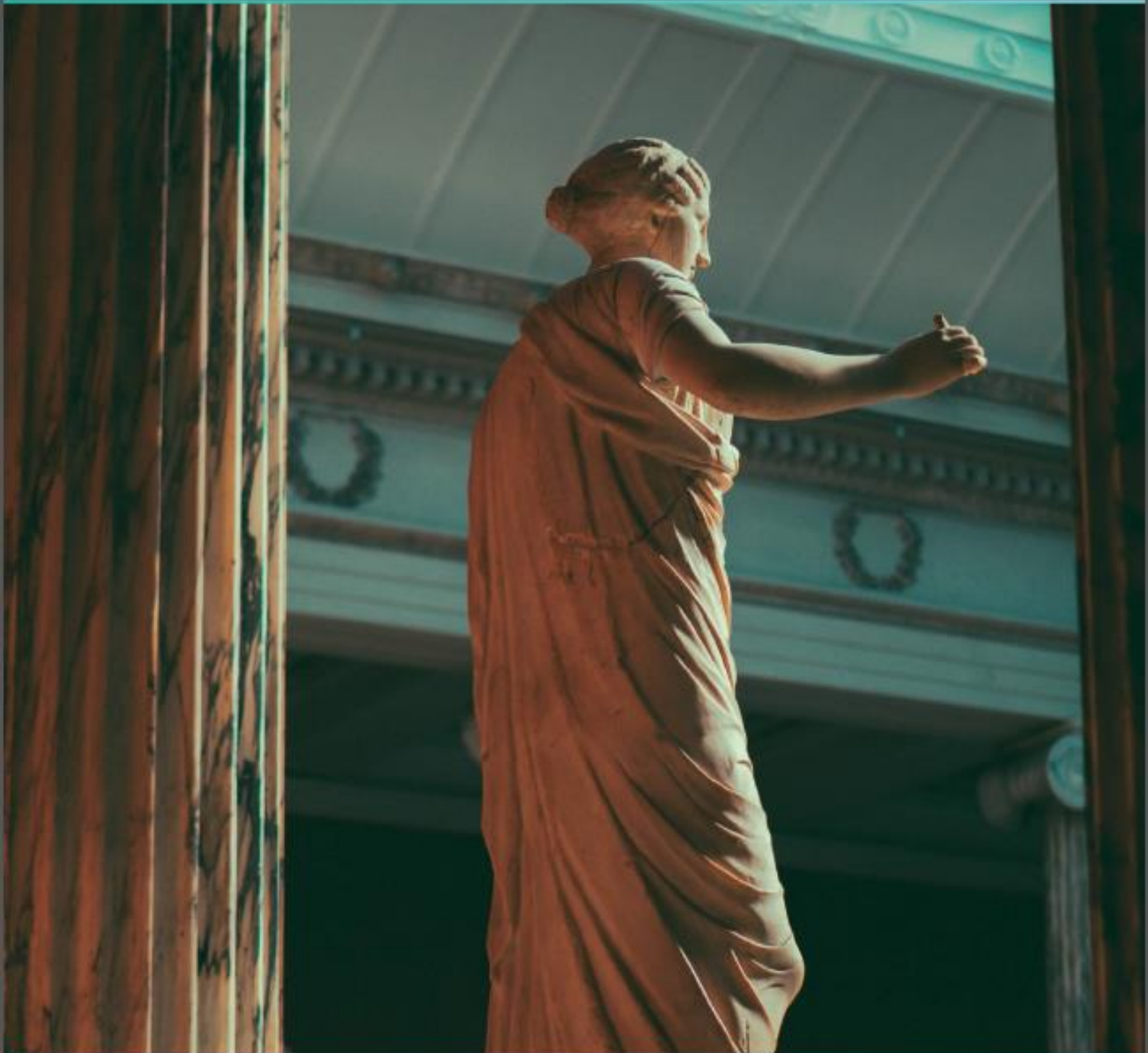


# CONFLICT OF INTEREST POLICY



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## I. Purpose

The purpose of this Policy is to specify the procedures put in place by XSpot Wealth (EU) Ltd., hereafter the “Company”, for identifying and responsibly managing and controlling and, where necessary, disclosing the conflicts of interests arising in relation to its business and to reduce the risk of client disadvantage and of legal liability, regulatory censure or damage to Company’s commercial interests and reputation and to ensure that it complies with legislative requirements and the departmental and general procedures which are set by its Internal Procedures Manual.

