

# ***Tribe***

## Tribe Tokenisation FZE - Anti-Bribery & Corruption Policy

Date: 30/08/2025

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# 1. Introduction

Tribe Tokenization FZE (“Tribe”, the “Company”) is firmly committed to operating with the highest levels of integrity, fairness, and ethical responsibility. The company enforces a strict zero-tolerance approach to bribery and corruption in all forms and is fully aligned with applicable laws and regulations, including those issued by the Dubai Virtual Assets Regulatory Authority (VARA) and the broader UAE legal framework.

This Anti-Bribery and Corruption (ABC) Policy outlines Tribe’s clear and unequivocal stance on the prevention, detection, and handling of bribery, improper payments, and corrupt conduct. The Policy applies to all individuals and entities associated with Tribe, including Board members, employees, contractors, consultants, and other representatives acting on behalf of the firm.

The objective of this Policy is to ensure that everyone acting for or connected to Tribe understands their responsibility to conduct business ethically - free from kickbacks, facilitation payments, conflicts of interest, or any other form of undue influence. Compliance with this Policy is essential for preserving Tribe’s reputation, regulatory standing, and organisational values.

To promote transparency and accountability, this Policy is made available to external stakeholders - including clients, vendors, and other business partners. Tribe also provides confidential reporting channels through which third parties can raise concerns about any suspected bribery or corruption. All such reports are treated with the highest level of confidentiality, and retaliation against whistleblowers is strictly prohibited.

The core principles of this Policy are disclosed publicly via Tribe’s website and communicated clearly at the initiation of significant business engagements. This ensures all counterparties are aware of Tribe’s ethical expectations and share a common understanding of its commitment to lawful, transparent, and principled conduct.

# 2. Purpose & Scope

This policy establishes the standards, expectations, and controls necessary to identify, prevent, and manage the risk of bribery and corruption across Tribe’s operations. The Policy applies to all employees, officers, directors, contractors, consultants, interns, and any third parties acting on behalf of or in connection with Tribe, irrespective of their geographic location.

Tribe is fully committed to conducting its business with the highest level of integrity, professionalism, and transparency. This includes strict compliance with all applicable anti-bribery and corruption laws - such as those issued by the Dubai Virtual Assets Regulatory Authority (VARA), UAE federal legislation, and internationally recognised frameworks.

This Policy also serves to inform external stakeholders, including clients, service providers, and partners, of Tribe’s stance against bribery and corruption. These third parties are expected to uphold equivalent standards and are encouraged to report any suspected misconduct through designated reporting channels, which are managed with strict confidentiality.

**Objectives and Guiding Principles**

Tribe’s ABC Policy is anchored in the following key objectives:

- **Ensuring Legal and Regulatory Compliance**  
 Bribery in any form - direct or indirect - is strictly prohibited. This includes offering, promising, giving, soliciting, or receiving anything of value (such as payments, gifts, or hospitality) intended to gain an unfair advantage or improperly influence a business decision. All business practices must align with UAE law, VARA regulations, and global anti-corruption standards.
  
- **Promoting an Ethical Culture**  
 Tribe cultivates a workplace environment that values honesty, accountability, and ethical decision-making. All individuals acting on behalf of the firm must uphold these values and act in Tribe’s best interests at all times.
  
- **Preventing and Mitigating Risk**  
 Robust procedures are in place to prevent, detect, and respond to bribery and corruption risks. This includes specific safeguards for engagements with public officials, third parties, and within commercial transactions.
  
- **Safeguarding Organisational Integrity**  
 Tribe recognises that its reputation is a critical asset. Conducting business ethically reinforces stakeholder trust and protects the firm’s long-term credibility.

**Key Principles**

Principle	Description
Zero Tolerance	Bribery and corruption in all forms are categorically prohibited. There are no exceptions.

