

## CONFLICT OF INTEREST

### PRINCIPLES

Situations can arise where the interests of one person or organization with whom the Employee is involved are opposed to the interests of another person or organization. This can put the Employee in a difficult position if he/she has obligation to both.

**Conflicts of interests can either be personal conflicts or business conflicts. The Employee must avoid both.**

A conflict may arise in a situation where either the Employee's private interests are contrary to the interests of the client or of the Company, or where the interests of the Company are contrary to the interests of the client. Conflicts of interest may arise at any time. They can arise at the start of a relationship with a client as well as at any time during a relationship. Conflicts of interest can also take many forms.

As requested by law, the Company has drawn up a formal Conflict of interest Policy which details potential conflicts of interest and the measures implemented to prevent, manage and control their occurrence. The Conflict of interest Policy is to be found as a sub-section in the MiFID procedure.

**If a conflict of interest cannot be avoided, the Company must not take advantage thereof and must not harm the client or any other person involved in a business relationship with the Company.**

The main instruments used to manage conflicts of interest include: disclosure to clients, consent of clients, relying on Chinese wall, declining to act and declining to accept mandate.

The Employee is expected to recognize and avoid or manage conflict of interest. He/she cannot put himself /herself in a position in which personal interests, financial or otherwise, might influence or give the appearance of influencing any action taken, judgment made or advice given either on his/her behalf or on behalf of the Company. The Employee shall, insofar as possible, refrain from operations which may cause a conflict of interest or show a possibility of conflicts of interest. He/she is obliged to take all appropriate measure in order to identify situations of conflicts of interest and reduce the consequences thereof.

**When assessing the appropriateness of any transaction undertaken on behalf of a client, only the client's interests are to be considered.**

If the Employee is aware of any circumstances which may give rise to a conflict of interest, or feels to be in a difficult position to properly carry out his/her duties, he/she must immediately disclose this to the Compliance Officer for proper guidance. However conflicts of interest may not always be evident and Employee should also consult the Compliance Officer if he feels uncomfortable.

Conflicts of interest will be reviewed by the Compliance Officer as part of its ongoing monitoring responsibilities.

## GIFT

No gift or entertainment should ever be offered or accepted by any Employee in connection with the Company's business unless it is not a cash gift, it is consistent with customary business practices, it is not excessive in value, it cannot be construed as bribe, payoff or kickback and does not violate any laws or regulations, including MiFID.

Actually, when an Employee accepts a gift or entertainment from anyone who has, or is seeking to have, a business relationship with the Company, it can create a situation in which the personal interests of the Employee may conflict, or appear to conflict, with the interests of the Company.

Because of this, Employees must use caution in accepting gifts from clients, suppliers or other third parties that have, or are seeking to have, a business relationship with the Company. While accepting gifts from these parties is not prohibited, Employees may not accept a gift if the value exceeds what is reasonable and customary under the circumstances of the business relationship.

Employees may not solicit, encourage or receive a payment, contribution, gift or favor that may influence a business decision. **Under no circumstances may an Employee accept a gift if he/she feels obliged to repay the donor with corporate business funds/activities.**

In general, the Company considers as potentially exceeding what is reasonable and customary gifts or entertainment to any Employee over the course of a year if the value exceeds EUR 700.

**If refusal or prompt return of a gift is not possible or is impolite, the gift should be reported to the Compliance Officer and it should be given to a charitable action supported by GCL.**

If the Company provides a gift or entertainment to a representative of an entity that has, or may have, a business relationship with the Company, the gift may be viewed as being provided to improperly influence the person to support the Company's interests in the relationship, at the expense of the entity.

While gifts in these situations are not prohibited, Employees may not make any gifts to Employees of clients, suppliers or other entities that have, or may have, a business relationship with the Company if the gifts exceed what is reasonable and customary under the circumstances of the business relationship or is prohibited by law or regulation.

In general, the Company considers as potentially exceeding what is reasonable and customary gifts or entertainment to any person who is not a client and who has or is seeking a business relationship with the Company that exceeds EUR 700 over the course of a year.

Any such gifts should be pre-cleared with the Compliance officer.

**Under no circumstances may an employee make, or participate in making, any gifts (including payments) intended to cause or improperly influence an individual, company or government official to act in a way that gives the Company an advantage.**

For the purpose of this provision, “gifts” and “entertainment” include meals, lodging, travel, cash, securities, merchandise, loans, and expense reimbursements that are not *de-minimis* in nature. The value associated with an event or occasion at which the provider is not present will be considered as a gift rather than entertainment.

The Compliance Officer will maintain records of:

- requests and pre-approvals of gifts to persons who are not clients in excess of EUR 700 over the course of a year;
- gifts and entertainment received by Employees that are reported to him.

Gifts given to members of the Employee’s family or to those with whom the Employee has a close personal relationship are considered to be gifts to the Employee.

#### CHARITABLE DONATIONS/NON-MARKETING EVENT SPONSORSHIPS

Any arrangement by which the Company intends to make a charitable contribution or sponsor a non-marketing related event involving a client (or a service provider to a client) should be formally approved in advance in writing by the Compliance Officer.

Payment of a charitable contribution or an event sponsorship at the request of a client must be free from any impropriety or the appearance of impropriety.

In reviewing such requests, the Compliance Officer will take into account the following standards:

- the contribution/sponsorship must be made in the name of the Company;
- the contribution/sponsorship must be officially sanctioned by the client organization and must have a clear charitable purpose;
- in the event the contribution/sponsorship relates to a service provider to one or more clients, the contribution/sponsorship must be disclosed to the clients that receive services from the provider (unless otherwise approved by the Compliance Officer as not likely to give rise to a potential conflict of interest);
- the contribution/sponsorship must be payable directly to the client, charity or event organization, which may be the client or an organization formed by the client;
- if the client is an organization, it must be clear under the circumstances that the person requesting the contribution/sponsorship for the organization will not derive any special economic or pecuniary benefit as a result of the proposed contribution/sponsorship;

- no contribution/sponsorship by the Company may be made to reduce or satisfy a personal pledge by the person requesting the contribution/sponsorship or his or her employer's senior personnel or their respective family members.

## POLITICAL CONTRIBUTIONS

Employees are not permitted to make any political contribution (including to any candidate, political party or political action committee) for the purpose of influencing a government official's or fiduciary's decision to hire or retain the Company.

The Company will not itself make any political contributions to incumbents or persons running for state office without prior approval of the Compliance Officer and the Board of Directors.

## OUTSIDE BUSINESS ACTIVITIES

The Employee cannot have a second employment outside the Company, except otherwise explicitly agreed in writing by the Company.

In case of a second outside employment the Employee is required to complete an "Outside Business Activities Disclosure" form on an annual basis. This form will require the Employee to disclose any outside business activity, including but not limited to services as an officer, director, partner, employee, consultant, or independent contractor with any profit or non-profit organization. In all cases, prior written approval must be granted by the Compliance Officer.

As a general rule, the Employee is restricted from accepting or maintaining public functions, external directorships, partnerships or become a significant shareholder in any public or private company or hold any positions in trusts or foundations without prior written approval from the Compliance Officer.

The purpose is to ensure that there is no conflict of interest between Employees and outside interests or interference with the fulfillment of the duties of employment or any potential reputation risk for the Company.

It is furthermore agreed that the Employee may not, directly or indirectly, engage in any business activities which might be conflicting with the Company's interests, including the holding of shares and participation in any real estate business companies conflicting with the Company's interests, without the prior consent of the Compliance Officer.

## PAYMENTS FOR REFERRALS

The Company does not generally engage in paying compensation for new clients or new Employees.