

Conflicts of Interest Policy

ACM Limited (FSRA Regulated Entity) – Category 3A

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Introduction

The ACM Limited ("Firm" or "ACM") is committed to act honestly, fairly and professionally and in the best interests of its Clients and to comply, in particular, with the principles set out in the legislation.

In accordance with the FSRA General Rules requirements, whereby the Company has knowledge of a conflict or a material interest between the Firm, its Employees and Clients (or any person directly or indirectly linked to them by control; or one Client of the Firm and another Client it shall manage that interest by keeping and regularly updating a record of its occurrence and maintaining and operating effective organizational and administrative arrangements to prevent conflicts of interest from constituting or giving rise to a material risk of damage to the interest of a Client.

This includes procedures to maintain appropriate independence between members of their staff who are involved in different activities, for example, through the operation of information barriers, physical separation of staff, the segregation of duties and responsibilities and maintenance of a policy of independence which requires their staff, when providing services to a client, to act in the best interests of the client and to disregard any conflicts of interest; and, in some circumstances declining to act for a client or potential client. If the Firm is unable to ensure fair treatment for a Client, it shall decline to act for that Client.

Where the Firm has a material interest in a transaction to be entered into with or for a Client or a relationship which may give rise to a conflict of interest in relation to such transaction, it shall not knowingly either advise, or deal, in relation to that transaction unless it takes reasonable steps to ensure fair treatment for the Client.

Scope

The purpose of this document is to set out the Firm's approach in identifying and managing conflicts of interest, which may arise during the course of its normal business activities. In addition, this document identifies circumstances, which may give rise to a conflict of interest.

The Policy applies to all its directors, employees, any persons directly or indirectly linked to the Firm and refers to all interactions with all Clients.

Conflicts of Interest – Statutory Obligations and Regulatory Framework

While it is not feasible to define precisely, or create an exhaustive list of, all relevant conflicts of interest that may arise, as per the current nature, scale and complexity of the Firm's business, the following list includes circumstances which constitute or may give rise to a conflict of interest entailing a material risk of damage to the interests of one or more Clients, as a result of providing investment services:

- a. the Firm may have an interest in maximizing trading volumes in order to increase its commission revenue, which is inconsistent with the Client's personal objective of minimizing transaction costs;
- b. the Company may be providing other services to associates or other Clients of the Firm who may have interests in Financial Instruments or Underlying Assets, which are in conflict or in competition with the Client's interests;
- c. the Firm is likely to make a financial gain, or avoid a financial loss, at the expense of the client;
- d. the Firm's bonus scheme may award its employees based on the trading volume;
- e. the Firm may receive or pay inducements to or from third parties due to the referral of new Clients or Clients' trading;
- f. Any market information, training and discussions as regards possible market trends should not be construed as trading/investment advice. It is the client responsibility to perform its own market research before entering into any position.

This Policy is established for the purpose of setting the principles and introducing the procedures, which would facilitate the identification and prevention of Conflicts of Interest or, where prevention is not possible, the management of such incidents and disclosure of the associated conflicts of interest to clients as a "measure of last resort".

The Policy primarily takes into account the key requirements of the following:

- FSRA General Book (GEN), Principle №7
- Conduct of Business Rulebook (COBS)
- Guidance and Policies Manual (GPM)
- FSRA General Book (GEN), sets the requirements that Authorized Person shall establish, implement and maintain an effective conflicts of interest policy set out in writing and appropriate to the size and organizational structure of the firm and the nature, scale and complexity of its business.

- Principle №7 imposes that an Authorized Person must take all reasonable steps to ensure that conflicts of interest between itself and its Customers, between its Employees and Customers and between one Customer and another are identified and then prevented or managed, or disclosed, in such a way that the interests of a Customer are not adversely affected.
- Conduct of Business Rulebook (COBS) sets the main principles for managing conflicts of interest.

1. Fair Treatment

An Authorised Person must take reasonable steps to ensure that conflicts of interest and potential conflicts of interest between itself and its Clients and between one Client and another Client are identified and then prevented or managed in accordance with the Rule 3.5.

2. Record of Conflicts

An Authorised Person must keep and regularly update a record of the kinds of service or activity carried out by or on behalf of that Authorised Person in which a conflict of interest entailing a material risk of damage to the interests of one or more Clients has arisen or, in the case of an ongoing service or activity, may arise.

3. Managing Conflicts

An Authorised Person must maintain and operate effective organisational and administrative arrangements with a view to taking all reasonable steps to prevent conflicts of interest from constituting or giving rise to a material risk of damage to the interests of its Clients, including establishing and maintaining effective information barriers to restrict the communication of relevant information.

4. Disclosure of Conflicts

(a) If arrangements made by an Authorised Person under Rule 3.5.3 to manage conflicts of interest are not sufficient to ensure, with reasonable confidence, that risks of damage to the interests of a Client will be prevented, the Authorised Person must clearly disclose the general nature and/or sources of conflicts of interest to the Client before undertaking business for the Client.

(b) The disclosure must:

(i) be made in a durable medium; and

(ii) include sufficient detail, taking into account the nature of the Client, to enable that Client to take an informed decision with respect to the service in the context of which the conflict of interest arises.

5. Conflicts Policy

(a) An Authorised Person must establish, implement and maintain an effective conflicts of interest policy that is set out in writing and is appropriate to the size and organisation of the Authorised Person and the nature, scale and complexity of its business.

