

CONFLICT OF INTEREST POLICY

Previous reviewed and updated: May 2019

Last reviewed and updated: January 2025

THE ULTIMA INVESTMENTS CYPRUS LIMITED, previously BrokerCreditService (Cyprus) Limited

(herewith “the Company”) shall take all reasonable steps to identify conflicts of interest between THE ULTIMA CYPRUS, including its managers, directors, employees and tied agents, or any person directly or indirectly linked to them by control and their clients or between one client and another that arise in the course of THE ULTIMA CYPRUS providing any investment and ancillary services, or combination thereof.

The business segments affected are:

- Brokerage (order reception and transmission and/ or execution),
- Dealing on Own Account,
- Portfolio Management,
- Services related to new issues of securities and M&A business (underwriting and / or placing of financial instruments and/or advice and services related to mergers and the purchase of undertakings) and
- Services related to corporate finance business (advice to undertakings on capital structure, industrial strategy and related matters and/or services related to underwriting).

In this light, THE ULTIMA CYPRUS is expected to make organizational and administrative arrangements to manage conflicts of interest that are sufficient to ensure, with reasonable confidence, that risks of damage to client interest will be prevented in relation to any and all investment and ancillary service THE ULTIMA CYPRUS provides or will provide to its clients in accordance with its operating license. Effective management of any conflict of interest that may from time to time arise when providing various investment and/or ancillary services shall be performed by adopting reasonable measures to promptly identify and prevent such conflicts from damaging client interests as soon as practically feasible.

SCOPE AND APPLICABILITY

This Policy sets out the framework for the prevention, identification, assessment, documentation, escalation, and effective management of conflicts of interest in compliance with the legal and regulatory framework to which the Company is subject.

The Policy applies to the Company as a whole, the Board of Directors (including the executive and nonexecutive Board Members), senior management, staff members and other persons participating to the provision of services by the Company which due to their position or due to their participation to certain services provided by the Company or due to their relationship with the Company has access to specific information that is not widely known and his/her involvement in such services may give rise to a conflict of interest.

IDENTIFICATION OF CONFLICTS OF INTEREST

The Company identifies conflicts of interest that may arise in the course of providing investment and ancillary services to its clients. A conflict of interest is a situation where the Company, its employees, or other related parties have competing professional or personal interests that may affect their ability to act in the best interest of a client.

To ensure compliance with MiFID II requirements, the Company assesses potential conflicts of interest in the following areas:

1. **Client Transactions:** Situations where the Company or its employees benefit financially or otherwise at the expense of the client.
2. **Client vs. Client Interests:** Circumstances where the Company may favor one client over another.
3. **Proprietary Trading:** Instances where the Company's own interests in proprietary positions may conflict with the interests of its clients.
4. **Third-Party Relationships:** Relationships with affiliates, service providers, or other third parties that may influence the Company's impartiality in providing services.
5. **Incentives:** Situations involving commissions, fees, or other benefits that may incentivize the Company or its employees to act contrary to the client's best interests.
6. **Personal Interests:** Personal relationships, outside activities, or financial interests of employees that may interfere with their professional responsibilities.

The Company implements robust internal controls, policies, and procedures to identify and manage these conflicts. All employees are required to disclose any potential or actual conflicts of interest to ensure transparency and compliance.

MEASURES TO MANAGE CONFLICTS OF INTEREST

The procedure adopted by the Company to manage conflicts of interest is based on the following key principles:

1. **Duty to act honestly and fairly:** in providing investment and/or ancillary services, CFI shall act with propriety, fairness and professionalism, to serve the best interests of its clients;
2. **Responsibility to identify conflicts of interest;**
3. **Duty to prevent/manage conflicts:** the Company must specify procedures to be followed and measures to be adopted in order to prevent or manage such conflicts;
4. **Duty to disclose conflicts of interests.**

In cases where the Conflict of Interest arises and the policies and procedures that are in place do not sufficiently protect the Client's interest nor do they ensure, with reasonable confidence, that risks of damage to client interests will be prevented, and there is no other way managing the said conflict, the Company shall disclose the conflict(s) of interest to the client. The disclosure shall clearly state that the organizational and administrative arrangements established by the Company to prevent or manage that conflict are not sufficient to ensure, with reasonable confidence, that the risks of damage to the interests of the client will be prevented and shall clearly explain to the client the general nature and/or

sources of conflicts of interest and the steps taken to mitigate those risks before undertaking business on its behalf.

Such disclosure must 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 Company adopts comprehensive measures to identify, prevent, and manage conflicts of interest to ensure fair treatment of clients and compliance with MiFID II requirements. These measures include the following:

1. Internal Policies and Procedures

The Company has implemented internal policies designed to identify and manage conflicts of interest effectively. These policies are reviewed regularly to ensure they remain up to date and aligned with regulatory requirements.

2. Segregation of Duties

The Company ensures appropriate segregation of duties to minimize the risk of conflicts arising from overlapping roles or responsibilities.

3. Independence Measures

Employees are required to act independently and avoid any actions that could compromise their ability to act in the best interest of clients. Decision-making processes are structured to prevent undue influence from conflicting interests.

4. Disclosure of Conflicts

Where potential or actual conflicts of interest cannot be effectively managed, the Company discloses these conflicts to the affected clients before providing services, ensuring they can make informed decisions.

5. Monitoring and Supervision

The Company conducts ongoing monitoring and supervision of its operations and activities to identify and address any emerging conflicts of interest.

6. Employee Training

Employees receive regular training on conflicts of interest to ensure they understand their obligations and can identify and manage conflicts effectively.

