

Conflicts of Interest Policy of TRILT LTD

1. TRILT Ltd (“**TRILT**” or the “**Company**”) is an investment firm regulated by the Cyprus Securities and Exchange Commission under license no. 254/14.
2. This Conflicts of Interest Policy (the “**Policy**”) is issued under **Law 144(I)/2007** (The Cyprus Investment Services and Activities and Regulated Markets Law of 2007), and the European Parliament Markets in Financial Instrument Directive (“**MiFID**”).
3. The legislation provided for above places an obligation on TRILT to take all reasonably necessary steps to ensure that conflicts of interest are recognised, and all possible actions are taken for avoiding these.
4. In the course of providing its services (be it investment services or other ancillary services related to those (“**the Services**”)) TRILT shall always act in the best interests of its clients, and shall ensure that the provisions of the above legislations are followed, and that TRILT is acting reasonably, honestly and professionally and in accord to the law and its Clients’ interests.
5. The Policy presented herein does not create or confer any rights or to third parties, which would not have existed had this Policy not been put in place.
6. The Policy presented herein is a separate agreement and does not form part of any contract or agreement made between TRILT and the Client.
7. The Policy describes the Company’s actions in detecting conflicts of interest that may arise during its normal course of business as well as the actions taken by TRILT to avoid and manage these conflicts of interest, by employing effective procedures, practices and controls in order to achieve this result. The Policy applies to all of the Company’s personnel, its directors, employees, any persons directly or indirectly linked to it (the “related persons”), during the course of business, with regards to all of the Company’s interactions with any of its Clients. The Policy also applies to conflicts of interests that may arise in the interactions of clients between them, in the normal course of business of TRILT.

Detection and Identification of Conflicts

8. TRILT commits to detecting and identifying situations of conflict of interest that may arise through the provision of the Services, which will cause damage to the interests of a Client. The following non-exhaustive list sets out situations which have been identified by TRILT, as situations in which TRILT or a relevant person will have conflicting interests in the course of the provision of the Services or otherwise:
 - (a) Where there is an increased likelihood that TRILT or other relevant person will make a financial gain, or avoid a financial loss, at the expense of the Client;
 - (b) Where, in the course of providing the Service or carrying out a transaction, TRILT or relevant person will acquire an interest in the outcome, which is separate from the Client's interest in that outcome;
 - (c) Where, in the course of providing the Service or carrying out a transaction, TRILT or relevant person will acquire an interest (in the form of a financial or other incentive) which will favor the interest of other client or clients over the interests of the Client;
 - (d) Where, in the course of providing the Service or carrying out a transaction, TRILT

or relevant person receives or will receive an inducement in relation to that service provided to the Client (in the form of monies, goods or services other than the standard commission or fee for that service) from a person other than the Client;

- (e) Where it is identified that TRILT or relevant person carry out on the same business as the client.

Management and Avoidance of Conflicts

9. TRILT has put in place all the necessary internal policies and has assigned the identification and management of conflicts of interests to its Compliance Department. The internal procedures will be updated regularly by the Compliance Department to ensure that the procedures put in place deal with conflicting interests effectively and efficiently.

10. TRILT has put in place several procedures and controls that are used to manage the identified conflicts of interest, which are set out, non-exhaustively, below:

- (a) TRILT shall put in place a scheme whereby the flow of information between relevant persons whose conflicting interests may harm the interests of one or more clients, is controlled and prevented.
- (b) TRILT shall ensure that relevant persons whose functions involve the carrying out of activities on behalf of, or providing services to, clients who may have conflicting interests, are supervised and separated. The scheme of supervision includes functions of relevant persons who represent clients whose different interests that may conflict, including the interests of TRILT;
- (c) TRILT shall ensure that there is no direct link between the remuneration or revenue of different relevant persons, where one is primarily performing in one function and the other is a person primarily performing another function, where there may be a conflict of interest between these functions;
- (d) TRILT shall take such measures that would limit the influence of any person, relevant or otherwise, over the inappropriately interfering with the way in which a relevant person carries out the Service;
- (e) TRILT shall put in place a scheme whereby a relevant person will be prevented from being sequentially or simultaneously involved in functions that may inhibit any conflicts of interest that may arise from being properly managed.
- (g) TRILT shall ensure the ongoing monitoring of business activities to ensure that TRILT also undertakes ongoing monitoring of business activities to ensure that internal controls put in place remain appropriate.

