



CONFLICTS OF INTEREST POLICY

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1 INTRODUCTION

The identification, management and monitoring of conflicts of interest situations is of paramount importance for the activities of Azimut Investments Limited.

In this context, the present document defines the policy for identifying and managing conflicts of interest (even though potential) and the relevant organisational safeguards and measures, procedures and controls adopted by Azimut Investments Limited (hereinafter referred to as the "Company") so as to minimize the risk of significantly harming/damaging the clients' and investors' interests.

The policy applies to the services and activities performed, as a UCITS Management Company or AIFM, and takes into account the current regulatory framework and the guidelines issued by the Parent Company, Azimut Holding S.p.A.

In line with the current regulations, the document is subject to updates based on the evolution of the Company's operations and the possible emergence of new actual or potential conflicts of interest situations.

2 SOURCES AND REFERENCES

- Directive 2009/65/EC as may be amended updated of supplemented from time to time (the "UCITS Directive");
- Irish Statutory Instrument No. 352 of 2011 - European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 as may be amended updated of supplemented from time to time (the "Irish UCITS Regulations");
- Directive 2011/61/EU as may be amended updated of supplemented from time to time ("AIFMD");
- Commission Delegated Regulation (EU) No. 231/2013 ("AIFMD Level 2 Regulations");
- Irish Statutory Instrument No. 257 of 2013 European Union (Alternative Investment Fund Managers) Regulations 2013 as may be amended updated of supplemented from time to time (the "Irish AIFM Regulations");
- Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU may be amended updated of supplemented from time to time ("MiFID II");

- S.I. No. 375/2017 - European Union (Markets in Financial Instruments) Regulations 2017 as may be amended updated of supplemented from time to time (the “MiFID II Regulations”);
- Commission Delegated Regulation (EU) No 2017/565 as may be amended updated of supplemented from time to time (“MiFID II Level 2 Regulations”); and
- Central Bank’s Fund Management Companies Guidance December 2016 (“FMC Guidance”)

As well as any further amendments and any additional transposition of the above framework into the Irish legislation, where relevant.

3 CONCEPT OF CONFLICT OF INTERESTS AND IDENTIFICATION OF RELEVANT SUBJECTS

3.1 CRITERIA FOR THE IDENTIFICATION OF THE CONFLICT OF INTEREST WHILE ACTING AS UCITS MANAGEMENT COMPANY OR AIFM

The Company when acting as AIFM shall take all reasonable steps to identify conflicts of interest that arise in the course of managing alternative investment funds between:

- (a) the Company, including its managers, employees or any person directly or indirectly linked to the Company by control, and the AIF managed by the Company or the investors in that AIF;
 - (b) the AIF or the investors in that AIF, and another AIF or the investors in that AIF;
 - (c) the AIF or the investors in that AIF, and another client of the Company;
 - (d) the AIF or the investors in that AIF, and a UCITS managed by the Company or the investors in that UCITS;
- or
- (e) two clients of the Company.

The Company as AIFM will take all reasonable steps to avoid conflicts of interest and, when they cannot be avoided, to identify, manage, monitor and, where applicable, disclose those conflicts of interest in order to prevent them from adversely affecting the interests of each AIF and its investors and to ensure that each AIF it manages is fairly treated.

In addition, for the purposes of identifying the types of conflict of interest that may arise in the course of providing services and activities as UCITS Management Company or AIFM, the Company will take into account, by way of minimum criteria, the question of whether the Company or a relevant person, or a person directly or indirectly linked by way of control to the Company, is in any of the following situations, whether as a result of providing collective portfolio management activities, or investment activities or ancillary or investment services or otherwise:

