

# **BiG ViLLAGE**



## Expert Compliance Training and Guidelines

March 14, 2023

# Expert Compliance Training

Welcome to Big Village's Expert Compliance Training. Please carefully review the contents of this training deck.

# Overview

- In order to participate in expert engagements, Big Village's experts must abide by Big Village's Expert Terms and Conditions.
- The Big Village Expert Terms and Conditions are available for review in the expert portal.
- Some of the key obligations described in the Expert Terms and Conditions are:
  - Maintaining the confidentiality of client information
  - Not disclosing information to clients which would violate third party confidentiality agreements
  - Not using information gained from clients to engage in any securities trading activity
  - Not participating in engagements which would constitute a conflict of interest
  - Not engaging in any activity which would constitute a violation of applicable law
- This training will explore some of these obligations in greater depth.

# Conflicts of Interest

**A conflict of interest broadly refers to a situation where an individual or organization has competing interests or loyalties that could compromise their ability to make impartial decisions in a fair and objective manner.**

In the context of expert engagements, possible conflicts of interest may come up:

- Providing advice to a company which competes with a company you hold stock or other investment interests in
- Providing advice to a company which is a competitor of your current employer
- Providing advice to a company which is a competitor of other clients you have advised
- Providing advice would require the disclosure of information which you have promised to keep confidential

**You cannot take on engagements with clients which present any conflict of interest. Moreover, as part of an engagement, you must refrain from answering any client inquiry where doing so could present a conflict of interest.**

To determine what your potential conflicts may be, you should review:

- Present and former employment and consulting agreements
- Present and former employee handbooks
- Applicable industry or professional codes of conduct
- Any non-disclosure contracts you have agreed to

# Conflicts of Interest

If a potential conflict of interest arises at any point, please do not proceed, and notify Big Village of the potential conflict.

If the issue arises in the middle of a conversation with a client, please notify the client of the potential conflict and, if necessary, end the discussion if the conflict cannot be avoided. Do not respond on any inquiries where answering could pose a conflict of interest.

# Conflicts of Interest

You must carefully consider whether each proposed consultation could lead to a conflict of interest, which can manifest in various ways. If you identify a conflict with the subject matter or the requesting Client, you must decline the project. Here are some examples of conflicts related to subject matter:

- You obtained information under a non-disclosure agreement that is relevant to the consultation.
- The request is about a former employer, and your employment contract prohibits you from discussing the company.

Similarly, conflicts related to the requesting Client may include:

- You hold a stake in a company that competes with the requesting Client.
- Your employer is a direct competitor of the requesting Client.

Please note that the examples provided are not exhaustive and other conflicts may exist. By accepting a consultation request, you confirm that you are not conflicted to provide consultation on the specific topic or with the specific Big Village Client.

# Current Employer

## Your Current Employer

- It is your responsibility to check with your current employer if you're able to consult. Only consult if doing so is permitted by your current employer.
- You must not disclose information on your current employer, including any non-public or proprietary information of your current employer.
- You may discuss general information related to your industry at large or area of expertise.
- **Please be sure to keep your expert profile up to date (including your current employer) so we can avoid matching you with client requests that may pose a conflict.**

# Confidentiality

• **One of our top priorities is protecting both our clients' information and our own.** It is essential that you keep all details of consultations with Big Village clients strictly confidential, including the identities of our clients, and the topics and content discussed during consultations. This obligation extends beyond the conclusion of any given consultation and even after your relationship with Big Village or the applicable client has ended.



# Confidentiality

- **Material Non-Public Information**

Material non-public information (“MNPI”) refers to any confidential or undisclosed information that could impact the price of a company's securities if it were to become known to the public. This information is not available to the general public and could affect the investment decisions of traders, investors, or other market participants. Examples of MNPI could include upcoming mergers or acquisitions, financial results that are not yet public, significant changes in management or operations, or any other undisclosed information that could impact a company's stock price. The use of MNPI to secure an advantage in securities trading can be considered insider trading, which is a violation of securities laws.

- **Please note that securities laws prohibit you from sharing MNPI with any client. Never share MNPI with a client.**

- **If you receive MNPI from a client, you are prohibited from using that information (such as using it to your advantage in trading securities) or passing it on to others.**

- If you think that any given information might be MNPI, please do not discuss that information with a client. If you have any questions please contact our legal department at [legal@big-village.com](mailto:legal@big-village.com).

# Government Employees

- If you are a government employee in a jurisdiction that prohibits government employees from engaging in external consulting projects, you are not eligible to work as an expert in Big Village's network.
- If you are a government employee, you cannot consult on topics that are currently regulated by the agency or department where you are employed. Moreover, you are not permitted to offer your services on any matter related to legislation, regulation, or policy that you have the ability to influence or vote upon.
- Furthermore, you must comply with the anti-corruption and anti-bribery laws of the countries in which you do business. You must comply with the United States Foreign Corrupt Practices Act. You are prohibited from giving or receiving any item of value to improperly influence any decision.