

Selini Capital FZE

Anti-Bribery and Corruption Policy

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1. Introduction

This Anti-Bribery and Corruption Policy ("Policy") has been formulated for Selini Capital FZE (hereafter referred to as "Selini Capital" or the "Company"). This policy outlines the Company's unwavering commitment to preventing bribery and corruption within its operations. Key components of this policy include strict prohibitions on bribery and facilitation payments, a clear procedure for reporting unethical conduct, and comprehensive guidance to ensure that all employees understand their responsibilities.

1.1 Purpose

The Company aims to uphold the highest standards of integrity and ethics in all our activities by thoroughly adhering to regulatory compliance, ensuring the implementation of industry best practices, and striving to achieve high standards across the board. This Policy is designed to safeguard the Company's reputation and maintain the trust of clients, partners, and regulatory bodies by strictly following relevant laws and regulations. By embracing a culture of transparency and accountability, the Company is dedicated to setting a strong example in its sector while proactively mitigating risks associated with bribery and corruption.

1.2 Scope

This policy applies to all employees, officers, Board directors, consultants, contractors, temporary employees and third-party service providers associated with Selini Capital , regardless of their location or role. It encompasses all business activities and relationships, including those with partners, customers and suppliers.

The success of this policy centers on the active engagement of every member of the organization in ensuring high quality and standards in anti-bribery and corruption practices. Each individual must recognize their vital role in upholding these principles, as their adherence is crucial to safeguarding the Company's integrity, reputation, and compliance with regulatory frameworks.

1.3 Policy Ownership and Updates

The Compliance Officer (CO) holds primary responsibility for managing the Anti-bribery and corruption policy. The CO ensures that the policy is reviewed at least annually to identify any necessary updates and adapt to evolving regulatory standards. The CO collaborates with Senior Management and the Board of Directors to incorporate feedback, adjust practices,

and approve revisions. Regular audits are conducted to identify potential risks and enhance the policy's efficacy, ensuring it remains a robust compliance framework for the Company.

2. Roles and Responsibilities

Selini Capital recognizes that upholding anti-bribery and corruption standards requires a concerted, company-wide effort. This commitment extends across all levels of staff, from the Board of Directors to individual employees. By fostering a culture of shared responsibility, the Company ensures that every employee is aligned with the policy's objectives, diligently working to identify, prevent, and report any activities that could compromise ethical standards. To achieve the highest ethical standards and compliance with anti-bribery and corruption rules, the following roles and responsibilities are emphasized:

2.1 Senior Management Responsibilities

Senior Management ensures overall compliance with the Anti-bribery and corruption policy through their leadership, resource allocation, and commitment to fostering a culture of integrity:

- Senior Management leads by example, setting a tone that emphasizes the importance of anti-bribery and corruption compliance. They guide the Company's adherence to these standards and monitor implementation across all departments.
- They allocate appropriate resources for compliance initiatives, including staff training, policy monitoring, and auditing. This ensures the policy is effectively integrated into day-to-day operations.
- By encouraging a company-wide culture of accountability and ethical conduct, Senior Management empowers staff to adhere to high standards and confidently report suspicious activities without fear of consequence.

2.2 Board of Directors Responsibilities

The Board of Directors plays a vital role in ensuring that the anti-bribery and corruption policy is up to date and adheres to all relevant regulations:

- The Board is responsible for overseeing the development, review, and improvement of the policy to ensure it meets the highest standards and adapts to new regulatory requirements.
- They approve significant policy changes and ensure consistent compliance across all jurisdictions where the company operates.
- The Board receives regular reports on compliance efforts and takes corrective action when breaches are identified. They hold Senior Management accountable for upholding these standards.

2.3 Compliance Officer Responsibilities

- The CO has the primary day-to-day responsibility for implementing the Anti-bribery and corruption policy and overseeing its daily application. The CO monitors the policy's effectiveness to ensure it is functioning as intended, adjusting as necessary to maintain high standards of compliance.
- The CO regularly reviews the policy to identify and address any deficiencies. They ensure that updates are made to align with regulatory changes or new risks.
- They conduct ongoing monitoring on a regular basis to detect violations or potential vulnerabilities, promptly addressing any issues through corrective action.
- The CO identifies, documents and reports immediately significant issues and discrepancies to Senior Management and the Board, ensuring transparency and proactive management.

