

1. Introduction

The Code of Business Conduct and Ethics (the “**Code**”) of Gemini Space Station, Inc. (“**Gemini**” or the “**Company**”) is a resource designed to help Gemini’s directors, officers, and other employees uphold our values, make sound business decisions, and conduct themselves in alignment with the Company’s expected standards of behavior and practices while carrying out Company business.

At Gemini, we are committed to conducting business in compliance with the law and the highest standards of ethics and integrity. As part of this commitment, the Company requires compliance with this Code by all directors, officers and other employees (collectively, the “**Covered Persons**”) of Gemini Space Station, Inc. and each of its direct and indirect subsidiaries, as well as consultants and independent contractors of the Company. This Code is in addition to Gemini’s other corporate policies and procedures. Any individual violating this Code will be subject to disciplinary action, up to and including termination of employment.

The Company is committed to establishing an environment that encourages and allows all Gemini personnel to seek and receive prompt guidance as to questionable conduct so that you do not engage in conduct that is unlawful, unethical or creates a real or perceived conflict with your duties to the Company.

If you have questions about this Code or about the best course of action to take in a particular situation, you should seek guidance from your Manager, the Chief Compliance Officer (“**CCO**”) and/or the Chief Legal Officer (“**CLO**”).

2. Scope

This Code applies to all directors, officers, employees, and, where applicable, contractors and agents of Gemini and its direct and indirect subsidiaries. It governs conduct in all business dealings, whether internal or external, and is intended to ensure compliance with applicable laws, regulations, and promotes the highest standards of ethical behavior.

The Code covers a broad range of business practices and procedures, including but not limited to: conflicts of interest, fair dealing, protection of Company assets, confidentiality, compliance with securities laws, and reporting of unethical or illegal behavior. It applies in all jurisdictions where the Company operates and must be followed in conjunction with Company policies, applicable law, and regulatory obligations.

Nothing in this Code shall be construed so as to restrict or interfere with a Covered Person's rights or ability to communicate, without notice to or approval by Gemini, with any government agencies as provided for, protected under or warranted by applicable law; participate in any investigation or proceeding that may be conducted by any government agency, including providing documents or other information, without notice to Gemini; or receive an award from any government agency for information provided to any such government agency.

3. Exceptions

Exceptions to this Code will be granted only in rare circumstances. Any waiver of this Code for an officer or director, or any amendment of this Code, may only be made by Gemini's Board of Directors (the "**Board**") or the appropriate committee of the Board and will be promptly disclosed in accordance with applicable laws, rules and regulations. Waivers for all other employees will be considered by the CCO and/or CLO, or their designees.

4. Compliance with Laws, Rules and Regulations

Gemini operates in various jurisdictions and regulatory environments. All Covered Persons must strictly comply with all applicable laws, rules, regulations in the performance of his or her duties on Gemini's behalf.

Covered Persons are expected to use sound judgment in seeking to comply with all applicable laws, rules and regulations and to ask for advice from supervisors, managers or other appropriate personnel when in doubt. Covered Persons should strive to identify and raise potential issues before they lead to problems, and should ask about the application of this Code whenever in doubt.

Any questions relating to how these policies should be interpreted or applied should be addressed to the CCO and/or the CLO.

5. Employment Practices and Work Environment

Gemini is firmly committed to providing equal opportunity in all aspects of employment, fostering a work environment free from unlawful discrimination and harassment, and maintaining a safe and healthy workplace for all employees.

Gemini expects Covered Persons to treat others with courtesy, dignity and respect, and to refrain from any act that is designed to cause, or does cause, illegal discrimination or harassment of any kind.

Covered Persons are also expected to work in a safe and responsible manner. All Covered Persons must comply with all occupational, health and safety laws and internal procedures, including for the reporting of accidents, injuries and unsafe equipment, practices or conditions.

Acts or threats of violence will not be tolerated, nor will the use, possession or distribution of illegal drugs or other intoxicants while on Company premises or when conducting Company business.

6. Competition and Fair Dealing

Gemini operates in a highly competitive environment and seeks to maintain and grow our business by providing high-quality products and services—not through improper or anticompetitive practices.

