CAIBULL MARKETS

Conflicts of Interest Policy

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1. Introduction

CAIBULL MARKETS is a company registered in Mauritius and has registered office at C/o AllServ Management Ltd, Office 15, Floor 1, CentrePoint, Trianon, Mauritius. It is authorized and regulated by the Financial Services Commission in Mauritius (Licence number: GB22200267).

CAIBULL MARKETS is entrusted with the stewardship of our client's assets and this is a responsibility that we take very seriously. Our reputation as responsible, considered investment professionals is important to us and we seek to be above reproach when investing for our clients. A conflict of interest prejudices or can be seen to prejudice an individual's objectivity and ability to act in the best interests of the company or our clients.

CAIBULL MARKETS seeks to comply with all relevant legislative obligations but aims to set higher standards when it comes to protecting our reputation.

This policy sets out the standards set by CAIBULL MARKETS in respect to avoiding or, where this is not possible, mitigating potential and actual conflicts of interest. It encompasses conflicts that can manifest as a result of the staff member's personal interests and relationships as well as businesses interests and associations.

This policy has been approved and adopted by the Board of Directors.

Our Obligation

We are obliged to manage fairly conflicts of interest, both those that arise between ourselves and any of our clients and those that arise between two or more of our clients.

Consequently, we maintain and operate effective organisational and administrative arrangements to take all reasonable steps to identify conflicts of interest and to prevent such conflicts from constituting or giving rise to a material risk of damage to the interests of our clients. We also maintain a written conflicts of interest policy appropriate to the size of our firm and the nature, scale and complexity of our business.

Scope

This policy applies to all staff of CAIBULL MARKETS

Oversight

This policy is subject to monitoring and oversight by the CAIBULL MARKETS Compliance function.

Accountability

i. Staff are accountable for reading, understanding and complying with the standards and processes contained in this policy. Staff are encouraged to bring any situations where significant conflicts of interest exist and which are not covered by this policy to the attention of the Heads of departments.

ii. Management are accountable for ensuring that the processes and controls in their departments are designed to avoid and manage conflicts of interest for their teams.

iii. Compliance are accountable for ensuring that this policy is aligned with regulation, as they may change from time to time; for monitoring processes and controls to ensure compliance with this policy and for reporting any breaches of this policy according to the CAIBULL MARKETS compliance escalation framework.

iv. Executive Management are accountable for resolving any agreed breaches of this policy and for maintaining business structures and functions that enhance CAIBULL MARKETS's reputation.

Breaches and Enforcement

Non-Compliance with this policy may be handled in terms of CAIBULL MARKETS's disciplinary procedures.

2. Legislation and Regulation

Definitions

A conflict of interest is:

a) Any actual or potential conflict;
b) That may manifest while rendering a financial service (i.e. either advice OR brokerage service)
c) To a client (or potential client)
d) That may influence the objectivity of the obligations to that client
e) Or prevent an unbiased and fair financial service to that client
f) Or prevent CAIBULL MARKETS from acting in the best interests of that client

A conflict of interest includes a financial interest; an ownership interest or a relationship (personal or business) with a third party.

A financial interest is:

a) Cash, Cash equivalent or Voucher
b) Gift
c) Service
d) Advantage
e) Benefit
f) Discount
g) Travel
h) Hospitality
i) Accommodation
j) Sponsorship
k) Incentive

A Supplier includes but is not limited to:

a) suppliers of equipment, products, services, market and economic data, research, banking, custody, administration, legal, accounting, marketing, office or
b) other consulting services
c) regardless of whether a fee is paid directly or indirectly or

d) whether the fee is for CAIBULL MARKETS's account or for the client account.

Advice is:

a) Any recommendation, guidance or proposal
b) On a financial product (i.e. insurance policy; unit trust; cash or financial instrument)
c) In respect of the purchase, sale or variation of that product

It excludes factual, legal or administrative information. It is accepted that CAIBULL MARKETS does not generally provide advice.

Guiding Principles of the Policy:

All employees and Associated Person/s with the Company covered under this Policy shall adhere to following principles and practices to avoid conflict of interest at all points:

a) To maintain high standards of integrity in the conduct of business at all times.
b) To ensure to communicate policies, procedures and code to all concerned.
c) To ensure fair treatment of clients and not to discriminate amongst them;
d) To ensure that Company's personal interest does not, at any time conflict with our duty towards our clients and clients' interest shall always takes primacy in our advice, investment decisions and transactions;
e) To make appropriate disclosure to the clients of possible source or potential areas of conflict of interest which would impair our ability to render fair, objective and unbiased services;
f) Endeavor to reduce opportunities for conflicts through prescriptive measures such as through information barriers to block or hinder the flow of information from one department/ unit to another, etc.;
g) To place appropriate restrictions on transactions in securities while handling a mandate of issuer or client in respect of such security so as to avoid any conflict;
h) Not to deal in securities while in possession of material non published information;
i) Not to communicate the material non published information while dealing in securities on behalf of others;
j) Not to contribute in manipulating the demand for or supply of securities in the market or to influence prices of securities;

k) Not to provide incentive structure that encourages sale of products not suiting the risk profile of clients;
l) Not to share information received from clients or pertaining to them, obtained as a result of our dealings, for our personal interest.

