

Conflict of Interest Policy

1. DEFINITIONS

“**Conflicted person**” means an associated person of Zagga Limited or Magna Trust Company Limited in accordance with section 12 of the Financial Markets Conduct Act 2013.

Examples of a Conflicted person of Zagga Limited (**Zagga**) or Magna Trust Company Limited (**Magna**) would include their:

- shareholders;
- directors;
- employees;
- persons able to directly or indirectly exert a substantial degree of influence over the activities of Zagga and/or Magna; and,
- a corporate entity that has one of the above persons as a trustee, director, shareholder or employee.

2. PURPOSE

To define and then manage or prohibit conflicts of interest arising from the operation of Zagga’s peer to peer lending platform (platform).

We envisage three main scenarios where conflicts of interest may arise:

- a. A Conflicted person lending money using the platform;
- b. A Conflicted person making use of the Secondary Market to sell part or all of their investment; and
- c. A Conflicted person borrowing money using the platform.

3. POLICY:

3.1 A Conflicted person lending money using the platform.

Conflicted persons of Zagga or Magna may lend money using the platform provided that:

- i. the Conflicted person obtains the prior permission of the board of Zagga (any director associated with that Conflicted person shall abstain from any relevant vote or decision). Such permission may contain conditions imposed by the board of Zagga or Magna; and
- ii. the terms and conditions associated with the investment are the same for the Conflicted person as for any other investors in the loan (and no information has been provided to the Conflicted person that has not been disclosed through the platform that otherwise may affect the value of a loan);

- 3.2 A Conflicted person who has lent through the platform may make use of the secondary market.

Conflicted persons of Zagga or Magna may place some or all of their investment in Zagga-originated loans onto the Secondary Market with prior Board approval, by following the same processes and procedures as all Zagga Investors.

Conflicted persons of Zagga or Magna will not be provided with any information that is not provided to other investors in a loan that otherwise might affect the value of a loan through the term of loan, or through their use of the Secondary Market. Conflicted persons will have to declare that they are not in possession of any information that has not been disclosed to the platform which might affect the value of a loan. A copy of this declaration will be stored against the Conflicts Register.

- 3.3 It is strictly prohibited for Conflicted persons to borrow money using the platform.

- 3.4 It is strictly prohibited for Zagga or Magna to lend or borrow money using the platform.

4. MANAGING CONFLICTS

In addition to the above:

- i. Conflicts of interest will be a standing agenda point at Zagga board meetings.
- ii. Employees of Zagga and/or Magna will notify the CEO of Zagga, and the board of Zagga of any conflicts of interest.
- iii. The factors the board may consider when deciding whether or not to approve a conflict of interest include but are not limited to:
 - the nature of the Conflicted person's interest in Zagga or Magna;
 - the nature or significance of the particular lending to be carried out by the Conflicted person; and,
 - the nature and extent of the Conflicted person's current or intended involvement or control in the lender's decision making or business operations.
- iv. All decisions by the Board in relation to conflicts of interest will be documented in the minutes and will be stored.
- v. No Conflicted person of Zagga or Magna, who is lending money using the platform, shall be involved with the ongoing management of that loan (if Zagga is appointed as loan manager).