Gemini is committed not only to free competition, but to competition that is fair and ethical. Gemini prohibits using illegal or unethical means to obtain confidential information from our business partners or competitors. The Company also prohibits improperly taking advantage of others, including our suppliers, vendors and customers, through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

The Company requires compliance with all applicable antitrust and fair competition laws. These laws are designed to promote free and open competition and preclude deceptive practices, unfair methods of competition and activities intended to restrain trade. Antitrust and competition laws and regulations can be complex and may vary among jurisdictions.

While it is beyond the scope of this Code to explain such laws in detail, Gemini considers compliance with these laws vitally important. If you are unsure of appropriate practices, you should consult the CCO and/or the CLO for additional guidance.

7. Protecting Assets and Information

The assets and information Covered Persons are provided with at Gemini help the Company efficiently carry out its respective duties and make informed business decisions. It is crucial for Covered Persons to use these resources appropriately and to ensure Company assets and information always remain secure.

All Gemini property, including laptop computers, desks, storage areas, work areas, lockers, file cabinets, computer systems, office telephones, cellular telephones, modems, facsimile machines, duplicating machines, and vehicles, must be used properly and maintained in good working order.

Covered Persons who lose, steal, or misuse Gemini property may be personally liable, and subject to disciplinary action by the Company, including termination of employment.

7.1 Protection and Proper Use of Assets

Theft, carelessness and waste have a direct impact on Gemini's profitability. Each Covered Person should protect the Company's assets and ensure their efficient use. All computers and the data stored on them are and remain at all times the property of the Company.

Covered Persons must consult with the Security Team regarding appropriate protocol for requesting permission prior to downloading and installing any software.

All Gemini assets must be used only in accordance with Gemini's policies or for legitimate business purposes. If a Covered Person becomes aware of loss, damage, theft, misuse or waste of assets,, Covered Persons should immediately consult with the CCO and/or the CLO. If the Gemini asset at issue relates to hardware or software, the Covered Person should consult with Gemini's CISO as well.

Company assets include intellectual property such as patents, trademarks, copyrights and trade secrets. The rights to all intellectual property created with Gemini materials, on Gemini time, at Gemini's expense or within the scope of responsibilities at Gemini belongs to the Company. The unauthorized use or distribution of Gemini's intellectual property is not permitted. Covered Persons should review this Code's Confidential Information section below for further guidance on obligations to safeguard the Company's intellectual property from unauthorized disclosure.

7.2 Confidential Information

One of Gemini's most important assets is the information that the Company generates in the course of business, whether technical, operational, business, financial or otherwise. Confidential information is generally considered any non-public information that could negatively affect Gemini or any customers, suppliers or other business partners, or be of use to our competitors if disclosed. Some examples include, but are not limited to, technical or scientific information about current and future services or research; business or marketing plans or projections; earnings and other internal financial data; personnel information; supply and customer lists; user trading data; pricing information; and other compilations of information not available to the general public.

Covered Persons are never allowed to disclose confidential information, unless properly authorized in writing by the Legal and Compliance Teams or if disclosure is required by law. Additionally, Covered Persons are required to safeguard confidential information that third parties, including customers, suppliers and other business partners, entrust to Gemini and must abide by any non-disclosure agreements the Company has with those parties.

The obligation to protect the Company's confidential information does not end when one leaves Gemini. Covered Persons may not retain, use or disclose any confidential information of Gemini or customers, suppliers or other business partners after his or her employment or contract with Gemini ends.

8. Conflicts of Interest

All Covered Persons should engage in honest and ethical conduct, including avoiding any actual, potential or perceived conflicts of interest. A conflict of interest occurs when a person's private interests interfere, or even appears to interfere, with the interests of the Company.

A conflict of interest can arise when someone engages in activities that compromise their ability to perform their duties to the Company objectively and/or effectively. This may include outside employment, making significant personal investments in, or pursuing business opportunities with Gemini's competitors or partners.

It is not possible to list every situation that may give rise to a conflict of interest, but the information below serves as a guide. It is important to avoid situations where obvious conflicts of interest may occur, as well as be aware of situations that might *appear* to be a conflict.

8.1 Dealings with Partners, Suppliers and Competitors

Covered Persons must act impartially when selecting or dealing with suppliers, customers, and partners, prioritizing the Company's best interests. They may not solicit or accept payments, services, or loans from parties doing or seeking to do business with the Company.

Unless approved in advance, they also must not accept gifts, entertainment, or favors beyond standard business courtesies, in line with ethical practices.