## II. Legal Framework

This Conflict of Interest Policy is issued pursuant to, and in compliance with the requirements of:

- Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments, as amended from time to time (“MiFID II”);
- the Law 87(I)/2017 regarding the provision of investment services, the exercise of investment activities and the operation of regulated markets and other related matters, as amended from time to time (the “Law”);
- the Investment services and Activities and Regulated Markets Law No 144(I)/2007 to the extent it remains applicable after coming into force of MiFID II;
- the Commission Delegated Regulation (EU) 2017/565, supplementing Directive 2014/65/EU of the European Parliament and of the Council as regards organisational requirements and operating conditions for investment firms and defined terms for the purposes of that Directive;
- Section 2 of the Questions and Answers of the European Securities and Markets Authority (“ESMA”) with respect to the provision of CFDs and other speculative products to retail investors under MiFID.

In accordance with the Commission Delegated Regulation (EU) 2017/565, CIFs are required to establish, implement and maintain an effective conflict of interest policy set out in writing and appropriate to the size and organisation of the CIF and the nature, scale and complexity of its business.

In addition, according to the Investment Services Activities and Regulated Market Law No. 87(I)/2017, CIFs must take all appropriate steps to identify conflicts of interest between itself, including its managers and employees, tied agents or other relevant persons, as well as 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 providing any investment and ancillary services, including those caused by the receipt of inducements from third parties or by the Company’s own remuneration and other incentive structures.

In this respect, CIFs must establish adequate policies and procedures sufficient to ensure compliance, including its managers, employees, tied agents and other relevant person(s), with its obligations pursuant to the Law and the directives issued pursuant to this Law, as well as appropriate rules governing personal transactions by such persons.

## III. Policy

All employees of the Company must on commencement of their employment read and fully understand the Policy. All employees of the Company are obliged to register their acceptance of having read and understood the Policy in a register, which is to be filed and managed by the Chief Executive Officer of the Company. Any employee that suspects any conflict of interest must immediately inform the Chief Executive Officer who will determine if any conflict does exist or has the potential to arise and will state the reasoning for their findings in a file kept in storage for referral to the Commission should such need arise.

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In particular, the Company defines a conflict of interest as any situation where either the Company or an individual is in a position to exploit a professional or official capacity in some way for either corporate or personal benefit. For the purposes of identifying the types of conflict 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 shall take into account, as a minimum, whether the Company or a relevant person, 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:

- a. The Company or a relevant person, or a person directly or indirectly linked by control to the Company, is likely to make a financial gain or avoid a financial loss, at the expense of the client.
- b. The Company or a relevant person, or a person directly or indirectly linked by control to the Company, has an interest in the outcome of a service provided to the client, or of the transaction carried out on behalf of the client, which is distinct from the client's interest in that outcome.
- c. The Company or a relevant person, or a person directly or indirectly linked by control to the Company, has a financial or other incentive to favour the interest of another client or group of clients over the interests of the client.
- d. The Company or a relevant person, or a person directly or indirectly linked by control to the Company, carries on the same business as the client.
- e. The Company or a relevant person, or a person directly or indirectly linked by control to the Company, 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.
- f. The Company's portfolio managers may trade in financial instruments on behalf of the clients knowing that the trades will be beneficial to the Company, its employees' or relevant persons' positions in the same financial instruments.
- g. The Company, its employees and relevant persons may have, establish, change or cease to have positions in financial instruments covered by an Investment Advice.
- h. The Company may provide Investment Advice or Portfolio Management services to its clients, while also recommending or selling products issued or provided by entities having close links with the Company or any other legal or economic relationships such as contractual relationships.

Relevant person in relation to the Company means any of the following persons:

- a. a member of the board of directors, partner or equivalent, manager or tied agent of the Company;
- b. a member of the board of directors, partner or equivalent, or manager of any tied agent of the Company;
- c. an employee of the Company or of a tied agent of the Company, as well as any other natural person whose services are placed at the disposal and under the control of the Company or a tied agent of the Company who is involved in the provision by the Company of investment services or/and the performance of investment activities;
- d. a natural person who is directly involved in the provision of services to the Company or to its tied agent under an outsourcing arrangement for the purpose of the provision by the Company of investment services or/and the performance of investment activities;

The affected parties if conflict of interest arises can be the Company, its employees or its clients. More specifically, a conflict of interest may arise, between the following parties:

- a. Between the client and the Company.
- b. Between two clients of the Company.
- c. Between the Company and its employees.
- d. Between a client of the Company and an employee/manager of the Company.
- e. Between Company's Departments.

