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**GEMINI SPACE STATION, INC.**

**Whistleblower Policy**

**EFFECTIVE DATE:** August 28, 2025

**VERSION HISTORY:** 1

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# 1. Introduction

The Gemini Whistleblower Policy (the “**Policy**”) establishes a framework for reporting, investigating, and addressing suspected misconduct, violations of laws and regulations, breaches, or irregularities within the Gemini group of companies, including Gemini Space Station, Inc. and its affiliates (collectively, the “**Company**” or “**Gemini**”), which are providers of digital asset and financial services in the United States and various international jurisdictions.

This Policy is designed to comply with all applicable laws, regulations, and legal requirements in the jurisdictions where the Company operates, including those that govern our accounting and auditing practices.

## 2. Scope

This Policy applies to all employees of Gemini and its subsidiaries, and its affiliates, as well as all contractors and temporary employees. It also applies to individuals who are not employees of Gemini, such as employees of suppliers, contractors and sub-contractors of Gemini, persons having self-employed status working for and behalf of Gemini, as well as applicants and persons whose contracts of engagement have already ended or have not commenced yet.

An actual or suspected violation of a law or regulation, the Company’s Code of Business Conduct and Ethics (the “**Code**”) or any Company policy or procedure, and/or any applicable ethical standard should be reported under this Policy. Examples include, but are not limited to:

- Complaints relating to accounting matters including, without limitation, the following types of conduct:
  - fraud, deliberate error or gross negligence or recklessness in the preparation, evaluation, review or audit of any financial statement of the Company;
  - fraud, deliberate error or gross negligence or recklessness in the recording and maintaining of financial records of the Company;
  - deficiencies in, or noncompliance with, the Company’s internal accounting controls;
  - misrepresentation or false statement to management, regulators, the outside auditors or others by a senior officer, accountant or other employee regarding a matter contained in the financial records, financial reports or audit reports of the Company; and

- deviation from full and fair reporting of the Company's results or financial condition.
- Complaints relating to violation of the Company's current policies and procedures, and/or any activity that is harmful to Gemini's reputation.
- Complaints relating to compliance matters, including, without limitation, the following types of conduct:
  - inaccurately describing the Company's products and services to customers and business partners, and/or misrepresenting Gemini's capabilities;
  - disclosing or sharing any of the Company's proprietary and confidential information with third parties without proper authorization; and
  - failing to comply with Company policies regarding the safeguarding of private and sensitive personal information of customers or individual information collected by customers, suppliers, business contacts, Company employees and other people that the Company has a relationship with.

### 3. Responsibility

The Audit and Risk Committee of Gemini's Board of Directors is responsible for oversight of this Policy and all aspects of Gemini's whistleblower investigations process.

The Head of Internal Audit and Chief Legal Officer ("**CLO**") are responsible for executing and managing this Policy. They may also appoint designees to support them in carrying out all duties and tasks, such as handling reports, conducting investigations, and maintaining documentation.

### 4. Reporting Concerns

Gemini takes any concern of known or suspected misconduct seriously and thoroughly investigates them as per the standards defined in this Policy. You should therefore report any concern to Gemini directly at any time, using one of the available reporting channels listed below.

Gemini employees have a duty to report. Failure to report reportable conduct may result in disciplinary action. Please also see Section 5 below for a description of certain legally

protected communications. Gemini will not tolerate or permit any employees to retaliate against any person for making a report in good faith .

When reporting a concern, employees are encouraged to submit a description of the concern and all relevant information, including the people involved and relevant background information. The report should also include any supporting documents or other evidence that could be helpful in investigating the concern.

Employees who become aware of potential misconduct or have concerns shall report the matter to the Company in any of the following ways, listed below.

Making a Report	
How To Report	To Whom To Report
<ul style="list-style-type: none"><li>• In-person, or;</li><li>• Email</li></ul>	<ul style="list-style-type: none"><li>• Manager or department head,</li><li>• Head of Internal Audit at [REDACTED] and/or</li><li>• Chief Legal Officer at [REDACTED]</li></ul>

If the Head of Internal Audit and/or CLO is/are involved in the violation or is/are unreachable, employees shall report violations to the Company’s Chief Compliance Officer via Slack or [REDACTED]

### 4.1 External Reporting Channels

In the European Union, employees may report concerns directly to the Malta Financial Services Authority (“**MFSA**”), the Malta Financial Intelligence Analysis Unit (“**FIAU**”) or the Central Bank of Ireland (“**CBI**”)’s Protected Disclosures Desk.

