

# AIXCRYPTO HOLDINGS, INC.

## INSIDER TRADING POLICY

### I. Purpose

The purchase or sale of securities while possessing material nonpublic ("inside") information, or the disclosure of inside information ("tipping") to others who may trade in such securities, is sometimes referred to as "insider trading." Illegal insider trading occurs when a person buys or sells a security while in possession of inside information in violation of a duty of trust or confidence. In connection with carrying out your duties, you may have or obtain access to inside information about AIxCrypto Holdings, Inc. (Nasdaq: AIXC), a Delaware corporation, and its subsidiaries (collectively, the "Company"). You may also have or obtain access to inside information about other companies with which the Company conducts business.

AIxCrypto Holdings, Inc. is a technology infrastructure company focused on the convergence of artificial intelligence and blockchain-based programmable systems. The Company develops software platforms and programmable infrastructure designed to facilitate the tokenization of real-world assets ("**RWA**") and the deployment of Embodied Artificial Intelligence ("**EAI**") in commercial environments. The Company's mission is to serve as the regulated, programmable infrastructure layer connecting traditional capital markets with on-chain systems and AI-enabled commercial systems.

The Company is committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules, regulations and listing standards. The Board of Directors (the "**Board**") of the Company has adopted this Insider Trading Policy ("**Policy**") as part of this commitment.

This Policy is designed to assist the Company in preventing illegal insider trading and to avoid even the appearance of improper conduct on the part of any Company director, officer, employee, consultant, independent contractor or agent. However, the ultimate responsibility for (i) complying with federal and state securities laws, (ii) adhering to the terms of this Policy, (iii) avoiding improper use of Company information (or the information of other companies with which the Company conducts business), and (iv) avoiding improper or illegal transactions in Company securities (or securities of other companies with which the Company conducts business) rests with you. It is imperative that you use your best judgment and that you ask questions where you are uncertain how to handle a particular situation.

### II. Administration of Policy

The Board has delegated to the Audit Committee (the "**Audit Committee**") the responsibility of administering this Policy. The Audit Committee may from time to time recommend to the Board changes to this Policy. All changes to this Policy must be approved by the Board.

The Company has designated its "**Head of Legal**" as the compliance administrator for purposes of this Policy. The Board, upon recommendation of the Audit Committee, may designate a different person to perform the compliance duties under this Policy by adopting changes to this Policy. Head of Legal is granted the authority to perform all compliance duties under this Policy and may designate one or more individuals to assist in performing such duties. The determinations of Head of Legal under this Policy are final and binding on all interested parties.

### III. Penalties for Insider Trading

The penalties for violating the insider trading laws include imprisonment, disgorgement of profits gained or losses avoided, and substantial civil and criminal fines. An insider trading violation carries a maximum prison sentence of 20 years. Criminal fines can reach up to \$5.0 million for individuals and \$25.0 million for entities, and civil fines can reach up to three times the profit gained or loss avoided. In addition, individuals and entities considered to be "control persons" who knew or recklessly disregarded the fact that a "controlled person" was likely to engage in insider trading also may be civilly liable. The civil liability of "control persons" can be the greater of (i) \$1.0 million or (ii) three times the amount of the profit gained or loss avoided. For this purpose, a "control person" is an entity or person who directly or indirectly controls another person, and could include the Company and/or its directors and officers. Under some circumstances, individuals who trade on inside information may also be subjected to private civil lawsuits. Moreover, because the inside information of the Company is the property of the Company, trading on or tipping the Company's confidential information could result in serious employment sanctions up to and including termination of employment.

You should be aware that the surveillance techniques of the Nasdaq Stock Market and the Financial Industry Regulatory Authority ("**FINRA**") are becoming more sophisticated all the time, and the chance that authorities will detect and prosecute an insider trading violation involving even a small amount of securities is significant. Companies with securities listed on Nasdaq routinely receive inquiries from the SEC and/or FINRA regarding trading in their securities and are required by applicable law to provide information in response to such inquiries.

#### **IV. Scope and Applicability**

**Covered Persons.** This Policy applies in its entirety to all of the Company's directors, officers, employees, consultants, independent contractors and agents within all of the Company's business and operations (and the business and operations of any of the Company's subsidiaries), as well as family members and domestic partners who share a household with any such persons. All references in this Policy to "**Covered Persons**" shall be read to include all persons identified in the preceding sentence. Sections IX and X of this Policy impose additional obligations and restrictions on Restricted Persons beyond those applicable to all Covered Persons.

