



Conflict of Interest

Nise Invest Pty Ltd (AFS no. 001318142)

Last updated: October 2025



Purpose and Commitment

Nise Invest Pty Ltd (“Nise Invest”) is committed to conducting business with integrity and in the best interests of our clients. This Conflict-of-Interest Policy (“Policy”) sets out how we identify and manage conflicts of interest in compliance with Australian regulatory requirements. As an Australian brokerage firm serving retail clients, trusts (including SMSFs), and entities, we must maintain adequate arrangements for managing conflicts of interest in accordance with section 912A of the *Corporations Act 2001 (Cth)*. This Policy is designed to meet those obligations and to ensure we act efficiently, honestly, and fairly at all times.

Scope of the Policy

This Policy applies to Nise Invest Pty Ltd, including all its directors, officers, employees, contractors, and any authorized representatives. It also extends to any third parties or service providers performing services on behalf of Nise Invest where their activities may create a conflict of interest. In particular, it covers our collaboration with our execution broker and any future advisory or referral services we may offer. The Policy governs all aspects of our brokerage services (access to markets for trading shares and ETFs) provided to both retail and wholesale clients. Everyone covered by this Policy is responsible for reading, understanding, and adhering to its principles.

What is a Conflict of Interest?

A conflict of interest is any situation in which competing obligations or incentives may impair the objectivity or impartiality of Nise Invest or its representatives. In simple terms, a conflict of interest exists if our interests (or those of our staff or partners) diverge from the interests of a client. Conflicts can take many forms, including:

- **Actual conflicts** – where a real and current conflict exists between the duty to a client and our own interests (or between two different duties we owe).



- **Potential conflicts** – where a conflict does not yet exist but could reasonably arise in the future given certain circumstances.
- **Perceived conflicts** – where no actual conflict may exist, but an outsider could reasonably *perceive* that our interests might improperly influence our obligations to clients. Managing perceived conflicts is vital for maintaining client trust.

Conflicts of interest may arise between Nise Invest and a client, between an employee and the company or client, or even between two different clients' interests. This Policy addresses all such scenarios to ensure that client interests are always put first whenever a conflict (actual, potential, or perceived) is identified.

Identifying and Disclosing Conflicts

Identification: Nise Invest proactively identifies conflicts of interest through regular reviews of our business activities, relationships, and remuneration structures. All team members are required to remain vigilant and report any situation that might constitute a conflict. We assess new products, services, and partnerships for potential conflicts before launch. Employees and representatives must declare any personal interests or outside activities that could conflict with their duties at Nise Invest. Common areas monitored for conflicts include third-party referral arrangements, employee personal trading, gifting, and any situation where our financial incentive might differ from what is best for the client.

Disclosure: If a potential conflict is identified, employees must promptly disclose it to our Compliance Officer or management. We maintain a Conflicts Register to document identified conflicts, their assessment, and the actions taken to manage them. In addition, significant conflicts are disclosed to clients in a clear and timely manner whenever disclosure is an appropriate part of the management strategy. For example, we fully inform clients about our partnership and any relevant fee arrangements, so they are aware of how this relationship works. Transparency allows clients to make informed decisions with knowledge of any interests that could influence our services.

Managing Conflicts of Interest

Nise Invest uses a combination of strategies to manage conflicts of interest, following regulatory guidance that conflicts should be controlled, avoided, or disclosed as needed. Our approach to managing any conflict is guided by the overriding principle of putting clients' interests first and ensuring the integrity of our services. Key conflict management measures include:

- **Avoidance:** In situations where a conflict of interest would pose an unacceptable risk to clients and cannot be adequately mitigated, Nise Invest will avoid the activity or transaction altogether. For example, if a certain business initiative would compromise our duty to clients, we will choose not to proceed with that initiative. We will decline to provide advice or services in cases where our obligations to another party conflict with the client's interests, unless effective controls or disclosures can eliminate the bias.
- **Internal Controls:** We implement robust internal controls to prevent conflicts from improperly influencing our business. This includes establishing information barriers to restrict access to sensitive information between different parts of the business. Where applicable, we enforce segregation of duties so that the same individual is not responsible for potentially conflicting tasks (for instance, separating any future advisory functions from transactional brokerage roles to ensure objective decision-making). We also have a Compliance Officer overseeing conflict management including reviewing new conflict disclosures and monitoring adherence to this Policy.
- **Remuneration and Incentives:** Our remuneration structures are designed to minimize conflicts. Nise Invest does not have proprietary financial products, nor do we currently provide personal financial advice, which means we do not earn commissions for recommending specific investments (removing a common source of conflict). Employees are primarily compensated through salaries rather than purely volume-based commissions, to avoid incentivizing trade volume at the expense of client outcomes. Any performance-based

components are balanced with compliance and client satisfaction metrics. In the event that we introduce new revenue streams (e.g. referral fees from an advisory platform), we will adjust compensation and oversight accordingly to ensure clients' best interests are not compromised.