2.4 Staff Responsibilities

Every member of the staff is expected to integrate the Anti-bribery and corruption policy into their daily work:

- All employees must understand the policy and actively participate in training programs to stay informed about compliance requirements and ethical standards.
- Staff should promptly report suspected violations or unethical behavior to the CO or through the company's whistleblowing mechanisms.

Employees must uphold the company's values of integrity and transparency in all business dealings, ensuring that their actions align with the policy's standards.

3. Company's Anti-Bribery and Corruption Policy

3.1 Bribery and Corruption Overview

Bribery and corruption are extensive challenges that undermine ethical business practices and weaken trust. Bribery typically involves offering, giving, or receiving something of value to influence decisions and secure unfair advantages, while corruption broadly includes dishonest or fraudulent behavior that compromises transparency and integrity. These practices can take various forms across corporate activities, leading to significant risks and consequences.

Internally, bribery and corruption can be evident through procurement fraud, conflicts of interest, influence pushing, and fraudulent financial activities. For instance, employees might receive kickbacks or incentives from suppliers to secure favorable contracts, influence the outcome of bidding processes, or approve increased invoices. Such behavior can result in financial losses, legal penalties, and reputational damage.

Externally, third parties might attempt to influence employees or directors through gifts, entertainment, or other favors in exchange for preferential treatment or confidential information. This weakens fairness and undermines fair business practices, compromising the company's integrity and competitiveness.

Considering the full scope of these risks, the Company takes a strict and responsible approach to combating bribery and corruption. The Company has implemented a zero-tolerance policy that not only complies with anti-bribery and corruption regulations but also aligns with industry best practices. By enforcing thorough internal controls and transparency measures, the Company aims to mitigate the risk of bribery and corruption across all levels of its operations.

3.2 Zero Tolerance Approach

The Company prioritizes ethical conduct and compliance with anti-bribery and anti-corruption regulations. The Company's zero-tolerance policy toward bribery and corruption serves as a foundation for maintaining the trust of its clients, partners, and stakeholders. Under this strict and responsible approach, any act of bribery or corruption, whether direct

or indirect, is strictly prohibited. Violators will face severe consequences, including employment termination and legal action.

The Company prohibits giving or receiving gifts, entertainment, or other benefits that could be recognized as a bribe or that aim to influence business decisions. Any permissible gifts or entertainment as outlined in Sections 3.4 of this Policy must comply with applicable laws, be of nominal value, and be given in a transparent manner.

The Company's zero-tolerance approach to bribery and corruption. Along with all relevant policies AB&C Policy is disclosed to the public and communicated at the outset of all business relationships, as appropriate, ensuring transparency and alignment with the highest ethical standards. For more details, please refer to the Company's Public Disclosure Document.

3.3 Prohibited Practices

Bribery and corruption are unethical and illegal practices that undermine transparency and integrity. In the cryptocurrency industry and beyond, specific actions are strictly prohibited under Selini Capital Anti-Bribery and Corruption Policy, including:

Offering or Giving Bribes

It is forbidden to give, promise to give, or offer a payment, gift, or hospitality to a third party with the expectation or hope that it will result in a business advantage, or as a reward for a business advantage already given. Additionally, it is forbidden to provide, pledge to provide, or propose a payment, gift, or hospitality to a third party to facilitate or accelerate a routine process.

Facilitation Payments

The Company prohibits any payment, gift, or hospitality to a third party to facilitate or expedite a routine procedure. This includes any payment to government officials or other individuals to speed up services or processes.

Accepting Bribes

Employees, Board members, and Staff must not accept any payment, gift, or hospitality from a third party if they know or suspect that such a payment, gift, or hospitality is given or received with the expectation that a business advantage will be provided in return.

Retaliation and Threats

The Company strictly prohibits threatening or retaliating against any member of the Board or Staff who has refused to commit a bribery offence or who has raised concerns about suspected bribery or corruption.

The Company strictly prohibits participating in any activity that could result in a violation of the anti-bribery and corruption regulations.

It's important to note that this list of prohibited activities is not exhaustive. Any actions that could be seen as unethical, improper, or against the spirit of this policy are also prohibited. Violations of these rules will result in serious consequences, including disciplinary action, termination of contract, and possible legal actions.