(b) Where the Authorised Person is a member of a Group, the policy must also take into account any circumstances of which the Authorised Person is or should be aware, which may give rise to a conflict of interest arising as a result of the structure and business activities of other members of the Group.

6. If an Authorised Person is unable to prevent or manage a conflict or potential conflict of interest, it must decline to act for that Client.

7. Attribution of Knowledge

When a Rule applies to an Authorised Person that acts with knowledge, the Authorised Person will not be taken to act with knowledge for the purposes of that Rule as long as none of the relevant individuals involved for on behalf of the Authorised Person acts with that knowledge as a result of an information barrier arrangement.

8. Inducements

(a) An Authorised Person must have systems and controls including policies and procedures to ensure that neither it, nor an Employee or Associate of it, offers, gives, solicits or accepts inducements such as commissions or other direct or indirect benefits where such inducements are reasonably likely to conflict with any duty that it owes to its Clients.

(b) An Authorised Person must, before recommending a Specified Investment to, or Executing a Transaction for, a Retail Client, disclose to that Client any commission or other direct or indirect benefit which it, or any Associate or Employee of it, has received or may or will receive, in connection with or as a result of the Authorised Person making the recommendation or executing the Transaction.

(c) An Authorised Person may provide the information required under Rule 3.5.8(b) in summary form, provided it informs the Client that more detailed information will be provided to the Client upon request and complies with such a request.

- Guidance and Policies Manual (GPM) describes the general approach of FSRA to decision making for avoid conflicts of interest by a person, conducting different Regulated Activities

It shall be noted that ACM Limited does not provide services to Retail Clients.

The Firm has drafted its Conflicts of Interest Policy, which is provided to its clients in summarized format in the Firm's website

In order for the Conflicts of Interest Policy to remain effective, apart from the meticulous application of the organizational procedures described in detail in this Policy, it is necessary that the Conflicts of Interest Policy is reviewed at frequent intervals in accordance with a requirement of FSRA General Book.

The Conflicts of Interest Policy shall be reviewed whenever such a need arises, and the outcome of the review shall be provided to the Board of Directors.

In addition, the Conflicts of Interest Policy shall be updated whenever such a need arises. The following circumstances can trigger the review process:

1. Change in the service and product mix of the Firm;
2. Identification of situations that are not adequately captured in the Conflicts of Interest Policy;
3. New requirements need to be implemented following revision of legislations and regulations.

Preventing & Managing Conflicts

A conflict of interest can arise between:

- The client and the Company.
- Two clients of the Company.
- The Company and its employees.
- A Company's client and a Company's manager / employee.
- Departments of the Company.

Where the Firm is aware of a conflict or potential conflict of interest, it must prevent or manage that conflict of interest by using one or more of the following arrangements as appropriate:

- i. establishing and maintaining effective information barriers to restrict the communication of the relevant information;
- ii. maintaining a conflicts of interest register;
- iii. disclosing the conflict of interest to the Client in writing either generally or in relation to a specific Transaction; or
- iv. establishing and maintaining an effective conflicts of interest policy.

b) If the Firm is unable to prevent or manage a conflict or potential conflict of interest as provided in (a), it must decline to act for that Client. (COBS 3.5.6)

The handling of conflicts of interest

i. The Conflicts of Interests Log

As part of the Conflicts of Interest Policy, it is necessary to identify and manage conflicts of interest, in line with the conflicts of interest matrix presented in the Conflicts of Interest Policy.

Any such identified instances are logged in the Conflicts of Interest Log, so that we can track such occurrences and the measures that were taken to contain and manage them.

#	Circumstances of conflict of interest	Approach to managing potential conflict of interest	Is the interest current /Inherent/re-occurring	Does the activity relates to the operation of the Company or to any personnel?	Surveillance/Mitigation Measures Taken	Comments - Board of directors resolution
1	Favouring one client over another. Or Firm front running client order Brokers passing information to third parties during the day.		The interest is inherent.	The activity relates to the Company's core operations, which is the provision of the investment services	All personal Account Trading is notified to the Senior Compliance Officer and then reviewed for potential conflicts of interest. The Company does not use mobile phones for corporate communication and all phones lines are recorded.	
2	Composition of Departments and appointment – of multiple roles.	Subject to proportionality and in accordance to relevant assessment relevant personnel could be appointed for multiple roles. Such appointed personnel could have access to various information and systems	The interest could occur on an-hoc basis.	The Activity/Operation relates to the operations of the Company	The Company has multilayers of reductions and or red flags of misuse of information such as restriction of access to information from multiple sources, which can incentivize or assume potential conflict of interest. In addition the Firm prohibits the appointment of single employee for multiple roles with two different department . Additionally different physical locations (Chinese walls) are designated for different core functions.	
3	In certain cases, due to the fact that the involvement of other departments, apart from the department that is privy of the Inside Information, is necessary, “wall crossing” is unavoidable	In such cases, the disclosure of inside information will have to be released to other persons who are expected to assist in the performance of the project at hand.	The event could occur on an ad-hoc basis	The Activity/Operation relates to the operations of the Company	Such instances shall be immediately brought to the attention of Compliance Function, which will assist and advice, according to the particulars of each case, of how such a “wall crossing” can be performed in a way that minimizes the potential conflicts of interest and introduces controls on the dissemination and sharing of Inside Information. Wall Crossing occasions, as well as the measures and conditions that were put in place to control the flow of information must be duly recorded accordingly.	