The following schemes for the prevention of any Conflicts of Interest will be put in place:

- (a) The prevention and/or management of the distribution of confidential or inside information within TRILT, by the implementation of “Chinese walls”, which would control and limit the flow of confidential and/or inside information within TRILT. The scheme will also ensure the separation of different departments in order to prevent or restrict the flow of such information.
- (b) The prevention and/or management and the safeguard of access to electronic data held by TRILT.
- (c) The separation of functions carried out by the same person that may bring about the conflict of interests within TRILT or otherwise.
- (d) Where relevant persons make their own investments, separate personal account dealing requirements should be in place.
- (e) The logging of all gifts and inducements which will monitor the offer of receipt of any

- benefits.
- (f) Monitoring and prevention of the external business interests of the Company's Officers and employees so as to not conflict with the interests of TRILT, save for the instances where the board issues the relevant approval.
 - (g) A scheme whereby the risk of conflicting interests arising from the exchange of documents is eliminated.
 - (h) The implementation of a "four-eyes" scheme which will be adopted at all stages and for all functions performed by TRILT.
 - (i) An Internal Auditor will be appointed, whose duties will include that monitoring and reporting on all of the above to the Board of Directors of TRILT.
 - (j) An in-house Compliance Department shall be set up, whose duties will include the carrying out of checks, the monitoring and reporting of all of the above to the Board of Directors of TRILT.

MiFID II requirements

The company is taking all appropriate steps to take reasonable steps in order to identify conflicts of interest and put systems and controls in place to prevent as well as manage conflicts of interest that cannot be prevented; and

Where organizational arrangements are not sufficient to prevent conflicts from adversely affecting client interests, a new requirement to make an enhanced disclosure of the conflict and the steps taken to mitigate the risks before undertaking any business on the client's behalf.

Underwriting and Placing

Before accepting a mandate, the company provides the issuer with a specific list of information, including the arrangements that are in place to prevent and manage conflicts, and the job titles and departments of the individuals involved in the provision of providing advice. This is intended to ensure issuer clients can make an informed decision.

Pricing

The company must ensure that the pricing of an offering does not promote the interests of other clients, or the firm's interests, in a way that might give rise to conflicts. In addition, the company prevents or manages a person that is responsible for providing services to the firm's investment clients, and which may be involved in the pricing of the offering.

As a result of these provisions, the company will need to consider carefully how they offer their services and how they interact with other parts of the firm (or group); and also implement much more detailed policies on conflicts and deal allocations.

Key Points

In reviewing your conflicts of interest processes in readiness for MiFID II compliance, the key take-away points are:

- Ensure that existing procedures are sufficiently robust and expand them as necessary.
- Review and, as necessary, expand your register of conflicts (in particular to include all potential risks if you have only listed "material" ones).

- Provide conflicts training to staff to refresh their understanding on identifying conflicts and the correct policies and procedures to follow.
- Ensure procedures are set up so the conflict policy is reviewed at least annually, and preferably coincides with the compliance team's annual report back to the management board.
- Tighten up policies and procedures on disclosing conflicts so that disclosures are only made when strictly necessary, and not used as a default option.
- Ensure disclosure templates are updated with the level of detail required by MiFID II.

Disclosure

11. Where TRILT becomes aware of a conflict of interest it may choose to disclose this conflict to a Client, before the Client performs any further actions for investment. TRILT may also choose not to disclose the conflict to the client, if it believes that disclosure is not the appropriate manner in which to manage the conflict. In this case, TRILT may choose to not proceed with the transaction or any other issue which gives rise to the conflict.

Changes

12. TRILT reserves the right to make, from time to time, alterations, additions or deletions to its Privacy Policy, for any reason. Clients will be notified of such changes through the Company's website, where the most updated version of the Privacy Policy will be posted. It is the Clients' responsibility to stay constantly informed of the Privacy Policy. Where a Client uses the Company's website after such changes to the Privacy Policy, the Client is deemed to have consented to the said changes.

Please do not hesitate contacting us with any questions in relation to disclosure, by e-mail on [**support@trilt.com**](mailto:support@trilt.com).

TRILT LTD