

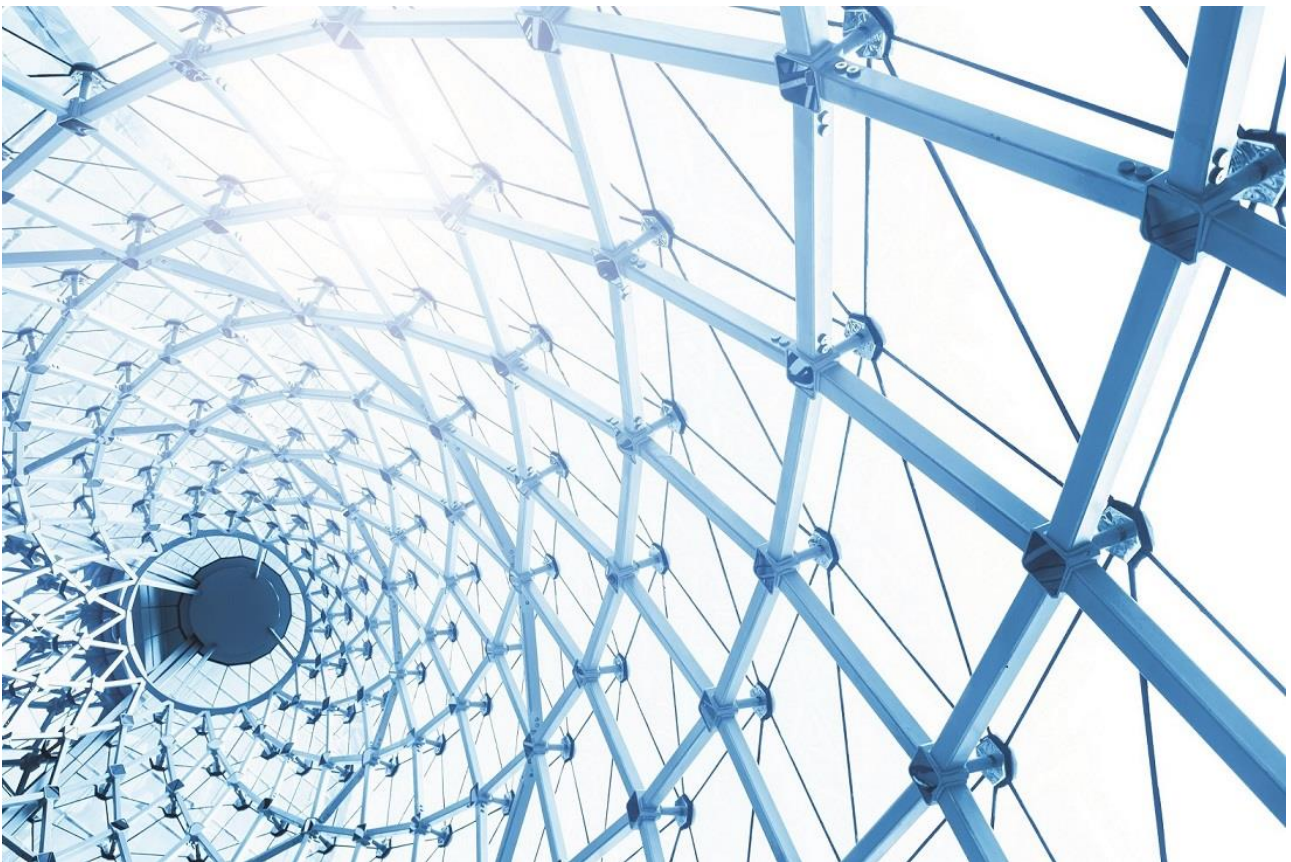


Conflict of Interest Policy

BOS Wealth Management Europe

Approved by BOSWME Executive & Risk Committee

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1. Introduction

BOS Wealth Management Europe S.A. ("BOSWME" or the "Company") as a financial services provider faces actual, perceived and/or potential conflicts of interest on a regular basis and therefore it has developed best practices to address the requirements established by the applicable regulation. Please refer to Appendix 1 for details.

This Policy applies to those situations that could generate a conflict of interest when providing an investment service or an ancillary service as well as any other situation indicated in BOS Group Conflict of Interest Policy that would be applicable to BOSWME.

In case of any discrepancy between the requirements in this Policy and the BOS Group Conflicts of Interest Policy, the strictest requirement would apply unless it contravenes a specific local regulatory requirement.

2. Purpose of the Policy

This Policy outlines the measures that BOSWME will take with respect to those situations in which an actual, potential, or perceived conflict of interest may arise, with the aim of:

- (i) Detecting situations which constitute or may give rise to a Conflict of Interest which creates a material risk of damage to the interest of the Clients, considering, inter alia, the relationships with other entities in the Group.
- (ii) Implementing and maintaining appropriate procedures and systems to prevent or manage those conflicts, considering the nature, scale, and complexity of BOSWME's business. Ensuring disclosures are made to clients in accordance with regulatory requirements.
- (iii) Maintaining records to monitor actual and potential Conflicts of Interest, and how they are managed.

The Policy should be reviewed at least on a yearly basis or when material change occurs.

3. Scope of application

This Conflicts of Interest Policy (the "Policy") applies to BOSWME Luxembourg and its UK branch ("BOSWME UK").

This Policy must be observed by all permanent and temporary staff members (e.g., contractors), including Board Members and Authorised Managers (collectively the "Employees"). Trainees, volunteers, and self-employed workers are also covered by this Policy.

4. Definition, identification, and obligation

4.1. Definition

A conflict of interest is a situation or arrangement where the Company or its branch, and/or any of its employees is subject to multiple influences, the competition of which might adversely affect decision-making or outcomes in the course of conducting business.

Such conflicts may arise between different functions and/or units of BOSWME but also between different functions, units and/or entities of the group it belongs to and BOSWME, as well as between a Client and another Client.

In line with Group standards, a conflict of interest refers to any of the following:

- (a) an **actual** conflict of interest (a conflict of interest that has arisen).
- (b) a **potential** conflict of interest (a conflict of interest that may arise given particular facts and circumstances).
- (c) a **perceived** conflict of interest (a situation which may give rise to the perception of a conflict of interest, even when a conflict of interest may not in fact exist).