The Conflicts of Interest Log is placed under the supervision of the Senior Compliance Officer and it is updated from time to time. Wherever possible, any communications and/or documents that relate to the handling of the particular cases should be transformed in electronic format and attached to the document for ease of reference.

Roles and Responsibilities

The Board of Directors

The Firm's Board of Directors is responsible for the approval of the Conflicts of Interest Policy and any subsequent amendments / revisions. In addition, the Board of Directors has the responsibility, amongst others, to ensure that disciplinary measures are taken and enforced when rules stipulated in this Policy are not followed by employees.

Responsibilities of the Senior Executive Officer

The Senior Executive Officer of the Firm have the responsibility of:

- ensuring that an organizational structure is in place securing effective segregation of duties and reporting lines so that cases of inappropriate roles which might give rise to conflict of interest among staff members are prevented;
- implementing this Policy across all business areas of the Firm;
- ensuring that the Firm's internal procedures, systems and controls are adequate and robust for the effective identification and management of conflicts of interest;

Responsibilities of the Compliance Function

The Senior Compliance Officer of the Firm has the responsibility, amongst others, to:

- review the implementation of the Policy in order to ensure compliance with the applicable regulatory requirements;
- periodically evaluate the effectiveness of the Policy and adopting any alternative or additional measures where necessary and appropriate;
- maintain and update the Conflicts of Interest Log and submit it to FSRA, upon request, in line with the applicable ADGM requirements;
- recommend to the Senior Management amendments/revisions to the Policy;
- provide advice in relation to the implementation of this Policy;
- make available the above information to FSRA, internal and external auditors, if requested.
- communicating this Policy to all employees;
- ensuring the timely and effective training of employees in order to raise awareness on matters relating to conflicts of interest.

Further to the above, the Senior Compliance Officer of the Firm has the responsibility to:

- regularly assess the compliance level of the employees / departments, as well as the Firm's in connection with the provisions of asset management or brokerage services and report to the SEO incidents pertaining violation of the Policy;
- perform an independent review with regards to:
 - a) transactions carried out for the Firm's own account so as to ensure that they are not related to transactions carried out for or on behalf of Clients;
 - b) transactions carried out for the Clients under asset management agreement to ensure that they are not related to transactions carried out for or on behalf of Clients under brokerage agreement.
 - c) employees' Personal Transactions to ensure that they are not related to transactions carried out for the Firm's own account and that do not breach the Firm's relevant rules.
- ensure that all relevant details in relation to any gifts or other benefits received/given from/to Relevant Persons by existing or potential Clients or third parties, are disclosed/declared, and are adequately documented through a gift declaration form.

Responsibility of all employees

Employees are responsible for identifying and managing conflicts of interest on an ongoing basis and the Firm requires that all Employees:

- i. comply with this policy, rules and other applicable policies and procedures relating to the identification, documentation, escalation and management of conflicts of interest;
- ii. act with integrity and exercise good judgement and discretion in line with the Firm's Corporate Conduct;
- iii. act with the requisite degree of independence and objectivity when discharging their responsibilities;
- iv. avoid situations giving rise to conflicts of interest wherever possible and not allow:
 - personal financial interest;
 - family members or close personal relationships;
 - previous, current or potential future involvement in an activity or endeavor; or
 - different roles and responsibilities at the Firm,

- to compromise or otherwise call into question their judgement, ability to act objectively or properly discharge their duties and responsibilities owed to the Firm and/or Clients, or otherwise give rise to the risk of reputational damage to the Firm including the risk of the appearance of impropriety around the manner in which business is awarded to or by the Firm or of the Firm having obtained an improper advantage or treatment;
- v. immediately notify their supervisor and/or Compliance of the existence and general nature of an actual or potential conflict of interest;
- vi. not be in a supervisory, subordinate or control relationship (having influence over conditions of employment) with closely related persons including Family Members or Close Personal Relationships;
- vii. not misuse information obtained in the course of working at the Firm including in connection with dealing in securities;
- viii. manage work-related information on the basis of the Firm's "Need to Know" principle, respecting information barriers and duties of confidentiality at all times;
- ix. challenge and escalate promptly issues of concern to their supervisors and Compliance so that conflicts of interest may be appropriately reviewed, managed and resolved; and
- x. upon joining the Firm and on a periodic basis thereafter, complete all attestations required by Compliance, including, where relevant, attesting to the completeness and accuracy of any relevant disclosures and questionnaires in relation to this policy within the timeframes set by Compliance.

Identification of Potential Conflicts of Interest

Overview

A conflict of interest will arise where there is a conflicts of interest:

- Between the interests of a firm, certain persons connected to it or a member of the firm's group and a duty owed to a client; or
- Between the differing interests of two or more of a firm's clients, to each of whom the firm owes a duty, where the conflict of interest might damage or adversely affect either of their respective interests.

Taking the above into consideration, the Firm is required to consider whether itself, or a person directly or indirectly linked by control to the Firm:

- is likely to make a financial gain, or avoid a financial loss, at the expense of the Client;
- has an interest in the outcome of a service provided to the Client or of a transaction carried out on behalf of the Client, which is distinct from the Client's interest in that outcome;
- has a financial or other incentive to favor the interest of another Client or group of Clients over the interests of the Client;
- carries on the same business as the Client;
- receives or shall receive from a person other than the Client an inducement in relation to a service provided to the Client, in the form of monies, goods or services, other than the standard commission or fee for that service;
- engages or attempts to engage in Insider Dealing and misuse of Inside Information, recommends that another person engages in Insider Dealing or induces another person to engage in Insider Dealing and Market Manipulation with the purpose of deriving personal benefit or benefit of the Firm or a Client/third party.

