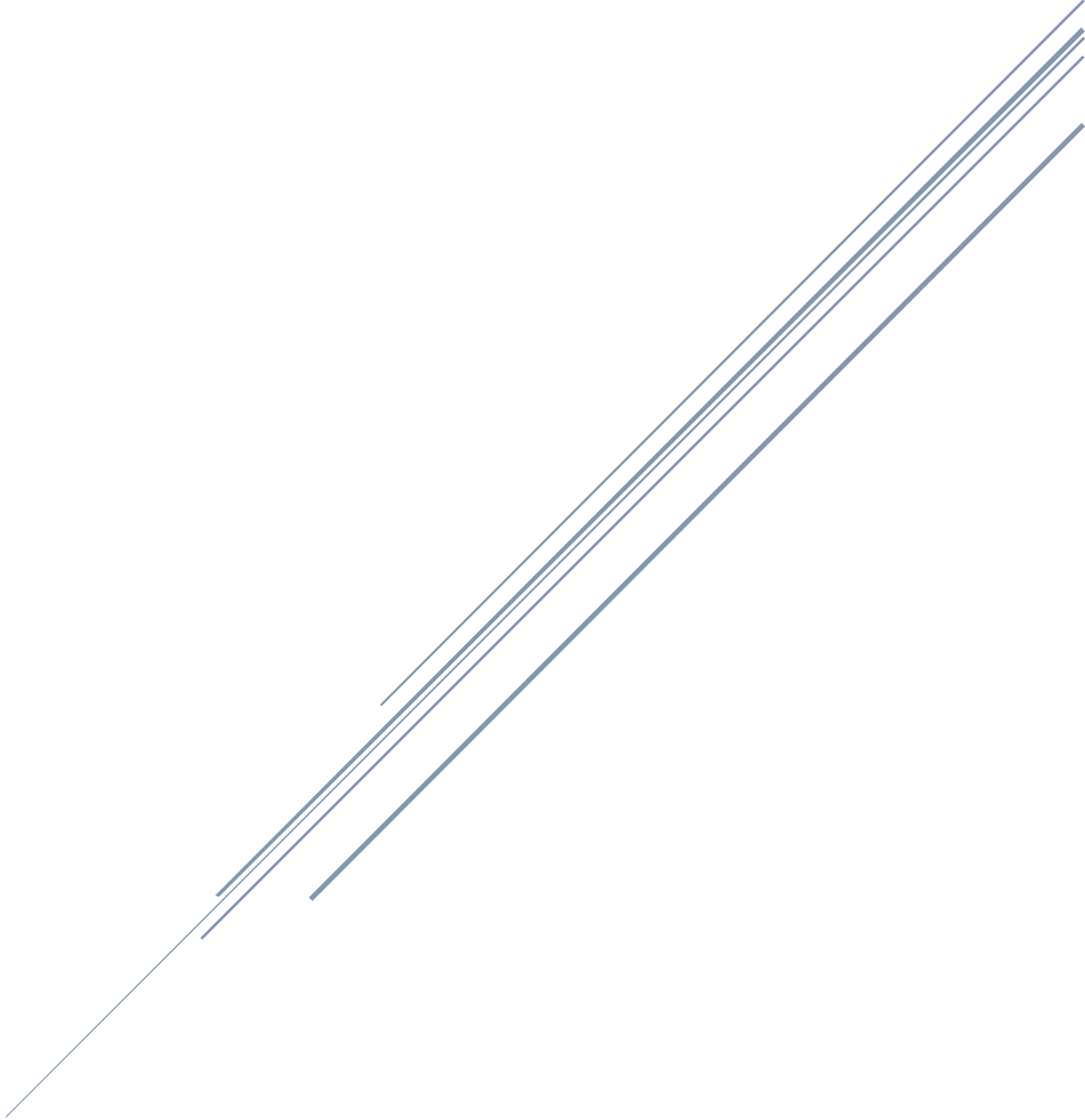


CONFLICT OF INTEREST AND PERSONAL ACCOUNT DEALING POLICY

March 2019






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| Approved by | Board of Directors |
| Prepared by | Antonio Giannino Compliance Officer |
| Date of Introduction | 13 th April 2014 |
| Date of Last Review | 15 th March 2019 |

