

# ANNEX I

## Conflicts of Interest Policy

The purpose of this policy is to protect the interests of the Company and clients when contemplating a new business relationship, a transaction or an arrangement that might cause an officer, director or employee to choose between personal interests and the interests of the Company or that may call into question their independence or impartiality.

All company directors, officers, and employees are subject to this conflict of interest policy. Disclosure Procedures:

- a. All company directors, officers (including the Executive Director), and employees will complete a Confidential Disclosure Questionnaire form as per ANNEX II
- b. All directors and officers, and any employees with decision making authority (“key employees”), will submit a new Confidential Disclosure Questionnaire and Affirmation of Compliance statement any time a change in their circumstances may result in a potential conflict of interest, but at least annually.
- c. All other employees will complete the Confidential Disclosure Questionnaire and Affirmation of Compliance statement upon hire as a one-time disclosure and again if their circumstances change.

**Confidential Disclosure Questionnaires will be submitted and reviewed as follows:**

**Board members, officers and key employees** will submit their completed Confidential Disclosure Questionnaire to the Executive Director. Any questionnaire with a disclosure will be provided to the Board to review. The Board will decide whether any disclosures (“yes” responses) represent actual, perceived or potential conflicts of interest.

**Confidentiality.** Confidential Disclosure Questionnaires may contain confidential information and will be treated as confidential documents.

**Retention.** The Executive Director will file Disclosure Questionnaires with the official records of Topical Wealth International Ltd.

**If a potential conflict of interest arises subsequent to submitting a Disclosure Questionnaire or between submissions,** a director, officer or employee will promptly bring the situation to the attention of the appropriate person as follows:

- Members of the Board and Executive Director:

Such disclosures will be reviewed in accordance with the procedures described above for disclosures made on Disclosure Questionnaires.

## 12.1 PROCEDURES FOR REVIEW OF POTENTIAL CONFLICTS

Whenever there is reason to believe that a potential conflict of interest exists between Topical Wealth International Ltd and any board member, officer or employee, the Board will promptly convene a meeting to determine whether a conflict exists and the appropriate response.

Any response by the Board will include, but may not necessarily be limited to, invoking the procedures described below with respect to a specific proposed matter.

## 12.2 PROCEDURES FOR ADDRESSING CONFLICTS OF INTEREST

When a potential conflict exists between the interests of Topical Wealth International Ltd and a director, officer or employee, the Board will consider the matter during a meeting of the board.

Other than taking steps necessary to protect the interests of Topical Wealth International Ltd until a meeting of the Board may be convened and a decision made, Topical Wealth International Ltd will refrain from acting on the matter that invoked the potential conflict of interest. The following procedures will apply:

- **Board Review.** A director, officer or employee who has a potential conflict of interest with respect to a proposed decision, policy or transaction or arrangement (an “interested party”) will not participate in any way in, or be present during, the deliberations and decision-making vote of Topical Wealth International Ltd with respect to such matter. However, that person will have an opportunity to provide factual information about the proposed conflict and/or matter that provoked the potential conflict. Also, the Board may request that an interested party be available to answer questions. Board options include, but are not limited to:
  - Allowing the proposed matter to go forward upon finding that it is in the best interests of Topical Wealth International Ltd;
  - Prohibiting the proposed matter;
  - Approving mitigating actions (including but not limited to recusal, limitation of duties, transfer or reassignment, additional supervisory review or other action considered appropriate by the Board); or
  - Recommending an alternative arrangement.
- **Vote.** A decision by the disinterested members of the Board will be made by vote of a majority of members in attendance at a meeting at which a quorum is present. An interested director will not be counted for purposes of determining whether a quorum is present, or for purposes of determining what constitutes a majority vote of directors in attendance.
- **Minutes.** The minutes of the Board meeting will reflect that the conflict disclosure was made to the Board, the vote taken and, when applicable, the abstention from voting and participation by any interested party. Whenever possible, the minutes should frame the decision in such a way that it provides guidance for consideration of future conflict of interest situations.

## 12.3 VIOLATIONS OF CONFLICT OF INTEREST POLICY

If a director, officer, employee, or the supervisor of a Topical Wealth International Ltd employee, has reason to believe that any other director, officer or employee has failed to disclose an actual or

potential conflict of interest, such person has a responsibility to inform the Board or the Executive Director of the basis for their belief. In such event, the Board or the Executive Director will refer the matter to the Board. The Board will inform the person of the allegation and will allow the person an opportunity to explain the alleged failure to disclose.

If after affording a director, officer or employee with a potential or actual conflict an opportunity to disclose all material facts, the Board decides that such an individual has in fact failed to disclose a possible conflict of interest, the Board will determine the corrective steps to be taken and/or disciplinary action.