



Conflicts of Interest Policy

1. Introduction

Amana Capital Ltd's ("Amana" or "the Firm") is a Cyprus Investment Firm authorised and regulated by the Cyprus Securities and Exchange Commission ("CySEC") under License No **155/11**.

Under the Provision of the Investment Services and Activities and Regulated Markets Law of 2017 (L. 87(I)/2017) (the "Law"), which has transposed Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments (the "MiFID II Directive") into national law; Amana is required to take all reasonable steps to detect and avoid conflicts of interest.

This policy document sets out Amana's approach to the identification of such conflicts of interest and their prevention or management.

Amana will also maintain a Conflicts of Interest Register regarding the kinds of investment or services carried out on behalf of the Firm in which a conflict of interest entailing a risk of damage to the interest of one or more Clients has arisen or, in the case of an ongoing service or activity, may arise.

This policy and the register will be amended and updated at any time if any material change occurs and will be reviewed on at least an annual basis.

This Policy should be read in conjunction with the Firm's Client Agreement or the agreement for the provision of services to eligible counterparties.

2. Scope

The Policy applies to the Firm as well as all its directors, employees, and any persons directly or indirectly linked to the Firm (hereinafter the 'Related Persons') and refers to all interactions with all Clients. 'Financial Instruments' shall refer to all financial products provided by the Company, unless where specified. 'transaction' shall mean the buying or selling of Financial Instruments.

3. Conflicts of interest

The services that Amana provides to its clients could potentially give rise to conflicts of interest entailing a material risk of damage to the interests of one or more clients or the Firm. This document aims to set out these potential conflicts and the procedures that are in place to be followed and measures to be adopted in order to prevent, or manage, such conflicts.

Conflicts of interest may occur between a Client and Amana, including its managers, employees or any persons directly or indirectly linked to the Firm by control, or between two or more clients in the course of providing any investment or ancillary services, or combinations thereof.

Treating Customers Fairly is central to the core values of Amana. There is an embedded culture that understands what acceptable and unacceptable behaviour is. As such, conflicts of interest and the identification / management / mitigation thereof are central to this philosophy and culture.

4. Identifying situations where a conflict may arise

The circumstances giving rise to conflicts of interest include all cases where there is a conflict between the:

- Interests of Amana or its Related Persons; and the duty that Amana owes to a Client; or
- Differing interests of two or more clients, as Amana owes a separate duty to each of them;

Between Amana and other Group entities;

Between Amana, other Group entities and Third Party Providers.

Conflicts of interests could prejudice a Client in various ways, whether or not Amana suffers any financial loss and independently of whether the actions or the motivations of the employees involved are intentional. For the purposes of identifying the types of conflicts of interest that arise or may arise, Amana must take into account, as a minimum whether the Firm, a relevant person (e.g. a director, employee or an appointed representative or a director, partner or employee of an appointed representative or a person who is directly involved in the provision of services to the Firm or its appointed representative under an outsourcing agreements) or a person directly or indirectly linked by control to the Firm:

- Is likely to make a financial gain, or avoid a financial loss, at the expense of the Client;
- Has an interest in the outcome of the 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; Has a financial or other incentive to favour one Client (or group of clients) over the interests of another;
- Carries on the same or similar business as the Client; and/or
- Receives an inducement from a third party in the execution of the service provided to the Client, in the form of monetary or non-monetary benefits or services.

Conflicts

Amana has identified the following circumstances in which general types of potential conflicts of interest may arise:

- The Firm or an associate undertakes designated investment business for other clients including its associates (and the clients of its associates);
- A director or employee of the Firm, or of an associate, is a director or partner of, holds or deals in securities of, or is otherwise interested in any company whose securities are held or dealt in on behalf of a Client;
- A director or employee of the Firm, or of an associate, is involved in the management of any company whose securities are held or dealt in on behalf of a Client;
- A transaction is effected in units or shares of a fund or company of which the Firm or an associate is the manager, operator or adviser;