In the United Kingdom, employees may report concerns directly to the UK Financial Conduct Authority (“**FCA**”) if internal channels are ineffective or unsuitable. Contact details for external authorities are listed below.

<b>Jurisdiction</b>	<b>Authority</b>	<b>Contact Details</b>
EU	MFSA	Triq l-Imdina, Zone 1 Central Business District, Birkirkara, CBD 1010 +356 2144 1155
EU	FIAU	Trident Park, No. 5, Triq l-Mdina, Central Business District Birkirkara, CBD 2010 +356 2123 1333
EU	CBI	Protected Disclosures Desk PO Box 559, Dublin 1 confidential@centralbank.ie +353 1800 130 014
UK	FCA	firm.queries@fca.org.uk +44 207 066 1000

Gemini also has a whistleblower hotline, available 24 hours a day, 7 days a week, that is accessible anytime at [REDACTED] and which allows for anonymous reporting to the extent permitted by law. Reports can also be made by telephone in the U.S. at

[REDACTED] Telephone numbers for other global locations are available at

Any retaliation for good faith reporting of potential misconduct or participating in an investigation is strictly prohibited by Gemini. The Company's complaint procedure is specifically designed so that employees have a mechanism to bypass a Manager/Supervisor they believe is engaged in prohibited conduct.

Reports should be factual, instead of speculative or conclusory, and should contain as much specific information as possible to allow the Head of Internal Audit, CLO and other persons investigating the report to adequately assess the nature, extent, and urgency of the investigation. Please note that if an anonymous complaint is made and does not provide sufficient information, the Company may not be able to thoroughly investigate.

Relevant information will only be disclosed to individuals assigned to respond and investigate, and on a "need to know" basis in order to properly address the concern as permitted by local law (including employees who are directly involved in the investigation, outside counsel or consultants assisting with the investigation, senior management, and human resources). In all

cases, information gathered will be processed and handled in accordance with Gemini's data retention and deletion policy and applicable laws.

## 5. Legally Protected External Communications

Nothing in this Policy, or any other Company policy, shall prohibit or restrict an employee from, without prior notice to the Company:

- Voluntarily communicating with an attorney retained by the employee for the purpose of retaining legal advice related to the matters being discussed;
- Voluntarily communicating with or testifying before any law enforcement or government agency, or any self-regulatory organization, or otherwise initiating with, or participating in any manner with, an investigation conducted by such government agency or organization, in each case, regarding possible violations of law, including:
  - Seeking and obtaining payment or "whistleblower" award pursuant to any applicable regulation or statute;
  - Disclosing any information (including, without limitation, confidential information of the Company) to a court or other administrative or legislative body in response to a subpoena, court order, or written request directed to employee in employee's individual capacity;
    - Provided that, with respect to any subpoena, court order, or written request from a non-governmental entity, the employee first promptly notifies (to the extent legally permissible) the Company and uses commercially reasonable efforts to cooperate with any effort by the Company to seek to challenge the subpoena, court order, or written request on behalf of any non-governmental person or entity or obtain a protective order limiting its disclosure, or other appropriate remedy; or
  - Disclosing the underlying facts or circumstances relating to claims of discrimination, in violation of laws prohibiting discrimination, against the Company or making truthful statements or disclosures related to unlawful discrimination, harassment, or retaliation, or otherwise discussing or disclosing information about unlawful acts in the workplace, such as harassment or discrimination or any other conduct that employee has reason to believe is unlawful.

Nothing in this Policy, or any other Company policy, restricts or limits an employee from enforcing employee's rights under Section 7 of the National Labor Relations Act, EU Whistleblower Protection Directive (2019/1937/EU), Malta's Protection of the Whistleblower Act (Chapter 527), Ireland's Protected Disclosures Acts 2014 (as amended in 2022), the European Works Council Directive (2009/38/EC), the UK Public Interest Disclosure Act 1998, the Employment Rights Act 1996, and the Corporations Act 2001 (Cth), the Bermuda Employment Act 2000 (Part VIA – Protected Disclosures and anti-retaliation), the Proceeds of Crime Act 1997, the Proceeds of Crime (Anti-Money Laundering and Anti-Terrorist Financing) Regulations 2008, the Financial Intelligence Agency Act 2007, and the Digital Asset Business Act 2018 together with the Bermuda Monetary Authority's Digital Asset Business Code of Practice or similar local laws, participating in protected labor activity (including the right to communicate with former coworkers and/or third parties about terms and conditions of employment or labor disputes), or cooperating through investigation, testimony, or otherwise with the National Labor Relations Board or other similar local labor relations bodies.