Conflicts of interest can occur in a number of situations, for example:

- The Company is likely to sustain an overall financial loss or avoid a financial loss, by executing a client's specific order.
- The Company is likely to sustain an overall financial gain by not executing a client's specific order.
- The market moves to a direction of a point/timing when by executing client's order will result in a financial loss for the Company.

#### **IV. Personal Transactions of Employees**

All employees of the Company that are involved in activities that the Company is authorised to provide must be aware of the restrictions on personal transactions detailed below. This section also includes personal transactions which may be performed by persons who are employed by companies which perform an outsourced activity to the Company, if any. If any personal transactions are entered into, the Company must be notified promptly.

For the purpose of this section, a personal transaction shall be a trade in a financial instrument effected by or on behalf of a relevant person, where at least one of the following criteria are met:

- a. the relevant person is acting outside the scope of the activities he carries out in his professional capacity;
- b. the trade is carried out for the account of any of the following persons:
  - i. the relevant person;
  - ii. any person with whom he has a family relationship, or with whom he has close links;
  - iii. a person in respect of whom the relevant person has a direct or indirect material interest in the outcome of the trade, other than obtaining a fee or commission for the execution of the trade.

Employees of the Company that are involved in the provision of investment services or other activities must not enter into the personal transactions that which will cause the following:

- enter into a transaction prohibited under section 9 of the Insider Dealing and Market Manipulation (Market Abuse) Law,
- misuse or cause improper disclosure of confidential information,
- enter in a transaction that is likely to conflict with any obligations of the Company, or the employee, that are stated under the law.

Where the employee has come into contact with information which is not publicly available to clients or cannot readily be inferred from information that is so available, the employees must not act or undertake personal transactions or trade in the execution of an unsolicited client order, on behalf of any other person, including the Company.



The employees must not disclose any opinion other than in the normal course of business, if the person who is given the opinion is likely to enter into a transaction which is contrary to the above. The employee also should not provide an advice or provide to anyone any information, other than in the proper course of his/her employment, especially if it is clear that the person who is receiving such information will advise another party who might acquire or dispose of financial instruments to which that information relates.

Any client's orders that have been relayed to any employees of the Company must not be disclosed to another party. An employee of the Company who has knowledge of a potential client's order must not carry out a personal transaction that is the same as the client order, if this will cause a conflict of interest.

The Company shall keep records of the personal transactions notified to or identified by the Company, including any authorisation or prohibition in connection with such transaction.

## **V. Reporting Conflicts of Interest**

In the case of identification of a possible conflict of interest, a staff member must refer it initially to his immediate supervisor to assist in the assessment of a risk of damage and send a completed Conflict of Interest Notification Form together with full details to allow regulatory scrutiny, of:

- corrective and preventive actions;
- how these actions were considered appropriate;
- any conditions imposed; and
- whether there are still ongoing conflicts, how these are being managed and advised to the client; to the Head of Compliance for inclusion within the reports reviewed by the Board of Directors.

## **VI. Management of Conflicts of Interest**

### **1. Independence**

The following measures have been adopted by the Company for ensuring the requisite degree of independence:

- Measures 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. Please refer to section VI.1.a below.
- 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 Company's department whose interests may conflict with clients are:
  - i. Dealing Room
  - ii. Portfolio Management
  - iii. Investment Advice
- Removal of any direct link between the remuneration of relevant persons principally engaged with 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:
  - iv. Employees of the Dealing Room and Investment Advice Department do not relate their remuneration with clients' performance.
  - v. For the time being, the Company does not have a variable component in its remuneration policy for the employees of Dealing and Investment Advice Departments. When management decides to reward employees with a variable remuneration, checks and balances will be in place so that (1) the annual variable remuneration of any employee cannot exceed his or her annual fixed remuneration (2) that the variable remuneration package does not lead to aggressive behaviour that might detriment clients.
  - vi. Employees of the Portfolio Management Department may receive variable remuneration in accordance with section VI.1.iii below.