Nature and sources of potential Conflicts of Interest

The main services which could trigger conflicts of interest risk are:

- Reception and transmission or/and execution – Brokerage business;
- Portfolio Managements
- Execution under asset management.

Potential Conflicts of Interest / Conflicts of Interest Matrix

The following list interprets some of the key types of potential conflicts of interest that may arise within the Firm:

- Acting for own account when dealing with a Client;
- Conflicts associated with performance – related remuneration of employees;
- Conflicts associated with holding confidential information;
- Conflicts associated with misuse of Inside Information;
- Conflicts arising out of the charges for fees and commissions;
- Conflicts associated with payments (e.g. selling commissions) received from or made to third parties in connection with investment services provided to them;

- Conflicts associated with other business activities of the Firm, especially the Firm's interest in profits from trading on its own account;
- Conflicts in the preparation of financial analyses of financial instruments offered for sale to customers;
- Conflicts associated with personal relations of employees or members of the Firm's Board of Directors or parties related to such persons;

The Firm establishes the necessary procedures/arrangements in order to prevent the occurrence of conflicts of interest or manage actual conflicts of interest between the Firm's stakeholders, when providing investment and/or ancillary services to the Clients.

In particular, a number of controls for the effective management and monitoring of conflicts of interest are established, including but not limited to, to the ones described in the MATRIX below.

A		BUSINESS ACTIVITY ①	
		B. Sales	
Source of potential Conflicts of Interest ①		Investment Services	<ul style="list-style-type: none"> ▪ Reception and transmission of orders in relation to one or more financial instruments ▪ Placing of financial instruments without a firm commitment basis ▪ Foreign exchange services where these are connected to the provision of investment services
1. Investment Firm / Group interests	Management e.g. <ul style="list-style-type: none"> ▪ membership to the Supervisory Board of Corporate Client ▪ Title Holding 	Not applicable	
	Brokerage	* Incentive for preferential allocation to clients who are frequent traders to generate commission income * Use of information derived from brokerage in relation to client orders for the benefit of other people (front running or parallel running) Possible measures: <ul style="list-style-type: none"> - transparent allocation principles – verification of compliance with the allocation principles - 	
	Own Account Bookings:	* Mispricing of issues of financial instruments to favor the proprietary / own account book Possible measures: <ul style="list-style-type: none"> - Department is oversight so as to be transparent in its procedures, decisions and actions - Sufficient steps taken to achieve the best overall trading result for the Clients - Prohibition of Client's specific activities which could commercially be beneficial for the Firm or the employees Involve the issuer in the price fixing process - Obtain information about pricing components - Obtain information about range of products offered 	
B		BUSINESS ACTIVITY ①	
		B. Sales	
Source of potential Conflicts of Interest ①		Investment Services	<ul style="list-style-type: none"> ▪ Reception and transmission of orders in relation to one or more financial instruments ▪
2. Client Interests	Brokerage	Possible measures: <ul style="list-style-type: none"> - comparison of commissions / fees charged to clients of the same category (professional, eligible counterparty) – report on identified variances 	

3. Employee Interests	Personal Interests	<ul style="list-style-type: none">* Use or dissemination of confidential information* Acceptance of personal advantage* Employees may receive preferential treatment in the allocation of issues <p>Possible measures:</p> <ul style="list-style-type: none">- Anti-Bribery & Corruption Policy- Duty of compliance with the provisions of Market Abuse Directive (especially the parts that relate to insider dealing)- Inter-Group Compliance Function Notification	
C		BUSINESS ACTIVITY ①	
		C. Brokerage	
Source of potential Conflicts of Interest ①		Investment Services	<ul style="list-style-type: none">▪ Order reception and transmission;▪ Execution of Client Orders;
1. Investment Firm /	Management e.g. <ul style="list-style-type: none">▪ membership to the Supervisory Board of Corporate Client▪ Title Holding	<ul style="list-style-type: none">* Exertion of influence by management on order execution* Preferential political or economic treatment of particular Investment Firms, contracting parties or marketplaces <p>Possible measures:</p> <ul style="list-style-type: none">- Segregation of activity areas (Chinese Walls)- Independence Declarations Order Execution Policy forces Investment Firms to use those market intermediaries and execution venues that will deliver the best result on a consistent basis	
	Brokerage	<ul style="list-style-type: none">* Inappropriate differentiation between different client groups* Preferential execution / transmission of particular orders* Use of information derived from trading for other people (front / parallel / contra running)* Preferential allocation of securities in the case of aggregated orders <p>Possible measures:</p> <ul style="list-style-type: none">- time prioritization of equivalent client orders- - Transparent allocation policy stated in the Firm's Order Execution Policy	
	Own Account Dealing: Proprietary Book	<ul style="list-style-type: none">* Use of information in relation to Client orders (front / parallel / Contra running) <p>Possible measures:</p> <ul style="list-style-type: none">- Segregation of activity areas (Chinese Walls)	
	Source of potential Conflicts of Interest ①		
	2. Client Interests		
		Brokerage	
	other affiliated entities)	Not Applicable	