- **Disclosure to Clients:** While we strive to eliminate or mitigate conflicts through internal measures, we recognize that some conflicts may still occur. In such cases, we adhere to full disclosure as a key part of our management strategy. We will clearly disclose material conflicts to clients before or at the time of providing a service, in a way that allows clients to understand the nature of the conflict and how it is being managed. We ensure that disclosure is prominent, specific, and in plain language.
- **Ongoing Monitoring:** All reported conflicts and the effectiveness of our controls are monitored on an ongoing basis. The Compliance Officer will review conflict situations regularly, update the Conflicts Register, and verify that mitigation measures remain adequate. If a conflict situation changes or a new conflict emerges (e.g., as our business evolves with new services), we will respond promptly to address it.

Key Areas of Potential Conflict and Mitigation

To provide clarity, below are some key conflict of interest scenarios relevant to Nise Invest and how we manage them:

- **Exclusive Execution Broker (Alpaca)** – Nise Invest partners with Alpaca under a fully disclosed introducing broker model for trade execution. This could pose a conflict if, for example, we were incentivized to route orders solely to Alpaca even when better execution or pricing might be available elsewhere. **Management:** We mitigate this by performing due diligence to ensure Alpaca provides competitive, high-quality execution in our clients' best interests. Our agreement with Alpaca is structured to align with client outcomes, and we do not accept any inducements that would undermine our duty to seek best execution. Importantly, we fully disclose to clients

that their trades are executed through Alpaca and explain any fees or sharing arrangements involved, so this relationship is transparent. We also regularly review the execution quality and fees to confirm that using Alpaca remains beneficial and fair to our clients.

- **Future Advisory Platform** – Although Nise Invest does not currently offer financial advice or have its own advisory products (which eliminates some conflicts at present), we plan to promote an advisory platform in the future that connects traders with independent financial advisors. Potential conflicts could arise if Nise Invest benefits from these advisor referrals (for example, via referral fees or increased trading commissions) or if we favour certain advisors for business reasons rather than client needs. **Management:** To address this, Nise Invest will establish clear separation between the brokerage side and any advisory referral services. Advisors on the platform will be required to act in their clients' best interests (in accordance with law) and will operate under their own licenses or capacity. Our role will be facilitating the connection, not influencing the advice. Any referral fees or commercial arrangements between Zero and the advisors will be disclosed to clients upfront, so they understand our interest. We will also ensure that clients remain free to choose advisors (or not use the service) without pressure. Internally, we will monitor this service to ensure that the existence of the advisory platform does not lead to biased recommendations or undue trading encouragement. If we ourselves provide any advisory content or tools, we will manage conflicts by providing balanced information and refraining from favouring products or strategies that earn us revenue at the expense of client outcomes.
- **Personal Account Dealing (Employee Trading)** – Conflicts can occur if Nise Invest staff misuse confidential information (such as client trade intentions or non-public information about a security) for personal gain, or if their personal investments conflict with duties to clients. **Management:** We maintain a Personal Trading Policy for all employees and representatives. Staff must obtain pre-approval for personal trades in relevant securities, and certain trading activities (e.g. front-running client orders, trading on inside information) are

strictly prohibited. We impose blackout periods around sensitive events and require employees to hold investments for minimum periods to discourage speculative short-term trading that could conflict with client interests. All employee trading is monitored by Compliance, and any misconduct results in disciplinary action. By enforcing these rules, we ensure that employees' personal investment activities do not interfere with their obligations to clients or the integrity of our market dealings.