Signed by:


On behalf of the Board of Directors of
Amagis Capital Management Ltd


Mr. Antonio Giannino
Compliance Officer
Amagis Capital Management Ltd



CONFLICT OF INTEREST

1. Introduction

The Company may from time to time have interests that conflict with its clients' interests or with the duties that it owes to its clients. These include conflicts arising between the interests of the Company, its associates and employees or any person directly or indirectly linked to the Company on the one hand and the interests of its clients on the other, and conflicts between clients themselves.

The Company has established procedures that are designed to identify and manage such conflicts. These include organisational and administrative arrangements to safeguard the interests of clients. A key element of this policy is that persons engaged in different business activities involving a conflict of interest must carry on those activities independently of one another.

Where necessary, the Company maintains arrangements that restrict the flow of information to certain employees in order to protect its clients' interests and to prevent improper access to client information.

In some cases, the Company's procedures and controls may not be sufficient to ensure that a potential conflict of interest does not damage a client's interests. In these circumstances, the Company may consider it appropriate to disclose the potential conflict to the client and obtain the client's formal consent to proceed. However, the Company may decline to act in any circumstance where there is residual risk of damage to the interests of any client.

2. Established Procedures

This document sets out the policies and procedures adopted by the Company, which consists of policies and procedures that are designed to identify and manage the types of actual or potential conflict that may arise within the Company. These policies require the business to have established and maintain procedures, including organisational and administrative arrangements, to identify and manage actual and potential conflicts and ensure that its client's interests are not adversely affected.

A key element of these policies is that the Company is aiming to establish separate reporting lines and oversight. Therefore, there is segregation of duties with any proprietary trading or corporate clients of the Company that the Company would have no knowledge of.

It is the responsibility of the directors of the Company to ensure that the Company is adhered to using appropriate systems, controls, procedures and staff training. These procedures are regularly reviewed and if necessary amended, to ensure that they remain effective and relevant.



Where organisational arrangements made by the Company to identify, prevent, manage and monitor conflicts of interest are not sufficient to ensure, with reasonable confidence, that risks of damage to the interests of its clients and also between clients themselves will be prevented, the Company shall disclose the general nature or sources of conflicts of interest to the investors before undertaking business on their behalf, and develop appropriate policies and procedures in this regard.

These procedures are reviewed ANNUALLY by the Board of Directors of the Company and if necessary amended, to ensure that they remain effective and relevant.

3. Personal Business Interests and Conflicts of Interest Policy Declarations

Each new Director, secondee and employee of the Company is required to sign a declaration to the effect that he/she has received and understood the Company's Conflicts of Interest Policy (a proforma is provided in **Appendix H**) and undertakes to observe its requirements.

Additionally, each new Director of the Company is required to sign a Business Interests Declaration, a proforma of which is provided in **Appendix G**, PROVIDED THAT the same definitions and scope of the below attached Personal Account Dealing Policy apply.



PERSONAL ACCOUNT DEALING POLICY

I. Introduction

- (a) The Company's procedures (the "PAD Rules") in relation to personal account dealing are designed to ensure that:-
- (i) any personal account deal undertaken by one of the Company's Directors or employees, or any person connected to them, does not conflict with the Company's duties to its clients; and
 - (ii) when it permits a Director or employee to undertake a personal account deal in a designated investment in relation to which the Company conducts designated investment business, or in any related investment, it receives prompt notification of, or is otherwise able to identify, that transaction.
- (c) The Company's procedures for complying with the personal account dealing requirements apply to:-
- (i) all Directors, secondees and employees of the Company;
 - (ii) their spouses (or anyone living as such);
 - (iii) their minor children (i.e. those under 18 and including stepchildren);
- regardless of whether:-
- (v) the individual concerned is dealing in his own right/own name;
 - (vi) the individual concerned is, or is to be, the beneficial owner of the securities in question, regardless of whether he/she is, or is to be, the registered holder of the securities;
 - (vii) the interest of the individual concerned is as trustee or settlor,

For further guidance, the Compliance Officer should be contacted in the first instance.