- A transaction is effected in securities in respect of which the Firm or an associate, or a partner, director or employee of the Firm or an associate, is contemporaneously trading or has traded on its/their own account or has either a long or short position;
- The Firm or a Related Person has a financial or other incentive to favour the interest of another Client or group of Clients over the interests of the Client.
- The Firm or a Related Person carries on the same business as the Client.
- The Firm may match a Client's orders with that of another Client by acting on such other Client's behalf as well as on the Client's behalf.
- the Firm may provide other services to associates or other Clients of the Firm who may have interests in financial instruments or underlying assets, which are in conflict or in competition with the Client's interests.
- The Firm may have an interest in maximizing trading volumes in order to increase its commission revenue, which is inconsistent with the Client's personal objective of minimizing transaction costs; the Firm may make a financial gain, or avoid a financial loss, at the expense of the Client.
- Recommending a higher fee product over a lower fee product to improve the Firm revenues;
- Paying excessive commissions or fees for brokerage or custodial activity which may subsequently result in the detriment of the Client;
- Use of an affiliated party for brokerage or custodianship at less favourable rates than available elsewhere;
- The opportunity for an affiliated party to negotiate the terms of a joint transaction to their benefit;
- Not properly designed fees structure for clients and compensation structure for managers;
- Related persons accepting gifts from any person with any material interest which is likely to conflict with any duty which is owed to Clients in connection with treating customers fairly.
- The Firm may transmit Clients' orders with respect to certain securities and instruments, for execution to third-party execution brokers in order to arrange for the purchase or sale of the said products. Clients' orders may, at the discretion of the execution broker, be aggregated with the execution brokers' own orders, orders of any of its associates and/or their clients. Furthermore, the execution broker may split a Client order as well as aggregate orders before the execution where it may work to the disadvantage of any particular clients or orders;

5. Prevention and management

Amana has identified specific potential conflicts of interests which may arise in relation to its activities. The general nature and/or source of these conflicts will be disclosed to Clients before undertaking business in sufficient details to enable the Client to make an informed decision about the service in the context in which the conflict has arisen. For each potential situation, Amana has analysed whether or not the risk is actual or potential for one or more of its clients.

It is not always possible to prevent actual conflicts of interest from arising. In that case Amana will try to manage the conflicts of interests by segregating duties or establishing Chinese Walls. In certain circumstances, Amana may have to decline to take on a new Client.

If Amana considers developing new products or services or making other changes to its business model or operations, Senior Management will consider whether any additional potential conflicts of interest arise.

Senior management/Compliance will update the Conflicts of Interest Policy and Register of Potential Conflicts of Interest as necessary on an ongoing basis and formally consider the continued adequacy of the arrangements annually.

Senior managers will receive written reports on the Firm's conflicts of interest records on an annual basis.

It is noted that the Firm keeps a Market Abuse Policy as part of its Internal Procedures Manual for the prevention of insider trading, market manipulation and misuse of inside information.

a. Measures

The above said, the Firm takes the following measures for preventing and managing Conflicts of Interests:

- Where the Firm receives and transmits the order for a Client, it does not give any preferential treatment to that Client to the detriment of other Clients and does not disclose the details of one Client order to other Clients;
- Where the Firm executes orders on behalf of clients and acts as the Client's counterparty, it manages its market risk exposure by hedging Client orders on either a one-to-one or aggregated basis (full or partial hedging);
- Generally, Related Persons may not accept gifts from any person with any material interest which is likely to conflict with any duty which is owed to Clients in connection with treating customers fairly.
- The Firm undertakes ongoing monitoring of business activities to ensure that internal controls are appropriate.
- The Firm undertakes effective procedures to prevent or control the exchange of information between Related 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.
- The separate supervision of Related Persons whose principal functions involve providing services to Clients whose interests may conflict, or who otherwise represent different interests that may conflict, including those of the Firm.
- Measures to prevent or control the simultaneous or sequential involvement of a Related Person in separate investment services where such involvement may impair the proper management of conflicts of interest.
- For any deviation from the policies of the Firm, the consent of the Board shall be required.

b. Inducements

The Firm shall not act honestly, fairly and professionally in accordance with the best interest of a Client if, in relation to the provision of an investment or ancillary service to the Client, it pays or is paid any fee or commission, or provides or is provided with any non-monetary benefit, other than the following:

- (i) a fee, commission or non-monetary benefit paid or provided to or by the Client or other person on behalf of the Client
- (ii) a fee, commission or non-monetary benefit paid or provided to or by a third party or a person acting on behalf of a third party, where the following conditions are satisfied:
 - the existence, nature and amount of the fee, commission or benefit, or, where the amount cannot be ascertained, the method of calculating that amount, must be clearly disclosed to the Client, in a manner that is comprehensive, accurate and understandable, prior to the provision of the relevant investment or ancillary service.
 - the payment of the fee or commission, or the provision of the non-monetary benefit must be designed to enhance the quality of the relevant service to the Client and not impair compliance with the Firm's duty to act in the best interests of the Client.
- (iii) proper fees which enable or are necessary for the provision of investment services, such as custody costs, settlement and exchange fees, regulatory levies or legal fees, and which, by their nature, cannot give rise to conflicts with the Firm's duties to act honestly, fairly and professionally in accordance with the best interests of its Clients.

c. Personal account dealing

Employees may only undertake personal investment activities that do not breach applicable law or regulation, do not unduly distract from their employment responsibilities and do not create an unacceptable risk to the Firm's reputation. Transactions should also be free from business and ethical conflicts of interest. Employees must never misuse proprietary or Client confidential information in their personal dealings and must ensure that clients are never disadvantaged as a result of their dealings.

