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## **CAYMAN ISLANDS MONETARY AUTHORITY CONFLICTS OF INTEREST CODE**

1. Each Director shall immediately and in each January thereafter disclose in writing to the MD or, in the case of the MD, the Chairman Arrangements with or Holdings in any entity that he is aware has entered into or proposes to enter into any Agreement with the Authority or that is a Regulated Entity. Disclosure of Holdings of less than 5% of the issued voting Holdings of an entity are not required if the entity is listed on a stock exchange.
2. A Director with a Disclosable Interest shall notify the chairman of the meeting at which the relevant matter is to be considered. The Director shall withdraw unless requested by the chairman of the meeting, after consultation with the other Directors present, to remain to assist the meeting, and may not vote on the matter. In all other cases, the Director will advise the MD or, in the case of the MD, the Chairman immediately he becomes aware that he has a Disclosable Interest with respect to a matter before the Authority.
3. The MD or Chairman, as the case may be, shall notify a Director immediately he becomes aware of a matter before the Authority that may give rise to a conflict of interest for that Director.
4. While any material matter relating to or Agreement with an entity is before the Authority and of which a Director is aware, he shall not acquire or dispose of any Holdings in such an entity.
5. All Disclosable Interests shall be kept confidential by the MD and Chairman and shall be disclosed to other Directors only with the consent of the relevant Director or as required by this Code or by law.
6. The disclosure required by paragraph 1 and the prohibitions set forth in paragraph 4 extend to entities controlled by Directors.
7. Issues arising from the application of the above-policies shall be referred to the ethics committee of the Board of Directors.
8. In this Code:
  - 8.1. "Agreement" includes any lease or contractual arrangement and any variation or termination thereof;



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- 8.2. Subject to 8.10 “Arrangements” means all directorships, offices, employment, management, consultancy or other similar arrangements;
  - 8.3. “Chairman” means the chairman of the Authority;
  - 8.4. Subject to 8.10 “Disclosable Interest” means an interest disclosable under paragraph 1;
  - 8.5. “Control” means the right to elect a majority of the directors or to pass an ordinary resolution of shareholders or otherwise to exercise directly or indirectly de facto control over the entity;
  - 8.6. “Holdings” means any ownership or debt interest.
  - 8.7. “MD” means the managing director of the Authority;
  - 8.8. “Material matter” means any application for licence or registration or significant variation thereof, any suspension, cancellation or revocation of licence or registration or any enforcement or analogous action;
  - 8.9. “Regulated Entity” means a licensee or registrant or applicant for licence or registration;
  - 8.10. Personal arms’ length banking, investment management/advisory, broking and insurance relationships shall not be considered “Arrangements” or “Disclosable Interests”.

**Amended 10.1.04**