



Conflict of Interest  
Disclosure

The Firm is committed to carrying out its business with fairness and integrity on the basis of high ethical standards and also manages conflicts of interest in respect of the duties they owe to their clients. A conflict of interest can arise between Company, the directors and staff and the customer as a client or between the customer interests and those of another client of Company. The Firm's procedures are put in place to ensure that all actual and potential conflicts of interest are identified and are thereafter subjected to appropriate management scrutiny and mitigation. This approach avoids reputational damage, material risk of damage to the interests of their clients and regulatory sanctions, whilst developing goodwill with the Firm's Clients and other partners. Conflicts management is at the heart of the new business intake process at the Firm.

In accordance with the FSRA requirement, whereby the Firm has knowledge of a conflict or a material interest, it shall manage that interest by keeping and regularly updating a record of its occurrence and maintaining and operating effective organisational and administrative arrangements to prevent conflicts of interest from constituting or giving rise to a material risk of damage to the interest of a Client. This includes procedures to maintain appropriate independence between members of their staff who are involved in different activities, for example, through the operation of information barriers, physical separation of staff, the segregation of duties and responsibilities and maintenance of a policy of independence which requires their staff, when providing services to a client, to act in the best interests of the client and to disregard any conflicts of interest; and, in some circumstances declining to act for a client or potential client.

If the Firm is unable to ensure fair treatment for a Client, it shall decline to act for that Client. Where the Firm has a material interest in a transaction to be entered into with or for a Client or a relationship which may give rise to a conflict of interest in relation to such transaction, it shall not knowingly either advise, or deal, in relation to that transaction unless it takes reasonable steps to ensure fair treatment for the Client.

Conflict of interest may generally exist in the following instances:

1. The Firm and/or its employees have separate duties to act in the best interests of two or more Clients in relation to the same or related matters, and those duties conflict, or there is a significant risk that those duties may conflict; or
2. The Firm and/or its employees' duty to act in the best interests of a Client conflicts, or there is a significant risk that it may conflict, with the Firm's or its employees' own interests.

Employees shall be under the duty to avoid conflicts of interest. Ad hoc conflicts shall be managed by ensuring that no new Clients are on-boarded or no new services/transactions are provided to existing customers without performing a conflict check. Employees shall be responsible for ensuring that appropriate checks and searches have been performed before the Firm begins acting for a Client.

*Fair Treatment:* The Firm shall take reasonable steps to ensure that conflicts of interest and potential conflicts of interest between itself and its Clients and between one Client and another Client are identified and then prevented or managed.

*Managing Conflict:* The Firm shall maintain and operate effective organisational and administrative arrangements with a view to taking all reasonable steps to prevent conflicts of interest from constituting or giving rise to a material risk of damage to the interests of its Clients, including establishing and maintaining effective information barriers to restrict the communication of relevant information.

*Disclosure of Conflict:* If arrangements made by the Firm to manage conflicts of interest are not sufficient to ensure, with reasonable confidence, that risks of damage to the interests of a Client will be prevented, the Firm shall clearly disclose the general nature and/or sources of conflicts of interest to the Client before undertaking business for the Client.

The disclosure shall (i) be made in a durable medium; and (ii) 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.

*Attribution of Knowledge:* When a FSRA Rule applies to the Firm that acts with knowledge, the Firm will not be taken to act with knowledge for the purposes of that FSRA Rule as long as none of the relevant individuals involved for on behalf of the Firm acts with that knowledge as a result of an information barrier arrangement.

*Inducements:* The Firm shall have systems and controls including policies and procedures to ensure that neither it, nor an Employee or Associate of it, offers, gives, solicits or accepts inducements such as commissions or other direct or indirect benefits where such inducements are reasonably likely to conflict with any duty that it owes to its Clients. In circumstances where the Firm believes on reasonable grounds that the Client's interests are better served by a Person to whom the referral is to be made, any commission or other benefit which the Firm or any of its Employees or Associates receives in respect of such a referral would not be a prohibited inducement under the FSRA Rule.

The Firm may provide the information in relation to any commission or other direct or indirect benefit which it, or any Associate or Employee of it, has received or may or will receive, in connection with or as a result of the Firm making the recommendation or executing the Transaction. The Firm may provide this information to the Client upon request and to the extent allowed by relevant regulations.

*Business Interest:* The Firm recognises that our current and future employees may have an interest, relationship or arrangement whereby they act as a trustee, hold power of attorney or have a directorship that may potentially create a conflict of interest. The Firm requires its employees to declare any such interests and will take the appropriate steps to manage or prevent any conflicts of interest that are identified. To manage such conflicts, we require our employees to disclose directorships and interests in other companies and to disregard the interest, relationship or arrangement concerned when acting on behalf of clients.

*Record of Conflict:* The Firm shall keep and regularly update a record of the kinds of service or activity carried out by or on behalf of the Firm in which a conflict of interest entailing a material 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.

**All employees are required to adhere to this policy in letter and in spirit. Failure to comply with this Policy may result in disciplinary action against the employee.**

**Questions regarding this Policy should be discussed with Compliance Department**