

CONFLICT OF INTEREST DISCLOSURE

1. Introduction

Nash Exchange B.V. (**Nash**) is a crypto-asset service provider (**CASP**) within the meaning of art. 3(1)(15) of the Markets in Crypto-Asset Regulation (**MiCA**). As such, Nash is obliged to implement and maintain effective policies and procedures to identify, prevent, manage and disclose conflicts of interest.

2. Nash's policy on preventing conflicts of interest

Nash has adopted a policy on preventing conflicts of interest (the **Conflict of Interest Policy**). This Conflict of Interest Policy applies to Nash's shareholders, board members and employees. The purpose of Nash's Conflict of Interest Policy is to identify, prevent, manage and disclose conflicts of interest.

Nash ensures that all its shareholders, board members and employees are able to identify all possible conflicts of interest in time. Nash's shareholders, board members and employees are obliged to immediately report any situation in which there is a (potential) conflict of interest. Nash's Risk Officer and management board takes appropriate measures to avoid the (potential) conflict of interest.

Through this disclosure, Nash aims to inform you on the general nature and sources of conflicts of interest that have arisen or might arise, and the steps that Nash has taken to mitigate these conflicts of interest.

3. General identification of conflicts of interest

Nash has identified two categories of potential conflicts of interest:

- Conflicts of interest potentially detrimental to clients of Nash; and
- Conflicts of interest potentially detrimental to Nash.

Conflicts of interest that are potentially detrimental to clients may arise when Nash or Nash shareholders or members, any person directly or indirectly linked to Nash or Nash's shareholders or members by control, Nash's board members or Nash's employees (the **Connected Persons**) are in any of the following situations:

- Nash or the Connected Person is likely to make a financial gain, avoid a financial loss, or receive another kind of benefit, at the expense of the client;
- Nash or the Connected Person has an interest in the outcome of a crypto-asset service provided to a client of Nash or of a transaction carried out on behalf of that client, which is distinct from that client's interest in that outcome;
- Nash or the Connected Person has a financial or other incentive to favour the interest of one or more clients of Nash over the interest of another client of Nash;
- Nash or the Connected Person carries on the same business as the client of Nash; or

- Nash or the Connected Person receives or will receive from a person other than the client of Nash an inducement in relation to a service provided to that client, in the form of monetary or non-monetary benefits or services.

Taking into account Nash's corporate structure, services and Connected Persons, the following types of conflicts potentially detrimental to clients can potentially arise when Nash is acting as the client's CASP:

- Prioritization of own financial gains over clients' interests;
- Imposing undisclosed fees or charges;
- Sharing trade information with third parties;
- Preferential treatment of certain types of clients;
- Misleading marketing practices; and
- Aggressive sales tactics.

The above mentioned potential conflicts of interest have been mitigated with, inter alia, the measures set out in Nash's Conflicts of Interest Policy. These measures allow Nash to effectively prevent the potential conflicts from arising.

Conflicts of interest that are potentially detrimental to Nash may arise when a Connected Person:

- has an economic interest in a person, body or entity with interests conflicting with those of Nash;
- has a personal relationship with a person, body or entity with interests conflicting with those of Nash;
- has or has had a professional relationship with a person, body or entity with interests conflicting with those of Nash;
- has a political relationship with a person, body or entity with interests conflicting with those of Nash; or
- carries out conflicting tasks, is entrusted with conflicting responsibilities or is hierarchically supervised by someone who is in charge of conflicting functions or tasks.

Taking into account Nash's corporate structure, services and Connected Persons, the following types of conflicts potentially detrimental to Nash can potentially arise when Nash is acting as the client's CASP:

- Over-reliance on specific entities for critical services
- Pressure to procure IT infrastructure at above-market rates;
- Lack of independence; and
- Incorrect resource allocation or conflicting intra-group priorities.

The above mentioned potential conflicts have been mitigated with, inter alia, the measures set out in Nash's Conflict of Interest Policy. These measures allow Nash to effectively prevent the potential conflicts from arising.

4. General measures to prevent conflicts of interest

Conflicting activities

Certain activities of Nash may lead to conflicts of interest with other activities of Nash. For that reason, Nash has adopted measures to prevent conflicts of interest arising from:

- Connected Persons being involved in conflicting activities;
- Connected Persons involved in conflicting activities sharing information;
- Connected Persons supervising another Connected Person that is involved in activities conflicting with those of the supervising Connected Person;
- Connected Persons supervising two or more conflicting activities.