7. Gifts and Inducements

Policies are in place to regulate the acceptance and offering of gifts or other benefits to ensure they do not influence business decisions or create conflicts.

8. Chinese Walls and Information Barriers

The Company employs information barriers to restrict the flow of sensitive information between departments and mitigate the risk of conflicts.

9. Record-Keeping

The Company maintains a Conflicts of Interest Register to document and monitor identified conflicts and the measures taken to manage them.

These measures aim to safeguard the interests of clients and maintain the integrity and transparency of the Company's operations.

PERSONAL TRANSACTIONS

The Company has established clear rules and procedures to govern personal transactions undertaken by its employees, in compliance with MiFID II requirements. These measures ensure that personal transactions do not result in conflicts of interest or compromise the interests of clients.

1. Definition of Personal Transactions

Personal transactions refer to trades or investments executed by employees for their own account, on behalf of a close relative, or through any other party where the employee has a direct or indirect interest.

2. Prohibitions and Restrictions

Employees are prohibited from engaging in personal transactions that:

- Involve misuse of confidential or non-public information.
- Conflict with the Company's obligations to its clients.
- Exploit client transactions for personal benefit.
- Employees are not permitted to trade in instruments issued or recommended by the Company unless explicitly authorized.

3. Pre-Approval Requirements

Certain personal transactions may require prior written approval from the Compliance Department. Employees must disclose any planned transactions that could create potential conflicts of interest.

4. Monitoring and Reporting

The Company monitors personal transactions to ensure compliance with its policies. Employees are required to report personal transactions periodically and provide supporting documentation upon request.

5. Information Barriers

Employees with access to sensitive or non-public information are subject to additional restrictions and are required to adhere to strict confidentiality standards.

6. Training and Awareness

Employees receive regular training on personal transaction policies to understand their responsibilities and the implications of non-compliance.

7. Record-Keeping

The Company maintains records of all reported personal transactions for regulatory and internal audit purposes.

By implementing these measures, the Company ensures that employees' personal transactions are conducted transparently and do not interfere with its duty to act in the best interest of clients.

SITUATIONS LEADING TO POTENTIAL CONFLICTS OF INTEREST

The Company recognizes that certain situations may lead to potential conflicts of interest in the course of providing investment and ancillary services. Identifying these situations is a critical step toward ensuring compliance with MiFID II and maintaining the integrity of the Company's operations.

The following are examples of situations that may give rise to conflicts of interest:

1. **Competing Interests**

The Company or its employees may have an interest in a transaction that conflicts with the client's interests. For example, the Company might execute a proprietary trade that adversely affects a client's position.

2. **Multiple Client Relationships**

The Company may act for multiple clients whose interests may conflict with one another, such as when prioritizing one client's order over another's.

3. **Third-Party Benefits**

Situations where the Company or its employees receive monetary or non-monetary benefits from third parties (e.g., commissions, rebates, or gifts) related to the provision of services to clients.

4. **Personal Relationships or Interests**

An employee may have a personal or financial relationship with a client, counterparty, or issuer that could influence their decision-making.

5. **Proprietary Trading**

The Company may engage in proprietary trading that could conflict with its obligation to execute client orders in the client's best interests.

6. **Allocation of Investment Opportunities**

Conflicts may arise when allocating limited investment opportunities among clients or between the Company and its clients.

7. **Remuneration Structures**

Incentive-based compensation for employees may encourage behavior that conflicts with clients' best interests, such as recommending higher-fee products.

8. Use of Confidential Information

Employees may have access to non-public information that could lead to unfair advantages or misuse for personal or Company benefit.

9. Service Provider Relationships

The Company's relationships with affiliated entities, service providers, or external consultants may create competing interests.

By identifying these and other potential sources of conflict, the Company ensures that appropriate measures are in place to prevent, manage, or disclose conflicts in accordance with regulatory standards.

MONITOR AND REVIEW

The Company is committed to maintaining an effective framework for the ongoing monitoring and review of conflicts of interest in compliance with MiFID II. This process ensures that identified conflicts are managed effectively and that the Company's policies remain robust and fit for purpose.

1. Ongoing Monitoring

The Company continuously monitors its activities, processes, and relationships to identify new or emerging conflicts of interest.

The Compliance Department conducts regular reviews of business practices, employee activities, and client interactions to ensure adherence to the Conflict of Interest Policy.

2. Periodic Reviews

The Conflict of Interest Policy is reviewed at least annually or whenever there are significant changes in the regulatory framework, business structure, or operational processes.

The review process includes an assessment of the effectiveness of measures implemented to prevent and manage conflicts of interest.

3. Record Maintenance

The Company maintains a Conflicts of Interest Register, documenting all identified conflicts, measures taken to address them, and the outcomes of monitoring activities. This register is regularly updated and reviewed to ensure accuracy and completeness.

4. Internal Reporting

Findings from monitoring and review activities are reported to senior management and, where applicable, to the Board of Directors. Recommendations for improvements are discussed and actioned promptly to address any deficiencies.

5. Employee Awareness



Employees are informed of the outcomes of policy reviews and any changes made to the Conflict of Interest Policy. Training sessions are conducted to reinforce understanding and compliance.

6. Independent Audit

The Company's conflict management framework is subject to independent audit to ensure its effectiveness and alignment with regulatory requirements.

By systematically monitoring and reviewing its practices, the Company ensures that conflicts of interest are managed proactively, fostering trust and transparency in its dealings with clients and stakeholders.