Personal Accountability	Every individual covered by this Policy is responsible for upholding its standards and must report any actual or suspected violations without delay.
Oversight and Monitoring	Tribe has implemented effective controls including due diligence checks, ongoing compliance reviews, staff training, and internal audit mechanisms.

**Activities and Relationships Covered**

This Policy applies to all operational and commercial activities where there may be exposure to bribery or corrupt practices, including the following:

Area	Policy Coverage and Expectations
Interactions with Public Officials	All dealings with government entities, regulators, or individuals in official positions must be approached with heightened scrutiny. Any offering or promise of benefit aimed at influencing official actions is strictly prohibited.
Third-Party Relationships	All third-party engagements—such as with vendors, advisors, consultants, or joint venture partners—must undergo appropriate due diligence and be subject to ongoing compliance monitoring.
Commercial Transactions	Business dealings with clients, suppliers, and partners must be conducted with integrity. Bribes, kickbacks, and improper inducements are strictly forbidden throughout the transaction lifecycle.
Charitable Contributions and Sponsorships	Donations and sponsorships must not be used as a disguise for bribery. They must be subject to formal review and approval, ensuring alignment with Tribe’s ethical and compliance standards.

Gifts and Hospitality	Gifts or entertainment must be reasonable, proportionate, and not intended to obtain or retain business or exert undue influence. High-value or recurring hospitality must be disclosed and pre-approved under internal guidelines.
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This section integrates seamlessly with Tribe’s broader compliance ecosystem, including its Code of Conduct, Conflicts of Interest Policy, and Third-Party Due Diligence procedures. Together, these ensure Tribe operates to the highest ethical standards in every market it serves.

### 3. Reporting and Oversight

Tribe relies on the vigilance, integrity, and proactive engagement of its employees, senior management, and third-party partners to prevent and detect bribery, corruption, and non-compliance. A culture of ethical awareness and responsible reporting is critical to maintaining transparency and regulatory compliance across the organisation.

#### Reporting Obligations

Category	Expectations
Employee Responsibility	All employees, including Board members, are required to promptly report any suspected or actual incidents of bribery or corruption. This includes the offer, solicitation, or receipt of bribes or improper advantages—whether direct or indirect. Reports must be made directly to the Compliance Officer.
Third-Party Expectations	Contractors, consultants, and business partners are also expected to report any concerns related to unethical conduct or suspected bribery when acting in connection with Tribe’s operations.
Culture of Openness	Tribe fosters a work environment where individuals can report concerns in good faith without fear of retaliation. Confidentiality is maintained to the fullest extent permitted by law and internal policy.

#### Role of the Compliance Officer

The Compliance Officer serves as the primary steward of Tribe’s Anti-Bribery and Corruption Policy and is responsible for its day-to-day implementation, monitoring, and enforcement. Key responsibilities include:

Responsibility Area	Description
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Policy Implementation and Monitoring	Ensuring the ABC Policy is effectively communicated, enforced, and embedded within daily operations. This includes oversight of staff training and awareness initiatives.
Annual Review and Evaluation	Conducting at least annual assessments of the Policy's effectiveness, incorporating insights from regulatory developments, internal audits, and market trends.
Corrective Action	Addressing any identified deficiencies in the Policy's execution through timely remediation plans and improvements to ensure ongoing legal and ethical compliance.

**Role of the Board of Directors**

The Board of Directors holds ultimate accountability for the governance and strategic oversight of Tribe's anti-bribery and corruption framework. Their role includes the following:

Responsibility Area	Description
Oversight and Accountability	Ensuring consistent application of the Policy and alignment with applicable laws and Tribe's overall risk management framework.
Policy Review and Updates	Reviewing and formally approving any substantive amendments to the Policy, especially those required in response to regulatory or operational changes.
Enforcement and Ethical Leadership	Upholding and promoting the Policy's principles across all levels of the organisation, setting the tone from the top for a culture of integrity.

**Legal Compliance and Interpretation**

Tribe is firmly committed to upholding all applicable anti-bribery and anti-corruption laws and aligning its conduct with international best practices. This commitment extends to all employees, directors, and associated persons - regardless of their role, location, or seniority.

