



*Authorised as Cypriot Investment Firm
Regulated by the Cyprus Securities and
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License Number: 081/07*

CONFLICTS OF INTEREST POLICY

2022

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1. Introduction

1.1 Legal framework

Ronin Europe Limited (the “Company”) under:

- Cypriot Law 87(I)/2017, as amended and in force, titled “Provision of Investment Services, Exercise of Investment Activities, Operation of Regulated Markets and Other Related Matters” (hereinafter the “MiFID II Law”), which incorporated EU Directive 2014/65 titled “On market in financial instruments” (hereinafter the “MiFID II”),
- EU Regulation 565/2017 titled “Organizational requirements and operating conditions for investment firms and defined terms”
- Law 165 (I) 2021 titled “for the prudential supervision of investment firms” (hereinafter the “Prudential Supervision Law”)
- Cypriot Law 56 (I) 2013, as amended and in force, titled “Alternative Investment Fund Managers Law (hereinafter the “AIFM Law”), which incorporated EU Directive 2011/61/EU titled “on Alternative Investment Fund Managers”
- the Cyprus Securities and Exchange Commission (hereinafter the “CySEC”) Directive DI87-01 titled “With regard to safeguarding of Clients financial instruments and funds, product governance obligations and the rules applicable to the provision or reception of fees, commissions or any monetary or non-monetary benefits”, which incorporated EU Directive 2017/593 titled: “With regard to safeguarding of financial instruments and funds belonging to clients, product governance obligations and the rules applicable to the provision or reception of fees, commissions or any monetary or non-monetary benefits”, maintains and operates effective organizational and administrative arrangements with a view to taking all reasonable steps to identify, prevent and manage conflicts of interest that will adversely affect the interests of its clients. Cyprus Securities Exchange Commission (hereinafter the “CySEC”) Circular C.447 of 2021 titled “ESMA Guidelines (ESMA35-36-1952) on certain aspects of the MiFID II compliance function requirements” under which CySEC adopts these ESMA Guidelines by incorporating them into its supervisory practices and regulatory approach and adopts as well the relevant below mentioned ESMA Q&As,
- ESMA Questions and Answers (Q&As) titled “On MiFID II and MiFIR investor protection and intermediaries’ topics”, as updated in 2021,
- CySEC Circular C.431 of 2021 titled “ESMA launches a Common Supervisory Approach with NCAs on MiFID II Product Governance rules under which the CySEC adheres to its content forming part of CySEC’s supervisory review for the purpose of the 2021 common supervisory approach,

- CySEC Circular C.359 of 2020 titled “ESMA launches a Common Supervisory Approach with NCAs on MiFID II Suitability rules” which the CySEC adheres to its content forming part of CySEC’s supervisory review for the purpose of the 2020 common supervisory approach,

1.2 Scope of conflicts of interest policy

The Company takes all sufficient steps to identify, prevent and manage conflicts of interest between itself, including its managers, employees or any person directly or indirectly linked to it by control, and its clients or between one client and another, that arise in the course of providing any investment and ancillary services, or combinations thereof, including those caused by the receipt of inducements from third parties or by the Company’s own remuneration and other incentive structures. As regards the investment management services (portfolio management and risk management) of AIFs, the Company takes all reasonable steps to avoid conflicts of interest and, when they cannot be avoided, to identify, manage and monitor and, where applicable, disclose, those conflicts of interest in order to prevent them from adversely affecting the interests of the AIFs and their investors and to ensure that the AIFs they manage are fairly treated. In such cases, the Company takes all reasonable steps to identify conflicts of interest that arise in the course of managing AIFs: (a) between the Company, including its managers, employees 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; or (b) between the AIF or the investors in that AIF, and another AIF or the investors in that AIF; or (c) between the AIF or the investors in that AIF, and another client of the Company; or (d) between the AIF or the investors in that AIF, and a UCITS managed (if any) by the Company or the investors in that UCITS (if any); or (e) between two clients of the Company which are investors in the AIF.

This Policy is provided to the client in good time and prior to the provision of the investment services to them. The client must consent that has read and understood this Policy in the Clients’ Agreement. If the client does not consent to the Policy, the Company will not be able to establish a business relationship with the client.