**Restricted Persons.** Sections IX and X of this Policy impose additional obligations and restrictions on persons who are designated as "**Restricted Persons.**" The following persons are automatically designated as Restricted Persons:

1. All members of the Board of Directors; and
2. All Executive Officers of the Company (as determined by the Board from time to time).

In addition, Head of Legal shall designate from time to time such other individuals who, by the nature of their duties, are likely to have access to Material Nonpublic Information as Restricted Persons. Such designations shall be based on access to information rather than title or seniority alone, and may include, without limitation, members of the finance, accounting, legal, compliance, and SEC reporting functions, personnel with access to the Company's blockchain platform infrastructure or client digital asset data, and such other individuals as Head of Legal deems appropriate.

Head of Legal shall maintain a current Restricted Persons List and shall notify each designated individual of their status and the associated pre-clearance and blackout period obligations under Sections IX and X of this Policy. Any person designated as a Restricted Person must comply with this Policy as a Restricted Person until notified otherwise in writing by Head of Legal.

**Covered Securities and Transactions.** This Policy applies to all transactions in the Company's securities, including common stock and any other type of securities that are convertible into or

exchangeable or exercisable for common stock, such as convertible notes, warrants, options and other derivative securities. Without limiting the foregoing, this Policy applies to sales, purchases, transfers, gifts, exchanges, pledges, options, hedges, puts, calls and short sales, and any other transaction that transfers (or attempts or purports to transfer) the economic consequences of ownership of the Company's securities.

This Policy also applies to trading in the securities of another company with which the Company conducts business if you learn material nonpublic information about that company or its securities as a result of your employment or association with the Company.

**Delivery of the Policy; Certifications.** This Policy will be delivered to all Covered Persons upon its adoption by the Company, and to all new directors, officers, employees and, where appropriate, independent contractors and agents, upon the commencement of their employment or association with the Company. Thereafter, the Policy shall be distributed annually to all Covered Persons. All Covered Persons, including the Board of Directors and Executive Officers, shall certify compliance with this Policy annually through the Company's human resources information system.

## **V. Definitions**

**Insider Trading.** "Insider trading" occurs when a person purchases or sells a security while in possession of inside information in breach of a duty of trust or confidence owed directly or indirectly to the issuer of the security, the issuer's stockholders or the source of the information. "Inside information" is information which is considered both "material" and "nonpublic."

**Materiality.** A fact is considered "material" if (i) there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, hold or sell securities, or (ii) disclosure of the information would be expected to significantly alter the total mix of information in the marketplace about the issuer of the security. Material information can reflect either good or bad news and is not limited to financial information. While it is impossible to list all types of information that might be deemed "material" under particular circumstances, information dealing with the following subjects affecting the Company would generally be considered material:

- projections of future revenues, margins, expenses, earnings, capital expenditures or liquidity position, or other financial or operational information;
- anticipated or actual Company financial or operational results for a quarterly or annual period;
- news of a pending or proposed merger, acquisition, strategic partnership or joint venture relationship;
- news of a pending or proposed sale, disposition or write-down of assets;
- news of a significant change in business plans or strategies, including changes to the Company's Dual Flywheel strategy or its RWA tokenization or EAI infrastructure pillars;
- news relating to the execution or termination of significant contracts with clients, customers, suppliers, technology partners or platform counterparties;
- news relating to key products, services or platform deployments;
- changes in dividend policies, recapitalizations or stock splits;
- offerings of securities or other financing developments;
- actual or anticipated repurchases of securities;
- changes or proposed changes in the Board, senior management or other major personnel changes;

- news of significant litigation, regulatory matters, government investigations or similar matters;
- significant cybersecurity incidents, platform vulnerabilities or breaches affecting the Company's infrastructure or client systems;
- Digital Asset and Platform Specific: material developments in the Company's RWA tokenization or EAI infrastructure platforms, including new product launches or significant platform upgrades;
- material changes to client service engagements or partnerships involving blockchain-based or AI infrastructure services provided by the Company;
- significant security incidents or vulnerabilities affecting the Company's platforms or the digital assets of clients served by the Company;
- regulatory approvals, denials, investigations or enforcement actions related to the Company's blockchain or AI service operations or licensing status; and
- material changes in applicable cryptocurrency, digital asset or AI regulation that affect the Company's service offerings or financial reporting obligations.