Remuneration

Remuneration for employees, board members and other natural persons involved in the provision of Nash's services may create a conflict of interest that encourages those persons to act against the interests of any of Nash's clients or impair their abilities to fulfil their duties and responsibilities in an objective and independent manner.

Therefore, Nash has adopted a remuneration structure that is balanced between fixed and variable components, so that the remuneration structure does not favour the interests of Nash or its Connected Persons against the interests of any client, in both the short, medium and long term. This remuneration structure is based on both quantitative commercial criteria and qualitative criteria, reflecting compliance with applicable regulations, the fair treatment of Nash's clients and the quality of services provided to Nash's clients.

Personal transactions

Personal transactions of Connected Persons and other natural persons involved in the provision of services may entail a conflict of interests of those Connected Persons with Nash or Nash's clients. Therefore, Nash has established policies and procedures regarding personal transactions, which outlines rules for its Connected Persons who trade crypto-assets. The policies and procedures emphasise compliance with market regulations to avoid conflicts of interest. Key provisions include:

- Pre-trade approval for personal trades.
- Blackout periods restricted trades after token listing events.
- Reporting and training requirements.
- Annual declarations of crypto holdings; and
- Monitoring of personal and family transactions to prevent market abuse.

Gifts

The acceptance of gifts from clients or third parties can lead to (the appearance of) a conflict of interest. For this reason, Nash has adopted a strict policy on accepting gifts, which entails:

- a prohibition on accepting gifts in money;
- a maximised value of physical gifts; and
- the obligation to report gifts to the Risk Officer.

Promotion campaigns

Carrying out promotion campaigns may lead to conflicts of interest between a Connected Person and Nash. For this reason, Nash has adopted a strict policy on carrying out promotion campaigns, which entails:

- ensuring that the independence of the Connected Person entrusted with the promotion campaigns is beyond doubt;
- a prohibition to have any kind of relationship with participants in the promotion campaign; and
- the obligation to report (doubts regarding) relationship with participants to the Risk Officer.

Ancillary activities

Ancillary activities of Connected Persons may lead to conflicts of interest between the Connected Person and Nash or Nash's clients. Therefore, ancillary activities are not allowed to be conducted by Connected Persons unless the Risk Officer has provided permission for a specific activity, irrespective of whether the position is paid or unpaid.

5. Identified conflicts of interest and specific mitigating measures

- **Role at Nash & shareholding in parent company**
 - **Service/context:** Firm-wide governance; all client services.
 - **Nature:** A member of Nash's management body also holds a shareholding in Nash's parent company.
 - **Risk:** Decisions at Nash could be influenced by parent-company interests.
 - **Controls:** Board regulations requiring directors to act in Nash's interests; training on conflicts; Dutch corporate-law duties; intra-group agreement at arm's length; independent compliance function; recusal where appropriate.
 - **Residual risk & your options:** Minimal but present risk of perceived influence. We document such situations, enforce recusals, and escalate to the CRO; clients can contact us for further information before engaging.
- **Role at Nash & board position in parent company**
 - **Service/context:** Firm-wide governance; all client services.
 - **Nature:** A member of Nash Exchange BV's management body also serves on the board of the parent company, Neon Exchange AG.
 - **Risk:** Overlap of duties may create influence over Nash's decisions from a group perspective.
 - **Controls:** As above (segregation; recusal; board regulations; independent compliance).
 - **Residual risk:** Perception risk remains; we record and monitor.
- **Role at Nash & board/ownership interest in a client**

- **Service/context:** Client onboarding, ongoing servicing, and decision-making on that client's interactions with Nash.
- **Nature:** A member of Nash's management body holds an interest/role with a client of Nash.
- **Risk:** Preferential treatment or influence over decisions relating to that client.
- **Controls:** Mandatory disclosure to the Risk Officer; recusal from decisions concerning the affected client; independent oversight; escalation to CRO.
- **Residual risk:** Low; mitigated by recusal and oversight.

- **Dual-hatting across group entities**
 - **Service/context:** Intra-group outsourcing and cooperation; operational support for client services.
 - **Nature:** Certain staff may perform roles in both Nash Exchange BV and the parent company, Neon Exchange AG.
 - **Risk:** Information flow and prioritisation conflicts; risk of undue influence on Nash's independent decision-making.
 - **Controls:** Arm's-length intra-group agreements (clear SLAs/pricing), CRO veto on compliance matters, independent oversight; restrictions on information sharing where it could affect duties; documented approvals; periodic reviews.
 - **Residual risk:** Low; monitored via semi-annual reviews.