1.3 Amendments to the Conflicts of Interest Policy

The Conflicts of Interest Policy may be updated from time to time depending on any new issuance or/and amendment of the applicable main and secondary legislation, EU Regulations and Company’s practices and internal policies. The client is obliged during the business relationship with the Company to visit its website for any updates published

from time to time without any further notice from the Company. The client consents that the provision of information in relation to the Conflicts of Interest Policy will take place via the relevant link of the Company's website. In case of any material changes to the Conflicts of Interest Policy of the Company, the latter will inform promptly the clients accordingly via e-mail or other durable medium under the definition of MiFID II Law.

The Company assesses and periodically reviews, on an at least annual basis, the Conflicts of Interest Policy established and takes all appropriate measures to address any deficiencies.

2. Types of conflicts of interest and persons involved, assessment and measures for prevention

2.1 Conflicts of interest and assessment from the Company for their prevention

For the purposes of identifying the types of conflicts of interest that 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 account, by way of minimum criteria, whether the Company or a person directly or indirectly linked by control to the Company, is in any of the following situations, whether as a result of providing investment or ancillary services or investment activities or otherwise:

- the Company or that person is likely to make a financial gain, or avoid a financial loss, at the expense of the client,
- the Company or that 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;
- the Company or 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;
- the Company or that person carries on the same business as the client;
- the Company or 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 monetary or non-monetary benefits or services,
- the Company as a member of Ronin Group, takes into account all the circumstances, of which the Company 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 Ronin Group.
- the Company takes into account its Best Execution Policy and all the relevant execution of orders circumstances, of which is or should be aware giving rise to a conflict of interest arising as a result of the choice of execution venues used by the Company for the execution of clients' orders or the Company's choice of other third investment firms in order clients' orders to be routed through them for execution.
- The Company takes into consideration the responsibility and in accordance with its duty to act in the best interests of its clients, to decide the range of products it intends to offer, to whom and through the provision of which investment services under the MiFID II Law and applicable EU legislation (product governance) avoiding any rise of conflict of interest. When doing so - as clarified in paragraph 46 of the ESMA Common Supervisory Approach with NCAs on MiFID II Product Governance of 2021 - it is necessary to take into account the specific characteristics of the products considered (especially their

complexity/risk features, or other relevant features such as, for example, innovation), as well as the existence of significant conflicts of interests as well as the level of protection afforded to clients at the point of sale depending on the type of service provided. The Company must conduct a thorough assessment of clients' compatibility with the target market of the products offered.

2.2 Relevant persons

A person directly or indirectly linked by control to the Company (hereinafter the "relevant person"), as referred in article 2.1. is:

- a director, partner or equivalent, manager of the Company,
- an employee of the Company as well as any other natural person whose services are placed at the disposal and under the control of the Company and who is involved in the provision by the Company of investment services and activities,
- a natural person who is directly involved in the provision of services to the Company under an outsourcing agreement for the purpose of the provision by the Company of investment services and activities.

2.3 Procedures and measures for management and prevention of conflicts of interest

The Company adopts procedures and measures in order to prevent or manage conflicts of interest. Specifically, the Company implements procedures such as:

- Effective technical obstacles 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.
- a 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,
- 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,
- mechanisms 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,

- procedures 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.
- as regards investment management services (portfolio management and risk management) to AIFs segregation, 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.
- as regards investment management services (portfolio management and risk management) to AIFs, periodical and ad hoc assessment whether the Company's operating conditions may involve any other material conflicts of interest and disclose them to the investors of the AIFs;
- where the Company offers investment management services (portfolio management and risk management) as an external AIFM to an AIF and acts on behalf of an AIF using the services of a prime broker, the terms shall be set out in a written contract, which - (i) defines the terms of the cooperation; (ii) provides for any possible transfer and reuse of AIF's assets and that any such transfer or reuse shall comply with the AIF rules or instruments of incorporation; and (iii) provides that the depositary shall be informed of the contract. The Company shall exercise due skill, care and diligence in the selection and appointment of prime brokers with whom a contract is to be concluded.
- separate functionally and hierarchically the functions of risk management service for AIFs from the other operating units, including from the functions of portfolio management. The CySEC may and shall review the functional and hierarchical separation of the functions of risk management, in accordance with the principle of proportionality and understanding that the persons offering AIFM services shall, in any event, be able to demonstrate that specific safeguards against conflicts of interest allow for the independent performance of risk management activities and that the risk management process satisfies the requirements of the AIFM Law and is consistently effective.