Amana's Personal Account Dealing measures have been established to ensure that personal account dealing by members of staff comply with the above measures.

d. Outside employment and business interests

No employee may engage in any other employment, outside directorships or provide services to any other person unless specifically approved in writing in advance by senior management. It is strictly forbidden for an employee to participate in any outside business interests which may interfere with the employee's work, or which may give rise to conflicts with the firm or its clients.

e. Aggregation of orders

Where Amana aggregates the orders of clients, it must ensure that this does not work to the overall

disadvantage of any clients whose order is to be aggregated. Amana has established an [Order Execution Policy](#) which sets out the details of the Company's policy.

f. Disclosure

In certain cases, where arrangements in place are not sufficient to ensure with reasonable confidence that these are sufficient to avoid or manage a conflict of interest, and always as a measure of last resort, Amana will disclose the general nature and/or source of potential or actual conflicts to its Client in writing before undertaking business on its behalf.

The disclosure will be made in a durable medium and it will include sufficient details to enable the Client to make an informed decision with respect to the service in the context of which the conflict of interest arises when providing investment services and/or ancillary services. The description will explain the general nature and sources of conflicts of interest, as well as the risk to the Client that arise as a result of the conflict and the steps taken to mitigate that risk.

Amana is aware that over-reliance on disclosure is not permitted under MiFID II regulations and the Firm will apply it as a measure of last resort. If it is not possible to avoid or manage a conflict of interest, Amana may have no choice but to decline to provide the service requested.

g. Segregation of Duties

There is effective segregation of the duties that may give rise to conflicts of interest if carried out by the same individual.

h. Information barriers

Amana maintains appropriate policies in its Information Security and Data Protection Policy detailing Information Barriers often known as Chinese Walls so as to limit or withhold the use of information that is price-sensitive, confidential and could give rise to market abuse, restrictions on dealing, conflicts of interest which may harm the interests of one or more clients or any other improper or unethical activities.

i. Access to electronic data

Amana has security measures in place, which governs the access to electronic data so that the persons engaged in each department do not have a direct physical access to records and information concerning the subject matter of another department and which are not considered necessary for the execution of specific work. Specifically, separate permissions and access rights are provided for the various departments.

j. Remuneration and Oversight

The management oversight and determination of appropriate remuneration of members of staff is conducted by Amana's Senior Management. Remuneration for non-investment management staff is based on the overall results of the Firm and is not based on the success of any transaction. Remuneration for sales staff is partly based on business production. Senior management, risk takers, staff engaged in control functions and any employee receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers will qualify as the Remuneration Code Staff, Amana will ensure that MiFID II regulations are followed, and potential conflicts of interest have been considered.

Staff are subject to appropriate management and supervision to ensure that Amana is able to demonstrate that it has appropriate and effective arrangements in place to ensure that conflicts of interest are properly managed.

6. Client's consent

By entering into a Client Agreement with the Firm for the provision of Investment Services, the Client is consenting to an application of this Policy on him. Further, the Client consents to, and authorises the Firm to, deal with the Client in any manner which the Company considers appropriate, notwithstanding any conflict of interest or the existence of any interest in a Transaction, without prior reference to the Client.

In the event that the Company is unable to deal with a conflict-of-interest situation it shall revert to the Client.

7. Record keeping

Amana will keep and regularly update a written record of the kinds of investment or ancillary services or activities 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. These records, that will take the form of a register, will be retained for a minimum of five years from the date of creation and are maintained on an ongoing basis by the Compliance Officer.

8. Reporting

Conflicts of Interest situations or potential conflicts situations should be reported to the Compliance Officer immediately. Our staff are trained to be aware of the risk of conflicts and to report where actual or potential conflicts are identified.

9. Contact information

Should you have any questions about conflicts of interest please direct your questions to our Compliance Department: compliancecy@amanacapital.com