- (a) the Company or that person is likely to make a financial gain, or avoid a financial loss, at the expense of the fund under management/client or its investors;
- (b) the Company or that person has an interest in the outcome of a service or an activity provided to the fund under management/client or its investors or another client or of a transaction carried out on behalf of the fund under management/client or another client, which is distinct from the relevant fund's/client's interest in that outcome;
- (c) the Company or that person has a financial or other incentive to favour (i) the interest of another fund or client or group of clients over the interests of the relevant fund/client or (ii) the interest of one investor over the interest of another investor or group of investors in the same fund/client;
- (d) the Company or that person carries on the same activities for the fund/client and for another client or clients which are not the fund/client;
- (e) the Company or that person receives or will receive from a person other than the fund/client an inducement in relation to collective portfolio management activities/service provided to the fund/client, in the form of monies, goods or services, other than the standard commission or fee for that service.

As the Company is a member of the Azimut Group it takes into account any circumstances, of which the firm is or should be aware, which may give rise to a conflict of interest arising as a result of the structure and business activities of other members of the Group. (See, in this regard, potential conflicts of interests identified with related mitigations within the COI mapping, Annex 2)

3.2 CRITERIA FOR THE IDENTIFICATION OF THE CONFLICT OF INTEREST WHILE PROVIDING INVESTMENT SERVICES

The Company when in the course of providing any investment or ancillary services, or a combination of both, while acting as discretionary investment manager to segregated mandates, the Company shall follow the

steps outlined (a) to (e) above to identify conflicts of interest including (but not limited to) those caused by the receipt of inducements from third parties or by the Company's own remuneration and other incentive structures:

(a) within the Company,

(b) between the Company and any person, including (but not limited to)—

(i) its managers, employees and tied agents,

(ii) one or more persons directly or indirectly linked to the Company by control, or

(iii) the clients of the Company,

or

(c) between a client of the Company and one or more of the other clients of the Company.

The Company is aware that it is not to be regarded as fulfilling its obligations under Regulation 30 of the MiFID II Regulations if, in connection with the provision of an investment service or ancillary service to the client, the Company pays or is paid any fee or commission, or provides or is provided with any non-monetary benefit, in connection with the provision of an investment service or ancillary service, unless—

(a) the fee, commission or non-monetary benefit—

(i) is designed to enhance the quality of the relevant service to the client, and

(ii) does not impair compliance with the Company's duty to act honestly, fairly and professionally in the best interests of the client,

(b) the existence, nature and amount of the fee, commission or benefit, or, where the amount cannot be ascertained, the method of calculating that amount, is clearly disclosed to the client, in a manner that is comprehensive, accurate and understandable, prior to the provision of the relevant investment service or ancillary service, and

(c) where applicable, the Company also informs the client on mechanisms for transferring to the client the fee, commission, monetary or non-monetary benefit received in relation to the provision of the investment or ancillary service.

3.3 RELEVANT PERSONS

The Company has identified the following figures as relevant persons, who from time to time may be affected by individual conflicts in view of the activity carried out by them:

- the members of the Board of Directors of the Company (the “Board”) and board members of the parent company;
- Any Company of Azimut Group;
- Designated Persons of the Company;
- the Fund managers, i.e., the directors/Employees implementing the management strategies and the investment choices concerning the UCITS, AIFs and other funds under management or segregated mandates;
- all other employees;
- any other individual who is directly involved in the provision of services to the Company based on an outsourcing agreement.

3.4 IDENTIFICATION, MAPPING AND MITIGATION.

The Company conducts an exercise to identify any existing potential conflicts of interest and as part of this exercise, has also examined the related area of the potential payment or receipt of inducements that may be incompatible with the Company’s obligation to act in the best interests of the funds and its investors and the underlying clients of the segregated mandates.

In this regard, the identification, mapping, and the measures adopted to manage the potential conflict of interest is detailed in the Appendix 2 (“COI Mapping”).

