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OPTIM Investments

Code of Conduct

Updated: 12 October 2020

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1. INTRODUCTION

The Company is committed to maintaining ethical standards in the conduct of its business activities. The Company's reputation as an ethical business organisation is important to its ongoing success and it expects all its Directors and Executives to be familiar and have a personal commitment to meeting these standards.

2. PURPOSE OF THE CODE

The Board has adopted this Code of Conduct to define basic principles of business conduct. This Code requires Directors and Executives to abide by the policies of the Company and to the law. The Code is a set of principles giving direction and reflecting the Company's approach to business conduct, its sets and explains the list of rules for business behaviour.

The employees of the Company should keep in mind these important considerations when reading this Code:
The guidelines should be applied both in letter and in spirit.
This Code should be considered together with any applicable laws and regulations, as well as any Company policies and procedures.
The Code applies to all of our employees, officers and directors, regardless of where their work or their position in the overall organization.
Anyone aware of any violation of this Code or of any Company policy or legal requirement must report this violation. We will not tolerate retaliation against them for such reporting.
If the employees fail to comply with the provisions of this Code or with another Company policy or procedure, they may be disciplined and/or dismissed.

Integrity and a high standard of ethics are fundamental to our beliefs and must be upheld by all employees, officers and directors. The Company is committed to doing what is right and deterring wrongdoing. If any person has questions concerning the proper course of action, that person consult his or her immediate supervisor, top executive or one of the following officers of the Company (the "Compliance Officers") for direction:

Full Name:	
Telephone:	
E-Mail:	
NAME:	
Telephone:	
E-Mail:	

This Code may be amended only by the Board. Any waiver of the Code for any Company senior financial officer, executive officer or director may be made only by the Board or a duly authorized committee of the Board. To the extent required by applicable law, all material amendments and any waivers for senior financial officers, executive officers or directors will be disclosed publicly. All amendments, modifications or waivers must be in writing.

3. BUSINESS ETHICS

3.1 Openness, honesty, fairness and integrity

Directors and Executives will conduct themselves with openness, honesty, fairness and integrity in business transactions and in dealings with others.

3.2 Mutual respect

Directors and Executives are expected to treat everyone else with whom they interact in their work with courtesy and respect.

3.3 Ethical Conduct

Directors and Executives will act ethically in their approach to business decisions.

3.4 Compliance with Laws

Directors and Executives are expected to comply with all laws that govern the Company's business and the policies that the Company adopts from time to time.

3.5 Diligence

Directors and Executives will use care and diligence in fulfilling the functions of office and in exercising the powers attached to that office.

4. BUSINESS CONDUCT

Directors and Executives will observe appropriate principles of behaviour when conducting Company business and interacting with others, **including:**

4.1 Compliance with laws and regulations

Directors and Executives will act in compliance with all laws that apply to the Company's business. Directors and Executives will need to obtain the consent of the Chair to seek advice from one of the Company's legal advisors if they are unclear about any laws relating to their work.

Any breaches of the law or unethical behaviour which become known to Directors and Executives must be reported to the Chair or the Board as a whole. Any breaches reported will be properly investigated and appropriate action taken. Persons who report suspected breaches in good faith shall be protected from victimisation.

4.2 Privacy and Intellectual property

Each Director and Executive is responsible for protecting the Company's intellectual property rights. All intellectual property that is generated in relation to the Company is the property of the Company.

5. PERSONAL AND PROFESSIONAL CONDUCT

5.1 Financial Integrity

The Company has stringent financial accounting procedures that are overseen by the Board and the external auditor. The use of Company funds or assets for any unethical purpose is prohibited.

5.2 Giving gifts

The Company does not allow the making of payments or payments in kind (gifts, favours etc) to induce individuals to award business opportunities to the Company or to make a decision in the Company's favour.

The Company recognises that it is accepted business practice that entertainment and small gifts may be extended to third parties with whom the Company has a relationship. However, any such gifts must be made for a proper purpose.

5.3 Accepting gifts

Directors and Executives should not accept personal gifts or extraordinary hospitality, accommodation or travel which may influence, or appear to influence, a business decision. Any gifts that are accepted will be reported to the Company Secretary who will maintain a register of such gifts and report the register to the Board at least quarterly.

5.4 Business agreements and contracts

The Company expects to compete fairly and ethically for all business opportunities. Directors and Executives involved in the negotiation of agreements and contracts must ensure that they act in

accordance with the law. All appropriate approvals must be obtained before contracts are executed. The Company is committed to meeting its contractual obligations

5.5 Confidentiality

Directors and Executives may not at any time, directly or indirectly, profit from confidential information obtained during the course of duties they perform on behalf of the Company.

