

CONFLICTS OF INTEREST POLICY

1. Introduction

The Conflicts of Interest Policy (“the Policy”) is provided to you (our Client or prospective Client) in accordance with the Provision of Investment Services, the Exercise of Investment Activities, the Operation of Regulated Markets and Other Related Matters Law 87(I)/2017, as subsequently amended from time to time (“the Law”), pursuant to which T.C.R. International Ltd (“the Company”) is required to take all reasonable steps to detect and avoid conflicts of interest.

The Company 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 above legislation when providing investment services and other ancillary services related to such investment services.

The purpose of this document is to set out the Company’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.

2. Scope

The Policy applies to all its directors, employees, any persons directly or indirectly linked to the Company (hereinafter called “Related Persons”) and refers to all interactions with all Clients.

3. Criteria of identifying conflicts of interest

For the purposes of identifying the types of conflicts of interest that may arise in the course of providing investment and ancillary services or a combination thereof and whose existence may damage the interest of a Client, the Company takes into account, whether the Company or a relevant person, is in any of the following situations, whether as a result of providing investment or ancillary services or investment activities or otherwise:

- (i) that person is likely to make a financial gain or avoid a financial loss at the expense of the Client
- (ii) that person has an interest in the outcome of the 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
- (iii) that person has a financial or other incentive to favor the interest of another Client or group of Clients over the interests of the Client
- (iv) that person carries on the same business as the Client
- (v) that person receives or will 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.

4. Identification of Conflicts of Interest

When the Company deals with the Client, the Company, an associate or some other person connected with the Company may have an interest, relationship or arrangement that is material in relation to the Transaction concerned or that it conflicts with the Client's interest.

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 Company'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 Company may be matching the Client's orders with that of another Client by acting on such other Client's behalf as well as on the Client's behalf;
- (b) the Company 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;
- (c) the Company's bonus scheme may award its employees based on the trading volume etc.;
- (d) the Company may receive or pay inducements to or from third parties due to the referral of new Clients or Clients' trading;
- (e) the Company or a Related person 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;
- (f) the Company or a Related person has a financial or other incentive to favour the interest of another Client or group of Clients over the interests of the Client;
- (g) the Company or a related person carries on the same business as the Client;

It should be noted that the above circumstances which constitute or may give rise to a conflict of interest, are not necessarily detrimental to the interests of Clients.

5. Procedures and Controls for Managing Conflicts of Interests

In general, the procedures and controls that the Company follows to manage the identified conflicts of interest include the following measures (list is not exhaustive):

- (a) Effective procedures to prevent or control the exchange of information between relevant 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;
- (b) The separate supervision of relevant persons whose principal functions involve carrying out activities on behalf of, or providing services to, Clients whose interest may conflict, or who otherwise represent different interests that may conflict, include those of the Company;
- (c) The removal of any direct link between the remuneration of relevant persons principally engaged in one activity and the remuneration of, or revenues generated by, different relevant persons principally engaged in another activity, where a conflict of interest may arise in relation to those activities;

- (d) Measures to prevent or limit any person from exercising inappropriate influence over the way in which a relevant person carries out investment or ancillary services or activities;
- (e) Measure to prevent or control the simultaneous or sequential involvement of a relevant person in separate investment or ancillary services or activities where such involvement may impair the proper management of conflicts of interest.
- (f) Other measures undertaken:
 - i. The Company undertakes ongoing monitoring of business activities to ensure that internal controls are appropriate.
 - ii. The Company undertakes effective procedures to prevent or control the exchange of information between Related 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.
 - iii. The separate supervision of Related Persons whose principal functions involve providing services to Clients whose interests may conflict, or who otherwise represent different interests that may conflict, including those of the Company.
 - iv. Measures to prevent or limit any person from exercising inappropriate influence over the way in which the Related Person carries out investment services.
 - v. The Company has established has the Risk Management Committee which approves the financial instruments/institutions that may be used in the provision of Portfolio Management and to ensure that no agent/adviser is able to make a recommendation of a financial instrument/institution that have not been pre-approved.
 - vi. Measures to prevent or control the simultaneous or sequential involvement of a Related Person in separate investment services where such involvement may impair the proper management of conflicts of interest.
 - vii. A policy designed to limit the conflict of interest arising from the giving and receiving of inducements.
 - viii. Chinese walls restricting the flow of confidential and inside information within the Company, and physical separation of departments.
 - ix. Procedures governing access to electronic data.
 - x. Segregation of duties that may give rise to conflicts of interest if carried on by the same individual.
 - xi. Personal account dealing requirements applicable to Related Persons in relation to their own investments.
 - xii. Establishment of Compliance Department to monitor and report on the above to the Company's Board of Directors.
 - xiii. Prohibition on officers and employees of the Company having external business interests conflicting with the interests of the Company without the prior approval of the Company's board of directors.
 - xiv. A "need-to-know" policy governing the dissemination of confidential or inside information within the Company.
 - xv. Appointment of Internal Auditor to ensure that appropriate systems and controls are maintained and report to the Company's Board of Directors.

- xvi. Establishment of the “four-eyes” principle in supervising the Company’s activities.
- xvii. The Company undertakes on-going monitoring of business activities to ensure that internal controls are appropriate.
- xviii. Establishment of Personal Transactions Policy.
- xix. Staff members are required to notify the Company of any direct or indirect interest in financial instruments or issuers or any direct or indirect interests or relationships or linkages that could in any way create conflicts of interest with the Company or its clients.
- xx. Staff members are required to immediately notify the Company in case they perceive that a conflict of interest may be created due to the undertaking of a specific task/work.
- xxi. Advises/recommendations on transactions that are unnecessary or unreasonable or cannot be adequately explained or aim to increase the Company’s volume of activities or commissions received from third parties and do not aim to serve the clients’ interests are prohibited.
- xxii. Staff members are forbidden to accept gifts, promotions, discounts or any other monetary or benefit in kind from Clients or third parties, which may create conflicts of interest. Gifts of low value may be accepted after approval from the Company.
- xxiii. The Portfolio Management Department shall ensure strict implementation of the relevant client agreements in order to ensure adequate monitoring of compatibility of the provision of the portfolio management services to Clients. Where possible the Company offers more than one recommendations for the Client to choose.
- xxiv. In circumstances not covered by the points above and given the nature of a conflict of interest situation, the Compliance Officer and/or the Senior Management shall decide whether to allow a transaction by notifying the Client, or not allow the transaction all together.

6. Client’s Consent

By entering into a Client Agreement with the Company for the provision of Investment Services, the Client is consenting to an application of the Policy on him. Further, the Client consents to and authorizes the Company to deal with the Client in any manner which the Company considers appropriate, notwithstanding any conflict of interest or the existence of any material interest in a Transaction, without prior reference to the Client.

In the event that the Company is unable to deal with a conflict of interest situation it shall revert to the Client.

7. Disclosure of Information

If during the course of a business relationship with a Client or group of Clients, the organizational or administrative arrangements/measures in place are not sufficient to avoid or manage a conflict of interest relating to that Client or group of Clients, the Company will disclose the conflict of interest before undertaking further business with the Client or group of Clients.

8. Amendment of the Policy and Additional Information

The Company reserves the right to review and/or amend the Policy and arrangements whenever it deems this appropriate according to the terms of the Client Agreement between the Company and the Client.

Should you require any further information and/or have any questions about conflicts of interest please direct your request and/or questions to compliance@tcr-int.com.