In addition, in the context of the Board and COI Mapping, the Directors are required to act in the best interests of their clients. They should also avoid placing themselves in a position in which their personal interests or duties to others are likely to conflict with their duties to the relevant client. This would include situations outlined in the COI Mapping. The Company’s Constitution allows a Director to participate in a decision of the Board notwithstanding a conflict of interest in the matter being discussed, if the nature,

existence and magnitude of the conflict is disclosed to the rest of the Board, and even to retain any personal benefit that might result from the decision.

The Board has accordingly adopted a policy that a Director should declare any interest he or she may have in any matter to be discussed by the Board, before the discussion takes place, and that the Director should not participate in any discussion of the matter and abstain from any decision.

Once a Director becomes aware of a possibility of a conflict of interest in any matter to be discussed at a Board meeting, he/she should disclose the nature and magnitude of the interest to other Board members at the meeting ensuring that it is noted in the minutes of the meeting. A declaration may also be made in advance of the meeting by notification to the Chairperson or Company Secretary. In case of doubt, a Director may seek the advice of the Chairperson or another Director.

Directors may make a general declaration of interest in any matters to be discussed in the future, such as contracts that may be entered into with a specific third party, for example where the Director is an employee or shareholder of that third party.

A declaration of an interest should include sufficient details of the potential conflict, including any monetary values involved, where relevant and appropriate, to enable the other Directors to gauge the true nature, size and potential impact of the conflict on the Company or any fund or client and the ability of the Board to exercise its powers of decision making.

Once a declaration is made, the Designated Person for Regulatory Compliance will be requested to record the declaration in a register of conflicts of interests which will be available for review by the members of the Board at any time. The Company Secretary will also be asked to include a record of the procedure followed by the Board in considering the matter in relation to which the declaration is made in the minutes of the meeting.

Furthermore, on appointment, each Director must complete a declaration in accordance with section 231 of the Companies Act 2014 (as may be amended, updated or supplemented from time to time). This declaration should be maintained by the Company Secretary and kept up to date with an annual declaration by all Directors where no changes have taken place or indeed been advised.

There are certain conflicts which should be avoided at all times irrespective of the adoption by the Board of any procedures for disclosure and subsequent handling of conflicts. These are as follows:

- (1) Entering into an agreement with a third party that may restrict the ability of a Director to exercise decision making powers for the benefit of the Company or a fund or a client. This includes but is not limited to legally binding contracts etc. but does not preclude making decisions that are aimed at ensuring the Company is able to comply with contractual obligations it has properly entered into.
- (2) Incurring any other obligations or liability to a third party that may similarly inhibit the exercise of a Director's functions. Directors who are also directors, employees or shareholders of third parties that contract with the Company or a fund or client must ensure the third party understands and accepts that in the event of any conflict of interest between the Company and/or the fund/client and the third party that the Company's and the relevant fund's/client's interests will take priority.
- (3) Accepting gifts or benefits from third parties which are offered as a result of the Director's position on the Board. In general any offers of hospitality to discuss the affairs of the Company or a fund/client made by a third party to an individual Board member in the capacity as a Board member should be declined and subsequently declared to the Board. This does not preclude discussions between third parties and individual Directors acting on behalf of and with the knowledge of the Board or indeed the acceptance of hospitality at the same time which (a) is of a nature and level that is appropriate to the nature of the discussions; (b) is not at risk of placing the Board or any individual Directors under any obligation to the third party; (c) will not impair the Company's duty to act in the best interests of its clients; and (d) will not impact the Company's ability to comply with its legal or regulatory obligations.
- (4) Taking personal advantage of information gained as a Director of the Company using a fund's/client's assets for personal benefit or profiting from business opportunities identified through the Director's position on the Board. Market abuse or misuse of insider information is a special case of this principle

which could also involve criminal charges, civil claims or regulatory sanctions. Use of information which has been made public would normally not attract any form of external sanction but it is possible to envisage situations where a Director could have a conflict of interest as a result of using information which is not especially confidential.

