resolved in accordance with applicable procedures.

GoldTakas FZCO seeks to use complaints as an opportunity to improve service quality and compliance standards.

7.5 Market Integrity

GoldTakas FZCO is committed to conducting business activities in a manner that supports market integrity and fair competition.

Employees shall not engage in:

- Fraudulent conduct
- Market manipulation
- Deceptive business practices
- Misrepresentation
- Unethical commercial behaviour

Business activities shall be conducted honestly and in accordance with applicable legal and regulatory requirements.

7.6 Competition and Fair Business Practices

GoldTakas FZCO supports fair and lawful competition.

Employees shall not:

- Engage in anti-competitive practices.
- Exchange inappropriate commercial information with competitors.
- Participate in unlawful agreements or arrangements.
- Misuse confidential information belonging to third parties.

Business relationships shall be conducted on legitimate commercial terms and in accordance with applicable competition laws.

8. CONFLICTS OF INTEREST

GoldTakas FZCO expects all Employees to avoid situations where personal interests may conflict, or appear to conflict, with the interests of the Company.

8.1 General Principles

Employees shall:

- Act in the best interests of GoldTakas FZCO.
- Avoid personal activities that may impair objective decision-making.
- Disclose actual, potential or perceived Conflicts of Interest.

Business decisions shall be based on legitimate business considerations rather than personal gain.

8.2 Personal Relationships

Personal, family or close relationships shall not improperly influence business decisions.

Where such relationships may create a Conflict of Interest, the matter shall be disclosed to the Compliance Function.

8.3 Outside Employment and Business Activities

Employees shall not engage in external employment, consultancy work or business activities that:

- Interfere with their duties;
- Create competing interests; or
- Present a Conflict of Interest.

Where appropriate, prior approval may be required.

8.4 Financial Interests

Employees shall avoid financial interests that could compromise their independence or objectivity.

Material interests in Clients, suppliers, competitors or Business Partners shall be disclosed where relevant.

8.5 Disclosure Requirements

Actual, potential or perceived Conflicts of Interest shall be disclosed promptly.

The Compliance Function shall assess disclosed conflicts and determine appropriate mitigation measures. Declared Conflicts of Interest shall be recorded and maintained in the Conflict of Interest Register.

9. GIFTS, HOSPITALITY AND ANTI-BRIBERY

GoldTakas FZCO is committed to conducting business free from bribery, corruption and improper influence.

Employees shall comply with the requirements set out in the Anti-Bribery and Anti-Corruption Policy.

Employees shall not:

- Offer or accept bribes.
- Offer or accept Improper Advantages.
- Make Facilitation Payments.
- Use Gifts or Hospitality to improperly influence decisions.

Gifts and Hospitality must be:

- Reasonable
- Proportionate
- Infrequent
- Legitimate
- Properly documented where required

Detailed requirements relating to Gifts and Hospitality, Public Officials, Donations, Sponsorships and Anti-Bribery controls are set out in the Anti-Bribery and Anti-Corruption Policy.

10. PROTECTION OF INFORMATION AND COMPANY ASSETS

GoldTakas FZCO is committed to protecting Confidential Information, Personal Data and Company Assets.

10.1 Confidential Information

Employees shall protect Confidential Information obtained through their employment or business relationship. Confidential Information shall not be disclosed to unauthorized individuals during or after employment unless legally permitted or required.

10.2 Personal Data Protection

Personal Data shall be collected, processed, stored and protected in accordance with applicable laws and internal requirements.

Employees shall only access Personal Data where there is a legitimate business need.

10.3 Information Security

Employees shall comply with applicable information security controls and procedures.

This includes:

- Protecting passwords and access credentials.
- Using Company systems responsibly.
- Reporting security incidents promptly.
- Preventing unauthorized access to information.

10.4 Company Assets

Employees shall use Company Assets responsibly and for legitimate business purposes.

Company Assets include:

- Physical assets
- Financial resources
- Information assets
- Technology systems
- Intellectual property

Misuse, theft, negligence or unauthorized use of Company Assets is prohibited.

10.5 Intellectual Property

Intellectual Property belonging to GoldTakas FZCO shall be protected and used only for authorized business purposes.

Employees shall respect the intellectual property rights of GoldTakas FZCO, Clients, Business Partners and Third Parties.

11. WORKPLACE STANDARDS AND HUMAN RIGHTS

GoldTakas FZCO is committed to maintaining a safe, respectful, professional and inclusive working environment that supports employee well-being, dignity and equal opportunity.

11.1 Professional Workplace Environment

Employees are expected to contribute to a workplace environment that promotes:

- Professionalism
- Respect
- Cooperation
- Accountability
- Open communication

Behaviour that undermines teamwork, workplace harmony or professional standards is inconsistent with the values of GoldTakas FZCO.

11.2 Equal Opportunity

GoldTakas FZCO is committed to providing equal employment opportunities and fair treatment throughout the employment lifecycle.

Employment decisions shall be based on legitimate business considerations, including:

- Qualifications
- Experience
- Competence
- Performance
- Business requirements

GoldTakas FZCO does not tolerate unlawful discrimination.

11.3 Health and Safety

GoldTakas FZCO is committed to maintaining a safe and healthy working environment.