The measures implemented by the Company include-inter alia- the following:

1. the Company has established a Best Execution Policy/Order Execution Policy which establishes rules and measures for preventing conflicts of interest when the Company provides relevant investment services. The Company when executing clients orders take all sufficient steps to obtain the best possible result and avoid conflicts of interest between the Company and the client, a related person or any other person/company linked with the Company and the client, a client with another client, a group of clients with another group of clients. The Company's control functions

(Compliance and Audit) screen and monitor the Brokerage/Execution Department and the actions taken by the Company's senior management for the compliance of these Departments.

2. the Company has structured Chinese walls which means that there are physical and electronical data separations/borders between all business units in order to avoid communication or exchanges of confidential, essential and sensitive information that could lead to conflicts of interest. Specifically, the Reception/Transmission and Execution Department is physically and electronically isolated from the other Company's business units (Dealing on Own Account Department, Portfolio Management Department, employee/s in charge in the Portfolio Management Department as regards external portfolio management services to AIFs, employee/s in charge in the Portfolio Management Department as regards risk management services to AIFs, Investment Advice Department, and Underwriting Department). Access to information of the Execution-Reception and Transmission business unit is prohibited to other employees. Where applicable, employees related with the fulfillment of the Company's reporting obligations for clients' transactions (under the applicable legislation, the Company's T&Cs and the Agreement) have limited access to such information and only for the scope of accomplishment of these obligations. Dealing on Own Account Department is also isolated physically and electronically from the Investment Advice Department and the Portfolio Management Department for the prevention of conflicts of interest. The Head of the IT Department proceeds in regular checks of the Company's IT system in order to assure that the Chinese walls are sustained. In case of deficiencies or violation of the Chinese walls, the Head of the IT Department submits a relevant report to the General Manager along with appropriate recommendations and instructions for further actions.

3. in case of any violation of the "Chinese walls borders", the relevant employee must report it to the Compliance officer of the Company in order the latter to proceed and recommend where applicable to the senior management of the Company appropriate measures for remedying the deficiencies.

4. the Compliance Department along with the IT Department of the Company proceeds in real time in monitoring and cross checking of the maintenance and safe implementation of the Company's Chinese walls in each business unit and where deficiencies are spotted to be remedied.

5. there is a segregation of duties that may give rise to conflicts of interest if carried on by one/same individual. The Company's BoD in case of positions that are carried out from the same individual and may give rise to conflicts of interest, assess the complexity of the specific Company's business units, the range of its investment services and

activities, the complexity of Clients' transactions, the number of the Company's Clients that are linked with the aforesaid units under review, the types of the Company's Clients, the geographical diversity of Clients and accordingly the evaluation of side effects of the above mentioned in the proportionate consummation of time and the necessity of "distinct" individuality of two roles. The BoD may proceed in an increase of number of employees and distribution to them of tasks and roles in the same business department in order to ensure that conflicts of interest do not arise. As regards external AIFM services (portfolio management and risk management services) segregation of duties of the employee offering the portfolio management service to an AIF from the employee offering the risk management service of the AIF and the segregation of the aforesaid employees from other operational units of the Portfolio Management Department and other operating units of the Company.

6. the Company has implemented a remuneration policy (the "Remuneration Policy"). The relevant policy is available in the Corporate Governance Section of the Company's web site. Summary description and indicative measures taken for prevention and mitigation of conflicts of interest arising from remuneration issues are depicted in article 3 herein.

7. the Company has implemented an Inducement Policy in order not to impair the Company's duty to act honestly, fairly and professionally in accordance with the best interest of its clients. The Inducement Policy of the Company is available in the Corporate Governance Section of the Company's web site. Summary description and indicative measures taken for prevention and mitigation of conflicts of interest arising from inducements reasons are depicted in article 4 herein.