**Nonpublic Information.** Information is "nonpublic" if it has not been widely disclosed to the general public through major newswire services, national news services, financial news services, filings with the SEC, or other method determined by the SEC to be compliant with Regulation FD. For purposes of this Policy, information will be considered public after the close of trading on the full trading day following the day on which the Company publicly releases the information. For example, if the Company issues a press release containing material information at 6:00 p.m. on a Tuesday, and Nasdaq is open for trading on Wednesday, Covered Persons shall not be permitted to trade in Company stock until Thursday.

**Tipping.** "Tipping" is the disclosure of material nonpublic information concerning the Company or its securities to an outside person. Providing inside information to anyone who thereafter trades on the basis of that information may subject both you (the "tipper") and the other person (the "tippee") to insider trading liability. Should a Covered Person inadvertently disclose such information to an outside person, the Covered Person must promptly inform Head of Legal.

## **VI. Prohibited Activities**

**Prohibitions.** Except for the limited exceptions described in Exceptions to Prohibited Activities subsection of Section VI below, the following activities are strictly prohibited under this Policy:

1. No Covered Person may sell, purchase, transfer, gift, pledge or effectuate any other transaction in Company securities while in possession of material nonpublic information concerning the Company or its securities. This prohibition includes sales of shares received upon exercise of stock options, vesting of restricted stock or settlement of restricted stock units.
2. No Covered Person may "tip" or disclose material nonpublic information concerning the Company or its securities to any outside person, including family members, affiliates, analysts, investors, members of the investment community and news media. Should a Covered Person inadvertently disclose such information to an outside person, the Covered Person must promptly inform Head of Legal.
3. Applicable to Restricted Persons only: No Restricted Person may purchase Company securities on margin, hold Company securities in a margin account, or pledge Company securities as collateral for a loan.

4. Applicable to Restricted Persons only: No Restricted Person may trade in any interest or position relating to the future price of Company securities, such as put or call options or other derivative securities, or enter into any short sale of Company securities.
5. Applicable to Restricted Persons only: No Restricted Person may hedge the value of Company securities, including through prepaid variable forward contracts, equity swaps, collars or exchange funds.
6. No Covered Person may trade in securities of another company if the Covered Person is in possession of material nonpublic information about that other company which the Covered Person learned as a result of his, her or their employment or association with the Company.
7. No Covered Person shall make any information about the Company publicly available, except to the extent specifically authorized to do so in accordance with Section VIII of this Policy.
8. No Covered Person may use any material nonpublic information obtained in the course of providing the Company's services to trade in any cryptocurrency, token, digital asset, or derivative instrument, to the extent such assets may be deemed securities under applicable law or are economically linked to Company information, regardless of whether such trading occurs on a centralized exchange, a decentralized exchange (DEX), a peer-to-peer platform, or through any other means, including automated trading bots or smart contract interactions. The use of privacy coins, cryptocurrency mixing services, tumbling services, or any other obfuscation technology to knowingly conceal transactions informed by material nonpublic information is strictly prohibited. Additional digital asset restrictions are set forth in Section XII of this Policy.
9. No Covered Person may knowingly post, share, comment on or otherwise communicate any material nonpublic information about the Company on any social media platform, including but not limited to Twitter/X, Telegram, Discord, Reddit, LinkedIn, YouTube or TikTok. No Covered Person may intentionally engage in, or coordinate with others to engage in, any campaign to artificially influence the price of AIXC securities or any related digital asset. Company Personnel responsible for official communications shall follow the Company's social media guidelines and exercise reasonable judgment in ensuring that no material nonpublic information is disclosed. Where uncertainty exists as to whether information may constitute material nonpublic information, such Personnel shall consult with Head of Legal prior to publication.

**Exceptions to Prohibited Activities.** Prohibitions on effecting transactions in Company securities under this Policy do not extend to:

1. The exercise of vested stock options on a "cash for stock" or "stock for stock" basis, where no Company stock is sold to fund the option exercise. The sale or transfer of any common stock acquired through such exercise remains subject to this Policy.
2. The receipt of Company stock upon vesting of restricted stock or settlement of restricted stock units. The sale or transfer of any common stock so acquired remains subject to this Policy.
3. The withholding of Company stock by the Company in payment of tax obligations upon the vesting or exercise of stock options, restricted stock or restricted stock units.
4. Company securities purchased or sold under a Rule 10b5-1 Trading Plan that has been approved in advance by Head of Legal (see Section XI below).
5. Transfers of Company stock by a Covered Person into a trust for which the Covered Person is a trustee, or from the trust back into the name of the Covered Person.
6. Bona fide gifts of Company securities following receipt of written approval from Head of Legal.

