JTV DIGITAL BANK

Governance Framework

JTV Digital Bank powered by J.T. TRADECAPITAL LTD

1. Introduction

The governance structure of **JTV Digital Bank** ensures transparency, accountability, and efficiency in decision-making, while fully aligning with the corporate values and strategic objectives of **J.T. TRADECAPITAL LTD**. This framework defines the institutional bodies, responsibilities, and mechanisms for oversight, compliance, and risk management.

2. Legal Entity and Regulatory Compliance

- **Legal Entity**: *J.T. TRADECAPITAL LTD*, a **Private Limited Company** incorporated in the United Kingdom.
- **Company Registration No.**: **14556914**.
- **Incorporation Date**: 23 December 2022.
- **Registered Office**: 80 Charlotte Street, London, England, W1T 4QS.
- **Company Status**: Active.
- **Business Activities (SIC Codes)**:
    - 64203 – Activities of construction holding companies
    - 64303 – Activities of venture and development capital companies
    - 64999 – Financial intermediation not elsewhere classified
    - 73110 – Advertising agencies
- **Regulatory Oversight**: The Bank complies with UK financial legislation, FCA supervision (where applicable), AML directives, KYC obligations, and international banking standards.
- **Audit and Reporting**: Annual financial statements are audited by independent external auditors, with periodic reports submitted to competent UK authorities.

3. Governance Bodies

3.1 Shareholders' Assembly

- Composed of J.T. TRADECAPITAL LTD as holding entity and authorized equity partners.
- Holds authority on strategic direction, capital allocation, and extraordinary resolutions (e.g., mergers, acquisitions, liquidation).
- Meets annually and on extraordinary occasions when required.

3.2 Board of Directors

- Appointed by J.T. TRADECAPITAL LTD and equity partners.
- Responsible for strategic planning, oversight of corporate governance, and approval of banking policies.
- Composition:

- **Chairperson** – Provides leadership and ensures alignment with J.T. TRADECAPITAL LTD’s vision.
- **Executive Directors** – Oversee banking operations, finance, and digital services.
- **Independent Non-Executive Directors** – Safeguard transparency, manage conflicts of interest, and strengthen risk oversight.

3.3 Executive Management

- Led by the **Chief Executive Officer (CEO)**, appointed by the Board.
- Responsible for execution of strategic goals and daily operations.
- Core roles include:
  - **Chief Financial Officer (CFO)** – Oversees financial reporting and treasury.
  - **Chief Risk Officer (CRO)** – Manages credit, market, operational, and digital risks.
  - **Chief Compliance Officer (CCO)** – Ensures adherence to FCA rules, AML/KYC frameworks, and ethics.
  - **Chief Technology Officer (CTO)** – Drives blockchain integration, cybersecurity, and AI adoption.

3.4 Advisory Committee

- External experts in banking, fintech, compliance, and blockchain.
- Provides independent advice on partnerships, innovation, and strategic projects.

4. Governance Principles

- **Transparency**: Clear communication of financial and operational results.
- **Accountability**: Governance bodies accountable to shareholders and regulators.
- **Integrity**: Ethical and compliant banking operations.
- **Innovation**: Adoption of blockchain, tokenization, and AI in financial services.
- **Sustainability**: ESG-oriented operations, with positive social and environmental impact.

5. Risk Management and Compliance

- **Risk Framework**: Comprehensive multi-layer model to mitigate risks in digital banking and asset tokenization.
- **Compliance**: Continuous monitoring of FCA, UK Companies Act 2006, AML/KYC and GDPR obligations.
- **Cybersecurity**: Strict data protection policies and resilient IT infrastructure.

6. Reporting and Accountability

- **Internal**: Monthly reports from executive management to the Board.
- **External**: Annual financial reports published to shareholders and regulators.
- **KPIs**: Performance metrics include growth, customer trust, innovation adoption, and compliance.

7. Dispute Resolution

Corporate and governance disputes are resolved under **ICC Arbitration Rules (Paris)** or by competent UK courts, ensuring international enforceability.

8. Amendments to Governance

The framework may be amended by the Board of Directors with ratification by the Shareholders' Assembly, provided compliance with UK law and regulatory frameworks is maintained.