Conflicts of interest arise in a variety of relationships, which are often closely related and may overlap:

- BOSWME or one of its representatives(s) or partner(s), its employees, its shareholders, and prospects/clients ("client").
- a client (or a group of clients) and another client (or group of clients).
- a client (or a group of clients) and an employee (or a group of employees).
- BOSWME (or any of its branch) and an employee (or a group of employees).
- BOSWME (or any of its branch) and the Group and / or parent company.
- BOSWME and its branch.

4.2. Identification

BOSWME and its Employees consider at least the following situations or relationships where conflicts of interest may arise:

- economic interests (e.g., shares, other ownership rights and memberships, financial holdings and other economic interests in commercial customers, intellectual property rights, loans granted by the institution to a company owned by staff, membership in a body or ownership of a body or entity with conflicting interests).
- personal or professional relationships with the owners of qualifying holdings in the Company.
- personal or professional relationships with staff and the Company or Group entities included within the scope of prudential consolidation (e.g., family relationships).

- other employment and previous employment within the recent past (e.g., five years).
- personal or professional relationships with relevant external stakeholders (e.g., being associated with material suppliers, consultancies, or other service providers).
- membership in a body or ownership of a body or entity with conflicting interest; and
- political influence or political relationships.

Conflicts of interest may arise even if the situation is isolated or persistent over the time and may also involve sustainability risks.

4.3. Situation of conflict of interest

4.3.1. Conflict of interest for the Company

Conflict of interest may arise in the following situations when the Company, or relevant persons amongst its Group:

- Can make a financial gain or avoid a financial loss to the detriment of the Client, including through increasing the sustainability risks leading to greenwashing.
- Is likely to make a financial gain or avoid a financial loss through under-estimating the level of sustainability risks of certain financial instruments at the expense of other financial instruments.
- Have an interest in the outcome of a service provided to the client, distinct from that of another Client.
- Have an incentive to favour the interests of Clients other than that to which the service is provided.
- Have a financial or other incentive to favour the sale of a particular product or service to a client which is not in the best interest of the client, including to favour a financial instrument without sustainability risks or characteristics or with sustainability risks or characteristics in a misleading manner at the expense of one of other financial instruments;
- Have an incentive to under-estimate the level of sustainability risks or promote financial instruments with sustainability risks or characteristics in a misleading manner at the expense of other financial instruments (e.g., through greenwashing, mis-selling, or misrepresentation of investment strategies).
- carries out the same activity as the Client.

Potential conflicts of interest when receiving orders:

- that BOSWME may transfer orders to purchase or sell financial instruments for other clients or itself of the same kind as for the Client and at the same time, and that BOSWME is authorised to deal with affiliated or related companies in purchasing or selling financial instruments for the account of the Client.
- that financial instruments may be purchased or sold for the Client's account, which are issued by companies which have business relationship with BOSWME and its affiliated companies, or in which employees of BOSWME, or its affiliated companies, may serve as Directors.

- that BOSWME may transfer orders to purchase or sell for the Client's account shares or units of investment funds which are managed by BOSWME or its affiliated companies.
- that BOSWME may transmit orders to purchase or sell financial instruments from and to any account maintained by another client of BOSWME or a company related to BOSWME.
- when the Company, or relevant persons amongst its group, receives or may receive from a person other than the customer, in connection with the service to these borrowed, an incentive in the form of money, goods or services, other than committees or received for that service.
- when the Company or relevant persons amongst its group incentivises its staff to offer more of one product than another for the purposes of a sales campaign or meeting sales targets.

4.3.2 Conflict of interest for the employees

In line with the applicable regulation, BOSWME has identified that Conflicts of Interest may arise predominately but not **limited** to following situations:

- personal account dealing.
- provision of professional advice by a relevant person that may be in favour of his own interest.
- inducements / gifts / entertainment;
- remuneration incentives such as performance related fees and carried interests;
- potential misuse of confidential information;
- outside business activities of relevant persons;
- obtainment of information which is not public;
- personal relationships of employees, managers (including Authorised Managers) or related persons;
- granting of benefits and paying of remuneration by current or potential delegates;
- services offered by contractual partners;
- private transactions in securities of employees or Authorised Management;

4.4. Obligations

Employees are expected to recognise and avoid or manage conflicts of interest.

This means that they need to identify and deal with any conflicts of interest which may arise either between a Client and BOSWME or between two or more Clients.

There is a duty to ensure that the interests of BOSWME are not unfairly placed above those of its Clients where a properly informed Client would reasonably expect that BOSWME would place the Client's interests above its own.

Also, staff must not put themselves in a position in which their personal interests, financial or otherwise, might influence or give the appearance of influencing any action they take, judgement they make or advice they give on behalf of BOSWME:

- There may be conflicts between the interests of a Client and BOSWME, including its Board, Authorised Managers, Employees or any person directly or indirectly linked to the BOSWME itself by control, for example where a salesperson is dealing for a Client in a security in which BOSWME Affiliate has a proprietary position.
- Conflicts may arise between two Clients, or between different types of Clients, for example between a corporate Client seeking to place securities and an investor seeking advice as to whether to purchase them.
- There is the temptation to use (and difficulty in ignoring) information about, or obtained from, one Client which is of relevance to transactions for another Client (for example information which Investment Banking may have about a bid which is clearly of relevance to Clients trading in securities of the bidder or target).