Effective Mechanism:

All are advised to adhere to various principles stated hereinabove to avoid any conflict of interest situation. Further, Board of directors of the Company will endeavor from time to time to put in place effective system in place for proper implementation of this circular.

Board from time to time will also provide necessary guidance enabling identification, elimination or management of conflict of interest situations and shall review the compliance of this circular periodically.

3. Personal Conflicts of Interest

We have identified the below particular personal conflicts of interest as the most important.

a) Anti-Bribery Policy
b) Personal Account Dealing Policy
c) Disclosure of Director Interests
d) Disclosure of Staff Interests
e) Remuneration

3.1 Anti-Bribery Policy

CAIBULL MARKETS prohibits:

the offering, the giving, the solicitation or the acceptance of any bribe, whether in the form of cash or other inducement, to or from any person or company, wherever they are situation and whether they are a public official or body or private person or company by any individual employee, agent or other person or body acting on CAIBULL MARKETS's behalf in order to gain any commercial, contractual or regulatory advantage for CAIBULL MARKETS in a way which is unethical or in order to gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual.

3.2 Personal Account Dealing Policy

It is CAIBULL MARKETS's policy to permit personal account dealing by staff members in a managed and controlled process.

Personal Account dealing by staff members of an investment manager can and does result in conflicts of interest. There are also advantages for clients when their own investment interests and those of their managers are appropriately aligned and when personal dealing is managed and controlled.

In brief, CAIBULL MARKETS's staff are not permitted to trade in any instrument while client portfolios are in the market with respect to those instruments, regardless of the direction. Nor are they permitted to trade while an instrument is under consideration for inclusion, exclusion or variation in client portfolios.

All personal dealing performed or influenced by a staff member, including dealing by an associate of the staff member, must be disclosed and pre-approved in terms of a defined process.

The policy and process is available at: Personal Account Dealing Policy.

3.3 Disclosure of Director Interests

All Directors and officer who attend Board meetings or audit committee meetings must regularly disclose their personal financial interests to the Board regardless of whether such interests represent an actual or potential conflict with CAIBULL MARKETS's interests. This disclosure is noted by the Company Secretary and retained as a record of proceedings.

3.4 Disclosure of Staff Interests

Staff members with interpersonal relationships with suppliers or counterparties and who have any decision-making influence over the commencement, continuation or termination of the business relationship, or are involved in the provision of services or products by that supplier or counterparty, must:

i. disclose such relationship in email to their direct line manager and
ii. ensure independent oversight by someone with knowledge of the interpersonal relationship over processes such as tenders, appointments, reviews, benchmarking or contractual negotiations.

3.5 Remuneration

All staff are remunerated with a mix of guaranteed pay and variable compensation.

All staff, including Compliance staff, also participates in a short term variable compensation pool that is driven exclusively by business profits. New business consultants are partly incentivised by means of commission driven business targets. These targets include achieving new business targets as well as servicing and supporting existing business.

4. Business Conflict of Interest

i. Sponsorships and Reciprocal Agreements
ii. Investment Independence
iii. Commission Sharing
iv. Fair treatment of Clients following are the key business conflicts of interest as determined by the board

4.1 Sponsorships and Reciprocal Agreements

CAIBULL MARKETS does not enter into agreements to supply investment services to a fiduciary client that includes reciprocal commercial provisions involving the client, its sponsoring employer or organisation or its consultants and advisors.

CAIBULL MARKETS may make donations or sponsorships to clients or their sponsoring employer or body, intermediaries; not-for profit organisations and social development organisations subject to:

i. Prior approval by Executive Management
ii. The recipient organisation not being directly or indirectly associated with a political party, government body or religious organisation
iii. The purpose for the donation or sponsorship is defined and is not likely to negatively impact CAIBULL MARKETS or the Prudential Group’s brand and reputation.

CAIBULL MARKETS does not make political donations of any kind.

4.2 Investment Independence

CAIBULL MARKETS is not associated with any Mauritius financial service company, banking institution or stockbroker or any issuer company into which we can invest or deal on behalf of clients.