	3. Employee Interests	Personal Interests	* Use or dissemination of confidential information * Use of knowledge of client orders (front / parallel / contra running) for personal account trading <div>6</div> Possible measures: <ul style="list-style-type: none"> - Traders have to place orders for their own / related account with another trader - Duty of compliance with insider trading law - Monitoring and restriction of employee transactions - Prohibition against front/parallel running
	<div> <div>E</div> <div>Source of potential Conflicts of Interest ⓘ</div> </div>		
1. Investment Firm / Group Interests			BUSINESS ACTIVITY ⓘ
			E. Custody Services
			Investment Services
			▪ Safekeeping and administration of financial instruments for the account of clients, including custodianship
	Management e.g. <ul style="list-style-type: none"> ▪ membership to the Supervisory Board of Corporate Client ▪ Title Holding 		* Exertion of influence by management resulting in the use of inappropriate criteria in the selection of external depositories Possible measures: <ul style="list-style-type: none"> - Compliance with statutory obligation to exercise due diligence in the selection of depositories
	Brokerage		Not Applicable
	Own Account Dealing		Not Applicable
	affiliated entities)		Not Applicable
2. Client Interests			
	Brokerage		Not Applicable
			Not Applicable
3. Employee	Personal Interests		* Acceptance of personal advantage Possible measures: <ul style="list-style-type: none"> - Anti-Bribery & Corruption Policy - Compliance with statutory obligation to exercise due diligence in the selection of depositories <div>2</div>

The firm from time to time may allocate available capital buffers to proprietary trading activities. To this end, the Firm maintains sufficient procedures to isolate its proprietary activity from the brokerage trading.

The Firm defined and stated the following sensitive areas able to raise potential conflict of interests, but not limited by:

- Front, Parallel or Contra Running of the proprietary book with knowledge of client orders
- Biased advice given to clients to favor the proprietary book
- Biased Investment advice due to self-interest in commission income
- Mispricing of issues of financial instruments to favor the proprietary book

In order to prevent the aforementioned consequences the Firm established the following procedures:

- Segregation of the brokerage from the proprietary trading (Chinese Walls)
- Strict segregation of functions (brokerage trader cannot be replaced by proprietary trader and in reverse)
- Compliance approvals for proprietary transactions (prior to any proprietary trade the responsible person is obliged to send a request to Compliance Officer. After that the Compliance Officer consider parameters of the order, checks the main market parameters and assesses a possibility to influence the market from the Firm's side. The order can be executed only after Compliance confirmation).

Organizational Procedures

The conflicts of interest policy established shall include the following content:

- it must identify, with reference to the specific investment services and activities and ancillary services carried out by or on behalf of the investment firm, the circumstances which constitute or may give rise to a conflict of interest entailing a risk of damage to the interests of one or more clients;
- it must specify procedures to be followed and measures to be adopted in order to prevent or manage such conflicts.

In order to comply with the principles of COBS:

Certain procedures and measures have been adopted for the avoidance of conflicts of interest. The Following procedures are applied within the Firm in view of preventing and managing conflicts of interest:

1. Employing Personnel of the highest caliber

Obviously, the first measure to be adopted is to employ persons of the highest caliber, of sufficiently good repute, having the necessary skills, knowledge and expertise for performing their assigned responsibilities. This is the foremost and most important line of defense against conflicts of interests being detrimental to the interests of our clients. We strive to employ persons with the requisite integrity to carry-out the duties assigned to them with integrity, honestly and fairly.

At the time any person is employed by the Firm, it is required of the new employee to declare membership to any Board of Directors. Throughout the period of their tenure with the Firm, employees are required to inform the SEO or the SCO about any intention to accept membership to the board of directors of any company, irrespective of whether this company is listed or not. The SEO and or the SCO will assess the potential for conflicts of interest, and if such a potentiality exists, they propose measures or conditions for the management of potential conflicts of interest.

Irrespective of the obligation of employees to inform Compliance and / or the SEO about their intention to accept membership to a Board of Directors, a yearly review process is organized, whereby all employees have to declare using the standardized form attached here below, whether:

1. They have been appointed or intent to be appointed to any Board of Directors of any company
2. Whether they have been convicted or whether there are any pending cases against them in relation to any of the crimes that are stated in the said form
3. They keep any Personal Trading Accounts with any investment firm.

Personal Information – Annual Review Form	 Annual form - Personal account tra
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2. Well defined, transparent and consistent lines of responsibility

The second measure is related to the structure of the organization. .

The operations of Departments that are prone to conflicts of interests are clearly segregated, for example, the Asset Management Dealing Department is segregated from the Brokerage Department (to the extent possible¹), and all other Departments.

Within the Departments, each member of staff of the said department reports only to the Head of his / her department, except in cases where it is deemed appropriate that dual controls are applied, and even in such cases, the control function is exercised either by:

- the Board of Directors and/ or
- the SEO and/ or
- the Compliance Department and / or
- the Risk Management Department,

whose role and function is not associated with any department in particular.

In order to avoid any conflict of interest, an independent review shall be performed by the Firm's Compliance Function with regards to:

- transactions carried out for the Firm's own account with a view to ensure that they are not related to transactions carried out for or on behalf of Clients;

- employees' Personal Transactions, in order to ensure that they are not related to transactions carried out for or on behalf of Clients and that do not breach the Firm's relevant rules/ restrictions;
 - Transactions performed from the Asset Management Department are not passed to the Brokerage Department.
3. Removal of any direct link between the remuneration of relevant persons engaged in one activity and the remuneration of different relevant persons engaged in another activity

Each department decides on the bonus that might be appropriated to the members of staff employed by the said department in accordance to the performance of the said department and the performance and contribution of each member of staff within the department. Bonuses are not allocated on a "project-by-project" basis as this would inherently create the scope for conflicts of interest to be "overseen".