Conflicts as listed above may not be adequately dealt with by disclosure to the Board because of the possibility that a Director's ability to act in the interests of the Company or any fund/client could be damaged or perceived to be damaged for a significant period of time or even permanently. The sensitivity surrounding some of these situations may also mean that there is a very low threshold before the conflict would be regarded as serious. In such circumstances the only way to resolve the conflict may be for the Director to resign.

Once a declaration of a potential conflict of interest is made in relation to a matter, the Director should not take part in any discussion of the matter, although further information may be provided on the nature and magnitude of the conflict or on the matter being discussed if requested by the other Board members.

The conflicted Director should also not participate in any vote or decision on the matter, although the other Board members may decide to include the director in the quorum for the meeting if they believe it is appropriate and it is permitted by the Company's Constitution.

There may be occasions when all of the Directors present at a meeting will be conflicted but it will still be necessary for the Board to make a decision for example consideration of Directors' fees or common terms of appointment. In such circumstances it may be prudent to obtain benchmarking references or recommendations from external sources such as legal advisers and service providers.

The COI Mapping should be reviewed on an annual basis via face-to-face interviews with the collaboration of the departments in charge of the main impacted activities; this review will assess any existing/ potential conflicts of interest to assess the appropriate mitigation measures to implement in order to reduce the risk.

The procedures and measures implemented by the Company to manage conflicts of interest have been designed to ensure that relevant persons engaged in activities involving a conflict of interest carry on those activities at a level of independence appropriate to the size and activities of the Company and of the Group

to which it belongs and to the materiality of the risk of damage to the interests of clients. The procedures include:

- effective procedures to prevent or control the exchange of information between relevant persons engaged in collective portfolio management activities involving a risk of a conflict of interest where the exchange of that information may harm the interests of one or more clients;
- the separate supervision of relevant persons whose principal functions involve carrying out collective portfolio management activities on behalf of, or providing services to, clients or to investors whose interests may conflict, or who otherwise represent different interests that may conflict, including those of the Company;
- the removal of any direct link between the remuneration of relevant persons principally engaged in one activity and the remuneration of, or revenues generated by, different relevant persons principally engaged in another activity, where a conflict of interest may arise in relation to those activities;
- measures such to prevent or limit any person from exercising inappropriate influence over the way in which a relevant person carries out collective portfolio management activities;
- measures such to prevent or control the simultaneous or sequential involvement of a relevant person in separate collective portfolio management activities where such involvement may impair the proper management of conflicts of interest;
- segregating, within the Company's operating environment, tasks and responsibilities which may be regarded as incompatible with each other, or which may potentially generate systematic conflicts of interest; and
- assessing whether its operating conditions may involve any other material conflicts of interest and disclosing them to investors in the funds under management or the underlying clients of the segregated mandates in accordance with applicable requirements.

Where the adoption or the practice of one or more of those measures and procedures outlined above does not ensure the requisite degree of independence, the Company shall adopt such alternative or additional

measures and procedures which the Central Bank considers are necessary and appropriate for those purposes.

The Company is aware that when acting as AIFM for open-ended funds, it must identify, manage and monitor conflicts between redeeming investors and remaining investors and any conflicts between the Company's incentive to invest in illiquid assets and the fund's redemption policy in accordance with its obligations under Regulation 15(1) of the Irish AIFMD Regulations.

4 ROLES AND RESPONSIBILITIES

The responsibility for the management of conflicts of interest lies within:

- a) **The Board**, which shall have responsibility for the approval and overall implementation of this Policy;
- b) **The Head of Compliance** shall have responsibility for the application, maintenance and updating of this Policy, at least on an annual basis after the register of conflict of interests and COI Mapping have been reviewed.

The Board will be responsible for approving the COI Mapping as well as the assessment of the inducements scheme in place, which should be reviewed on an annual basis. The identification, management and monitoring of conflicts of interest involves the Company at all levels.

Senior Management is responsible for ensuring that the Policy is applied within each respective department and for reporting any conflict of interests situation to the Head of Compliance.