Each Director and Executive must safeguard confidential information of the Company by not transferring, publishing, using or disclosing it other than when necessary in the ordinary course of business, or as specifically directed or authorised. All confidential or proprietary information that has been entrusted to the Company by a third party must be treated as if it was the Company's confidential information.

5.6 Public Statements

Public statements have the potential to breach the Company's obligations in respect to confidential information, share trading and continuous disclosure. Directors and Executives should not make public statements unless authorised by the Chair.

5.7 Gathering information on the Company's competitors

Information should not be gained through unlawful or unethical means.

5.8 Conflict of Interest

All Directors and Executives have an obligation to seek to avoid financial, business or other relationships which might be opposed to the interests of the Company or which may conflict with the performance of their duties.

Where a conflict arises, the Director or Executive should notify the Board in writing. The notice should detail the nature and extent of the potential conflict. Where a Director or Executive has any doubt about conflicts of interest, the Director or Executive should contact the Company Secretary.

A Director must give the other Directors notice if they have an interest in matters that relate to the Company's affairs that may give rise to a conflict. The disclosure must detail the nature and extent of the interest, be recorded in the minutes of the directors' meetings and referred to the Chair for determination.

5.9 Use of drugs and alcohol

A safe and healthy work environment is the responsibility of every employee. This obligation includes responsible behaviour with respect to the use of alcohol and drugs when conducting Company business and at Company sponsored activities.

The use of recreational or non-prescription drugs is not permitted on Company premises.

5.10 Use of Company resources

Directors and Executives must use all Company assets for proper purposes during their engagement with the Company.

No property of the Company may be sold, loaned, given away, otherwise disposed of, without proper authorisation.

5.11 E-mail and internet

The Company's email and internet systems have been developed to assist with communication. These facilities may not be used for personal gain or in a manner which may breach the law or is inappropriate for a Director or Executive of the Company.

6. RESPECT FOR OTHERS

6.1 The Company and its employees

The Company actively supports the principle of equal employment opportunity and expects its Directors and Executives to practise and support this principle. The Company's policy is to ensure that it does not engage in discriminatory practices and to make employment and career decisions on the basis of individual ability, performance, experience, and Company requirements.

The Company regards personal, physical or sexual harassment as unacceptable. The Company expects and requires its Directors and Executives to comply with occupational health and safety laws and Company policies.

6.2 The Company and partners, customers and suppliers

The Company's partners, customers and suppliers will be treated fairly and with professionalism and respect. The Company strives to be a good corporate citizen and to maintain open and frank business dealings and to develop mutually advantageous relationships.

7. IMPROPER BEHAVIOUR

Directors and Executives are encouraged to contact the Company Secretary where the Director or Executive has a reason to suspect that any fraudulent or unethical behaviour has occurred.

8. CONFIDENTIALITY

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. All information, in any form (including electronic information) that is created or used in support of Company business activities is the property of the Company. This Company information is a valuable asset and employees, officers and directors are expected to protect it from unauthorized disclosure.

This includes the Company's intellectual property (including without limitation, proprietary software, formulae and processes), customer, supplier, business partner and employee data. Law may restrict the use of such information and impose penalties for impermissible use or disclosure. Information pertaining to the Company's competitive position or business strategies, and information relating to negotiations with employees or third parties, should be protected and shared only with employees having a need to know such information in order to perform their job responsibilities.

Employees, officers and directors must maintain the confidentiality of information entrusted to them by the Company or its customers, vendors, regulators or consultants except when disclosure is authorized by the Company's legal counsel or legally mandated. Employees, officers and directors will

take all reasonable efforts to safeguard such confidential information that is in their possession against inadvertent disclosure and will comply with any non-disclosure obligations imposed on the Company in its agreements with third parties.

9. INTELLECTUAL PROPERTY AND PROPRIETARY INFORMATION

Employees, officers, and directors must carefully maintain and manage the intellectual property rights of the Company, including patents, trademarks, copyrights and licenses and trade secrets, to preserve and protect their value. In addition, employees, officers, and directors must respect the intellectual property rights of third parties. Violation of others' intellectual property rights may subject both you and the Company to substantial liability, including criminal penalties. Intellectual property that you create during the course of your employment belongs to the Company. Share any innovations or inventions you create with your supervisor so that the Company can take steps to protect these valuable assets.

10. REPORTING VIOLATIONS

Anyone aware of a violation of this Code or any Company policy or legal requirement must promptly report that violation. In reporting suspected violations, the Company encourages its employees first to contact their immediate supervisor or Company's compliance officers.

Two of our basic responsibilities to the workforce of the Company are to create an environment where employees feel free to call attention to legal or policy violations and to investigate impartially the reported concerns. The Company will not retaliate against any employee for reporting suspected violations of laws, regulations or Company policies in good faith

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OPTIM Investments Ltd is regulated by the
Financial Services Commission (FSC) Mauritius