8.2 Personal Relationships

Being in a personal relationship (e.g., dating, living together, etc.) with another Covered Person at Gemini or a competitor, or applicant can possibly create a conflict of interest if that relationship might affect the Covered Person's judgment or appear to impact judgment, and must be disclosed to the People Team, and ultimately, your Manager.

Covered Persons are expected to keep all relationships, whether friendship or romantic, professional during working hours and within the working environment. Covered Persons in positions of authority over the terms and conditions of another Covered Person's employment are subject to more stringent requirements under the *Interoffice Relationship Policy* included in Gemini's *Employee Handbook*.

8.3 Duty to Disclose Conflicts of Interest

Covered Persons are responsible for assessing their own situation, including outside activities, investments and business and personal relationships, and promptly disclosing to their manager, as applicable, any actual, potential or perceived conflicts of interest.

Questions regarding potential conflicts can be directed to the CCO and/or the CLO.

8.4 Corporate Opportunities

Except as otherwise provided in Gemini's organizational documents, Covered Persons who become aware of a business or financial opportunity through their work with Gemini are prohibited from using that information or pursuing the opportunity for personal gain. This includes use for the benefit of family members or affiliated entities. Company property, information, or position must not be used for personal advantage.

There is a continuing duty to act in Gemini's best interests when such opportunities arise. Engaging in activities that compete with Gemini in any manner is strictly prohibited.

9. Improper Payments

In all interactions with customers, suppliers, business partners, government officials, and other third parties, Gemini conducts business with integrity and professionalism. The use of unfair, unethical, or illegal business practices, including offering or accepting improper payments, is strictly prohibited.

Furthermore, no payment on behalf of Gemini shall be approved without adequate supporting documentation, or made with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the documents supporting the payment.

10. Political Activities and Contributions

All Covered Persons are required to comply with applicable local campaign finance and ethics laws. Company funds or other Gemini property cannot be used to support political campaigns under any circumstances. Political activities must be conducted solely on personal time and with personal resources. Gemini does not authorize or reimburse political contributions made by Covered Persons.

Any suspected violation of this policy must be reported immediately to the CCO and/or the CLO. Participation in the conduct must pause until a formal determination has been made regarding its permissibility.

11. Accuracy of Records and Disclosures

Maintaining accurate and complete business and financial records is essential to Gemini's ability to make sound business decisions and fulfill its reporting obligations to regulators, investors, and other external stakeholders.

All Covered Persons are required to comply with applicable Company policies and procedures related to the creation, retention, storage, and destruction of records. Individuals are responsible for understanding and correctly applying these procedures to any records they manage or access.

No Company record may be concealed, altered, damaged, or destroyed under any circumstances. In the event of litigation, regulatory inquiry, or internal investigation, all relevant records must be preserved in accordance with Company instruction

11.1 Proper Accounting and Financial Integrity

All Company records must be accurately maintained, and all transactions must be executed only in accordance with management's general or specific authorization. The Company's books, records and accounts must accurately and fairly reflect, within our normal system of accounting, all Company transactions, including the acquisition and disposition of Gemini's assets.

Questions regarding recordkeeping requirements should be directed to the appropriate internal resources for guidance. Any suspected or actual instances of questionable accounting, auditing practices, or financial misconduct must be reported immediately to the CCO, the CLO, and/or the Chair of the Audit and Risk Committee.

11.2 Public Disclosures

Gemini is committed to providing full, fair, accurate, timely, and understandable disclosure in all reports and documents filed with or submitted to the U.S. Securities and Exchange Commission, as well as in all other public communications issued by the Company, in accordance with applicable laws and regulations.

All Covered Persons are expected to comply with this policy and to adhere to Gemini's standards, policies, and procedures designed to ensure compliance. No individual is permitted to make public statements on behalf of Gemini without proper authorization.

12. Insider Trading

Covered Persons may, in the course of their duties, access or become aware of material non-public information concerning Gemini or other entities. Trading Gemini's securities, or advising others to do so, while in possession of such information is strictly prohibited. The use of inside information for personal financial gain or to "tip" others who may trade on the basis of that information is both unethical and a violation of applicable insider trading laws.

It is also unlawful to trade in the securities of other companies, including customers, vendors, suppliers, or other business partners, based on material non-public information obtained through one's position with Gemini.