8. the Company prohibits employees from offering or/and receiving gifts or any other kinds of rewards from Clients and/or other third parties that would create a motivation to them in order to benefit specific client or/and to be benefited from a specific client or to recommend to clients a specific issuer/financial instrument/execution venue.

9. the Company has established, implemented and maintained adequate arrangements and an internal Personal Account Trading Policy aimed at preventing the activities in the case of any relevant person who is involved in activities that may give rise to a conflict of interest or who has access to inside information within the meaning of the Company's T&Cs and the Market Abuse Regulation 596/2014 and AIFM Law as regards provision of management services to AIFs or to other confidential information relating to clients or transactions with or for clients by virtue of an activity carried out by the relevant person on behalf of the Company. The General Manager of the Company is informed promptly and in any case before any personal transaction entered into by a relevant

person by a written notification of that transaction enabling the Company to identify such transactions. The Compliance Officer of the Company keeps a record of personal transactions both of the ones notified to the General Manager or the ones identified without the relevant notification, including any authorization or prohibition in connection with such transactions. In the case of outsourcing arrangements the Compliance Officer of the Company ensures that the third party to which the activity is outsourced maintains a record of personal transactions entered into by any of its relevant persons and provides that information to the Company promptly on request.

10. the Company is training new and existing employees in order to be aware of cases of conflicts of interest and the reporting line procedure if cases of conflicts of interest are spotted. The Conflicts of Interests Policy consists part of the internal policies signed by all employees of the Company.

11. the Company assess and periodically review, on an at least annual basis, the Conflicts of Interest Policy established and takes all appropriate measures to address to the BoD any deficiencies in order to be remedied. Any update of the Conflicts of Interest Policy is addressed and signed to/by all employees.

3. Remuneration

The Company, as referred in article 2 of the Conflicts of Interest Policy has defined and implemented a Remuneration Policy applying to all relevant persons taking into consideration the interests of all the Company's clients with a view to ensuring that are treated fairly and their interests are not impaired by the remuneration practices adopted by the Company in the short, medium or long term. The Remuneration Policy is designed in such a way not to create a conflict of interest or incentive that may lead the relevant persons to benefit themselves or the Company's interest to the potential detriment of any client including AIFs and clients-investors of AIFs which are considered under the applicable legislation as well as Company's clients. Additionally, the Remuneration Policy contains measures to encourage avoidance or mitigation of conflict of interests issues, responsible business conduct, promotes risk awareness and prudent risk taking under Prudential Supervision Law.

The Remuneration Policy includes the description of all forms of fixed and variable financial benefits and non-financial benefits paid to the relevant persons and the appropriate criteria that assess the performance of the relevant persons, including qualitative criteria encouraging them to act in the best interests of the clients and preventing favoring their own interests or Company's interests. In any case, a favored treatment of the Company's relevant persons or of the Company itself at the expense of

the clients within the provision of investment services is prohibited. Fixed and variable components of total remuneration paid to the relevant persons are appropriately balanced and justified and the fixed component represents a sufficiently high proportion of the total remuneration. The variable elements of the total remuneration are based on qualitative criteria reflecting compliance with applicable regulations for each relevant person independently and as part of a business unit, the fair treatment of clients and the quality of services provided to them and on quantitative commercial criteria.

Relevant persons engaged in control functions are independent from the business units they oversee, have appropriate authority and remunerated in accordance with achievement of the objectives linked to their functions, independent of the performance of the business area they control. Moreover, the method of determination of the remuneration of the relevant persons involved in the compliance function does not compromise their objectivity. The Company assesses and periodically reviews, on an at least annual basis, the Remuneration Policy established and takes all appropriate measures to address any deficiencies. The Company as a significant CIF has established an independent remuneration committee (the "Remuneration Committee") which exercises competent and autonomous judgement on Company's remuneration policies and practices taking into consideration the clients best interests. Any recommendations and deficiencies are submitted to the senior management for remedy. The list of independent members of the Remuneration Committee is available in the Corporate Governance Section of the Company's web site and the disclosures published per year in accordance with the Company's compliance with the applicable regulations for its capital requirements liaised with its total remuneration is available in the Capital Requirements Disclosures Section of the Company's web site.