7. Bona fide charitable donations of Company securities to a 501(c)(3) tax-exempt organization following receipt of written approval from Head of Legal.
8. Purchases and sales of mutual funds, exchange traded funds or other similar investment vehicles that invest in securities of the Company and with respect to which the Covered Person is a passive investor with no rights with respect to the voting or disposition of any Company securities.

## **VII. Duties of Head of Legal**

Any Covered Person who has questions regarding the scope of this Policy or the interpretation of any of its provisions should consult with Head of Legal for guidance. The identity of Head of Legal is maintained in the Company's internal compliance records, which are updated from time to time by the Audit Committee.

The duties and responsibilities of Head of Legal under this Policy include the following:

1. Administering and interpreting this Policy, and monitoring and enforcing compliance with its provisions and procedures;
2. Responding to inquiries relating to this Policy;
3. Designating the list of Restricted Persons under this Policy (either by title or by express designation);
4. Announcing special trading blackout periods during which Restricted Persons may not trade in Company securities;
5. Annually providing (or supervising the provision of) copies of this Policy and other appropriate materials to all Covered Persons, and overseeing routine training of Covered Persons with respect to the provisions and procedures of this Policy;
6. Recommending revisions to this Policy to reflect changes in federal or state securities laws, Nasdaq listing standards, SEC interpretive guidance, digital asset regulation, and best corporate governance practices;
7. Coordinating with the Human Resources Department to ensure that records of all certifications required to be executed by all Covered Persons are maintained through the Company's human resources information system;
8. Retaining outside legal counsel or other advisors to assist in carrying out the duties and responsibilities under this Policy.

## **VIII. Confidentiality of Information Relating to the Company**

**Access to Information.** Risk of insider trading violations can be substantially limited by restricting the pool of individuals with access to material nonpublic information to the greatest extent possible. Access to material nonpublic information about the Company should be limited to directors, officers and employees of the Company on a need-to-know basis. Such information should not be communicated to anyone outside the Company unless such person has signed an appropriate confidentiality agreement prior to dissemination of the information.

Given the Company's role as a technology infrastructure service provider, Company Personnel who have access to nonpublic information about client tokenization projects, RWA structuring activities, EAI platform deployments or blockchain infrastructure engagements must treat such information with the same

degree of care as the Company's own material nonpublic information, and must not use or disclose such information for any purpose other than the performance of their duties.

**Disclosure of Information.** Material nonpublic information about the Company is the property of the Company and the confidentiality of this information must be strictly maintained. Only the Chief Executive Officer and such other persons expressly designated in writing by the Chief Executive Officer in consultation with Head of Legal are authorized to disclose material nonpublic information about the Company to stockholders, analysts, members of the investment community, business partners or other persons. All external inquiries regarding the Company should be directed to the Chief Executive Officer, and no other comment should be provided unless express written authorization has been granted. If a Covered Person inadvertently discloses material nonpublic information to an outside person, such Covered Person must promptly notify Head of Legal so that appropriate steps may be taken to preserve confidentiality or make required public disclosure in accordance with Regulation FD.

## **IX. Pre-Clearance Required for Trading by Restricted Persons**

All Restricted Persons must pre-clear all transactions in Company securities as provided below:

**Pre-Clearance of Transaction.** Any Restricted Person proposing to effectuate a trade or other transaction in Company securities must notify Head of Legal and obtain pre-clearance for the transaction at least two (2) trading days in advance of the proposed transaction. This pre-clearance requirement applies to any and all transactions in Company securities, including requests to purchase Company securities on margin, hold Company securities in a margin account, or pledge Company securities as collateral for a loan. Pre-clearance requests should be submitted in writing to Head of Legal.

**Certification.** The Restricted Person proposing to effectuate such trade or other transaction must certify to Head of Legal in writing that he, she or they is not in possession of material nonpublic information concerning the Company or its securities.

**Approval of Transaction.** Head of Legal must approve or deny the proposed trade or other transaction in writing, and may withhold approval in its sole discretion without being required to state a reason. If approved, the pre-cleared trade must be effected within five (5) trading days of receipt of pre-clearance. If the person becomes aware of material nonpublic information before the trade is executed, the pre-clearance is void and the trade must not be completed.