**Conflict with Local Laws**

Principle	Guidance
Higher Standard Applies	Where this Policy sets a higher ethical or compliance standard than local laws, the higher standard shall apply.

Local Law Precedence	If adherence to this Policy would cause a breach of local legal obligations, the local legal requirement will take precedence.
Escalation Requirement	Any such conflicts must be immediately referred to the Compliance Officer for appropriate guidance and interpretation.

**Commitment to Global Best Practices**

Tribe’s ABC Policy is informed by international anti-bribery frameworks and regulatory principles. While rooted in UAE law - including compliance with the Dubai Virtual Assets Regulatory Authority (VARA) - the Policy also draws on standards from leading jurisdictions, where applicable, to ensure robust, cross-border ethical safeguards.

**Zero Tolerance Approach**

Tribe adopts a strict zero-tolerance policy towards all forms of bribery and corruption. This applies to:

- Direct and indirect bribery (offering, promising, giving, requesting, or accepting anything of value to influence a decision);
- Active and passive bribery (initiating or receiving improper advantage);
- All geographies and relationships, whether governmental or commercial in nature.

Violations may result in:

- Disciplinary action (including termination of employment or contract),
- Legal proceedings,
- Disclosure to regulatory or law enforcement authorities.

**Compliance with Applicable Laws**

All employees, officers, and associated third parties must comply fully with:

- UAE anti-bribery and corruption legislation,
- VARA regulations,

Where there is a discrepancy between legal requirements and company policy, the stricter standard applies unless it results in legal non-compliance—in which case, the matter must be escalated.

**Ethical Conduct and Business Integrity**

Tribe expects every individual acting on its behalf to uphold the highest ethical standards by:

- Acting with honesty, transparency, and accountability in all business dealings;
- Avoiding conduct that may appear improper, such as:
  - Undisclosed conflicts of interest,
  - Misleading communications,
  - Using personal influence to secure undue advantage.

Ethical behaviour is not just a legal obligation but a core aspect of Tribe’s brand and reputation.

**Prohibition of Bribery and Facilitation Payments**

Prohibited Conduct	Description
Bribery	Offering, promising, giving, receiving, or soliciting any item of value to influence a business or official decision.
Facilitation Payments	Unofficial, small payments made to expedite routine actions by government officials are strictly forbidden.

Tribe insists on conducting all interactions lawfully, ethically, and free from undue influence.

**Use of Company Resources**

Company resources - including funds, equipment, accounts, and records - must be used only for lawful and ethical purposes. Specific requirements include:

- Accurate Record-Keeping: All transactions must be documented accurately and transparently.
- Internal Controls: Transactions must comply with internal financial controls.
- Prohibited Practices:

- Falsifying records,
- Concealing financial activity,
- Misusing assets.

Any attempt to manipulate records or misapply company resources is considered serious misconduct which could result in actions against the relevant party.

### Third-Party Compliance

Tribe expects all third parties - such as agents, consultants, service providers, suppliers, and joint venture partners - to demonstrate a clear commitment to ethical conduct and full compliance with anti-bribery laws. The following safeguards apply to all third-party engagements:

Requirement	Description
Due Diligence	All third parties undergo thorough background checks to assess their integrity, compliance history, and ethical conduct.
Contractual Obligations	Agreements include binding clauses requiring adherence to Tribe's Anti-Bribery and Corruption Policy and applicable legislation.
Ongoing Monitoring	The Company continuously monitors third-party behaviour and reserves the right to terminate relationships if violations are detected.

### Reporting and Whistleblowing

Tribe actively promotes a culture of transparency and accountability by encouraging the reporting of unethical or unlawful conduct. The Company ensures that all employees, officers, and external partners can raise concerns confidently and without fear of reprisal.