3.4 Accepted Practices for Gifts and Entertainment

While the Company maintains a strict stand against bribery and corruption, it recognizes that in certain situations, gifts or entertainment may be offered or received as part of customary business practices. Such exchanges can strengthen professional relationships if they occur transparently, without compromising ethical standards or influencing business decisions.

In exceptional cases, certain gifts or entertainment may be permissible if they meet established thresholds and are approved by the CO. These exceptions must be documented in accordance with this policy. Approval is granted on a case-by-case basis, following the procedures outlined in Disclosure and Reporting section, where the registration and approval process is detailed.

Employees must ensure that such gifts or entertainment are not intended to serve as a form of bribery or corruption. If there is any doubt about the intent behind a gift or entertainment offer, employees should exercise caution and consult with the CO. This approach reinforces transparency and trust in all business interactions while protecting the Company's integrity.

The giving and accepting of gifts is allowed if the following requirements are met:

- it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- it is given in our name, not in your name;

- it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in the UK it is customary for small gifts to be given at Christmas;
- it is given openly, not secretly; and
- it complies with any applicable local law.

Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.

Reimbursing a third party's expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

3.5 Self-Assessment in Identifying Potential Bribery

To help employees determine whether an action may be considered a bribe, the Company offers a simple self-test that any employee can complete by asking the following questions:

- ✓ Intent: Is the payment, gift, or favor intended to influence someone's actions or decisions?
- ✓ Expectations: Is there an expectation of something in return, like business advantages or favorable treatment?
- ✓ Value: Is the item of substantial value or considered lavish?
- ✓ Transparency: Would you be comfortable if your action was publicly disclosed or reviewed by others?
- ✓ Regulations: Does the action comply with our Anti-bribery and corruption policy and all applicable laws?

If you feel uncertain or it's likely a potential bribe. In such cases, each employee should report the matter to the CO or through the Company's whistleblowing mechanism for further guidance, where details of escalation and approval is described in accordance with the Gift and Entertainment Disclosure section of this policy. By following these simple guidelines, employees can ensure that their actions are consistent with the Company's commitment to ethical business practices.

4. Gift and Entertainment Disclosure

Any employee who receives or is offered a gift or entertainment request that meets the Company's acceptable thresholds and ethical guidelines must promptly disclose this to the responsible CO. Employees must report the nature, value, and purpose of the gift or entertainment, as well as the relationship with the party involved by complying with the filling of the following:

Gifts and Entertainment Requests:

- Report the details of the offer such as the type, value, and intended purpose of any gift or entertainment received.
- Explain the relationship with the offering party and any potential business implications.
- Provide the CO with the results of the self-assessment so the CO can make an independent determination of whether the gift or entertainment constitutes a bribe or influence.

4.1 Case Assessment

The CO will assess the request to determine whether it complies with the Company's policy and ethical standards. The CO will consider factors such as:

- Value and appropriateness of the gift or entertainment
- Timing of the offer (e.g., during bidding or negotiations)
- The business relationship between the Company and the offering party
- Possible influence on business decisions or contractual relationships
- Any previous history of gift exchanges between the parties

The CO will evaluate all requests for gifts and entertainment to ensure they align with the Company's policy and ethical standards. This assessment includes the following factors:

- *Value and Appropriateness:* The CO reviews the monetary value and the nature of the gift or entertainment to determine if it's reasonable and appropriate for a business relationship.

- *Timing of the Offer:* Offers made during sensitive periods, such as bidding, contract negotiations, or other critical business events, are scrutinized to ensure they don't unduly influence decision-making.
- *Business Relationship Context:* The CO assesses the relationship between the Company and the offering party to identify potential conflicts of interest or undue influence.
- *Impact on Business Decisions or Contracts:* The CO evaluates whether accepting the gift or entertainment could sway business decisions or affect contractual relationships.
- *Past Gift Exchanges:* Any history of previous gift exchanges between the parties is considered to identify patterns or repeated attempts at undue influence.

If the CO determines that the gift or entertainment is likely intended to influence business decisions or appears improper, the employee must decline it.