## **6. How Reports of Potential Misconduct or Concerns Are Handled**

All reports made pursuant to this Policy must be referred to the Head of Internal Audit and/or CLO, or their designee, for review.

The Head of Internal Audit and/or CLO will determine if there is sufficient cause to initiate an investigation (*i.e.*, whether the alleged conduct in question violates the Company's Code or any Company policy or procedure, law, regulation, and/or applicable ethical standard, and whether sufficient information exists to allow the issue to be investigated). If the Head of Internal Audit and/or CLO determines that an investigation is warranted, they will appoint one or more internal and/or external investigators to promptly and fully investigate each viable claim.

A report that involves issues or concerns related to the Company's financial statements or other disclosures, accounting, internal or disclosure controls, auditing matters or questions, or disclosure violations should be promptly brought to the attention of the Audit and Risk Committee for its awareness.

The Head of Internal Audit and CLO, or their designees, will notify the Audit and Risk Committee on a regular basis of the status of any investigations and will provide the Audit and Risk Committee with any additional information regarding investigations at the discretion of the Audit and Risk Committee.

The Head of Internal Audit and CLO will confidentially inform the reporting person (if their identity is known) that the complaint has been received no later than seven (7) days after the

report is received, and provide them with the name of, and contact information for, the investigator(s) assigned to the claim, if applicable. If the report was made through the Whistleblower Hotline, the reporting person may also communicate with the investigator and monitor the status of the investigation through [REDACTED].

If the investigation confirms that a violation has occurred, the Company will promptly take appropriate corrective action with respect to the persons involved, including training, coaching, and/or discipline up to and including termination, and, in appropriate circumstances, referral to governmental authorities.

## **7. Retention of Complaints**

Records of reports and the related investigations will be stored in accordance with applicable laws and Gemini's data retention and deletion policy as long as this is necessary for the achievement of Gemini's legitimate interests consistent with applicable laws. Legitimate interests include the establishment, exercise, or defense of legal claims, as well as the operation of internal reporting channels and effective compliance management in line with legal obligations to which Gemini is subject.

When the records are no longer necessary in relation to the purposes for which they were collected or otherwise processed, they will be deleted in accordance with applicable data protection laws and regulations unless continued storage is legally required.

## **8. Whistleblower Protections & Prohibition on Retaliation**

Gemini is committed to complying with all applicable laws and regulations to protect employees against unlawful discrimination or retaliation in connection with their reporting of, or participating in, investigations involving potential misconduct. If any employee(s) believe(s) that they have been subjected to any form of retaliation, including but not limited to harassment, threat, demotion, discharge, or discrimination by the Company or any of its agents for good faith reporting of a compliant or participating in an investigation, they are strongly encouraged to notify the Head of Internal Audit and/or CLO so that the Company may take appropriate corrective action.

Any employee, manager, or supervisor who engages in retaliation will be subject to disciplinary action, up to and including termination of employment.

Additionally, under applicable laws, employees are entitled to report possible violations of the law directly to the government without first notifying the Company, and nothing in this Policy or

any other Gemini policy restricts employees from exercising their rights under these applicable whistleblower laws.

## **9. Training**

All employees shall familiarize themselves with this Policy. The Legal and Compliance Teams provide regular awareness, guidance and training materials. If you have any questions about this Policy, please contact the Head of Internal Audit or CLO.

## **10. Compliance & Reporting Concerns**

Gemini employees in violation of this and/or any Company policy, procedure, or Code, as well as applicable laws and regulations, may be subject to disciplinary actions up to and including termination of employment. For any ethics and compliance questions or questions about our Code, please contact the Legal and Compliance Teams.

## **11. Conclusion**

Gemini takes all comments and concerns seriously, and all reports of potential misconduct will be properly investigated. Thank you for your commitment to operating with integrity and fostering an ethical environment and culture at Gemini.