- **Interests of NEX token holders vs. interests of Nash**
 - **Service/context:** Group-level economics that may indirectly affect Nash.
 - **Nature:** The NEX token (issued by the parent company, Neon Exchange AG) may benefit from economic flows that depend on Nash Exchange BV's performance.
 - **Risk:** Some stakeholders could prefer decisions that favour token economics over client interests.
 - **Controls:** Nash Exchange BV's board acts in the best interests of Nash Exchange as a Dutch entity; independent compliance; NEX holders have no governance rights over Nash Exchange; conflicts documented and escalated if relevant.
 - **Residual risk:** Perception risk remains; governance and oversight reduce it.

- **Dual role within Nash (e.g., executive + finance function)**
 - **Service/context:** Internal control environment affecting all client services.
 - **Nature:** A senior executive also performs finance responsibilities.
 - **Risk:** Concentration of duties can weaken segregation and oversight.
 - **Controls:** Segregation of duties in practice; second-line (Risk/Compliance) oversight; board reporting; targeted reviews; recusal where appropriate.
 - **Residual risk:** Low; reviewed periodically.

- **Routing preference: DEX aggregator vs. other execution venues**
 - **Service/context:** Token swap execution via a DEX aggregator integration (currently ODOS) compared with other execution paths.
 - **Nature:** Nash could have an incentive to favour DEX-aggregated routes when users trade.
 - **Risk:** Clients could be routed to a pathway that is not optimal for price or slippage if incentives were misaligned.
 - **Controls:** We present available options side-by-side (where applicable) and describe fees; routing logic is based on best available total price, slippage, speed and security; Nash's fee for swaps is configured at a fixed percentage that does not depend on the chosen route; monitoring of route outcomes.
 - **Residual risk:** Markets move; best route can change quickly. You can compare displayed quotes and choose your preferred route.
- **Fee-optimisation bias in routing**
 - **Service/context:** DEX-aggregated swaps.
 - **Nature:** A theoretical risk that routes paying higher fees to Nash could be preferred.
 - **Risk:** Higher client cost relative to the best available market outcome.
 - **Controls:** Nash's percentage fee for swaps is the same for all trades; route selection does not change Nash's fee; aggregator logic does not optimise for Nash's revenue; we monitor for anomalies.
 - **Residual risk:** Low; transparency plus constant fee structure mitigates it.
- **Opaque fee perception on swaps**
 - **Service/context:** DEX-aggregated swaps.
 - **Nature:** Clients may not realise that the displayed price includes a fee to Nash.
 - **Risk:** Informed-consent risk if the fee is not clear.
 - **Controls:** We disclose the fee in our app/website before trade confirmation and in our terms of service; totals are shown inclusive of fees.
 - **Residual risk:** Low; if anything is unclear, contact support before trading.
- **Promotion of specific DEXs**
 - **Service/context:** DEX-aggregated swaps.
 - **Nature:** Nash may favour to integrate with DEXs that use a partner code.
 - **Risk:** Integrated DEXs may not provide the client with the best pricing.
 - **Controls:** We use a DEX aggregator (currently ODOS) that evaluates 200+ DEXs and bridges and selects routes by best price, slippage, speed and security; any promotional relationships are separately disclosed; our fee does not depend on the route/venue.
 - **Residual risk:** Marketing perception risk remains; clients can always select the route they prefer from the quotes presented.

- **Referral program**
 - **Service/context:** Referral program.
 - **Nature:** Referrers may be incentivised to encourage clients to sign up and trade more frequently or with higher volumes primarily to maximise their own commissions, irrespective of the referees' interests, financial situation or risk appetite.
 - **Risk:** Clients may transact outside of their risk appetite.
 - **Controls:** We use a well designed program where rewards are paid from Nash's fee income and do not increase fees or spreads for any client, using uniform conditions for all clients, treating all referral communications as marketing material and conducting risk-based monitoring of referral activity.

6. Evaluation and updates

Nash maintains up-to-date records of all situations giving rise to actual and potential conflicts of interest, including the relevant crypto-asset services and activities, and of the measures taken to mitigate such conflicts in the relevant situations. This disclosure is regularly updated on the basis of those records, and evaluated annually by the Risk Officer for its accuracy, effectiveness and compliance with applicable regulations, addressing any deficiencies in that respect.