5. Preventing Conflict of Interest

Conflicts of interest can be prevented and managed in several ways, including:

- Segregation of functions and committees:

BOSWME and the Group have structurally segregated the business units from other units. Each unit works in strict autonomy from the other. The Group has set in place an internal control environment incorporating the three line of defence model. The operating model consists in an independent functioning of each three-line considering the risk, the control, and the adequate reporting responsibilities. BOSWME and the Group have put in place several committees with appropriate term of reference where each committee member or participant to a committee must proactively identify and report any conflict of interest to other committee members and to the Compliance Function.
- Rules of conduct (including policies (approved by the Board of Directors) and procedures covering key business areas and processes):

BOSWME and the Group have established information barriers (i.e., "Chinese walls" or "Chinese boxes") to restrict transmission of information, either as part of the normal organisation structure or for a specific situation. BOSWME policy is to apply the principle that restricted information can only be disclosed to any employees on a strict "need-to-know" basis, where such conflict cannot be avoided, takes appropriate measures to recognise and manage situations where a conflict might arise and makes sure that its clients are treated fairly.
- BOSWME has adopted the independency principle under which each Function and its staff should act independently insofar as the interests of their respective Clients are concerned. When assessing the appropriateness of any advice given to, or transaction undertaken on behalf of a Client, only the Client's interests are to be considered, and any interest or potential interest of BOSWME, or of any other Client, should be disregarded;
- Appropriate governance (including organisational arrangements detailing clear roles and responsibilities), transparency and oversight of compensation of the Group or its employees to avoid incentivising behaviours that conflict with the duty to act in the best interest of the clients. The Company has implemented a BOSWME Remuneration Policy in this purpose.
- BOSWME (and the Group) have ensured segregation of functions: the separate supervision of persons whose principal functions involve carrying out activities on behalf of customers whose interests may conflict, or where these clients represent different interests that may conflict with the interests of BOSWME. BOSWME ensures confidential whistleblowing

arrangements for anyone concerned that conflicts of interest have arisen that are not being properly addressed.

- Remuneration, deployment, and management of employees in a way that minimises conflicts,
- Supervision and monitoring of policies and procedures to ensure that employees are complying with the BOSWME and Group policies. Prevention of conflicts of interests is notably embedded within (but not limited to) the Group Anti- bribery and corruption Policy, the BOSWME Gift and Entertainment Policy, the BOSWME Remuneration Policy
- Controlling the type of tasks employees are allowed to perform where types of duties could conflict with each other.
- Setting up electronic and/or physical barriers including system access restrictions to prevent the flow of information between conflicting business activities.
- Controls to restrict and monitor personal investment and external business activities of BOSWME employees to prevent conflict of interest arising against the interest of Clients.
- Providing general or specific disclosures of the conflict of interest.

6. Assessment and mitigation of potential conflict of interest and record keeping

BOSWME seeks to ensure that a conflict of interest does not adversely affect the interests of the Company, BOS and OCBC Group, its clients, employees through the identification, prevention, or management of the conflict of interest. In principle, conflict of interest is not permitted unless BOSWME is able to demonstrate on mitigating factors and appropriate management of the conflict of interest. Business units/ BOSWME can proceed with service, activity, transaction, or matter where appropriate measures to manage the conflict of interest and mitigate any potential risks as per the process articulated in this procedure.

Where applicable and in case of significant reputational risk and disclosed under Part 5 of the BOS Group Conflict of Interest Policy, approval of BOS AML/CFT and Reputational Risk Committee (the "ARRC") must be requested¹. BOSWME Compliance would then be responsible for ensuring that case is escalated to BOS Regulatory Compliance (RC) and shall work with BOS RC to obtain approval from BOS ARRC, and where applicable OCBC ARRC.

A self-declaration form (Appendix 2 herein) is completed (i) on a yearly basis (the "COI Yearly Exercise"), (ii) during onboarding or (iii) if a new actual, potential, or perceived conflict of interest is identified, by all Staff, except for independent members of the Board of Directors. The self-declaration form already completed under pts. (ii) or (iii) during the same quarter as the COI Yearly Exercise are excluded from the exercise.

¹ In accordance with BOS ARRC's Terms of Reference, a significant reputational risk is assessed by business unit (as validated by BOSWME Compliance) that give rise to "high" risk under the OCBC's Risk Assessment Criteria Matrix (RACM) after considering impact and likelihood. The said business unit shall consult with BOSWME Compliance to determine whether escalation to BOS ARRC is required.

Any actual, potential, or perceived conflict of interest for the independent members of the Board of Directors should be assessed using the CSSF Fit and Proper yearly declarations which they have to be provided to BOSWME.

Where a conflict of interest arises, the below process is to be followed:

1. The Business Head should assess the materiality and provide the assessment to the Compliance Function for review on potential mitigating measures (please refer to Appendix 4).
2. The CCO (who can delegate to Senior Compliance Officer) will review the Business Unit assessment, and will formalise the assessment including the related risks and mitigating factors acceptance (if any) whether and how this conflict of interest has been satisfactorily mitigated or remediated and will confirm/ document the decision taken (via the internal form) If the conflict of interest is not effectively managed through the proposed measures, then the CCO will recommend to the Business Head what measures must be taken.
3. Any conflict of interest is to be validated by the Authorised Management of BOSWME (via email).

Regarding conflict of interest that may result from past relationships, the decision should set an appropriate timeframe for which it is decided that employee has to report such conflict of interest, on the basis that these may still have an impact on the employee's behaviour and participation in decision-making.

The assessment should be made in conjunction with the Group Conflict of Interest Policy where applicable and escalation to ARRC – where applicable and permitted by the local regulation – is to be made before finalising the assessment and resolving on potential mitigation.

In determining what steps are reasonable to take to mitigate the risk of conflicts of interest occurring and/or eliminate any actual conflicts of interest, the Board considers how such conflict of interest may adversely affect the interests of BOSWME and/or its clients.

Factors (non-exhaustive list) to be considered for identifying a conflict of interest:

Considering the above criteria, BOSWME has identified the following main scenarios of potential conflicts of interest:

▪ **Financial/Personal Interest**

Where a Board member/Employee has a financial/personal interest in an enterprise in which the Company invests and could be perceived to be in a position to influence relevant investment decisions,

Where the Employee has personal or professional relationships with staff of the institution or entities included within the scope of prudential consolidation (e.g., family relationships),

Where the Employee has personal or professional relationships with the owners of qualifying holdings in the institutions.

Where there may have any other economic interests (e.g., shares, other ownership rights and memberships, financial holdings and other economic interests in commercial customers, intellectual property rights, membership in a body or ownership or a body or entity with conflicting interests),

Where the Employee may have political influence or political relationship or other employment and previous employment within the recent past (e.g., 5 years).

▪ **Holding Multiple positions**

Where a Board member/Employee holds multiple positions in companies or other collective investment schemes, in which the Company invests while simultaneously being a board member.

- **Inducements**

Where the Company receives an inducement in relation to portfolio management activities provided to a client, or they receive the commissions from another Company or introducing broker, for purchasing a particular security in which the Company invests.

