



**Reference No:** AML Policy and Procedure

**Company:** Cortexa Capital Ltd.

**Address:** 3rd Floor, 86-90 Paul Street, London, England, EC2A 4NE

# WHISTLEBLOWER POLICY

## 1. Policy Statement and Commitment

CortexaCapital is committed to the highest standards of integrity, ethical behavior, and compliance with all UK laws and regulations, particularly those governed by the Financial Conduct Authority (FCA) and the UK GDPR. We recognize that employees, contractors, and other stakeholders may be the first to become aware of potential misconduct. This policy confirms the company's commitment to providing a secure and confidential mechanism for raising genuine concerns without fear of retaliation (known as "whistleblowing").

This policy aligns with our core AI principle of **Explainable AI (XAI) and radical transparency**<sup>1</sup> by extending the principle of transparency to our corporate governance.

## 2. Scope and Covered Conduct

### 2.1. Who is Covered?

This policy applies to all current and former CortexaCapital employees, officers, contractors, temporary staff, and consultants ("Reporters").

### 2.2. What Should Be Reported?

A Reporter should raise a concern if they reasonably believe that one or more of the following serious issues is occurring or is likely to occur (this list is not exhaustive):

- **Financial Misconduct:** Fraud, bribery, accounting errors, or deliberate misstatement of financial results or projections<sup>2</sup>.
  - *Note:* The CFO-Agent is tasked with real-time financial reporting<sup>3</sup>, but the AI's data sources or logic could be deliberately manipulated.
- **Regulatory & Compliance Failure:** Breaches of FCA rules, failure to adhere to the requirements of the FCA Regulatory Sandbox<sup>4</sup>, or breaches of data privacy regulations (e.g., UK GDPR)<sup>5</sup>.
- **AI/Technical Misconduct:**

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- Prohibited bias in the AI model or a failure to adhere to the company's "Fairness-by-design" principles<sup>6</sup>.
- Deliberate security breaches or failure to implement security protocols (e.g., encryption, VPC isolation)<sup>7</sup>.
- Manipulation of the Agentic AI Council's logic or data inputs for personal gain<sup>8</sup>.
- **Health and Safety:** Any danger to the health and safety of any individual.
- **Criminal Offence:** The commission of any criminal offence.

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### 3. Reporting Procedures

CortexaCapital aims to resolve all concerns internally and confidentially. Reporters should use the following structured reporting channels:

#### 3.3. Designated Reporting Channels

Concern Category	Primary Internal Contact	Rationale
Non-Financial, Team or Technical	CTO (First Hire)	The CTO will have oversight of the AI/Agentic systems and core infrastructure, which is highly feasible for agent-based issues
Financial or Accounting	Fractional CFO	Responsible for financial statements and controls, ensuring the path to profitability is accurately reported

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Concern Category	Primary Internal Contact	Rationale
Legal, Regulatory, or Compliance	External Compliance Consultant/Human CLO	This is a highly challenging role for AI and requires a licensed professional for legal navigation, such as the FCA Sandbox process.
All Other Matters, or if contacts above are the subject of the concern	The Founder/CEO	The <b>Chief Systems Architect and Ethicist</b> providing final human-in-the-loop oversight on critical decisions

### 3.2. How to Report

1. **Written Report:** The Reporter should submit a written report, providing as much detail as possible, including names, dates, specific locations, and the nature of the misconduct.
2. **Confidentiality:** Reports can be made confidentially. While anonymous reports will be investigated, providing contact information can significantly aid a thorough investigation.

## 4. Protection Against Retaliation (M-002)

CortexaCapital strictly prohibits any form of retaliation, harassment, or adverse employment action against a Reporter who makes a good-faith disclosure under this policy.

- **Good Faith:** A disclosure is made in good faith if the Reporter honestly and reasonably believes the information to be true, even if the allegation ultimately proves to be incorrect.

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- **Retaliation Definition:** Retaliation includes, but is not limited to, demotion, termination, salary reduction, punitive transfers, or unwarranted performance reviews.
- **Mitigation Strategy (M-002):** Any Reporter who believes they have been subjected to retaliation should immediately report the incident to the Founder/CEO. Disciplinary action, up to and including termination, will be taken against anyone found to have engaged in retaliation.

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## 5. Investigation and Outcome

1. **Initial Assessment:** The relevant contact (e.g., CTO or Fractional CFO) will immediately notify the Founder/CEO. An initial assessment will be completed within seven (7) working days to determine the scope and credibility of the concern.
2. **Investigation Team:** The Founder/CEO will appoint an impartial Investigation Team, which may include external legal counsel or a specialist compliance firm for complex regulatory matters (e.g., a formal FCA inquiry).
3. **Auditability & XAI:** In all cases involving the Agentic AI Council, the Investigation Team will leverage **LangGraph's auditable execution path**<sup>18</sup> and **AWS CloudTrail logs**<sup>19</sup> to reconstruct and analyze the flow of data and the decision-making logic, ensuring an auditable trail for XAI.
4. **Feedback:** While confidentiality constraints may limit the detail, the Reporter will be informed when the investigation is concluded and whether appropriate action has been taken.

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## 6. External Reporting

This policy is designed to encourage internal reporting first. However, Reporters retain the right to report serious concerns to external regulatory bodies at any time, including:

- The Financial Conduct Authority (FCA).
- The UK's Information Commissioner's Office (ICO).
- The Police or other law enforcement agencies.

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## **Policy Endorsement**

Founder/CEO

CortexaCapital

**Date of Adoption:** 20 July 2025

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