

EXCHANGE ANALYTICS INC.

2020 Periodic Ethics (Institutional) Training Outline

(Supplied by Exchange Analytics)

Introduction

The provisions of Section 4p(b) of the Commodity Exchange Act (Act) (7 U.S.C. 6p(b) (1994)) set forth requirement regarding training of Registrants as to their responsibilities to the public. This section of the Act requires the Commodity Futures Trading Commission (CFTC) to issue regulations requiring new Registrants to attend ethics training sessions within six months of registration and periodically thereafter. The CFTC, in its Statement of Acceptable Practices (Statement), states: "The awareness and maintenance of professional ethical standards are essential elements of a Registrant's fitness. Further, the use of ethics training programs is relevant to a Registrant's maintenance of adequate supervision, a requirement under Rule 166.3".

The Statement is intended to serve as a "safe harbor" concerning acceptable procedures for Intermediaries regarding fitness and supervision of Registrants. The Statement lists the following topics to be addressed in training programs for this purpose:

1. An explanation of the applicable laws and regulations, and the rules of self-regulatory organizations or contract markets and registered derivatives transaction execution facilities;
2. The Registrant's obligation to the public to observe just and equitable principles of trade;
3. How to act honestly and fairly and with due skill, care and diligence in the best interest of customers and the integrity of the markets;
4. How to establish effective supervisory systems and internal controls;
5. Obtaining and assessing the financial situation and investment experience of customers;
6. Disclosure of material information to customers;
7. Avoidance, proper disclosure and handling of conflicts of interest.

Exchange Analytics Periodic Ethics Program

All topics required by the CFTC's Statement of Acceptable Practices are addressed in Exchange Analytics' Initial Ethics training program. This Periodic course is considered to be a "refresher" course, whereby certain timely topics are explored. Exchange Analytics was originally authorized to provide ethics training by the Commodity Futures Trading Commission in 1995. The program is designed to take approximately 45 minutes to complete.

The course outline is as follows:

- I. Introduction of Course and Regulatory Background
 - a. Course Overview
 - b. Course Purpose
- II. Industry Structure and Rules
 - a. The CFTC and the NFA
 - b. Dodd-Frank
 - c. NFA Membership
 - d. Swaps and Associated Persons
 - e. Exchange Jurisdiction
- III. Supervisory Systems and Internal Controls
 - a. Supervision
 - b. Chief Compliance Officer
 - c. Reporting Breaches
- IV. Act Honestly and Fairly
 - a. Code of Ethics
 - b. Privacy Policy
 - c. Identity Theft and Cybersecurity
 - e. Promotional Material
- V. Customer's Finances and Investment Experience
 - a. Know Your Customer
 - b. Beneficial Ownership
 - c. Annual Update
- VI. Customer Disclosures
 - a. Risk Disclosures
 - b. Firm-Specific Disclosures
 - c. Web Posting
 - d. Customer Margins

VII. Avoid Conflicts of Interest

- a. Internal Business Conduct Standards
- b. External Business Conduct Standards – Swap Dealer

VIII. Just and Equitable Principles of Trade (Part 1)

- a. Recordkeeping and Retention
- b. Disruptive Trading Practices/Spoofing
- c. CME Rule 575
- d. Prohibited Orders
- e. ICE Futures U.S. Rule 4.02
- f. Pre-Opening
- g. Anti-Fraud and Anti-Manipulation Provisions
- h. Trading Practices
- i. Pre-Arranged Trading and Pre-Execution Communication Rules
- j. Consent and Disclosure
- k. Insider Trading
- l. Misappropriated Information

IX. Just and Equitable Principles of Trade (Part 2)

- a. Buy and Sell Orders for Different Beneficial owners
- b. Wash Sales
- c. Block Trades
- d. Bunched Orders
- e. Exchange for Related Positions
- f. Ethical Dilemmas
- g. Position Limits
- h. Hedge Exemption
- i. Ownership and Control
- j. Automated Systems and High-Frequency Trading
- k. Deployment of Automated Trading Systems
- l. False Statements
- m. Risk Management and Ownership Control

X. Case Study

Topics include block trades, misappropriated Information, insider trading, high standards of commercial honor, just and equitable principles of trades, pre-hedging, failure-to-supervise.

XI. Quiz

Training Provider Qualifications

(Supplied by Exchange Analytics)

In its Interpretative Notice on Compliance Rule 2-9: Ethics Training Requirements, the National Futures Association states that 1) “Each Member should ensure that its selected provider is qualified and obtain proof that the provider has completed relevant proficiency testing and has three years of relevant industry experience, or similar experience;” and 2) that “Firms should only use providers that they reasonably in good faith believe are not subject to any investigations or bars from registration.” To address those requirements, Exchange Analytics presents the following information on the individuals who prepared this course material:

Marc Nagel serves as an advisor to Exchange Analytics and was the primary course author. Mr. Nagel recently retired as Chief Operating Officer and Chief Compliance Officer of a clearing Futures Commission Merchant. He serves on the Futures Commission Merchant Advisory Committee of the National Futures Association and on the Advisory Board of the IIT- Chicago Kent College of Law Futures and Derivatives Conference. Mr. Nagel is employed as a futures industry compliance consultant and expert witness. He is a licensed CPA and attorney, admitted to the State of Illinois Supreme Court, the U.S. District Court for the Northern District of Illinois, and the U.S. Tax Court. Mr. Nagel is a registered Floor Broker and has held various Exchange memberships since 1979. Mr. Nagel received his BS in Accountancy and CPA from the University of Illinois and his JD from IIT/Chicago Kent College of Law. Mr. Nagel (NFA ID 0194163) is not subject to any investigations or bars from registration. He has no regulatory actions or other disciplinary history.

Lawrence D. Israel served as co-author. He has been continuously registered with the National Futures Association from March 11, 1981 through the present, and is a 40-year member of the Chicago Board of Trade. During that time Mr. Israel has been extensively involved in the futures and securities industry, serving on a variety of committees at the CBOT, including Arbitration and Education. In 2008 Mr. Israel was appointed to both the Business Conduct Committee and Probable Cause Committee of the Chicago Board of Trade/CME Group. Mr. Israel was Chairman of the Associate Members Committee (financial traders), and serves as an Arbitrator for the National Futures Association. He has served as an expert witness in both Federal Court and arbitrations in disputes involving futures trading, as well as testifying in criminal proceedings for the United States Department of Justice. Mr. Israel served as an adjunct lecturer at Northwestern University where he taught courses about the futures, securities and options markets. Mr. Israel earned his BS in Economics from the University of Illinois Champaign-Urbana and his MBA from the University of Chicago. He is a Certified Anti-Money Laundering Specialist. Mr. Israel (NFA ID 0019703) is not

subject to any investigations or bars from registration. He has no regulatory actions or other disciplinary history.