- **Type of clients**

Where the Company, or the Investment Managers/Advisors, carry on the same activities for the Company and for other individuals, which are not clients of the Company.

- **Services**

Where the Board has an interest in the outcome of a service provided to the Company, which is distinct from the Company's interest in that outcome.

- **Client interests**

Where the Company is likely to make a financial gain, or avoid a financial loss, at the expenses of the client.

- **Periodicity**

A conflict of interest may arise even if the situation is isolated or persistent over the time.

Mitigating factors (non-exhaustive list) a risk of conflict of interest:

- **Financial / Personal interest**

Measures should prevent any person from exercising inappropriate influence over the way in which a person carries out portfolio management activities.

- **Holding Multiple Positions**

Measures should prevent the simultaneous or sequential involvement of one person in separate portfolio management activities where such involvement can lead to a conflict of interest.

- **Inducements**

If the remuneration of a person performing different activities for the client are linked to factors which may give rise to a conflict of interest, these links should be removed.

- **Type of clients**

Procedure and measures should avoid exchange of information between Relevant Persons engaged in portfolio management and other external clients, if this exchange could harm the client BOSWME's interests.

- **Services**

Relevant Persons providing services to clients whose interest may conflict should be separately supervised.

- **Client interests**

Procedures should verify if the decision taken could produce a potential advantage for the clients or not.

As a measure of last resort, where the effective organisational and administrative measures put in place to avoid or manage its conflicts of interest are insufficient to prevent the risks of damage to the interests of the client, BOSWME will need to proceed with adequate disclosure to clients: the disclosure must include a statement that the firm's organisational and administrative measures are sufficient to prevent risk of damage to client interests.

As far as MiFID Services are concerned, BOSWME will ensure that the communication to Clients includes all information request under Article 34 of the Delegated Regulation 2017/565. The disclosure must consider the nature of the client receiving it and be in a durable medium. As well, it must include a specific description of the conflict as well as the risks it engenders for the specific client/service category to enable the client to take an informed decision whether or not to proceed.

Any conflict related to product should be included in the product and services register (refer to Appendix 3 hereof).

If it is considered that appropriate measures cannot be put in place to manage the conflict, the Company would either decline to act for a Client if its interests (or another Client's interest) may be harmed by the potential conflict of interest or obtain the consent of such Client. Managing Conflicts of Interest in this way must only be used as a measure of last resort.

In line with Group standards, some conflict of interests may be considered as prohibited; the below list is giving examples and should not be considered as an exhaustive list:

- **churning** (excessive buying and selling of securities in a client's account, principally to generate higher commissions or revenues to the detriment of the client).
- **disclosure of research recommendations** in any un-issued research reports to any staff in BOSWME / BOS Group or OCBC or external parties, unless in the exceptional circumstances where prior approval from the Management Committee member is obtained. For example, research analysts advising sales, trading, or certain clients on the timing and content of an impending research report prior to publication.
- **frontrunning** and **parallel trading**, i.e., entering into transactions (whether proprietary or personal) head of or in tandem with known client orders, prior to issuance of research reports containing recommendations or prior to known upcoming executions of BOS investment strategies or BOS proprietary transactions.
- **impaired research independence.**

Inducements accepted or offered, promised, or provided in order to gain any commercial, contractual, regulatory, or personal advantage.

Appendix 4 of the BOS Group Conflict of Interest Policy can be consulted for additional prohibited conflict of interest situations.

7. Roles and Responsibilities

Each Board Member, Authorised Managers and employee is responsible for compliance with the relevant provisions of this Policy.

Board Members, Authorised Managers and employees must always be vigilant in relation to Conflicts of Interest and potential Conflicts of Interest.

When a potential conflict of interest is identified, it must be escalated immediately by email to the Employee's Line Manager and the local Head of Compliance on their own initiative. Anyone, within BOSWME, who identifies a potential or actual Conflicts of Interest is required to disclose it to the Compliance Function and/or CCO, including those which may have inadvertently occurred due to either business or personal relationships with Clients, suppliers, business associates or competitors of BOSWME or remained unreported or unidentified.

In case a Board Member, Authorised Managers or employee detects a new circumstance that aggravates a pre-existing Conflict of Interest, or that generates a new one, without delay, must inform the Compliance Officer and/or CCO.

7.1. Board of Directors of BOSWME ("BoD")

This Policy is approved by the Board of Directors of BOSWME and may be amended from time to time. The Board of BOSWME oversees, and is ultimately responsible for, the implementation of this Policy.

The Board reviews the management of Conflicts of Interest, including the Conflicts of Interest Register, at least on an annual basis.

The Board of BOSWME ensures that the services and products offered its clients adhere to this Policy.

Board members are required to promptly inform the Authorised Management and/ or the Chairman of the Board, respectively, on their own initiative when facing a conflict of interest. They shall abstain from participating in decision-making where they may have a conflict of interest or where they are prevented from deciding with full objectivity and independence.

Board members make disclosures in relation to conflicts of interest at each Board meeting.

7.2. Authorised Management

The Authorised Management shall ensure that this Policy and associated procedures are implemented and applied in the day-to-day operations. The Authorised Management is responsible for the implementation of this Policy, including:

- Ensuring that BOSWME:
 - identifies actual or potential Conflicts of Interest; All actual and potential conflict of interests at the Authorised management Body, individually and collectively, are adequately documented, communicated to the Authorised Management, discussed, decided and managed accordingly by the Authorised Management.
 - implements and maintains appropriate procedures and systems to prevent or manage those conflicts.

- maintains records to monitor actual and potential Conflicts of Interest and how they are managed.
- discloses Conflicts of Interest to the Clients, where relevant.
- maintains records of actual and potential Conflicts of Interest and how they are managed.
- Maintaining and reviewing this Policy and submitting it to the Board for approval.
- Reviewing the Conflicts of Interest Register at least on an annual basis, in case any significant new Conflicts of Interest arise as well as to follow up on previously identified Conflicts of Interest.
- Approving any conflict of interest that would be confirmed by Business Units and Compliance.

Member of Authorised Management are required to promptly inform the Authorised Management and or the Board of Directors, respectively, on their own initiative when facing a conflict of interest. They shall abstain from participating in decision-making where they may have a conflict of interest or where they are prevented from deciding with full objectivity and independence.

