

## CONFLICTS OF INTEREST POLICY

### 1. Introduction

- 1.1. The Company has procedures in place in order to take all appropriate steps to identify, prevent or manage Conflicts of Interest. The Company is committed to acting honestly, fairly and professionally and in the best interest of its clients.
- 1.2. The Company maintains and operates effective organisational and administrative arrangements with a view to taking all appropriate steps designed to prevent Conflicts of Interest from adversely affecting the interests of its clients. Senior management is responsible for ensuring that the Company's systems, controls and procedures are adequate to identify and manage conflict of interest. It is also responsible to ensure that all the arrangements made under this Policy operate effectively.
- 1.3. This Policy is not intended to, and does not, constitute an agreement between the Company and the Client and it does not create any third-party rights or duties that would not otherwise exist if the Policy had not been made available to the public.

### 2. Definition

Conflicting interests arise when in the course of the Company's business an opportunity is created or there is space for it to be potentially created, for an employee of the Company or the Company itself to get advantage of its position in a manner that it can cause damage or otherwise affect the interests of a client and at the same time to make a gain for itself or for another Client that the Company may have interest from.

### 3. Scope

The Company takes all appropriate steps to identify and to prevent or manage conflicts of interest between:

- a) the Company, including its managers, employees and appointed representatives, or any person directly or indirectly linked to them by control, and a client of the Company; or
- b) one client of the Company and another client;  
that arise or may arise in the course of the Company providing all services including those caused by the receipt of inducements from third parties or by the Company's own remuneration and other incentive structures.

#### 4. *Conflicts of Interest Policy*

Company's Conflicts of Interest Policy sets out how:

- a) The Company will identify circumstances which may give rise to Conflicts of Interest entailing a material risk of damage to its clients' interests,
- b) The Company has established appropriate mechanisms and systems to manage those conflicts, and
- c) The Company maintains systems designed to prevent damage to its clients' interests through identified conflicts.

#### 5. *Identification of Conflicts of Interest*

For the purposes of identifying the types of conflict of interest that arise, or may arise, in the course of providing investment and ancillary services or a combination thereof and whose existence may damage the interests of a Client, the Company takes into consideration, as a minimum, whether the Company or a relevant person, or a person directly or indirectly linked by control to the Company:

- a) is likely to make a financial gain, or avoid a financial loss, at the expense of the client;
- b) 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;
- c) has a financial or other incentive to favour the interest of another client or group of clients over the interests of the client;
- d) carries on the same business as the client;
- e) 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.

#### 6. *Identifying and Managing Conflicts of Interests*

- 6.1. The Company has established adequate and appropriate internal procedures for minimizing any potential Conflicts of Interest which include the following:
  - a) there is a clear distinction between the different departments' operations
  - b) Two departments or businesses will be managed by different senior staff members, if running them under supervision of one person, may create Conflicts of Interest. In this way it is secured that no single person will gather conflicting information, thus counterfeiting or hiding information from investors is minimized. Furthermore, the four-eye principle in supervising the Company's activities will be established.
  - c) effective procedures in place 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;

- d) the separate supervision of relevant persons whose principal functions involve carrying out activities on behalf of, or providing services to, Clients whose interests may conflict, or who otherwise represent different interests that may conflict, including those of the Company;
- e) 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;
- f) 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;
- g) Measures 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
- h) Operation of a “Need to know” Policy governing the dissemination of confidential or inside information within the Company.
- i) Access to confidential information is restricted to those who have a proper requirement for the information consistent with the legitimate interest of a Client of the Company.
- j) Chinese walls restricting the flow of confidential and inside information within the Company, and physical separation of departments.
- k) Procedures governing access to electronic and/or in hard copy data and information
- l) Segregation of duties that may give rise to Conflicts of Interest if carried on by the same individual
- m) Personal account dealing requirements applicable to relevant persons in relation to their own investments
- n) Prohibition of external business interests conflicting with the Company’s interests as far as the Company’s officers and employees are concerned, unless prior Board approval is obtained
- o) Appointment of Internal Auditor to ensure that appropriate systems and controls are maintained and report to the Company’s Board of Directors
- p) Establishment of the four-eyes principle in supervising the Company’s activities
- q) The Company also undertakes on-going monitoring of business activities to ensure that internal controls to prevent or manage Conflicts of Interest are appropriate
- r) Establishment of in-house Compliance Function responsible for identifying and managing potential Conflicts of Interests and reporting directly to the Board of Directors and Senior Management in relation to the latter. The Compliance Function shall also update the relevant internal procedures and ensure compliance with such procedures.

## 6.2. Inducements

The Company does not offer, solicit or accept any inducements, other than the following:

- a) A fee, commission or non-monetary benefit provided to or by a client or a person on behalf of a client;
- b) A fee, commission or non-monetary benefit provided to or by a third party or a person acting on behalf of a third party, under the following conditions:

- i. the fee, commission or benefit is disclosed to a client, prior to the provision of the relevant service; and
  - ii. it is designed to enhance the quality of the relevant service to a client and in line with Company's duty to act in the best interests of a client;
- c) Proper fees for the provision of investment services, such as custody costs, settlement and exchange fees, regulatory levies or legal fees, and which cannot give rise to conflicts with Company's duties to act honestly, fairly and professionally in accordance with the best interests of its clients.

### 6.3. Gifts

Company's employees will not accept any gifts other than those considered normal in their line of business. Excessive gifts from Clients may result in a conflict of interest, something the Company is committed to prevent.

## 7. Disclosure

- 7.1. If during the course of a business relationship with a Client, the organizational or administrative arrangements/measures are not sufficient to avoid or manage a conflict of interest relating to that Client, the Company shall disclose the conflict of interest to the Client prior to undertaking investment business for that Client, or, if it does not believe that disclosure is appropriate to manage the conflict, it may choose not to proceed with the transaction or matter giving rise to the conflict.

The disclosure will:

- a) be in a durable medium;
- b) clearly state that the organisational and administrative arrangements established by the Company to prevent or manage the conflicts are not sufficient to ensure, with reasonable confidence, that the risks of damage to the interests of the client will be prevented;
- c) include specific description of the conflicts of interest that arise in the provision of investment services and ancillary services;
- d) explain the risks to the client that arise as a result of the conflicts of interest; and
- e) 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.

If a client decides not to go ahead with the service due to the conflict disclosed, the Company will have no choice but to decline the provision of services to the client if the conflict of interest cannot be effectively managed.

#### *8. 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 this Policy on them. 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 interest in a Transaction, without prior reference to the Client.

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

#### *9. Declining to Act*

The Company may decline to act for a client in cases where it believes the conflict of interest cannot be managed in any other way.

#### *10. Amendment / Review*

The Company reserves the right to review and/or amend its Conflicts of interest Policy and arrangements whenever it deems appropriate. The Company shall review and amend, if needed, this Policy at least annually. The Company maintains an updated copy of its Conflicts of Interest Policy posted on its website.

#### *11. Further Information*

Should you require any further information and/or have any questions about Conflicts of Interest please direct your request and/or questions to: [compliance@ogm.market](mailto:compliance@ogm.market)