4. Measures to prevent or control the exchange of information between persons engaged in activities involving a risk of a conflict of interest where the exchange of that information may harm the interests of one or more clients

These measures, due to their high significance, are deliberately left for last and will be analysed separately. Measures designed to control the flow of information between departments and/or persons where such flow could be detrimental, either due to the creation of conflicts of interest or the misappropriation of "Inside Information" and certain other classes of sensitive information, fall under the broad industry definition and terminology of "Chinese Walls".

Chinese Walls

Chinese walls in a company refer to the distinct segregation between different units or activities or departments. This is done to block the exchange of information and to preserve the use of confidential information. The ultimate objectives of Chinese walls is thus to eliminate the misuse of inside information or non-public proprietary information and to avoid conflict of interest.

Since Chinese Walls procedures have a dual aim of avoiding conflicts of interest and preventing the misappropriation of "Inside Information", it becomes pertinent at this point to define "Inside Information" and certain other classes of sensitive information.

For the purposes of the MAR Regulation, Inside Information shall comprise the following types of information:

- information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative Financial Instruments;
- for persons charged with the execution of orders concerning Financial Instruments, it also means information conveyed by a Client and relating to the Client's pending orders in Financial Instruments, which is of a precise nature, relating, directly or indirectly, to one or more issuers or to one or more Financial Instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those Financial Instruments, the price of related spot commodity contracts, or on the price of related derivative Financial Instruments.

Chinese Walls procedures

Information barriers and conflict clearance procedures help to ensure proper management of certain types of conflicts of interest. The Firm has established arrangements / controls known as "Information barriers / Chinese Walls" around the investment services provided to their Clients, in an effort to ensure the integrity of operations of various business areas, that potential or actual conflicts of interest are properly managed and that Clients' interests are protected at all times.

In order to comply with these principles, the Firm's personnel is expected to observe the following simple, but yet extremely important rules:

- A. Physical segregation of different departments / units – to avoid any misuse of information which could influence the advice given to Clients, or allow staff members to take advantage of facts not yet known to the general public:
1. Firm employees must refrain from discussing confidential information in public places such as elevators, hallways, restrooms or at social gatherings
 2. Unauthorised persons and members of staff of other departments are not allowed to enter the premises of the Firm or other departments unless accompanied and supervised by relevant members of staff
 3. Employees are expected to exercise care to avoid placing documents containing confidential information in areas where they may be read by unauthorized persons and store such documents in secure locations when they are not in use

4. The employees of the subdivisions, executing different types of professional activity are placed in different rooms according to the functional characteristics. If for any reason all members of staff leave the room where they are located during working hours, the door is locked.
5. Firm employees must avoid using speakerphones in areas where unauthorized persons may over-hear conversations
6. If it is not possible, due to lack of space, to place employees of different departments in separate rooms, the Compliance Officer must ensure that PC monitors are kept beyond the sight of employees from other Departments
- B. Segregation of data and information technology systems of each department / unit - persons in each department / unit do not to have a direct physical access to records and information concerning the subject matter of another department / unit:
 1. Where appropriate, employees should maintain the confidentiality of the identity of Clients by using code names or numbers for confidential projects
 2. Access to the premises and the computer network of the Firm during weekends and on holidays is granted only if prior permission by an authorised person is obtained in advance.
 3. At the end of each working day, all computers and peripherals (computers, printers, photocopiers) are shut down.
 4. When documents containing non-public material information are to be disposed of, they shall be destroyed by shredding or some other secure manner, which can prevent readable copies from accidentally falling in the hands of non-insiders
 5. Employees are expected to destroy (by shredding) copies of confidential documents no longer needed for a project or not otherwise required to be maintained under legislation

Personal Transactions

All members of staff, irrespective of the position they hold or the function they perform, are aware of the restrictions imposed by the applicable laws in respect of Personal Transactions/ placing of orders to trades ("transactions") in financial instruments, the handling of Conflicts of Interest and Inside Information.

The procedures put in place must ensure that:

- a. each person is aware of the restrictions on personal transactions, and of the measures established by the investment firm in connection with personal transactions and disclosure;
- b. the firm is informed promptly of any personal transaction entered into by a relevant person, either by notification of that transaction or by other procedures enabling the firm to identify such transactions;
- c. in the case of outsourcing arrangements the investment firm must ensure that the firm to which the activity is outsourced maintains a record of personal transactions entered into by any relevant person and provides that information to the investment firm promptly on request;
- d. a record is kept of the personal transaction notified to the firm or identified by it, including any authorisation or prohibition in connection with such a transaction.

Organisational Procedures

i. Training

The Firm provides the necessary training and information related to conflicts of interest issues to its employees and all Relevant Persons. Such training sessions are critical in ensuring that employees are able to identify and escalate conflicts of interest and are aware of the processes by which conflicts of interest are identified, escalated and resolved.

ii. Informing employees of their responsibilities, duties and obligations in relation to personal transactions and other important matters

It is important that all members of staff, irrespective of the position they hold or the function they perform, are aware of the restrictions imposed by the law in respect of personal transactions, the handling of conflicts of interest and inside information and anti-money laundering procedures.