They are required to make disclosures in relation to Conflicts of Interest at each Authorised Management meeting.

7.3. Compliance Function

The Compliance Function is responsible for providing advice and guidance on the interpretation of the Conflict of Interest Policy and to provide support in setting controls and mitigation measures, including those recorded in the Register.

The Compliance Function is required to have a general oversight of and to determine, when required, the best course of action to prevent (when possible) and manage conflict of interest, including further escalation to the Authorised Management where necessary and/or when a conflict of interest is confirmed.

BOSWME Compliance is responsible for determining whether a particular Conflict of Interest is of significant reputational risk and therefore should be escalated to BOS ARRC.

The Compliance Function should analyse how the remuneration policy affects the institution's compliance with legislation, regulations, internal policies, and risk culture and should report all identified compliance risks and issues of non-compliance to the Authorised Management, both in its management and supervisory functions. The findings of the Compliance Function should be considered by the Authorised Management and ultimately by the Board (as reported by the Human Resources).

On an annual basis, the Compliance Officer provides a written report to the Authorised Management, covering conflict of interest situations.

Compliance defines the annual mandatory training as part of MiFID requirements. The training may be given internally or via external vendors as decided by the Compliance Function and will be organised as per BOSWME Training Procedures.

BOSWME UK Compliance

The requirements and responsibilities indicated in Part 7.3 are applicable to the UK Compliance.

The local Head of Compliance (for the UK branch) must escalate to the BOSWME CCO any new identified conflict of interest with the associated assessment and mitigating actions (if required). At least annually, the local Head of Compliance communicates to the CCO all identified conflicts of interest.

The Local Head of Compliance should ensure that training provided to the UK employees is aligned with local requirements. Should the training provided by BOSWME and/or BOS, the local Head of Compliance will ensure to provide with complementary training (internal or external).

7.4. Business Head

The Business Head of any function is responsible for assessing potential conflict of interest related to any product and services provided to the client as well as to employees of which he/she would have been made aware by either the internal stakeholders, the Compliance Function, the employee of his/her team or the Human Resources Function. The internal form available in Appendix 4 is to be provided where related to local process.

The process disclosed as per the BOS Group Conflict of Interest Policy remains to be completed in addition to local requirements where applicable.

7.5. Human Resources

The BOSWME Human Resources are responsible for ensuring that the self-declaration form is completed (i) on a yearly basis, (ii) during onboarding or (iii) if a new actual, potential, or perceived conflict of interest is identified, by all employees and members of the Board of Directors. Upon receipt of the self-declarations from the employees, Human resources are responsible for ensuring that Team Heads are informed about potential new conflicts of interest for assessment by completing the assessment (Appendix 4).

Once the process is completed (Appendix 2 and Appendix 4 herein as appropriate), BOSWME Human Resources are responsible to share the information and document with Compliance Function for assessment and update of the local register. Self-declarations will be kept by the BOSWME Human Resources.

The process disclosed in BOS Group Conflict of Interest Policy remains to be completed in addition to local requirement where applicable.

7.6. Internal Audit

This Policy is subject to the review of the Internal audit.

7.7. BOSWME Employees

All BOSWME employees are responsible for:

- (a) complying with applicable local laws and regulations, as well as with Group standards guidelines related to conflict of interest. The most conservative approach is to be followed.
- (b) complying with this Policy and other applicable policies and procedures relating to conflicts of interest.
- (c) acting with integrity, exercising good judgement and discretion, and adopting the highest ethical standards.
- (d) avoiding, wherever possible, situations which may give rise to conflicts of interest due to financial or other personal interest, familial or personal relationships, involvement in activities whether at BOSWME or externally, or different roles and responsibilities at BOS Group; and
- (e) immediately notifying their line manager and/or other appropriate parties within BOSWME in accordance with relevant policies or procedures of the existence and nature of a conflict of interest, and where necessary, abstaining or recusing themselves from working on the relevant transaction, service, activity, or matter, or participating in the decision-making process.

8. Register of conflicts of interest

The Compliance Function maintains and updates on a regular basis a Conflicts of Interest Register (the "COI Register") which records specific business activities and relationships which may give rise to conflicts of interest. The Conflicts of Interest register (the "COI Register") included in Appendix 1 documents any identified potential and actual Conflicts of Interest, the persons concerned, the measures taken to prevent or mitigate the conflict, information on its disclosure, if any, and the estimated level of risk of damage to the interests of one or more Client.

The COI Register is maintained by the Compliance Function. This Register shall be updated regularly and at least on an annual basis.

Access to the COI Register may be restricted.

In any case, all of the members of Authorised Management, the Compliance Function and the Internal Audit must have access to the register.

The Authorised Management must receive on a regular basis, and at least annually, from the CCO written reports on identified Conflicts of Interest. The written report takes the form of the COI Register and the summary on Conflicts of Interest in the annual compliance report.

The COI Register is submitted annually for review and approval to:

- The Board
- The Authorised Management

Where a potential conflict is identified through the conflict register process, BOSWME Compliance will be involved in investigating the potential conflict and advising on the appropriate course of action (business unit assessment and compliance assessment to be formalised as per Appendix 4 herein).

If there is a real risk of a conflict arising, then either specific conflict management arrangements (e.g. Chinese walls or boxes) will be put in place or the matter will be escalated to the management or Board of directors (in case the conflict relates to the members of the management) or to the shareholders (if Board of directors is concerned) to determine the appropriate course of action (e.g., declining to act on a particular matter). Group escalation to ARRC as articulated in Part 6 herein remains in any case applicable.

A normal pre-condition for adopting conflict management measures is that the respective Clients are informed that BOSWME may have conflicting interest (or that BOSWME is not acting exclusively for that Client).

8.1. Board Reporting

The BOSWME CCO provides independent reporting on conflicts of interest management to the Board of Directors at least annually.

9. Conformance

According to the Luxembourg law, the Company's entities shall apply measures at least equivalent to the Luxembourg law. Should any local law or regulation be more stringent than this Policy, the local requirements will prevail.

If the requirements of this Policy cannot be met, due to conflict with local laws or regulations in the UK Branch, the CCO must be notified by the relevant entity after the validation by its local authorised body of the exception to Policy requirements.