- (d) **The Company's Personal Account Dealing Rules, do not apply to Directors and employees who are not involved to any material extent in, or have no access to information about, the Company's designated investment business.**
- (e) In addition to complying with the requirements of with the procedures set out in this Manual, the individuals subject to these requirements and procedures must comply with requirements of the insider dealing legislation, a summary of which is set out in **Appendix A** to this Chapter of the Manual.
- (f) The Company's procedures for complying with the requirements of the Manual cover the following matters:-



- (i) Personal Account Dealing Rules Declarations;
- (ii) Condition of Employment;
- (iii) Scope of the Rules;
- (iv) Requesting Prior Authorisation;
- (v) Notification of Personal Account Dealings;
- (vi) Individuals' Brokers; and
- (vii) Duties of the Compliance Officer.

These matters are explained below.

II. Personal Account Dealing Rules Declarations

- (a) Each new Director, secondee and employee of the Company is required to sign a declaration to the effect that he/she has received and understood the Company's Personal Account Dealing Rules (as contained in this Chapter of the Manual) and undertakes to observe their requirements, as well as the requirements contained in any subsequent notice amending the current Rules.
- (b) A pro forma of such a declaration is provided in **Appendix B** to this Chapter of the Manual.
- (c) Signed declarations must be submitted by each individual joining the Company to the Compliance Officer within one week of him/her joining the Company. The Compliance Officer is responsible for chasing declarations not received on time.
- (d) Once a year all Directors and employees are required to confirm in writing that they have been compliant with the policy in the preceding year.
- (e) A pro forma of this annual declaration is provided in **Appendix C** ("Annual Declaration of Personal Account Dealing") of this Chapter of the Manual. The Compliance Officer is responsible for holding the signed declarations.

III. Condition of Employment

It is a condition of employment of all the Company's Directors and employees that these PAD Rules be followed at all times. Any personal account dealing undertaken contrary to these PAD Rules will be considered to be a serious disciplinary offence and a breach of the terms of the individual's employment.

IV. Scope of the PAD Rules

- (a) The PAD Rules apply to dealings in the following categories of security:-



- (i) securities issued by companies: all dealings in listed securities issued by companies no matter where they are incorporated;
 - (ii) fixed interest corporate securities;
 - (iii) any financial instrument derived from these investments (e.g. options, futures and contracts for differences, both OTC and on-exchange);
 - (iv) if not already included in the above categories, securities issued by clients of the Company;
 - (v) dealings in the securities of unquoted/unlisted companies that can create a conflict of interest or a reputational risk to the Company; Dealings in the securities of unquoted/unlisted companies that will result in having a role as director of another Company or in a participation above 25% of its the capital.
- (b) **These PAD Rules do not apply to:-**
- (i) dealings in unit trusts, broad based indices or in other collective investment schemes, including ETFs/ETCs and/or derivatives in any of these instrument;**
 - (ii) dealings in new issue allotments;**
 - (iii) the take-up of entitlements under a rights issue or other similar offer;**
 - (iv) fixed interest Treasury securities;**
 - (v) Foreign exchange forward, futures, options and swaps, both OTC and on-exchange; and**
 - (vi) dealings in the securities of unquoted/unlisted companies that are different from the paragraph (v) in (a).**
- (c) An investment transaction does not fall within the scope of these PAD Rules where it is undertaken (on behalf of an individual subject to these PAD Rules) by a third party who has full and sole discretion over the choice of securities to be dealt in. Where the individual does have some input into the investment decision then the investment transaction will fall within the scope of these PAD Rules.

V. Prior Authorisation

- (a) All the Directors, employees, and secondees of the Company involved in day to day Portfolio Management Activity always require prior written authorisation from the Compliance Officer for personal account deals which fall within the scope of these PAD Rules (see paragraph 4 above). Where such a Director/employee/secondee deals on his personal account he/she is required to obtain prior authorisation from the Compliance Officer. All the Directors, employees, and secondees that are not involved in day to day Portfolio Management must determine if their personal account dealing might be in conflict with the activity conducted by the Company and its clients and seek written authorisation by the compliance officer if they are in any doubt. In any case, the Compliance Officer can require any Director and employee proof of the personal transactions and



determine if any action and/or recommendation need to be taken to avoid any conflict.