- vii. The Compliance Officer is required to approve all variable remuneration policies, and the Company is required to disclose or make readily available these policies to all clients and potential clients.
- Measures to prevent or limit any person from exercising inappropriate influence over the way in which a relevant person carries out and/or promotes investment or ancillary services or activities. Additionally, the person who decides or influences an individual's bonus may exert undue influence over that individual's integrity of judgment.
  - Measures to prevent or control the simultaneous or sequential involvement of a relevant person in separate investment or ancillary services or activities such as reception and transmission of clients' orders and tasks such as portfolio decision making and calculating performance, where such involvement may impair the proper management of conflicts of interest.

#### **a. General Measures**

- i. **Chinese walls:** Chinese walls are essentially information barriers which are used to prevent inside, or highly confidential information possessed by one part of the business from being inappropriately passed to, or obtained by, another part of the business.

When a Chinese wall is used as a way of managing conflicts of interests, individuals on the other side of the wall will not be regarded as being in possession of knowledge denied to them as a result of the Chinese wall. For example, where arrangements have been put in place to ensure that entities belonging to the same group operate independently of each other with effective Chinese walls, the entities shall not be deemed to have knowledge of each other for conflicts of interest purposes.

The Company has taken appropriate measures to restrict the flow of information between certain departments within the Company. First and foremost, the management bestowed upon the Compliance Department enough executive authority to establish and safeguard its independence from all other departments within the Company. The Compliance Officer has unrestricted access to all information and to all departments and reports directly to the Board of Directors and Four Eyes Committee.

All Front Office employees (sales department) are strictly prohibited from liaising directly with the Back Office. The Back Office is required to communicate pertinent information to the Front Office, however, should the Front Office require any clarifications from the Back Office, they are obligated to direct their inquiries to the Compliance Department. The Compliance Department will then liaise directly with the Back Office in order to address the inquiry and communicate back to the Front Office.

The Research Department also operates as an independent unit, and, once given the assignment to conduct research on a specific security, CFD, or asset, is prohibited from communicating any information contained, or deemed to be contained, in its research report prior to disseminating the report to all interested clients. In the event that the research department needs to either obtain, or communicate, pertinent information regarding the report, prior to the report's dissemination to clients, from other departments within the Company, the Research Department is required to communicate the information only to the Compliance Department.

- ii. The Investment Advice department and its managers are obligated to provide unbiased and objective investment advice to clients and have a fiduciary responsibility to safeguard clients' interest by placing them before the interest of their employer (the company) and their own. In order to secure their objectivity, the company only charges clients a flat fee (recurring or standalone) for investment advice, and Investment Advice Managers do not earn a variable compensation of any kind and their overall compensation is not linked to the performance of any financial instrument, product or outcome. Furthermore, Investment advice personnel are strictly prohibited from communicating or discussing their recommendations with personnel from Portfolio Management (i.e. Chinese walls). This is done in order to mitigate the potential conflict (risk) of portfolio managers promoting the products or instruments they manage as favourable investments.

iii. Portfolio Managers will receive a fixed “portfolio management fee” from Clients for safekeeping, managing and monitoring Clients’ portfolios. In addition to the fixed portfolio management fee, in cases where the Client has made a profit in his portfolio, Portfolio Managers will also charge the Client a success fee above the ‘hurdle rate’ which will be pre-agreed with the client. In opposite cases where the Client is facing a financial loss in his portfolio, Portfolio Managers will not charge any fees until the portfolio has returned to its previous highest peak, a policy known as ‘High Water Mark’. The Company does not have any interest in promoting specific financial products as all of the financial products the Company is offering are through contractual agreements with the Liquidity Providers and Banking Institutions.

\*A hurdle rate is the minimum amount of profit or returns a portfolio under management must earn before the company can charge an incentive fee. It can be quantified as a return minus a minimum (hurdle) rate.

\*\*A high-water mark is the highest peak in value that an account has reached. The high-water mark ensures the manager does not get paid large sums for poor performance. If the manager loses money over a period, he must get the fund above the high-water mark before receiving any additional compensation.