The CCO shall review these requests and if confirmed seek an approval for such exceptions from the BOSWME Board of Directors (hereunder the BoD), and from the relevant BOS Group Entities. The exception to the Policy can only be implemented within the Branch after the BoD and the relevant BOS Group Entities give their approval for the exception.

A failure of one of these rules may result for an Employee in a disciplinary action up to and including dismissal. A contractor or a visitor, who is breaching this Policy, is subject to sanctions up to the termination of the service agreement.

The Policy must be reviewed as necessary, but at least once every 12 months, and a record of the review and any changes must be maintained by Compliance Function.

BOSWME is sharing the conflict of interest of policy to its clients on the company's website to enable clients to make an informed decision regarding the service or product offered.

Appendix 1: Applicable Regulation

Luxembourg

- Directive 2014/65/EU of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (the "MiFID II")
- Regulation 2019/2088 of 27 November 2019 on sustainability - related disclosures in the financial services sector
- Regulation (EU) 2020/852 of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088
- Commission Delegated Directive 2017/593 of 7 April 2016 supplementing Directive 2014/65/EU of the European Parliament and of the Council with regard to safeguarding of financial instruments and funds belonging to clients, product governance obligations and the rules applicable to the provision or reception of fees, commissions or any monetary or non-monetary benefits.
- Commission Delegated Regulation 2017/565 of 25 April 2016 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 (the "Delegated Regulation 2017/565")
- Law of 5 April 1993 on the financial sector
- Grand Ducal Regulation of 30 May 2018 transposing the MiFID II Delegated Directive (EU) 2017/593 into Luxembourg law.
- CSSF Circular 20/758 on central administration, internal governance, and risk management
- CSSF Circular 07/307, as amended, on MiFID: Conduct of business rules in the financial sector.

United Kingdom

FCA Handbook - Senior Management Arrangements, Systems and Controls Sourcebook – SYSC

- FCA SYSC 10.1.2G - Provision of service-
- FCA SYSC 10.1.3R - Identifying conflicts.
- FCA SYSC 10.1.5G - Types of conflicts
- FCA SYSC 10.1.7R - Managing conflicts.
- FCA SYSC 10.1.12G Conflicts policy

Appendix 2: Conflicts of Interest — Declaration and Disclosure

Model template to be formalised in a separate document.

Please sign the declaration below and complete the disclosure list and return a copy of this letter and the list by Human Resources.

Please note that in case of knowingly false or incomplete declaration, you may be subject to disciplinary action which could result in the termination of your contract of employment.

If you have any concerns or queries regarding this letter, please contact Compliance.

CONFLICT OF INTEREST DECLARATION

I hereby confirm that I have read and understood the Conflicts of Interest Policy.

I, [first and last name], [position] within the [name] function of BOSWME, hereby confirm that I have no relevant interest (as defined in the Conflicts of Interest Policy) other than those listed in the below Disclosure List.

Please list out and describe any relevant interest on this form, sign and return to Human Resources.

DISCLOSURE LIST

Relevant Interest Type <i>(add rows if needed)</i>	Entity name, type, and country of incorporation	Description of relevant interest <i>(e.g., length of mandate, role descriptions, compensation scheme or percentage of ownership)</i>
Directorships		
Trusteeships		
Not for profit roles		
Political affiliations		
Shares held in companies		
Other		

I, the undersigned, hereby declare that the information provided is complete and accurate.

Signature

Date

In case of conflict of interest disclosed by the employee, Human Resources will ask the Business Head to assess the case and complete internal assessment form to be provided to Compliance. These documents will be kept in HR files.



Appendix 3: Registers

Model templates to be formalised in separate documents.

a) Register of Conflicts of Interest

Conflict of Interest Description	Type (Actual / Potential)	Employee	Position / Function	Description of the conflict of interest and estimated level of risk of damage	Date of origin of the conflict	Date of the reporting to the Management	Actions taken (mitigation)	Review / Follow up (Description and date)	Date of Resolution

b) BOSWME – Conflict of interest register – Product and Services

Ref	Description of Conflict of Interest	Description of Mitigating Factors	Disclosure to Clients	Reviewed by	Any additional action required (Y/N)



Appendix 4: Assessment of conflict of Interest – to be completed by the Business Head and reviewed by Compliance Function

Model template to be formalised in a separate document.

For business conflict of interest (transaction, service, activity etc.) please complete parts A1&2, B, C and D.

For employee conflict of interest, please complete parts A3&4, B, C & D.

A. General Information Related to the Transaction, Service, Activity, Matter

1. Details of the transaction, service, activity, or matter	
(a) Date of occurrence	
(b) Description of the transaction, service, activity, or matter	
2. Supporting Documents	
Please furnish/attach any accompanying references relating to the transaction, service, activity, or matter (such as background document).	

3. Details of the employee conflict of interest	
(a) Date of occurrence	
(b) Description of the conflict of interest	
4. Supporting Documents	
Please furnish/attach any accompanying references relating to the conflict of interest and link evidenced (such as background document).	
5. Conflicts of interest test (non-exhaustive) Conflicts of interest test (non-exhaustive) – please refer to Part 6 of the BOSWME Conflict of interest Policy	
Client-related conflicts	
(a) Is BOSWME or a BOSWME employee likely to make an inappropriate financial gain or avoid financial loss at the expense of a client, including through increasing the sustainability risks leading to greenwashing?	<input type="checkbox"/> Yes <input type="checkbox"/> No
(b) Does BOSWME or a BOSWME employee have an interest in the outcome of a service provided to a client or of a transaction carried out on behalf of a client	<input type="checkbox"/> Yes <input type="checkbox"/> No