- (b) Requests for authorisation to deal must be in writing, as must their authorisation. The procedure for requests is present in **Appendix D** (“PAD Request and Authorisation”) of this Manual.
- (c) The PAD Request and Authorisation Form must be completed in full and signed and dated by the individual seeking authorisation to deal. The signature is made against a statement to the effect that in undertaking the deal the individual is not in breach of the insider dealing legislation, and that the interests of clients are not prejudiced by his/her dealing. Once the request form has been completed and signed it should be submitted to the Compliance Officer for his/her consideration. A Director/employee’s request to deal must be authorised by the Compliance Officer.
- (d) In considering whether or not to give his authorisation to the proposed deal, the authorising Compliance Officer will consider whether it is, or is likely to be, in breach of the insider dealing legislation, and whether the interests of clients are prejudiced by it being undertaken.
- (e) Approvals will be evidenced by the Compliance Officer's dated signature on the PAD Request and Authorisation Form. Approvals last only for one week following the date of approval. If the deal has not been undertaken within that time, the approval lapses and a fresh request must be made.
- (f) An individual seeking authorisation of a deal may be notified orally of the Compliance Officer’s decision as soon as it has been made, and the signed form will be returned to him immediately thereafter. Once approval has been received, as evidenced by the signed form, the deal may be undertaken.
- (g) Once an individual has obtained authorisation to deal he must send a copy of the signed PAD Request and Authorisation Form to the Compliance Officer.

VI. Notification of Personal Account Dealings

Details of all personal account deals which fall within the scope of these PAD Rules must be provided to the Compliance Officer within 14 days of the transaction date. The details to be reported consist of:-

- (i) Transaction date and time;
- (ii) Whether the transaction was a purchase or a sale;
- (iii) The security dealt in; and
- (iv) The value of the transaction.



VII. Duties of the Compliance Officer

- (a) The Compliance Officer will receive copies of all PAD Request and Authorisation Forms.
- (c) The Compliance Officer maintains a record of the details of all personal account deals undertaken by individuals subject to these PAD Rules. An example of a format to be used for this purpose is provided in **Appendix E** (“Record of Personal Account Deals”) of this Manual.
- (c) The Compliance Officer is also responsible for ensuring that a personal account dealing declaration is received from each individual who joins the Company, and that once a year all Directors and employees sign an annual personal account dealing declaration, and for retaining the signed declarations.



APPENDIX A

AMAGIS CAPITAL MANAGEMENT LTD
SUMMARY of the INSIDER DEALING LEGISLATION

Insider dealing is a criminal offence, for an individual, who has "inside information" as an "insider" (see definition below) to:

- (i) deal in securities which are "price-affected" securities in relation to that information; or
- (ii) encourage another person to so deal.

The dealing in question must either be conducted on a "regulated" market, or be off-market with or through a "professional intermediary".

It is also a criminal offence for such an individual to disclose inside information to another person, other than in the proper performance of his employment, office or profession.

An "insider" is an individual who knowingly has inside information from an inside source. An "inside source" is one only where:-

- (i) the individual has obtained the information through being a director or shareholder of an issuer of securities (which need not necessarily be of the same issuer to which the information relates);
- (ii) the individual has the information through having access to the information by virtue of his employment, office or profession; or
- (iii) the direct or indirect source of his information is a person within one of the above categories (i.e. it may be information obtained directly or indirectly from an insider, whether or not in the course of the individual's employment etc. e.g. through social contacts).

"Inside information" is information which:-

- (i) relates to particular securities or to a particular issuer or issuers and not to issuers or securities generally;
- (ii) is specific or precise;
- (iii) has not been "made public"; or
- (iv) if it were made public, it would be likely to have a significant effect on the price of any securities.