The directors, management, the respective function managers as well as the employees are required, each for the area under their responsibility, to pay the utmost attention to and report any case of conflicts of interest and in particular the ones highlighted in the COI Mapping.

The Head of Compliance is responsible for:

- The logging and reporting of conflict of interests situation in the conflict of interests register (Appendix 1);
- The follow up of action/ implementation plans identified to remediate such situations;

- The review and update of the COI Mapping and Policy, in particular with the situations reported during the period in the conflict of interests register;
- Ensuring that appropriate training is delivered to all staff;
- Reporting promptly to the Board where the organisational or administrative arrangements in the Company are not sufficient to prevent conflicts in order for the Board to take any necessary decision or action to ensure that the Company acts in best interests of the fund or client or the investors in that fund or client;
- Quarterly reporting to the Board on the identification, management and monitoring of conflicts in accordance with this Policy; and

All Designated Persons are responsible for:

- Confirming at each quarterly meeting with the Organisational Effectiveness Director (“OED”) that adequate consideration has been given to conflicts of interest affecting the Company and the funds under management/clients in accordance with this Policy.

The Director with responsibility for Organisational Effectiveness is responsible for:

- Considering conflicts of interest affecting the Company and the funds under management/clients as part of her role on an ongoing basis and when any new conflicts are identified she will ensure that appropriate action will be taken to document, escalate and manage any such conflict. The OED must also initiate action, such as escalation to the Board, where a conflict is having or are likely in the near future to have an adverse impact on investors.

Finally, the Internal Audit Function periodically verifies the adequacy and effectiveness of the Company's systems, processes, procedures, and control mechanisms.

All directors, designated persons and employees are responsible for reporting any potential or actual conflict of interest as soon as it is discovered. These reports can be directed to the CEO or Head of Compliance for further investigation.

5 PURPOSE OF THE CONFLICTS OF INTEREST MANAGEMENT POLICY ADOPTED BY THE COMPANY

This policy has been adopted for the identification and management of conflicts of interest. It is considered proportionate with regard to the size and current organisation of the Company, as well as the nature, scale and complexity of the business of the Company.

6 ACTIVITIES CONCERNED AND ASSESSED

The Company's activities considered for the COI Mapping and for the purpose of this Policy that may give rise to a conflict of interest; are:

- a) Access to fund assets;
- b) Fund valuations;
- c) Fund trades;
- d) Errors handling;
- e) Fund business placement;
- f) Investment opportunities;
- g) Investments redemptions;
- h) Conflict of interests involving Relevant Individuals.

7 CONFLICT OF INTERESTS REGISTER

The Company has set up a register (hereinafter, the "Register" in Appendix 1) in which are logged, in relation to the activities performed, the identified conflicts of interest situations, or in the case of an ongoing activity, the situations in which a conflict of interest may arise.

The Register is updated regularly by the Head of the Compliance.

In particular, the Register contains:

- Information about the relevant department of the Company and activity concerned;

- A description of the circumstances from which the conflict of interest arose and the specific remediation measures adopted in relation to the conflictual situation;
- A description of the measures and safeguards adopted so as to minimize the risk of damaging clients/investors/managed funds/segregated mandates' interests in those situations in which a conflict of interest may arise;
- A column confirming whether the Policy also needs to be updated;

The Head of Compliance is responsible for:

- Logging any reported conflict of interests situation in the Register;
- The follow up of action/ implementation plans identified to remediate the situations.

8 DISCLOSURES

Whoever, within the Company, has potential conflicts of interest is required to disclose it to the Head of Compliance, including those which may have been inadvertently placed due to either business or personal relationships with clients, suppliers, business associates or competitors of the Company.