Safeguard	Details

Confidential Reporting Channels	Individuals may report concerns directly to the Compliance Officer or via designated internal whistleblowing channels.
Non-Retaliation Guarantee	Tribe prohibits retaliation against any person who reports concerns in good faith.
Prompt Investigation	All reports are treated seriously, investigated impartially, and addressed with timely and appropriate action.

**Reporting of Unlawful Conduct**

In the event that bribery or corruption constitutes a breach of applicable regulations - including the Anti-Bribery and Corruption Rules under Part VI of VARA’s Compliance and Risk Management Rulebook - Tribe shall take the following steps:

Action	Description
Internal Escalation	Notify the Compliance Officer and Money Laundering Reporting Officer (MLRO) immediately.
Regulatory Notification	Inform VARA and other relevant authorities without undue delay, as required by applicable regulations.
Documentation and Remediation	Maintain detailed records of the breach, including investigation findings, remedial steps taken, and outcomes.
Enhanced Controls	Strengthen internal procedures and apply ongoing monitoring to mitigate future risk and ensure regulatory compliance.

# 4. Operation Controls & Enforcement Measures

## Prohibition of Bribery and Kickbacks

Tribe enforces a strict zero-tolerance policy against all forms of bribery and kickbacks. No employee, director, officer, or third party acting on behalf of the Company may offer, solicit, authorise, or accept any bribe or improper benefit—whether monetary or otherwise—to influence a business outcome or secure an unfair advantage. This prohibition applies globally and includes interactions across both public and private sectors.

Prohibited Conduct Includes:

- Offering or receiving anything of value to improperly influence decisions or secure business.
- Facilitating or authorising unofficial “grease payments” or kickbacks.
- Engaging intermediaries or agents to carry out improper payments on behalf of Tribe.

All business dealings must be lawful, transparent, and based solely on merit and legitimate business criteria.

## Risk Assessment

Tribe conducts periodic anti-bribery and corruption risk assessments to identify areas of heightened exposure and to implement appropriate mitigation strategies. These assessments:

- Examine exposure across jurisdictions, departments, and third-party engagements.
- Evaluate the adequacy of existing controls and highlight gaps or weaknesses.
- Are formally reviewed on a periodic basis and retained for a minimum of eight (8) years, as required by regulatory obligations.

The insights gained inform due diligence protocols, training content, and compliance monitoring efforts.

## Due Diligence on Third Parties

Recognising that third-party engagements represent a significant corruption risk, Tribe performs comprehensive due diligence before onboarding any third party.

Due Diligence Focus Areas	Details
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Legal and Regulatory Background	Verify licensing, regulatory compliance, and legal history.
Links to Politically Exposed Persons (PEPs)	Identify any connections to high-risk individuals.
Reputation and Ethical Practices	Assess public perception and adherence to business ethics.
Ownership and Control Structures	Examine transparency and corporate governance practices.

Due diligence findings are documented and retained for a minimum of eight (8) years. For long-term partners, reassessments are performed periodically to ensure continued compliance.

### Training and Awareness

A well-informed workforce is central to Tribe's anti-bribery framework. All employees, directors, and relevant third parties must complete mandatory training covering applicable laws, policy requirements, and real-world risk scenarios.

Training Component	Frequency
Onboarding Induction	Upon commencement of role
Annual Refresher Training	Annually
Role-Specific Training for High-Risk Staff	Based on risk exposure
Ad-Hoc Updates	Following regulatory or policy changes

All training sessions are logged, and maintained for a minimum of eight (8) years.

### Reporting and Whistleblowing Procedures

Tribe encourages the prompt reporting of suspected bribery, corruption, or policy breaches. Reports may be submitted confidentially through secure internal channels.