4.3 Commission Sharing

CAIBULL MARKETS does not engage in the practice commonly known as "softing". CAIBULL MARKETS does however negotiate, on behalf of its clients, bundled brokerage fees that include research and execution services. The execution services may include trading platforms and the research services include investee company research, market and bespoke research and recommendations. These services may be provided by way of software, platforms or electronic research feeds.

4.4 Fair treatment of Clients

CAIBULL MARKETS is committed to treating clients fairly and ensuring that no client receives preferential treatment that may prejudice another client.

The following specific processes exist in order to achieve and demonstrate the fair treatment of clients:

i. The fair and automated allocation of trades to client portfolios
ii. Consolidation of orders to avoid unintended impacts of order priority
iii. Limited discretion to investment decision makers to exclude orders where trading costs cannot be justified
iv. Cross trading between client portfolios, while permitted and encouraged as a means of minimising client trading costs and maximising exposure
v. to desired illiquid assets, is subject to the trade being performed at an established and fair market price and the group decision making model.
vi. The remuneration structures for investment professionals support performance without preferring specific clients
vii. The remuneration structures for client sales and services support new business and servicing without preferring specific clients within various products

5. Implementation and Distribution

This policy is not subject in its entirety to an initial or annual acknowledgement by all staff as the primary control for the avoidance and management of conflicts of interests is internal business processes and controls. Certain aspects of the policy impose personal obligations on staff members and these sections will be subject to active acknowledgement by all staff members.

Examples of potential situations of conflict and relevant measures

Examples of potential situations of conflict		**General arrangements or ad hoc measures**
CAIBULL MARKETS or a Relevant Person may have an interest in executing its/his personal orders or orders of a client in more favorable conditions than the orders of another client, or in maximizing the client's losses (e.g. if the client is a competitor of CAIBULL MARKETS or of the Relevant Person)		CAIBULL MARKETS has implemented policies and procedures for the monitoring and (when necessary) restriction of personal transactions of the Relevant Persons. Transactions are processed through automated means, based on the time priority of the reception of such order, thus ensuring that the relevant employees will not be allowed to intervene in your transactions. Conflicts related to the personal capacity of the Client are reported to the compliance function as soon as they are identified.
A Relevant Person may have an interest in recommending to a client a particular transaction, in respect of which CAIBULL MARKETS or the said Relevant Person may receive a benefit from a third party or taking into account the interests of another client.		CAIBULL MARKETS does not provide investment advice with respect to FX and CFDs transactions and thus cannot recommend you any particular transactions.

A Relevant Person may recommend to the client a transaction based exclusively on the remunerations to be received by CAIBULL MARKETS or by the employee.		
CAIBULL MARKETS may be regarded as having an interest in maximizing your trading volumes or in maximizing your losses in order to achieve higher remunerations.		The remuneration that CAIBULL MARKETS receives for the execution of your transactions, may depend either on the volume of your transactions (when a Liquidity Provider remunerates CAIBULL MARKETS by providing a percentage of the spread of your trades) or on the amount of your losses (when a Liquidity Provider trading on its own account against your positions remunerates CAIBULL MARKETS based on the profits generated by the Liquidity Provider from your trades and therefore from the amounts that you lose when trading through CAIBULL MARKETS). However: - CAIBULL MARKETS does not provide investment advice to you with respect to your trades on the financial products available in our platforms and, thus, cannot recommend you any particular transactions. - Transactions are processed through automated means, based on the time priority of the reception of such order, thus ensuring that the relevant employees will not be allowed to intervene in your transactions

		- CAIBULL MARKETS does not have a way to influence the outcome of your transactions and the persons in charge of the supervision of the processing of your orders (Dealing Desk) are always remunerated with fix amounts and not based on your trading volumes or losses. - CAIBULL MARKETS monitors regularly the operation of the systems used for the processing of clients' orders in a way to exclude any human intervention that is not necessary for the normal operation of such systems. - In all cases, when CAIBULL MARKETS's remuneration depends on the revenue of a Liquidity Provider, the relevant arrangements are made in a way that such remuneration is not calculated on a client-by-client basis, but based on the total PNL of our clients' positions with the relevant Liquidity Provider, which means that the outcome of your transactions is not directly linked to our remuneration. It is noted as well that CAIBULL MARKETS is not part of any group of companies in which could be part any of our Liquidity Providers, which means that CAIBULL MARKETS does not have any further interests in the profits realized by the relevant Liquidity Provider. - In accordance with the applicable best execution policy, CAIBULL MARKETS is prohibited from directing your transactions to an Execution Venue

		based on the remunerations to be received by CAIBULL MARKETS.