All individuals are expected to comply with Gemini's *Insider Trading Policy* and applicable securities laws. Questions regarding these requirements should be directed to the CCO and/or the CLO. Trading in digital assets is governed separately under the *Digital Assets Trading Policy*.

13. Compliance Procedures

The CCO and their designees, are responsible for overseeing compliance with all applicable laws, regulations, governmental policies, this Code and all other relevant Company policies and procedures. In case of questions of any of the policies or provisions of this Code, please contact the CCO and/or their designee.

14. Reporting Illegal or Unethical Behavior

Gemini is committed to fostering an environment where all employees feel safe, respected, and heard. Open communication is encouraged, and employees are invited to raise any matter of concern, including complaints, suggestions, or questions related to their job, working conditions, or the treatment of themselves or others. This includes, but is not limited to, grievances involving discrimination, harassment (including sexual harassment), retaliation, workplace violence, or other violations of Company policies, procedures, and practices outlined in the *Whistleblower Policy*.

In addition to workplace grievances, any known or suspected violations of applicable laws, rules, regulations, or Gemini policies, whether committed by a Covered Person, or third party such as an independent agent, vendor, or supplier, must be reported immediately to the Head of Internal Audit and the CLO. If the concern involves either of those individuals, it must be escalated to the CCO.

Reports should include sufficient detail to enable a thorough investigation. Individuals are expected to have a reasonable basis for their concerns. Reports may be submitted online at EthicsPoint. This reporting channel is operated by an independent third-party provider and supports anonymous submissions.

The Company strictly prohibits retaliation against any individual who makes a report in good faith. However, any person found to have knowingly submitted a false report with malicious intent, or to have knowingly provided false information during an investigation, may be subject to disciplinary action, up to and including termination of employment.

14.1 Anti-Retaliation

The Company will not tolerate any form of intimidation, harassment, threats, discrimination, retaliation, or other adverse employment consequences against any individual who, in good faith, reports a complaint or participates in an investigation. Any suspected act of retaliation must be reported immediately to the Head of Internal Audit and the CLO. If the concern involves either of those individuals, it must be escalated to the CCO.

Any individual found to have engaged in retaliatory conduct against another for reporting concerns or participating in an investigation in good faith will be subject to disciplinary action, up to and including termination of employment.

14.2 Investigations and Outcomes

All reports are acknowledged within seven (7) days of receipt. Upon receipt, a preliminary review is conducted to assess the validity and materiality of the report. This review is carried out by the appropriate parties, which may include the People Team, the Head of Internal Audit, and/or the CLO, depending on the nature of the report.

If the matter warrants further examination, an independent investigation team is appointed to conduct a thorough investigation. In cases where the report falls under the scope of a whistleblower law or regulation, the Head of Internal Audit and/or the CLO will document the matter on a written docket. Updates regarding investigations listed on the docket are reported in reasonable detail to the Board at least on a quarterly basis.

All investigations must be completed within 120 days. The findings and any corrective actions taken are documented in a final report. Where possible and appropriate, the outcome is communicated to the whistleblower, while upholding confidentiality. The Company will also evaluate whether the matter should be reported to the relevant regulatory authority, in accordance with applicable legal and compliance obligations.

15. Office Events

Periodically, the Company may hold Company-sponsored office events on its premises. During such events, all Covered Persons in that office must:

- Act professionally at all times;
- Adhere to the *Clean Desk Policy* in Gemini's *Employee Handbook* and store any confidential information or property that could be damaged or destroyed;
- Only consume alcohol in moderation in order to ensure they remain professional and in control of their own behavior and actions;
- At the completion of the event, leave the premises if instructed to do so.

During office events, all Covered Persons in that office cannot:

- Unlawfully consume, distribute, possess, sell, or use controlled substances;
- Pressure others into consuming alcohol or feel pressured to consume alcohol.

Covered Persons are expected to remain professional at all times and monitor their alcohol consumption.

16. Attestation of this Code

Due to the importance of adhering to these principles of business conduct and ethics, Gemini requires Covered Persons to submit an annual attestation confirming that they have received this Code, read it, understood it, agree to comply with it and abide by the standards and procedures contained herein. Abiding by the standards and procedures outlined in this Code and Gemini's other policies and procedures is a condition of continued employment with Gemini and continued service as a director.