Employees shall:

- Comply with health and safety requirements.
- Follow workplace safety procedures.
- Report unsafe conditions or incidents promptly.
- Cooperate with safety-related initiatives and investigations.

Health and safety concerns shall be treated seriously and addressed appropriately.

11.4 Human Rights and Ethical Employment Practices

GoldTakas FZCO supports internationally recognized human rights principles and ethical employment practices.

The Company prohibits:

- Forced labour
- Child labour
- Human trafficking
- Modern slavery
- Exploitation
- Abuse of workers' rights

Business relationships shall be conducted in a manner consistent with these principles.

11.5 Substance Abuse

Employees shall not perform their duties while impaired by alcohol, illegal drugs or any substance that may compromise safety, judgment or professional performance.

Any concerns relating to substance abuse that may affect workplace safety or business operations shall be addressed through appropriate internal processes.

12. REPORTING CONCERNS AND WHISTLEBLOWING

GoldTakas FZCO encourages Employees, Business Partners and relevant Third Parties to report concerns regarding actual, suspected or potential misconduct.

The Company is committed to maintaining an environment where concerns may be raised in good faith without fear of retaliation.

Employees, Business Partners and Third Parties may report concerns through the designated Compliance reporting channel at compliance.ae@goldtakas.com.

12.1 Duty to Report

Individuals are expected to report concerns relating to:

- Legal or regulatory violations
- Ethical misconduct
- Fraud
- Corruption
- Bribery
- Conflicts of Interest
- Harassment or discrimination
- Misuse of Company Assets
- Information security incidents
- Human rights concerns
- Policy violations

Concerns should be reported promptly through available reporting channels.

12.2 Investigation of Concerns

Reported concerns shall be reviewed appropriately and, where necessary, investigated.

Investigations shall be conducted:

- Objectively
- Fairly
- Confidentially
- Without bias or retaliation

Appropriate corrective actions shall be taken where misconduct is substantiated.

12.3 Non-Retaliation

GoldTakas FZCO prohibits retaliation against any individual who reports a concern or participates in an investigation in good faith.

Retaliation may itself constitute a breach of this Policy and may result in disciplinary action.

12.4 Confidentiality

Reported concerns shall be handled with appropriate confidentiality.

Information shall only be shared with individuals who have a legitimate need to know and who are involved in the assessment, investigation or resolution of the matter.

Detailed reporting procedures are set out in the Whistleblowing Policy.

13. TRAINING AND AWARENESS

GoldTakas FZCO shall provide ethics and compliance training appropriate to the responsibilities and risk exposure of Employees.

Training may cover:

- Ethical conduct standards
- Conflicts of Interest
- Anti-Bribery and Anti-Corruption requirements
- AML/CFT awareness
- Information security and data protection
- Reporting obligations
- Workplace conduct expectations
- Human rights principles
- Compliance culture and accountability

Training shall be provided:

- Upon joining GoldTakas FZCO
- At least annually
- Following material policy or regulatory changes
- Where additional training is deemed necessary

Employees may be required to periodically acknowledge their understanding of and compliance with this Policy. Training records shall be documented and retained.

14. RECORD KEEPING

GoldTakas FZCO shall maintain accurate, complete and accessible records relating to ethics and compliance matters.

Records may include:

- Conflict of Interest declarations
- Training records
- Gifts and Hospitality records
- Compliance attestations

- Ethics-related investigations
- Disciplinary actions
- Whistleblowing reports
- Corrective action records
- Compliance approvals and registers

Declared Conflicts of Interest shall be recorded and maintained in the Conflict of Interest Register.

Records shall be retained for a minimum of five (5) years or longer where required by applicable laws, regulations, investigations, audits or legal holds.

15. MONITORING AND REVIEW

GoldTakas FZCO shall periodically assess the effectiveness of this Policy and related ethics and compliance controls.

Monitoring activities may include:

- Compliance reviews
- Internal assessments
- Training effectiveness reviews
- Investigation trend analysis
- Policy compliance testing
- Management reviews
- Audit findings and corrective actions

The Compliance Function shall monitor developments in legal, regulatory and industry standards and recommend updates where necessary.

This Policy shall be reviewed at least annually and whenever significant regulatory, operational or organizational changes occur.

16. BREACHES AND DISCIPLINARY MEASURES

Compliance with this Policy is mandatory.

Any violation of this Policy may result in disciplinary, contractual, legal or regulatory action, as appropriate.

Potential consequences may include:

- Verbal or written warnings
- Mandatory training
- Performance-related measures
- Suspension of duties
- Termination of employment
- Termination of business relationships
- Regulatory reporting where required
- Legal action where appropriate

Violations involving fraud, corruption, bribery, harassment, misuse of confidential information, retaliation or other serious misconduct shall be treated with particular seriousness.

17. FINAL PROVISIONS

This Policy shall enter into force upon approval by Senior Management and shall remain effective until amended, replaced or withdrawn.

The Compliance Function shall be responsible for the interpretation, implementation and ongoing administration of this Policy.

All Employees, Business Partners and Third Parties acting on behalf of GoldTakas FZCO are expected to comply with this Policy and support GoldTakas FZCO's commitment to ethical conduct, integrity, professionalism and responsible business practices.

In cases of uncertainty regarding the application or interpretation of this Policy, guidance shall be sought from the Compliance Function before any action is taken.