Reporting Channel	Details
Compliance Officer	Direct reporting channel for employees and partners
Whistleblowing Email Address	compliance@mytribe.ae
Whistleblowing Phone Number	+971 4 594 3839

Anonymous Web Form	A secure, non-traceable form is available via the Company intranet (internal) and website (external).
In-Person Reporting	Employees or any relevant parties may request a confidential meeting with the Compliance Officer.
Investigation Protocol	All reports are reviewed confidentially and investigated thoroughly
Whistleblower Protection	Good-faith reporters are protected against retaliation
Register Maintenance	Incidents and outcomes are logged in the Whistleblowing Register

Refer to Tribe’s Whistleblowing Policy for detailed guidance.

**Record-Keeping Requirements**

Robust documentation is essential for compliance and audit readiness. Tribe maintains comprehensive records related to:

- Financial transactions and expense approvals
- Due diligence assessments
- Training participation logs
- Whistleblowing reports and remedial outcomes

All records are securely stored and retained for at least eight (8) years in line with VARA regulatory requirements.

**Internal Controls and Audits**

Tribe operates a robust internal control framework designed to deter and detect bribery risks. Regular internal audits are performed to evaluate compliance and the effectiveness of controls.

Audit Activities Include:

- Reviewing high-risk financial transactions
- Evaluating third-party relationships
- Testing approval processes and segregation of duties

Findings are escalated to the Compliance Officer and Board of Directors. Where deficiencies are found, targeted action plans are implemented.

**Avoidance of Conflicts of Interest**

All associated individuals must avoid circumstances that may result in real or perceived conflicts between personal interests and the Company’s interests.

Disclosure Process	Control Measures
Immediate Notification	All conflicts must be disclosed to the Compliance Officer
Conflict Register Logging	Disclosures are recorded in the Conflict-of-Interest Register
Mitigation Actions	May include exclusion from decisions or oversight review mechanisms

Tribe maintains a firm commitment to objectivity, fairness, and the avoidance of bias in all business decision-making.

## 5. Investigations and Disciplinary

**Investigation Procedures**

Upon receiving a report, the Compliance Officer logs the concern and opens a formal investigation file. Reports received verbally are transcribed and recorded.

Step	Action
Initial Review	The Compliance Officer assesses the validity and seriousness of the claim.
Investigator Appointment	An internal or external investigator is appointed to conduct an impartial inquiry.
Evidence Collection	Relevant documents, communications, and interviews are gathered and reviewed.
Governance Oversight	The Compliance Officer updates the Board on the investigation’s progress.
Final Reporting	A formal investigation report is submitted to the Compliance Officer.

If a violation is confirmed, remedial and/or disciplinary actions are proposed in consultation with the Board.

**Regulatory Notification and Record Keeping**

Where unlawful conduct is identified, Tribe shall promptly notify the Virtual Assets Regulatory Authority (VARA) and any other relevant regulatory bodies, in accordance with Part VI of the VARA Compliance and Risk Management Rulebook. This process is managed by the Compliance Officer in coordination with the Money Laundering Reporting Officer (MLRO).

Record Type	Retention Period
Substantiated Reports	8 years from the start of the calendar year following the report date.
Unsubstantiated Reports	Personal data deleted by end of the following year; file retained (redacted as needed) for 8 years.
Investigation Files, Whistleblower Logs, and Outcomes	Minimum of 8 years for audit and regulatory access.

All records are stored securely and may be accessed upon regulatory request or during internal audits.

**Disciplinary Measures**

Violations of the Anti-Bribery and Corruption Policy are dealt with in accordance with the Company’s disciplinary framework. The type and severity of the disciplinary action will depend on the nature of the violation.

Offender	Possible Consequences
Employees	Verbal or written warnings, suspension, demotion, or dismissal.
Third Parties	Termination of contract or engagement; potential legal or regulatory referral.
Severe Violations	Legal proceedings and full cooperation with enforcement or regulatory authorities.

All disciplinary outcomes are documented in the relevant personnel or third-party file and retained for eight (8) years in line with regulatory expectations.

