



FINANCIAL[™]
DATA EXCHANGE

Conflict of Interest
Policy



Revision History

Document Version	Notes	Date
1.0	Initial Policy Approval	June 18, 2025

CONFLICTS OF INTEREST POLICY

The Board of Directors of Financial Data Exchange, Inc. (the “**FDX**”) is dedicated to upholding the integrity and credibility of its work in developing and maintaining consensus standards. To assist FDX in fulfilling this commitment, FDX has established this conflict of interest policy (“**Policy**”) to ensure that all directors, officers, and employees of FDX (“**Covered Parties**”) act in compliance with applicable law. This Policy outlines the expectations for disclosing and managing potential conflicts of interest, as well as guidelines for addressing situations where conflicts may arise. By adhering to these standards, FDX strives to uphold the trust of its stakeholders. This Policy is intended to comply with the requirements of the Delaware General Corporation Law, including, but not limited to, DGCL Section 144.

- 1. Compliance:** All Covered Parties are expected to comply with this Policy and cooperate fully with the review and resolution of conflicts of interest. For officers and employees of FDX, failure to disclose a conflict of interest or to abide by the terms of this Policy may result in disciplinary action, up to and including removal from office or termination of employment. For Directors of FDX, failure to disclose a conflict of interest or to abide by the terms of this Policy may result in removal from the Board in accordance with the FDX Bylaws.
- 2. Conflict of Interest:** For purposes of this Policy, a “conflict of interest” shall have the meaning ascribed to it under Delaware law.
- 3. Disclosure:** All Covered Parties have a duty to disclose their own actual or potential conflicts of interest to the decision making body where an applicable matter is being discussed or approved in accordance with applicable law.
- 4. Delaware Law Governs and Controls.** Notwithstanding anything contained herein to the contrary, this Policy shall not expand the definition of “conflict of interest” or provide additional rights, remedies, or obligations in the resolution of such matters (or requirements of the Covered Parties) beyond what is dictated or otherwise specifically required under applicable Delaware law.
- 5. Review:** Upon receipt of a disclosure of a conflict of interest, individuals on the Board (or other applicable decision making body) that do not have a conflict of interest in the

applicable matter will review the matter and determine the appropriate course of action in accordance with DGCL Section 144 and this Policy.

6. **Recusal, as appropriate:** If required by applicable law, Covered Parties with a conflict of interest will recuse themselves from the decision-making processes on the relevant matter. Where applicable, a Covered Party with a conflict of interest can still be counted towards a quorum at a meeting where the matter is authorized; provided, however, that the following process will be pursued to ensure continued balance in decision-making:
 - a. In the unlikely event that more than half of the DPGM or TPGM Directors, respectively, recuse themselves from a given Committee or Board decision, then at the request of a majority of either the DPGM or TPGM members of such body, the matter shall be remitted to a balanced special committee.
 - b. The balanced special committee will comprise two (2) disinterested DPGM Directors from the applicable Board or Committee (chosen by DPGMs on such body) and two (2) disinterested TPGM Directors (chosen by TPGMs on such body), plus one (1) disinterested Director from the NCGM. For the relevant matter to be decided, a two-thirds approval will be required if the matter at hand would normally require a two-thirds approval. If the matter at hand would normally be determined by a majority vote, then a majority is required to decide the matter.
7. **No Additional Influence Due to Payments.** It is the policy of FDX that no party shall have any additional influence in setting FDX standards as a result of that member or other party making payments to FDX. Violations of this Section shall be deemed a violation of FDX's Conflict of Interest Policy.
8. **Amendments:** This Policy may be amended, revised or waived (in part) by the Board of Directors at any time, provided that any such amendments, revisions, or waivers comply with the requirements of Delaware law and the FDX Bylaws.