which is different from the client's interest in that outcome, including from a sustainability risk perspective?	
(c) Does BOSWME or a BOSWME employee have a financial or other incentive to favour the interest of a client or group of clients over the interests of another client?	<input type="checkbox"/> Yes <input type="checkbox"/> No
(d) Does BOSWME or a BOSWME employee have a financial or other incentive to under-estimate the level of sustainability risks or promote financial instruments with sustainability risks or characteristics in a misleading manner at the expense of one of other financial instruments (e.g., through greenwashing, mis-selling, or misrepresentation of investment strategies)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
(e) Does or will BOSWME or a BOSWME employee receive from a person (other than the client) an inducement in relation to a service provided to the client, in the form of monies, goods or services, other than a standard commission or fee for that service?	<input type="checkbox"/> Yes <input type="checkbox"/> No
(f) Does BOSWME or a BOSWME employee have a financial or other incentive to favour the sale of a particular product or service to a client which is not in the best interest of the client, including to favour a financial instruments without sustainability risks or characteristics or with sustainability risks or characteristics in a misleading manner at the expense of one of other financial instruments (e.g., through greenwashing, mis-selling, or misrepresentation of investment strategies)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
(g) Any other factors: please provide details: [describe]	<input type="checkbox"/> Yes <input type="checkbox"/> No
Company-related conflicts	
(a) Does a business unit have interests in the outcome of a transaction, service, activity, or matter that differ from another business unit's interests in a way that is inconsistent with the best interest of BOSWME and BOS?	<input type="checkbox"/> Yes <input type="checkbox"/> No
(b) Does a BOSWME employee's interest in the outcome of a transaction, service, activity, or matter differ from BOSWME 's interest?	<input type="checkbox"/> Yes <input type="checkbox"/> No
(c) Does a BOSWME employee have the opportunity to influence BOS granting business or making decisions in a manner that leads to personal gain or advantage for the employee (or their family members or those with whom they have personal relationships)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
(d) Could a BOSWME employee's financial or other interest, external employment & engagement, or relationship with other persons impair their judgment or objectivity in carrying out their duties and responsibilities to BOSWME?	<input type="checkbox"/> Yes <input type="checkbox"/> No
(e) Any other factors: please provide details: [describe]	<input type="checkbox"/> Yes <input type="checkbox"/> No
Other consideration factors	
Does the transaction, service, activity, or matter give rise to the risk of any of the following?	

(a) BOSWME or a BOSWME employee failing to fulfil the duty owed to a client.	<input type="checkbox"/> Yes <input type="checkbox"/> No
(b) BOSWME employee's professional judgement and objectivity being compromised hindering the proper discharge of the employee's duties and responsibilities.	<input type="checkbox"/> Yes <input type="checkbox"/> No
(c) BOSWME or a BOSWME employee engaging in unethical conduct.	<input type="checkbox"/> Yes <input type="checkbox"/> No
(d) BOSWME or a BOSWME employee obtaining improper advantage or treatment.	<input type="checkbox"/> Yes <input type="checkbox"/> No
(e) BOSWME or a BOSWME employee failing to comply with legal or regulatory obligations.	<input type="checkbox"/> Yes <input type="checkbox"/> No
(f) The appearance of impropriety or adverse consequences for BOSWME, its clients, employees, and shareholders, such as reputational damage, damage to client relationships, loss of client business, regulatory sanctions, and risk of litigation.	<input type="checkbox"/> Yes <input type="checkbox"/> No
(g) Any other factors: please provide details: [describe]	<input type="checkbox"/> Yes <input type="checkbox"/> No
If the answer to any of the consideration factors above is "Yes", the transaction, service, activity, matter, or employee conflict of interest is likely to give rise to a conflict of interest, go to Section C.	

B. Description of conflicts

6. Description of the conflict	
Is the conflict:	
(a) an actual conflict of interest (a conflict of interest that has arisen)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
(b) a potential conflict of interest (a conflict of interest that may arise given particular facts and circumstances)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
(c) a perceived conflict of interest (a situation which may give rise to the perception of a conflict of interest, even when a conflict of interest may not in fact exist)?	<input type="checkbox"/> Yes <input type="checkbox"/> No

<p>(d) Is the conflict a prohibited conflict in Appendix 4 of BOS Group Conflict of Interest Policy?</p>	<p><input type="checkbox"/> Yes, business unit should not proceed with the transaction/service/activity/matter.</p> <p><input type="checkbox"/> No, go to question 4(e)</p>
<p>(e) Does/will the conflict result in a breach of laws and regulations?</p>	<p><input type="checkbox"/> Yes, business unit should not proceed with the transaction/service/activity/matter.</p> <p><input type="checkbox"/> No, go to question 4(f)</p>
<p>(f) Are there appropriate measures to manage the conflict?</p>	<p><input type="checkbox"/> Yes, go to Section D</p> <p><input type="checkbox"/> No, business unit should not proceed with the transaction/service/activity/matter/ employee conflict of interest</p>

C. Assessment of conflicts of interest that will give rise to significant reputational risk of a regulatory nature.

7. Assessment whether the conflict will give rise to significant reputational risk

Please articulate on mitigating factors as per Appendix 1 and BOSWME Conflict of Interest Policy

<p>Does/will the conflict give rise to significant reputational risk of a regulatory nature?</p>	<p><input type="checkbox"/> Yes, approval from BOSWME Authorised Management is required before engaging in the transaction, service, activity, or matter / employee conflict of interest (as per BOS Group Conflict of Interest Policy)</p> <p><input type="checkbox"/> Yes, approval from BOS ARRC is required before engaging in the transaction, service, activity, or matter (as per BOS Group Conflict of Interest Policy)</p> <p><input type="checkbox"/> No, business unit considers that BOSWME can proceed with the transaction, service, activity, or matter, subject to compliance with BOS standards, policies, processes, controls, and applicable business unit-specific procedures (Compliance Function review and approval will be in any case required)</p> <p>Business unit comments and assessment (State why you arrived at the conclusion)</p>
<p>Name of Business Head & date</p>	
<p>8. Compliance Function Review</p>	
<p>(a) Is the Assessment completed by the Business Head considered as completed?</p>	<p><input type="checkbox"/> Yes</p> <p><input type="checkbox"/> No – if no – Form to be returned to the Business Head for review</p>
<p>(b) Is the Conflict of interest mitigated and acceptable for BOSWME?</p>	<p><input type="checkbox"/> Yes – if yes please complete d)</p> <p><input type="checkbox"/> No – if no escalation to the Authorized Management is to be done</p>
<p>(c) Is the Conflict of interest to be reported to BOSWME Authorised Management?</p>	<p><input type="checkbox"/> Yes – if Yes – Evidence of escalation to Authorised management to be attached and included in BOSWME Compliance file</p> <p><input type="checkbox"/> No</p>
<p>(d) Is the Conflict of interest to be reported to BOS RCU as per BOS Group Conflict of Interest Policy?</p>	<p><input type="checkbox"/> Yes – if Yes – Evidence of escalation to BOS RCU to be attached and included in BOSWME Compliance file</p> <p><input type="checkbox"/> No</p>
<p>(e) Is the local conflict of interest register updated (personal or product)?</p>	<p><input type="checkbox"/> Yes</p> <p><input type="checkbox"/> No</p>

Name of Business Head & date	
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Where escalation to BOS ARRC is required – Business Head will be required to complete the internal memo as disclosed in BOS Group Conflict of Interest policy.