**Subsequent Requests for Approval.** If the proposed transaction is not completed within five (5) trading days after receiving clearance, clearance for the transaction (or any unfilled portion thereof) must be re-requested following the pre-clearance procedure described above.

**Head of Legal Discretion.** Any decision of Head of Legal regarding the approval or denial of a proposed trade or other transaction shall be final and binding on the Restricted Person. If a person seeks pre-clearance and permission to engage in the transaction is denied, then he, she or they should refrain from initiating any transaction in Company securities, and should not inform any other person of the restriction.

## **X. Blackout Periods Applicable to Restricted Persons**

**Quarterly Blackout Periods.** No Restricted Person may trade or effectuate any other transaction in Company securities during the period commencing fifteen (15) calendar days prior to the end of each fiscal quarter and ending one full trading day after the public release of the Company's financial results

for such quarter (the "**Blackout Period**") (except for transactions effected pursuant to an approved Rule 10b5-1 Trading Plan or a Hardship Exemption as described below). Head of Legal shall notify Restricted Persons of the commencement and end of each Blackout Period and the opening of each trading window. However, even during an open trading window, no Covered Person may trade in Company securities if such person is in possession of material nonpublic information concerning the Company. The existence of an open trading window is not a safe harbor and does not guarantee that trading is permissible.

**Special Blackout Periods.** From time to time, Head of Legal may determine that trading in Company securities is inappropriate during an otherwise open trading window due to the existence, or potential existence, of material nonpublic information. Accordingly, Head of Legal may prohibit trading at any time by announcing a special blackout period. The existence of a special blackout period shall be considered confidential information and Restricted Persons are prohibited from communicating the existence of a special blackout period to anyone who is not a Restricted Person.

**Hardship Trading Exceptions.** Head of Legal may, on a case-by-case basis, authorize trading in Company securities during a trading blackout period due to demonstrated financial or other hardship. Any person wanting to rely on this exception must first notify Head of Legal in writing of the circumstances of the hardship and the amount and nature of the proposed trade. Such person will also be required to certify in writing no earlier than two trading days prior to the proposed trade that he, she or they is not in possession of material nonpublic information concerning the Company or its securities.

## **XI. Implementation of Rule 10b5-1 Trading Plans**

A Rule 10b5-1 trading plan ("**Trading Plan**") is a contract to purchase or sell securities according to a written instruction or plan established prior to effecting any transaction in the securities. While adoption of a Trading Plan does not obviate the requirement to otherwise comply with insider trading laws, it does provide an affirmative defense to a claim that a person traded on the basis of material nonpublic information.

To be adopted in good faith, a Trading Plan must be adopted when the person is not in possession of material nonpublic information, and must not be adopted as part of a scheme to fraudulently evade insider trading prohibitions. A Trading Plan may not be adopted during any trading blackout period. Any person who wishes to enter into a Trading Plan must obtain the prior written approval of Head of Legal.

Pursuant to SEC Rule 10b5-1 as amended effective February 27, 2023, the following mandatory cooling-off periods apply before trading may commence under any Trading Plan:

**(i) Directors and Executive Officers (Section 16 Officers):** Trading may not commence until the later of (a) ninety (90) days after the date of adoption or modification of the Trading Plan, or (b) two business days following the filing of the Form 10-Q or Form 10-K for the fiscal quarter in which the Trading Plan was adopted or modified. In no event shall this cooling-off period exceed one hundred and twenty (120) days.

**(ii) All Other Covered Persons:** Trading may not commence until thirty (30) days after the date of adoption or modification of the Trading Plan.

At the time of adopting or modifying a Trading Plan, directors and executive officers must certify in writing to Head of Legal that: (a) they are not aware of any material nonpublic information about the Company or its securities; and (b) they are adopting or modifying the Trading Plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b-5.

Any modifications to a Trading Plan must meet the same requirements as a new Trading Plan, including adoption outside of any trading blackout period and when the adopting person is not in possession of

material nonpublic information. The applicable cooling-off period set forth above shall apply anew from the effective date of any modification.

While this Policy does not limit the ability of a Covered Person to terminate a previously adopted Trading Plan at any time, any new Trading Plan adopted following such termination must satisfy the applicable cooling-off period set forth above from the date of termination, and must otherwise meet all requirements applicable to a new Trading Plan as set forth herein.