4. Inducements

The Company, as referred in article 2 of the Conflicts of Interest Policy, has defined and implemented an Inducements Policy which defines rules that the Company must comply when paying or being paid any fee or commission or providing or being provided with any non-monetary benefit in connection with the provision of an investment service or ancillary service to the clients, frames itemised conditions that must be met in order a fee, commission or non-monetary benefit to enhance the quality of the relevant service to the client, sets an ex ante and ex post disclosure of specific information to the clients in relation to the fees or benefits and ensures that specific guidelines apply for inducements in respect of investment advice on an independent basis or portfolio management services. To this end, the relevant policy incorporates rules prohibiting the Company and

its employees to pay or being paid any fee or commission or providing or being provided with any non-monetary benefit in connection with the provision of an investment service or an ancillary service, to or by any party except the client or a person on behalf of a client, other than where the payment or benefit is designed to enhance the quality of the relevant service to the client and does.

Additionally, the Company takes into account that shall only receive third-party payments that comply with article 24(9) of MiFID II and shall inform clients about the inducements that the Company may receive from the execution venues. The information shall specify the fees charged by the Company to all counterparties involved in the transaction, and where the fees vary depending on the client, the information shall indicate the maximum fees or range of the fees that may be payable.

5. Disclosure of conflicts of interest

If the Company's organizational or administrative arrangements to identify and to prevent or manage conflicts of interest between itself, including its managers, employees or any person directly or indirectly linked to it by control, and its clients or between one client and another, that arise in the course of providing any investment and ancillary services, or combinations thereof, including those caused by the receipt of inducements from third parties or by the Company's own remuneration and other incentive structures are not sufficient to ensure, with reasonable confidence, that risks of damage to client interests will be prevented, the Company shall clearly disclose to the client the general nature or/and sources of conflicts of interest and the steps taken to mitigate those risks, before undertaking business on its behalf.

Additionally, where organizational and internal administrative arrangements of paragraph 2.3 of this Policy as regards management services (portfolio management and risk management services) to AIFs are not sufficient to ensure, with reasonable confidence, that risks of damage to investors interests will be prevented, the Company shall clearly disclose the general nature or sources of conflicts of interest to the investors before undertaking business on their behalf, and develop appropriate policies and procedures to overcome those conflicts of interests. Such disclosure shall:

- be made via e-mail to the client or other durable medium under the definition of MiFID II Law,
- 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 conflicts of interest arises.

6. Responsible officer and record of services or activities giving rise to detrimental conflict of interests

The Compliance officer of the Company is responsible for evaluating and managing conflicts of interest within the Company, report to the senior management any deficiencies spotted and recommend any measures to be implemented, proceed in the appropriate training of the employees and update the relevant written internal policies and procedures under the applicable legislation and Company's practices in order the conflicts of interest to be monitored, prevented, managed or disclosed where applicable.

The Compliance officer, also, keeps and regularly updates if required a record of the kinds of investment or ancillary service or investment activity carried out by or on behalf of the Company in which a conflict of interest entailing a risk of damage to the interests of one or more clients has arisen or in the case of ongoing service or activity may arise. Senior

management shall receive on a frequent basis and at least annually written reports on situations referred to herein by the Compliance officer of the Company.

7. Miscellaneous/General

If any provision or provisions of this Conflicts of Interest Policy shall be held to be invalid, illegal or unenforceable for any reason whatsoever, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby and shall remain enforceable to the fullest extent permitted by law.

All capitalized terms and phrases used herein but not otherwise defined shall have the same meanings given to them in the client's Agreement.

Any inquiry regarding this policy may be personally served or sent by email at Ronin_Compliance@europe.ron.in or ordinary mail or fax. All notices should be sent to the General Manager of the Company Mrs. Tatiana Elkina, Ronin Europe Limited, Pythagoras street 3, office 301, Pythagoras Court, 3027 Limassol, Cyprus, Fax +357 25878291.