AMAGIS CAPITAL MANAGEMENT LTD
SUMMARY of the INSIDER DEALING LEGISLATION
(continued)

Information will be treated as “having been made public” if it:-

- (i) is published in accordance with the rules of a regulated market, in order to inform investors and their professional advisors;
- (ii) is contained in records which are required by law to be open to public inspection;
- (iii) can be readily acquired by persons likely to deal in securities to which the information relates, or in securities of an issuer to which the information relates; or
- (iv) is derived from information which has itself been made public.

Information may be treated as having been made public, even though it:-

- (i) can only be acquired by the exercise of diligence or expertise; or
- (ii) is communicated only to a section of the public; or
- (iii) it can be acquired only by observation; or
- (iv) it is published only outside the United Kingdom and/or Malta.

The definition applies to a broad range of securities and includes not only shares and debt securities (including those issued by public sector bodies, such as gilts) but also warrants and derivative products including index options and futures), even if those warrants and derivatives are traded only "over the counter" or are otherwise not publicly traded. In the case of shares and debt securities, these must be listed on one of the "regulated markets" (e.g. the EC primary and secondary markets - stock exchanges and LIFFE).

The restrictions on dealing, encouraging dealing and disclosing information apply in respect of securities which are "price-affected" securities in relation to the information, which means that, if made public, the information would be likely to have a significant effect on the price or value of the securities. This applies to all companies' securities, whether affected by the information directly or indirectly (for example, the securities issued by competitors of a Company about to bring out a new product).

A professional intermediary is someone who carries on a business of dealing (as director or agent) in securities, or of acting as an intermediary for such dealings, and holds himself out to the public as engaging in such business.



APPENDIX A

AMAGIS CAPITAL MANAGEMENT LTD
SUMMARY of the INSIDER DEALING LEGISLATION
(continued)

It is possible for a transaction that involves insider dealing to constitute an offence other than under the insider dealing provisions. In particular, a person who "dishonestly conceals any material facts" is guilty of an offence if he does so for the purpose of inducing, or is reckless as to whether it may induce, another person (whether or not the person from whom the facts are concealed) to buy or sell an investment, or to refrain from buying or selling an investment.

This offence could well be committed by a person who conceals price sensitive information from a counterparty to induce him to deal, if the concealment is dishonest.

There is an obligation on directors and employees:-

- (i) not to circumvent the basic prohibition by getting someone else to carry out the transaction on your behalf; and
- (ii) not to deal with a director or employee of another Company if that person is known or thought to be contravening or attempting to evade the insider dealing legislation.

For further information, or if in any doubt, consult the Compliance Officer in the first instance.



APPENDIX B

**AMAGIS CAPITAL MANAGEMENT LTD
PERSONAL ACCOUNT DEALING RULES DECLARATION**

I have received a copy of the Company's Personal Account Dealing Rules as set out in the Company's PAD Policy, and have read and understood them. I undertake to comply with them and the requirements contained in them, as well as with any new requirements contained in any subsequent amending or replacement rules issued or notified to me.

Signed:

Name:

Date:

Note: This declaration applies to all Directors, secondees and employees of the Company. It should be returned, duly signed, to the Compliance Officer within a week of their joining the Company.



APPENDIX C

AMAGIS CAPITAL MANAGEMENT LTD
ANNUAL DECLARATION of PERSONAL ACCOUNT
DEALING

I declare that: -

Please delete that which is not applicable.

(a) In accordance with the Company’s Personal Account Dealing Rules, I have reported details of all personal account dealings that I have, or any person connected to me (i.e. who is also subject to the PAD Rules) has, undertaken;

OR

(b) I have not undertaken any personal account deals,

in the period from to

Signed:

Name:

Date:

Note: This declaration applies to all Directors, secondees and employees of the Company involved in day to day trading activities. It should be submitted, duly signed, to the Compliance Officer within a week of the Company’s accounting reference date.



APPENDIX D

**AMAGIS CAPITAL MANAGEMENT LTD
PAD REQUEST and AUTHORISATION**

PAD requests and authorisations do not need a specific form to be filled in. PAD requests only apply to the Company's Directors, employees, and secondees involved in day to day portfolio management activity, as listed in Appendix F.

