

CONFLICTS OF INTEREST POLICY

Version: November 2016

Objective

- 1.1 The objective of this Policy is to establish guidelines for handling conflicts of interest in accordance with article 13 of the AIFM Act, section II of chapter II of the Delegated Regulations (article 36) and, where applicable, the MiFID Rules.

Definitions

- 1.2 **AIF** means any alternative investment fund and any of its compartment managed and, where applicable, marketed by the Company;
- 1.3 **Appointed Representative** means any director or employee of the Company which has been appointed to fulfil the mandate given by Shareholders in the conduct of the Company's operations;
- 1.4 **Client** means an existing or potential client of the Company for Individual Portfolio Management Services and/or Non-Core Services – only clients who are Professional Investors are serviced by the Company;
- 1.5 **Compliance Officer** means Mr Thomas Janneau acting as the Company's compliance officer **Director** means any director of the Board;
- 1.6 **Delegated Regulation** means Delegated Regulation (EU) no 231/2013 of 19 December 2012 of the European Commission supplementing the AIFMD with regard to exemptions, general operating conditions, depositaries, leverage, transparency and supervision;
- 1.7 **Investor** means any investor of an AIF including an investor who committed to become an investor in a relevant AIF, a shareholder, a unitholder or a partner of an AIF, as required by the context;
- 1.8 **Members of Staff** means any person involved in the Company, including the Directors, the members of Senior Management and the Management Team and any Employee;
- 1.9 **Shareholder** mean the shareholder of the Company.

Scope

- 1.10 A conflict of interest is a situation which presents the potential to undermine the impartiality of any Appointed Representative because of the possibility of a clash between his own interests and the best interests of the Clients and/or Investors. Contrary to his fiduciary obligations and absolute duty to act for the benefit of Shareholders, Appointed Representatives may exploit the relationship as follows:
- 1.10.1 He will or has receive(d) a direct financial benefit or avoid a loss;
 - 1.10.2 He will or has receive(d) an indirect financial interest;
 - 1.10.3 He, acting in his capacity of Director / member of a governing body of the Company, will have a conflicting duty between his fiduciary role as Appointed Representative and another professional mandate;
 - 1.10.4 He will or has receive(d) a lavish gift exceeding a value of €500 likely to alter his judgement or objectivity in the conduct of his duties; and
 - 1.10.5 He will or has become an interested party who has a direct interest in the operations of the Company.

Principles

- 1.11 The Company must take all reasonable steps to identify conflicts of interest that arise in the course of managing AIFs and servicing Clients between:
- 1.11.1 The Company, including its Members of Staff or any person directly or indirectly linked to the Company by control, and the AIF managed by the Company (or the Investors in that AIF);
 - 1.11.2 The Company, including its Members of Staff or any person directly or indirectly linked to the Company by control, and a Client;
 - 1.11.3 The AIF (or its Investors) and another AIF (or its Investors) in that AIF;
 - 1.11.4 The AIF (or its Investors) and a Client; and
 - 1.11.5 A relevant Client and another Client.
- 1.12 Therefore the Company has to maintain and operate effective organisational and administrative arrangements with a view to take all reasonable steps designed to

identify, prevent, manage and monitor conflicts of interest to prevent them from adversely affecting the interests of the AIFs (and their Investors) or the Clients.

- 1.13 As the Company must segregate, within its own operating environment, tasks and responsibilities which may be regarded as incompatible with each other or which may potentially generate systematic conflicts of interest the Company has to assess whether their operating conditions may involve any other material conflicts of interest and to disclose them to the AIFs, respectively the Clients.
- 1.14 Where organisational arrangements made by the Company to identify, prevent, manage and monitor conflicts of interest are not sufficient to ensure, with reasonable confidence, that risks of damage to AIFs' and their Investors' interests respectively the Clients' interests will be prevented, the Company must clearly disclose the general nature or sources of existing as well as potential conflicts of interest to them before undertaking business on their behalf, and develop appropriate policies and procedures.

Transactions

- 1.15 All transactions entered into on behalf of an AIF or a Client shall be entered into on an arm's length basis.
- 1.16 The Company shall fully disclose to the AIF respectively the Clients, and shall use reasonable endeavours to procure that each agent shall fully disclose to the relevant AIF (and its Investors) or the Client, any kind of conflict of interest which may arise out of the management of the assets of the AIF or the Client.
- 1.17 In particular, a conflict of interests shall arise where an AIF or a Client is presented with:
- 1.17.1 An investment proposal involving an investment owned (in whole or in part), directly or indirectly, by a member of Senior Management, an agent of the AIF respectively a Client or any of their respective affiliates (an **Interested Party**), or
 - 1.17.2 Any disposition of assets to any Interested Party.

Recording of conflicts of interest

- 1.18 The Compliance Officer will keep and regularly update a record of conflicts of interest that have arisen or may arise in respect of managing the AIFs and servicing Clients.

- 1.19 The records are available for inspection by any AIF, Investor or Client at the registered office of the Company during normal business hours.

Escalation process

- 1.20 If a Member of Staff detects a new potential conflict of interest which has not yet been disclosed to the relevant AIF or Client, he/she will report the issue to the Compliance Officer.
- 1.21 The Compliance Officer will review the case and may request further information.
- 1.22 If the Compliance Officer concludes a new conflict of interest, he will inform the Board and, if required or deemed necessary, the AIF Auditor or Company auditor without undue delay about their findings.
- 1.23 The Board will then take the necessary action to resolve the situation.