4.2 Registration and Decision Making

If the CO finds a gift and entertainment is reasonable, within nominal value, and aligns with the Company's standards, it will be approved and registered in a Company's Gifts and Entertainment Register maintained by the Compliance Department. This record includes details such as:

- The employee's name and department
- The provider's name, relationship, and organization
- A description of the gift or entertainment
- Estimated value and date of receipt

All accepted gifts and entertainment items must be documented in the Gifts and Entertainment Registry by the CO.

5. Whistleblowing

Transparency and accountability are the foundations of Selini Capital's approach to compliance. The disclosure and reporting mechanisms adopted by the Company ensure that all employees, Board members, and stakeholders have a clear and effective process for reporting potential breaches of this Anti-bribery and corruption policy.

This section outlines the expectations for disclosure, the process for reporting any suspected or actual violations, the registration and approval process and possible

outcomes. By providing clear guidance, the Company aims to create an environment where everyone feels comfortable coming forward with concerns, knowing that their reports will be handled with discretion and integrity.

5.1 Whistleblowing Mechanisms

To ensure compliance with Anti-bribery and corruption laws, the Company has established a robust whistleblowing system (please see the Whistleblowing Policy) that allows employees and other stakeholders to report suspected violations or unethical behavior. The whistleblowing mechanism provides multiple methods of contact for reporting potential violations, including a dedicated telephone number. This channel, along with other communication channels, is published and made easily accessible to all employees, Board members, and stakeholders. More information can be found in Whistleblowing Policy

Any member of Board or Staff are required to report any suspected or actual violation of anti-bribery and corruption rules to the CO immediately. This includes situations where an individual suspects that a breach may have occurred, is about to occur, or has been solicited by another entity or individual. The following information needs to be reported:

Suspected or Actual Violations:

- Clearly describe the nature of the suspected or actual breach of anti-bribery and corruption rules.
- Provide the time and location of the incident to help the CO understand the context.
- Identify any individuals or entities potentially involved in the violation.

5.2 Investigation

Upon receiving a report of a suspected violation of the anti-bribery and corruption policy, the CO will open an investigation file to track the progress and findings of the investigation. If the report is made orally, the CO is responsible for preparing a written summary to ensure a clear record of the allegations.

Additionally, to ensure an impartial and thorough investigation, the CO will appoint an independent entity to conduct the investigation. This entity will gather and document all relevant facts, including details about the parties involved, times, dates, and any supporting evidence. During the investigation, the CO will keep the Board informed about the existence and progress of the investigation to maintain transparency and oversight.

The investigation procedures may include, but are not limited to, the following steps:

- To maintain impartiality and thoroughness in assessing potential violations, the CO will engage an independent entity to conduct an investigation.
- The external entity will collect and document all relevant information, including details about the parties involved, times, dates, and supporting evidence.
- Throughout the investigation, the CO will keep the Board informed about its existence and progress to ensure transparency and proper oversight.

This approach ensures that the Company remains vigilant in maintaining ethical standards and preventing undue influence on its business dealings.

5.3 Documentation

Upon completion of the investigation, the independent entity will provide a written investigation report to the CO. This report will detail the findings, evidence, and conclusions of the investigation. If unlawful conduct is discovered, the CO will immediately inform the Board, who will determine the appropriate remedial action to ensure compliance with the company's internal anti-bribery and corruption policy and all applicable laws.

The independent entity that conducted the investigation will also prepare a written summary of the remedial actions taken. This summary will outline the corrective measures implemented to prevent future violations and address the root causes of unlawful conduct.

The CO will then forward this information to Senior Management and relevant governance bodies for final approval. The CO regularly reviews these records to identify patterns or trends that could indicate potential risks or policy violations. The findings are reported to Senior Management and the Audit Committee.

When investigating reported cases of bribery or corruption, the CO retains the investigation report and a summary of any remedial actions for at least (8) eight years after the corrective measures are completed. These documents serve as a record of the investigation and corrective actions taken and are available to the Virtual Asset Regulatory Authority (VARA) or other regulatory bodies upon request to ensure compliance and facilitate oversight.

All records, including those pertaining to gifts, entertainment, investigations, and compliance activities, are securely maintained for a minimum of eight years, ensuring compliance with regulatory standards and maintaining integrity and compliance with the anti-bribery and corruption policy.