- iv. The same prohibitions are in place for employees of the Dealing department and Investment Advice. If a client has subscribed for both the service of investment advice and execution, the investment advice should be independent from the execution service. This is to ensure that the execution of products or instruments that bear a higher commission for the broker (the company) are not favoured. If an employee of the Investment Advice department needs to communicate pertinent information about his or her investment advice recommendations, or to request any clarifications, to either the Dealing department or Portfolio Management department, he or she can only do so through the company’s Compliance officer. The Compliance officer will then assess the situation and act as liaison between the departments.
- v. Moreover, Independent Advisors and Portfolio Managers are prohibited from receiving any fees, commissions or any monetary or non-monetary benefits paid or provided by any third party or a person acting on behalf of a third party in relation to the provision of those services to clients. Minor non-monetary benefits that are capable of enhancing the quality of service provided to a client and are of a scale and nature such that they could not be judged to impair compliance with the Company’s duty to act in the best interest of the client are excluded from this prohibition and shall be clearly disclosed to the client.
- vi. The Company ensures that the provision/receipt of inducements by the Company or relevant persons comply with the applicable inducements’ rules/ restrictions.
- vii. In addition, the Company ensures that physical separation exists of the following departments:
- Compliance Department
  - Back Office Department
  - Accounting & Finance Department
  - Dealing Room
  - Marketing Department
  - Investment Advice Department
  - Portfolio Management Department
- viii. The Company’s Granting of loans Officer, due to the current small size of the firm, is combined with the Funding Officer and is under the Accounting and Finance department. The Granting of loans Officer must be able to evaluate trading data and make informed decisions as to whether to allow an investor to carry out a transaction on credit, with the company acting as the counterparty to the Client for that transaction. Communication with the dealing department is allowed, however the Granting of loans officer is strictly prohibited from communicating any client’s case with front office (sales) personnel. If communication between front office and granting of loans departments is necessary, this can only be done via the company’s Compliance officer.



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- ix. The Investment Advice, Portfolio Management and Dealing Room Department have separate managers/heads in order to ensure the separate supervision of such persons.
- x. All control functions (i.e. the Compliance Officer, Risk Manager, Internal Auditor, External Auditor) are reporting directly to the Board of Directors and Four Eyes Committee and are strictly prohibited from making their annual or other reports available to any employee, from any department, prior to communicating the reports to the Board and Four Eyes Committee and obtaining their consent.

#### **b. Code of Ethics**

Employees are required to abide by the Company's Code of Ethics which places clients' interests before the Company's interests and are obligated to follow the Company's internal operations procedures, guidelines, and bylaws.

Furthermore, as mentioned above, employees required to disclose their personal transaction statements and any holdings they might have in financial assets to the Company's Compliance Department. Employees are also prohibited from conducting any business other than the business of the Company, without the Company's prior written consent.

#### **c. Fair treatment of clients**

The Company is obligated to treat all clients fairly and with transparency. When the Company executes an order for a customer it does not give any preferential treatment to that customer to the detriment of other customers and does not disclose the details of one customer order to other customers.

The Dealing Room Department is obligated to execute all otherwise comparable orders in accordance with the time of their receipt, is prohibited from executing any other orders prior to clients', and is obligated to always consider best execution for clients. The risk of giving preference to other orders, prior to clients' orders, is fully mitigated, as the Company currently operates under the STP model, whereby all orders are transmitted to a counterparty, and the Company is prohibited from dealing on its own account.

The Dealing Room Department is obligated to always consider best execution when executing clients' orders. It should be noted that best execution does not necessarily mean lower execution fees, but, rather, best overall result for the client in question based on the clients' situation and preferences. In the event that the Company only utilizes one execution venue, it is still obligated to justify why that specific venue was chosen, and to produce the appropriate dealing reports as post execution supporting documents. The Company's best execution policy is publicly available.

#### **d. Alignment of Company's interests with clients' interests**

The Company's Board of Directors is obligated to undertake all possible steps to ensure that the Company's and Clients' interest are always aligned. It acknowledges, however, that in the normal course of business there will be situations of misalignment. Should such situations arise the Company is obligated to make adequate and transparent disclosures to clients, prior to accepting client's orders, or offering services to the clients that are affected, or might be deemed as affected, by these misalignments, in accordance with section VI.b below.