**Overlapping Plans.** No Covered Person may maintain more than one Trading Plan at the same time that authorizes open market purchases or sales of Company securities during the same period, except as expressly permitted under Rule 10b5-1 as amended. Any new Trading Plan that would overlap in trading activity with an existing Trading Plan must be approved in advance by Head of Legal.

**Single-Trade Plans.** A Trading Plan designed to effect the open market purchase or sale of the total amount of Company securities subject to the plan as a single transaction (a "Single-Trade Plan") is permitted only once per twelve (12)-month period per Covered Person, except as otherwise permitted under Rule 10b5-1 as amended. Any proposed Single-Trade Plan must be submitted to and approved by Head of Legal prior to adoption.

Any transaction in Company securities effected under an approved Trading Plan will not require further pre-clearance at the time of the transaction and will not be subject to future trading blackout periods. However, all such transactions must still comply with applicable SEC reporting requirements, including Section 16 of the Securities Exchange Act of 1934, and must be reported to Head of Legal within one business day of execution.

## **XII. Digital Asset and Cryptocurrency Trading Restrictions**

Given the Company's role as a technology infrastructure service provider in the RWA tokenization, blockchain infrastructure and EAI space, Company Personnel may in the course of their duties access sensitive nonpublic information about clients, counterparties, platform deployments and technology developments. The following additional restrictions apply to all Company Personnel:

**Client and Platform Information.** You may not use any material nonpublic information obtained in the course of providing the Company's services — including information about client tokenization projects, planned RWA on-chain transactions, DeFi protocol integrations, EAI platform deployments, or blockchain infrastructure engagements — to trade in any cryptocurrency, token, digital asset or derivative instrument that could be influenced by such information. You may not disclose such information to any person outside the Company for the purpose of enabling others to trade.

**Smart Contract and Platform Infrastructure.** You may not use knowledge of unannounced smart contract deployments, platform upgrades, security vulnerabilities, audit results, or technology developments relating to the Company's products or client engagements to trade in any digital asset. You may not use any Company-controlled wallet address, private key, API credential or multi-signature authority for personal gain. Any wallet addresses or platform credentials used in connection with Company business must be disclosed to Head of Legal upon request, and any suspected unauthorized access to the Company's platform infrastructure must be reported immediately.

**Client Token Transactions.** You may not trade in, or tip others to trade in, any token, coin, NFT or other digital asset on the basis of nonpublic information about a client's planned token issuances, burns, buybacks, staking programs, liquidity arrangements, or DeFi protocol deployments that the Company is facilitating. Any participation in a client token or digital asset offering that arises in connection with the performance of your duties must be disclosed promptly to Head of Legal.

**Regulatory Compliance.** You may not trade in Company securities or any related digital asset during any period in which you are aware of a pending or ongoing regulatory inquiry, examination, enforcement action, license approval or denial, or sanctions-related development affecting the Company or any client engagement that has not been publicly disclosed. Any knowledge of such matters must be reported immediately to Head of Legal and must not be shared with any third party.

### **XIII. Whistleblower Protection**

The Company is committed to ethical conduct and compliance with all applicable laws and regulations. Company Personnel who in good faith report suspected violations of this Policy or applicable securities laws are protected from retaliation. Reports may be made confidentially to:

- Head of Legal
- Audit Committee
- Ethics Hotline (ethics@aixcrypto.ai)
- The U.S. Securities and Exchange Commission (SEC) Whistleblower Program

No person shall be subject to retaliation, discharge, demotion, suspension, threat, harassment or any other form of discrimination for reporting in good faith a suspected violation of this Policy or applicable securities laws.

**THESE ARE VERY SERIOUS MATTERS. INSIDER TRADING IS ILLEGAL AND CAN RESULT IN JAIL SENTENCES AS WELL AS CIVIL PENALTIES, INCLUDING TRIPLE DAMAGES. EMPLOYEES, INDEPENDENT CONTRACTORS OR CONSULTANTS WHO VIOLATE THIS POLICY MAY BE SUBJECT TO DISCIPLINARY ACTION BY THE COMPANY, INCLUDING DISMISSAL OR TERMINATION OF ANY BUSINESS RELATIONSHIP FOR CAUSE. IF YOU HAVE ANY QUESTION OR DOUBT ABOUT THE APPLICABILITY OR INTERPRETATION OF THIS POLICY OR THE PROPRIETY OF ANY DESIRED ACTION, PLEASE SEEK CLARIFICATION FROM HEAD OF LEGAL. DO NOT TRY TO RESOLVE UNCERTAINTIES ON YOUR OWN.**