- **Gifts and Inducements** – Accepting gifts, entertainment, or incentives from clients, partners, or service providers could create a conflict by influencing our staff to favour a particular third party or service over the best interest of clients. **Management:** Nise Invest has a strict Gifts and Benefits Policy (often referred to in tandem with this Conflict of Interest Policy). Employees must declare any gift or benefit offered or received that is above a modest nominal value, and many types of inducements are outright forbidden. We maintain a registry of gifts and entertainment. Any gift or benefit that could be seen as influencing decision-making is not permitted. This includes potential inducements from Alpaca or any other brokers, product issuers, or advisors. By controlling gifts and benefits, we prevent undue influence on our staff's objectivity.
- **Outside Employment and Relationships** – If a Nise Invest employee or representative has a secondary job, directorship, or close personal relationship that intersects with our business, it could create divided loyalties (for example, an employee having a significant stake in a company that is also a client or a trading target for our clients). **Management:** We require all personnel to disclose any outside business interests or roles to the company. Approval must be obtained before an employee can accept any external directorship or employment to ensure no incompatibility with their role at Zero. We will assess any disclosed interests for conflicts; if a serious conflict is identified (e.g. a staff member's outside role could influence our trading decisions or client referrals), we will either put controls in place (such as removing the staff member from related decisions) or require that the conflict be eliminated (such as discontinuing the outside role). Directors of Nise Invest also abstain from any board



discussions or decisions where they have a personal interest at stake, in line with corporate governance best practices.

- **Client vs. Client Conflicts** – We have an obligation to treat all clients fairly and avoid favouring one client's interests over another's. In practice, conflicts between clients could arise if, for example, we were in possession of one client's market-moving order or information that could potentially disadvantage other clients. **Management:** Nise Invest handles client orders impartially and in the sequence received, using automated systems where possible to reduce bias. We do not disclose any client's confidential trading intentions to other clients. In cases of allocation (if we ever aggregate orders, though as an execution-only broker this is limited), we allocate trades pro-rata or in a fair manner according to our Best Execution and order handling procedures. By adhering strictly to client confidentiality and fair dealing protocols, we ensure no client is given an unfair advantage over another.

(The above are examples and not an exhaustive list. Any time a new potential conflict area is identified, it will be assessed and managed in line with the principles of this Policy.)

Compliance, Monitoring, and Review

Nise Invest maintains robust oversight of conflict of interest management. The Compliance Officer (or designated senior manager) is responsible for administering this Policy, including:

- **Maintaining a Conflicts Register:** All identified conflicts of interest (actual or potential) are recorded in a register, along with details of how they are being managed or resolved. This register is reviewed regularly to ensure actions are completed and remain effective.
- **Training and Awareness:** We train our staff and representatives on this Conflict of Interest Policy and related procedures. Training occurs at induction and periodically thereafter (at least annually, and whenever the Policy is updated). The goal is to ensure everyone can recognize potential conflicts and knows how to escalate or manage

them properly. All staff must attest to their understanding of the Policy and declare any conflicts on a regular basis.

- **Monitoring and Internal Review:** Our Compliance team conducts ongoing monitoring to ensure that controls (such as information barriers, personal trading restrictions, best execution checks, etc.) are working as intended. We also encourage employees and clients to report any breaches or concerns related to conflicts of interest. Any material conflict issues are escalated to senior management or the Board of Directors for prompt resolution. We also periodically evaluate our business practices (trading arrangements, partnerships, new products) to identify any new conflict risks.
- **Regular Policy Review:** This Policy is not a static document. Nise Invest will review the Conflict of Interest Policy at least annually, and more frequently if required (for example, if our business model changes with new services like the advisory platform, or if laws/regulations change). We will update the Policy to incorporate any new regulatory guidance or conflict management best practices. Any updates to the Policy will be approved by senior management and communicated to all relevant staff and, where appropriate, to our clients.
- **Records and Documentation:** In line with our legal obligations, we document all steps taken in managing a conflict. This includes keeping records of disclosures made to clients, decisions to avoid certain business where conflicts were too great, and any client consents if applicable. Proper documentation ensures accountability and allows for regulatory inspection if required.

Conclusion

Nise Invest Pty Ltd is dedicated to maintaining the highest standards of ethical conduct. By diligently identifying conflicts of interest and taking proactive steps to manage or eliminate them, we safeguard our clients' interests and uphold the trust they place in us. This Conflict of Interest Policy provides a comprehensive framework for those efforts. All staff and associates of Nise Invest are expected to adhere to both the letter and spirit of this Policy. Through transparency, robust controls, and a culture of compliance, Nise Invest will continue to manage conflicts in a way



that prioritizes our clients and maintains the integrity of our financial services.