As soon as a new person is employed, apart from any specific operations manuals that relate to the new employee's position and duties, the said person receives a copy of the Anti-Money Laundering Manual and a copy of this manual.

The said person is expected to sign an “acknowledgement form”, acknowledging receipt of the Policy, the fact that the said person has read and understood the Policy and the assumption of personal responsibility to know and follow the rules and procedures contained in the said manual. A copy of the said acknowledgement form is attached here below.

Acknowledgement Form	 Conflicts of Interest Policy acknowledgement
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i. Disclosure to Clients

In cases where the measures taken to avoid or manage conflicts of interest are not sufficient and conflicts of interest occur, the Firm shall clearly inform Clients prior to undertaking any action on behalf of the Client regarding the nature and source of such conflicts of interest. This update shall be made by any tangible means, unless the Client has not consented to any other means of communication, and include sufficient details, taking into account the Client’s classification, in order for the Client to be in the position to take a substantiated decision with respect to the provided investment or service in the context of which the conflicts of interest have emerged.

The Firm shall ensure that disclosure of conflicts of interest to Clients is used only as a means of last resort, which shall only be used where the effective organizational and administrative arrangements established to prevent or manage its conflicts of interest are not sufficient to ensure, with reasonable confidence, that the risk of damage to the Clients' interests shall be prevented. This shall be clearly stated as part of the disclosure, which shall:

- be made in a Durable Medium; and
- include sufficient detail, taking into account the nature of the Client, to enable that Client to take an informed decision with respect to the service in the context of which the conflict of interest arises.

The disclosure shall include a specific description of the conflicts of interest that arise in the provision of investment and/or ancillary services, taking into account the nature of the Client to whom the disclosure is being made.

The description shall explain the general nature and sources of conflicts of interest, as well as the risks to the Client that arise as a result of the conflicts of interest and the steps undertaken to mitigate these risks.

iii. Quantitative and Qualitative Controls

In order to prevent relevant persons from using a disproportionate amount of their working time on Personal Account activity, the following quantitative restrictions are put in place:

☞ **MINIMUM RETENTION PERIOD** ☞

RELEVANT PERSONS SHALL KEEP A POSITION IN A PARTICULAR FINANCIAL INSTRUMENT FOR THE MINIMUM PERIOD OF 5 CALENDAR DAYS STARTING FROM THE LAST PURCHASE OF THIS INSTRUMENT. AS A DEROGATION FROM THIS RULE AND SUBJECT TO APPROVAL FROM COMPLIANCE FUNCTION AND RISK MANAGER RELEVANT PERSON CAN CLOSE HIS/HER POSITION EARLIER THAN 5 DAYS IN CASE OF UNREALIZED LOSS.

Recognizing the fact that this measure, on its own, cannot warrant that any employee will not assign disproportionate time to his / her Personal Account trading activity (for example, by having lengthy discussions with his / her broker or using a substantial part of his / her time monitoring market activity), it is prudent to offer a dissuasive general warning to that effect:
It is not allowed to discuss Personal Account trading activity with clients or counterparties.

In order to prevent such behavior from occurring, a general and strict warning is issued:

PROHIBITION OF DISCUSSING PERSONAL ACCOUNT ACTIVITY WITH CLIENTS OR COUNTERPARTIES

IT IS STRICTLY PROHIBITED TO DISCUSS YOUR PERSONAL ACCOUNT TRADING ACTIVITY WITH:

- A. OTHER COLLEAGUES**
- B. CLIENTS**
- C. COUNTERPARTIES**

iv. Monitoring of Personal Account activity

Compliance's Role

Once a declaration form is collected by Compliance, the activities of the PA accounts are closely monitored by the Compliance Function to ensure that there are no suspicious activities, the Firm's Personal Account trading rules are strictly upheld and especially, that there is no breach of either the Restricted or the Watch List.

In the case of accounts that are kept with other Investment Firms, once the Statements of account are received, any transactions that were effected in the reporting period are checked against the Restricted List, the Watch List and where applicable, against the list of recommendations to ensure that no contraventions occurred.

In case any contraventions are identified, they are examined in more detail, and if there is valid ground of breach of applicable rules and regulations, the fact is notified to the General Manager who decides on further actions.

Restricted List

One of the most important tools to prevent/manage conflict of interests is the Restricted List.

The purpose of the Restricted List is to inform staff members where restrictions/restraints on trade activities exist with respect to certain securities, imposed in accordance with the legislative demands and regulations issued by the regulators of securities markets in jurisdictions where the Firm conducts trade activities.

An issuer and its securities may be placed on the Restricted List for a variety of reasons, including but not limited to the following reasons:

- ☐ ACM works on a consulting project related to the capital structure of a company based on an exclusive mandate and using confidential, not publicly available information specifically received from the issuer;
- ☐ ACM possesses inside price-sensitive information;
- ☐ Other reasons, including cases where trading in the security is banned in view of applicable legislative requirements (i.e. non-observation of regulators' requirements of disclosure of information by the issuer of securities) or if restriction is initiated by a respective exchange (bourse).

Depending on the grounds for placing a security on the Restricted List, some or all of the below-indicated restraints may be imposed:

- ☐ a prohibition on personal trading by employees;
- ☐ a prohibition on company own account dealing;
- ☐ other prohibitions/restraints;

Once a security is placed on the Restricted List and for as long as it remains there, transactions on the said security are monitored (earmarked) and reviewed by Compliance on a daily basis.