# 6. Organisational Commitment

## Commitment to Ethical Standards

Tribe is unwavering in its dedication to integrity, transparency, and ethical business conduct. The Anti-Bribery and Corruption (ABC) Policy is not only a legal obligation under UAE law and the regulations of the Virtual Assets Regulatory Authority (VARA), but also a central pillar of the Company’s governance framework.

This Policy serves to:

- Embed a culture of accountability and trust across the organisation.
- Protect Tribe’s reputation and stakeholder confidence.
- Promote ethical decision-making and operational transparency.

Adherence to the ABC Policy is mandatory for all employees, Board members, and associated third parties. Compliance is a non-negotiable responsibility, ensuring that the Company operates lawfully and in the best interest of its stakeholders.

## Expectations from Staff and Stakeholders

All individuals covered under this Policy are expected to demonstrate continuous commitment to its principles. The following table outlines the core expectations:

Responsibility	Expectation
Comply Fully	Strictly follow the rules and procedures defined in the ABC Policy.
Uphold Ethical Conduct	Act as role models for transparency, integrity, and responsible behaviour.
Report Violations	Proactively report actual or suspected breaches through internal channels.

This shared responsibility ensures a robust, compliant, and values-driven operating environment at Tribe.

# 7. Policy Reviews

Aspect	Details
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Frequency of Review	At least annually, or more frequently in response to legal or regulatory changes.
Responsible Parties	Jointly led by the Board of Directors, senior management, and Compliance Officer.
Remedial Action	Any gaps or deficiencies identified are addressed immediately.
Communication	Policy updates are approved by the Board and communicated organisation-wide.
Training	Additional training is provided when material changes are made.

Through this continuous review cycle, Tribe ensures that the ABC Policy remains aligned with global best practices and evolving business risks.

## Appendix 1 - Definitions

Term	Definition
Bribery	The offering, promising, giving, requesting, or receiving of any item of value (including gifts, money, favours, hospitality, or other benefits) with the intent to improperly influence the actions of an individual or entity in the performance of their duties.
Corruption	Any abuse of entrusted power for private gain, including bribery, extortion, fraud, embezzlement, nepotism, and other forms of misconduct that undermine the integrity of business practices.
Facilitation Payment	A small payment made to a public official to expedite or secure the performance of a routine, non-discretionary governmental action. These payments are strictly prohibited under this Policy.
Kickback	The return of a portion of the money received in a business transaction, often secretly and improperly, as a reward for facilitating the deal or securing an advantage. Kickbacks are considered a form of bribery.
Public Official	Any individual who holds a legislative, administrative, or judicial position of any kind, whether appointed or elected, in any country; this includes employees or representatives of government departments, state-owned enterprises, or international public organisations.

Third Party	Any individual or organisation not employed by Tribe but acting on its behalf or in collaboration with it. This includes agents, consultants, contractors, suppliers, business partners, and joint venture entities.
Associated Person	An individual or entity that performs services for or on behalf of Tribe and may include employees, officers, directors, representatives, and external parties where relevant.
Compliance Officer	The designated individual within Tribe responsible for implementing and overseeing the ABC Policy, conducting investigations, and ensuring compliance with applicable anti-bribery and anti-corruption regulations.
Whistleblower	Any person who reports suspected or actual misconduct, unethical behaviour, or violations of this Policy in good faith, using the reporting channels provided by Tribe.
Due Diligence	A systematic process of investigating and assessing the integrity, conduct, and background of third parties or potential partners to identify and mitigate bribery and corruption risks before engagement.
Conflict of Interest	A situation where a person's private interests interfere, or could be perceived to interfere, with the interests of Tribe, potentially compromising their objectivity or ability to act in the company's best interest.
Investigation File	A formal and confidential record created when a report of suspected bribery or corruption is made. It includes details of the allegations, investigative findings, and any remedial or disciplinary action taken.
VARA	The Virtual Assets Regulatory Authority of Dubai, which oversees and enforces regulatory compliance for Virtual Asset Service Providers (VASPs) within its jurisdiction, including adherence to anti-bribery and corruption standards.