The process is as follows:

- (a) the applicable individual wanting to execute a trade shall provide to the Compliance Officer trade details (i.e. security/investment name, buy/sell, quantity, broker) in an e-mail;
- (b) the Compliance Officer reviews the trade requests and approves it or rejects it;
- (c) a reply with the approval or rejection is sent via e-mail by the Compliance Officer to the requester;
- (d) in case of approval, when the trade is executed, a subsequent mail is sent to the Compliance Officer accompanying the execution details of the trade;
- (e) The Compliance Officer records all the PAD e-mail trail in an on-line PAD Register that can be easily accessed if needed.



APPENDIX F

AMAGIS CAPITAL MANAGEMENT LTD
RECORD of DIRECTORS, EMPLOYEES, SECONDEES INVOLVED IN DAY
TO DAY PORTFOLIO MANAGEMENT ACTIVITY

| Starting Date | Name of Director/Employee/Secondee |
|----------------------|---|
| June 2014 | Andrea Angelone |
| April 2018 | Linda Tso |
| April 2018 | Vladimir Nikulin |
| | |
| | |



APPENDIX G

AMAGIS CAPITAL MANAGEMENT LTD
DECLARATION OF BUSINESS INTERESTS

I hereby give notice that any interests that I have, whether direct or indirect, in any transaction or contract or proposed transaction or contract between Amagis Capital Management LTD, including any subsidiary of Amagis Capital Management LTD, and any other external company or individual are detailed below.

Such interests are categorised as follows:

- (a) other external directorships that I hold; and
- (b) any shareholdings that I or a close member of my family hold that total 5% or more of that company’s issued voting share capital.

Such disclosures are detailed in the following table.

| Company in which Interest is held | Date Interest obtained | Nature of Interest Declared |
|-----------------------------------|------------------------|-----------------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

Signed:

Name:

Date:

Note: This declaration applies to all Directors of the Company. It should be submitted, duly signed, to the Compliance Officer within a week of the Company’s accounting reference date.



APPENDIX H

**AMAGIS CAPITAL MANAGEMENT LTD
CONFLICTS OF INTEREST POLICY DECLARATION**

I have received a copy of the Company's Conflicts of Interest Policy and have read and understood it. I undertake to comply with it and the requirements contained in it, as well as with any new requirements contained in any subsequent amending or replacement rules issued or notified to me.

Signed:

Name:

Date:

Note: This declaration applies to all Directors, secondees and employees of the Company. It should be returned, duly signed, to the Compliance Officer within a week of their joining the Company.



APPENDIX J

REVISION HISTORY LOG

| Version | Section | Description of Amendments | Date Amended | Date Approved | Preparer | Reviewer |
|---------|------------|---|--------------|---------------|--------------------|--------------------|
| 1 | General | Finalisation of the document | 04/2014 | 04/2014 | Milo Guastamacchia | Board of Directors |
| 2 | General | Cosmetic changes | 01/2015 | 02/02/2015 | Milo Guastamacchia | Board of Directors |
| 2 | 3 | Declarations | 01/2015 | 02/02/2015 | Milo Guastamacchia | Board of Directors |
| 2 | V | Portfolio Managers authorisations | 01/2015 | 02/02/2015 | Milo Guastamacchia | Board of Directors |
| 2 | Appendix D | Change in the template | 01/2015 | 02/02/2015 | Milo Guastamacchia | Board of Directors |
| 2 | Appendix G | New Template | 01/2015 | 02/02/2015 | Milo Guastamacchia | Board of Directors |
| 2 | Appendix H | New Template | 01/2015 | 02/02/2015 | Milo Guastamacchia | Board of Directors |
| 3 | General | Annual review with no changes | 01/2016 | 20/01/2016 | Milo Guastamacchia | Board of Directors |
| 4 | General | Annual review with no changes | 01/2017 | 15/01/2017 | Antonio Giannino | Board of Directors |
| 5 | General | Annual review with no changes | 12/2017 | 14/12/2017 | Antonio Giannino | Board of Directors |
| 6 | General | Annual review with cosmetic changes and removal of wording related to UK Partnerships | 03/2019 | 30/04/2019 | Antonio Giannino | Board of Directors |