5.4 Protection Against Retaliation

The Company prioritizes open and honest reporting of bribery and corruption concerns. It treats the identity of anyone providing relevant information with strict confidentiality, following all applicable UAE laws and regulations. The current Policy clearly prohibits any form of retaliation or discrimination against those who make reports in good faith. If such retaliation occurs, the Company will respond with serious consequences to ensure the protection of whistleblowers.

Additionally, the Company guarantees that all data related to bribery and corruption is handled confidentially and securely. Personal information is protected in accordance with relevant data protection laws. The Company maintains robust measures to safeguard data integrity, ensuring it is only accessible to authorized personnel involved in investigations or compliance. This dual commitment to confidentiality and data protection fosters a culture where employees can confidently report concerns without fear of retaliation or compromise of their personal information.

Reporting

Selini Capital provides multiple channels for reporting any instances or suspicions of bribery and corruption. These channels are accessible to both internal staff and external entities, including clients, vendors, and other stakeholders. Reports can be made through email, or an online reporting form available on the Company's website.

The Company is committed to protecting the identity and confidentiality of the reporting entity at all times, UAE laws and regulations are applied. Measures are in place to ensure that the identity of the whistleblower is not disclosed without their consent unless required by law. Anonymous reporting is also facilitated, allowing entities to report concerns without revealing their identity.

Upon receiving a report, the Compliance Officer (CO) or a designated member of the compliance team acknowledges receipt and begins a preliminary review within 24 hours. A thorough investigation is conducted, ensuring that all relevant information is gathered and analyzed. The investigation process is designed to be fair, impartial, and efficient. The CO ensures that the investigation is kept confidential, and the findings are reported only to the necessary Senior Management and, if required, to regulatory authorities.

6. Training and Monitoring

Ensuring compliance with Anti-Bribery and Corruption regulations is a critical responsibility at Selini Capital . To achieve this, the Company has established a comprehensive training and monitoring program designed to educate the Board and Staff on the Anti-Bribery and Corruption policy, as well as to ensure consistent adherence to these rules across the organization.

The Company provides Anti-bribery and Corruption training during the onboarding process to ensure that all new staff and board members are well-equipped with the relevant knowledge, but also offers ongoing training throughout employment to keep the staff and the Board members at the forefront of industry best practices and regulatory requirements.

All members of the Board and Staff are required to participate in the training sessions provided by the Company regularly. This ensures that everyone in the organization has a thorough understanding of the Anti-Bribery and Corruption policy and their role in maintaining compliance. These training programs are intended to keep everyone up to date with the latest compliance requirements and best practices. The training covers key topics such as identifying bribery risks, understanding prohibited practices, and the procedures for reporting suspected violations. Attendance and active participation in these training sessions are mandatory, and records are kept monitoring compliance.

Ongoing Monitoring

To ensure that the training is effective and that all procedures are being followed, the Company has established a robust monitoring system. This system involves periodic audits, spot checks, and other compliance assessments to ensure that the Board and Staff are adhering to our Anti-bribery and corruption policy. Any deviations from established procedures are identified and addressed promptly.

7. Violations

The Company takes violations of its Anti-Bribery and Corruption policy very seriously. Any breach of these prohibited practices will result in serious consequences. Disciplinary action may include written warnings, demotions, suspension, or immediate termination of employment or business relationships. Severe violations could also lead to legal prosecution, with penalties such as fines or imprisonment.

All employees and associates are expected to adhere to this policy and report any suspected breaches to the CO or through the whistleblowing mechanisms in place.

The Company will immediately report to VARA any findings of unlawful conduct that breach the anti-bribery and corruption rules set by this policy and the relevant regulatory requirements.

8. Recordkeeping

The Company maintains accurate records of all transactions, gifts, entertainment, and other relevant activities. In line with regulatory requirements, it retains detailed documentation of transactions, training sessions, monitoring activities, and other compliance-related matters for at least (8) eight years. These records are securely stored and available for auditing and compliance purposes. They can be accessed by the Virtual Asset Regulatory Authority (VARA) or other regulatory bodies upon request to ensure full transparency and adherence to the standards set forth in this policy.

Appendix

Gift and Entertainment register



Gift, Entertainment &
Hospitality Register_S

Gift ad Entertainment and Hospitality Declaration Form



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