Where the existence of a certain conflict of interest has been brought to the attention of the Board by the Designated Person for Compliance and if it has been established that the Company cannot be reasonably confident that risks of damage to a clients'/investors' interests will be prevented as a result of measures to be taken to mitigate conflicts of interest, the Company will clearly disclose to the client/investor: the general nature, the sources of conflicts of interest and the steps taken to mitigate those risks, before undertaking business on their behalf or the investor investing in the fund and developing appropriate policies procedures to do so. The disclosure shall also include specific description of the conflicts of interest that arise in the provision of the services, taking into account the nature of the client/investor to whom the disclosure is being made. The description shall explain the risks to the client/investor that arise as a result of the conflicts of interest. Disclosure to clients/investor pursuant to this shall in accordance with —

- (a) be made in a durable medium (such as the relevant Prospectus or the report and accounts of the fund/the segregated mandate), and

(b) include sufficient detail to enable that client/investor to take an informed decision with respect to the service provided by the Company in the context of which the conflicts of interest arise.

Where the disclosure to the client/investor is being carried out via a website the following conditions will be satisfied:

- (a) the client/investor has been notified of the address of the website, and the place on the website where the information may be accessed, and has consented to the provision of the information by such means;
- (b) the information must be up to date;
- (c) the information must be accessible continuously by means of that website for such period of time as the client/investor may reasonably need to inspect it.

9 MONITORING AND REVIEW OF THE MANAGEMENT OF CONFLICTS OF INTEREST AND REVIEW OF THE POLICY

Should a new conflict of interest arise in the context of the activities and services provided, or in case of change of the circumstances from which identified conflicts of interest arose, the following process is applied:

- a) Reporting by the relevant person of the conflict of interest to the CEO or Head of Compliance;
- b) Logging of the situation by the Head of Compliance in which the conflict arises in the Register;
- c) Identification of the measures and procedures for management and/or mitigation of the conflict;
- d) Consideration by the Head of Compliance for updating of this Policy on the basis of the measures and procedures identified under b) and c);
- e) Disclosure to investors in accordance with this Policy.

This Policy is reviewed at least on an annual basis or when:

- a) The structure of the Company or of the Group changes significantly;

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b) The Company launches new products, activities, or partnerships with a significant impact on the company's structure;

c) The Company identifies new circumstances in which conflicts of interest have arisen or may arise and which could be significantly detrimental to the interests of the customers.

Appropriate measures will be taken to address any deficiencies in the Policy based on the review carried out. Based on the results of this review process, the Head of Compliance will update the Policy and submit the new version to the Board for approval and recommendations on the necessary measures to ensure management of conflicts of interest.

Relevant updates to the Policy will be communicated to the customer at the first possible opportunity as per section 8 of this Policy

In the absence of any express amendment in light of any reviews carried out, requested by any Director or Head of Compliance, the Policy will be deemed renewed in its current version.

10 ANALYSIS, IDENTIFICATION AND MANAGEMENT OF CONFLICTS OF INTEREST

The analysis, identification, and management of existing/potential conflicts of interest is performed in accordance with section 3 of this Policy (see Appendix 2 for full details).

11 APPLICATION OF POLICY – IDENTIFICATION AND REPORTING OF BREACHES OR ISSUES

Any clarification around this Policy or its application should be discussed with the Head of Compliance.

Confirmed breaches shall be reported by the Head of Compliance to The Director with responsibility for Organisational Effectiveness and subsequently to the Board of Directors.

The Head of Compliance is responsible for assessing any identified issues or findings related to this Policy or its implementation and for reporting them to the Board with an action plan to address the issue or finding.

In case of confirmed breaches, the Head of Compliance and the Board shall consider any remedial actions to prevent the re-occurrence of similar breaches in the future and consider whether further reporting to the authorities is required, in accordance with any relevant law/regulatory provisions.

COI POLICY APPENDIX 1 – CONFLICTS OF INTEREST REGISTER



COI Register.docx

COI POLICY APPENDIX 2 – CONFLICTS OF INTEREST MAPPING



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