## **2. Disclosure of conflict of interest**

When the measures taken by the Company to manage conflicts of interest are not sufficient to ensure, with reasonable confidence that risks of damage to clients' interest will be prevented, the Company proceeds with the disclosure of conflicts of interest to the client. Prior to carry out a transaction or provide an investment or an ancillary service to a client, the Company must disclose any actual or potential conflict of interest to the client. The disclosure will be made in sufficient time and in a durable mean and shall include sufficient detail, taking into account the nature of the client, to enable him to take an informed decision with respect to the investment or ancillary service in the context of which the conflict of interest arises.

Clients will be given the opportunity to decide on whether or not to continue their relationship with us with no unreasonable obstacles.

The Company shall ensure that disclosure to clients pursuant to this section is a measure of last resort that shall be used only where the effective arrangements established by the Company to prevent or manage its conflicts of interest are not sufficient to ensure, with reasonable confidence, that risks of damage to the interests of the client will be prevented.

The disclosure shall:

- a) clearly state that the organisational 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;
- b) include specific description of the conflicts of interest that arise in the provision of investment and/or ancillary services, taking into account the nature of the client to whom the disclosure is being made. The description shall explain in sufficient detail to enable that client to take an informed decision with respect to the investment or ancillary service in the context of which the conflicts of interest arise:
  - i. the general nature and sources of conflicts of interest;
  - ii. the risks to the client that arise as a result of the conflicts of interest; and
  - iii. the steps undertaken to mitigate these risks.

### **3. Record keeping**

The Company keeps and regularly updates a record of the kinds of investment and 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 an ongoing service or activity, may arise. The following documentation shall be maintained for a minimum period of five years:

- this policy, any functional variations if applicable;
- the Conflicts Log and the Conflicts Identification and Management Map;
- rules, procedures and processes;
- training material and training records;
- conflicts of Interest Notification Forms;
- details of any review work carried out (including any decisions made on conflicts management);
- any other documentation used to demonstrate the management of conflicts of interest.

Senior management shall receive on a frequent basis, and at least annually, written reports on situations referred to in this section.

### **4. Responsibilities**

The Company's Chief Executive Officer is responsible for clearly allocating responsibility and delegating authority to accountable individuals to ensure that those involved are aware of their involvement and that the Conflict Officer has a sufficient level of authority and independence in order to carry out their responsibilities effectively.

The Company's Senior Management is required to:

- fully engage in the implementation of policies, procedures and arrangements for the identification, management and ongoing monitoring of conflicts of interest; adopt a holistic view to ensure the identification of potential and emerging conflicts within and across business lines;
- raise awareness and ensure compliance of relevant individuals by ensuring: regular training (including to contractors and third-party service providers' staff) both at induction and in the form of refresher training; the clear communication of policies, procedures and expectations; that awareness of conflicts procedures forms part of the performance review/appraisal process, and that the best practice is shared throughout the Company;
- sponsor robust systems and controls and effective regular reviews to ensure that strategies and controls used to manage and mitigate risks remain appropriate and effective and that appropriate warnings and disclosures are issued to clients where necessary;
- utilize management information to remain sufficiently up-to-date and informed; and
- support an independent review of the processes and procedures in place.

Individuals are required to identify new conflicts of interest arising out of the activities/services that they perform and engage in the process to notify line management upon identifying any potential conflict. The Company's Conflicts Officer is the Head of Compliance who is responsible for the day to day management of the implementation of this policy. In particular, he, or his delegate, is responsible for:

- establishing the policy in relation to conflicts of interest;
- providing training oversight and aid;
- monitoring compliance with arrangements;
- the oversight of conflicts management;
- maintaining records in relation to conflicts of interest;
- reviewing and challenging the Conflicts Identification and Management Map; and
- providing appropriate internal reporting to the Board of Directors.

### **Conflicts Deadlock**

Where line management cannot resolve a conflict to the satisfaction of all parties, the Compliance Head will, as the Approved Person with responsibility for Compliance and Risk, have the final say.

## **VII. Review of the Policy**

This Policy shall be reviewed periodically and at least on an annual basis by the Company's Conflicts Officer and shall be approved from the Company's Board of Directors. The Company shall take all appropriate measures to address any deficiencies.

Over-reliance on disclosure of conflicts of interest shall be considered a deficiency in the Company's conflicts of interest policy.