Any infringement of the restrictions/restraints that are imposed (personal account dealing inclusive) are qualified as a serious violation and may result in disciplinary action.

Difference between the Restricted and the Watch List

Restricted (RL) and Watch Lists (WL) are defined as lists containing financial instruments in respect of which there are safe indications to the effect that the Firm's members of staff are in possession of confidential – privileged information and in respect of which the provision of investment services shall either be subject to strict supervision or to limitations and restrictions, depending on the nature of the information

involved and the risk that such information might be abusively exploited with an impact over the end price of the financial instrument in question.

The major difference between the Restricted List and the Watch List is that in the case of the Restricted List, the project or event that creates the potential for insider dealing and / or conflict of interest is known and thus the Restricted List is distributed among the Firm's employees setting a general prohibition of effective personal / related account transactions involving securities placed on the Restricted List.

By contrast, the Watch List relates to information that stems from projects or potential projects that are not publicly known yet, and consequently, the Watch List remains confidential, and its composition is known only to the Compliance Function and the person who initiated the inclusion of the particular securities in the Watch List. A security will ordinarily be placed on the WL when the Firm has received material confidential information concerning that security or its issuer in the course of the Firm's involvement in a possible transaction or other event that has not been publicly announced or when the Firm has been engaged to advise the issuer or a related party with respect to a market-sensitive transaction. Ordinarily, when the Firm signs a confidentiality letter or executes an engagement letter, any relevant security of the issuer will be placed on the WL.

Moreover, the Watch List does not restrict sales/trading.

From the point of including any security on the Watch List onwards, transactions on that particular security are monitored closely by the Compliance function to assess whether there has been any breakdown in the Chinese Walls procedures, involving the "leak" of the sensitive information.

Regardless of whether a company/issuer or a security/Financial Instrument is placed on the Watch List, the Chinese Walls procedures must be strictly observed until either the Inside Information has been disclosed publicly by the Firm and broadly disseminated, or the Head of Compliance has restricted trading by placing the company/issuer or security/Financial Instrument on the Restricted List.

Once a company/issuer or a security/Financial Instrument is added to the Restricted List, the misuse of Inside Information is prevented not by the Chinese Walls, but rather by the restriction of sales and trading activity. All concerned employees are therefore responsible for complying with the Restricted List prohibitions.

Compliance Function is responsible of handling RL and WL..
Monitoring

For as long as any security is placed either on the Restricted or the Watch List, the Compliance Function is responsible for monitoring activity involving the said securities.

In the case of potential breaches of either the Restricted List or the Watch List, the Compliance Officer must proceed to a full investigation if any own accounts or personal / related accounts have effected any transactions in the said securities.

Inducements

An Authorised Person must have systems and controls including policies and procedures to ensure that neither it, nor an Employee or Associate of it, offers, gives, solicits or accepts inducements such as commissions or other direct or indirect benefits where such inducements are reasonably likely to conflict with any duty that it owes to its Clients. In circumstances where an Authorised Person believes on reasonable grounds that the Client's interests are better served by a Person to whom the referral is to be made, any commission or other benefit which the Authorised Person or any of its Employees or Associates receives in respect of such a referral would not be a prohibited inducement under that Rule.

An Authorised Person must, before recommending a Specified Investment to, or Executing a Transaction for, a Retail Client, disclose to that Client any commission or other direct or indirect benefit which it, or any Associate or Employee of it, has received or may or will receive, in connection with or as a result of the Authorised Person making the recommendation or executing the Transaction.

An Authorised Person may provide the information in summary form, provided it informs the Client that more detailed information will be provided to the Client upon request and complies with such a request.

Gifts, entertainment and hospitality

A conflict of interest may arise where an employee receives or offers a gift, entertainment or hospitality that constitutes an inappropriate incentive. It is the Firm's policy not to permit the offering or acceptance of gifts or entertainment or hospitality by an employee unless it is reasonable, proportionate and for a legitimate business purpose.

In particular, the following actions / controls are established in order to prevent allegations of undue influence by or on staff that could adversely affect the clients' interests:

- Gifts or benefits should not be accepted by an employee or their associated member if acceptance could, in any way, be construed as an attempt to influence an administrative, regulatory or contractual decision, or create the appearance of a conflict of interest;

- Under no circumstances it is permissible for staff to accept cash from a client, supplier or any other third party. In addition, employees should refrain from receiving commissions from clients which may lead or may potentially lead to a conflict of interest between the interest of the employee or the Firm and its clients;

Overall, employees are expected to apply high standards of probity and ethical behavior when accepting gifts or benefits as per below.

The following benefits shall qualify as acceptable minor non-monetary benefits only if they are:

- information or documentation relating to a financial instrument or an investment service, is generic in nature or personalised to reflect the circumstances of an individual client;
- written material from a third party that is commissioned and paid for by a corporate issuer or potential issuer to promote a new issuance, or where the third party firm is contractually engaged and paid by the issuer to produce such material on an ongoing basis, provided that the relationship is clearly disclosed in the material and that the material is made available at the same time to any investment firm wishing to receive it or to the general public;
- participation in conferences, seminars and other training events on the benefits and features of a specific financial instrument or an investment service;
- hospitality of a reasonable de minimis value, such as food and drink during a business meeting or a conference, seminar or other training events mentioned under point above; and

Acceptable minor non-monetary benefits are reasonable and proportionate and of such a scale that they are unlikely to influence the Firm's behavior in any way that is detrimental to the interests of the relevant client.