Appendix 5: UK Specificities

Regulatory Context

The Bribery Act came into force on 1st July 2011, and it amends the UK Criminal Law and provides a modern legal framework to combat bribery in the UK and internationally.

The scope of the law is extra-territorial. Under the Bribery Act, a relevant person or company can be prosecuted for the crimes stated below even if the crimes are committed abroad.

The Bribery Act 2010 describes in detail the various categories of offence:

- Offences of bribing another person
- Offences relating to being bribed.

As well as the function or activity to which bribe relates.

The Bribery Act 2010 covers bribery of private persons as well as public officials, removes the requirement to prove a corrupt intent and introduces the corporate offence of failing to prevent bribery. Facilitation payments remain illegal under the Act, even if they are permitted by local custom.

The penalties for Bribery itself include 10 years' imprisonment and an unlimited fine for individuals and an unlimited fine for companies. Senior management are also guilty of the same offence as the organization they manage, if they consented to the offence. The proceeds derived from acts of bribery are likely to be considered as "criminal property" for the purposes of UK anti-money laundering legislation and should be reported to the Serious Organized Crime Agency ("SOCA"). Failure to do so can result in up to five years' imprisonment and an unlimited fine. The penalties for money laundering are up to 14 years' imprisonment and an unlimited fine.

Application

The Bribery Act applies to UK citizens, residents and companies established under UK law. In addition, non-UK companies can be held liable for a failure to prevent bribery if they do business in the UK.

Employees who conduct business in the UK or in conjunction with the UK team should make themselves aware of these regulations and contact the Compliance Officer for further information as needed.

Specific Risks for the Bank

Certain of the Bank's activities and operations expose it to particular risks of being involved in corruption and may leave it vulnerable if not managed correctly. In particular:

Corporate hospitality and gifts

There is a risk that corporate hospitality, such as customer or supplier entertainment, and the giving or receiving of gifts might be seen as bribery, especially in dealings with foreign public officials. Lavish hospitality or gifts must be avoided, both the giving and receiving. See the Conflicts of Interest Policy for further information on Employee responsibilities.

Facilitation Payments

These are payments demanded by officials (or others) simply to secure or expedite the performance of their normal duties (e.g., granting a license, allowing goods to cross a border). These are

commonplace in some jurisdictions but the making of payments, regardless of how small, will be an offence under the Act.

Policies and Procedures

Directors and employees may not give, agree to give or offer any benefit or other consideration to any person including a public official or an employee in the private sector as an inducement or reward for that person doing or not doing an act in relation to his principal affairs or business.

It is an offence just to offer such a gift or other consideration whether or not the offer is accepted or acted upon. The provision or acceptance of cash gifts is strictly prohibited. It should be noted that this is an area that is being closely scrutinized by the FSA and the Serious Fraud Office.

Directors and employees may not request, agree to receive, or accept any benefit or other consideration from any person as an inducement or reward for doing or not doing an act in relation to his principal affairs or business.

In the event that such an offer is received, the Director / employee concerned should report that fact to the Compliance Officer.

Due Diligence

Purpose

The purpose of conducting due diligence is to collect sufficient and effective information on third parties, who will provide services for the Firm or on the Firm's behalf, to analyse the bribery risk of conducting business with that third party. This should be used to determine a risk rating and the level of monitoring the business relationship requires.

Controls

The extent of the controls required will vary depending on the risk the third party presents, but is likely to include:

- Sanctions check

All relevant information obtained should be checked against the HM Treasury sanctions list. This can be found using the HM Treasury website.

- Due diligence questionnaire

This should be carefully drafted to elicit honest responses with information you can verify and use. Common questions include:

- Identifying the beneficial owners of the third party, senior management and supervisory personnel servicing your account.
- Identifying where the third party operates (i.e., does this include any sanctioned countries).
- Requests for customer references.
- Onsite visit where possible.
- Any relevant judicial or regulatory findings.
- Any connections with government officials.

- Enquiring into the third party's controls to avoid bribery (see below).

- Clear statement of work:

This should include fees, costs, commissions, etc. It is important to monitor the statement of work to ensure that the business relationship does not stray from this without reasonable explanations, which must be verified. It is important that the agreed statement of work is in line with the market norms, both to ensure that the Firm is getting good value and that there is not a significant excess which could represent bribery.

- Research

Good sources of independent information include internet searches, local relevant authorities, business contacts, etc.

- Follow up.

Any information received should always be followed up and verified. It is unlikely that a firm which obtains information but fails to do anything with it will be treated much differently to a firm that does no due diligence.

Examples of good follow-up include checking references, obtaining copies of third parties' anti-bribery policies and procedures, examples of employment contract/contractual provisions, etc.

- Commitment to anti-corruption

Part of good due diligence is determining whether a third party has a serious commitment to anti-corruption.

This may, where possible, mean obtaining a copy of the third party's anti-bribery policy, although not every jurisdiction will require firms to have such a policy. You should also enquire about any training individuals receive, governance statements, hiring processes, etc. It is again important to verify any information obtained.

- Commercial awareness

It is important to consider whether local agents are required, the expertise of the agent, whether the agent will be engaging with the local government, are the fees incurred reasonable and can they be justified. In terms of verification, this could simply involve someone else in the firm reviewing the information obtained and determining the market value for the services received.

- Review

Only completing due diligence at the start of a business relationship is insufficient. This should be an ongoing process, reviewed regularly. Higher risk third parties require due diligence on a more frequent basis than those with a lower risk rating. High risk third parties should be reviewed on an annual basis and low risk on a bi-annual basis.